

**CONSTITUTION OF
JACKSON STREET PROGRAMME
INCORPORATED**

1991

Amended:

November 1999

May 2005

November 2007

October 2013

September 2020

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1. Interpretation

1.1 In this Constitution unless the context requires otherwise:

AGM means the Annual General Meeting referred to at Rule 13.

Chairperson means the current Chairperson of the Society or in the absence of the Chairperson such other person elected by a majority of the persons present and entitled to vote at a meeting of the committee or General Meeting of the Society.

General Meeting means either an AGM or an extraordinary general meeting convened in accordance with clause 13.5.

The Act means the Incorporated Societies Act 1908.

2. Name and Office

2.1 The name of the Society is Jackson Street Programme Incorporated (**Society**).

2.2 The registered office of the Society will be such address as may be determined by the Committee.

3. Objects and Powers

3.1 The object of the Society is the economic vitalisation of Jackson Street through heritage conservation and design, business development, promotion and organisation and to thereby also uplift the Petone business community generally.

3.2 Further the specific objectives of the Society shall include:

- a. To conserve and enhance features of historical significance and interest.
- b. To develop the appearance and feel of Jackson Street to make it attractive and interesting for visitors, residents, and Jackson Street business people.
- c. To promote Jackson Street in a co-ordinated and effective manner to attract more visitors into Jackson Street.
- d. To develop a strong sense of community co-operation and belonging amongst the Jackson Street area and business people.
- e. To promote business in Jackson Street.

3.3 The society will have the power:

- a. To purchase, lease, hire or otherwise acquire and hold real and personal property rights and privileges;

- b. To control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such money by way of mortgage, or charge over all or part of any of its real and personal property;
- c. To sell, lease, mortgage, charge or otherwise dispose of any property of the Society and to grant such rights and privileges over such property as it considers appropriate;
- d. To determine, raise and receive money by subscriptions, donations, fees, levies, gate charges, sponsorship, government funding or otherwise;
- e. To make, alter, rescind and enforce by-laws, regulations, policies and procedures for the governance, management and operation of the Society;
- f. To enter into contracts with employees, sponsors, members and any other persons, agencies and organisations;
- g. To produce, develop, create, license and otherwise exploit, use and protect the intellectual property of the Society;
- h. To determine who are its members;
- i. To withdraw, suspend or terminate membership;
- j. To determine, implement and enforce disciplinary, disputes and appeal procedures (including drug testing and other policies), conduct hearings and impose sanctions and penalties;
- k. To consider and settle disputes between members;
- l. To appoint, through the committee up to 3 committee members to fill vacancies on the committee in the case of either a retirement or resignation, when extra skills are required and/or in order to ensure the committee membership fairly reflects the interests of the stakeholders;
- m. To do any other acts or things which are incidental or conducive to the attainment of the objects of the Society, provided that the above powers shall not limit the rights and powers of the Society as an incorporated society under the Act.

4. Membership

4.1 All applications for membership must be made in writing in such form and contain such information as may be required by the Committee from time to time. Persons qualifying as ordinary members will be automatically approved as members on application, provided that their membership has not previously been suspended or terminated under Rule 4(3). The Committee will, in its absolute discretion, determine whether an application for membership is successful.

4.2 The members of the Society will comprise:

- a. **Ordinary members:** Ordinary membership is open to the following persons:
 - i. All Owners of real estate within the Jackson Street Special Rating area who are subject to the Jackson Street Special Rate as levied by the Hutt City Council;

- ii. All owners or operators of a business within the Jackson Street Special Rating area that occupy a building that is subject to the Jackson Street Special Rate as levied by the Hutt City Council;

AND in case of a corporate, multiple or other ownership one delegate on their behalf appointed in writing.

b. **Associate Members (Trading):**

- iii Associate Membership (Trading) will be open to businesses trading from premises in the area of Petone bound by Udy Street, Cuba Street, The Esplanade and Hutt Road (excluding the Heritage area of Jackson Street) who wish to support the object of the Jackson Street Programme and participate in the activities they organise;
- iv An annual subscription will be calculated annually and will be based on a proportion of their rateable property value equivalent to the Jackson Street Programme Special Rate levied by the Hutt City Council on properties in Jackson Street;
- v Any Associate Member (Trading) may attend the AGM and General Meetings of the Society and shall hold full voting rights with the exception of matters relating to the special rate which is levied by the HCC, where they shall not have voting rights. An Associate Member (Trading) is eligible to be a JSP office;

c. **Associate Members (Supporter)**

- vi Associate Membership (Supporter) is available to any person or organisation that supports the Objects of the Jackson Street Programme;
- vii An annual subscription will be set by the JSP committee at its first meeting following each AGM;
- viii An Associate Member (Supporter) may attend the General Meetings and AGM of the Society but shall not hold any voting rights. An Associate Member (Supporter) is eligible to be a JSP office holder;
- ix An Associate Member (Supporter) will not have any rights under their associate membership to promote their business under the umbrella of the Jackson Street Programme name. They may however, state on their websites and in other communications that they are supporters of the Jackson Street Programme.

4.3 Membership may be suspended or terminated following a resolution passed by a two thirds majority of votes at a meeting of the Committee if a member:

- a. Is convicted of an indictable offence;
- b. Acts in a manner considered to be injurious or prejudicial to the character or interests of the Society;
- c. Breaches any provisions of this Constitution which is not remedied within 14 days after receiving notice from the Committee requiring the breach to be remedied;

4.4 Any member may resign from membership of the Society by giving the Committee not less than 30 days notice of such resignation. Resignation will not release a member from any monetary or other obligation due to the Society at the time of the member's resignation.

4.5 Any ordinary member who ceases to be eligible for membership shall immediately cease to be a member of the Society provided however where the member is also a member of the committee then the member shall continue to be deemed to be a member until the date of the next AGM.

5. Subscriptions

5.1 The following subscriptions shall be paid to the Society:

- a. An annual subscription fee shall be paid to the Society by Associate Members (Trading) *refer* to 4.2 a.i;
- b. An annual subscription fee shall be paid to the Society by Associate Members (Supporter) refer to 4.2 c.vii.

5.2 All fees and levies shall be at such rate set from time to time by the Committee. Annual subscription fees shall be payable in advance and shall become due and payable on the 1st day of July in each year.

5.3 All subscription fees must be paid before an Associate Member may participate in any meeting including without limitation the AGM;

5.4 Any Associate Member whose subscription fee or any other fee or levy shall be in arrears for three months from their due date shall forfeit his, her or their membership of the Society and be barred from taking part in any of the activities of the Society including attending a meeting which without limitation includes any Annual General Meeting.

6. Officers

6.1 The Society shall have the following officers:

- a. Chairperson;
- b. Secretary;
- c. Treasurer;
- d. Auditor.

The office of secretary and treasurer may be combined but the person holding such combined office shall have only one vote.

6.2 The Auditor will be appointed at the AGM.

7. Committee

7.1 The Committee are to be elected at the AGM and shall comprise the following persons:

- a. The Chairperson, who will be the Chairperson of the Committee;

- b. The Secretary;
- c. The Treasurer;
- d. A maximum of 9 Committee Members elected from the membership of the society.

- 7.2 Nominations for office as members of the Committee of the Society may be made by any member on the approved form whose nomination shall be seconded by another member of the Society and signed by the nominee and shall be forwarded to the secretary in writing not less than 21 days before the ensuing AGM and then notified to all current members of the Society not less than 14 days before the relevant AGM. A person cannot be an officer or member of the Committee of the Society unless they are a *paid up member*.
- 7.3 If no valid nominations for members of the Committee of the Society are received by the secretary or the number of nominations is insufficient to fill the vacancies on the committee, nominations for the position or positions as the case may be, may be made orally at the AGM provided that the approval of the nominee has been obtained.
- 7.4 Should there be only one nomination for an available office, the Chairperson of the meeting shall declare the nominee elected. Should there be more than one nominee for an available office a secret ballot shall be taken amongst those members entitled to vote.
- 7.5 A Committee member or office holder may resign their office by giving the Committee not less than 30 days written notice of such resignation.
- 7.6 Resignation will not release the Committee member from their obligations for whatever reason, to not use, disclose, or distribute to any person or entity, all and any confidential information, messages, data, or trade secrets or intellectual property or trademarks acquired by the committee member during the course of their tenure. This includes but is not limited to information about JSP.

8. Election

- 8.1 If an election is necessary for any one of the officers or other members of Committee then a secret ballot shall be taken.
- 8.2 Each Ordinary Member shall have one vote for each officer and other members of Committee. Associate Members (Trading) shall also be entitled to vote for officers or other members of Committee. Associate Members (Supporter) shall not be entitled to vote for officers or other members of the Committee.
- 8.3 Where there is more than one nomination for any office the secret ballot shall be decided by highest in number of votes.

9. Duties of the Secretary

The Secretary shall:

- 9.1 Attend all meetings of the Committee;
- 9.2 Ensure a true and proper record is kept of the affairs of the Society, including the minutes of all Committee and General meetings of the Society;

- 9.3 Ensure all general correspondence of the Society is undertaken professionally and that records of this correspondence are maintained;
- 9.4 Ensure a roll of all members of the Society, their names and full contact details;
- 9.5 Ensure proper notice is given of all meetings and to ensure copies of meetings minutes are circulated with, or prior to, the notice of the subsequent meetings.

10. Duties of the Treasurer

The Treasurer Shall:

- 10.1 Ensure all subscriptions and other money payable to or receivable by the Society are properly accounted for;
- 10.2 Ensure the books and accounts of the Society are kept professionally, that all accounts approved by the Society or Committee are paid; and that such financial statements as the Society or Committee may require are rendered;
- 10.3 Ensure that the funds of the Society are invested as directed by the Committee.

11. Management

- 11.1 The management of the Society is vested in the Committee who, except for those matters especially reserved to the Society in an AGM or General Meeting, shall exercise all powers of the Society.
- 11.2 The Committee may delegate any one or more of its powers to a subcommittee, to a member of the Committee, to an employee of the Society or to any other person.
- 11.3 The Committee may appoint such employees as it considers necessary to carry out its powers and duties and determine the remuneration and terms of employment of any such employees.
- 11.4 The committee may appoint such contractors as it considers necessary to carry out its powers and duties and determine the remuneration and terms of engagement.
- 11.5 All contracts with employees and contractors will comply with the Hutt City Council Contract which is reviewed and allocated every three years on the 1st July 2013, 2016, 2019 and so on.

12. Committee Meetings

- 12.1 A meeting of the Committee may be held:
- a. by a number of Committee members who constitute a quorum, being assembled at the same time and place; or
 - b. by means of audio or audio visual communication or message service or other electronic data transmission by which all Committee members participating and constituting a quorum are available throughout the meeting.
- 12.2 A meeting of the Committee must be held at least every two months but the chairperson may convene a Committee meeting at any time and must, at the request of two Committee members convene a Committee meeting. Notice of a Committee meeting must be given to every Committee member. Where possible at least 7 days prior notice of a Committee meeting will be given.

- 12.3 A quorum for a Committee meeting will be not less than three members of the Committee plus at least one officer.
- 12.4 Every Committee member has one vote. In the case of an equality of votes the chairperson will have a casting vote in addition to his or her deliberative vote.
- 12.5 Except as set out in this constitution, the Committee may regulate its own procedure.

13. AGM and General Meetings

- 13.1 An AGM will be held each year:
- a. to elect officers of the Society and other members of the Committee;
 - b. to receive reports on the previous year's activities, including the Chairperson's report, a financial report and auditor's report;
 - c. to consider any notices of motion and remits;
 - d. to transact any other business that may properly be conducted at an AGM.
- 13.2 An AGM shall be held between the 1st of September and the last day of November in each year.
- a. The Jackson Street Programme Inc can host an AGM and General Meeting by means of audio or audio visual communications (virtual platform) by which all Members and Associate Members can participate and constituting a quorum are available throughout the entire meeting.
- 13.3 Written notice of each AGM will be forwarded to all members at least 14 days prior to the meeting, such notice to include the agenda of business to be conducted at the meeting.
- 13.4 Notices or motions (other than those coming within the terms of 17.3 hereof containing changes to this Constitution) and all other remits and nominations must be received by the secretary at least 21 days prior to the meeting.
- 13.5 The secretary may convene an extraordinary general meeting at any time and must convene an extraordinary general meeting on receipt of a written request signed by at least 20 members stating the business to be transacted. At an extraordinary general meeting only the business mentioned in the notice calling the meeting may be transacted. Otherwise the procedure to convene an extraordinary general meeting will be as close as possible to that of the AGM.
- 13.6 Subject to the voting rules contained in the rule 14 hereof Members shall have one vote at a General Meeting and AGM.
- 13.7 Voting will be by a show of hands unless the Chairperson calls for a secret ballot and except for the voting for officers which is to be undertaken in accordance with rules 7 and 8.
- 13.8 In the case of an equality of votes cast at a General Meeting or AGM the Chairperson of the meeting will have a casting vote in addition to his or her deliberate vote.
- 13.9 The quorum for all General Meetings shall consist of 10 members present and entitled to vote. If a quorum is not present within 30 minutes of the time appointed for the commencement of the meeting, the meeting shall stand adjourned to the same day in the next week, and if at the adjourned meeting a quorum

is not present within 30 minutes from the time appointed for the meeting the number of persons present and entitled to vote at the expiration of that 30 minutes shall constitute a quorum.

- 13.10 Voting will be carried on the basis of a simple majority unless specified otherwise in these rules.
- 13.11 A member may vote by proxy appointed in writing by the member on all matters except the election of the committee. Such a proxy is to be signed by the member and tabled at the General Meeting or AGM at the commencement of the meeting.
- 13.12 Any irregularity, error or omission in notices, agendas and relevant papers for General Meetings or AGM the omission to give notice within the required time frame or the omission to give notice to the members and any other error in the organisation of a General Meeting or AGM shall not invalidate the meeting nor prevent the meeting from considering the business, provided that:
- a. The Chairperson, in his or her discretion, determines that it is still appropriate for the General Meeting or AGM to proceed despite the irregularity, error or omission; and
 - b. A motion to proceed is put to the General Meeting or AGM and two thirds of votes cast is obtained in favour of the motion to proceed.

14. Voting rights

- 14.1 All ordinary and associate members (trading) shall have one vote in relation to all matters, where they are eligible to vote except to the extent stated in paragraph 14.2 hereof.
- 14.2 Only ordinary members shall have the right to vote in respect of any matters relating to issues that arise out of or relating to the Special Jackson Street Rate, and as to the election of the committee.
- 14.3 Associate members (Supporter) are not eligible to vote at AGM's or General Meetings.
- 14.4 Notwithstanding than any ordinary member may own more than one building or operate more than one business and/or own a building and also operating business within the special rating area that member shall have one vote only.

15. Disciplinary Powers

- 15.1 The disciplinary powers of the Society in respect of its members are exercised by the Committee. The Committee will decide disciplinary matters by a majority vote. The Chairperson will not have a casting vote in relation to disciplinary matters.
- 15.2 The Committee will have power to deal with any allegation that a member has:
- a. contravened the rules, regulations, by-laws or policies of the Society;
 - b. brought the Society into disrepute;
 - c. been guilty of conduct unbecoming a member of the Society.
- 15.3 The Committee may impose any one or more of the following penalties:
- a. reprimand;
 - b. suspension;

- c. termination of membership;
 - d. such other penalty thought to be appropriate by the Committee.
- 15.4 If the Committee receives a complaint or allegation that a member has breached Rule 15.2 the Committee must hold a hearing to determine the complaint or allegation. The Committee must give the member against whom the allegation or complaint has been made not less than 10 days notice of the complaint and of the hearing.
- 15.5 A member may answer the complaint or allegation in writing and/or appear before the Committee. If the member wishes to appear before the Committee, he or she must not less than 3 days before the hearing give written notice of his or her intention to do so together with details of the matters in issue and an indication of any evidence in support of the member's case.
- 15.6 Any party to the hearing may be represented by counsel or agent but the proceedings must be conducted informally and as directed by the Committee so as to give each party a fair opportunity to be heard.
- 15.7 The Committee may receive and consider a complaint or allegation upon such information, evidence and submissions as it thinks fit and will not be bound by the rules of evidence.
- 15.8 The hearing may be adjourned as the Committee thinks fit.
- 15.9 Neither the Society nor the Committee is liable to any member or employee, agent or other representative of a member or to any witness for travelling or other expenses relating to the hearing and attendance at the hearing.
- 15.10 The decision of the Committee must (even if announced at the hearing) be recorded in writing and delivered to the member within ten (10) working days of the hearing.
- 15.11 The Committee may, in its discretion, notify members of its decision including such particulars of names, complaints, allegations, finding and penalties or orders if it thinks fit.

16. Finances

- 16.1 The funds of the Society shall be devoted to the furtherance of the objects of the Society.
- 16.2 All monies received shall be banked in the name of the Society in the appropriate account at the bank of the Society.
- 16.3 All payments shall be made by cheque duly signed and approved for payment by the Committee or by such other means of payment as approved by the Committee. All cheques must be signed by any two of the chairperson, secretary, treasurer or one other member of the Committee duly appointed for that purpose.
- 16.4 An imprest petty cash account of an amount authorised by the Committee shall be available to the secretary.
- 16.5 The Committee shall have the power to open special accounts.

- 16.6 The financial year of the Society shall be from the 1st day of July to the 30th day of June the following year.
- 16.7 The honorarium (if any) of any officers of the Society shall be fixed at the AGM of the Society.
- 16.8 As soon as practicable, following the end of each financial year, the Committee will cause to be prepared a statement containing the particulars of:
- a. the income and expenditure for that financial year; and
 - b. the assets and liabilities of the Society as at the end of the financial year.
- 16.9 The Committee will cause the statements referred to in Rule 16.8 above to be examined by a suitably qualified auditor, who is not associated with a member. The auditor may request the production of any books, papers, accounts and documents relating to the affairs of the Society and will present a report to the Committee prior to the AGM following the relevant financial year.

17. Alterations to Constitution

- 17.1 Alterations, deletions or additions to this constitution may be adopted only at a General Meeting of the Society. Any proposed alterations, deletions or additions must be set out in full in the notice calling a General Meeting. Such alterations, deletions or additions will be approved only if supported by two thirds majority of the members present and entitled to vote at the General Meeting.
- 17.2 No alteration, deletion or addition shall be approved if it affects the non-profit objects, personal benefit prohibition or dissolution rules of the Society. This rule 17.2 must not be removed from these rules and must be included in any alteration, addition to or revision of these rules.
- 17.3 Notice of any proposed alterations; deletions or additions to this constitution must be given to the secretary not less than 21 days before the relevant General Meeting and then notified to all current officers and members of the Society not less than 14 days before the relevant General Meeting.

18. Validation

- 18.1 No action taken by the Committee or any subcommittee or persons acting under the powers delegated to them by the Society or Committee shall be deemed to be invalidated by reason only of an inadvertent irregularity provided that such action is ratified at the first meeting of the Society or Committee subsequent to the discovery of the irregularity.

19. Matters not provided for

- 19.1 If any matter shall arise which in the opinion of the Committee is not provided for in this constitution then the same may be determined by the Committee in such manner as it deems fit, and every such determination shall be binding upon members unless and until set aside by a resolution of a General Meeting.

20. Indemnity

- 20.1 The Committee and other officers and servants (whether voluntary or paid) of the Society shall be indemnified by the Society against all losses and expenses incurred in relation to the discharge of those duties unless such loss or expense incurred as a result of their own dishonesty, wilful act or omission or negligence.

21. Dissolution

- 21.1 The Society shall not be dissolved unless a motion to that effect has been passed by a two thirds majority of the members present and entitled to vote at any General Meeting convened for that purpose and in accordance with the provisions of the Incorporated Societies Act 1908 and its amendments.
- 21.2 On dissolution the assets of the Society remaining after payment of all the Society's liabilities will be disposed of in such manner as passed by resolution at the General Meeting convened for the purposes of dissolving the Society provided however the assets shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other organisation or body having **objects similar to the objects of the Society, or to some other charitable organisation or purpose within** New Zealand.

22. Prohibition on Personal Benefits

- 22.1 *No member or person associated with a member may participate in or materially influence any decision by the Society in respect of payment to or on behalf of that member or associated person, of any income, benefit or advantage.*
- 22.2 *Any such income paid or benefit or advantage conferred must be reasonable and relative to that which would be received in an arm's length transaction (being the open market value). This rule and its effect must not be removed from the rules of the Society and must be included in any alteration, addition to or revision of these rules.*

23. Common Seal

- 23.1 The Society shall maintain a common seal which shall be kept in the custody of the secretary and shall be affixed to any document only by the authority of the Committee and in the presence of the Chairperson and one other member of the Committee. In the absence of the Chairperson a second member of the Committee shall be a valid signatory to the common seal.

24. Intellectual Property

- 24.1 JSP members are encouraged to use the JSP brand mark, on their advertising, websites and other communications, subject to the following:
- a. It must be used as a small 'signature stamp', not as the dominant logo;
 - b. The member must not state or imply that their business or promotion is endorsed by the JSP unless permission has been granted from the JSP Committee;
 - c. Where a promotion involving two or more member businesses is being organised, the organisers must obtain the approval of the committee for the use of the brand mark.

- 24.2 Any members wanting to use the JSP brand mark, or any of the JSPs imagery, as a dominant feature on an advertisement or any other communication, must first obtain the written permission of the Committee.
- 24.3 Before granting its permission, the Committee must in its opinion be satisfied that the proposed use of the brand mark or other JSP imagery is in correct style, is in good taste, does not infringe the intellectual property of third parties, is not defamatory and complies with all legal requirements.
- 24.4 JSP Committee may in addition to the stated reasons decline to allow the use of the brandmark etc,... "If it believes it would be contrary to the interests of the Jackson Street Business community as a whole."

25. Trademarks

- 25.1 JSP also owns the trademark "Only One Petone TM" (Registration No. 856147) and approval is also required for the use of this secondary trademark. Refer to 24.