

**UNDER THE INCORPORATED
SOCIETIES ACT 1908**

**RULES OF
TAKAPUNA BEACH BUSINESS ASSOCIATION, INC.**

We hereby certify that the foregoing is a true and correct copy of the amendments to the Rules of the Takapuna Beach Business Association, Inc.

 





Members of the Governance Board of the Takapuna Beach Business Association Incorporated.

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RULES OF TAKAPUNA BEACH BUSINESS ASSOCIATION, INC.

CHAPTER I - NAME AND OBJECTS

1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

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

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

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

"Association" means the *Takapuna Beach Business Association, Inc*;

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

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

"Business Improvement District Partnership Funding" or **"BID Partnership Funding"** means any funding received by the Association from the Council for the purposes of the BID Partnership Programme;

"Business Improvement District Partnership Programme" or **"BID Partnership Programme"** means the economic development programme involving the Council, the business community and other stakeholders to organise, design, promote, improve and develop the Takapuna business 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 Partnership Funding;

"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 Council rating information database;

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

"Council" means the Auckland Council;

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

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

"Governance Board" means the governance board of the Association referred to in Rule **Error! Reference source not found.**;

"Local Board" means the local board of the Council within whose local board area the BID Partnership 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 Partnership 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 including Associate Members and Full Members;

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

"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" has the meaning given to it in Rule 32;

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

"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 *TAKAPUNA BEACH BUSINESS ASSOCIATION, INC.*

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 Takapuna business district through a co-ordinated, structured and measurable communications, marketing and economic development programme.
- 3.2 To foster and promote generally the welfare of the business community of the Takapuna business district and, in particular, to provide a forum for networking and collaboration of members, and sharing of information.
- 3.3 To capitalise on the natural and historical significance of the Takapuna town centre, and the unique assets and profile of the Takapuna business district, and to use that natural and historical significance, and those assets, as a means of establishing an identity and positioning for the area.
- 3.4 To promote the improvement of the environment of the Takapuna business district so as to attract and retain business in order to drive employment and economic growth.
- 3.5 To make arrangements, collaborate and work with the Government, local authorities, the Council and/or persons, corporations, associations or community groups:
 - 3.5.1 for the improvement of streets, reserves, playing areas and park areas, transport, services or other infrastructure, and for lighting, surfacing, security and cleaning in the Takapuna business district;
 - 3.5.2 to promote and grow a community spirit within Takapuna by promoting and supporting the provision of civic places, quality urban design and coordinated and sustainable urban development, and by promoting, supporting and organising community events; and

- 3.6 To support community and other charitable, voluntary or non- profit making groups within the Takapuna business district by promoting, raising the awareness of, and creating opportunities to fund raise for, their chosen cause or activity.
- 3.7 To do all things as are, or may be incidental to, or conducive to, the attainment of these objects.
- 3.8 For the purposes and objects stated in these Rules, to administer the BID Partnership Funding.

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 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 **PROVIDED THAT** the Association shall not lend money at less than current commercial rates, having regard to the nature and term of the loan, to any person (as defined in the Income Tax Act 1994);

- 4.9.1 who is a Member of the Association; or
- 4.9.2 who is a shareholder or director of any company by which any business of the Association is carried on; or
- 4.9.3 who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Association is to be carried on; or
- 4.9.4 if the person, company, settlor, trustee, shareholder, director referred to in any of Rules 4.9.1 to 4.9.3 are associated persons (as defined in the Income Tax Act 1994).

CHAPTER III - ASSOCIATION MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

- 5.1 There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if that person:
 - 5.1.1 owns one or more commercially rated properties within the BID Targeted Rating Area;
 - 5.1.2 occupies or is the tenant of one or more premises (with a floor space of not less than 10 sqm) of a commercially rated property within the BID Targeted Rating Area and who operates a business from those premises for not less than 50 business days a year;
 - 5.1.3 has correctly completed the Association's membership registration form and that form has been received by the Secretary;
 - 5.1.4 has fully paid up all fees, subscriptions and other charges (if any) as levied by the Association pursuant to these Rules; and
 - 5.1.5 has not previously been expelled from the Association.
- 5.2 Each Full Member shall be entitled to one vote even though that Full Member may be entitled to be a Full Member on more than one ground under Rule 5.1.
- 5.3 Each Full Member is entitled to receive regular communications about Business Improvement District Partnership Programme activities.
- 5.4 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.
- 5.5 Any person entitled to be a Member of the Association and who wishes to become a Member shall provide to the Secretary, and shall at all times ensure the Secretary has, details of their name, occupation or business, and contact information.
- 5.6 There may be Associate Members of the Association. A person who does not qualify as a Full Member may become an Associate Member of the Association by applying to the Secretary to do so. The Secretary shall advise the Governance Board of the application and the Governance Board shall determine at its next scheduled Governance Board meeting whether or not the applicant shall be admitted.
- 5.7 An Associate Member shall, in each year, pay a Special Subscription of an amount determined by the Governance Board from time to time.

- 5.8 An Associate Member is not entitled to stand for election to the Governance Board, but may be appointed by the Governance Board to be a member of the Governance Board or a sub-committee.
- 5.9 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 member of the Governance Board.
- 5.10 Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Association, and shall notify the Secretary of that representative's name and contact details.
- 5.11 In the event that the Council cancelled the Separate Rate then:
 - 5.11.1 all Members who were Members immediately prior to such cancellation shall continue to be Members of the Association; and
 - 5.11.2 a General Meeting shall be held within 6 months to agree new membership qualifications.

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. However the Member will still be required to pay the BID Targeted Rate; or
 - 6.1.3 ceases to be entitled to be a Full Member in terms of Rule 5.1 and has not been admitted as an Associate Member; or
 - 6.1.4 is expelled from the Association.

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 persons membership.

8. REGISTER OF MEMBERS

- 8.1 The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to section 22 of the Act specifying the name, occupation or business and contact details of each person who is a Member of the Association, whether that person is a Full Member or an Associate Member, together with the date on which the person became a Member. 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 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 reasonable fees, subscriptions or other charges (if any) necessary to properly 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 the BID Targeted Rate or the Special Subscription or any other fee, subscription or charge paid or payable by that Member prior to his, her or its termination and such Member shall continue to remain liable to pay any BID Targeted Rate, Special Subscription or other such fee, subscription or charge despite ceasing to be a Member.

10. MEMBER'S LIABILITIES

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

11. DISCIPLINING OF MEMBERS

- 11.1 Where the Governance 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 fee, subscription or charge payable under Rule 9 or otherwise failed to make any payment due under these Rules and such failure continues for a period of three calendar months after it is due; or
 - 11.1.4 does anything which, in the opinion of the Governance Board in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

the Governance Board may by resolution:

 - 11.1.5 in the case of a Full Member, remove that Full Member's entitlement to vote at any General Meeting until such time as payment is made in full; and, or
 - 11.1.6 suspend the Member's right to attend General Meetings and, or other meetings of the Association; and, or
 - 11.1.7 suspend the Member from membership of the Association for a specified period.
- 11.2 A resolution of the Governance Board under Rule 11.1 is of no effect unless the Governance Board confirms the resolution at a meeting held not earlier than fourteen days and not later than twenty eight days after service on the Member of a notice under Rule 11.3.

- 11.3 Where the Governance 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 Governance Board and the grounds on which it is based;
 - 11.3.2 stating that the Member may address the Governance Board at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice;
 - 11.3.3 stating the date, place and time of that meeting; and
 - 11.3.4 informing the Member that the Member may do either or both of the following:
 - (a) attend and speak at that meeting;
 - (b) submit to the Governance Board at or prior to the date of that meeting written representations relating to the resolution.
- 11.4 At a meeting of the Governance Board held in accordance with Rule 11.3, the Governance Board shall:
- 11.4.1 give the Member an opportunity to make oral representations;
 - 11.4.2 give due consideration to any written representations submitted to the Governance Board by the Member at or prior to the meeting; and
 - 11.4.3 by resolution determine whether to confirm or to revoke the resolution.

12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

- 12.1 Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:
- 12.1.1 must disclose the nature and extent of that Member's interest to the other Members; and
 - 12.1.2 must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association; and
 - 12.1.3 in the case of a Full Member, shall have no right to vote on such a matter at General Meetings or Governance Board meetings if that Full Member is also a member of the Governance Board.
- 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 Members connection with the Association.

12.3 Notwithstanding anything contained or implied in these Rules any person who is:

12.3.1 a Member of the Association; or

12.3.2 a shareholder or director of any company carrying on any business of the Association; or

12.3.3 a shareholder or director of any company which is a Member of the Association; or

12.3.4 a member of any association which is a shareholder of any company carrying on any business of the Association; or

12.3.5 an associated person (as defined in the Income Tax Act 1994) of any such Member, shareholder or director;

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

CHAPTER IV - BOARD

13. GOVERNANCE BOARD

The Association shall be governed by a Governance 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 Governance Board to be necessary or desirable for the proper management of the affairs of the Association;

13.5 shall be responsible for ensuring the co-ordination with the Council any ballot in relation to the Association's business improvement district, as required by the Council;

13.6 shall be responsible for ensuring that the affairs of the Business Improvement District Partnership Programme are carried out on behalf of the Association, which includes:

13.6.1 identifying strategic opportunities;

- 13.6.2 establishing a programme of activities, projects and priorities to further the BID Partnership Programme;
- 13.6.3 allocating the Business Improvement District Partnership Funding;
- 13.6.4 overseeing the spending of approved budgets;
- 13.6.5 monitoring work progress against approved budgets and performance measures;
- 13.6.6 establishing any sub-committee to deal with specific projects as the Governance Board deems appropriate;
- 13.6.7 reporting to the Local Board or the governing body of the Council as required;
- 13.6.8 any other matters relating to the Business Improvement District Partnership Programme;
- 13.7 shall be responsible for arranging for the preparation of:
 - 13.7.1 each year, a detailed annual plan of budget, showing expected income and expenditure, covering the following 12 month period;
 - 13.7.2 a strategic plan covering the following three to five year period;
 - 13.7.3 each year, an annual report reviewing the previous year's activities;
 - 13.7.4 annual audited accounts;
- 13.8 shall be responsible for accounting for the Business Improvement District Partnership Funding;
- 13.9 shall be responsible for ensuring that the Association complies with these Rules and all applicable laws and regulations.

14. MEMBERSHIP OF GOVERNANCE BOARD

- 14.1 The Governance Board shall consist of:
 - 14.1.1 a Chairperson; and
 - 14.1.2 not less than five, but not more than eight, Full Members and who have been elected at the Annual General Meeting of the Association pursuant to Rule 15; and
 - 14.1.3 any other persons appointed under Rule 14.2.
- 14.2 Subject to Rule 14.1, the Governance Board may from time to time appoint not more than two other persons who it considers appropriate, including the Local Board Representative, to be a voting or non-voting member of the Governance Board.
- 14.3 The Governance Board shall give consideration to achieving a selection of representation across the various types and categories of businesses located within the BID Targeted Rating Area.
- 14.4 The Governance Board may at any time remove, or change the voting status of, any member of the Governance Board appointed under Rule 14.2.

14.5 Each member of the Governance Board 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.

14.6 In the event of a casual vacancy occurring in the membership of the Governance Board, the casual vacancy shall be filled as follows:

14.6.1 in the case of a person elected under Rule 14.1.2, the Governance Board may appoint a Full Member of the Association to fill the vacancy;

14.6.2 in the case of a person elected under Rule 14.2, the casual vacancy shall, if the Governance Board wishes to fill the vacancy, be filled by the Governance Board.

Any member so appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

14.7 The majority of Governance Board members shall not comprise individuals or representatives from any one group defined by geographic location, property ownership, business type or pecuniary interest.

15. ELECTION OF MEMBERS TO GOVERNANCE BOARD

15.1 Nominations of candidates for election of Chairperson and other members of the Governance Board:

15.1.1 shall be made 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 further nominations shall be received at the Annual General Meeting.

15.3 If insufficient further nominations are received, 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.

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 Governance Board may direct.

16. CHAIRPERSON AND SECRETARY

16.1 The Chairperson shall be elected to that position in accordance with Rule 15. In the absence of the Chairperson, Full Members present at the Annual General Meeting shall be entitled to elect a chairperson for the meeting.

16.2 The Secretary shall be appointed to that position by the Governance Board.

- 16.3 It is the duty of the Secretary to keep minutes of:
 - 16.3.1 all elections of Officers and members of the Governance Board;
 - 16.3.2 the names of members of the Governance Board present at each Governance Board meeting and General Meeting; and
 - 16.3.3 all proceedings at Governance Board meetings and General Meetings.
- 16.4 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 16.5 If the Local Board Representative is a member of the Governance Board he or she may not:
 - 16.5.1 be the Chairperson or the Secretary; or
 - 16.5.2 vote on the election of the Chairperson or the Secretary.

17. **TREASURER**

- 17.1 The Treasurer shall be appointed to that position by the Governance Board.
- 17.2 It is the duty of the Treasurer of the Association to ensure that:
 - 17.2.1 all money due to the Association is collected and received and all payments authorised by the Association are made;
 - 17.2.2 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.
- 17.3 If the Local Board Representative is a member of the Governance Board, he or she may not:
 - 17.3.1 be the Treasurer; or
 - 17.3.2 vote on the election of the Treasurer.
- 17.4 Despite Rules 17.1 and 17.2, in the event that no member of the Governance Board is qualified, and wishes, to act as Treasurer, the Governance Board may engage a professionally qualified person (not necessary a member of the Association) to act as Treasurer 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 of the Governance Board 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 Governance Board shall appoint an Auditor to carry on the duties of the Auditor until the next Annual General Meeting.

- 18.5 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.
- 18.6 The Auditor shall be provided with a list of all books kept by the Association and shall at all reasonable times have access to the books and documents of the Association. The Auditor may, in investigating such accounts, examine the Governance Board or any Officers of the Association. The Governance Board and Officers of the Association shall at all times render all assistance to the Auditor.
- 18.7 The Auditor shall be a member of the Institute of Chartered Accountants, and shall conduct the audit pursuant to the guidelines of that institute.
- 18.8 The Auditor shall provide the Members with a report regarding the accounts and statements. In that report, the Auditor shall state whether, in his or her opinion, the accounts and statements are full and fair accounts and statements containing the particulars required by the Rules, and whether the accounts and statements have been properly drawn up so as to exhibit a true and correct view of the Association's affairs. The report shall be read together with the report of the Governance 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 Governance Board occurs if the member:
 - 19.1.1 dies;
 - 19.1.2 ceases to be a Full 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; or
 - 19.1.7 is absent without the consent of the Governance Board from all meetings of the Governance Board held during a period of 3 months.

20. REMOVAL OF MEMBER

- 20.1 The Association in a General Meeting may, by resolution, remove any member of the Governance Board from office before the expiration of the member's term of office.
- 20.2 Where a member of the Governance 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's statement shall be read out at the meeting at which the resolution is considered.

21. MEETINGS OF GOVERNANCE BOARD AND QUORUM

- 21.1 The Governance Board shall endeavour to meet monthly but in all events shall meet not less than nine times in each period of twelve months, and at such time and place as shall be decided by the Governance Board.
- 21.2 Additional meetings of the Governance Board may be convened by the Chairperson or by any member of the Governance Board.
- 21.3 Written notice of a meeting of the Governance Board shall be given by the Secretary to each member of the Governance Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Governance Board) before the time appointed for the holding of the meeting.
- 21.4 Any four members of the Governance Board constitute a quorum for the transaction of the business of a meeting of the Governance Board.
- 21.5 No business shall be transacted by the Governance 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.
- 21.6 If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 21.7 At a meeting of the Governance Board:
 - 21.7.1 the Chairperson or, in the Chairperson's absence, any member of the Governance Board nominated to stand in his/her place shall preside; and
 - 21.7.2 the Chairperson and/or such other person shall have an ordinary but not a casting vote; and
 - 21.7.3 subject to Rules 17 and 18, each person appointed under Rule 14.2 as a voting member shall be entitled to one vote.

22. DELEGATION BY GOVERNANCE BOARD TO SUB-COMMITTEE

- 22.1 The Governance Board may delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Governance Board thinks fit) the exercise of such of the functions of the Governance Board as the Governance Board may decide. Such delegation shall be recorded in the Governance Board meeting minutes.
- 22.2 A function which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 Notwithstanding any delegation under this Rule, the Governance Board may continue to exercise any function delegated.
- 22.4 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 Governance Board.
- 22.5 The Governance Board may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

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

23. VOTING AND DECISIONS

- 23.1 Questions arising at a meeting of the Governance Board or of any sub-committee appointed by the Governance Board shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.
- 23.2 Subject to Rule 21.5, the Governance Board may act notwithstanding any vacancy on the Governance Board.
- 23.3 Any act or thing done or suffered, or purporting to have been done or suffered by the Governance Board or by a sub-committee appointed by the Governance Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

CHAPTER V - GENERAL MEETINGS

24. ANNUAL GENERAL MEETING

The Association shall, at least once in each calendar year, and within the period of six months after the expiration of each financial year of the Association, hold 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 Rules 24 and 28, be held either:
- 25.1.1 by a number of members who constitute a quorum, being assembled together at the place, date and time appointed by the Governance Board for the meeting; or
 - 25.1.2 by means of audio, or audio and visual, communication by which all members participating and constituting a quorum, can simultaneously hear or see each other throughout the meeting.
- 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 Governance Board reports on the activities of the Association during the preceding financial year;
 - 25.2.3 to receive and consider the strategic plan covering the next three to five year period;
 - 25.2.4 to approve the Annual Financial Statements;
 - 25.2.5 to elect a Chairperson and other members of the Governance Board;
 - 25.2.6 to appoint an Auditor;
 - 25.2.7 to approve the proposed budget for the following financial year, provided that any increase by more than 10% or \$10,000.00 (whichever is greater) over the previous year's budget may only be made by Special Resolution.

- 25.3 For the purposes of section 23 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 Governance Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 26.2 The Governance Board shall, on the requisition in writing of not less than ten percent of the total number of Full Members, convene a special meeting of the Association.
- 26.3 A requisition of Full 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 Full 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 Full Members making the requisition.
- 26.4 If the Governance Board fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Full Members for the meeting is lodged with the Secretary, any one or more of the Full 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 Full Member or Full Members as referred to in Rule 26.4 shall be deemed to have been convened by the Governance Board. Any Full Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Association for any reasonable expenses directly associated with the hiring of the venue and notifying Members 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 a General Meeting.

27. NOTICE

- 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 by prepaid post or electronic mail to each member at his, her or its address appearing in the register of Members, a notice specifying the place (or method by which the meeting is to be held), date and time of the meeting, and the nature of the business proposed to be transacted at the meeting.
- 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 by prepaid post or electronic mail to each Full Member and Associate Member provided in Rule 27.1 specifying in addition to the matters required under Rule 27.1, the intention to pass such a resolution as a Special Resolution.

- 27.3 In any case where a proposed Special Resolution is to approve a budget for the following financial year which is an increase by more than 10% or \$10,000.00 (whichever is greater) over the previous 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 budget by more than 10% or \$10,000.00"**.
- 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, business will be transacted pursuant to Rule 25.
- 27.5 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary (no later than 30 days before the General Meeting) who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

28. PROCEDURE

- 28.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules (being ten Full Members) to vote is present.
- 28.2 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 for 14 days to the same day in the second 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.
- 28.3 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 entitled under these Rules to vote that are present (being not less than five Full Members) shall constitute a quorum.

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 Full 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 notice of the adjourned meeting to each Member of the Association. The notice shall state the place (or method by which the meeting is to be held), 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 question arising at a General Meeting of the Association shall be determined on a show of hands of the Full Members. 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.
- 31.2 At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than three Full Members present or by proxy at the meeting.
- 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 directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if:

- 32.1 it is passed by seventy five per cent of those Full Members present or by proxy; and
- 32.2 the resolution is passed at a General Meeting; and
- 32.3 not less than 21 days written notice of the meeting has been given to the Full Members specifying the intention to propose the resolution as a special resolution.

33. VOTING

- 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 in their personal capacity or by proxy provided that the poll to elect the Governance Board may be given by postal vote.
- 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.
- 33.4 A Full Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by that Full Member to the Association has been paid.
- 33.5 A proxy for a Full Member is entitled to attend and be heard and vote at a General Meeting as if the proxy were the Full Member.
- 33.6 A proxy must be appointed by notice in writing signed by the Full Member. Each notice must state the particular meeting.

- 33.7 No proxy is effective in relation to a General Meeting unless a copy of the notice appointing the proxy is delivered to the Secretary at least four days before the day of the relevant General Meeting.
- 33.8 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit:

TAKAPUNA BEACH BUSINESS ASSOCIATION INCORPORATED
INSTRUMENT APPOINTING A PROXY

I _____ of _____ being [an authorised representative of] a full member of the Takapuna Beach Business Association Incorporated hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the Annual/Special General Meeting of the Takapuna Beach Business Association Incorporated to be held at _____ on _____ commencing at _____ am/pm.

SIGNED this _____ day of _____ 20_____

 [Name]
 [authorised representative of [_____]

- 33.9 If it is intended that the Full Member vote for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near as circumstances permit:

TAKAPUNA BEACH BUSINESS ASSOCIATION INCORPORATED
INSTRUMENT APPOINTING A PROXY

I _____ of _____ being [an authorised representative of] a full member of the Takapuna Beach Business Association Incorporated hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the Annual/Special General Meeting of the Takapuna Beach Business Association Incorporated to be held at _____ on _____ commencing at _____ am/pm.

I direct my proxy in the following manner:

Vote with a Tick
 For Against

Resolutions:

1.

2.

SIGNED this day of 20

 [Name]
 [authorised representative of []]

- 33.10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the appointor or revocation of the proxy if no intimation in writing of such death, insanity or revocation has been received by the Secretary before the start of the relevant General Meeting at which the proxy is used.

CHAPTER VI - MISCELLANEOUS

34. INSURANCE

- 34.1 The Association shall effect and maintain full and proper insurance on all of its assets.
- 34.2 In addition to the insurance required under Rule 34.1, the Association may effect and maintain other insurance.

35. FUNDS - MANAGEMENT

- 35.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Governance 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 Governance Board or by one employee of the Association together with any one member of the Governance Board, being members or employees authorised to do so by the Governance Board.
- 35.3 All funds received by the Association remain the property of the Association. The property of the Association is irrevocably dedicated to objects stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any director, officer or Member of the Association or to the benefit of any private persons.

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 charitable objects, pecuniary benefits or winding up clauses.
- 36.2 None of the rules affecting the BID Partnership Programme or the BID Partnership Funding 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 Governance Board. The affixing of the common seal shall be attested by the signatures of two members of the Governance Board.

38. CUSTODY OF BOOKS, ETC.

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.

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 or electronic mail to the Member at the Member's address shown in the register of Members.
- 39.2 Where a document or notice is sent to a person by properly addressing, prepaying and posting, the document or notice shall, unless the contrary is proved, 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 or notice is sent to a person by properly addressed electronic mail then, in the absence of evidence to the contrary, it shall be deemed for the purposes of these Rules to have been served on the person at the time the electronic mail was sent.

40. WINDING UP

- 40.1 Should the dissolution of the Association be deemed necessary, then two meetings must be held in accordance with section 24 of the Act. The first meeting shall be called to pass a resolution to wind up the Association and must be carried by a majority of valid votes. The second meeting must be called (not earlier than 30 days after the first meeting) to confirm the resolution to be passed.
- 40.2 Once debts and liabilities of the Association have been discharged, any excess Business Improvement District Partnership Funding will be transferred to the Council to be applied towards any purpose for which the BID Targeted Rate was set.
- 40.3 If, upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, and any payment in terms of Rule 40.2, 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 BID Targeted Rating Area, including by way of transfer to some other New Zealand organisation that operates for such objects or purposes in the Business Improvement District and not for private pecuniary profit. In the event of the Governance Board being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.