

CONSTITUTION OF THE AUCKLAND CITY CENTRE RESIDENTS' GROUP INCORPORATED

1. Name

The name of the Association shall be Auckland City Centre Residents' Group Incorporated (hereinafter called "the CCRG").

1a. Purpose

People First - A Residents' Voice for Auckland's City Centre.

2. Objectives

2.1 To represent and advocate for the interests of Auckland city centre residents on all aspects of living in the city centre to Auckland Council and other relevant agencies/organisations.

2.2 To cooperate with other Auckland organisations having similar objectives and to provide quality advice to support Auckland City Centre Advisory Board Panel strategy and recommendations on funding allocations from the City Centre Targeted Rate.

3 Powers

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

3.1.1 To purchase, take on, lease, exchange, hire, or otherwise acquire any real or personal property, and sell, mortgage, dispose of or otherwise deal with any real or personal property of the CCRG and any rights or privileges which the CCRG thinks necessary or expedient for the purposes of attaining the objectives of the CCRG or promoting the interests of the CCRG, its Members or any other persons.

3.1.2 To use the funds of the CCRG as the CCRG may consider necessary or proper to:

3.1.2.1 pay the costs and expenses of the CCRG; and,

3.1.2.2 further the objectives of the CCRG; including the employment of solicitors, agents, officers and servants as necessary or expedient.

3.1.3 To engage in prosecuting, defending or otherwise taking legal action or legal proceedings on behalf of the CCRG and for that purpose, to expend such moneys and employ such solicitors, counsel, or other advisors as the CCRG may think fit.

3.1.4 To apply for and acquire any licences or permits deemed necessary by the CCRG.

3.1.5 To open and operate bank accounts of whatever nature or subject to such conditions as the CCRG thinks fit.

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

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

3.1.8 To employ staff and nominate contractors for such purposes and for such periods and subject to such conditions as the CCRG thinks fit.

3.1.9 PROVIDED THAT the CCRG shall not lend money at less than current commercial rates, having regard to the nature and term of the loan, to any person (as defined in the Income Tax Act (1994):

3.1.9.1 who is a Member of the CCRG;

3.1.9.2 who is a shareholder or director of any company by which any business of the CCRG is carried on; or,

3.1.9.3 who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the CCRG is to be carried on; or,

3.1.9.4 if the person, company, settlor, trustee, shareholder, director referred to in any of paragraphs **3.1.9.1** to **3.1.9.3** of this Rule are Associated Persons (as defined in the Income Tax Act 1994).

4. Membership

4.1 There shall be three four types of CCRG membership. These membership types and eligibility criteria are:

4.1.1 Full Individual Membership open to all *full-time* residential owner/occupiers and residential tenants of residential property tenancies located within the boundaries of Auckland Council City Centre Rating Area. The attached map, marked "Appendix 1," [Auckland Council City Centre Rating Area](#), dated 27 June 2012 (retrieved 28 October 2018) shows the area of membership eligibility.

Full Individual Membership provides full voting rights.

4.1.2 Associate Individual Membership open to all *full-time* residential owner/occupiers and residential tenants of residential property tenancies located outside the City Centre Rating Area but within the Business Improvement District (BID) - Karangahape Road (K Rd) area east of the K Rd over bridge (Southern Motorway). The attached map, marked "Appendix 2," [Business Improvement District - Karangahape Road](#), dated 27 June 2012 (retrieved 28 October 2018) shows the area of membership eligibility east of the K Rd over bridge (Southern Motorway).

Associate Individual Membership provides all voting rights except in relation to City Centre Targeted Rate funded projects.

4.1.3 Affiliate Membership open to any person or group, located within the Auckland Council area, wishing to support CCRG objectives (section **2 Objectives**) while providing a non-resident perspective.

Affiliate Membership offers no voting rights.

4.1.4 Student Membership open to all full-time students residing within the boundaries of Auckland Council City Centre Rating Area. The attached map, marked "Appendix 1," [Auckland Council City Centre Rating Area](#), dated 27 June 2012 (retrieved 28 October 2018) shows the area of membership eligibility. Student Membership provides full voting rights.

4.2 The term *full-time* when used to describe residential owner/occupiers and residential tenants of residential tenancies located within the boundaries of Auckland Council denotes that the applicant's qualifying residential tenancy is their declared principal permanent *full-time* residence.

4.3 Any eligible residential owner/occupier or tenant, under Rule 4.1.1 or 4.1.2, or 4.1.4 wishing to become a Member may do so by making application either at any meeting of the CCRG, or writing to the Secretary, and by payment of any requisite subscription.

4.4 Any person or group under Rule 4.1.3 wishing to become a Member may do so by making application either at any meeting of the CCRG, or writing to the Secretary, and by payment of any requisite subscription. **For Affiliate Membership, as described in Rule 4.1.3, the CCRG Committee is empowered to accept or decline applications.**

4.5 In those cases where there is more than one owner/occupier or tenant per eligible Auckland Council residential tenancy, each owner/occupier or tenant of that eligible Auckland Council residential tenancy will be eligible to apply for full individual membership and may make their individual application either at any meeting of the CCRG, or in writing to the Secretary, and by payment of any requisite individual subscription.

4.6 The membership year and annual date for payment of any requisite subscription shall be concurrent with the CCRG *financial* year.

5. Cessation of Membership

5.1 Any member under sections 4.1.1 or 4.1.2 or 4.1.4 ceases to be a member when:

5.1.1 removing their *full-time* residence to a location outside the qualifying areas or,

5.1.2 no longer being an owner/occupier or tenant of a residential property tenancy within those areas and,

5.1.3 giving notice of such to the Secretary and payment of any subscriptions or monies as may be due from such member prior to the receipt of such notice.

5.1.4 Any member under section 4.1.3 Affiliate Membership ceases to be a member by giving notice of such to the Secretary.

5.2 The Executive Committee (also known as the Committee) of the CCRG may remove any Member, person or group from the Membership List for:

5.2.1 Non-payment of annual subscriptions or other monies due from such Member for more than six (6) months;

5.2.2 Misconduct or conduct prejudicial to the policies or interests of the CCRG; or,

5.2.3 Other reason in the Committee's discretion.

5.2.4 Any such action by the Committee is subject to a right of appeal by such member at the next available meeting of the Committee or General Meeting of the CCRG, whichever is next scheduled. Such member shall give notice of any such appeal in writing to the Secretary at least twenty-one (21) days prior to the date of the next available Committee or General Meeting of the CCRG. Notice that an appeal under this Rule is to be heard shall be given by whatever means are adopted for the summoning of next available Committee or General Meeting of the CCRG. Any confirmation of the Committee's or General Meeting's action shall require a two thirds majority of members present at such meeting.

5.2.5 Cessation of Membership howsoever arising shall not relieve any person of any liability incurred prior to cessation, whether for subscriptions or otherwise.

5.2.6 Discharge of any liability may be waived wholly or in part by resolution of a two-thirds majority of Members present at a General Meeting of the CCRG.

6. Register of Members

6.1 The Secretary of the CCRG shall keep a register of all Members, including each Member's name, address of residential eligibility, postal address if different, contact telephone numbers, email ID if applicable, occupation or business, current subscription paid up status, and the date on which each became a member.

7. General Meetings of the CCRG

7.1 Meetings of the CCRG at which all members and city centre residents shall be entitled to be present shall be the Annual General Meeting and other such General Meetings as may be summoned.

7.2 An Annual General Meeting shall, at least once in every calendar year and within the period of three months after the expiration of each financial year of the CCRG, be convened. All current members will be entitled to attend.

7.3 The Annual General Meeting, and any other General Meetings as may be called, shall be summoned by the Secretary as directed by the Committee.

7.4 The Annual General Meeting shall:

7.4.1 Receive and confirm the Minutes of the last preceding Annual General Meeting and of any other General Meeting held since that meeting;

7.4.2 Receive the Annual Report prepared by the Chairperson describing the activities of the previous year,

7.4.3 Receive the balance sheet, statement of accounts and a Financial Report for the previous year, prepared by the Treasurer;

7.4.4 Establish any annual subscription rate for the following year,

7.4.5 Appoint an Auditor if so decided;

7.4.6 Elect a Committee (also known as Executive Committee) for the ensuing year comprising no less than five and up to ten Members of the CCRG; and,

7.4.7 Consider any other business.

7.5 The Committee will elect from amongst its members the Chairperson (Chair), Deputy Chairperson (Deputy Chair), Secretary and a Treasurer of the Auckland City Centre Residents' Group Incorporated.

7.6 The Committee may from time to time direct the Secretary or Chairperson to summon a General Meeting of the CCRG for one or more purposes.

7.7 The Secretary or Chairperson shall on a requisition signed by any ten (10) Members of the CCRG summon a General Meeting of the CCRG for one or more reasons stated in writing in that requisition. Any such meeting shall be held within a period stipulated in the requisition being not less than one calendar month after the date on which the requisition is received by the Secretary or Chairperson.

7.8 The means adopted for summoning such requisitioned General Meeting shall specify the business (including Notice of Motion) to be conducted and no other business shall be conducted at that General Meeting.

7.9 The summoning of any General Meeting of the CCRG shall be by adequate circular, advertisement or other means at the discretion of the Officer summoning the meeting and be such as may reasonably be expected to give notice of the meeting to all Members of the CCRG.

7.10 No Notice of Motion shall be required for any matter dealt with at any General Meeting of the CCRG unless otherwise provided in the Rules of the CCRG.

7.11 A quorum at any General Meeting of the CCRG shall be ten (10) Members of the CCRG.

7.12 If, within half an hour after the appointed time for the commencement of a General Meeting of the CCRG, a quorum is not present, then the meeting shall stand adjourned to the same day on the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding as Chairperson at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.

7.13 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 three [3] Members) shall constitute a quorum.

8. Meetings of the Executive Committee (also known as the Committee)

8.1 The Committee shall meet no less frequently than once in each calendar month except that meetings may not be held in December and/or January at the discretion of the Chairperson or Secretary.

8.2 The Chairperson or Secretary shall on a requisition signed by any five (5) members of the Committee summon a meeting of the Committee for one or more purposes stated by them in writing. Any such meeting of the Committee shall be held within a period stipulated in the requisition being not less than (21) days after receipt of the requisition.

8.3 A quorum at a Committee meeting shall be 50% of (or the next higher whole number) of the members of the Committee. A quorum may consist of members present, in person, or virtually. If one or more members are present by virtual means, all members' communications must be capable of being heard and/or seen by all other members present.

8.4 The Committee shall have the power by majority resolution to co-opt up to a maximum of three additional members drawn from the Members' roll.

8.5 The Committee shall do all such things, make delegations or submissions and issue such directions as they may consider necessary or expedient for the wellbeing of the CCRG and the conduct of its affairs. The decisions of the Committee shall be final and binding unless and until set aside by a General Meeting of the CCRG summoned for the purpose.

8.6 The Committee may from time to time appoint some qualified person to prepare an annual audit of accounts for each twelve (12) month period ending on 30 June.

8.7 The Committee may invite to their Meetings delegates from other associations, bodies, legally constituted authorities and registered businesses having similar objectives, and may send members of the Committee as delegates to meetings of such other associations, bodies, legally constituted authorities and registered businesses for particular purposes. CCRG Members who wish to address the Committee on any nominated subject must first make their request in writing. They will have speaking rights but no voting rights.

9. Summoning Time and Place of any Meeting

9.1 Any General Meeting of the CCRG or Meeting of the Committee shall be summoned by the Chairperson or Secretary and, except as otherwise provided in these Rules, shall be at such time and place as the summoning Officer may determine.

10. Officers of the CCRG

10.1 The members of the Committee shall hold office from the date of the Annual General meeting at which they are elected for a period of one (1) year until the date of the next such Annual General Meeting one year hence. If any of the CCRG offices become vacant during that time, the Committee shall, or in the case of Committee member vacancy, elect one or more Members of the CCRG as required to fill the vacant office or offices until the next Annual General meeting of the CCRG.

10.1a If a Committee member does not attend at least three meetings which they are eligible to attend, during any twelve month period, their membership on the Committee shall cease.

10.2 If for any reason an Annual General Meeting of the CCRG is not held when due under Rule 7, the Members of the CCRG holding offices at that time shall continue to hold office until the last day of June in the following year or such earlier time as a General Meeting of the CCRG can be convened to conduct the business of an Annual General Meeting and/or such other business as the Committee may consider necessary in the circumstances.

10.3 Office holders shall when their terms of office expire be eligible for re-election.

10.4 No Member of the CCRG shall be elected to any office in their absence unless they have lodged notice of willingness to accept such office with the Chairperson or Secretary.

10.5 The Secretary and Treasurer shall:

10.5.1 Keep proper minutes of meetings and records of all matter, including a register of Members.

10.5.2 Forward to the Registrar of Incorporated Societies each year the annual statements required under the Incorporated Societies Act 1908.

11. Procedure at General Meetings of the CCRG and Committee Meetings

11.1 The Chairperson shall preside at all Meetings provided for in these Rules except that in the Chairperson's absence, or the Chairperson is unable or unwilling to act, the Deputy Chairperson, if present, able and willing, shall preside. Otherwise, the Members present shall elect one of their number to preside as Chairperson at the meeting.

11.2 Only currently paid up Members shall be entitled to vote at any Meeting.

11.3 Voting shall be by show of hands or otherwise as the Member presiding at the meeting shall direct. A declaration by the presiding Chairperson on a show of hands (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 into the Minute Book of that meeting) shall constitute evidence of the outcome of the resolution without proof of the number or portion of votes recorded in favour of or against that resolution.

11.4 Not used.

11.5 All decisions at Meetings shall be made on Motions proposed and seconded and, unless otherwise provided for in these Rules, carried out by a simple majority of Members present and voting.

11.6 Members of the CCRG shall each have one vote. The Member presiding as Chairperson at a Meeting shall in addition have a casting vote.

11.7 Any five Members present or by proxy at a General meeting of the CCRG or two such Members present or by proxy at a Committee Meeting may demand a

poll to be taken on any matter being dealt with. A poll may be demanded at a meeting either before or after the vote is taken upon a resolution.

11.8 When a poll is demanded at a General Meeting of the CCRG or a Committee Meeting, the poll shall be taken:

11.8.1 immediately in the case which relates to the election of a presiding Chairperson at the meeting or to the question of adjournment; or,

11.8.2 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.

12. Financial Year and Control of Funds

12.1 Control of funds and the financial affairs of the CCRG shall be the responsibility of the Committee.

12.2 No expenditure of the CCRG's funds shall be incurred or committed except with the authority of the Committee.

12.3 The financial year of the CCRG shall be from 1 July through 30 June.

12.4 The financial records of the CCRG shall be kept by the Treasurer under the discretion of the Committee who shall see that the annual accounts are submitted to each Annual General Meeting of the CCRG.

12.5 The CCRG may appoint a professionally qualified person on an annual basis to carry out the functions of Auditor set out in this rule; no person who is an Officer or Member may be appointed as Auditor, the remuneration of the Auditor shall be fixed by the CCRG; the Auditor shall be provided with a list of all books kept by the CCRG and shall at all reasonable times have access to the books and documents of the CCRG; the Auditor may, in Investigating such accounts, examine the Committee or any Officers of the CCRG; the Committee and Officers of the CCRG shall at all times render all assistance to the Auditor, the Auditor shall provide the CCRG Members with a report regarding the accounts and statements; such report to state whether, in the auditor's opinion, the accounts and statements are full and fair accounts and statements containing the particulars required by the Rules, whether the accounts and statements have been properly drawn up so as to exhibit the correct and true view of the CCRG's affairs; and, this report shall be read together with the report of the CCRG at the Annual General Meeting.

12.6 The CCRG's funds shall be banked in one or more accounts to be maintained in a Trading Bank operating full retail banking facility throughout New Zealand.

12.7 All cheques, promissory notes and bills of exchange shall be signed, endorsed or otherwise executed by any two of the following officers named: the Chairperson, Deputy Chairperson, Secretary, Treasurer or Executive nominated by the Committee.

12.8 All funds and property of the CCRG are to be applied solely to further the objectives of the CCRG. No income or property to be paid or transferred directly or indirectly to any Member. This will not prevent payment of reasonable

remuneration or expenses to any Member of the CCRG for any services performed by them for the CCRG. A Member may charge for any services carried out by them where the CCRG would have had to pay for that service if it were carried out by someone who was not a Member.

12.9 Property owned by the CCRG shall be the responsibility of the Secretary or other Member of the CCRG if so resolved.

13. Registration and Alteration of the Rules

13.1 The Rules of the CCRG or any of them may be altered, added to or rescinded pursuant only to a Special Resolution of a General Meeting of the CCRG provided that no addition to or alteration or rescission of the Rules shall be effective if such addition, alteration or rescission affects the charitable objects, pecuniary benefits or winding up clauses.

13.2 A written statement of proposals for any such changes in the Rules shall be made available to all Members in advance of the General Meeting of the CCRG summoned for the stated purpose of moving such changes to the Rules, and on specific request of any Member. The Notice of the Meeting shall indicate the general nature of the changes proposed and their wording.

13.3 The Rules of the CCRG and any changes to them are subject to the requirements of the Incorporated Societies Act 1908, including registration by the Registrar of Incorporated Societies.

14. By-laws and Regulation

14.1 The Committee or any sub-committee duly authorized pursuant to Rule 8.5 may from time to time make, rescind or amend such regulations or by-laws not inconsistent with the Incorporated Societies Act 1908 or these Rules, which are considered to be desirable for the day to day operation and management of the business, affairs and administration of the CCRG.

15. Common Seal

15.1 The common seal of the CCRG shall be kept in the custody of the Secretary.

15.2 The common seal shall not be affixed to any instrument except by authority of the Committee. The affixing of the common seal shall be attested by the signatures of two Committee Members.

16. Custody of Books, etc.

16.1 Except as otherwise provided by these Rules, the Secretary shall keep in their custody or under their control all records, books and other documents relating to CCRG.

17. Service of Notices

17.1 For the purposes of these Rules, a notice may be served by or on behalf of the CCRG upon any member either personally, by sending it by post or transmitting it electronically by email to the Member's address or email ID shown in the Register of Members.

17.2 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, unless the contrary is proved, 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.

18. Registered Office

18.1 The Registered Office of the CCRG shall be situated at such address as may from time to time be decided at a General Meeting of the CCRG. Notice of such address and any change shall be given to the Registrar of Incorporated Societies.

19. Disputes

19.1 If a member considers that they have a dispute with one of the other parties to this Constitution, then the parties shall first endeavour to resolve any dispute or difference by agreement.

19.2 If the parties are not able to resolve the matter by reasonable discussion, then the aggrieved party shall give written notice to the other party setting out the details of the dispute or difference, indicating that they wish to take the matter to mediation.

19.3 The choice of mediator will be determined by agreement with both parties and the mediators decision will be final.

19.4 Mediation costs will be met equally by both parties and if either party fails to attend the mediation meeting that party shall be responsible for all the costs of the mediation.

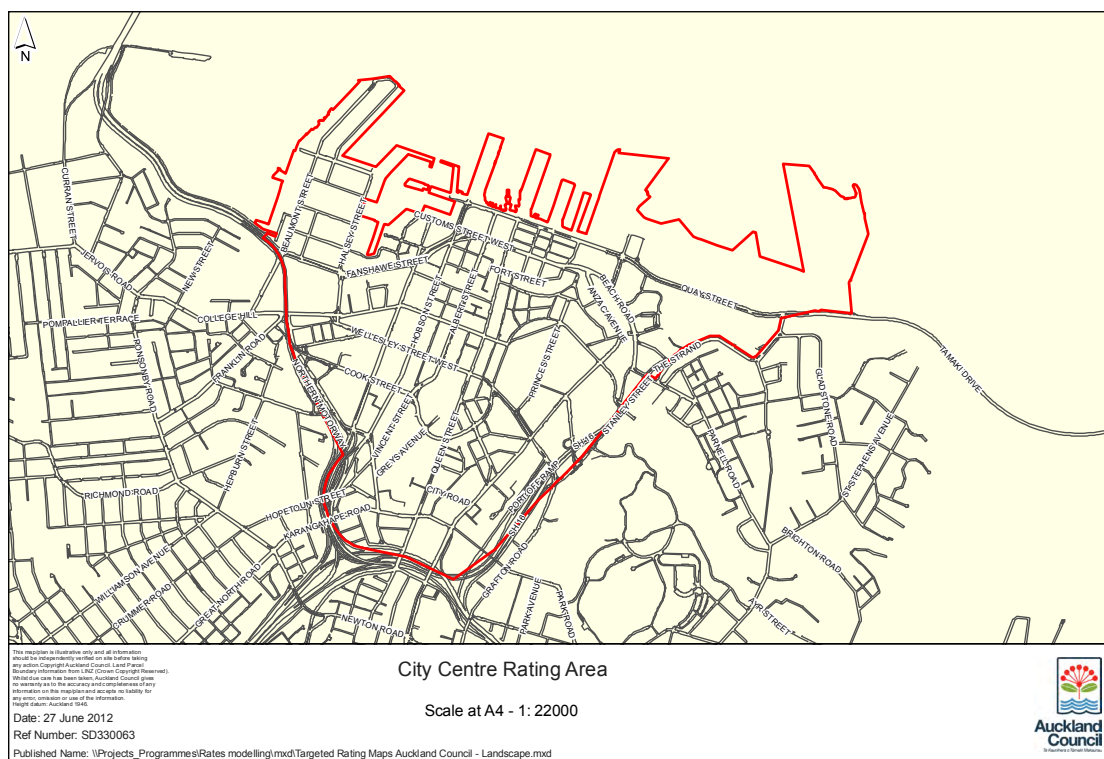
20. Winding Up

20.1 Should the dissolution of the CCRG be deemed necessary, then two (2) General Meetings must be held in accordance with Section 24 of the Incorporated Societies Act 1908. The first General Meeting shall be called to pass a resolution to wind up the CCRG and must be carried by a majority of valid votes. The second General Meeting must be called (not earlier than thirty [30] days after the first General Meeting) to confirm the resolution to be passed.

20.2 If, upon winding up or dissolution of the CCRG there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the Members of the CCRG. Such remaining property shall be given or transferred to some other charitable organisation or approved body within New Zealand having objects similar to the objectives of the CCRG. In the event of the Committee being unable to decide, the remaining assets are to be distributed as a judge of the High Court of New Zealand directs.

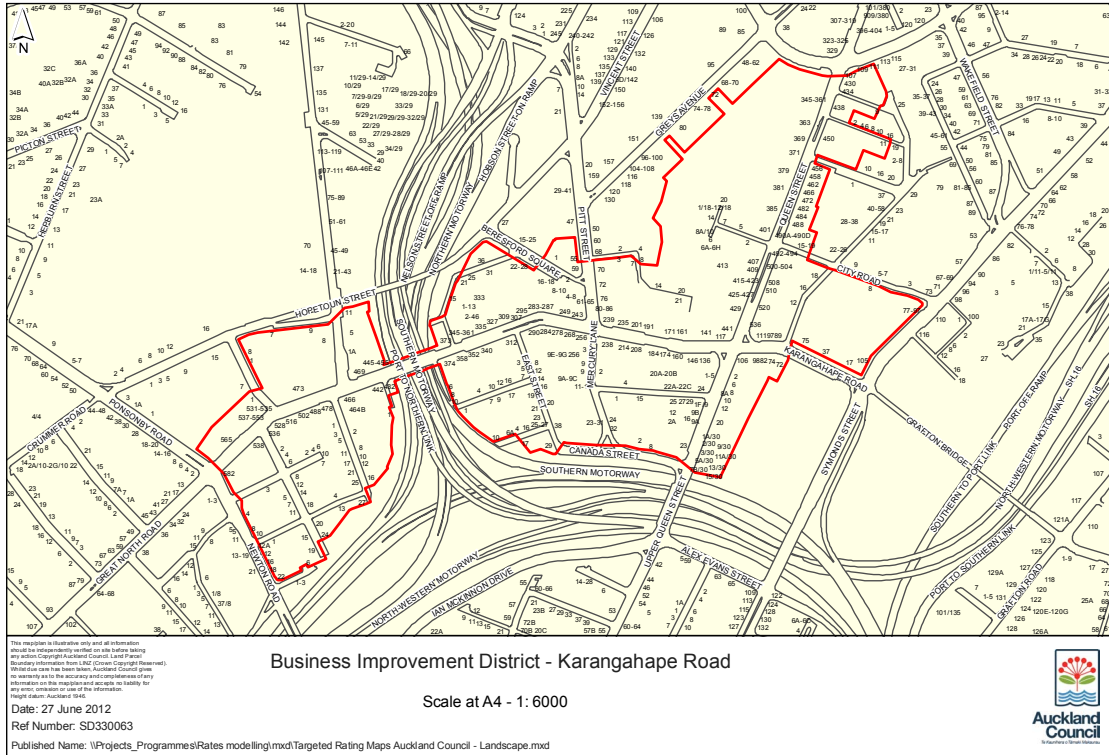
Appendix 1

Area of membership eligibility for Rule 4.1.1 Full Individual Membership and 4.1.4 Student Membership



Appendix 2

Business Improvement District - Karangahape Road



Area of membership eligibility for Rule 4.1.2 Associate Individual Membership

