

Constitution September 2026



Proposed Changes

Additions.....

Proposed additions to the constitution

~~Deletions.....~~

Proposed deletions to the constitution

Definitions

"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 that is agreed with the Association at the commencement of each three-year BID Targeted Rate Grant Agreement;

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

"Special Resolution" means

- any resolution of the Association passed at a General Meeting which (subject to the more onerous threshold in rule 28.2.(c)) alters, adds to or revokes a Rule or the Rules and

- is a resolution which must be passed by 75% or more of the Full Members at the General Meeting with there being a quorum of not less than 20 Full Members

3 Objectives

3.1.1 (e) Promote ~~low carbon~~, environmental and socially responsible business practices and to support businesses on their journey towards zero carbon emissions and sustainability.

Wider Catchment Area

In addition to the BID Targeted Rating Area, the Association may operate within the wider Warkworth catchment area and neighbouring business communities.

3.2.1 In doing so, the Association may pursue the objects set out in clause 3.1 and exercise the same powers and undertake the same activities, in relation to that wider area.

3.2.2 The Association may apply non-BID targeted rate income, including sponsorship, memberships, grants and other revenue, to activities within the wider catchment area and neighbouring business communities.

3.2.3 Nothing in these Rules prevents the Association from undertaking activities outside the BID Targeted Rate Area where such activities are supported by non-BID income or are conducive or incidental to the attainment of the

5 Membership Qualifications and Entitlements

5.2 For the avoidance of doubt and subject to voting rights as set out in Rule 5.7, a person may only hold one Full Membership at one time, even though that person may be entitled under Rule

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

5.7 The voting rights of the Members of the Association shall be that;

5.7.1 Subject to Rule 5.7.2, each Full Member shall be entitled to one vote for each BID Targeted Rate the Full Member is obligated to pay in full or in part and which is paid.

5.7.2 Each Full Member shall be entitled to one vote only, irrespective of the number of BID Targeted Rates the Full Member pays or contributes to, on any vote in the course of a Council facilitated BID Ballot process.

9 FEES, SUBSCRIPTIONS, ETC.

9.1 Subject to Rule 9.3, an Associate Member shall in each year, pay a Special Subscription of such amount as is determined by the Executive Committee from time to time provided the total of all fees, subscriptions or charges paid by that Associate Member does not exceed the sum ~~of \$500 plus GST~~ paid by a Full Member.

9.2 Subject to Rule 9.3, the Association may levy its Full Members in each year any fee, subscription or charge considered by the Executive Committee to be necessary or expedient to carry out the Association's objects, which may be in several parts or categories, provided the total of all fees, subscriptions or charges paid by a Full Member does not exceed the sum of ~~\$500~~ \$700 plus GST.

9.3 The maximum amounts specified in Rules 9.1 and 9.2 will be adjusted annually from 1st July 2027 on a cumulative basis by the annual percentage increase in the Consumers Price Index (All Groups) published by Statistics New Zealand, with the adjusted amount rounded to the nearest whole dollar.

13 Powers and Authority of Executive Committee

13.1.3 May, within the confines of Rule 9, fix the amount of any fee or subscription charge, to be paid by Members, ~~other than the BID Targeted Rate~~, which may be in several parts or categories

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 as agreed by the Association.

13.5 If the Association is at any time non-compliant with the BID Policy (in that form agreed by the Association) then the Executive Committee must advise Auckland Council of this non-compliance immediately. The Executive Committee must do all things necessary to follow an issue resolution process with Auckland Council to achieve compliance.

28 PROCEDURE and VOTING

28.1 No item of business shall be transacted at a General Meeting or Special General Meeting unless a quorum of Members entitled under these Rules to vote is present. For the avoidance of doubt, those attending by electronic means are present at the meeting and are to be counted in the quorum.

28.2 The required quorum at a General Meeting and the percentage of the quorum required to vote in favour of a resolution will differ depending upon the nature of the business to be transacted or resolutions to be voted upon at the General Meeting as follows:

(a) Where that business is not the subject of either Rule 28.2.(b) or Rule 28.2.(c) or a Special Resolution as refined in Rule 1, then five (5) Full Members in attendance constitute a quorum for the transaction of the business of a General Meeting and a simple majority of the vote required to pass a resolution.

(b) Where that business requires a Special Resolution as defined in Rule 1, not less than 20 Full Members in attendance constitute a quorum for the transaction of the business and a majority of 75% of those Full Members present being required to vote in favour to pass a Special Resolution.

(c) Notwithstanding any other provision within these Rules, any resolution that is to vary, alter, rescind add to or replace the definition of a Special Resolution (as defined in Rule 1), Rule 9 or this Rule 28 of these Rules shall be determined by a resolution passed by a number of Full Member votes that exceeds 50% of the total number of Full Members eligible to vote on the matter, whether or not present at the Meeting, it being acknowledged that the number of Members required to constitute a quorum exceeds a quorum for any other form of resolution.

28.3 If, within half an hour after the appointed time for the commencement of a General Meeting or Special General Meeting, the required quorum is not present, then the meeting shall stand adjourned ~~to the same day the following week~~ for fourteen (14) days at the same time and same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting and communicated in a timely manner by written notice to Members before the day to which the meeting is adjourned) at the same place (physical and hybrid meetings), and the same method (electronic meetings):.

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 shall constitute a quorum~~ then the meeting shall not proceed with the merit of the business at hand left for determination at a future meeting duly convened for that purpose.

31 Making of Decisions

31.1 ~~Subject to Rule 31.2;~~ A resolution arising at a General Meeting of the Association shall be determined by a quorum and vote as prescribed in Rule 28.

31.1 ~~Subject to Rule 31.2;~~ a resolution arising at a General Meeting of the Association shall be determined by a quorum and vote as prescribed in Rule 28 ~~a majority of votes of Members present at the General Meeting entitled to vote and voting on the resolution.~~

31.2 Voting shall be in one of the following methods, as determined by the Chairperson;

31.1.1 on a show of hands;

31.1.2 by voice;

31.1.3 or, by any electronic means permitted by the Executive Committee;

~~31.3 Matters arising at any General Meeting that will alter, rescind, add to or replace Rule 9.1 or Rule 9.2 in this Constitution or will change the BID Targeted Rate being based upon a flat rate~~

~~of \$500 plus GST per commercially rated property within the BID Targeted Rate Area, shall be determined by resolution passed by a number of Full Member votes (Associate Members excluded) that exceeds 50% of the total number of Full Members eligible to cast a vote on the matter, whether or not present at the General Meeting, it being acknowledged that the number of Members required to vote to pass such a resolution exceeds a quorum as described in Rule 28.2 for a General Meeting.~~

32-SPECIAL-RESOLUTION

32.1-A resolution is a Special Resolution if:

32.1.1-It is passed by a majority of the votes of those Full Members present at the meeting (including proxy), entitled to vote and voting on the resolution; and

32.2-The resolution is passed at a General Meeting; and

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

36 ALTERATION OF OBJECTS AND RULES

36.1 Subject to the provisions of the Act ~~Rule 31.2 and 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 Objects clause, Member Dealings With And Interests In The Association clause or Winding-up clause without insuring compliance with the Act . 28 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.~~ **alter;**

36.1.1 Rule 9 or Rule 28 unless the requirements of Rule 28.2 are first satisfied, or

36.1.2 Rule 12, or

36.1.3 Rule 36.1, or

36.1.4 Rule 40.

36.2 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.

~~36.3 If there is a conflict between the BID Programme or BID Policy or any other BID Programme requirements and these Rules, including any future additions or amendments to the Rules, then the BID Programme and BID Policy requirements will prevail. Additionally, if there is a conflict between the Act and the Rules, including any future additions or amendments to the Rules, then the Act will always prevail.~~

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