

Rules and Constitution of Save the Queen Street Society Incorporated

Adopted 21 October 2020

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RULES AND CONSTITUTION
OF
SAVE THE QUEEN STREET SOCIETY INCORPORATED
PART ONE – INTRODUCTORY RULES

1. NAME AND REGISTERED OFFICE

- 1.1 **Name:** The name of the society is Save the Queen Street Society Incorporated (the "Society").
- 1.2 **Trading name:** The Society may trade as "Save Queen Street Society" or any other trading name approved by the Secretary.
- 1.3 **Registered office:** The registered office of the Society shall be C/- Russell McVeagh, Level 30, Vero Centre, 48 Shortland Street, Auckland 1010.

2. DEFINITIONS AND INTERPRETATION

- 2.1 **Definitions:** In this Constitution, unless the context otherwise requires:

"Act" means the Incorporated Societies Act 1908 and any successor legislation that applies to the Society.

"Annual General Meeting" means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society's activities and finances.

"Bylaws" means the bylaws of the Society, as constituted or amended from time to time by the Committee under clause 11.1.

"Class" means a class of membership to the Society as determined by the Committee under clause 6.

"Chairperson" means the Committee Member appointed by the Committee under clause 10.9.

"Committee" means the Society's governing body, as established by clause 10.1.

"Committee Member" means a Committee Member of the Society, elected under clause 10.3.

"Constitution" means these rules and constitution, as amended from time to time.

"Eligible Person" is a person who meets the criteria in clause 10.7.

"Financial Member" is a Member who is not an Unfinancial Member.

"General Meeting" means either an Annual General Meeting or a Special General Meeting

of the Society.

"Indemnified Person" means a person who has been indemnified by the Society under clause 13.

"Member" means any natural or legal person properly admitted as a member of the Society under this Constitution, who has not ceased to be a member.

"Notice" means notice delivered to the Members by the Society using each Member's contact information provided to the Society in accordance with this Constitution.

"Ordinary Resolution" means a resolution that is approved by a simple majority of the votes of those Members entitled to vote and voting on the question.

"Secretary" means the Committee Member appointed by the Committee under clause 10.9.

"Society" means Save the Queen Street Society Incorporated.

"Representative" means a representative of a Member appointed under clause 5.8.

"Returning Officer" means a person appointed under clause 9.7(d).

"Special General Meeting" means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

"Treasurer" means the Committee Member appointed by the Committee under clause 10.9.

"Subcommittee" means a subcommittee established by the Committee under clause 12.

"Unfinancial Member" has the meaning given to it in clause 5.7.

"Queen Street" means the public road named Queen Street located in the Auckland Central Business District.

2.2 **Interpretation:** In this Constitution, unless the context otherwise requires or specifically states otherwise:

- (a) the table of contents, headings and descriptions relating to sections of the Act, are inserted for convenience only and shall be ignored in construing this Constitution;
- (b) the singular includes the plural and vice versa;
- (c) reference to a statute or other law includes regulations, rules, orders and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether before or after the date of adoption of this Constitution);
- (d) "written" and "in writing" include any means of reproducing words, figures and symbols in a tangible and visible form;
- (e) words and expressions defined or explained in the Act (unless expressly defined or explained in this Constitution) have the same meaning in this Constitution;

- (f) any word or expression cognate with a definition in this Constitution has a meaning corresponding or construed to that definition; and
- (g) references to clauses and sub-clauses are references to clauses and sub-clauses in this Constitution, unless stated otherwise.

2.3 **Constitution not to prevail over Act:** This Constitution has no effect to the extent that it contravenes the Act, or is inconsistent with it, provided that if there is any conflict between:

- (a) a provision in this Constitution and a provision in the Act which is expressly permitted to be altered by this Constitution; or
- (b) a word or expression defined or explained in the Act and a word or expression defined or explained in this Constitution,

the provision, word or expression in this Constitution prevails.

3. PURPOSE OF THE SOCIETY

3.1 **Purpose:** The primary purpose of the Society is to:

- (a) seek to ensure that Queen Street, the surrounding streets, and Auckland Central Business District ("**CBD**") delivers a vibrant, high quality experience for users and is commercially successful for CBD tenants and building owners; and
- (b) do all things reasonably incidental or conducive to attaining the above purpose.

3.2 **No financial gain:** It is not a purpose of the Society to operate for the financial (or pecuniary) gain of its Members.

4. POWERS

4.1 **Powers:** The Society has all the rights, powers and privileges conferred onto it by the Act and by law, including the power to raise, borrow money and/or incur debt.

4.2 **Furtherance of purpose:** The Society may only exercise its powers to achieve or further its purpose.

4.3 **Actions permitted by Act:** The Society may undertake an action that results in a financial benefit being provided to a Member only if the Act provides that in undertaking that action the Society does not have a purpose of financial (or pecuniary) gain and the Society is not being carried on for the financial gain of any of its Members.

PART TWO - MEMBERSHIP

5. MEMBERS

5.1 **Number of Members:** The Society must maintain the minimum number of Members required by the Act. The maximum number of Members is unlimited.

5.2 **Eligibility of Membership:** The Committee shall determine any eligibility criteria of membership to the Society, and (if applicable) shall publish such criteria in the Bylaws.

5.3 **Admission of Members:** The process for admission is as follows:

- (a) an applicant shall complete and sign an application form, supply information or attend an interview, as required by the Secretary;
- (b) the Secretary shall approve or reject the admission of any Member to the Society;
- (c) a Member will not be admitted to the Society unless they have provided written consent to becoming a Member.

5.4 **Obligations and rights of Members:** Every Member:

- (a) must comply with this Constitution and the Bylaws;
- (b) must promote the interests and purpose of the Society and shall do nothing to bring the Society into disrepute;
- (c) must provide the Society with that Member's name and contact details (as required by the Act) and promptly advise the Society of any changes to those details;
- (d) may only exercise the rights of membership (including attending and, where applicable, voting at General Meetings) if all subscriptions, levies and any other fees have been paid to the Society by the relevant due date.

5.5 **Annual subscriptions:** The Committee shall determine the annual subscription amount for membership to the Society. The Committee may set a different subscription amount for each Class of Membership.

5.6 **Other fees or levies:** From time to time the Committee may:

- (a) impose additional levies on the Members or a Class of Members; or
- (b) charge fees in connection with a Member's involvement with specific Society events or activities.

5.7 **Non-payment of subscriptions, fees or levies:** If a Member fails to pay any subscription, fee or levy imposed against it by the relevant due date, they shall be deemed an **"Unfinancial Member"**. Unfinancial Members shall have no voting rights and shall not be counted when determining the quorum at a General Meeting.

5.8 **Nomination of Representatives:** Each Member which is a corporation must, and each Member which is not a natural person may, by written notice to the Society, nominate an

officer, partner, director or employee of that Member to be its representative in respect of its membership to the Society ("**Representative**"). A Member may nominate a new Representative at any time by providing written notice to the Society.

5.9 **Trustees as members:** A person may become a Member in their capacity as trustee of a trust. In respect of a trustee joining the Society and in respect of the relevant trust:

- (a) all trustees must jointly sign an application for Membership;
- (b) the Committee shall enter the names of all trustees in the register of Members, indicating each is a Member in their capacity as trustees of the relevant trust;
- (c) all trustees will be considered to be one Member of the Society, and shall jointly exercise all rights and jointly meet all obligations of Membership;
- (d) the liability of the trustees will be limited to the assets of the trust except in cases of fraud, wilful default or the trustee being in default of their obligations under the relevant trust deed.

6. CLASSES

6.1 **Classes:** The Committee may divide the Members into any number of Classes. The Committee must specify the name of each Class and any rights, obligations, incidentals or criteria of membership to each Class in the Bylaws.

6.2 **Membership to a Class:** Each Member may only belong to one Class. The Committee may make a determination to which Class of membership a particular Member belongs.

7. CESSATION OF MEMBERSHIP

7.1 **Cessation:** A Member ceases to be a Member:

- (a) immediately on death, bankruptcy, liquidation, dissolution or de-registration;
- (b) by resignation by written notice to the Society;
- (c) by decision of the Secretary at their sole discretion if the Secretary believes that decision to be in the best interest of the Society.

7.2 **Obligations on resignation or termination:** A Member who ceases to be a Member under this Constitution:

- (a) remains liable to pay all subscriptions, levies or fees imposed upon the Member before the date of their resignation or termination;
- (b) shall return to the Society all material or property provided to them, their Representative or their related parties; and
- (c) shall cease to be entitled to any membership rights stipulated by this Constitution or the Bylaws.

PART THREE – GENERAL MEETINGS

8. GENERAL MEETINGS

8.1 **Annual General Meetings:** The Annual General Meeting shall be held once a year on a date and at a location determined by the Committee and consistent with any requirements in the Act, provided that the Annual General Meeting shall be held no later than four months from the end of the Society's financial period.

8.2 **Annual General Meeting business:**

- (a) The business of the Annual General Meeting must include:
 - (i) confirmation of the minutes of the previous General Meetings;
 - (ii) receipt of the Society's annual report and the financial statements for the Society's previous accounting period;
 - (iii) election of Committee Members in accordance with clause 10.3; and
 - (iv) consideration of any motions validly proposed by the Committee or a Member.
- (b) The Committee must, at each Annual General Meeting, present the following information:
 - (i) an annual report on the affairs of the Society during the most recently completed accounting period;
 - (ii) the financial statements for that period; and
 - (iii) any other matters required by the Act.

8.3 **Special General Meetings:** The Committee may resolve to call a Special General Meeting at any time, at a date and location fixed by the Committee. The Committee must call a Special General Meeting within 21 days of receiving a written request signed by the greater of five per cent of current Financial Members or five Financial Members in each case one of whom must be the Secretary.

8.4 **Special General Meetings' business:** The Committee resolution or Members' request to call a Special General Meeting must state the business that the Special General Meeting is to deal with. A Special General Meeting shall only consider and deal with the business specified in the Committee resolution or Members' request.

9. PROCEDURE AT GENERAL MEETINGS

9.1 **Notice:** The Committee shall give all Members at least 14 days' Notice of any General Meeting and the business to be conducted at the General Meeting. The General Meeting and its business will not be invalidated simply because one or more Members did not receive Notice.

9.2 **Quorum:** No General Meeting may be held unless at least five Committee Members, of which one must be the Secretary, attend. This will constitute a quorum. If within half an hour after the time appointed for a meeting a quorum is not present the meeting shall be adjourned to a day, time and place determined by the Secretary, and if at such adjourned meeting a quorum is not present, those Financial Members present shall be deemed to constitute a sufficient quorum.

9.3 **Voting etc:**

- (a) All Financial Members may attend, speak and vote at General Meetings in person or through their Representative.
- (b) The method of voting may be by voices, hands or poll as determined by the chairperson of the General Meeting, providing that if a Member requests that a vote on a motion be conducted by poll, the chairperson must conduct the vote by poll.
- (c) The Secretary shall determine the voting method on a motion before the General Meeting and shall advise this to the Members in advance of the vote. The voting method shall be by:
 - (i) each Member having the number of votes provided for in the Bylaws; or
 - (ii) each Member having one vote each.
- (d) Unless otherwise required by this Constitution, all motions at a General Meeting shall be decided by Ordinary Resolution.
- (e) The chairperson of the General Meeting, with assistance from the Returning Officer (as required), shall determine whether any motion has passed.

9.4 **Motions at General Meetings:**

- (a) The Committee may put forward motions for the Members to vote on at a General Meeting, which shall be notified to the Members with the Notice of the General Meeting.
- (b) Members may request that a motion be voted on ("**Member's Motion**") at a General Meeting by providing notice to the Committee at least 10 days before that meeting. The Committee must provide notice of any Member's Motions received seven days before the meeting is to be held.

9.5 **Method of holding the General Meeting:** General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

9.6 **Chairperson:** All General Meetings shall be chaired by a Committee Member appointed by the Secretary. If all Committee Members are absent from the meeting, the Secretary shall elect a Member or a Representative of a Member to chair the meeting.

9.7 **Powers of the chair:** Any person chairing a General Meeting may:

- (a) with consent of the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (b) direct that any person not entitled to be present at the meeting, obstructing the business of the meeting, behaving in a disorderly manner, being abusive or failing to abide by the directions of the chairperson be removed from the General Meeting;
- (c) in the absence of a quorum or in the case of emergency, adjourn the meeting or declare it closed.
- (d) **Returning Officer:** Prior to a General Meeting occurring, the Secretary shall appoint a Returning Officer. The role of the Returning Officer is to supervise the counting of any votes cast in relation to a motion conducted by poll and assist in determining whether such a motion has passed.

PART FOUR - MANAGEMENT

10. COMMITTEE

- 10.1 **Establishment:** The Society shall be managed by Committee, who shall exercise all powers of the Society in between General Meetings.
- 10.2 **Composition:** The Committee shall consist of a minimum of five Committee Members.
- 10.3 **Initial Committee Members:** The initial Committee Members shall be Andrew Krukziener, Viv Beck, Tony Van Raat, Grant Partridge, Dame Lesley Max, Prakash Pandey, Phil Lockyer, Tim Glasson, Bruce Sheppard, Adam Ross and Patrick Clifford. The initial Secretary shall be Andrew Krukziener and the initial Treasurer shall be Bruce Sheppard.
- 10.4 **Appointment of Committee Members:** The Secretary may nominate any Eligible Persons to be appointed as Committee Members. No nominee shall be appointed as a Committee Member unless their appointment is approved by the Committee.
- 10.5 **Removal:** A Committee Member shall be removed from office immediately if they:
- (a) are no longer an Eligible Person under clause 10.7;
 - (b) provide written notice to the Committee of their resignation;
 - (c) are removed by resolution of the Committee; or
 - (d) are no longer able to perform the functions of their office.
- 10.6 **Too few Committee Members:** If at any time there are fewer than five Committee Members, than despite clause 10.8, the Committee may:
- (a) appoint additional Committee Members;
 - (b) convene a Special General Meeting; or
 - (c) reasonably respond to any emergency.
- 10.7 **Eligible Persons:** A Committee Member must be an Eligible Person. An Eligible Person is a person who is:
- (a) a natural person who is at least 18 years of age;
 - (b) a Member or an officer, director, partner or employee of a Member; and
 - (c) not disqualified from being an officer of an incorporated society under the Act.
- 10.8 **Quorum:** A quorum of the Committee shall be five Committee Members, one of whom must be the Secretary.
- 10.9 **Committee roles:** The Committee shall appoint one Committee Member to serve as Secretary and Treasurer, and may appoint a Committee Member to serve as Chairperson. The Committee may set out any further roles or responsibilities of each Committee Member in the Bylaws.

- 10.10 **Exercise of powers:** The powers of the Committee are exercisable by:
- (a) resolution passed at a meeting of the Committee at which a quorum is present; or
 - (b) written resolution signed by all Committee Members.
- 10.11 **Delegation of powers:** The Committee may delegate to a Subcommittee, a Committee Member, an employee of the Society, or to any other person, any one or more of its powers.
- 10.12 **Rights of Committee Members at General Meetings:** For the purposes of clauses 8 and 9 of this Constitution, each Committee Member shall be deemed to be a Financial Member of the Society.

11. BYLAWS

- 11.1 **Bylaws:** The Committee, from time to time, may make and amend Bylaws and policies for the conduct and control of the Society's activities and code of conduct applicable to Members, providing that any Bylaws are not inconsistent with the Act or this Constitution.
- 11.2 **Bylaws to be binding:** The Bylaws shall be binding on all Members, Committee Members, officers and employees of the Society.

12. SUBCOMMITTEES

- 12.1 **Establishment:** The Secretary may establish one or more Subcommittees on any basis that it determines.
- 12.2 **Membership:** The Secretary may appoint or remove Subcommittee members.
- 12.3 **Reporting:** Each Subcommittee shall report to, and be under the supervision of, the Committee.
- 12.4 **Powers:** No Subcommittee shall:
- (a) commit the Society to any financial expenditure or bind the Society to any legal obligation without the express approval of the Committee; or
 - (b) further delegate any of its powers.

13. INDEMNITY AND INSURANCE

- 13.1 **Indemnity of Committee Members:** Subject to clause 13.2, every Committee Member or employee of the Society may be indemnified by the Society:
- (a) for any costs incurred by them in any proceeding that relates to liability for any act or omission in their capacity as a Committee Member or employee in which judgment is given in their favour, or in which they are acquitted, or which is discontinued; and

- (b) in respect of liability to any person other than the Society for any act or omission in their capacity as a Committee Member or employee, and costs incurred by them in defending or settling any claim or proceeding relating to any such liability,

and this indemnity shall continue in force, despite any subsequent revocation or amendment of this clause, in relation to any liability which arises out of any act or omission by a Committee Member or employee prior to the date of such revocation or amendment, but shall be subject to any limitations contained in any deed or agreement from time to time in force between the Society and the Indemnified Person relating to indemnities.

13.2 **Exceptions:** An indemnity conferred by clause 13.1(b) shall not apply in respect of:

- (a) any criminal liability; or
- (b) in the case of an employee or officer of the Society, any liability in respect of a breach of any fiduciary duty owed to the Society.

An indemnity conferred by clause 13.1 shall not apply in respect of any liability or costs in respect of which an indemnity is prohibited by any legislation or law.

13.3 **Insurance:** The Society may, with the prior approval of the Committee, effect insurance for a Committee Member, officer or employee of the Society, in respect of:

- (a) liability, not being criminal liability, for any act or omission in such capacity;
- (b) costs incurred by them in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by them in defending any criminal proceedings that have been brought against the Committee Member or employee in relation to any act or omission in his or her capacity as a Committee Member or employee and in which they are acquitted.

13.4 **Definitions:** In this clause 13:

- (a) "Committee Member" includes a former Committee Member; and
- (b) other words given extended meanings in the Act have those extended meanings.

PART FIVE – ADMINISTRATIVE AND OTHER MATTERS

14. RECORDS

- 14.1 **Register of Members:** The Committee shall keep an up-to-date register of Members, recording for each Member their name, contact details and any other information required by this Constitution, the Bylaws or prescribed by the Act.

15. DISPUTE RESOLUTION

- 15.1 **Raising disputes:** Any Member may raise a grievance or complaint against another Member (or their Representatives or agents) in respect of that Member's involvement in the Society's activities.
- 15.2 **Complaints Panel:** Upon receipt of any grievance or complaint from a Member the Secretary shall appoint three persons to form a Complaints Panel to hear the matter and propose a resolution to the Committee. No person may be appointed to the Complaints Panel if they would be subject to a conflict of interest in deciding the matter.
- 15.3 **Committee to approve outcome:** After receiving the proposed resolution from the Complaints Panel, the Committee shall determine whether to approve the resolution or not.

16. METHOD OF CONTRACTING

- 16.1 **Deeds:** A deed which is to be entered into by the Society may be signed on behalf of the Society, by:
- (a) the Secretary and two other Committee Members; or
 - (b) one or more attorneys appointed by the Committee, and
- if the Act requires the Society to have a common seal, under the common seal of the Society.
- 16.2 **Common seal:** If the Act requires the Society to have a common seal, the common seal shall be in custody of the Secretary or any attorney of the Society.
- 16.3 **Other contracts:** Any other obligation or contract may be entered into on behalf of the Society in writing by:
- (a) the Secretary and two other Committee Members; or
 - (b) an attorney appointed by the Committee.

17. FINANCE

- 17.1 **Balance date:** The balance date and end of financial period of the Society shall be 31 March each year.

17.2 **Financial records:** The Committee shall cause to be maintained proper financial records, including producing annual financial statements.

18. DISSOLUTION AND SURPLUS ASSETS

18.1 **Dissolution:** The Committee may resolve to apply to the Register of Incorporated Societies for dissolution.

18.2 **Distribution of assets:** If the Society is wound up, liquidated or removed from the Register of Incorporated Societies, its surplus assets shall be distributed to its Members on the following basis:

- (a) the Committee shall determine the an amount of the surplus assets to be distributed to each Class, and shall determine this division with reference to the proportional aggregate contribution of annual subscriptions, membership fees and levies made by each Class; and
- (b) the amount allocated to each Class shall be distributed equally amongst the Members of that Class.

18.3 **Charitable distribution:** If clause 18.1 cannot be given effect to, the Members may resolve to distribute any surplus assets to any New Zealand registered charity or a not-for-profit entity that has a similar purpose to the Society.

19. AMENDMENTS TO THE CONSTITUTION

19.1 **Amendment at General Meeting:** The Society may amend or replace this Constitution at a General Meeting by a resolution passed by a two thirds majority of those Members present and voting.

19.2 **Proposed motions to amend the Constitution:** Any proposed motion to amend or replace this Constitution must be approved by the Committee.

19.3 **Accompanying information:** Any motion to amend the Constitution must be accompanied by a written explanation for the reasons for the proposal, and any recommendations the Committee has.

19.4 **Updates to the Act:** If, following replacement or amendment of the Act, this Constitution is no longer consistent with the Act, the Committee may, by unanimous resolution, amend this Constitution to the extent required to make it consistent with the Act.