UNDER THE INCORPORATED
SOCIETIES ACT 2022

RULES OF

North West Country Incorporated

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RULES OF THE *North West Country Incorporated*

CHAPTER I - NAME AND OBJECTS

1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

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

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

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

"Associate Member" means a member of the Association admitted pursuant to Rule 6.6;

"Association" means the North West Country Incorporated;

"Auditor" means the auditor appointed in accordance with Rule 21;

“BID Policy” refers to the adopted Auckland Council Business Improvement District (BID) Policy;

"BID Targeted Rate Grant" means any funding received by the Association from the Council for the purposes of the BID Programme;

"Business Improvement District Programme" or "BID Programme" means the economic development programme involving the Council, the business community and other stakeholders to organise, design, promote, improve and develop the North West Country Incorporated commercial district;

"Business Improvement District Targeted Rate" or "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 in order to provide, or contribute to, the BID Targeted Rate Grant;

"Business Improvement District Targeted Rating Area" or "BID Targeted Rating Area" means the geographical area subject to the BID Targeted Rate, as defined for the purposes of the Auckland Council rating information database;

"Chairperson" means the chairperson of the Association referred to in Rule 18;

"Council" means the Auckland Council;

"Executive Committee" means the committee of the Association referred to in Rule 15;

"Full Member" means a member of the Association in terms of Rule 6.1;

"General Meetings" means the Annual General Meeting 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 he or she is absent or unavailable;

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

“North West Business District” means the geographical area subject to the BID Targeted Rate, as defined for the purposes of the Auckland Council rating information database; which includes the commercial districts of Kaukapakapa, Helensville, Parakai, Waimauku, Huapai, Kumeu & Riverhead.

"Officers" means a natural person who is a member of the Executive Committee or a person occupying a position within the society that allows them to exercise significant influence over the management of the society through voting rights, including any manager, in accordance with Rule 17;

"Secretary" means the Secretary of the Association referred to in Rule 18;

"Special General Meeting" has the meaning given to it in Rule 29;

"Special Resolution" has the meaning given to it in Rule 35;

"Treasurer" means the Treasurer of the Association referred to in Rule 19.

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 North West Country Incorporated.

3. OBJECTS

3.1 The objects of the Association are:

3.1.1. To assist and guide the development and advancement of the commercial interests of business people and businesses in the North West Business District through a co-ordinated, structured and measurable communications, marketing and economic development programme.

3.1.2. To foster and promote generally the welfare of the business community of North West Business District and, in particular, to provide a forum for networking and collaboration of members, and sharing of information.

3.1.3. To improve the environment of the North West Business District so as to attract and retain business in order to drive employment and economic growth.

3.1.4. To capitalise on the unique assets and profile of the North West Business District and to use that as a means of establishing an identity and positioning for the area.

3.1.5. 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 to the benefit of the North West Business District.

3.1.6. For the purposes and objects stated in these Rules, to administer the BID Targeted Rate Grant Funding.

3.1.7. 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 14, to use the funds of the Association as the Association may consider necessary or proper to

4.2.1. pay the costs and expenses of the Association including the payment of honoraria to officers; 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 an Executive Committee with the functions and powers set out in these Rules.

5. CONTACT PERSON

The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

5.1. The Society's contact person must be:

5.1.1. At least 18 years of age, and
5.1.2. Ordinarily resident in New Zealand.

5.2. A contact person can be appointed by the Committee or elected by the Members at a General Meeting.

5.3. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:

5.3.1. a physical address or an electronic address, and
5.3.2. a telephone number.

5.4. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

CHAPTER III – ASSOCIATION MEMBERSHIP

6. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS

6.1. There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if the person:

6.1.1. owns one or more commercially rated properties within the Targeted Rating Area; or

6.1.2. 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

6.1.3. has not previously been expelled from the Association, unless the Executive Committee has resolved to readmit that person under Rule 12.1.5.

6.2. 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 6.1 to be a Full Member on more than one ground.

6.3. A Full Member is entitled to:

6.3.1. Attend and vote at all General Meetings;

6.3.2. Attend all meetings of the Executive Committee (but not vote);

6.3.3. Stand for election to the Executive Committee;

6.3.4. Receive regular communications about Business Improvement District Programme activities;

6.3.5. Receive notification of upcoming meetings and agenda items.

6.4. 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.

6.5. 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.

6.6. 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 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.

6.7. 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.

6.8. An Associate Member 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 of a sub-committee.

6.9. An Associate Member 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.

6.10. 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.

6.11. 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.

7. TERMINATION OF MEMBERSHIP

7.1. A person ceases to be a Member of the Association if the person:

7.1.1. dies, becomes bankrupt or, being a company or other incorporated body is wound up; or

7.1.2. resigns that membership by notice in writing to the Association; or

7.1.3. is expelled from the Association; or

7.1.4. ceases to be entitled to be a Full Member in terms of Rule 6.1 and has not been admitted as an Associate Member.

8. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

8.1. is not capable of being transferred or transmitted to another person; and

8.2. terminates upon cessation of the person's membership.

9. REGISTER OF MEMBERS

9.1. The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to the Act specifying the name, 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.

9.2. Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member.

9.3. 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.

10. FEES, SUBSCRIPTIONS, ETC.

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

10.2. Any Member ceasing to be a member of the Association pursuant to Rule 7 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.

11. MEMBER'S LIABILITIES

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 6.7 and Rule 10. In the event any Member ceases to be a Member of the Association pursuant to Rule 7 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.

12. DISCIPLINING OF MEMBERS

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

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

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

12.1.3. has failed to pay any subscription or charge payable under Rule 10 or any Special Subscription payable under Rule 6.7 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

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

the Executive Committee may by resolution:

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

12.1.6. expel the Member of the Association; or

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

12.2. A resolution of the Executive Committee under Rule 12.1 is of no effect unless the Executive Committee confirms the resolution at a meeting held not earlier than fourteen days and not later than twenty-eight days after service on the Member of a notice under Rule 12.3.

12.3. Where the Executive Committee passes a resolution under Rule 12.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:

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

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

12.3.3. stating the date, place and time of that meeting; and

12.3.4. informing the Member that the Member may do either or both of the following:

a) attend and speak at that meeting;

b) submit to the Executive Committee at or prior to the date of that meeting written representations relating to the resolution.

12.4 At a meeting of the Executive Committee held in accordance with Rule 12.3, the Executive Committee shall:

12.4.1 allow the Member to bring a supporting person;

12.4.2 give the Member an opportunity to make oral representations;

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

12.4.4 by resolution determine whether to confirm or to revoke the resolution.

12.5 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.

13. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

13.1. 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:

13.1.1. 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

13.1.2. 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.

13.2. No private pecuniary profit shall be made by any person from the Association except that:

13.2.1. any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;

13.2.2. 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;

13.2.3. the Association may pay reasonable remuneration or honoraria to any officer or servant of the Association in accordance with Rule 20.

13.2.4. 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;

13.3. 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

14. POWERS AND AUTHORITY OF EXECUTIVE COMMITTEE

The Association shall be governed by an Executive Committee which:

14.1. shall control and manage the affairs of the Association;

14.1.1. may exercise all such functions as may be exercised by a General Meeting of Members of the Association;

14.1.2. may fix the amount of any fee or subscription charge to be paid by members, which may be in several parts or categories;

14.2. has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association;

14.2.1. shall be responsible for managing any staff of the Association;

14.2.2. shall be responsible for co-ordinating with the Council any ballot in relation to the Business Improvement District Targeted Rating Area required by the Council.;

14.3. shall carry out the affairs of the Business Improvement District Programme on behalf of the Association, which includes:

14.3.1. identifying strategic opportunities;

14.3.2. establishing a programme of activities, projects and priorities to further the BID Programme;

14.3.3. allocating the Business Improvement District Targeted Rate Grant;

14.3.4. overseeing the spending of approved budgets;

14.3.5. monitoring work progress against approved budgets and performance measures;

14.3.6. establishing any sub-committee to deal with specific projects as the Executive Committee deems appropriate;

14.3.7. reporting to the Local Board or the Governing Body of the Council as required;

14.3.8. any other matters relating to the Business Improvement District Programme as set out in the BID Policy.

14.4. shall be responsible for arranging for the preparation of:

14.4.1. each year, a detailed annual plan and budget, showing expected income and expenditure, covering the following 12 month period;

14.4.2. a strategic plan covering the following three to five year period;

14.4.3. each year, an annual report reviewing the previous year's activities;

14.4.4. annual audited accounts;

14.4.5. annual accountability reporting to Auckland Council as required under the BID Policy.

14.5. shall be responsible for accounting for the Business Improvement District Targeted Rate Grant.

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

15. MEMBERSHIP OF EXECUTIVE COMMITTEE

15.1. The Executive Committee shall consist of:

15.1.1. at least seven Officers; and

15.1.2. an uneven number of members; and

15.1.3. no less than five voting members; and

15.1.4. no more than thirteen voting members and two non-voting members.

15.2. The Executive Committee shall consist of minimum members representative from the following townships within the BID area;

- Kaukapakapa 1 member
- Helensville 1 member
- Parakai 1 member
- Waimauku 1 member
- Kumeu & Huapai 1 member
- Riverhead 1 member
- Chairperson 1 member

15.3. Subject to Rule 25 the voting members of the Executive Committee shall be:

15.3.1. at least five Full Members of the Association, to be elected by the Association pursuant to Rule 16;

15.3.2. any other person appointed under Rule 16.3 to be a voting member of the Executive Committee.

15.4. Subject to Rule 15.1 the Executive Committee may from time to time appoint any person who it considers appropriate, including the Local Board Representative, to be a voting or non-voting member of the Executive Committee.

Where that person is appointed as a voting member, they shall become an Officer of the Society.

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.

15.5. Each member of the Executive Committee elected under Rule 16.3 shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the third anniversary of the member's election, but is eligible for re-election.

15.5.1. At each Annual General Meeting at least 3 of the Executive Committee members shall retire from office each year, but shall be eligible for re-election at that meeting.

15.5.2. The Executive Committee Members to retire at any Annual General Meeting must be those who have been longest in office since their last election, but, as between persons who became Executive Committee Members on the same day, those to retire must be determined by lot, unless otherwise agreed between themselves.

15.5.3. An Executive Committee Member retiring holds office until the conclusion of the Annual General Meeting at which time that Executive Committee Member retires but is eligible for re-election unless a conflict of interest has arisen in which case the position shall be vacated.

15.6. The Executive Committee may at any time remove, or change the voting status of, any member of the Executive Committee appointed under Rule 16.3.

15.7. In the event of a casual vacancy occurring in the membership of the Executive Committee, the casual vacancy shall be filled as follows:

15.7.1. in the case of a person elected under Rule 15.3.1, the casual vacancy shall be filled by the Executive Committee;

15.7.2. in the case of a person appointed under Rule 15.3.2, the casual vacancy shall, if the Executive Committee wishes to fill the vacancy, be filled by the Executive Committee.

15.8. The Members appointed to fill a casual vacancy under Rule 15.7.1 shall hold office subject to these Rules until the conclusion of the next Annual General Meeting following the date of appointment.

16. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE

16.1. The majority of candidates for each position as defined in 15.2 must qualify as a Full Member of the Association and have businesses based in the township they are standing for.

16.2. Nominations of candidates for election as members of the Executive Committee:

16.2.1. shall be made in writing on an approved nomination form with biographical details and all parts or questions completed along with a current photograph, 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

16.2.2. 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.

16.3. If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

16.4. If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.

16.5. 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.

16.6. If the number of nominations received exceeds the number of vacancies to be filled a poll shall be held.

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

16.8. In the event of an equality of votes between two or more candidates an exhaustive poll will be held to determine the person elected.

16.9. Candidates for Executive Committee cannot stand for more than one position and cannot stand for the Chairpersons position.

17. OFFICERS

17.1. All Officers of the society must meet the qualifications for officers as set out in the Act, and:

17.1.1. has consented in writing to be an officer of the Society, and

17.1.2. certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.

17.2. All Officers shall act in good faith in what they believe to be the best interests of the Society at all times.

17.3. The election of an Officer shall be made by a general member vote at the Annual General Meeting.

17.4. The election of an Officer shall be conducted by such standard voting method (for example poll 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 Executive Committee.

17.5. Where a vacancy for an Officer occurs at an Annual General Meeting, that vacancy shall be filled by resolution of the Executive Committee. Any such appointments must be ratified at the next Annual General Meeting.

17.6. An Officer ceases to hold office when they resign (by notice in writing to the Executive Committee), are removed, die, or otherwise vacate office in accordance with the Act.

17.7. Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Executive Committee all books, papers and other property of the Society held by such former Officer.

18. CHAIRPERSON, DEPUTY CHAIRPERSON AND SECRETARY

18.1. The election of a member of the Executive Committee as the Chairperson shall be made by a general member vote at the Annual General Meeting.

18.2. The election of a member of the Executive Committee as the Deputy Chairperson will be made by the Executive Committee at its first meeting following the Annual General Meeting.

18.3. The election of the Chairperson shall be conducted by ballot as is appropriate given the number of candidates.

18.4. The Executive Committee shall appoint or elect one member as the Secretary of the Association.

18.5. If the Local Board Representative is a member of the Executive Committee he or she may not:

18.5.1. be the Chairperson or the Secretary; or

18.5.2. vote on the election of the Chairperson or Secretary.

18.6. It is the duty of the Secretary to keep minutes of:

18.6.1. all elections and appointments of Officers and members of the Executive Committee;

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

18.6.3. all proceedings at Executive Committee meetings and General Meetings.

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

19. TREASURER

19.1. The election of a member of the Executive Committee as Treasurer may be made either by a general member vote at the Annual General Meeting or by the Executive Committee at its first meeting following the Annual General Meeting. The decision whether an election is made at the Annual General Meeting, or by the Executive Committee, 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).

19.2. The election of the Treasurer shall be conducted by such standard voting method (for example poll 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 Executive Committee.

19.3. If the Local Board Representative is a member of the Executive Committee he or she may not:

19.3.1. be the Treasurer; or

19.3.2. vote on the election of the Treasurer.

19.4. Despite Rules 19.1 and 19.2, in the event that no member of the Executive Committee is qualified, and wishes, to act as Treasurer, the Executive Committee may engage a professionally qualified person (not necessarily a member of the Association) to act as Treasurer of the Association.

19.5. It is the duty of the Treasurer of the Association to ensure that:

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

19.5.2. 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.

20. HONORARIA

20.1. The Society may pay honoraria to Officers and Committee Members in recognition of the time, responsibility, and services provided to the Society.

20.2. The total annual budget for honoraria shall be approved by Members at the Annual General Meeting as part of the annual budget process.

20.3. The Committee may determine the allocation of approved honoraria, provided that:

20.3.1. Any honorarium must be reasonable and consistent with the Society's objects;

20.3.2. The recipient does not participate in the decision relating to the payment;

20.3.3. All honoraria paid shall be disclosed in the Society's annual financial statements and annual report; and

20.3.4. Nothing in this clause prevents reimbursement of actual and reasonable expenses incurred on behalf of the Society.

21. AUDITOR

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

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

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

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

21.5. Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to thoroughly examine the accounts and statements, all minutes and such other information as is requested.

21.6. The Auditor shall be a member of the institute of chartered accountants and conduct the audit in terms of the guidelines of the institute.

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

22. CASUAL VACANCIES

22.1. For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

22.1.1. dies;

22.1.2. ceases to be a Member of the Association;

22.1.3. is declared bankrupt;

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

22.1.5. is removed from office under Rule 23;

22.1.6. 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;

22.1.7. fails to attend three 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; or

22.1.8. commits a crime punishable by imprisonment.

23. REMOVAL OF MEMBER

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

23.2. Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 23.1 relates:

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

23.2.2. 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.

24. MEETINGS OF EXECUTIVE COMMITTEE AND QUORUM

24.1. The Executive Committee 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 Executive Committee.

24.2. Additional meetings of the Executive Committee may be convened by the Chairperson or by any member of the Executive Committee.

24.3. Oral or written notice (including by way of email) of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.

24.4. A member of the Executive Committee unable to attend a meeting in person may attend by way of an electronic means.

24.5. Any five voting members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee, however three must be full members.

24.6. No business shall be transacted by the Executive Committee unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

24.7. 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 present shall constitute a quorum.

24.8. At a meeting of the Executive Committee the Chairperson or, in the Chairperson's absence, any member of the Executive Committee nominated to stand in his/her place shall preside.

25. VOTING AND DECISIONS OF EXECUTIVE COMMITTEE AND SUB-COMMITTEE

25.1. The voting rights of members of the Executive Committee shall be as follows:

25.1.1. Each Full Member shall be entitled to one vote;

25.1.2. Subject to Rules 19.3.2 and 18.5.2, each person appointed under Rule 15.4 as a voting member shall be entitled to one vote.

25.2. Matters arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.

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

25.4. Subject to Rule 24.5, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

25.5. Any act or thing done or suffered, or purporting to have been done or suffered by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

26. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

26.1. The Executive Committee may delegate to one or more sub-committees (consisting of such Member or Members of the Association, or such other persons, as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as the Executive Committee may decide.

26.2. 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.

26.3. Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.

26.4. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.

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

26.6. A sub-committee may meet and adjourn as it thinks proper.

CHAPTER V - GENERAL MEETINGS

27. ANNUAL GENERAL MEETING

27.1. 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.

28. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

28.1. The Annual General Meeting of the Association shall, subject to the Act and to Rule 276, be convened on such date and at such place and time as the Executive Committee thinks fit.

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

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

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

28.2.2. to approve the Annual Financial Statements;

28.2.3. to approve the proposed BID Targeted Rate Grant 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;

28.2.4. to elect members of the Executive Committee;

28.2.5. if necessary, to decide the method of election of the Chairperson and/or the Treasurer for the following year's election (refer to Rules 18.1 and 19.1);

28.2.6. if it is 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;

28.2.7. to appoint an Auditor;

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

28.2.9. to call for any declarations of conflicts of interest.

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

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

29. SPECIAL GENERAL MEETINGS

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

29.2. 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.

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

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

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

29.3.3. shall be lodged with the Secretary;

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

29.4. If the Executive Committee fails to convene a Special General Meeting to be held within two months 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 two months after that date.

29.5. A Special General Meeting convened by a Member or Members as referred to in Rule 29.4 shall be deemed to have been convened by the Executive Committee.

29.6. 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.

30. NOTICE

30.1. 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 by prepaid post or by email to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

30.2. 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

30.3. Meeting, cause notice to be sent to each Member of the Association provided in Rule 30.1 specifying in addition to the matters required under Rule 30.1, the intention to pass such a resolution as a Special Resolution.

30.4. In any case where a proposed Special Resolution is to approve the amount of 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 amount of BID

Targeted Rate Grant, then the notice referred to in Rule 30.2 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 AMOUNT BY MORE THAN 10% OR $10,000."

30.5. 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 30.

30.6. 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.

31. PROCEDURE

31.1. No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.

31.2. Six Full Members present in person constitute a quorum for the transaction of the business of a General Meeting.

31.3. 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.

31.4. 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.

32. PRESIDING MEMBER

32.1. The Chairperson shall preside at each General Meeting of the Association.

32.2. 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.

33. ADJOURNMENT

33.1. 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.

33.2. 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.

33.3. Except as provided in Rules 33.1 and 33.2, 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.

34. MAKING OF DECISIONS

34.1. 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 (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.

34.2. At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than six Full Members present in person.

34.3. Where a poll is demanded at a General Meeting, the poll shall be taken:

34.3.1. 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

34.3.2. in any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

34.4. Written resolutions may not be passed in lieu of a General Meeting.

35. SPECIAL RESOLUTION

35.1. A resolution of the Association is a special resolution if:

35.2. it is passed by a majority of the Members of the Association who are present, voting in person; and

35.3. the resolution is passed at a General Meeting; and

35.4. not less than 21 days written notice of the meeting has been given to Members specifying the intention to propose the resolution as a special resolution.

36. VOTING AT GENERAL MEETINGS INCLUDING AGM

36.1. Upon any question arising at a General Meeting of the Association, a Full Member has one vote only.

36.2. All votes shall be given personally and no proxy votes will be allowed.

36.3. 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

37. INSURANCE

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

37.2. In addition to the insurance required under Rule 37.1, the Association may effect and maintain other insurance.

38. FUNDS – MANAGEMENT

38.1. Subject to any resolution passed by the Association in General Meeting and subject to Rule 14.5, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Executive Committee determines.

38.2. The Executive Committee 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.

38.3. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Executive Committee or employees of the Association, being Members or employees authorised to do so by the Executive Committee.

38.4. All funds received by the Association, remain the property of the Association unless the Association is subject to dissolution, see Rule 42. 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.

38.5. The Executive Committee 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 statement that comply with the requirements of the Act, and enable financial statements to be readily and properly audited.

38.6. The Committee 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.

39. ALTERATION OF OBJECTS AND RULES

39.1. Subject to the provisions of the Act, Rule 39.2 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 4, 13 and 42).

39.2. None of the Rules of the Association affecting the three-year BID Targeted Rate Grant Agreement Programme, the BID Programme, or the BID Targeted Rate Grant shall be altered in any way without the prior written approval of the Council.

40. CUSTODY OF BOOKS, ETC.

40.1. 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.

41. SERVICE OF NOTICES

41.1. 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.

41.2. 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.

41.3. 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.

42. WINDING UP

42.1. 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

42.2. 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.

42.3. If the Society is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.

42.4. On the liquidation or removal from the Register of Incorporated Societies of the Society, its surplus assets — after payment of all debts, costs and liabilities — shall be vested in one or more organisations having similar not-for-profit objects, in such manner as may be determined by the majority of members present at a general meeting.

42.5. However, in any resolution under this rule, the Society may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Society complies with this Constitution and the Act in all other respects.

43. DISPUTES AND COMPLAINTS

43.1. A dispute is a disagreement or conflict involving the Society or its Members and may be between any Member, Officer, or the Society.

43.2. For any disagreement or conflict involving the Association and/or its Members as set out in sections 38 to 44 the Act, the Association adopts the processes set out under Schedule 2 of the Act for handling of any dispute of that nature.