No. of Incorporation: 1277568

The Incorporated Societies Act 2022

CONSTITUTION

of

BUSINESS NORTH HARBOUR INCORPORATED



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BUSINESS NORTH HARBOUR INCORPORATED

1. INTERPRETATION AND DEFINITIONS

In this Constitution, unless the context indicates otherwise:

"Act" means the Incorporated Societies Act 2022 as amended from time to time;

"Annual Financial Statements" means the Annual Financial Statements 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 the Act;

"Annual General Meeting" has the meaning given to it in Rule 24;

"Associate Member" means a member who does not qualify as a Full Member under Rule 5.1 and who has become a member pursuant to Rule 5.5 and "**Associate Membership**" has a corresponding meaning;

"Association" means Business North Harbour Incorporated.;

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

"BID Targeted Rate Grant"" means any funding received by the Association from the Council for the purposes of the BID Programme;

"Auckland BID Programme" or **"BID Programme"** means the economic development programme involving the Council, the business community, other stakeholders and the Association to organise, design, promote, improve and develop the North Harbour commercial area and any other area managed by the Association for which the Association receives a BID Targeted Rate Grant;

"**BID Policy**" means the council policy that sets out the relationship between the association and Auckland Council including the three-year BID Targeted Rate Grant Agreement, and the governance and accountability requirements for the BID programme and BID Targeted Rate Grant;

"Business Improvement District Targeted Rate" or **"BID Targeted Rate"** means any rate set by the Council pursuant to section 16 of the Local Government (Rating) Act 2002 or any equivalent legislation in order to provide, or contribute to, the BID Targeted Rate Grant;

"Business Improvement District Targeted Rating Area" or **"BID Targeted Rating Area"** means the geographical area subject to the BID Targeted Rate for the purposes of the BID Programme, as defined for the purposes of the Auckland Council rating information database;

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

"Council" means the Auckland Council or its successor;

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

"Full Member" means a person entitled to be a member of the Association pursuant to Rule 5;

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

"Local Board" means the local board of the Council within whose local board area the BID Programme operates;

"Local Board Representative" means the member of the Local Board who is appointed by the Local Board to represent it in matters relating to the BID Programme, and includes any other member of the Local Board who is authorised by the Local Board to act in place of that appointee if he or she is absent or unavailable;

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

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

"Secretary" means the Secretary of the Association referred to in Rule 16;

"Special General Meeting" has the meaning given to it in Rule 26;

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

"Special Subscription" means the amount payable by an Associate Member pursuant to Rule 5.9.1;

"Treasurer" means the Treasurer of the Association referred to in Rule 17.

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

2. NAME

2.1 The name of the Society is "Business North Harbour Incorporated".

3. OBJECTS

3.1 The objects for which Business North Harbour is established are:

3.1.1 To act in the best interests of all businesses in the BID Targeted Rating Area; to promote the area; to have a voice in the development of the area; and to ensure that the BID Targeted Rating Area is known as a safe, secure and thriving environment that will attract and retain business which will drive employment growth.

Embodied in this, Business North Harbour specifically aims to:

- Secure the membership of eligible businesses in the North Harbour area.
- Expand geographical areas where members are derived where appropriate or of benefit to existing members.
- Obtain funding from Council;
- Encourage an environment attractive to new business and employment growth;
- Promote low carbon, environmental and socially responsible business practices and to support businesses on their journey towards zero carbon emissions and sustainability.
- Have regular contact with Upper Harbour Local Board, Auckland Council and it's CCOs and Councillors to ensure the Association is informed of local issues and to provide comment on such issues;
- Advocate to improve the infrastructure of the area, i.e. services such as security, transport, roading, water, gas, safety, street signage, etc.;
- Make submissions to the Council as required and act as a strong advocacy group;
- Develop a networking environment of business within the area; and
- Work in harmony in a symbiotic relationship with other business associations and key stakeholders.

3.1.2 To capitalise on the natural and historical significance of the BID Targeted Rating Area and to use that natural and historical significance as a means of establishing an identity for the area.

3.1.3 To make arrangements with and/or advocate to the Government, local authorities, the Council and/or persons, corporations or associations for the improvement of amenities, streetscapes, utilities, transport services or other infrastructure, reserves, and for lighting, surfacing, security and cleaning in the BID Targeted Rating Area.

3.1.4 For the purposes of objects stated in these Rules, to administer the BID Programme and BID Targeted Rate Grant.

3.1.5 To do all things which are conducive, or may be incidental to, the attainment of these objects.

4. SCOPE OF THE ASSOCIATION'S POWERS

4.1 The Association has the widest possible powers to do all things which may be necessary to pursue the Association's objects as set out in Rule 3 including (but not limited to) the following powers:

4.1.1 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, its Members or any other persons.

4.1.2 Subject to Rule 13, to use the funds of the Association as the Association may consider necessary or proper to pay the costs and expenses of the Association and further the objects of the Association. Such costs may include the employment or engagement of solicitors, agents, officers and servants as necessary or expedient, always subject to Rule 12.

4.1.3 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.

4.1.4 To delegate such jobs, offices and powers to any Member for the purposes of carrying out the objects of the Association.

4.1.5 To collect and receive from the Members such membership fees and periodically other subscriptions or fees as may, from time to time, be determined by the Association.

4.1.6 To publicise and promote the objects of the Association, to conduct appeals, to solicit, advertise or otherwise request, and to hold and make use of donations or contribution in specie or of property of any kind and to invite, collect or receive regular or other donations or financial support from persons who are not Members, for the purposes of the Association and in furtherance of its objects.

4.1.7 To work in the best interests of the Association, in good faith and within the mandate of the Association.

4.1.8 To invest in any manner authorised by the rules of the Association, moneys not immediately required for the purposes of the Association.

4.1.9 To apply for and acquire any licences or permits deemed necessary by the Association.

4.1.10 To open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit.

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

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

4.1.13 To employ staff and nominate contractors for such purposes, periods and conditions as the Association thinks fit, always subject to Rule 12.

4.1.14 To enter into contractual business relationships with other companies, consultants, associations, councils, insurers, government departments or agencies or any other person subject to the provisions of the Act, for the purpose of advancing the objects of the Association.

4.1.15 To establish an Executive Committee with the functions and powers set out in these Rules.

5. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS

5.1 The membership of the Association shall consist of Full Members and Associate Members. A person shall be entitled to be a Full Member of the Association if that person:

5.1.1 Owns one or more commercially rated properties within the BID Targeted Rating Area; or

5.1.2 Occupies or is the tenant of one or more premises (with a floor space of not less than 10 square metres) of a commercially rated property within the BID Targeted Rating Area and who operates a business from those premises for not less than 50 business days a year; and

5.1.3 Has not previously been expelled from the Association, unless the Executive Committee has resolved to readmit that person under Rule 11.5

5.1.4 Has fully paid up all fees, subscriptions, levied by the Association pursuant to Rule 9.

5.2 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 under Rule 5.1 to be a Full Member on more than one ground.

5.3 A Full Member is entitled to:

5.3.1 Attend and vote at all General Meetings;

5.3.2 Attend all meetings of the Executive Committee (but not vote);

5.3.3 Stand for election to the Executive Committee;

5.3.4 Receive regular communications about the Auckland BID Programme activities;

5.3.5 Receive notification of upcoming meetings and agenda items

5.3.6 Attend all events hosted by the Association. The Association reserves the right to exclude any member from an event in the best interests of the Association and other attendees.

5.4 Any person entitled to be a Full Member of the Association and who wishes to become a member shall provide and maintain current details of their name, occupation, business identity, contact details and business address to the Secretary. Every applicant for membership must consent in writing to becoming a Member and this consent shall be retained in the Association's membership records.

5.5 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.

5.6 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 details. 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. The notice must be given in writing, either by electronic means or via the post.

5.7 The rights of the Members of the Association shall be as follows:
Each Full Member shall be entitled to one vote.

5.8 Proxy votes are permitted for Members entitled to Full Membership under Rule 5.1 at any Annual General Meeting of the Association, provided that the proxy vote forms are signed by both parties and presented at each voting time and that no Member shall represent more than three proxies at any one voting time.

5.9 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 Executive Committee of the application and the Executive Committee shall determine at its next scheduled Executive Committee meeting whether or not the applicant shall be admitted.

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5.9.1 The Associate Membership shall in each year, pay a Special Subscription of an amount determined by the Executive Committee.

5.9.2 An Associate Member is not entitled to stand for election to the Executive Committee, but may be appointed by the Executive Committee to be a non-voting member of the Executive Committee or a sub-committee.

5.9.3 An Associate Member is not entitled to vote on any Association matters.

5.9.4 For the avoidance of doubt, reference to a "person" in these Rules relating to membership of the Association is a reference to any separate legal entity such as an individual, company, association or incorporated society.

5.9.5 An Associate Membership shall be for a term commencing on the date of payment of a Special Subscription, and ending on the 30th June following

that date (or on the date of termination under Rule 6), provided that where an Associate Member wishes to rollover its membership for a further twelve months, the term of the subsequent Associate Membership shall commence on 1st July following the previous term.

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.

6.2 Termination of membership shall not release any Member from any liability to the Association arising prior to the date of termination.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

7.1.1 Is not capable of being transferred or transmitted to another person; and

7.1.2 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 the Act specifying the name, consent to membership, address, contact details and occupation or business of each person who is a Member of the Association, whether that person is a Full or Associate Member, together with the date on which the person became a 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. The notice must be given in writing, either by electronic means, or via the post.

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. Such information is confidential to the Association and may not be copied or duplicated by any member, for any purpose.

9. FEES, SUBSCRIPTIONS, ETC.

9.1 The Association may levy its Associate and Full Members such fee or subscription charge deemed by the Executive Committee necessary to properly carry out its objects. Full Member levies shall be collected through the BID Targeted Rate Grant.

9.2 If any Associate Member fails to pay that Member's Special Subscription in full by the due date as determined by the Executive Committee, the Committee may resolve that that Member's Associate membership of the Association shall be terminated. The Secretary shall give that person notice of termination of that Member's membership in writing.

9.3 Any Member ceasing to be a member of the Association pursuant to Rule 6 shall not be entitled to any refund of any subscription or Special Subscription charge 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 despite ceasing to be a Member.

10. MEMBER'S LIABILITIES

10.1 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 5.9.1 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6, that Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year which falls on the 30 June, in which the Member ceased to be a Member.

11. DISCIPLINING OF MEMBERS AND DISPUTE RESOLUTION

11.1 Where the Executive 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 pay any subscription or charge payable under Rule 9 or any Special Subscription payable under Rule 5.9.1 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 Executive Committee in its absolute discretion is likely to seriously harm the reputation of the Association or the objects of the Association in general;

The Executive Committee may by resolution:

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

11.1.6 Expel the Member from the Association; or

11.1.7 Suspend the Member from membership of the Association for a specified period.

11.2 A resolution of the Executive Committee under Rule 11.1 is of no effect unless the Executive Committee confirms the resolution at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the Member of a notice issued pursuant to Rule 11.3.

11.3 Where the Executive 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 Executive Committee and the grounds on which it is based;

11.3.2 Stating that the Member may address the Executive Committee at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) 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 Executive Committee, at or prior to the date of that meeting, written representations relating to the resolution.

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

11.4.1 Give the Member an opportunity to make oral representations and to bring a supporting person;

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.

11.5 The Executive Committee may, in its absolute discretion, resolve to readmit as a Member of the Association any person who has been previously expelled from the Association and is otherwise entitled to be a Full Member or an Associate Member, as the case may be, of the Association.

11.6 For any other disagreement or conflict involving the Association and/or its Members as set out in sections 38 to 44 of the Act, the Association adopts the processes set out under Schedule 2 of the Act for the handling of any dispute of that nature as set out in Appendix 1 of these Rules.

12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

12.1 The funds and assets of the Association shall be applied towards furthering the charitable objects, aims and purposes.

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; and

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.

12.2.5 The Executive Committee may recommend to the Association's Annual General Meeting, the payment of an honorarium to the Chairperson, and Deputy Chairperson, providing that any resolution must be passed as a special resolution at an AGM, and is only valid until the following year's AGM, at which time it may only be continued with a special resolution.

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

12.3.1 A Member of the Association; or

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

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

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

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

shall not, by virtue of that capacity, in any way (whether directly or indirectly) determine, or materially influence the determination of the nature or the amount

of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

12.4 The Executive Committee shall not lend money nor lease property or assets at less than current commercial rates - and shall ensure that receipts by way of interest or rent shall not be at less than current commercial rates - having regard always to the nature and terms of the loan and lease, to any person (as defined in the Income Tax Act 1994):

12.5 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:

12.5.1 Must disclose the nature and extent of that Member's interest to the other Members. A dated record should be kept in the Association's interests register and

12.5.2 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.

13. POWERS AND AUTHORITY OF EXECUTIVE COMMITTEE

13.1 The Association shall be governed by an Executive Committee which:

13.1.1 Shall control and manage the affairs of the Association;

13.1.2 May exercise all such functions as may be exercised by a General Meeting of Members of the Association;

13.1.3 May fix the amount of any fee or subscription charge, other than the BID Targeted Rate Grant, to be paid by members, which may be in several parts or categories

13.1.4 Has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

13.1.5 Shall be responsible for managing any staff of the Association;

13.1.6 Shall be responsible for co-ordinating with Council any ballot in relation to the BID Targeted Rating Area required by the Council;

13.1.7 Shall carry out the affairs of the Auckland BID Programme on behalf of the Association, which includes:

- identifying strategic opportunities;
- establishing a programme of activities, projects and priorities to further the BID Programme;
- allocating the BID Targeted Rate Grant;
- overseeing the spending of approved budgets;
- monitoring work progress against approved budgets and performance measures;

- establishing any sub-committee to deal with specific projects as the Executive Committee deems appropriate;
- reporting to the Local Board or the Governing Body of the Council as required;
- any other matters or requirements as set out in the BID Policy.

13.2 The Executive Committee shall be responsible for arranging for the preparation of:

13.2.1 Each year a detailed annual plan and budget, showing the expected income and expenditure, covering the following 12-month period;

13.2.2 A strategic plan covering the following three-to-five-year period;

13.2.3 Each year an annual report reviewing the previous year's activities.

13.2.4 A Finance committee annual report.

13.2.5 Annual audited accounts.

13.3 The Executive Committee shall be responsible for accounting for the BID Targeted Rate Grant.

13.4 The Executive Committee shall be responsible for ensuring that the Association complies with these Rules and all applicable laws and regulations, including all aspects of the BID Policy.

14. MEMBERSHIP OF EXECUTIVE COMMITTEE

14.1 The Executive Committee shall consist of:

14.1.1 A Chairperson; and

14.1.2 Not less than five persons as voting members, but not more than eight (8) persons who are Full Members of the Association, and who have been elected at the Annual General Meeting of the Association pursuant to Rule 15.

14.2 Each member of the Executive Committee shall, subject to these Rules, hold office for two (2) years or until the conclusion of the Annual General Meeting following the date of the member's election (whichever is the later), but is eligible for re-election, provided they have not served more than six consecutive years. Any previous member of the Executive Committee having served six consecutive years is eligible for re-election after a 1-year period.

14.3 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a Full Member of the Association to fill the vacancy. Any member so appointed shall hold office, subject to these Rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

14.4 The majority of Executive Committee members shall not comprise individuals or

representatives from any one group defined by geographic location, property ownership or pecuniary interest. The Executive Committee shall give consideration to achieving a selection of representation across the various types and categories of businesses located within the BID Targeted Rating area.

14.5. Subject to Rule 14.1 the Executive Committee may from time to time appoint any person who it considers appropriate, including the Local Board Representative, to be a non-voting member of the Executive Committee.

14.6 The Executive Committee may at any time remove, or change the voting status of, any member of the Executive Committee appointed under Rule 14.5.

15. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE

15.1 Nominations of candidates for election of members on to the Executive Committee:

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

15.1.2 Shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

15.2 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

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

15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

15.5 If the number of nominations received exceeds the number of vacancies to be filled, a poll shall be held.

15.6 Any such poll shall be conducted after the Annual General Meeting in such usual and proper manner as the Executive Committee may direct.

15.7 In the event of an equality of votes between two or more candidates an additional exhaustive poll will be held to determine the person elected.

16. CHAIRPERSON AND SECRETARY

16.1 The Chairperson shall be elected to that position by members of the Executive Committee at the first meeting following the Annual General Meeting. In the absence of that Chairperson, members present shall be entitled to elect a Chairperson for that meeting.

16.2 The Executive Committee may choose to elect a Deputy Chairperson.

16.3 The Secretary shall be appointed to that position by the Executive Committee. The role of the Secretary shall include acting as the Contact Officer for the Association. The Secretary's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including a physical address or an electronic address and a telephone number. Any change in the Secretary or the Secretary's contact details shall be advised to the Registrar of Incorporated Societies within 20 working days of that change occurring.

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

16.4.1 All elections of Officers and members of the Executive Committee;

16.4.2 The names of members of the Executive Committee present at each Executive Committee meeting and General Meeting; and

16.4.3 All proceedings at Executive Committee meetings and General Meetings.

16.5 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting which is held in person

16.6 The Local Board Representative is entitled to attend meetings of the Executive Committee as a non-voting member, and he or she may not:

16.6.1 Be the Chairperson or the Secretary; or

16.6.2 Vote on the election of the Chairperson or Secretary.

17. TREASURER

17.1 The Treasurer shall be appointed to that position by the Executive Committee at the first meeting following the Annual General Meeting and will Chair the Finance Committee

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

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

17.2.2 Correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

17.3 If the Local Board Representative is a member of the Executive Committee, he or she may not:

17.3.1 Be the Treasurer; or

17.3.2 Vote on the election of the Treasurer.

17.4 Despite Rule 17.1 in the event that no member of the Executive Committee is qualified and wishes to act as Treasurer, the Executive Committee may engage a professionally qualified person (not necessarily a member of the Association)

to act as Treasurer of the Association.

18. AUDITOR

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

18.2 No person who is an Officer, Associate Member or Member of the Association may be appointed as Auditor.

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

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

18.5 Every Auditor shall be supplied with a copy of the accounts and statements. It shall be the Auditor's duty to thoroughly examine the accounts and statements, all minutes and such other information as is requested.

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

18.7 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 Executive Committee at the Annual General Meeting. The report shall be forwarded to the Council.

18.8 The Auditor shall be a member of the Institute of Chartered Accountants of NZ or a similar representative body and conduct the audit in terms of the guidelines of the Institute.

19. CASUAL VACANCIES

19.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

19.1.1 Dies;

19.1.2 Ceases to be a Member of the Association;

19.1.3 Is declared bankrupt;

19.1.4 Resigns office by notice in writing given to the Secretary;

19.1.5 Is removed from office under Rule 20;

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

19.1.7 Fails to attend three meetings in succession without apologies being tendered and accepted by resolution of the Executive Committee, or without having been granted leave of absence by resolution of the Executive Committee; or

19.1.8 Commits a crime punishable by imprisonment.

20. REMOVAL OF MEMBER

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

20.2 Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 20.1 relates:

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

20.2.2 Requests that the representations be notified to the Members of the Association;

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

21. MEETINGS OF EXECUTIVE COMMITTEE AND QUORUM

21.1 The Executive Committee shall endeavour to meet monthly but in all events shall meet not less than six (6) times in each period of twelve months, based on the preceeding twelve months from the date of the meeting, and at such time and place as shall be decided by the Executive Committee.

21.2 Additional meetings of the Executive Committee may be convened by agreement of a quorum of the Executive Committee.

21.3 Meetings may be held by way of a quorum of members of the Executive Committee:

21.3.1 Executive Committee meetings shall be held by way of a quorum of members meeting in person, and/or meeting by utilising technology, audio, or audio visual communication (enabling all those participating in the meeting to be able to simultaneously communicate with each other throughout the meeting), at the date and time (and place, or online or both) appointed for the meeting.

21.4 Oral or written notice (including by way of electronic mail) of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before

the time appointed for the holding of the meeting.

21.5 Any five full members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.

21.6 No business shall be transacted by the Executive 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.

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

21.8 At a meeting of the Executive Committee:

21.8.1 The Chairperson or, in the Chairperson's absence, any member of the Executive Committee nominated to stand in his/her place shall preside; and

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

21.8.3 A member of the Executive Committee unable to attend a meeting in person may attend by way of electronic means.

22. DELEGATION BY EXECUTIVE COMMITTEE TO SUBCOMMITTEE

22.1 The Executive Committee may delegate to one or more subcommittees (consisting of such Member or Members of the Association, or such other persons, as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as the Executive Committee may decide.

22.2 A function which has been delegated to a subcommittee under this Rule may, , be exercised by that subcommittee in accordance with the terms of the delegation, while the delegation remains unrevoked.

22.3 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.

22.4 Any act or thing done or suffered by a subcommittee 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 Executive Committee.

22.5 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation made to a subcommittee pursuant to this Rule.

22.6 A subcommittee may meet and adjourn as it thinks proper**.**

23. VOTING AND DECISIONS OF EXECUTIVE COMMITTEE AND SUB-COMMITTEES

The voting rights of members of the Executive Committee shall be as follows:

23.1 Each voting member shall be entitled to one vote;

23.2 Matters arising at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee shall be determined by a majority of the votes of members of that committee present at the meeting and entitled to vote.

23.3 Subject to Rule 21.6, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

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

24. ANNUAL AND SPECIAL GENERAL MEETINGS

24.1 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 and in addition to such meetings, other meetings of the Association's Members, referred to as Special General Meetings, may be held from time to time.

24.2 General Meetings shall be held by way of a quorum of members meeting in person, and/or meeting by utilising technology, audio, or audio visual communication, (enabling all those participating in the meeting to be able to simultaneously communicate with each other throughout the meeting), at the date and time (and place or online or both), appointed for the General Meeting.

25. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

25.1 The Annual General Meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Executive Committee thinks fit.

25.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:

25.2.1 To confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;

25.2.2 To receive from the Executive Committee, reports on the activities of the Association during the preceding financial year;

25.2.3 To approve the Annual Financial Statements;

25.2.4 To approve the proposed budget for the following financial year, provided that any increase by more than 10% or $10,000 (whichever is greater) over the current year's BID Targeted Rate Grant amount may only be made by Special Resolution;

25.2.5 To approve the annual accountability reporting as required and set out in the BID Policy

25.2.6 To elect members of the Executive Committee; and

25.2.7 To appoint an Auditor.

25.2.8 To give notice of any record made in the Association's Interest Register since the last preceding Annual General Meeting.

25.3 For the purposes of the Act, the Association's financial year shall end on 30th June.

25.4 An Annual General Meeting shall be specified as such in the notice convening it.

26. SPECIAL GENERAL MEETINGS

26.1 The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

26.2 The Executive Committee shall, on the requisition in writing of not less than ten (10) per cent of the total number of Members, convene a Special General Meeting of the Association.

26.3 A requisition of Members for a Special General Meeting:

26.3.1 Shall state the purpose or purposes of the meeting;

26.3.2 Shall be signed by the Members making the requisition;

26.3.3 Shall be lodged with the Secretary; and

26.3.4 May consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

26.4 If the Executive Committee fails to convene a Special General Meeting to be held within two months 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.

26.5 A Special General Meeting convened by a Member or Members as referred to in Rule 26.4 shall be deemed to have been convened by the Executive Committee. Any Member who incurs expense as a result of the Special General Meeting is entitled to be reimbursed by the Association for any reasonable expenses directly associated with the hiring of the venue so incurred.

26.6 The business to be conducted at a Special General Meeting shall be the only business for which the Special General Meeting in question was convened, provided that it is business which can properly be dealt with by Members in a General Meeting.

27. NOTICE

27.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least fourteen (14) calendar days before the date fixed for the holding of the

General Meeting, cause to be sent by prepaid post or electronic means 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.

27.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least twenty-one (21) calendar 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 27.1 specifying, in addition to the matters required under Rule 27.1, the intention to pass such a resolution as a Special Resolution.

27.3 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 25.

27.4 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.

27.5 In any case where a proposed Special Resolution is to approve a BID Targeted Rate Grant amount for the following financial year which is an increase of more than 10% or $10,000 (whichever is greater) over the current year's BID Targeted Rate Grant amount, then the notice referred to in Rule 27.2 shall be provided to each Member in such a way as to draw particular attention to it and to clearly distinguish it from any other notice being given at the same time. As a minimum this shall involve the notice being given in a separate document which does not contain any communication about any other matter and which is headed: "IMPORTANT NOTICE TO MEMBERS: Notice of intended special resolution to increase the BID Targeted Rate Grant by more than 10% or $10,000"

28. PROCEDURE

28.1 No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present.

28.2 Ten Full Members in attendance constitute a quorum for the transaction of the business of a General Meeting.

28.3 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 before the day to which the meeting is adjourned) at the same place.

28.4 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 five Full Members) shall constitute a quorum.

29. PRESIDING MEMBER

29.1 The Chairperson shall preside at each General Meeting of the Association.

29.2 If the Chairperson is absent from a General Meeting or unable or unwilling to act, the Executive Committee shall elect one of their number to preside as Chairperson at the meeting.

30. ADJOURNMENT

30.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place. No business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

30.2 Where a General Meeting is adjourned for fourteen (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.

30.3 Except as provided in Rules 30.1 and 30.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. MAKING OF DECISIONS

31.1 A 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. Written resolutions may not be passed in lieu of a General Meeting.

31.2 At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than ten Full Members in attendance or by proxy at the meeting.

31.3 Where a poll is demanded at a General Meeting, the poll shall be taken:

31.3.1 Immediately, in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of adjournment; or

31.3.2 In any other case, in such manner and at such time before the closing of the meeting as the Chairperson directs. Resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. SPECIAL RESOLUTION

32.1 A resolution of the Association is a Special Resolution if:

32.1.1 It is passed by a majority of those Members of the Association in attendance or by proxy; and

32.1.2 The resolution is passed at a General Meeting; and

32.1.3 Not less than twenty-one (21) days' written notice of the meeting has been given to Members specifying the intention to propose the resolution as a Special Resolution.

33. VOTING AT GENERAL MEETINGS INCLUDING AGM

33.1 For any question arising at a General Meeting of the Association, a Full Member has one vote only.

33.2 All votes shall be given by persons in attendance or by proxy vote in accordance with Rule 5.8 unless Rule 15.6 is required to be applied.

33.3 In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote, but only to defeat the question and preserve the status quo.

33.4 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.

34. INSURANCE

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

34.2 The Association shall effect and maintain full and proper insurance including public liability insurance.

34.3 In addition to the insurance required under Rules 34.1 and 34.2, the Association may effect and maintain other insurance, excluding insurance for Members' personal or business purposes or to cover their own negligence or dishonesty.

35. FUNDS - MANAGEMENT

35.1 Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used to pursue the objects of the Association in such manner as the Executive Committee determines.

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

35.3 All funds received by the Association remain the property of the Association; unless the Association is subject to dissolution, see Rule 40. 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 director, Officer or Member of the Association or to the benefit of any private persons.

35.4 The funds and property of the Association shall be controlled, invested and disposed of by the Executive Committee, subject to these Rules and devoted solely to the promotion of the purposes of the Association.

35.5 The Executive committee shall maintain bank accounts in the name of the Association. All money received on account of the Association shall be banked within 5 days of receipt.

35.6 All accounts paid or for payment shall be submitted to the Executive Committee or the Finance Committee respectively for approval of payment.

35.7 The Executive Committee must ensure that there are kept at all times accounting records that correctly record the transactions of the Association and allow the Association to produce financial statements that comply with the requirements of the Act and enable the financial statements to be readily and properly audited.

35.8 The Executive Committee must establish and maintain a satisfactory system of control of the Association's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 accounting periods of the Association.

36. ALTERATION OF OBJECTS AND RULES

36.1 Subject to the provisions of the Act, Rule 36.2 and the statement of objects , these Rules may be altered, rescinded or added to only by a Special Resolution of the Association provided that no addition to or alteration or rescission of the Rules shall be made to the Charitable Objects, Member Dealings With And Interests In The Association clause or Winding-up clause without the approval of the Inland Revenue Department, or its statutory successor in the approval of charitable organisations. 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.

36.2 None of the Rules of the Association affecting the BID Programme, three-year BID Targeted Rate Grant Agreement, or the BID Targeted Rate Grant shall be altered in any way without the prior written approval of the Council.

37. COMMON SEAL

37.1 No instrument shall be executed except by the written authority of the Executive Committee.

37.2 Any instrument authorised for execution may be signed on behalf of the organisation by one or more members of the Executive Committee or another person acting under the authority of the Executive Committee.

37.3 Unless no longer required under statute, the Executive Committee shall ensure that the Association has a common seal, which shall be kept in the custody of the Secretary. The common seal shall not be affixed to any instrument except by the authority of the Executive Committee. The affixing of the common seal shall be attested by the signatures of two members of the Executive Committee and such fixing shall be recorded in the Association's records.

38. CUSTODY OF BOOKS, ETC.

38.1 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. Backups must be kept of computer files at least quarterly and at different premises or online.

39. SERVICE OF NOTICES

39.1 For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post, by electronic mail or by facsimile transmission to the Member at the Member's address shown in the register of Members

39.2 Any notice is deemed to be received:

(i) If personally delivered, when delivered;

(ii) If posted, five days after posting;

(iii) If sent by facsimile, at the time of transmission specified in a transmission report by the machine from which the facsimile was sent which indicates the facsimile was sent in its entirety to the facsimile number of the recipient; or

(iv) If emailed, upon the date of emailing provided that the sender does not receive a delivery failure notification.

40. WINDING UP

40.1 Should the dissolution of the Association be deemed necessary, then two meetings must be held in accordance with 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 thirty (30) days after the first meeting) to confirm the resolution to be passed.

40.2 If, upon the winding up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, 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 Executive Committee being unable to decide upon the distribution of assets, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

APPENDIX 1 DISPUTE RESOLUTION

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Association** and/or its **Members** in relation to specific allegations set out below.
The disagreement or conflict may be between any of the following persons—

1. 2 or more **Members**
2. 1 or more **Members** and the **Association**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Association**
6. 1 or more **Members** or **Officers** and the **Association**.

The disagreement or conflict relates to any of the following allegations—

1. a **Member** or an **Officer** has engaged in misconduct
2. a **Member** or an **Officer** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
3. the **Association** has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or the **Act**
4. a **Member's** rights or interests as a **Member** have been damaged or **Member's** rights or interests generally have been damaged.

A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—

1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the **Association**.

The **Association** may make a complaint involving an allegation against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—

1. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.
All **Members** (including the **Committee**) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the **Association's** activities.
The complainant raising a dispute, and the **Committee**, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **Committee** (or a complaints subcommittee) a notice in writing that—
    1. states that the **Member** or **Officer** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
    2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
    3. sets out any other information reasonably required by the **Association**.
2. The **Association** may make a complaint involving an allegation or allegations against a **Member** or an **Officer** by giving to the **Member** or **Officer** a notice in writing that—
    1. states that the **Association** is starting a procedure for resolving a dispute in accordance with the **Association's Constitution**; and
    2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the **Association's Constitution**.

Person who makes complaint has right to be heard

1. A **Member** or an **Officer** who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the **Association** makes a complaint—
    1. the **Association** has a right to be heard before the complaint is resolved or any outcome is determined; and
    2. an **Officer** may exercise that right on behalf of the **Association**.
3. Without limiting the manner in which the **Member**, **Officer**, or **Association** may be given the right to be heard, they must be taken to have been given the right if—
    1. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    2. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    3. an oral hearing (if any) is held before the decision maker; and
    4. the **Member**'s, **Officer**'s, or **Association's** written or verbal statement or submissions (if any) are considered by the decision maker.

Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a **Member**, an **Officer**, or the **Association** (the 'respondent')—
    1. has engaged in misconduct; or
    2. has breached, or is likely to breach, a duty under the **Association's Constitution** or bylaws or this **Act**; or

3. has damaged the rights or interests of a **Member** or the rights or interests of **Members** generally.

2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the **Association**, an **Officer** may exercise the right on behalf of the **Association**.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
    1. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
    2. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    3. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    4. an oral hearing (if any) is held before the decision maker; and
    5. the respondent's written statement or submissions (if any) are considered by the decision maker.

Investigating and determining dispute

1. The **Association** must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its **Constitution**, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the **Constitution** in a fair, efficient, and effective manner and in accordance with the provisions of the **Act**.

Association may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Association** may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
    1. that a **Member** or an **Officer** has engaged in material misconduct:
    2. that a **Member**, an **Officer**, or the **Association** has materially breached, or is likely to materially breach, a duty under the **Association's Constitution** or bylaws or the **Act**:
    3. that a **Member**'s rights or interests or **Members**' rights or interests generally have been materially damaged:
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the **Constitution**; or
6. there has been an undue delay in making the complaint.

Association may refer complaint

1. The **Association** may refer a complaint to—
    1. a subcommittee or an external person to investigate and report; or
    2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Association** may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **Committee** or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.