

Rules of the Thames Business Association Incorporated.

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CHAPTER I - NAME AND OBJECTIVES

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 20;

"Associate Member" means a member of the Association admitted pursuant to Rule 5.12;

"Association" means the Thames Business Association Incorporated

"Board" means the executive committee of the Association referred to in Rule 11;

"Business Improvement District" or **"BID"** means the prescribed area within the Thames Community Board area, as defined by a map over which a targeted rate will be set to fund the Association.

"Chairperson" means the chairperson of the Association referred to in Rule 14;

"Code of Conduct" means a set of rules to guide behaviour and decisions in a specified situation. The Code of Conduct (outlined in Rule 37) acknowledges the Association's recognition of its responsibility to its members, its employees and its Board members

"Co-opted Member" means a co-opted member of the Association admitted to the Board pursuant to Rule 5.16;

"Council" means the Thames-Coromandel District Council;

"Full Member" means a member of the Association in terms of Rule 5.7 and 5.8;

"General Meetings" means the Annual General Meetings and Special General Meetings (if any) of the Association:

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

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

"Officers" means the Chairperson, Secretary and Treasurer of the Association referred to in Rules 13 and 14;

"Reviewer" means a chartered accountant or other person deemed to have adequate training, experience and competence in the review of financial information that undertakes activities as described in Rule 15;

"Secretary" means the Secretary of the Association referred to in Rule 14;

"**Special General Meeting**" has the meaning given to it in Rule 21;

"**Special Resolution**" has the meaning given to it in Rule 27;

"**Targeted Rate**" means any rate set by the Council pursuant to section 16 of the Local Government (Rating) Act 2002 or any equivalent legislation for the purpose of funding or contributing to the funding of the Association.

"**Targeted Rated Area**" means the geographical area subject to the Targeted Rate;

"**Treasurer**" means the Treasurer of the Association referred to in Rule 14.

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

2. NAME

The name of the Association is the **Thames Business Association** Incorporated.

3. OBJECTIVES

The objectives of the Association are:

3.1 Business development

- 3.1.1** To foster and promote the welfare of the Thames business community and, in particular, to provide a forum for networking and collaboration of members.
- 3.1.2** To foster strategic partnerships between the Association and organisations which can contribute to the betterment of the Thames business community.
- 3.1.3** To act as an advisor and facilitator for training needs and opportunities to support and grow the capability of the Thames business community.
- 3.1.4** To be a connector and conduit of information that positively supports the Thames business community as well as migrating and potential business owners.
- 3.1.5** To advocate on behalf of the businesses within the boundaries of the membership area.

3.2 Promotion, marketing and events

- 3.2.1** To promote and market the Thames business community to customers, potential investors, new business, local citizens and visitors.
- 3.2.2** To assist the advancement of the commercial interests of businesses within the boundaries of the membership area through a co-ordinated and structured communications and marketing programme.
- 3.2.3** To capitalise on the unique assets and profile of the Thames business community and to use that as a means of establishing an identity and positioning for the area.
- 3.2.4** Organise and/or provide leadership over activities to foster, sustain and enhance the vitality of the town of Thames.
- 3.2.5** To plan, promote and run events and activities in Thames that will generate the prosperity and community development of Thames, either as the lead organiser or in coordination with other community groups.

3.3 Urban design and environment:

- 3.3.1** To coordinate physical improvements, either temporary or permanent, to enhance the image of the membership area.
 - 3.3.2** To advocate to the membership the principles of good urban design and encourage high quality new development and long-term planning that delivers on the Thames Urban Design Strategy or other such strategies as appropriate for the betterment of the Thames business community].
 - 3.3.3** To advocate to the Government, local authorities and/or persons, corporations or associations for the improvement of amenities, including, but not limited to streetscapes, utilities, transport, services or other infrastructure. And for lighting, surfacing, security and cleaning in the business area within the boundaries of membership area.
- 3.4** To do all things that are, or may be incidental to, or conducive to, the attainment of these objectives.

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 objectives 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 objectives of the Association or promoting the interests of the Association and its Members.
- 4.2** To use the funds of the Association as the Association may consider necessary or appropriate including, but not limited to:
 - 4.2.1** paying the costs and expenses of the Association; and
 - 4.2.2** furthering the objectives of the Association;
 - 4.2.3** meeting the costs of solicitors and agents 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 engage 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 borrow or raise money by any means and upon such conditions as the Association thinks fit.
- 4.7** To employ staff and engage contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.
- 4.8** To establish a Board with the functions and powers set out in these Rules.

CHAPTER III — ASSOCIATION MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS

5.1 Membership requires agreement to abide by the Association's constitution and follow all rules.

5.2 Each Member which is not an individual shall nominate an individual representative to act on its behalf on all matters relating to the Association, and shall notify the Secretary of that representative's name and contact information. Any such Member may change their representative, but no such change is effective until notice of the change and the name and contact information of the new representative is received by the Secretary.

Establishment Membership

5.3 For the purposes of establishment, membership of the Association will be open to:

5.3.1 Any persons or corporations located within the Thames Community Board area whose operation and main function is commercial activity and/or social enterprise.

5.3.2 Any person who owns a commercially rated property in the Thames Community Board area.

5.4 Members must apply to the Secretary and be accepted by the Board. Acceptance or rejection will be at the sole discretion of the Board.

5.5 The intent of the Association is to refine its membership area to be demarcated within a Business Improvement District (BID) target rated area(s), within the Thames Community Board area.

5.6 Once defined, there will be Full Members and Associate Members of the Association as follows:

Full Membership

5.7 Membership of the Association is automatic for any eligible voting business within the BID target rated area.

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

5.8.1 owns a commercially rated property within the Targeted Rated Area; or

5.8.2 is the tenant of a premise or a commercially rated property within the BID Target Rated Area; and

5.8.3 For the avoidance of doubt, a person may be a Full Member only once at the same time, even though that person may be entitled to be a Full member on more than one ground.

5.8.4 Association voting is based on the principle of "one person, one vote". Where an individual or organisation appears multiple times on the owner and occupier list (perhaps because they own a number of properties or businesses in the BID) that person or organisation may nominate one name per property for the voter register, noting each person must be different and not already on the register.

5.9 A Full Member is entitled to:

5.9.1 Attend and vote at all General Meetings;

5.9.2 Attend all meetings of the Board (but not vote);

5.9.3 Stand for election to the Board;

5.9.4 Receive regular communications about Business Improvement District Programme activities;

- 5.9.5 Receive notification of upcoming meetings and agenda items.
- 5.10 Any person entitled to be a Full Member of the Association and who wishes to be a member shall provide and maintain current details of their name, occupation, business and contact information to the Secretary.
- 5.11 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.

Associate Membership

- 5.12 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 be so. The Secretary shall advise the Board of the application and the Board shall determine at its next scheduled Board meeting whether or not the applicant shall be admitted.
- 5.13 Organisations outside of the BID target rating area within the Thames Community Board area are eligible to apply for Associate Membership.
- 5.14 Associate Membership must be approved by the Board.
- 5.15 Associate Members may be accepted onto the Board or any Sub-Committee by a majority vote of the Board. Their position is a purely advisory or liaison role, and they have no voting rights within the Board or at AGMs.

Co-opted Members

- 5.16 There may be Co-opted Members of the Association who are invited by the Board to join the Association.
 - 5.16.1 Co-opted Members may be invited to join the Association on the basis that they provide specialist expertise, or who balance the membership in some way; e.g. provide an independent governance perspective and may be invited only by majority vote of the Board.
 - 5.16.2 Co-opted Members may join the Board if accepted by a majority vote of the Board.
 - 5.16.3 Co-opted Members have full voting rights within the Board meetings.
 - 5.16.4 A Co-opted Member may elect to voluntarily pay the same subscription as prescribed for Associate Members, but this is not compulsory.

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 ceases to be entitled to be a Full Member in terms of Rule 5.7 and 5.8, and has not been admitted as an Associate Member.
 - 6.1.3 resigns their membership by notifying the Secretary of the Association in writing of their request to resign.

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

9. FEES, SUBSCRIPTIONS, ETC.

- 9.1 The Association may levy its Members such fee or annual subscription charge (if any) considered by the Board necessary to carry out its objectives, upon approval of a Business Plan and Budget as set out by Rule 20.2.4 and 20.2.5

10. MEMBER CONFLICT OF INTERESTS

- 10.1 Any Member (including Associate Member or Co-opted 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:
 - 10.1.1 must disclose the nature and extent of that Member's interest to the Board;
 - 10.1.2 a dated record should be kept in the Association's interests register; and
 - 10.1.3 must not take any part whatsoever in any deliberation concerning any matter in which that Member is or may be interested other than as a Member of the Association;
 - 10.1.4 if on the Board, and the conflict of interest relates to an issue being considered, must not vote.
- 10.2 No private pecuniary profit shall be made by any person in his or her capacity as a Member of the Association except that:
 - 10.2.1 any Member may receive full reimbursement for all expenses properly incurred by that Member in connection with the affairs of the Association;
 - 10.2.2 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 an owner, shareholder, employee or associate in connection with the affairs of the Association at the discretion of the Board;

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

CHAPTER IV — COMMITTEES

11. POWERS AND AUTHORITY OF BOARD

The Association shall be governed by a Board which:

- 11.1** shall control and manage the affairs of the Association;
- 11.2** has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association;
- 11.3** shall be responsible for:
- 11.3.1** Developing a strategic plan with operational, project-related and strategic key performance indicators for the programme that the Manager implements, where appropriate with the assistance of the Board;
 - 11.3.2** Overseeing the preparation of an annual business plan and budget for approval by the Members at the AGM
 - 11.3.3** Overseeing the spending of approved budgets;
 - 11.3.4** Monitoring work progress against approved budgets and performance measures
 - 11.3.5** Establishing any sub-committee to deal with specific projects as the Board deems appropriate;
 - 11.3.6** Ensuring that the Manager and any other staff (full or part-time) have an individual employment agreement, position description and performance measures.
 - 11.3.7** Conducting a performance review of the Manager and any other paid staff at least six monthly, and
 - 11.3.8** Ensuring that responsible employer practices and workplace conditions are provided as prescribed under the Employment Relations Act 2004 and Health and Safety at Work Act 2015.
 - 11.3.9** Arranging an annual review (as required by Rule 15).
- 11.4** Shall be, following the AGM, responsible for registering the constitution or changes with the Registrar of Incorporated Societies and advising changes to the constitution or the Board to Council.

12. MEMBERSHIP OF BOARD

- 12.1** The Board shall consist of:
- 12.1.1** an uneven number of members; and
 - 12.1.2** no less than five full voting members
 - 12.1.3** no more than nine full voting members
 - 12.1.4** no more than two co-opted members
 - 12.1.5** no more than one non-voting member, being the Manager.

- 12.2** Each member of the Board shall hold office for a term of two years, but is eligible for re-election. However, for the initial establishment of the Board each member shall hold office for a term of one year, with an option to extend this to two years with the Board member's agreement.
- 12.3** For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:
- 12.3.1** dies; or
 - 12.3.2** ceases to be a member of the Association; or
 - 12.3.3** is declared bankrupt while in office; or
 - 12.3.4** resigns office by notice in writing given to the Secretary; or
 - 12.3.5** 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
 - 12.3.6** fails to uphold the Society's Code of Conduct; or
 - 12.3.7** fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Board, or without having been granted leave of absence by resolution of the Board; or
 - 12.3.8** commits a crime punishable by imprisonment while in office.
- 12.4** In the event of a casual vacancy occurring in the membership of the Board, the casual vacancy shall be filled as follows:
- 12.4.1** In the case of a person elected to the Board, the Board may determine not to fill the vacancy until the elections at the next scheduled AGM providing the Board still consists of the required minimum number of voting members (Rule 12.1.2);
 - 12.4.2** If the Board no longer consists of the required minimum number of voting members (Rule 12.1.2), and it is within six months of the previous AGM, the next highest polling candidate for the Board will be appointed. If they are unable to accept OR the timeframe since the last AGM is longer than six months, a special election from the full membership will be held.
 - 12.4.3** In the case of the Chairperson of the Board, where the Board still consists of the required number, an interim Chairperson will be appointed from within the existing Board.
 - 12.4.4** In the case of the Manager, the casual vacancy shall be filled by the Board;
- 12.5** In filling a casual vacancy, the Board shall give consideration to achieving fair representation for the following sectors (as appropriate) within membership area: retail, tourism, industrial, commercially rated property owners, and other professional services.

13. ELECTION OF MEMBERS TO THE BOARD

- 13.1** Nominations of candidates for election as members of the Board:
- 13.1.1** 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
 - 13.1.2** shall include a personal declaration outlining their interests in seeking nomination, the skills and attributes they can contribute in the role and providing transparency around any issues that might affect their inclusion on the Board or holding a position of office including, but not limited to, any recent (within 5 years) or pending criminal record; and

- 13.1.3** shall be delivered to the Manager of the Association not less than one working day before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 13.2** 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.
- 13.3** If insufficient further nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.
- 13.4** 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.
- 13.5** If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held.
- 13.6** Any such ballot shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- 13.7** In the event of an equality of votes between two or more candidates an exhaustive ballot will be held to determine the person elected.

14. CHAIRPERSON, TREASURER AND SECRETARY

- 14.1** The election of a member of the Board as the Chairperson or Treasurer (except in the case of a casual vacancy) may be made either by a Member vote at the Annual General Meeting or by the Board at its first meeting following the AGM. The decision whether an election is made at the AGM or by the Board is made at an AGM through a vote of the general membership present, with that decision taking effect for the purposes of that year only.
- 14.2** The election of the Chairperson shall be conducted by such standard voting method (for example ballot or show of hands) as is appropriate given the number of candidates and whether the election is being made at an Annual General Meeting or a meeting of the Board.
- 14.3** The Board shall appoint one Member or the Manager as the Secretary of the Association.
- 14.4** It is the duty of the Secretary to keep minutes of:
 - 14.4.1** all elections of Officers and members of the Board;
 - 14.4.2** the names of members of the Board present at each Board meeting and General Meeting; and
 - 14.4.3** all proceedings at Board meetings and General Meetings.
- 14.5** Minutes of proceedings at a meeting shall be signed by the Minute taker and the Chairperson of the meeting or by the Minute taker and Chairperson of the next succeeding meeting.
- 14.6** Despite Rules 14.1 and 14.2, in the event that no member of the Board is qualified, and wishes, to act as Treasurer, the Board may engage a professionally qualified person (not necessarily a member of the Association) to act as Treasurer of the Association.
- 14.7** It is the duty of the Treasurer of the Association to ensure that:
 - 14.7.1** all money due to the Association is collected and received and all payments authorised by the Association are made promptly within the due timeframes;

- 14.7.2** 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.

15. FINANCIAL REVIEW

- 15.1** A chartered accountant or other person deemed to have adequate training, experience and competence in the review of financial information shall be appointed by the Association on an annual basis to carry out the functions set out in this Rule.
- 15.2** No person who is an Officer or a Member may be appointed as Reviewer.
- 15.3** The fee of the Reviewer shall be approved by the Board.
- 15.4** The Reviewer shall be supplied with a copy of the accounts and statements. It shall be the Reviewer's duty to thoroughly examine the accounts and statements, all minutes and such other information as is requested.
- 15.5** The Reviewer shall provide the Members with a report regarding the accounts and statements for inclusion in the agenda for the Annual General Meeting. In that report, the Reviewer 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 Reviewer's report shall be read together with the report of the Board at the Annual General Meeting.
- 15.6** The Review will attend the Annual General Meeting to speak to the report and respond to Member's questions put through the Chairperson.

16. MEETINGS OF BOARD AND QUORUM

- 16.1** The Board shall endeavour to meet monthly but in all events, shall meet not less than six times in each period of twelve months, and at such time and place as shall be decided by the Board.
- 16.2** Additional meetings of the Board may be convened by the Chairperson or by any member of the Board.
- 16.3** Oral or written notice (including by way of email) of a meeting of the Board shall be given by the Secretary to each member of the Board at least ten business days (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 16.4** Any four voting members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 16.5** No business shall be transacted by the Board unless a quorum is present within half an hour of the time appointed for the meeting. If a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 16.6** At a meeting of the Board the Chairperson or, in the Chairperson's absence, any member of the Board nominated to stand in his/her place shall preside.

17. VOTING AND DECISIONS OF BOARD AND SUB-COMMITTEE

- 17.1** The voting rights of members of the Board shall be as follows:
 - 17.1.1** Each elected Board Member shall be entitled to one vote:
 - 17.1.2** The Manager shall not be entitled to vote.
- 17.2** Matters arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.
- 17.3** The Chairperson of the meeting is entitled to exercise a second or casting vote, but only to preserve the status quo.
- 17.4** Any act or thing done or suffered, or purporting to have been done or suffered by the Board or by a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee.

18. DELEGATION BY BOARD TO SUB-COMMITTEE

- 18.1** The Board may delegate to one or more sub-committees (consisting of such Full Member or Associate Members of the Association as the Board thinks fit) the exercise of such of the functions of the Board as the Board may decide.
- 18.2** Such delegations shall be in writing and approved by the Board Chair or his/her delegate.
- 18.3** A function which has been delegated to a sub-committee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.
- 18.4** Notwithstanding any delegation under this Rule, the Board may continue to exercise any function delegated.
- 18.5** Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 18.6** The Board may, in writing, revoke wholly or in part any delegation under this Rule.
- 18.7** A sub-committee may meet and adjourn as it thinks proper.
- 18.8** The sub-committee shall report to the Board to have their written finding formally accepted and implemented as appropriate.

CHAPTER V - GENERAL MEETINGS

19. ANNUAL GENERAL MEETING

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

20. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

- 20.1** The Annual General Meeting of the Association shall, subject to the Act and to Rule 19 be convened on such date and at such place and time as the Board thinks fit. A minimum of ten days' notice shall be given.
- 20.2** In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
 - 20.2.1** to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - 20.2.2** to receive from the Board reports on the activities of the Association during the preceding financial year;
 - 20.2.3** to approve the Annual Financial Statements;
 - 20.2.4** to approve the proposed business plan budget for the following financial year. provided that any increase by more than 10% over the previous year's budget may only be made by Special Resolution;
 - 20.2.5** to fix the amount of any additional fee or subscription charge to be paid by Members for the following financial year, which may be in several parts or categories;
 - 20.2.6** to elect Members of the Board;
 - 20.2.7** if necessary, to decide the method of election of the Chairperson and/or the Treasurer for the following year's election (refer to Rule 14.1);
 - 20.2.8** if it is has been decided that the Chairperson and/or the Treasurer will be elected at the Annual General Meeting, to elect the Chairperson and/or the Treasurer, as the case may be;
 - 20.2.9** to ratify the draft constitution or changes to it and any other key documents such as the strategic plan and draft budget;
 - 20.2.10** to appoint a Reviewer of the Annual Financial Statements for the following year..
- 20.3** For the purposes of section 23 of the Act the Association's financial year shall end on 30 June.
- 20.4** The agenda for Annual General Meeting shall be specified as such in the notice convening it.

21. SPECIAL GENERAL MEETINGS

- 21.1** The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 21.2** The Board shall, on the requisition in writing of not less than five percent of the total number of Full Members on the Membership Roll held by the Secretary, convene a Special Meeting of the Association.
- 21.3** A requisition of Members for a Special General Meeting:
 - 21.3.1** shall state the purpose or purposes of the meeting;
 - 21.3.2** shall be signed by the Members making the requisition;
 - 21.3.3** shall be lodged with the Secretary;
 - 21.3.4** may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

22. NOTICE

- 22.1** 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 ten days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or by email to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 22.2** 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, the intention to pass such a resolution as a Special Resolution.
- 22.3** 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% the previous year's budget, then the notice 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%."
- 22.4** No business other than that specified in the notice convening a General Meeting shall be transacted at a meeting except, in the case of an Annual General Meeting, present business which may be transacted pursuant to Rule 20.
- 22.5** A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

23. PROCEDURE

- 23.1** No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.
- 23.2** Any ten Full Members present in person constitute a quorum for the transaction of the business of a General Meeting.
- 23.3** 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.

24. PRESIDING MEMBER

- 24.1** The Chairperson shall preside at each General Meeting of the Association.

- 24.2** If the Chairperson is absent from a General Meeting or unable or unwilling to act, the Members present shall elect someone from the Board to preside as Chairperson at the meeting.

25. ADJOURNMENT

- 25.1** 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.
- 25.2** Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written notice (including by way of email) 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.
- 25.3** Except as provided in Rules 25.1 and 25.2, 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.

26. MAKING OF DECISIONS

- 26.1** A resolution arising at a General Meeting of the Association shall be determined on a show of hands. Unless a poll is demanded before or on the declaration of a show of hands, then a declaration by the Chairperson (for example, that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect has been entered in the Minute Book of the Association) shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.

27. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if:

- 27.1** it is passed by a majority of the Members of the Association who are present, voting in person; and
- 27.2** the resolution is passed at a General Meeting; and
- 27.3** 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.

28. VOTING AT GENERAL MEETINGS INCLUDING AGM

- 28.1** Upon any question arising at a General Meeting of the Association, a Full Member has one vote only (Rule 5.8.4).
- 28.2** All votes shall be given personally with no provision for proxy votes.
- 28.3** In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote, but only to defeat the question and preserve the status quo.

CHAPTER VI – MISCELLANEOUS

29. INSURANCE

- 29.1** The Association shall effect and maintain full and proper insurance of its insurable assets (if any) and public liability insurance if considered necessary or desirable at the discretion of the Board.
- 29.2** In addition to the insurance required under Rule 29.1, the Association may effect and maintain other insurances at the discretion of the Board.

30. FUNDS - MANAGEMENT

- 30.1** Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objectives of the Association in such manner as the Board determines.
- 30.2** All cheques and electronic banking including direct debits and credits shall be signed or authorised by any two members of the Board or employees of the Association, being Members or employees authorised to do so by the Board.
- 30.3** All funds received by the Association remain the property of the Association unless the Association is subject to dissolution, see Rule 35. The property of the Association is irrevocably dedicated to objectives stated in these Rules. No part of the net income or assets of the Association shall ever inure to the benefit of any Board member, officer or Member of the Association or to the benefit of any private persons.

31. ALTERATION OF OBJECTIVES AND RULES

- 31.1** Subject to the provisions of the Act and the statement of objectives, 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 objectives, pecuniary benefits or winding up clauses.

32. COMMON SEAL

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

33. CUSTODY OF BOOKS, ETC.

- 33.1** Except as otherwise provided by these Rules, the Manager shall keep in his or her custody or under his or her control all records, books and other documents relating

to the Association. Backups must be kept of computer files at least quarterly and at different premises.

- 33.2** The trial restoration of back-ups must be conducted every six months and the outcomes maintained in a log held by the Secretary. One such trial is to be made within the one month prior to the Annual General Meeting.]

34. SERVICE OF NOTICES

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

35. WINDING UP

- 35.1** 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.
- 35.2** Once debts and liabilities of the Association have been discharged any excess Business Improvement District Funding Grant funds will be transferred to the Council to be applied towards any purpose for which the Targeted Rate was set.
- 35.3** 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 35.2, any property whatsoever, the same shall not be paid or distributed among the members of the Association. Such remaining property shall be offered first to the Thames-Coromandel District Council or otherwise distributed or applied for the objectives of the Association and/or for charitable purposes in the Business Improvement District, including by way of transfer to some other New Zealand organisation that operates for such objectives or purposes in the Business Improvement District and not for private pecuniary profit. In the event of the Board being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

36. RESOLVING DISPUTES BETWEEN MEMBERS OR THEIR NOMINATED REPRESENTATIVES AND BOARD

- 36.1** Disputes between members or their nominated representatives and the Thames Business Association will be settled in accordance with the following procedure:

- 36.1.1** Unless matters can be resolved quickly and informally, Members or their nominated representatives are obliged to bring their concerns to the attention of the Association's Board in writing.
- 36.1.2** An initial written response is required within 10 working days from the date on which the Board receives notice of the Member's concerns, outlining the manner and the time frame in which the concerns will be addressed.
- 36.1.3** The Council, as major fund provider, should be made aware of any such issues by the Secretary.
- 36.1.4** Having exhausted reasonable means of resolving the dispute, the Association may approach the New Zealand Chapter of Lawyers Engaged in Alternative Dispute Resolution (LEADR') to appoint a mediator to enable the parties to settle the dispute. All discussions in the mediation will be without prejudice and will not be referred to in any later proceedings. The parties will bear their own costs in the mediation and will equally share the mediator's costs.
- 36.1.5** If the dispute is not resolved within a further 30 days after appointment of a mediator by LEADR, any party may then invoke the following provisions:
 - The dispute will be referred to arbitration by a sole arbitrator in accordance with the Arbitration Act 1996.
 - The award in the arbitration will be final and binding on the parties.
- 36.2** In dealing with any matters raised against employees, the Board will conduct themselves in accordance with the terms of appropriate Employment Law, existing employment contracts and the Association's Code of Conduct (Rule 37).

37. CODE OF CONDUCT

- 37.1** The Code of Conduct expresses the Association's recognition of its responsibility to its Members, its employees and its Board members. It also guides Members in the performance of their responsibilities and expresses the basic tenets of professional conduct to the Thames business community and the public at large.
- 37.2** The Code of Conduct calls for an unswerving commitment to honourable behaviour, integrity, objectivity, due professional care, and a genuine interest in representing the Thames business community:
 - 37.2.1** Using best endeavours to promote, develop and extend the Association's interests and reputation and doing nothing to its detriment.
 - 37.2.2** Professional behaviour and attitude in all dealings with all Association members, staff and Board members.
 - 37.2.3** Avoiding sexual harassment of any sort.
 - 37.2.4** Avoiding aggressive or violent behaviour or causing deliberate damage to reputation.
 - 37.2.5** Adhering to the regulations provided under the Privacy Act at all times. Members should respect the confidentiality of information acquired and should not disclose such information to a third party without specific authority or unless there is a legal or professional duty to disclose.
 - 37.2.6** Refraining from speaking on behalf of others without their explicit permission or speaking on behalf of the Association at large.
 - 37.2.7** Dealing with the issue within the Board and General Meeting forum as a priority and not engaging the media in the debate.

- 37.2.8** Being straightforward, honest and sincere in their approach to their work as a Member of the Association.
- 37.2.9** Conducting themselves in a manner consistent with the good reputation of the Association and refraining from any conduct that might bring discredit to the Association.
- 37.2.10** Only the Chairperson has the authority to instruct the Thames Business Association staff.