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LAW

UNDER THE INCORPORATED
SOCIETIES ACT 1908

RULES OF
PONSONBY ROAD PROMOTIONS INC.

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RULES OF Ponsonby Road Promotions 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 27;

"Associate Member" means a member of the Association admitted pursuant to Rule 5.4;

"Association" means the ax;

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

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

"Community Board" means the Western Community Board;

"Council" means the Auckland City Council;

"Financial Mainstreet Business" has the meaning in Rule 15.2;

"Financial Meetings" has the meaning in Rule 22.1;

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

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

"Mainstreet Annual Financial Statement" means the separate accounts and annual financial statement for the Association relating to the Mainstreet Funding Grant and Mainstreet Programme to be approved by Members and finally approved by the Mainstreet Management Committee so that it may then be included as part of the Annual Financial Statement;

"Mainstreet Business" means all matters relating to the Mainstreet Programme and the Mainstreet Funding Grant;

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

"Mainstreet Management Committee" means the committee of the Association referred to in Rule 13;

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

"Mainstreet Programme" means the community programme involving local government, the business community and the community at large to organise, design, promote, improve and develop the Ponsonby Road commercial area;

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

"Officers" means the Chairperson, Secretary and Treasurer of the Association referred to in Rules 17 and 18;

"Operational Mainstreet Business" has the meaning in Rule 15.2;

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

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

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

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

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

"Special Subscription" has the meaning given to it in Rule 5.5;

"Treasurer" means the Treasurer of the Association referred to in Rule 18.

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

2. NAME

The name of the Association is Ponsonby Road Promotions 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 Ponsonby Road district through a co-

ordinated and structured promotion and planning programme.

3.2 To foster and promote generally the welfare of the business community of Ponsonby Road.

3.3 To influence the development of land along Ponsonby Road to create a vibrant, visually attractive and coherent urban centre

3.4 To capitalise on the heritage significance of the Ponsonby Road area and to use that heritage significance as a means of establishing an identity for the area;

3.5 To make arrangements with the Government, local authorities, the Council and/or persons, corporations or associations for the improvement of streets, reserves, playing areas and park areas, and for lighting, surfacing, and cleaning in the business area of Ponsonby Road.

3.6 For the purposes and objects stated in these Rules, to administer in conjunction with the Council, or other territorial authority having jurisdiction, the Mainstreet Funding Grant.

3.7 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

Subject to Rule 14 (which relates to the Mainstreet Management Committee and Financial Mainstreet Business), 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 14.4, 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 provided that the Association shall through its Mainstreet Management Committee open and operate a separate bank account for any Mainstreet Funding Grant.

4.6 To assist any charity or charitable purpose by such financial or other means as the Association thinks fit.

4.7 To borrow or raise money by any means and upon such conditions as the Association thinks fit.

4.8 To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.

4.9 To establish a Mainstreet Management Committee with the functions and powers set out in these Rules.

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

(i) who is a Member of the Association; or

(ii) who is a shareholder or director of any company by which any business of the Association is carried on; or

(iii) 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

(iv) if the person, company, settlor, trustee, shareholder, director referred to in any of paragraphs (i) to (iii) of this Rule are Associated Persons (as defined in the Income Tax Act 1994).

CHAPTER III – 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 the person:

5.1.1 owns, occupies or is the tenant of a commercially rated property within the Separate Rating Area; and

5.1.2 has not previously been expelled from the Association.

5.2 Any person entitled to be a Full Member of the Association and who wishes to become a member shall provide details of their name and address to the Secretary.

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

5.4 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 Mainstreet Management Committee of the application and the Mainstreet Management Committee shall determine at its next scheduled Mainstreet Management Committee meeting whether or not the applicant shall be admitted.

5.5 An Associate Member shall, in each year, pay a Special Subscription of such amount as is determined by the Mainstreet Management Committee from time to time.

5.6 Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Association, and shall notify the Secretary of that representative's name and address.

5.7 The rights of the Members of the Association shall be as follows.

5.7.1 each Full Member shall be entitled to one vote;

5.7.2 each Associate Member shall be entitled to one vote provided that Associate Members shall not be entitled to vote upon any matters of the Association which relate to the Mainstreet Programme;

5.7.3 Associate Members may be entitled to hold the position of any Officer of the Association.

6. TERMINATION OF MEMBERSHIP

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

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

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

6.1.3 is expelled from the Association; or

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

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

7.2 terminates upon cessation of the person's membership.

8. REGISTER OF MEMBERS

8.1 The Secretary of the Association shall establish and maintain a register of Members of the Association pursuant to section 22 of the Act specifying the name, address and occupation or business of each person who is a Member of the Association, together with the date on which the person became a Member, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and address of that Member's individual representative.

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 subscription charge deemed by the Mainstreet Management Committee 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 any subscription, charge or Separate Rate paid or payable by that Member prior to his, her or its termination and such Member shall continue to remain liable to pay such subscription, charge or Separate Rate 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 5.5 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year in which the Member ceased to be a Member.

11. DISCIPLINING OF MEMBERS

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

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

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

11.1.3 has failed to make any subscription or charge payable under Rule 9 or any Special Subscription payable under Rule 5.5 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 Mainstreet Management Committee in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

the Mainstreet Management Committee may by resolution:

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

11.1.6 expel the Member of the Association; or

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

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

11.3 Where the Mainstreet Management Committee passes a resolution under Rule 11.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served

on the Member:

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

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

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

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

(a) attend and speak at that meeting;

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

11.4 At a meeting of the Mainstreet Management Committee held in accordance with Rule 11.3, the Mainstreet Management Committee shall:

11.4.1 give the Member an opportunity to make oral representations;

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

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

12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

12.1 Any Member who is or may be interested or concerned directly or indirectly in any property or undertaking in which the Association is or may be in any way concerned or involved:

12.1.1 must disclose the nature and extent of that Member's interest to the other Members; and

12.1.2 must not take any part whatever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association.

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

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

12.2.2 the Association may pay reasonable remuneration to any officer or servant of the Association (whether a Member or not) in return for services actually rendered to the Association;

12.2.3 any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by the Member, or by any firm or entity of which that Member is a member, employee or associate in connection with the affairs of the Association;

12.2.4 any Member may retain any remuneration properly payable to that Member by any company or undertaking with which the Association may be in any way concerned or involved for which that Member has acted in any capacity whatever, notwithstanding that the Member's connection with that company or undertaking is in any way attributable to that Member's connection with the Association.

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

12.3.1 a Member of the Association; or

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

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

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

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

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

CHAPTER IV – COMMITTEES

13. MAINSTREET MANAGEMENT COMMITTEE - GENERAL

There shall be a Mainstreet Management Committee which, subject to Rule 14:

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 shall fix the amount of subscription which may be in several parts or categories and shall be made on Members or classes of Members for special purposes;

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

13.5 shall be responsible for co-ordinating and undertaking any poll in relation to the Mainstreet Programme required by the Council to be carried out by the Association.

14. POWERS AND AUTHORITY OF MAINSTREET MANAGEMENT COMMITTEE

14.1 The Mainstreet Management Committee shall have the sole right and duty to carry out Mainstreet Business on behalf of the Association.

14.2 Mainstreet Business shall be divided into two categories:

14.2.1 Financial Mainstreet Business, which includes:

- (a) recommending Mainstreet projects and budgets for approval by the Council;
- (b) allocating the Mainstreet Funding Grant;
- (c) overseeing the spending of approved budgets;
- (d) monitoring work progress against approved budgets;
- (e) reporting to the Council as required;
- (f) any other financial matters relating to the Mainstreet Programme.

14.2.2 Operational Mainstreet Business, which:

- (a) comprises Mainstreet Business other than Financial Mainstreet Business; and
- (b) includes the day to day management of the Mainstreet Programme.

14.3 The Mainstreet Management Committee shall not undertake any business of the Association that is not Mainstreet Business.

14.4 The Association shall not be entitled to use the Mainstreet Funding Grant or any part of it without the prior written approval of the Mainstreet Management Committee.

14.5 The Mainstreet Management Committee shall be responsible for accounting for the Mainstreet Funding Grant which shall be held in a separate Association bank account titled "Mainstreet Funding" or similar, to be operated jointly by at least two nominated members of the Mainstreet Management Committee.

15. MEMBERSHIP OF MAINSTREET MANAGEMENT COMMITTEE

15.1 The Mainstreet Management Committee shall consist of not less than five voting members and two non-voting members.

15.1.2 The committee shall consist of a maximum of fifteen voting members excluding Associate Members.

15.2 Subject to Rule 23 the voting members of the Mainstreet Management Committee shall be:

15.2.1 one Councillor of the Council; and

15.2.2 one Community Board member;

(both to be appointed by the Council); and

15.2.3 at least three Full Members of the Association, to be elected by the Association pursuant to Rule 16.

15.3 The non-voting members of the Mainstreet Management Committee shall be:

15.3.1 one Council officer with Mainstreet Programme responsibilities; and

15.3.2 the Mainstreet Co-ordinator.

15.4 In the event of a casual vacancy occurring in the membership of the Mainstreet Management Committee, the casual vacancy shall be filled as follows:

15.4.1 in the case of a person appointed under Rules 15.2.1, 15.2.2 or 15.3.1, the casual vacancy shall be filled by the Council;

15.4.2 in the case of a person elected under Rule 15.2.3, the casual vacancy shall be filled by the Mainstreet Management Committee;

15.4.3 in the case of a person appointed under Rule 15.3.2, the casual vacancy shall be filled by the Mainstreet Management Committee.

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

16. ELECTION OF ASSOCIATION MEMBERS TO MAINSTREET MANAGEMENT COMMITTEE

16.1 Subject to Rule 5.7.3, nominations of candidates for election of members of the Mainstreet Management Committee:

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

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

16.2 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.

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

16.4 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.

16.5 If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.

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

17. CHAIRPERSON AND SECRETARY

17.1 The Mainstreet Management Committee shall appoint one member (who is a Full Member) as Chairperson of the Association to chair all meetings. In the absence of the Chairperson, members present shall be entitled to elect a chairperson for the meeting.

17.2 The Mainstreet Management Committee shall appoint one member (who is either a Full Member or the Mainstreet Co-ordinator) as Secretary of the Association.

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

17.3.1 the names of members of the Mainstreet Management Committee present at each Mainstreet Management Committee meeting and General Meeting; and

17.3.2 all proceedings at Mainstreet Management Committee meetings and General Meetings.

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

18. TREASURER

18.1 The Mainstreet Management Committee shall appoint one member as Treasurer of the Association. In the event that no member of the Mainstreet Management Committee is qualified to act as Treasurer the Mainstreet Management Committee may engage a professionally qualified person (not necessarily a Member of the Association) to act as Treasurer of the Association.

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

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

18.2.2 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.

19. AUDITOR

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

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

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

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

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

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

19.7 The Auditor shall provide the Members with a report regarding the accounts and statements. In that report, the Auditor shall state whether, in his or her opinion, the accounts and statements are full and fair accounts and statements containing the

particulars required by the Rules, and whether the accounts and statements have been properly drawn up so as to exhibit a true and correct view of the Association's affairs. The report shall be read together with the report of the Mainstreet Management Committee at the Annual General Meeting.

20. CASUAL VACANCIES

20.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Mainstreet Management Committee occurs if the member:

20.1.1 dies;

20.1.2 ceases to be a Member of the Association;

20.1.3 is declared bankrupt;

20.1.4 resigns office by notice in writing given to the Secretary;

20.1.5 is removed from office under Rule 21;

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

20.1.7 is absent without the consent of the Mainstreet Management Committee from all meetings of the Mainstreet Management Committee held during a period of 3 months.

21. REMOVAL OF MEMBER

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

21.2 Where a member of the Mainstreet Management Committee to whom a proposed resolution referred to in Rule 21.1 relates:

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

21.2.2 requests that the representations be notified to the Members of the Association;

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

22. MEETINGS OF MAINSTREET MANAGEMENT COMMITTEE

22.1 The Mainstreet Management Committee shall have no less than ten meetings per year, at least four of which shall be dedicated to Financial Mainstreet Business (known as "Financial Meetings").

22.2 No Financial Mainstreet Business shall be carried out except at a Financial Meeting.

22.3 In the event of any disagreement between members of the Mainstreet Management Committee as to what is Financial Mainstreet Business and what is Operational Mainstreet Business, either the Councillor referred to in clause 15.2.1 or the Community Board member referred to in clause 15.2.2 shall determine the issue.

22.4 A quorum for the transaction of the business of the Mainstreet Management Committee shall be any three voting members of the Mainstreet Management Committee, one of whom in the case of Financial Meetings shall be either the Councillor referred to in Rule 15.2.1 or the Community Board member referred to in Rule 15.2.2.

22.5 Additional meetings of the Mainstreet Management Committee may be convened by the Chairperson or by any member of the Mainstreet Management Committee, if necessary.

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

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

22.8 If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

22.9 At a meeting of the Mainstreet Management Committee:

22.9.1 the Chairperson or, in the Chairperson's absence, any member of the Mainstreet Management Committee nominated to stand in his/her place shall preside, subject to Rule 17; and

22.9.2 the Chairperson and/or such other person shall have an ordinary but not a casting vote.

23. VOTING RIGHTS OF MEMBERS OF MAINSTREET MANAGEMENT COMMITTEE

23.1 The voting rights of members of the Mainstreet Management Committee shall be as follows:

23.1.1 the Councillor of the Council and the Community Board member shall each be entitled to one vote at Financial Meetings but otherwise shall have no voting rights;

23.1.2 each Full Member shall be entitled to one vote, except that only the Chairperson, Treasurer and one other Full Member (as determined by the Mainstreet Management Committee) shall have voting rights at Financial Meetings;

23.1.3 neither the Mainstreet Co-ordinator nor the Council officer with Mainstreet responsibilities shall be entitled to vote.

24. VOTING AND DECISIONS OF MAINSTREET MANAGEMENT COMMITTEE

24.1 Questions arising at a meeting of the Mainstreet Management Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.

24.2 Subject to Rule 22.7, the Mainstreet Management Committee may act notwithstanding any vacancy on the Mainstreet Management Committee.

24.3 Any act or thing done or suffered, or purporting to have been done or suffered by the Mainstreet Management Committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

25. DELEGATION BY MAINSTREET MANAGEMENT COMMITTEE TO SUB-COMMITTEE

25.1 The Mainstreet Management Committee may delegate to one or more sub-committees (consisting of such Members of the Association as the Mainstreet Management Committee thinks fit) the exercise of such of the functions of the Mainstreet Management Committee (not being the final decision in relation to any Financial Mainstreet Business) as the Mainstreet Management Committee may decide.

25.2 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.

25.3 Notwithstanding any delegation under this Rule, the Mainstreet Management Committee may continue to exercise any function delegated.

25.4 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 Mainstreet Management Committee.

25.5 The Mainstreet Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

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

26. OTHER COMMITTEES

26.1 The Association may establish such other committees to carry out business other than Mainstreet Business as it thinks fit.

26.2 Rules 16, 20, 21, 22, 23, 24 and 25 shall apply, with necessary changes, to any such committee as if it were the Mainstreet Management Committee.

CHAPTER V - GENERAL MEETINGS

27. ANNUAL GENERAL MEETING

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

28. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

28.1 The Annual General Meeting of the Association shall, subject to the Act and to Rule 27, be convened on such date and at such place and time as the Mainstreet Management 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;

28.2.2 to receive from the Mainstreet Management Committee reports on the activities of the Association during the preceding financial year;

28.2.3 to approve the Annual Financial Statements;

28.2.4 to elect members of the Mainstreet Management Committee and any other committees established by the Association.

28.2.5 to appoint an Auditor.

28.3 For the purposes of section 23 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 Mainstreet Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

29.2 The Mainstreet Management Committee shall, on the requisition in writing of not less than twenty percent of the total number of 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 Mainstreet Management Committee fails to convene a Special General Meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

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 Mainstreet Management Committee. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Association for any expenses so incurred.

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 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 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.

30.3 No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 28.

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

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 Five 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 (being not less than three Full Members) 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 question arising at a General Meeting of the Association shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect has been entered in the Minute Book of the Association) shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.

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

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.

35. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if:

35.1 it is passed by a majority (which comprises not less than three-quarters of such Members of the Association, as being entitled under these Rules so to do), voting in person; and

35.2 the resolution is passed at a General Meeting; and

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

36. VOTING

36.1 Upon any question arising at a General Meeting of the Association, a Member has one vote only, provided that no Associate Member shall have the right to vote on any issue relating to Mainstreet Business.

36.2 All votes shall be given personally provided that the poll to elect the Association members of the Mainstreet Management Committee may be given by postal vote.

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.

36.4 A Member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid.

CHAPTER VI - MISCELLANEOUS

37. INSURANCE

37.1 The Association shall effect and maintain full and proper insurance on all of its assets.

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 14.4, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Mainstreet Management Committee determines.

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

38.3 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.

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 charitable objects, pecuniary benefits or winding up clauses.

39.2 None of the Rules of the Association affecting the Mainstreet Programme, the Mainstreet Funding Grant and the Mainstreet Management Committee shall be altered in any way without the prior written approval of the Council.

40. COMMON SEAL

40.1 The common seal of the Association shall be kept in the custody of the Secretary.

40.2 The common seal shall not be affixed to any instrument except by the authority of the Mainstreet Management Committee. The affixing of the common seal shall be attested by the signatures of two members of the Mainstreet Management Committee.

41. 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.

42. SERVICE OF NOTICES

42.1 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 to the Member at the Member's address shown in the register of Members.

42.2 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, 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.

43. WINDING UP

43.1 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.

43.2 Once debts and liabilities of the Association have been discharged any excess Mainstreet Funding Grant funds will be transferred to the Council to be applied towards any purpose for which the Separate Rate was levied.

43.3 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 43.2, any property whatsoever, the same shall not be paid or distributed among the members of the Association. Such remaining property shall be given or transferred to some other charitable organisation or approved non-profit body within New Zealand having objects similar to the objectives of the Association. In the event of the Mainstreet Management Committee being unable to decide, the remaining assets are to be

distributed as a Judge of the High Court of New Zealand directs.

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