

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

1. NAME

The name of the Association shall be THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED (“the Association”)

2. OBJECTS

The objects for which the Association is established are:

- 2.1 To promote the interests generally of the business people in the Mercury Bay and adjacent areas.
- 2.2 To promote friendly relationships amongst and between the Members and all other persons, local bodies, Government Departments, in any way connected with any matter relating to the business community in the Mercury Bay area and elsewhere.
- 2.3 To, when and as appropriate, provide support, financial assistance and expertise for events, promotions, projects and infrastructure that will benefit Mercury Bay.
- 2.4 To collect, disseminate and interchange information of all kinds, of interest to Members.
- 2.5 To uphold and maintain the just claims of members of the Association collectively in such manner as the Association shall think fit.
- 2.6 To protect both the public and members of the Association against dishonest, fraudulent and corrupt practices.
- 2.7 To promote or oppose bills, legislation or other measures of by-laws affecting the interests of members.
- 2.8 To use the funds of the Association as the Association may consider necessary or proper in payment of the costs and expenses and furthering or carrying out the objects of the Association or any of them including the employment of counsel, solicitors, agents, officers and employees as shall appear necessary or expedient.
- 2.9 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 Association shall think necessary or expedient for the purposes of attaining the objects of the Association or any of them or promoting the interests of the Association or its members and to sell, exchange, mortgage let on bail or lease with or without option of purchase or in any manner dispose of any such property rights or privileges as aforesaid.

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

- 2.10 To construct, improve, alter or maintain any building or works necessary or convenient for the purposes of the Association.
- 2.11 To solicit and accept donations and gifts and a transfer or conveyance of real or personal property whether subject to any trust or to any one or more of the objects of the Association.
- 2.12 To establish, promote, associate with, or assist in establishing and promoting and to subscribe to or become a member of any other Association within or outside of New Zealand whose objects are wholly or in part similar to those of the Association, or establishment or promotion which may be beneficial to the Association.
- 2.13 To do all such things as are incidental or conducive to the attainment of the above objects or any of them and to promote any other activity not repugnant to these objects.

3. REGISTERED OFFICE

The Registered Office shall be at such place in New Zealand as the Board of the Association may from time to time decide.

4. FINANCIAL YEAR

The financial year of all the Society begins on 1 April of every year and ends on 31 March of the next year.

5. EXECUTION OF DOCUMENTS

All documents the Association is required to execute in writing, shall be signed by two of the members of the Board.

6. WINDING UP

The Association may be wound up voluntarily if, at a general meeting of the Association, the members pass by a simple majority a resolution to do so, provided that this winding up resolution is confirmed at a subsequent general meeting called for the purpose and as required by Section 24 of the Incorporated Societies Act 1908.

In the event of the Association being wound up under Section 24 of the Incorporated Societies Act 1908, the surplus assets after payment of the Association's liabilities and the expenses of the winding up shall not be divided amongst the members equally. Such surplus assets shall be distributed to a charitable organisation for the sole purpose of promoting business and tourism in the Mercury Bay Area.

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

7. ALTERATION OF RULES

- 7.1 These rules may be altered, added to or rescinded or otherwise amended by a resolution passed by a three-fourths majority of those present at a general meeting of which ten days' notice has been given.
- 7.2 Every such notice shall set forth the purport of the proposed alteration, addition, rescission or other amendment.
- 7.3 Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Register of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908
- 7.4 No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

8. BY-LAWS

The Association may from time to time by resolution at a general meeting make, amend or rescind by-laws not inconsistent with these rules governing procedure at these meetings and the publication of reports. The Board may also make, amend or rescind by-laws, standing orders and regulations for the internal management of the Association.

9. NOTICE

Every Notice required to be given to the members or any one of them shall be deemed to have been dully delivered if posted to such member in a letter or by electronic circulation addressed to the member at their last address known to the Association.

10. MEMBERSHIP

- 10.1 Members of the Association shall be members, each being a person or body corporate who have a place of business or conduct business in the Mercury Bay area.
- 10.2 Where a member has two or more businesses operating as separate identities a separate subscription will be due for each business.

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

11. APPLICATION FOR MEMBERSHIP

- 11.1 Every application for membership shall be made in writing on a form prescribed by the Board.
- 11.2 Associate membership shall be available to clubs and non-profit organisations operating in the Mercury Bay Area ("Associate Members"). All references to "Members" in this Constitution shall, subject to clauses 33 and 34, include "Associate Members".

12. RULES AND DUTIES OF MEMBERS

- 12.1 All members shall be subject to these Rules and any Regulations or By-laws of the Association.
- 12.2 Every member shall be able to access a copy of these Rules.
- 12.3 The Secretary shall keep a Register of all members. A financial member may be able to view the register of members on request.

13. CESSATION OF MEMBERSHIP

- 13.1 Any member wishing to resign from the Association shall give notice in writing to the Board to the effect and shall pay all subscriptions and levies due up to the date of such notice.
- 13.2 The Board shall have power to remove from the Register of Members any member who subscription is two months in arrears; such power to be exercised only after resolution in that behalf has been passed by the Board at a duly constituted meeting.
- 13.3 The Board shall be empowered to suspend members where in all of the prevailing circumstances it is deemed necessary to do so. All privileges of membership will suspend from the date of suspension until any matter under review has been resolved to the satisfaction of the Board. Such power to be exercised only after resolution in that behalf has been passed by the Board at duly constituted meeting.
- 13.4 Any Member who has resigned or been removed pursuant to these Rules shall return to the Secretary any documents, papers, pamphlets, advertising material

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

which he may have acquired as a right of privilege of membership and also any property belonging to the Association.

14. REPRESENTATIVES AND ASSOCIATES

- 14.1 Anybody corporate being a member shall appoint some person as its representative to attend all meetings of the Association and to exercise all voting and other rights vested in such member including the right stand of election to the Association's Board or any other office. Such member shall before the commencement of any meeting give notice in writing to the Secretary of any change of its representative
- 14.2 Notwithstanding the provisions of sub-clause 13.1 any member may invite to attend any meeting or conference of the Association any employee or associate of such member or any other interested person.

15. FUNDS AND PROPERTIES

- 15.1 The funds, properties and assets of the Association shall be under the control of the Board who shall have full power to rent, lease, furnish and deal with buildings, land and other property of the Association as the Board may think fit without reference to a general meeting of members except in the case of the winding up of the Association.
- 15.2 The Association shall in addition to the other powers vested in it have power to borrow or raise money from time to time by the issue of debentures, bonds, mortgages, or any other security founded or based on all or any of the property and/or rights of the Association or without any such security and upon such terms as to priority and otherwise as the Association shall think fit and the powers contained in this clause may be exercised by the Board.
- 15.3 All legacies, endowments, donations or gifts of money or other real or personal property unless given to the Association for any specific object shall be dealt with by the Board as the Board may think fit for the general purposes of the Association.
- 15.4 Any money of the Association may be invested by the Board in such manner as it may from time to time determine.
- 15.5 To employ staff at the discretion of the Board as and when deemed necessary.

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

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

16. BOARD

- 16.1 The Board of the Association shall consist of a Chairperson and no less than five nor more than nine members. The Board will be elected at the Annual General Meeting.
- 16.2 The members of the elected Board shall from their numbers elect a Chairperson and Vice Chairperson and may elect a secretary, treasurer and/or secretary treasurer or choose to adopt the provisions of the clause 15.3
- 16.3 The Board may appoint a Secretary, Treasurer and/or Secretary/ Treasurer who is not an elected member of the Board. Such an appointee shall not have voting rights at any Board meeting or speaking rights on any matter not related to their appointment.

17. CHAIRPERSON

At all meetings of the Board, the Chairperson, or in their absence the Vice Chairperson, shall take the chair and in the absence of both an acting chairperson shall be selected from the members of the Board present. The Chairperson for the time being of any meeting shall have a deliberative and also a casting vote.

18. QUORUM

A quorum for the Board meeting shall be a minimum of half the elected board members.

19. CASUAL VACANCY ON BOARD

Any casual vacancy on the Board may be filled by the Board and the person so appointed shall hold office until the next Annual General Meeting of the Association.

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

20. ABSENCE FROM BOARD

Any Board member absent for three successive meetings of the Board without leave of absence shall be at the discretion of the Board cease to be a member.

21. SUB-COMMITTEE

The Board may from time to time set up any sub-committee to exercise such powers as may be delegated to it by the Board. The members of such sub-committee shall be appointed by the Board and may be members of the Board, members of the Association or other interested persons.

22. POWER OF THE BOARD

The Board shall take such steps as are necessary to further the objects of the Association and advance the interests of all members and in so doing shall have power to exercise all the powers of the Association, save and except such powers as shall be exercised only by the Association in General Meeting.

23. REGULATION OF BOARD

The Board may regulate its own procedure not inconsistently with these rules.

24. ANNUAL GENERAL MEETING

The Annual General Meeting of the Association shall be held no later than the 30th day of September in each year upon a date and at a time and place to be fixed by the Board for the following purposes:

- (a) To receive from the Board a balance sheet and statement of accounts for the preceding year, such balance sheet and statement of accounts to be prepared by a chartered accountant.
- (b) To elect the Board for the ensuing year.
- (c) To consider and conduct such other business as may properly be brought forward.

All business other than that set out in clause 25 and shall be deemed to be special business of which notice must be given to members in the notice calling the meeting

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

25. NOTICE OF ANNUAL GENERAL MEETING

The Association shall cause at least 10 days notice in writing to be given to members of the holding of any Annual General Meeting, by mail or electronically. The Board may in addition and at its discretion, advertise the holding of such meeting in any newspaper circulating in the district where the meeting is to be held.

26. VOTING

At all meetings, voting shall either by ballot, show of hands or voices depending on the wishes of the meeting PROVIDED HOWEVER that each member is entitled to one vote only whether an individual company or partnership.

27. ELECTION OF BOARD

- 27.1 One half of the Board positions (including that of the Chairperson) will be subject to election on an annual basis.
- 27.2 The vacating of positions by sitting members will be on rotation basis.
- 27.3 Unfilled vacancies on the Board at the time of the AGM or vacancies arising from resignations or retirements of sitting members at the AGM may be used to fill the rotation numbers before sitting members are affected by this provision.
- 27.4 Sitting Board members are eligible to stand for re-election if the Board is subject to this provision.
- 27.5 The election of the members of the Board shall be by ballot and every voter shall vote for not less than nor more than the number required to fill vacancy. Any voting paper not complying with this rule shall be deemed informal and not be counted.

28. SPECIAL GENERAL MEETINGS

Special General Meetings of the Association may be called at any time by the Board and shall be called by the Secretary upon the requisition in writing of one tenth of the members of the Association stating the purpose for which the meeting is required

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

29. NOTICE OF SPECIAL GENERAL MEETING

The Secretary shall give at least 10 days notice to all members of the holding of a Special General Meeting by mail or electronically and such notice shall specify the nature of the business to be transacted and no other business than so specified shall be transacted.

30. GENERAL

At all General Meetings of the Association, the Chairperson, or in his or her absence the Vice Chairperson, shall take the chair and if both shall be absent, a Chairperson shall be appointed from members of the retiring Board present at such meetings. The Chairperson for the time being of the meeting shall have a deliberative and also a casting vote.

31. PROCEDURE AT MEETINGS

Only members shall be entitled to vote at any general meeting, and a member shall have one vote to be exercised either personally or in the case of a firm or body corporate, by its representative. The quorum at any General Meeting shall be 10 members present personally or in the case of a firm or body corporate by their duly appointed representative. If within half an hour of the time appointed for the commencement of the General Meeting a quorum is not present, the meeting shall stand adjourned to a date within fourteen days of such meeting and if at the adjourned meeting a quorum is not present, then the meeting shall lapse.

32. MAJORITY VOTE

Save where otherwise provided in these Rules any motion submitted to a meeting shall be deemed to be carried if the majority of the members present and entitled to vote, vote in favour of the motion.

33. INTERPRETATION

For the purpose of clauses 27 to 32, Associate Members are not entitled to vote at meetings, be informed of meetings or elected to the Board.

34. SUBSCRIPTIONS

The annual subscription payable by Members and Associate Members shall be fixed by the Board from time to time.

RULES OF

THE MERCURY BAY BUSINESS ASSOCIATION INCORPORATED

35. LEVIES

Every member shall in addition to all other money payable by him, her or it pay to the Association all and every sum of money or further subscriptions or levies not exceeding in any one financial year an amount equal to twice the amount of the subscription for that year which shall at any time and from time to time normally by resolution in general meeting or at the discretion of the Board be levied upon him, her or it as a member, and which the Association shall consider necessary or expedient for the purpose of furthering the interests of the Association or its members.

36. Magazine

The Board may publish a magazine or other circular or publication to further the objects of the Association and may distribute it among members and also the public either free or at a price to be fixed by the Board.