



**HEART OF THE CITY
Annual General Meeting**

**22 October 2024
Agenda**

Time: 5.30pm for a 5:45pm start
Venue: Great Barrier Room, Mövenpick Hotel Auckland
8 Customs Street, Auckland city centre

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- 1. Welcome**
 - 2. Apologies**
That the apologies be received
 - 3. Confirmation of minutes from 2023 Annual General Meeting (AGM)**
That the minutes of the AGM held on 30 October 2023 be approved
 - 4. Chair's Report**
That the Executive report for the 2023/2024 year be received
 - 5. Treasurer's Report**
That the Annual Financial Statements for 2023/2024 be approved (available to view on request to the Board Secretary and will be available at the AGM)
 - 6. Appointment of the Auditor**
That the Executive Committee is directed to re-appoint RSM Hayes Audit to conduct the audit on the 2024/2025 accounts
 - 7. Draft budget for the 2025/2026 financial year**
 - 7.1.** Move to approve the following financial year **2025/2026** draft budget which includes a BID targeted rate grant amount of **\$5,122,180** including a **2%** increase or **\$100,435** to the BID targeted rate grant of the 2024/2025 financial year. Further, we ask that the **Waitemata Local Board** recommend to the Governing Body the amount of **\$5,122,180** be included in the Auckland Council draft **2025/2026** annual budget consultation process.
 - 7.2.** Move to approve the **2025/2026 draft business plan.**

8. Special Resolution - proposed changes to the Heart of the City constitution

- 8.1. That the Heart of the City Business Association's existing constitution (rules) document (approved at the AGM on 19th October 2022) be replaced with the proposed new constitution (rules), presented at the Annual General Meeting of the Heart of the City Business Association on 22 October 2024, and that such alterations be effected by replacing the existing constitution document with the proposed Heart of the City Business Association constitution dated 11 September 2024. A copy of the proposed new constitution can be viewed [here](#).

Reason: Amendments of the current constitution (rules) of the Heart of the City Business Association are required as The Incorporated Societies Act 2022 requires existing Incorporated Societies to reregister under the new Act by 5 April 2026 if they want to remain an Incorporated Society. The Registrar of Incorporated Societies has advised that several changes need to be made to a society's constitution in order that it may be re-registered, to align constitutions with the new 2022 Act.

See detail of proposed changes and the reasons in table below - pages 3-10, to be read with the proposed new constitution (link above) which shows tracked changes

9. Retiring Executive Committee members – see HOTC Rule 14.5

*Edward Caughey
Matthew Cockram
Martin Snedden*

10. Election of Executive Members – see HOTC Rule 15.4

*The Heart of the City Executive Committee will be elected at the AGM.
Nominations have been received by:
Martin Snedden
Matthew Cockram
Chand Sahrawat
Andrew Stringer*

11. Chief Executive's Report

12. General Business

13. Close

SPECIAL RESOLUTION: changes to the Heart of the City constitution

Where new wording is an amendment to an existing clause, the amendment is highlighted in yellow.

Current wording	New Wording	Reason
Name of society/association		
Heart of the City	Heart of the City Incorporated	Mandatory change, every society must have a name that ends with the word 'Incorporated', 'Inc' or the word 'Manatōpū'.
member	M ember	Capitalized as part of definitions in new Constitution
notice	N otice	
Interpretation - all definitions are mandatory changes		
"Act" means the Incorporated Societies Act 1908 as amended from time to time	"Act" means the Incorporated Societies Act 2022 as amended from time to time, and any regulations made under the Act or under any Act which replaces it	Updated for 2022 Act and future proof definition.
"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 section 23 of the Act;	"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;	Updated to future proof definition.
"Association" means the Heart of the City Association;	"Association" means the Heart of the City Incorporated , a Business Association;	Every society must have a name that ends with the word 'Incorporated', 'Inc' or the word 'Manatōpū'.
"Chairperson" means the chairperson of the Association referred to in Rule 16;	"Chairperson" means the chairperson of the Association, who is responsible for chairing General Meetings and committee meetings , referred to in Rule 16	Updated to make responsibility for chairing meetings explicit.
Addition	"Committee and Executive Committee" means the Association's governing body	Added as is wording used in new parts of the constitution
Addition	"Constitution" means the rules in this document.	Added as is wording used in new parts of the constitution
Addition	"Financial Year" means the 12 month or other financial reporting period ending on 30 June each year, being the balance date for the Association for financial reporting purposes	Added as is wording used in new parts of the constitution
Addition	"Interests Register" means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.	Added as is wording used in new parts of the constitution
Addition	"Matter" means— the Association's performance of its activities - or exercise of its powers; - or an arrangement, agreement, - or contract (a transaction) made or entered into, - or proposed to be entered into, by the Association.	Added as is wording used in new parts of the constitution

"Members" means the members of the Association from time to time including Associate Members and Full Members;	"Members" means the Members of the Association from time to time including Associate Members and Full Members; The Association shall maintain the minimum number of Members required by the Act.	Added to the definition to specify requirement under the Act
Addition	"Notice" to Members includes any notice given by email, post, or courier.	Added as is wording used in new parts of the constitution
"Officers" means the Chairperson, Secretary and Treasurer of the Association referred to in Rules 16 and 17;	"Officer" means a natural person who is: a member of the Executive Committee, or occupying a position in the Association that allows them to exercise significant influence over the management or administration of the Association, including any Chief Executive, Secretary or Treasurer.	Updated to ensure definition allows for staff of the association, as needed
Addition	"Register of Members" means the Register of Members kept under this Constitution as required by section 79 of the Act.	Added as is wording used in new parts of the constitution
Addition	"Working Days" mean as defined in the Legislation Act 2019. Examples of days that are not Working Days include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.	Added as is wording used in new parts of the constitution

3. Objects – 3.8, 3.9 and 3.10

Addition	<p>3.8 The Association must not operate for the purpose of, or with the effect of</p> <ul style="list-style-type: none"> - distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or - having capital that is divided into shares or stock held by its Members; or - holding, property in which its members have a disposable interest (whether directly, or in the form of shares or - stock in the capital of the Association or otherwise). <p>3.9 But the Association will not operate for the financial gain of Members simply if the Association</p> <ul style="list-style-type: none"> - engages in trade, - pays a Member for matters that are incidental to the purposes of the Association, and the Member is a not-for-profit entity, - distributes funds to a Member to further the purposes of the Association, and the Member— <ul style="list-style-type: none"> (a) is a not-for-profit entity, and (b) is affiliated or closely related to the Association, and (c) has the same, or substantially the same, purposes as those of the Association. - reimburses a Member for reasonable expenses legitimately incurred on behalf 	Mandatory description to align with Act's requirement to state what the association does NOT operate for, and also whether it will or will not intend to be registered as a charitable entity
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	<p>of the Association or while pursuing the Association's purposes,</p> <ul style="list-style-type: none"> - provides benefits to members of the public or of a class of the public and those persons include Members or their families, - provides benefits to Members or their families to alleviate hardship, - provides educational scholarships or grants to Members or their families, - pays a Member a salary or wages or other payments for services to the Association on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Association), - provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Association. - on removal of the Association from the Register of Incorporated Societies having its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity. <p>3.10 The Association is not and does not intend to be registered as a charitable entity under the Charities Act 2005.</p>	
5. Membership Qualifications and Entitlements		
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.	5.4 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. Every applicant for membership must consent in writing to becoming a Member and this consent shall be retained in the Association's membership records.	Mandatory addition to state that a consent to membership must be provided and maintained.
Addition	5.5 The Executive Committee, or by delegation, may accept or decline an application for membership at its sole discretion. The Executive Committee must advise the applicant of its decision.	Mandatory addition noting that HOTC does not have to accept applications
Addition	<p>5.13 A Member may at any time make a written request to the Association for information held by the Association.</p> <p>5.14 The request must specify the information sought in sufficient detail to enable the information to be identified.</p> <p>5.15 The Association must, within a reasonable time after receiving a request</p>	Mandatory addition covering members access to information held by the organisation

	<ul style="list-style-type: none"> - provide the information, or - agree to provide the information within a specified period, or - agree to provide the information within a specified period if the Member pays a reasonable charge to the Association (which must be specified and explained) to meet the cost of providing the information, or - refuse to provide the information, specifying the reasons for the refusal. <p>5.16 Without limiting the reasons for which the Association may refuse to provide the information, the Association may refuse to provide the information if</p> <ul style="list-style-type: none"> - withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or - the disclosure of the information would, or would be likely to, prejudice the commercial position of the Association or of any of its Members, or - the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Association, or - the information is not relevant to the operation or affairs of the Association, or - withholding the information is necessary to maintain legal professional privilege, or - the disclosure of the information would, or would be likely to, breach an enactment, or - the burden to the Association in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information, or - the request for the information is frivolous or vexatious, or - the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act. <p>5.17 If the Association requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Association —</p> <p style="margin-left: 40px;">5.17.1 that the Member will pay the charge; or</p> <p style="margin-left: 40px;">5.17.2 that the Member considers the charge to be unreasonable.</p> <p>5.18 Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act</p>	
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	2020 relating to access to personal information.	
6. Termination of Membership		
Addition	6.1 with effect from (as applicable) the date of death, company being wound up, resignation received, expulsion or date of ceasing to be entitled to membership.	Mandatory addition outlining when termination of membership would be effective from
11. Disciplining of Members and Dispute Resolution		
Addition	11.6 For any other disagreement or conflict involving the Association and/or its Members as set out in sections 38 to 44 the Act, the Association adopts the processes set out under Schedule 2 of the Act for handling of any dispute of that nature.	Mandatory addition to outline process for dispute resolution
12. Member dealings with and interests in the Association		
12.2 No private pecuniary profit shall be made by any person from the Association except that	12.2 No private financial gain shall be made by any person from the Association except that	Updated language for 2022 Act
13. Powers and Authority of Executive Committee		
Addition	13.6 From the end of each Annual General Meeting until the end of the next, the Association shall be managed by, or under the direction or supervision of, the Executive Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.	Mandatory addition to note the connection to the Act
15 Election of Members to Executive Committee		
Addition	<p>15.8 Elected officers must consent in writing to being an officer and meet eligibility criteria set out in the 2022 Act. These written consents must be kept in the Associations records.</p> <p>15.9 An Officer or member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Association, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)</p> <ul style="list-style-type: none"> - to the Executive Committee and or sub-committee, and - in an Interests Register kept by the Committee. <p>15.10 Disclosure must be made as soon as practicable after the Officer or member of a sub-committee becomes aware that they are interested in the Matter.</p> <p>15.11 An Officer or member of a sub-committee who is an Interested Member regarding a Matter—</p> <ul style="list-style-type: none"> - must not vote or take part in the decision of the Executive Committee and/or sub- 	Mandatory information about consent, interests and disclosure relating to officers

	<p>committee relating to the Matter unless all members of the Committee who are not interested in the Matter consent; and</p> <ul style="list-style-type: none"> - must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Executive Committee who are not interested in the Matter consent; but - may take part in any discussion of the Executive Committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Executive Committee and/or sub-committee (unless the Executive Committee and/or sub-committee decides otherwise). <p>15.12 However, an Officer or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.</p> <p>15.13 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.</p> <p>15.14 Where 50 per cent or more of the members of a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Executive Committee shall consider and determine the Matter.</p>	
16 Chairperson and Secretary		
Addition	<p>16.3 The Association shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed. The Association's contact person (s) must be:</p> <ul style="list-style-type: none"> - At least 18 years of age, and - Ordinarily resident in New Zealand. <p>16.4 The Executive Committee shall appoint or elect one Member (who may be the Manager) as the Secretary of the Association. The role of the Secretary shall include acting as the Contact Officer for the Association.</p> <p>16.5 The Contact Officer's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:</p> <p>16.5.1 a physical address or an electronic address, and</p> <p>16.5.2 a telephone number.</p> <p>16.6 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that</p>	Mandatory information about contact person/s, greater detail around the selection of the Secretary

	change occurring, or the Association becoming aware of the change.	
21 Meetings of the Executive Committee and Quorum		
Addition	<p>21.9 The Executive Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.</p> <p>21.10 The meeting minutes of the previous meeting and Register of Interests will be approved at each board meeting</p>	Mandatory addition to clearly outline the current HOTC process for managing interests Register
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.	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, who will receive and consider reports on the Association's activities and finances.	Mandatory addition to clearly outline the current HOTC process
25. Annual General Meeting – calling and business		
<p>25.4 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:</p> <p>25.4.1. to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.</p>	<p>25.5 In addition to any other general business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:</p> <p>25.4.1 to confirm the Minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting. The Association must keep minutes of all General Meetings;</p>	Mandatory addition to clearly outline the current HOTC process
Addition	25.4.10 notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate)	Mandatory addition noting that disclosures of Officers need to be part of the business of the AGM
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	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. Written resolutions may not be passed in lieu of a General Meeting.	Mandatory addition noting that written resolutions may not be passed in lieu of a General Meeting

votes recorded in favour of or against that resolution.		
35. Funds Management		
Addition	<p>35.4 The funds and property of the Association shall be controlled, invested and disposed of by the Executive Committee, subject to this Constitution, and devoted solely to the promotion of the purposes of the Association.</p> <p>35.5 The Executive Committee shall maintain bank accounts in the name of the Association. All money received on account of the Association shall be banked within 5 days of receipt.</p> <p>35.6 All accounts paid or for payment shall be submitted to the Executive Committee, or by delegation, for approval of payment.</p> <p>35.7 The Executive Committee must ensure that there are kept at all times accounting records that correctly record the transactions of the Association and allow the Association to produce financial statements that comply with the requirements of the Act and enable the financial statements to be readily and properly audited.</p> <p>35.8 The Executive Committee must establish and maintain a satisfactory system of control of the Association's accounting records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Association.</p>	Mandatory changes to outline requirements around financial management
36. Alteration of Objects and Rules		
Addition	36.2 The Executive Committee is authorised to make any minor drafting changes to the new Constitution, especially in the event that these may be required by the Registrar of Incorporated Societies or Auckland Council.	Mandatory addition to clarify how the constitution may be amended
41. Registered Office		
Addition	<p>41.1 The registered office of the Association shall be at such place in New Zealand as the Executive Committee from time to time determines.</p> <p>41.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies</p> <p>41.2.1 at least 5 working days before the change of address for the registered office is due to take effect, and</p> <p>41.2.2 in a form and as required by the Act.</p>	Mandatory addition regarding HOTC office and notifications required to the Registrar.

