

THE HARBOR'S BAY RETAILERS'
ASSOCIATION INCORPORATED

CONSTITUTION AND RULES

MACKENNEY & DEVINE,

Solicitors,

HASTINGS.

R U L E S

of

1914 1915
February 1917
B. J. G. G. G.
Annual Register of the Provincial District of Hawke's Bay

THE HAWKE'S BAY RETAILERS' ASSOCIATION INCORPORATED.

1. NAME: The name shall be "The Hawke's Bay Retailers' Association Incorporated".
2. OBJECTS: The objects for which the Association is established are:-
 - (a) To promote the general interests and welfare of the drapers, clothiers, mercers, milliners, furnishers, footwear sellers, crockery and Home appliance sellers and any other allied retailers in the Provincial District of Hawke's Bay.
 - (b) To promote and encourage in Hawke's Bay a high standard of salesmanship service to the public and a just and honourable practice in the conduct of business.
 - (c) To influence members in refraining from unfair competition and trade practice.
 - (d) To promote friendly relations amongst and between the members and all other persons connected with the retail trades.
 - (e) To collect and disseminate information that will assist members in the efficient or economical conduct of their business and to acquire and promote any publication in whole or in part or to designate such or other suitable publication the official organ of the Association.
 - (f) To promulgate a general policy and to secure uniformity of action by members of the Association.
 - (g) To conduct or cause to be conducted on behalf of its members, either individually or collectively, negotiations for the settlement of industrial disputes by means of industrial agreements relating to conditions of employment or by the reference of such disputes to Councils of Conciliation or to the Court of Arbitration.

- (h) To give consideration to matters of shipping transport freights, and insurances, Board of Trade and other departmental regulations, trade treaties, custom tariffs, rate of exchange, trade marks and standards, and to any other matters affecting or likely to affect the interests of members of the Association and from time to time to make all such representations as may be in the interest of members.
- (i) To support the principle of private enterprise.
- (j) To aid, foster and encourage the formation of trade groups within the Association.
- (k) To apply for membership and be a member of the New Zealand Retailers' Federation.
- (l) To purchase take on lease or in exchange or otherwise acquire any lands buildings easements or any real or personal property which may be required for the purposes or conveniently used in connection with any of the objects of the association and to sell convey transfer assign grant easements in respect of mortgage give in exchange lease let hire or otherwise dispose of the same.
- (m) To construct improve alter or maintain any buildings or works necessary or convenient for the purpose of the Association.
- (n) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (o) To borrow or raise and give security for moneys in such manner as the Association thinks fit and in particular by the issue of or upon bonds debentures promissory notes or other obligations or securities of the Association secured upon its assets or otherwise or by mortgages or charge upon all or any of the property of the Association and to solicit

and receive donations.

- (p) To take or accept any gift transfer or conveyance of property real or personal and whether subject to any trust or not for any one or more of the objects of the Association.
- (q) To hire and employ and dismiss secretaries clerks typists servants workmen and to pay them and to other persons in return for services rendered to the Association salaries wages gratuities and pensions.
- (r) To promote and hold either alone or jointly with any other Association conference meetings dinners balls concerts lectures shows exhibitions competitions or other functions.
- (s) To amalgamate with any other association having objects wholly or in part similar to those of this Association.
- (t) To apply for promote and obtain any Act of Parliament leave license or other authority to enable the Association to carry out any or all of its objects or for the purpose of obtaining any additional powers or for any other purposes which may appear expedient in the interests of the retail trade in New Zealand and to oppose any bills proceedings or applications which may seem to the Association likely to prejudice the said trade or any part of it.
- (u) In furtherance of the objects of the Association to establish or promote or assist in establishing or promoting and to subscribe to or become a member of any other Association whose objects are wholly or in part similar to those of this Association or the establishment or promotion of which may be beneficial to this Association or the retail trade in New Zealand.

- (v) To do all such other lawful things as are incidental or conducive to the attainment of above objects of any of them.

3. MEMBERSHIP:

- (a) Membership of the Association shall be open to any person or persons or company carrying on business as drapers clothiers mercers milliners furnishers vendors of footwear crockery and home appliances and such other trades as may be approved by the Executive in the Provincial District of Hawke's Bay.
- (b) Any person, or company eligible under the preceding paragraph and desiring to become a member shall make written application in the form prescribed in the Schedule hereto to the Secretary-Treasurer who shall thereupon submit it for the consideration of the Executive and the Executive shall if it approves of such application admit such person or company to membership. The Executive shall not be called upon to give any reason for approving or not approving any application submitted to it.
- (c) If any member becomes an employee his membership shall cease and be deemed to be terminated.
- (d) Any member may resign from membership of the Association by giving to the Secretary-Treasurer not less than one calendar month's notice in writing of his intention to that effect and paying his fees subscription levies and penalties theretofore due.

4. MANAGEMENT:

- (a) The management and control of the affairs of the Association shall be vested in a Committee of Management (herein referred to as "the Executive") which shall have and may exercise all the powers of the Association which are not expressly required to be exercised by the Association in general meeting or as otherwise provided by these Rules.

(b) The Executive shall consist of:

(1) A President.

(ii) A Vice-President.

(iii) The immediate Past President provided that should a President hold office for two or more years then the Association may at the annual General Meeting elect a member of the Association to the Executive to take the place such President would have occupied had he not been re-elected.

(iv) Eight members to represent the following trade groups:

Drapers and Fashion Goods.

Vendors of men's and boy's wear.

Furnishers.

Vendors of footwear.

Account and credit.

Vendors of home appliances and radio equipment.

Vendors of crockery and household hardware.

General retailers.

(v) Such other members as the Annual General Meeting shall from time to time decide.

All of whom with the exception of the immediate past president shall be elected at the Annual General Meeting and shall hold office (except in the case of death resignation expulsion or suspension) until the election of their successors of office. Nominations for office may either be made in writing and delivered to the Secretary-Treasurer prior to the Annual General Meeting or may be made at the Annual General Meeting.

(c) The Executive shall have power to appoint a member to fill any casual vacancy on the Executive for such period as the Executive seems necessary and any member so appointed shall retire at the next Annual General Meeting together with the rest of

the Executive but all or any of the retiring Executive shall be eligible for re-election.

- (d) At any meeting of the Executive five shall form a quorum.
- (e) Any member of the Executive may be removed from office by a resolution passed by a three fourths majority of members present at a special general meeting of the Association called for such purpose written notice of which has been given to such member not less than twenty-one days before the date of such meeting.
- (f) Meetings of the Executive may be called at any time by the President, Vice-President, Secretary-Treasurer or on the requisition in writing of three members.
- (g) Any member of the Executive absenting himself from three consecutive meetings of the Executive without giving a reason acceptable to the Executive shall be deemed to have vacated his office.
- (h) The President, when present, shall preside at all Meetings, shall sign all Minutes and shall generally conduct all Meetings. The President shall have a deliberate vote, and in cases of equality of voting, a casting vote also. In the absence of the President, the Vice-President shall possess and may exercise in all respects the powers and shall perform all the duties of the President. In the absence from the Meeting of the President, Vice-President and Past President, a Chairman shall be chosen by the members present, and while so acting, shall have and may exercise all the powers and shall perform all the duties of the President.

5. MEETINGS:

- (a) The Annual General Meeting of the Association shall be held in the month of September in each year on a day and at a time and place to be appointed by

the Executive for the following purposes:

- (i) To receive a report balance sheet and statement of accounts for the preceding year.
 - (ii) To elect an Executive and appoint a Secretary-Treasurer and Auditor for the ensuing year.
 - (iii) To decide on any resolution which may be duly submitted to the meeting.
- (b) Ordinary General Meetings shall be held at such time and place as may be determined by the Executive.
- (c) A Special General Meeting shall be held at such time and place as the President or Executive shall think fit, and shall be called forthwith by the Secretary-Treasurer on receipt by him of a requisition, in writing, to that effect, signed by six members of the Association. Such requisition shall specify the nature of the business to be transacted.
- (d) All Ordinary or Special General Meetings shall be convened by the Secretary-Treasurer by written notice given to the members fourteen days at least before the day of the meeting. In case of a Special General Meeting, such notice shall specify the nature of the business to be transacted, and no business other than that specified in the notice calling the meeting shall be taken. Business not specified on the notice calling any Ordinary General Meeting may be transacted by the leave of the Chairman if not opposed by a majority of the members present and entitled to vote.
- (e) At any Ordinary or Special General Meeting ten members shall form a quorum. If within ten minutes from the time appointed for the meeting a quorum is not present the chairman may if he thinks fit adjourn the meeting to the same day next week at the same time and place.
- (f) Except for the chairman who shall have a casting

vote as well as a deliberate vote members shall have one vote on each question submitted.

- (g) A representative of a company attending a meeting shall be deemed to have power to bind such body.
- (h) The mode of voting on all questions (other than elections) at all general meetings shall be by a show of hands or if the majority of members present so require by a secret postal ballot.
- (i) The mode of voting on all elections at the Annual General Meeting shall be by ballot in such manner as the chairman shall determine.
- (j) Save where otherwise provided in these rules any motion submitted to a meeting shall be deemed to be carried if the majority of members present and entitled to vote in favour of such motion.
- (k) Subject to the right of members to require a show of hands or secret ballot as hereinbefore provided the declaration of the chairman that a resolution has on a show of hands been carried unanimously or by a particular majority or lost and an entry in the minute book shall be conclusive evidence of the fact.
- (l) If any member be unable to attend a meeting he may in writing appoint some other member to vote for him thereat on his behalf, but such representative shall not be entitled to vote for more than one absentee.
- (m) No firm or company shall be entitled to be represented at any meeting of the Association by more than one person nor shall any firm or company have more than one vote.

6. SECRETARY-TREASURER:

The Annual General Meeting shall appoint a Secretary-Treasurer and who shall hold office at the pleasure of the Association upon such terms and conditions and at such remuneration as the Executive shall from time to

time think fit. The Secretary-Treasurer need not be a member of the Association.

7. AUDITOR: The Annual General Meeting shall appoint an Auditor who shall audit the accounts of the Association annually and at such other times as the Executive may direct.

AGM 7/8/88
"ACCOUNTS SHALL NO
LONGER BE AUDITED"

8. TRUSTEES: There shall be a Committee of Trustees of the Association which shall comprise:-

- (a) President
- (b) Vice-President
- (c) Secretary-Treasurer

and by who all investments of the Association shall be made by direction of the Executive.

9. FUNDS: All funds belonging to the Association shall be lodged to the credit of the Association in such Bank as the Executive shall from time to time direct and all cheques and other negotiable instruments drawn on such Bank shall be signed by either two of the President, Vice-President and Secretary-Treasurer jointly and all cheques and negotiable instruments shall be endorsed by any one of the President, Vice-President and Secretary-Treasurer.

10. SUBSCRIPTION:

- (a) The financial year of the Association shall commence on the 1st day of July on which day all subscriptions shall become due and payable.
- (b) The Annual Subscription payable by members shall be that fixed from time to time by the Association in general meeting and until so fixed shall be £3.10.0 per annum.
- (c) Any person or company admitted to membership during the financial year may be required to pay part only of the subscription for that year.
- (d) Any member whose subscription is one month in arrear shall be ineligible to vote at any Executive or General Meeting until such arrears are paid

Altered to April
27/7/87

and if he shall occupy any office in the Association he shall be deemed to have vacated office provided always that on the application of any member the Executive may extend the time for payment of any subscription for such period as it may think fit.

11. LEVIES: The Association may at any time by resolution passed at a Special General Meeting of the Association of which at least twenty-one days notice shall have been given make a levy on members in addition to the subscription of such amount and payable at such time or times as the resolution may prescribe and until so fixed by General Meeting the levy shall be:-

- (a) For each member not employing shop assistants £1.0.0 per annum,
- (b) For each member employing shop assistants £1.0.0 per annum for one principal and each assistant paid under the Retail Shop Assistants Award with a maximum of £31.10.0 per annum.

12. EXPULSION OF MEMBER:

The Association may at any time by letter invite any member within a specified time to resign for acting in such a manner as the Executive considers may bring discredit on the Association or its members or for breach by him of these rules or any by-laws or regulations hereunder or serious misconduct in any meeting or for failing to pay the subscription due by him within six months after the date on which the same becomes payable, and in default of withdrawal from the Association to submit the question of his expulsion to a general meeting to be held within fourteen days from the date of such letter and at such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation verbally and/or in writing and if thereupon a majority of the members present shall vote for his expulsion he shall forthwith without releasing him from any antecedent liability to the Association

cease to be a member.

13. SUSPENSION OF MEMBER:

The power to expel a member shall include a power to suspend or deprive of any benefits or privileges of membership for so long as the Association shall think fit and the provision of the last preceding clause thereof shall *mutatis mutandis* apply to proceedings for any such suspension or deprivation of benefit or privileges of membership.

14. ALTERATION TO RULES:

- (a) These rules may be altered added to rescinded or otherwise amended by a resolution passed by a two-thirds majority of members present at a general meeting of which twenty-one days' notice has been given.
- (b) Every such notice shall set forth the purpose of the proposed alteration addition rescission or other amendment.
- (c) Duplicate copies of every such alteration addition rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.

15. WINDING UP:

The Association shall be wound up if the Association at a General Meeting passes a resolution requiring the Association to be wound up and such resolution is confirmed at a subsequent General Meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed. The surplus assets after payment of the Association's liabilities and the expenses of the winding up shall be disposed of in such manner as the Association shall in general meeting by resolution determine.

16. MATTERS NOT PROVIDED FOR:

Any matter not specially provided for in these Rules

shall be dealt with by the Executive as it may deem advisable to be in the best interest of the Association, and any such decision arrived at shall be considered final and binding upon all members of the Association.

17. NOTICES: Every notice required to be given to members or any of them shall be deemed to have been duly delivered if posted to such member in a prepaid letter addressed to him at his last known address.

18. SEAL: The Seal of the Association shall be in the custody of the Secretary-Treasurer (or other person in the behalf authorized by the Executive) and shall be affixed to documents pursuant to a Resolution of the Executive and in the presence of two members of the Executive.

THE SCHEDULE HEREINBEFORE REFERRED TO:

THE HAWKE'S BAY RETAILERS' ASSOCIATION INCORPORATED.

I/We hereby apply for membership of the above-named Association and I/We hereby agree to observe the rules of the Association.

The Group or Groups I/We am/are particularly interest in is/are:-

Drapery and Fashion)	Please strike out those not applicable.
Men's and Boys' Wear)	
Furniture)	
Footwear)	
Crockery and Hardware)	
Home Appliances (Electric))	

Shop Assistants employed.....

Dated at.....this.....day of.....1958.

Signature.....

Address.....

.....

Telephone No.....