

UNDER THE INCORPORATED  
SOCIETIES ACT 1908

RULES OF

Palmy BID Incorporated

*J. Mansley* (Member)  
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7/12/2022

# RULES OF PALMY BID INCORPORATED

## CHAPTER I – NAME AND OBJECTS

### 1. INTERPRETATION

In these Rules, unless the context indicates otherwise:

“**Act**” means the Incorporated Societies Act 1908 as amended from time to time;

“**Annual Financial Statement**” means that Annual Financial Statement for the BID to be approved by the Members, so that it may then be delivered to the Registrar of Incorporated Societies in accordance with section 23 of the Act;

“**Annual General Meeting**” has the meaning given to it in Rule 8;

“**Auditor**” means the auditor appointed in accordance with Rule 19;

“**The BID**” means the Palmy BID Incorporated;

“**Business Improvement District Funding Grant**” (“the BID Funding”) means any grant received from the Council for the purposes of the Business Improvement District Programme, administered by the Executive Committee;

“**Business Improvement District Programme**” means the economic development programme involving local government, the business community and other stakeholders to organise, design, promote, improve and develop the commercial area within the Palmerston North Central Precinct;

“**Chairperson**” means the chairperson of the BID referred to in Rule 8.6.3;

“**Council**” means the Palmerston North City Council;

“**Council Representative**” means a representative of the Council appointed to the Executive Committee pursuant to Rule 9;

“**Executive Committee**” means the committee of the BID referred to in Rule 8.6.4;

“**General Meetings**” means the Annual General Meeting and Special General Meetings of the BID;

“**Manager**” means a person or organisation employed or appointed by the BID to undertake the role of administering and co-ordinating the Business Improvement District Programme on behalf of the BID in either a paid or unpaid capacity;

“**Members**” means the Members of the BID from time to time including Associate Members and Full Members;

“**Secretary**” means the Secretary of the BID;

“**Special General Meeting**” has the meaning given to it in Rule 8.2;

**“Targeted Rate”** means any rate set by the Council pursuant to section 16 of the Local Government (Rating) Act 2002 or any equivalent legislation for the purpose of funding or contributing to the funding of the Business Improvement District Programme;

**“Targeted Rating Area”** means the geographical area subject to the Targeted Rate;

**“Treasurer”** means the Treasurer of the BID referred to in Rule 8.6.4

**Reference 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 Society is the Palmy BID Incorporated ( “the BID”).

## **3. OBJECTS**

The objects of the Society are:

### **3.1 TO ADVOCATE FOR BUSINESS INTERESTS WITHIN THE BID**

**3.1.1.** To collaboratively work with Council and other shareholders through a consultative approach to ensure quality urban planning is delivered with minimal disruption to existing businesses. To assist and guide the development of the commercial interests of the BID. To advocate, where appropriate and required on behalf of the BID Membership.

**3.1.2.** To enhance the safety, security and social, cultural, economic and environmental wellbeing of all businesses, organisations and communities within the BID. To promote crime prevention awareness and cleanliness of amenities in the BID.

**3.1.3.** To work with organisations that have a role within the BID include Iwi, the Manawatu Chamber of Commerce, CEDA, Horizons Council, New Zealand Police and other community groups. Regular Meetings with Council will be agreed and a communication channel established.

**3.1.4.** To advocate for the preservation of heritage appropriate to the BID, subject to the requirements of any applicable legislation.

**3.1.5.** To provide relevant business training opportunities to BID Members.

### **3.2. BUSINESS DEVELOPMENT AND MARKETING**

**3.2.1.** To promote and encourage the vibrancy of the Palmerston North City centre as a place for its citizens to shop, work and enjoy while carrying out all the functions of being a community within a City.

- 3.2.2. To advertise, beautify and develop the City to attract trade, tourists, visitors and increase its population. To undertake promotional activity and publicise the City centre as a preferred place for the community to shop, be entertained, and carry out their daily work. To market the City centre as a place for visitors and locals alike through special events and retail promotion.
- 3.2.3. To assist retailers and commercial property owners in improving their premises and to make the centre an attractive place to carry out their activity for themselves, customers and clients.
- 3.2.4. To assist in promoting the City to create opportunities for growth, improvement and attract new business. To create, increase and expand or develop amenities for public use.
- 3.2.5. For the purposes and objects stated in these Rules, to administer in conjunction with Council, the BID Funding.
- 3.2.6. To do all things as are; or may be incidental to, or conducive to, the attainment of these objects.

### **3.3 TO PROMOTE A PLATFORM FOR SUSTAINABILITY FOR THE BID**

- 3.3.1. To acquire by purchase, or lease, or otherwise, land and buildings (or other property, both real and personal) which the BID believes is necessary to conduct its objects from time to time and to dispose of such property or any part thereof and to erect or modify any buildings on any land it holds pursuant to this clause.
- 3.3.2. To maintain, exchange, mortgage or in any way dispose of or otherwise deal with all or any part of the property or assets of the BID.
- 3.3.3. To raise or borrow money in any such manner and upon such security (if any) as the BID thinks fit and in particular on security of any mortgage or mortgages, charge or charges of all or any part of the BID's property and assets (both present and future).
- 3.3.4. To invest and deal with any moneys of the BID not immediately required for the carrying out of its activities upon such securities or otherwise in such a manner as may from time to time be determined by the Executive Committee.
- 3.3.5. To do all such things as are conducive and incidental to the attaining of the objects of the BID.

## **CHAPTER II – MEMBERSHIP**

### **4. MEMBERS**

- 4.1. The BID shall consist of an unlimited number of Members.

4.2. (i) Any person or body corporate who is a rate payer on the Council rating list within the 'Targeted Rating Area' and who is liable for the 'Targeted Rate' fixed by the Council from time to time shall be deemed Members of the BID and entitled to all benefits of membership.

(ii) Any business/occupiers within the 'Targeted Rating Area' shall be registered as voters and automatically qualify to become members of the BID

4.3. Any person or body corporate not being liable for the 'Targeted Rate' described in the preceding clause and having duly completed a form of enrolment for membership of the BID and having subsequently been accepted by the Executive Committee for membership and having paid the subscription for the then current year as fixed by the Executive Committee shall then become a Member of the BID.

4.4. A Member shall cease to be a Member of the BID in any of the following events:

4.4.1. If, having paid the then current years and all previous subscriptions the Member shall by notice in writing to the BID resign from membership.

4.4.2. Having failed to pay the subscription three months after the date appointed for payment thereof the Member's name shall be removed from the BID register.

4.4.3. If a Member is expelled from membership by resolution of the Executive Committee

**Provided, however,** that this Rule shall not apply in respect of a Member who shall be deemed a Member pursuant of Clause 4.2.

4.5. Each Member shall pay to the BID such subscription as may from time to time be determined by the Executive Committee. Subscriptions shall be payable in advance and shall be due and payable on the 1<sup>st</sup> day of July each year; or at such time as agreed by the Executive.

## 5. REGISTER OF MEMBERS

The BID shall keep a register of its Members containing their names, addresses and occupations and the date at which they became Members. The BID shall from time to time, when required by the Registrar to do so under Section 22 of the Act, send to the Registrar a list of the names, addresses and occupations of its Members accompanied by a Statutory Declaration verifying that list and made by the Chairperson (or Deputy Chairperson) of the BID

## 6. REGISTERED OFFICE

In accordance with Section 18 of the Act the BID shall have a registered office (which shall be in Palmerston North) and to which all communications may be addressed. Details of the registered office shall be given to the Registrar as required.

## **7. ALTERATION OF RULES**

No addition to or alteration, amendment, or revision of these Rules shall be made except by the vote of a majority of the Members present at the Annual General Meeting or a Special Meeting. No addition to or alteration or revision of the Rules shall be approved if it affects the winding up provisions set out in Rule 21. No addition to, deletion from or alteration of the rules may be made which alters the non-profit and District Improvement promoter nature of the organisation or enables any private pecuniary benefit to any members or associates. The provisions and effect of this clause should not be removed from this document and shall be included and implied into any document that replaces this document.

## **8. MEETINGS**

- 8.1.** A General Meeting of the BID shall be held once in every calendar year at such time (not more than 15 months after the holding of the last preceding General Meeting) at a place as the Executive Committee may determine. Such meetings shall be called "Annual General Meetings". All other General Meetings shall be called "Special General Meetings".
- 8.2.** Special General Meetings of the Members may be convened at any time by the Chairperson or Deputy Chairperson under the direction of the Executive Committee and shall be convened on the requisition of not less than five (5) Members of the Executive Committee or not less than ten (10) Members of the BID.
- 8.3.** Fourteen (14) days' notice of any Annual General Meeting or Special General Meeting shall be given to Members and such notice shall specify the general nature of any business intended to be transacted at such meeting.
- 8.4.** At every Annual General Meeting or Special General Meeting the chair shall be taken by the Chairperson if present or in their absence by the Deputy Chairperson, failing which the Chairperson shall be nominated from Members of the Executive Committee by the persons present at the meeting.
- 8.5.** Voting at the Annual General Meetings or Special General Meetings shall be taken as the Chairperson directs but any Member present may demand a poll which shall be immediately taken in a manner determined by the Chairperson and the result declared by the Chairperson. In case of equality of votes the Chairperson shall have a second or casting vote.
- 8.6** The business of the BID's Annual General Meeting shall be:
  - 8.6.1.** To receive the Annual Report of the Executive Committee.
  - 8.6.2.** To receive the duly audited Annual Statements of Income and Expenditure and Assets and Liabilities of the BID.
  - 8.6.3.** To elect a Chairperson who shall be a Member of the Executive Committee.

**8.6.4.** To elect an Executive Committee including a Deputy Chairperson and Treasurer who shall govern the activities of the Organisation. The number to be elected to the Executive Committee shall not be less than seven (7) or more than eleven (11), of which no less than 70% must be from within the 'Targeted Rating Area'. Members of the Executive Committee (including the Chairperson) shall be elected for a period of one year and may be re-elected without restriction.

**8.6.5.** To appoint a Reviewer or Auditor and an Honorary Secretary.

**8.6.6.** To consider such other business as shall be placed on the agenda by the Chairperson of the meeting.

## **9. POWER TO CO-OPT/COUNCIL REPRESENTATIVE**

The Chairperson shall have the power to co-opt Members to the Executive Committee for such period and such terms as they think fit, provided that the general balance of the Executive Committee shall be maintained in terms of Rule 8.6. This power includes to co-opt a Council Representative.

## **10. ELECTION OF OFFICES**

**10.1.** No person shall be elected to office under Rule 8 unless that person is present at the Annual Meeting at which they are to be elected or have previously signified in writing their willingness to accept nomination.

**10.2.** Only persons who are Members by virtue of Rule 4.2 or are financial Members of the BID or duly appointed representatives of organisations which are financial Members of the BID shall be eligible to be Members of the Executive Committee.

## **11. REPRESENTATION OF MEMBERS AT MEETINGS**

**11.1.** Each Member of the BID at any meeting shall be entitled to one (1) vote. Any Member of the BID shall be entitled to appoint one (1) representative to attend General Meetings of the BID and advise the Secretary of the name of such representative in writing.

**11.2.** No person shall be eligible to vote at any meeting unless they are a financial Member. A Member shall be deemed to be a financial Member except where the subscription of such financial Member shall be more than three months in arrears.

**11.3.** Votes may be recorded personally by ballot or by proxy. The form of proxy must be received at the office of the BID three (3) days before the meeting at which it is proposed to be used. An instrument appointing a proxy shall be signed by the Member making the appointment and if such Member shall be an incorporated body or organisation such instrument shall be signed by two of that organisation's directors (where applicable) or two of its elected officers. Proxy nominations shall be substantively in the following form:

I/We  
Being a Member of Central Palmerston North  
Business Improvement District Incorporated  
hereby appoint \_\_\_\_\_  
as my/our proxy to vote me/us and on my/our behalf at the  
Annual/Special General meeting of the BID held on the day of  
..... or at any adjournment thereof.

Date:

.....  
Signature (designation)

.....  
Signature (designation)

**12. QUORUM**

The quorum at the Annual, Special and General Meetings of the BID shall consist of ten (10) Members either personally present or represented by proxy.

**13. INDEMNITY OF OFFICERS**

No Executive Committee Member of the BID shall be personally liable for the acts, receipts, neglects or defaults of his or her action or the action of any other Executive Committee Member of the BID or for any loss occasioned by any error of judgement or oversight on his or her part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same happens to be due to his or her own wilful default or dishonesty.

**14. MEETINGS OF THE EXECUTIVE COMMITTEES**

**14.1.** The Executive Committee may meet together for the despatch of business, adjourn or otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of equality of votes, the Chairperson shall have a second or casting vote. Any two Members of the Executive Committee may, on the requisition of any two such Members shall at any time summon a meeting of the Executive Committee.

**14.2.** The quorum necessary for the transaction of business of the Executive Committee shall be five (5) in number.

**14.3.** The continuing Members of the Executive Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as the necessary quorum the continuing Members of the Executive Committee may act for the purpose of summoning a General Meeting of the BID but for no other purpose.

**14.4.** The Chairperson shall preside as Chairperson at every meeting of the Executive Committee.



- 14.5. If the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting the Deputy Chairperson who shall be elected by the Executive Committee from among its Members shall be Chairperson for the meeting in question.
- 14.6. If the Deputy Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson the Members of the Executive Committee present shall choose some other one of their number to be Chairperson for the meeting in question.
- 14.7. The Executive Committee may delegate any of its power to committees consisting of such Member or Members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Committee including the power to co-opt Members to such Committees.
- 14.8. Unless the Chairperson has been previously appointed by the Executive Committee, a Committee may elect a Chairperson of its meetings. If no Chairperson is elected, or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chairperson of the meeting. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present, and in case of an equality of votes the Chairperson shall have a second or casting vote.
- 14.9. All acts done by any meeting of the Executive Committee or of a Committee or Sub-Committee of the Executive Committee or by any person acting as a Member of that Executive Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Executive Committee or Committee or Sub-Committee of the Executive Committee.

## **15. POWERS OF THE EXECUTIVE COMMITTEE**

- 15.1. The management of the business of the BID shall be vested in the Executive Committee and the Executive Committee may exercise all such powers and do all such acts and things as the BID is authorised to do by its Rules, subject to the provisions of the Act and any associated Regulations.
- 15.2. The Executive Committee may at its discretion engage a "Manager" who will be remunerated appropriately for the delivery of the BID's objectives. The Manager may be an individual or an organisation.

## **16. COMMON SEAL**

The Common Seal is to be affixed by the Chairperson, Deputy Chairperson, Treasurer or Honorary Secretary.

## **17. PAYMENTS**

All payments shall be signed or endorsed by a minimum of two signatories and in such a manner as the Executive Committee shall from time to time direct.

## **18. BOOKS AND FINANCIAL STATEMENTS**

**18.1.** The BID shall keep proper books of account in which shall be kept full, true and complete accounts of affairs, assets and transactions of the BID.

**18.2.** At the close of each financial year and at such other times as the Executive Committee may elect, an income and expenditure account and statement of assets and liabilities of the BID shall be prepared and shall be examined and the correctness thereof ascertained by a reviewer or auditor appointed at the Annual General Meeting of the BID.

**18.3.** The BID's 'Financial Year' shall commence on the 1<sup>st</sup> day of July each year and end on the 30<sup>th</sup> June the following year.

**18.4.** The BID shall deliver annually to the Registrar (pursuant of Section 23 of the Act) in such form and at such times as the Registrar requires a statement containing the following particulars:

**18.4.1.** The income and expenditure of the BID during the BID's previous financial year.

**18.4.2.** The assets and liabilities of the BID at the close of each financial year.

**18.4.3.** All mortgages, charges and securities of any description affecting any of the property of the BID at the close of the financial year.

The above statement shall be accompanied by a certificate signed by the Chairperson (or other Executive Committee officer authorised by the Executive Committee) to the effect that the statement has been submitted to and approved by the Members of the BID at a General Meeting, or endorsed in such a manner as the Executive Committee shall from time to time direct.

## **19. AUDITOR OR REVIEWER**

**19.1.** The remuneration of the Auditor or Reviewer shall be agreed by the Executive Committee.

**19.2.** If any vacancy occurs in the office of any Auditor or Reviewer appointed by the BID the Executive Committee shall appoint another Auditor or Reviewer to carry on the duties of the Auditor or Reviewer until the next Annual General Meeting.

**19.5.** The Auditor or Reviewer will provide a report to the Members upon the accounts and statements noted above and shall confirm whether in their

opinion the same are full and fair accounts and statements containing the particulars required by the Rules of the BID and properly drawn up so as to exhibit a true and correct view of the BID's affairs and such report shall be read together with the report of the Executive Committee at the Annual General Meeting.

## **20. NOTICES**

- 20.1.** Every notice given to any Members pursuant to any of these Rules shall be deemed to be sufficiently given if posted, delivered by hand (at the Member's address appearing in the BID's Register of Members), or sent electronically (provided the Member has agreed to receive notices electronically).
- 20.2.** The loss, delay, or non-delivery of any notice sent or delivered to any Member of the BID or of the Executive Committee whether through the post or electronically shall not invalidate or prejudice any resolution passed or election made or other thing done by the BID or Executive Committee
- 20.3.** In respect of the means of service specified of Rule 20.1
  - 20.3.1.** In the case of posting mail, on the second working day following the date of posting to the address appearing in the BID's Register of Members.
  - 20.3.2.** In the case of delivery by hand one (1) working day following the date of said delivery to the address appearing in the BID's Register of Members.
  - 20.3.3.** In the case of email address on the second working day following date of sending the email to the email address appearing in the BID's Register of Members.

## **21. WINDING UP**

- 21.1.** The BID may be wound up voluntarily if the BID (at a General Meeting of its Members) passes a resolution requiring the BID to be wound up and the resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty (30) day after the date on which the resolutions to be confirmed was passed.
- 21.2.** If, upon winding up or dissolution of the BID there remains, after the satisfaction of all costs, debts and liabilities, any property assets whatsoever, those assets shall be given or transferred to some other organisation having objects substantially similar to the objects of the BID That organisation must also have Rules that prohibit the distribution of its assets on winding up in the same (or substantially similar) manner as is prohibited by these Rules.

## **22. GENERAL**

**22.1.** No Member or a person associated with a Member of the BID shall derive any income, benefit or advantage from the organisation where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantages is derived from:

**22.1.1.** Professional services provided to the BID and charged at no greater rate than current market rates for the same professional services;  
or

**22.1.2.** Financial accommodation where the interest on any monies advanced is payable at no greater rate than current market interest rates.