

UNDER THE INCORPORATED
SOCIETIES ACT 2022

RULES OF THE
PENROSE BUSINESS ASSOCIATION
INCORPORATED

DRAFT

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RULES OF THE PENROSE BUSINESS ASSOCIATION INCORPORATED

CHAPTER I - NAME AND OBJECTS

1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

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

"Annual Financial Statement" means the Annual Financial Statement 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 of the Association admitted pursuant to Rule 5.7;

"Associate Member Subscription" means the fee or subscription charge levied on Associate Members under Rule 9;

"Association" means the **Penrose Business Association Incorporated**;

"Business Association Area" means the geographical area in the locality of Penrose as determined by the Association to be the Business Association Area from time to time;

"Chairperson" means the chairperson of the Association referred to in Rule 17;

"Contact Officer" means a person holding the position of contact person of the society for the purposes of sections 112 to 116 of the Act

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

"Full Member" means a member of the Association in terms of Rule 5.1;

"Full Member Subscription" means the fee or subscription charge levied on Full Members under Rule 9;

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

"Member of Record" means the individual nominated in writing by a member organisation to act on its behalf for all purposes under this Constitution

"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 17 and 18;

"Secretary" means the Secretary of the Association referred to in Rule 17;

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

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

"Treasurer" means the Treasurer of the Association referred to in Rule 18.

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

The name of the Association is the **Penrose Business Association Incorporated**.

3. OBJECTS

The objects of the Association are:

Dated August 2025

- 3.1 To assist and guide the development and advancement of the commercial interests of business people and businesses in the **Penrose Business Association** Area through a co-ordinated and structured communications, marketing and economic development programme.
- 3.2 To foster and promote generally the welfare of the business community of **Penrose Business Association** Area and, in particular, to provide a forum for networking and collaboration of members.
- 3.3 To enhance the safety and security of the **Penrose Business Association** Area and to attract and retain business in a effort to drive employment growth and economic, social, cultural and environmental wellbeing.
- 3.4 To capitalise on the unique assets and profile of the **Penrose Business Association** Area and to use that as a means of establishing an identity and positioning for the area.
- 3.5 To make arrangements with and/or advocate to the Government, local authorities and/or persons, corporations or associations for the improvement of amenity, streetscapes, utilities, transport, services or other infrastructure, and for lighting, surfacing, security and cleaning in the business area of the **Penrose Business Association** Area.
- 3.6 To do all things as are or may be incidental to, or conducive to, the attainment of these objects.

CHAPTER II - POWERS

4. SCOPE OF THE ASSOCIATION'S POWERS

The Association has the widest possible powers to do all things which may be necessary to pursue the Association's objects including (but not limited to) the following powers:

- 4.1 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 objects of the Association or promoting the interests of the Association, its Members or any other persons.
- 4.2 To use the funds of the Association as the Association may consider necessary or proper to:
 - 4.2.1 pay the costs and expenses of the Association; and
 - 4.2.2 further the objects of the Association; including the employment of solicitors, agents, officers and servants as necessary or expedient.
- 4.3 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.
- 4.4 To apply for and acquire any licences or permits deemed necessary by the Association.
- 4.5 To open and operate bank accounts of whatever nature or description subject to such conditions as the Association thinks fit.
- 4.6 To assist any charity or charitable purpose by such financial or other means as the Association thinks fit.
- 4.7 To borrow or raise money by any means and upon such conditions as the Association thinks fit.
- 4.8 To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the Association thinks fit.
- 4.9 To establish an Executive Committee with the functions and powers set out in these Rules.

CHAPTER III - ASSOCIATION MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS AND ENTITLEMENTS

- 5.1 There shall be Full Members of the Association. A person shall be entitled to be a Full Member of the Association if the person:

- 5.1.1 owns one or more commercially rated properties within the Business Association Area
- 5.1.2 The Business Association Area can only be changed at an Annual General Meeting. The initial area is shown in appendix 1.
- 5.1.3 occupies or is the tenant of one or more premises (with a floor space of not less than 10 square metres) or a commercially rated property within the Business Association Area and who operates a business from those premises for not less than 50 business days a year; and
- 5.1.4 has paid the current Full Member Subscription (if any); and
- 5.1.5 has not previously been expelled from the Association.
- 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 Association activities;
 - 5.3.5 Receive notification of upcoming meetings and agenda items.
- 5.4 Any person entitled to be a Full Member of the Association and who wishes to be a member shall provide and maintain current details of their name, occupation, business and contact information to the Secretary.
- 5.5 Every applicant for membership must consent in writing to become a Member and this consent shall be retained in the Association's membership records.
- 5.6 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.
- 5.7 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.
- 5.8 A person whose admission is approved under Rule 5.7 does not become an Associate Member until that person has paid the current Associate Member Subscription (if any).
- 5.9 An Associate Member elected to the Executive Committee is entitled to vote at Executive Committee meetings but is not entitled to vote at the Annual General Meeting or any Special General Meeting.
- 5.10 Each Member that is not an individual shall, upon admission to the Society, nominate in writing one individual within their organisation to act as their Member of Record for all purposes under this Constitution. The Member of Record shall be the sole representative entitled to participate in decision-making, and to exercise the Member's voting rights. A maximum of three (3) individuals from the same organisation may attend meetings.
- 5.11 Voting by proxy is not permitted under this Constitution. Only the nominated Member of Record may vote on behalf of their organisation at General Meetings or any other meeting of the Society where voting is conducted.
- 5.12 The name and contact details of the nominated Member of Record must be provided to the Secretary of the Society in writing. Any change to this nomination must be notified in writing and shall take effect upon confirmation of receipt by the Secretary.

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.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- 7.1 is not capable of being transferred or transmitted to another person; and
- 7.2 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, occupation, business and contact details of each person who is a Member of the Association, whether that person is a Full or Associate Member and, in the case of members which are not individuals, the name and address of the organisation's Member of Record.
- 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.
- 8.3 The register of Members shall be kept either physically or electronically 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.

9. FEES, SUBSCRIPTIONS, ETC.

- 9.1 The Association may levy its Members such annual fee or subscription charge (if any) considered by the Executive Committee necessary to carry out its objects. Different fees or subscription charges may be levied for Full Members and for Associate Members.
- 9.2 Any person becoming a Member part way through the year is liable for the full fee or subscription charge for that year, unless the Executive Committee resolves otherwise either generally or in any particular case.
- 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 fee or 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 any fee or subscription charge levied prior to that person ceasing to be a Member.

10. MEMBER'S LIABILITIES

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 5.1.3, Rule 5.7 and Rule 9. In the event any Member ceases to be a Member of the Association pursuant to Rule 6 such Member shall not be released from any liability to the Association for any matters arising prior to the end of the financial year 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; o

- 11.1.3 has failed to pay any subscription or charge payable under Rule 5.1.3 or Rule 5.7 or Rule 9 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 of 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 days and not later than twenty-eight days after service on the Member of a notice under 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 days and not later than twenty-eight 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 allow the Member to bring a supporting person;
 - 11.4.2 give the Member an opportunity to make oral representations;
 - 11.4.3 give due consideration to any written representations submitted to the Executive Committee by the Member at or prior to the meeting; and
 - 11.4.4 by resolution determine whether to confirm or to revoke the resolution.
- 11.5 For any other disagreement or conflict involving the Association and / or its Members as set out in Sections 38-44 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.

12. MEMBER DEALINGS WITH AND INTERESTS IN THE ASSOCIATION

- 12.1 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:
 - 12.1.1 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
 - 12.1.2 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.
- 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;
- 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.

CHAPTER IV - COMMITTEES

13. POWERS AND AUTHORITY OF EXECUTIVE COMMITTEE

The Association shall be governed by an Executive Committee which:

- 13.1 shall control and manage the affairs of the Association;
- 13.2 may exercise all such functions as may be exercised by a General Meeting of Members of the Association;
- 13.3 may fix the amount of any fee or subscription charge to be paid by members, which may be in several parts or categories;
- 13.4 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;
- 13.5 shall be responsible for complying with section 23 of the Act, which relates to the preparation and filing of the Annual Financial Statement.

14. MEMBERSHIP OF EXECUTIVE COMMITTEE

- 14.1 The Executive Committee shall consist of:
 - 14.1.1 an uneven number of members; and
 - 14.1.2 no less than five and no more than eleven members.
- 14.2 Members of the Executive Committee must be Full Members of the Association, elected by the Association pursuant to Rule 15.
- 14.3 Each member of the Executive Committee elected under Rule 14.2 shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re- election.
- 14.4 Any casual vacancy occurring in the membership of the Executive Committee, shall be filled by the Executive Committee:
- 14.5 In filling a vacancy under Rule 14.4, the Executive Committee shall give consideration to achieving fair representation across the various sectors, interests, and stakeholder groups that make up the Business Association Area.
- 14.6 Any Member appointed to fill a casual vacancy under Rule 14.4 shall hold office subject to these Rules until the conclusion of the next Annual General Meeting following the date of appointment.
- 14.7 The Executive Committee can have a maximum of two (2) Associate Members.

15. ELECTION OF MEMBERS TO EXECUTIVE COMMITTEE

- 15.1 Nominations of candidates for election as members of 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 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
 - 15.1.3 agree to Police Vetting as part of their application in order to protect the integrity and reputation of the Association. If the Police Vetting result is of concern to the Executive Committee, the Chairperson will notify the candidate and invite them to clarify the result. The Executive Committee has the absolute discretion to determine whether a Police Vetting outcome disqualifies a person from holding any role within the Association.
- 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 ballot shall be held.
- 15.6 Any such ballot shall be conducted at 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 exhaustive ballot will be held to determine the person elected.

16. TERM LIMITS FOR OFFICERS AND CHAIRPERSON

- 16.1 The Chair and the Treasurer may each hold their respective office for a maximum continuous period of four (4) years.
- 16.2 A person holding the office of Chair or Treasurer may choose to step down from that office at any time during their term and may continue to serve as a member of the Executive Committee.
- 16.3 Any person who has completed a maximum continuous term of four (4) years as Chair or Treasurer shall not be eligible for re-election to the same office until at least one (1) year has elapsed following the end of their previous term.
- 16.4 After the expiry of the one-year period specified in Rule 16.3, the person shall again be eligible for election to either the office of Chair or Treasurer, subject to the normal election procedures under these Rules.

17. CHAIRPERSON AND SECRETARY

- 17.1 The election of a member of the Executive Committee as the Chairperson may be made either by a general member vote at the Annual General Meeting or by the Executive Committee at its first meeting following the Annual General Meeting. The decision whether an election is made at the Annual General Meeting, or by the Executive Committee, is made at an Annual General Meeting, with that decision taking effect for the purposes of the following year's election, and at all subsequent elections unless changed by vote at an Annual General Meeting (again with effect from the following year's election).
- 17.2 The election of the Chairperson shall be conducted by such standard voting method (for example ballot or show of hands) as is appropriate given the number of candidates and whether the election is being made at an Annual General Meeting or a meeting of the Executive Committee.
- 17.3 The Executive Committee shall appoint or elect one member as the Secretary of the Association.
- 17.4 It is the duty of the Secretary to:
- 17.4.1 Keep minutes of all elections of Officers and members of the Executive Committee;

- 17.4.2 Keep the names of members of the Executive Committee present at each Executive Committee meeting and General Meeting; and all proceedings at Executive Committee meetings and General Meetings.

17.5 The Secretary shall also be the Contact Officer,

17.6 Provide to the Registrar of Incorporated Societies, 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 days of that change occurring.

17.7 Ensure Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

18. TREASURER

18.1 The election of a member of the Executive Committee as Treasurer may be made either by a general member vote at the Annual General Meeting or by the Executive Committee at its first meeting following the Annual General Meeting. The decision whether an election is made at the Annual General Meeting, or by the Executive Committee, is made at an Annual General Meeting, with that decision taking effect for the purposes of the following year's election, and at all subsequent elections unless changed by vote at an Annual General Meeting (again with effect from the following year's election).

18.2 The election of the Treasurer shall be conducted by such standard voting method (for example ballot or show of hands) as is appropriate given the number of candidates and whether the election is being made at an Annual General Meeting or a meeting of the Executive Committee.

18.3 Despite rules 17.1 and 17.2, 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.

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

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

18.4.2 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.

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 19;

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

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 of the members 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 19.1 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 times in each period of twelve months, 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 the Chairperson or by any member of the Executive Committee.
- 21.3 Oral or written notice (including by way of email) 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.
- 21.4 Any four members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 21.5 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.
- 21.6 If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, then members present shall constitute a quorum.
- 21.7 At a meeting of the Executive Committee:
 - 21.7.1 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 Once a decision has been duly made and recorded by the Executive Committee, that same matter may not be tabled again as an agenda item for reconsideration within a period of six (6) months from the date of the original decision except in circumstances where:
 - 21.8.1 Material new information has come to light that was not available at the time of the original decision, and
 - 21.8.2 A majority of the Executive Committee determines that the matter warrants reconsideration in the best interests of the Society.

22. VOTING AND DECISIONS OF EXECUTIVE COMMITTEE AND SUB-COMMITTEE

- 22.1 Each Member of the Executive Committee shall be entitled to one vote.
- 22.2 Matters arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of that committee present at the meeting and voting.
- 22.3 The Chairperson of the meeting is entitled to exercise a second or casting vote.
- 22.4 Subject to Rule 20.5, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- 22.5 Any act or thing done or suffered, or purporting to have been done or suffered by the Executive Committee or by a sub-committee 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.

23. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

- 23.1 The Executive Committee may delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as the Executive Committee may decide.
- 23.2 A function which has been delegated to a sub-committee under this Rule may be exercised by that committee in accordance with the terms of the delegation, while the delegation remains unrevoked.
- 23.3 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 23.4 Any act or thing done or suffered by a sub-committee 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.
- 23.5 The Executive Committee may, in writing, revoke wholly or in part any delegation under this Rule.
- 23.6 A sub-committee may meet and adjourn as it thinks proper.

CHAPTER V - GENERAL MEETINGS**24. ANNUAL GENERAL MEETING**

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.

25. ANNUAL GENERAL MEETING - CALLING AND BUSINESS

- 25.1 The Annual General Meeting of the Association shall, subject to the Act and to Rule 23, 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 Statement;
 - 25.2.4 to elect members of the Executive Committee;
 - 25.2.5 if necessary, to decide the method of election of the Chairperson and/or the Treasurer for the following year's election (refer to rules 16.1 and 17.1);
 - 25.2.6 if it has been decided that the Chairperson and/or the Treasurer will be elected at the Annual General Meeting, to elect the Chairperson and/or the Treasurer, as the case may be.
- 25.3 For the purposes of the Act the Association's financial year shall end on 30 June.
- 25.4 An Annual General Meeting shall be specified as such in the notice convening it.
- 25.5 A resolution signed, assented to, or agreed upon in writing (whether in physical or electronic form) by some or all members shall not be valid as a substitute for a General Meeting and shall have no effect, unless expressly permitted elsewhere in this Constitution for minor procedural matters.

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 five percent of the total number of Full Members or ten Full Members, whichever is the greater, convene a special meeting of the Association.

- 25.3 A requisition of Members for a Special General Meeting:
- 25.3.1 shall state the purpose or purposes of the meeting;
 - 25.3.2 shall be signed by the Members making the requisition;
 - 25.3.3 shall be lodged with the Secretary;
 - 25.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 25.4 If the Executive Committee fails to convene a Special General Meeting to be held within one month 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.
- 25.5 A Special General Meeting convened by a Member or Members as referred to in Rule 25.4 shall be deemed to have been convened by the Executive Committee. Any such Member who incurs expense as a result of convening the Special General Meeting is entitled to be reimbursed by the Association for any expenses so incurred.
- 25.6 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 14 days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or by email 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 21 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 26.1 specifying in addition to the matters required under Rule 26.1, 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 24.
- 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.

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 Four Full Members present in person 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 given 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 shall constitute a quorum.

- 28.5 Any meeting of the Association may be held:
- 28.5.1 In person at a physical location;
 - 28.5.2 By electronic means (including but not limited to video conferencing, teleconferencing, or other digital platforms); or
 - 28.5.3 By a combination of physical and electronic attendance (hybrid meeting).
- 28.6 Participation in a meeting by electronic means shall constitute presence at the meeting, provided that all participants can communicate effectively with one another throughout the meeting.
- 28.7 A person participating electronically shall be counted for the purposes of quorum and voting.
- 28.8 Meeting notices must specify the method(s) by which the meeting will be conducted and provide sufficient information (such as access links or dial-in details) to allow members or eligible participants to attend.
- 28.9 The Association shall take reasonable steps to ensure access to the meeting platform, but is not responsible for individual technical difficulties experienced by participants. The meeting may proceed despite such issues, provided quorum requirements are still met.
- 28.10 Attendance at any meeting, whether in person or by electronic means, shall constitute consent to the audio and/or video recording of that meeting and to the creation of a full transcription of the proceedings.

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 Members present 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 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 29.1 and 29.2, 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.
- 31.2 At a General Meeting of the Association, a poll may be demanded by the Chairperson or by not less than five Full Members present in person.
- 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

A resolution of the Association is a special resolution if:

- 32.1 it is passed by a majority of the Members of the Association who are present, voting in person; and
- 32.2 the resolution is passed at a General Meeting; and
- 32.3 not less than 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

- 33.1 Upon any question arising at a General Meeting of the Association, a Full Member has one vote only.
- 33.2 All votes shall be given personally with no provision for proxy votes.
- 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.

CHAPTER VI - MISCELLANEOUS**34. CONDUCT AT MEETINGS AND REMOVAL OF ATTENDEES**

- 34.1 All persons attending any meeting of the Association, must conduct themselves in a respectful and orderly manner, and comply with the instructions of the Chairperson.
- 34.2 The Chairperson may direct any person to leave the meeting, or arrange for their removal, if that person:
 - 34.2.1 Engages in disorderly, disruptive, abusive, or threatening behaviour;
 - 34.2.2 Refuses to comply with meeting procedures or directions from the Chair;
 - 34.2.3 Is not entitled or authorised to attend the meeting under this Constitution;
 - 34.2.4 Otherwise acts in a manner that materially disrupts the proper conduct of the meeting.
- 34.3 A person may be warned before being directed to leave, unless the behaviour justifies immediate removal and the Chairperson may request assistance from a third party (including security or police) to enforce the removal.
- 34.4 A Member removed from a meeting has the right of reply in accordance with Rule 15.4 and Schedule 2 of the Act
- 34.5 In the event that a member refuses to comply with a direction to leave the meeting, the Chair may adjourn the meeting.

35. INSURANCE

- 35.1 The Association shall effect and maintain full and proper insurance including public liability insurance.
- 35.2 In addition to the insurance required under Rule 33.1, the Association may effect and maintain other insurance.

36. FUNDS - MANAGEMENT

- 36.1 Subject to any resolution passed by the Association in a 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.

- 36.2 All payments 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.
- 36.3 All funds received by the Association remain the property of the Association unless the Association is subject to dissolution (refer to Rule 40). The property of the Association is irrevocably dedicated to objects 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.

37. ALTERATION OF OBJECTS AND RULES

Subject to the provisions of the Act, 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 effective if it affects the objects, pecuniary benefits or winding up clauses (refer to Rules 3, 12 and 39).

38. EXECUTION OF DOCUMENTS

- 38.1 The Association shall not maintain a common seal.
- 38.2 Any document or instrument requiring execution by the Association shall be executed on its behalf either:
- 38.2.1 (a) by the signatures of two members of the Executive Committee authorised for that purpose; or
 - 38.2.2 (b) by such other method of electronic or physical execution as may be approved by the Executive Committee in accordance with applicable law.
- 38.3 A record of all documents executed on behalf of the Association shall be maintained by the Secretary.

39. CUSTODY OF BOOKS, ETC.

Except as otherwise provided by these Rules, the Secretary or relevant Board Member shall maintain custody and control of all electronic and physical files, records, books, and other documents relating to the Association. Electronic records shall be securely stored in the Association's designated electronic storage system (currently Dropbox). Physical records shall be kept in a secure location as determined by the Executive Committee.

40. SERVICE OF NOTICES

- 40.1 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, email or facsimile to the Member at the Member's address shown in the register of Members.
- 40.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- 40.3 Where a document is sent to a person by properly addressed email or facsimile, it shall be deemed to have been served on the person at the time it was sent, in the absence of evidence to the contrary.

41. WINDING UP

- 41.1 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 30 days after the first meeting) to confirm the resolution to be passed.
- 41.2 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 distributed or applied for the objects of the Association and/or for charitable purposes in the Business Association Area, including by way of transfer to some other New Zealand organisation that operates for such objects or purposes in the Business Association Area and not for private pecuniary profit. In the event of the Executive Committee being unable to decide, the remaining assets are to be distributed as a Judge of the High Court of New Zealand directs.

(5.1.2) Appendix 1

Penrose Business Association membership area map:



