

Constitution (Rules) of the Hikurangi Business Association

1. ABOUT THE ASSOCIATION

- 1.1 The name of the association shall be Hikurangi Business Association, in this constitution called "the Association".
- 1.2 The Association being formally constituted by way of resolution made at a Special General Meeting on Tuesday 1 September 2009.
- 1.3 The address for service for the Association shall be c/- P.O. Box 102, Hikurangi and or at such other place and or address as the Association from time to time may determine.

2. OBJECTS/PURPOSES

The objects of the Association are:

- 2.1 To create and maintain a planned economy and a strong community for the mutual benefit of all those who choose to invest, work and live In the district;
- 2.2 To represent a united voice with regards the community's future that will seek to ensure key decisions regarding the local economy, environment and socio-cultural development are initiated and driven by the district;
- 2.3 To ensure there is planned infrastructure that is appropriate to support business, recreation and tourism; and
- 2.4 To identify, explore and support growth opportunities.

3. POWERS

The Association shall have the following powers:

- 3.1 To use its funds as the Executive Committee thinks necessary or proper in payment of its costs and expenses, including the employment and dismissal of counsel, solicitors, agents, officers and staff, according to principles of good employment and the Employment Relations Act 2000 or any subsequent enactments.
- 3.2 To purchase, take on, lease or in exchange or hire or otherwise, acquire any real or personal property and any rights or privileges which the Executive Committee thinks necessary or proper for the purpose of attaining the objects of the Association and to sell, exchange, let, bail or lease, with or without option of purchase or, in any other manner, dispose of such property, rights or privileges.
- 3.3 To raise monies by subscriptions, levies, donations, sponsorship or grants or other means to give effect to and attain the objects of the Association.
- 3.4 To borrow or raise money from time to time with or without security and upon such terms as to priority or other as the Executive Committee thinks fit.

- 3.5 To invest surplus funds in any way on such terms as the Executive Committee thinks fit.
- 3.6 To carry on any business.
- 3.7 To do all things as may from time to time be necessary or desirable to give effect to and attain the objects of the Association.

4. MEMBERSHIP

- 4.1 All those persons who were financial members of the un-constituted association - previously known as the Hikurangi Business Association - as at the date the Association was formally constituted by way of resolution shall be considered in the first instance as members of the Association.
- 4.2 Any person who agrees with the objects of the Association may, subject to the Executive Committee's approval, become a member of the Association by application in writing and upon payment of the membership subscription set from time to time by the Executive Committee of the Association.
- 4.3 The Association may appoint 'Honorary' members to the Association to acknowledge person/s who are providing and or have provided important services to the Association. Honorary membership shall not be afforded the voting rights or privileges afforded an ordinary member of the Association.
- 4.4 All members shall promote the objects of the Association and shall do nothing to bring the Association into disrepute.
- 4.5 The Secretary shall maintain a register of members of the Association which shall contain the names, the addresses and contact details of members, and the dates at which they became members.
- 4.6 Should a member's details change, it is the sole responsibility of the member to advise the Secretary accordingly, preferably by way of written notice.
- 4.7 Any person may resign membership of the Association by giving oral or written notice to the Secretary. The Secretary shall maintain a record of any resignation.
- 4.8 If a member (other than an Honorary member) fails to pay any membership fee or levy (if any) by the date set by the Executive Committee, that member shall not be entitled to participate in any activities of the Association and correspondingly shall have any voting rights suspended. An errant member will be notified in writing of the member's situation and given twenty-one (21) days to pay all arrears in full. In the absence of payment being made by or on the extended date so notified the member's membership shall automatically cease.

Expulsion of members

4.9 The procedure for expulsion of members shall be as follows:

4.9.1 Any person or organization may make a complaint to the Executive Committee that the conduct of a member of the Association is or has been injurious to the character of the Association. Every such complaint to be in writing and addressed to the Secretary.

4.9.2 If the Executive Committee considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Executive Committee and to offer a written and/or oral explanation of the member's conduct.

4.9.3 The Executive Committee shall give the member at least fourteen (14) days written notice of the meeting. The notice shall:

- sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
- inform the member that if the Executive Committee is not satisfied with the member's explanation the Executive Committee may expel the member from the Association.

4.9.4 If in the meeting the Executive Committee decides to expel the member from the Association the member shall cease to be a member of the Association.

4.9.5 A member expelled by the Executive Committee may within fourteen (14) days give written notice of appeal to the Secretary. The Secretary shall then call a Special General Meeting to take place within twenty eight (28) days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member will be reinstated immediately.

5. GENERAL MEETINGS

'General Meeting' refers to both Annual General Meeting and Special General Meeting, unless otherwise specified.

5.1 The quorum for a General Meeting shall be ten (10) members present in person.

5.2 At least twenty-one (21) days written notification of each General Meeting shall be given to members at the current address for such members recorded in the register of members.

5.3 Notification of a General Meeting shall specify the time, date and place of the meeting. Notification shall also describe in a general way all the matters that will arise to be considered and specify what further and more detailed information on these matters is available from the Executive Committee. Full information shall be provided concerning any proposed amendments to the constitution/rules or any matter which is the business of a Special General Meeting. Such information may include any recommendations the Executive Committee may have on any matter that is to be voted on.

5.4 The General Meeting shall be chaired by the current Chairperson of the Executive Committee. In the absence of the Chairperson the meeting shall elect a person to chair the meeting from among the members present.

5.5 A member may be represented at a General Meeting by a nominee appointed by notice in writing to the Secretary and received by the Secretary before the meeting, A member shall have the right at any time to change, withdraw or revoke the appointment of the member's nominee by notice in writing to the Secretary.

5.6 All questions will if possible be decided by consensus. However, where a consensus decision cannot be reached on a matter, the decision will, unless otherwise specified in this constitution, be made by a majority vote.

5.7 Only financial members shall be eligible to vote. Honorary members are eligible to attend meetings and speak.

5.8 Voting shall be by a show of hands unless members indicate an alternative preference. If any financial member requests a secret ballot on any vote or election, a secret ballot shall be held.

5.9 If voting is tied, the chair of the General Meeting shall have a casting vote.

6. ANNUAL GENERAL MEETINGS

6.1 The Annual General Meeting shall be held annually during the month of February or March.

6.2 The Annual General Meeting shall carry out the following business:

6.2.1 Receive the minutes of the previous Annual General Meeting and of any other General Meeting held since the last Annual General Meeting.

6.2.2 Receive the Executive Committee's report on the activities of the Association over the last year and the proposed priorities and directions for the Association in the current year.

6.2.3 Receive the balance sheet and statement of income and expenditure for the past year and the estimate of income and expenditure for the current year.

6.2.4 Elect the officers and other ordinary members of the Executive Committee of the Association (see section 8.1).

6.2.5 Appoint an auditor of the Association's accounts should one be deemed necessary.

6.2.6 Conduct any other business which may properly be brought before the meeting.

6.3 Motions at an Annual General Meeting:

6.3.1 Any financial member may request that a motion be voted on at an Annual General Meeting, by giving written notice to the Secretary at least fourteen (14) days before that meeting. The member may also provide information in support of the motion.

6.3.2 The Executive Committee may in its absolute discretion decide whether or not the Association will vote on the motion at the Annual General Meeting,

unless, the member's motion is signed by no less than a quarter of all financial members whereby the motion must be voted on at the meeting.

6.3.3 Should a motion need to be voted on at the Annual General Meeting then the Secretary shall supply all information relating to the motion to be voted on to all financial members at least seven (7) days before the meeting.

7. SPECIAL GENERAL MEETINGS

- 7.1 Special General Meetings may be called by the Executive Committee or by a written request made by at least five (5) financial members and delivered to the Secretary. Where the meeting has been called on the written request of five (5) members it will be called within thirty (30) days of the delivery of that request to the Secretary.
- 7.2 A Special General Meeting shall only consider business related to the reason for which it is called, as notified to the members (see section 5.3).

8. EXECUTIVE COMMITTEE

- 8.1 The Executive Committee of the Association shall comprise; a Chairperson; a Secretary; a Treasurer; and no less than three (3) ordinary members and no more than six (6) ordinary members, all elected members from and of the Association; and the Whangarei District Council's current elected Ward Councillor.
- 8.2 The Executive Committee may also, at its sole discretion, appoint and or co-opt representation on the Committee and or any sub-committee thereof any other person/s from central and or local government agencies, the region's economic development agency (Enterprise Northland) and or with expertise that will advance the objects of the Association.
- 8.3 Nominations for elected positions on the Executive Committee, including officer-bearers, may be by way of written nomination signed by a current member and endorsed with the consent of the nominee and given to the Secretary at least seven (7) days before the day fixed for the Annual General Meeting. If there are insufficient nominations to fill the vacant positions on the Executive Committee, oral nominations may be received at the Annual General Meeting, provided that no member shall be elected who has not consented to being nominated.
- 8.4 Elected members of the Executive Committee shall automatically retire at each Annual General Meeting, but shall be eligible - should they remain a financial member of the Association - for re-election at the same and or subsequent meetings. Newly elected Executive Committee members shall take office immediately upon their election.
- 8.5 The Executive Committee shall have the power to fill any places that become vacant following an Annual General Meeting, or any vacancy that arises on the Executive Committee or among its officer-bearers, until the next Annual General Meeting.
- 8.6 A person ceases to be an Executive Committee member when:
 - they resign by giving notice in writing to the Secretary;

- are expelled by the Executive Committee (see Section 4.9);
- their term expires (see Section 8.4); or
- they are absent from three (3) consecutive meetings (see Section 8.8.2).

8.7 On the occasion that a person ceases to be a member of the Executive Committee, that person must within twenty-eight (28) days return to the Executive Committee all books, documents, records, papers and other property of the Association.

8.8 The procedure for meetings of the Executive Committee shall be as follows:

- 8.8.1 A quorum shall be at least half of its elected members and with either or both the Chairperson and or the Secretary in attendance.
- 8.8.2 If an elected member of the Executive Committee, including an office-bearer, does not attend three (3) consecutive meetings without leave of absence that member may, at the discretion and on decision of the Executive Committee, be removed from the Executive Committee.
- 8.8.3 All matters will if possible be decided by consensus. In the event that a consensus cannot be reached then a decision shall be made by a majority vote by show of hands.
- 8.8.4 Only elected Executive Committee Members, and or those members filling a vacancy, present at an Executive Committee meeting may vote at that meeting.
- 8.8.5 If the voting is tied, the chair of the meeting shall exercise a casting vote.
- 8.8.6 Each meeting shall be chaired by the Chairperson of the Association or, in her/his absence, by a member present appointed by the Executive Committee.
- 8.8.7 At the discretion of the chair part of any Executive Committee meeting may be taken 'into Committee' when the Executive Committee are required to discuss and deal with confidential items of business.

8.9 The Executive Committee shall meet at such times and places and in such a manner as it may determine and otherwise as convened by the Chairperson or Secretary. Meetings may be held in person or by any other means of communicating –telephone conference call, written ballot or any electronic methods or medium - as decided on by the Executive Committee from time to time. All members of the Executive Committee shall be given at least (7) days notice of a meeting, verbally or in writing.

4

8.10 Subject to the rules of the Association the role of the Executive Committee shall be to:

- Govern and generally administer the affairs of the Association-,
- Carry out the purposes of the Association and apply the resources available to it judiciously;
- Decide what (if anything) a member shall pay to join ('Joining fee') and or remain ('subscription fee' and or 'levy') a member of the Association;
- Manage the financial resources of the Association;
- Undertake matters to do with managing the membership of the Association-, and
- Set the times and dates for meetings, correspondingly setting agenda and running the meetings accordingly.

8.11 The duties of the office-bearers of the Executive Committee shall include, but not be limited to, the following:

Chairperson

- Do all things that represent the Association to stakeholders, the business community and the general public in a professional manner;
- Generally oversee the business operation of the Association;
- Chair all meetings in a democratic, effective and efficient manner; and
- Act as spokesperson unless other member/s are so delegated.

Treasurer

- Receive all monies due the Association, process accordingly and transact payments of creditors;
- Ensure that true and fair accounts are kept of all money received and expended, and
- Prepare and present statements of financial performance in a timely, complete and effective manner.

Secretary

- Ensure that a minute book is maintained which is available to any member of the Association and which, for all General Meetings and Executive Committee meetings of the Association, records: the names of those present; all decisions which are required by the constitution or by law made by the Association; and any other matters discussed at a meeting;
- Keep current a register of all members;
- Hold as necessary all books, documents, records, and papers relating to the business of the Association;
- Keep in custody and control the Common Seal of the Association, and
- Receive and reply to correspondence of the Association as required.

8.12 The Executive Committee has all the powers of the Association unless the Committee's power/s are limited by these rules or by a majority decision of the Association. The Executive Committee shall at all times be bound by the decisions of the members at General Meetings.

9. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO OBJECTS

- 9.1 Any income, benefit or advantage shall be applied to the objects of the Association.
- 9.2 No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of any payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).
- 9.3 The provision and effect of this clause shall not be removed from this constitution and shall be implied into any document replacing this constitution.

10. POWER TO DELEGATE

- 10.1 The Executive Committee may from time to time appoint any committee and may delegate any of its powers and duties to any such committee or to any person. The committee or person may without confirmation by the Executive Committee exercise or perform the delegated powers or duties in the same way and with the same effect as the Executive Committee could itself have done.
- 10.2 Any committee or person to whom the Association has delegated powers or duties shall be bound by the charitable terms of the Association and any terms or conditions of the delegation set by the Executive Committee.
- 10.3 The Association shall be able to revoke such delegation at will, and no such delegation will prevent the exercise of any power or the performance of any duty by the Executive Committee.
- 10.4 It will not be necessary for any person who is appointed to be a member of any such committee, or to whom such delegation is made, to be a member of the Association.

11. FINANCIAL ARRANGEMENTS

- 11.1 The financial year of the Association shall be from 1 January to 31 December.
- 11.2 At the first meeting of the Executive Committee following each Annual General Meeting, the Executive Committee will decide by resolution the following:
 - 11.2.1 what bank accounts will operate for the ensuing year, including the purposes of and access to accounts;
 - 11.2.2 who will be allowed to authorise the production of cheques and the names of cheque signatories; and
 - 11.2.3 policy concerning the investment of money by the Association, including what type of investment shall be permitted.
- 11.3 The Executive Committee shall maintain bank accounts (as is necessary) in the name of the Association with all cheques and withdrawal forms to be signed by either the Chairperson or the Treasurer and one other elected member of the Executive Committee.
- 11.4 All accounts paid or submitted for payment shall be submitted to the Executive Committee for ratification of payment at the next held meeting of the Committee.
- 11.5 The Executive Committee may arrange for the accounts of the Association for that financial year to be audited by a person appointed for that purpose.

12. COMMON SEAL

The society shall have a common seal. It shall be affixed to any document following a resolution of the Association and shall be signed by the Treasurer and one other person appointed by the Executive Committee.

13. INDEMNITY

- 13.1 No officer or member of the Executive Committee shall be liable for the acts or defaults of any other officer or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- 13.2 The office-bearers, Executive Committee and each of its members shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

14. ALTERATION OF RULES

The rules of the Association may be altered, added to, rescinded or otherwise varied by a resolution passed by a 2/3 majority of eligible members personally present at any General Meeting (see Sections 5, 6 and or 7 for the means by which such a motion is to be placed on an agenda of a General Meeting).

15. MEDIATION & ARBITRATION

- 15.1 Any dispute, arising out of or relating to the rules of the Association or any questions arising in connection with the administration of the Association which is not provided for in the rules, is to be referred in the first instance to the Executive Committee to be resolved.
- 15.2 In the event that a dispute is unable to be satisfactorily resolved by the Executive Committee the dispute may be referred to mediation, a non-binding dispute resolution process in which an independent mediator facilitates negotiation between parties. Mediation may be initiated by either party writing to the other party and identifying the dispute which is being suggested for mediation. The other party will either agree to proceed with mediation or agree to attend a preliminary meeting with the mediator to discuss whether mediation would be helpful in the circumstances. The parties shall agree on a suitable person to act as mediator or shall ask the Arbitrators' and Mediators' Institute of New Zealand Inc. to appoint a mediator. The mediation shall be in accordance with the Mediation Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc.
- 15.3 The mediation shall be terminated by:
 - 15.3.1 The signing of a settlement agreement by the parties; or
 - 15.3.2 Notice to the parties by the mediator, after consultation with the parties, to the effect that further efforts at mediation are no longer justified; or
 - 15.3.3 Notice by one or more of the parties to the mediation to the effect that further efforts at mediation are no longer justified; or
 - 15.3.4 The expiry of sixty (60) working days from the mediator's appointment, unless the parties expressly consent to an extension of this period.
- 15.4 Should any mediation be terminated as provided for in 15.3.2, 15.3.3, 15.3.4 any dispute or difference arising out of or in connection with this constitution, including

any question regarding its existence, validity or termination, shall be referred to and finally resolved by arbitration in New Zealand in accordance with New Zealand law and the current Arbitration Protocol of the Arbitrators' and Mediators' Institute of New Zealand Inc. The arbitration shall be by one arbitrator to be agreed upon by the parties and if they should fail to agree within twenty-one (21) days, then to be appointed by the President of the Arbitrators' and Mediators' Institute of New Zealand Inc.

15.5 The costs incurred in any mediation and or arbitration process shall be borne equally by the parties to the dispute, paid in accordance with the prescribed timetable.

16. ACTIVITIES LIMITED TO NEW ZEALAND

The activities of the Association shall be limited to Aotearoa / New Zealand.

17. DISPOSITION OF SURPLUS ASSETS

17.1 The Association may be wound up if at a General Meeting of its members, it passes a resolution to wind up, and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.

17.2 If any property remains after the winding up or dissolution of the Association and the settlement of all the Association's debts and liabilities, that property shall be distributed, given or transferred to other community organisation/s that are charitable under New Zealand law and that have purposes/objects similar to those of the Association and as the members shall decide in a General Meeting.

Reworded Clause 8.11 and 12.0 regarding the common seal:

Approved at HBA General Meeting 9th October 2019


Certified by Alex Smits - Chair
17/10/19