

# **GREY DISTRICT MAWHERA**

## **BUSINESS & PROMOTIONS ASSN**

### **UNDER THE INCORPORATED SOCIETIES ACT 2022**

#### **CONSTITUTION AND RULES**

OF

#### **(1) NAME**

The name of the Society is **GREY DISTRICT/MAWHERA BUSINESS & PROMOTIONS ASSOCIATION INCORPORATED** (hereinafter called the "Society")

#### **(2) OBJECTS**

THE objects for which the Society is established are

- (1) To promote the growth of all businesses in the Greymouth and surrounding districts
- (2) To perform strategic planning and actions toward promotion of our destination including events for both the community and visitor
- (3) To promote a spirit of co-operation between members of the Society
- (4) To safeguard the business interests of all members at all times consistent with the Rules of the Society
- (5) To co-operate with other organisations for the betterment of the District
- (6) To acquire retain invest and expend all such monies as may be necessary for the fulfilment of any or all these objects
- (7) To acquire rent lease alter sell or otherwise dispose of any real property deemed necessary for the fulfilment of any or all of these objects
- (8) To carry out all such other actions in conformity with these rules as may be necessary for the advancement of this Society
- (9) To recognise the legal, constitutional responsibilities, principles, and obligations under Te Tiriti o Waitangi.

#### **(3) MEMBERSHIP**

- (a) The Society shall maintain the minimum number of Members required by the Act.
- (b) Membership shall comprise any person, firm or company engaged in trading or business of any kind within the Grey District
- (c) For a period of two months after the date of the incorporation of the Society (hereinafter called ("the initial period) any such person firm or Company as aforesaid shall be entitled to become a member upon application in writing signed by or on behalf of such intending member and in such case it shall not be necessary for such intending member to be proposed or sponsored by another member or members

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### **(4) ANNUAL SUBSCRIPTION**

The annual subscription shall be the sum of \$150 +GST until amended by a majority at a general meeting and shall be payable by new members within one calendar month of becoming a member. Thereafter the annual subscription, for the financial year of 1st July to 30th June, shall be payable by the 31st day of August. For new members joining after the 31st December in any financial year the subscription shall be reduced based on the number of months left in the current financial year.

### **(5) RESIGNATION:**

ANY member may resign from membership by giving the Secretary notice in writing to that effect and such notice shall take effect from the end of the Society's year then current

### **(6) BANKRUPTCY:**

IF any member is convicted of an indictable offence or is adjudged a bankrupt or makes a composition with his creditors or if an effective resolution is passed or order of the Court be made for the winding up or dissolution of any Company or other body corporate which is a member then that member shall without releasing him or it from any antecedent liability to the Society forthwith cease to be a member but the Society in general meeting may re-instate him or its without payment of entrance fee as a new member

### **(7) EXPULSION OF MEMBERS:**

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.

The Society may at any time by resolution in general meeting invite any member within the time to be specified in such invitation to resign for a breach of any of these Rules or for conduct, which in the opinion of the meeting is detrimental to the interest of the Society, and in default of such resignation, to submit the question of his or its expulsion to a further general meeting to be held within two calendar months of the date of the invitation.

At that meeting the member whose expulsion is under consideration shall be entitled to be heard either orally or in writing or both and if thereupon two-thirds of the members present including such member (who shall be entitled to vote) vote for his or its expulsion he or it shall forthwith without releasing him or it from any antecedent liability to the Society cease to be a member. PROVIDED THAT at such meeting voting shall be by ballot if so demanded by not less than five member (including such member)

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The complainant raising a grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **(8) ALTERATION OF RULES**

- (1) THESE rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a three-fourths majority of those present at a general meeting of which fourteen days' notice has been given and confirmed at another general meeting held not more than three calendar months nor less than fourteen days thereafter by a simple majority of those present
- (2) EVERY such notice shall set forth the purport of the proposed alteration, addition, recession, amendment.
- (3) DUPLICATE copies of every such alteration, addition, recession or amendment shall forthwith be delivered to the Register in accordance with the requirements of the Act.

### **(9) ANNUAL GENERAL MEETING**

THE annual general meeting shall be held within six months of the end of the financial year, in every year upon a date and at the time and place to be fixed by the chairman or in his default absence or inability the committee for the following purpose

- (1) To receive the Chairman's and Treasurer's Annual Reports and the Audited detailed Statement of Income and Expenditure and Balance Sheet for the preceding year and an estimate of the receipts and expenditure of the current year
- (2) To fill the vacancies in the committee and to appoint an auditor for the ensuring year
- (3) To decide on any resolution which may be duly submitted to the meeting

### **(10) SPECIAL GENERAL MEETING**

THE chairman, or in his absence or inability any other member of the committee, may at any time for any special purpose call a special general meeting and he shall do so forthwith upon the requisition in writing of any FIVE members stating the purposes for which the meeting is required.

### **(11) ORDINARY GENERAL MEETINGS**

An ordinary general meeting shall be held regularly at such time and place as may be decided by the committee at its previous meeting and it shall be sufficient if the date time and place of such meeting is advertised at least once via email and Facebook, no less than four clear days before such meeting and it shall not be necessary to notify each member.

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### **(12) ANNUAL AND SPECIAL GENERAL MEETINGS – NOTICES**

NOT less than SEVEN clear days before a special general meeting and not less than FOURTEEN clear days before an annual general meeting a notice thereof and of the business to be transacted thereat shall be sent to every member then financial but by vote of a majority of those present any other business may be transacted thereat even though not specified in such notice.

### **(13) SERVICE OF NOTICES**

In respect of annual and special meetings, any notice required to be given to members shall be deemed to have been duly delivered through the e-mail address nominated within the B&P Association membership application.

### **(14) PROCEDURES AT MEETINGS**

AT all general meeting the chairman, and in his absence any other duly elected chairman, shall take the chair and every member shall be entitled on every motion to one vote exercised in person or by proxy in writing and on the case of an equality of votes the chairman shall have a casting as well as a deliberative vote. Voting shall be by show of hands unless not less than three members demand a poll.

### **(15) QUORUM**

At general meetings SIX members shall form a quorum.

### **(16) APPOINTMENT OF OFFICERS**

At every annual general meeting the Society shall elect a Committee of not less than six or greater than eight members and include the following officers.

- A Chairperson
- Vice Chair
- A Secretary
- A Treasurer
- A nominated representative/liaison from Mawhera Inc.

The BPA allows Secondment of committee members who have the required skills.

All of whom shall hold office until retirement, removal or until the next annual general meeting when they shall be eligible for re-election.

At all meetings of the Committee FOUR members shall constitute a quorum.

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### **(17) METHOD OF APPOINTMENT OF OFFICERS**

At least 30 days prior to the Annual General Meeting (AGM), a call for nominations shall be issued to all eligible members, inviting them to nominate candidates for officer positions.

Nominations may be submitted in writing to the Secretary or another designated officer.

During the AGM, the Chairperson shall call for further nominations and present the nominees to the attending members.

Each member present at the AGM shall have the right to cast one vote per officer position.

Voting shall be conducted by show of hands, and the candidate receiving the majority of votes shall be duly elected to the respective position.

In the event of a tie, further rounds of voting shall be conducted until a candidate achieves a majority.

### **(18) DEDICATED CONTACT PERSON**

The society's contact person shall be the Secretary, unless otherwise appointed at the AGM.

### **(19) MEMBERS REPRESENTATION ON THE BPA COMMITTEE**

Members can designate a Proxy representative to stand for the BPA committee. The Proxy Representative would be included in the usual voting format stated in this Constitution.

Member organizations can have no more than one representative on the Grey B&P Assoc committee.

### **(20) VACANCIES OF COMMITTEE**

The Committee shall have power to appoint a member to fill any casual vacancy on the Committee until the next annual general meeting and any member so appointed shall retire at the next annual general meeting together with the rest of the Committee, but all or any of the retiring Committee shall be eligible for re-election

### **(21) DUTIES OF COMMITTEE**

It shall be the duty of the Committee generally to conduct the affairs of the Society to keep usual and proper books of account properly posted up and other records of business of the Society and to notify member of intended meeting and the business to be transacted there at and to prepare and submit to the annual general meeting a report balance-sheet and statement of accounts for the preceding year.

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Meetings of the Committee may be convened by at such times and manner (including by audio, audio and visual, or electronic communication) as the Chairman or in the case of his absence inability or refusal to act the Secretary may be appointed.

The quorum of four committee members is required to pass any resolutions.

### **(22) DISPUTE RESOLUTION**

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 —
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the society.
2. The society 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 —
  - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society'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 society makes a complaint —
  - a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the society.

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3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.
3. 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 society (the respondent) —
    - a. has engaged in misconduct; or
    - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
    - c. 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 society, an officer may exercise the right on behalf of the society.
  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 —
    - a. 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
    - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
    - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
    - d. an oral hearing (if any) is held before the decision maker; and
    - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

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### 4. Investigating and determining dispute

1. The society 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.

### 5. Society may decide not to proceed further with complaint

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

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
  - i. that a member or an officer has engaged in material misconduct:
  - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
  - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

### 6. Society may refer complaint

1. The society may refer a complaint to —
  - a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The society 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).

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### **7. 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 —

- a. impartial; or
- b. able to consider the matter without a predetermined view.

### **(23) COMMON SEAL**

THE Society shall have a Common Seal which shall be kept in the custody of the Secretary. The Seal shall be affixed to any document only pursuant to a resolution of the Society or the Committee and in the presence of at least two members of the Committee who shall each sign such document as witnesses to the affixing of the Seal.

### **(24) CONTROL AND USE OF FUNDS**

ALL cheques should be signed by any two of four signatures agreed to at the Annual General Meeting. Signatures would normally include a Chairperson, the Treasurer, the Secretary, plus one other member

### **(25) INVESTMENT OF FUNDS**

The society may from time to time invest and reinvest in such securities and upon such terms as it may fit the whole or any part of its funds which may not be required for the immediate business of the society. The committee is authorised to make such decisions.

### **(26) REAL AND PERSONAL PROPERTY**

THE Society may acquire hold sell or otherwise dispose of real or personal property

### **(27) BORROWING POWERS**

THE Society shall in addition to the other powers vested in it have a power to borrow or raise money from time to time by the issue of debentures and mortgages or any other security founded or based on all or any of the property or rights of the Society or without and such security and upon such terms as to priority and otherwise as the Society thinks fit, but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Society passed in general meeting

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### (28) DISPOSITION OF ASSETS ON DISSOLUTION

UPON the dissolution of the Society all its surplus assets after payment of all its liabilities and the expenses of winding up shall be applied in such manner as the Society in general meeting shall decide, to a similar like minded organisation, but in no circumstances whatsoever shall any member receive or be paid any part thereof or receive any direct personal benefit from the distribution of any of the funds or assets of the Society.

### (29) REGISTERED OFFICE

Ashton Whelans, Chartered Accountants, 64 High Street, Greymouth

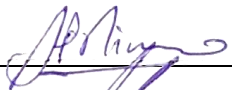
### APPLICATION FOR REGISTRATION

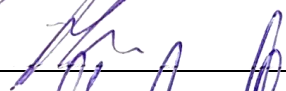
WE the several persons and bodies corporate whose names and seals are respectively subscribed and affixed hereto members of the above-named Society HEREBY MAKE APPLICATION for the Incorporation of the Society under the foregoing rules in accordance with the Incorporated Societies Act 2022

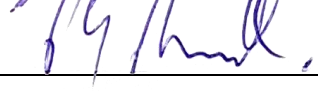
DATED *this*     **20th**     *day of*     **January**     **2025**

#### Executive Committee

Name: Justine Donaldson     Signed: 

Name: Stewart Peter Nimmo     Signed: 

Name: Cary Lancaster     Signed: 

Name: Princip BARNET     Signed: 

Name: Kelly Ashworth     Signed: 

Name: Alicia Mitchell     Signed: 

Name: Eric Martini     Signed: 