

**CHAMBER OF COMMERCE  
TAURANGA REGION INCORPORATED**

**CONSTITUTION AND RULES**



**Holland Beckett**

**L A W Y E R S**

## TABLE OF CONTENTS

	Page
1. NAME .....	1
2. OFFICE .....	1
3. OBJECTS .....	1
4. CLASSES OF MEMBERSHIP .....	2
5. APPLICATION FOR MEMBERSHIP .....	3
6. MEMBERSHIP FEES .....	3
7. CESSATION OF MEMBERSHIP .....	3
8. BOARD .....	4
9. OTHER APPOINTMENTS .....	5
10. MANAGEMENT .....	5
11. REGULATION OF BOARD .....	5
12. COMMITTEES .....	6
13. ANNUAL GENERAL MEETING .....	6
14. SPECIAL GENERAL MEETINGS .....	6
15. REGULATION OF MEETINGS .....	6
16. QUORUM .....	6
17. VOTING .....	7
18. DUTIES OF THE TREASURER .....	8
19. FINANCE .....	9
20. REPRESENTATIVES .....	9
21. ALTERATION OF RULES .....	9
22. DISSOLUTION .....	9
23. COMMON SEAL .....	10
24. SERVICE OF NOTICES .....	10
25. MINUTES .....	10
26. INDEMNITY .....	10
27. DEFINITIONS .....	11

## CONSTITUTION AND RULES

Dated

2013

### 1. NAME

- 1.1 The name of the association is The Chamber of Commerce Tauranga Region Incorporated ("the Chamber")

### 2. OFFICE

- 2.1 The office of the Chamber is at Tauranga or such other place as the Board may from time to time decide.

### 3. OBJECTS

- 3.1 The objects for which the Chamber is established are to:

- (a) promote a freedom of enterprise for those who, by their individual and corporate talents, contribute real economic, social and cultural wealth to the community,
- (b) strengthen Tauranga and the Western Bay of Plenty as one of New Zealand's leading commercial, industrial and communications centres,
- (c) assist, promote and advance the interest of the commercial community participating in commerce and industry, especially in the region of the Western Bay of Plenty and generally throughout New Zealand,
- (d) assess and promote the opinion of Members and the business community to influence the development and advancement of enterprises carried on by Members of the Chamber,
- (e) promote, foster and participate in any international, national or regional Chamber of Commerce,
- (f) To provide services to members and non-members in relation to networking, training, education, providing business advice and information and mentoring,
- (g) Generally to do, by all lawful means, all such acts, matters and things as may be incidental or conducive to the attainment of all or any of the objects hereinbefore stated.

- 3.2 The Chamber shall have the following powers in order to achieve the above objectives. The power to:

- (a) purchase, lease, mortgage, charge, hold, maintain, dispose of or otherwise deal with any real or personal property,
- (b) operate any lawful trading activity,
- (c) borrow money on such terms, conditions or security as the Board considers appropriate,
- (d) invest or lend money on such terms as the Board decides and to vary such loans or investments from time to time,

- (e) substitute or pay up and accept shares in any limited liability company and to purchase or otherwise acquire and hold shares in such companies and to join in and become a member of any partnership, joint venture or other organisation of which the Board approves. This includes the power to act as a shareholder and exercise all powers of a shareholder,
- (f) promote or oppose bills, legislation or other measures or by-laws affecting the interests of members and to make representations to any authority or tribunal upon any matter of concern to the Chamber,
- (g) employ or engage any person to carry out the services of the Chamber with power to dismiss such person as necessary,
- (h) appoint counsel, solicitors, accountants, auditors and agents,
- (i) make gifts, grants, annuities or advances to any person or organisation,
- (j) accept any gift of money or property,
- (k) charge any person for the use of any property owned by the Chamber,
- (l) publicise the activities of the Chamber,
- (m) join with any other person or become a member of any group, body or organisation, whether incorporated or not, under such arrangement as the Board thinks fit to provide for the objects and purposes,
- (n) pay all or any of the expenses incurred in, and in connection with, the running of the Chamber,
- (o) collect any statistics and other information as the Board thinks fit,
- (p) do the above things as principals, agent, contractor, trustee or otherwise and by or through agents, trustees or otherwise and either alone or in association with others,
- (q) establish and award diplomas, scholarships, prizes, incentives and otherwise recognise special or outstanding attainment or performance and to establish funds for this purpose.
- (r) do such other lawful acts and things, as if the Chamber were a natural person, as necessary to carry out the objects and purposes of the Chamber and as incidental to or conducive to the performance of the objects.

#### **4. CLASSES OF MEMBERSHIP**

##### **4.1 The membership consists of:**

- (a) Ordinary Members whose number shall be unlimited. Any person or persons, company, incorporated society or other body as the Board may from time to time approve may apply to be an Ordinary Member,
- (b) Honorary Members who have the same voting powers as Ordinary Members except in matters affecting the finance of the Chamber and the election of its officers. The Board may appoint any persons to be Honorary Members,

- (c) Life Members being persons who the Board has resolved have rendered significant, valuable and meritorious service to the Chamber over a period of years. Life Members are entitled to all the privileges of membership and are entitled to vote as Ordinary Members without payment of any subscription, but otherwise remain subject to these Rules. There must not be more than five (5) Life Members at any one time.

4.2 Member shall mean any Ordinary Member, Honorary Member or Life Member.

## 5. APPLICATION FOR MEMBERSHIP

5.1 Every application for membership must be made in writing on the form approved by the Chief Executive Officer from time to time. In the case of a corporation, the name of the person whom it authorises to represent the proposed Member shall be stated ("Corporate Representative").

5.2 The applicant must (unless an Honorary Member or a Life Member) pay the application fee set by the Board and the annual membership fee. Acceptance as a Member shall be at the Board's absolute discretion and the Board shall not be obligated to give reason if the applicant is not approved. Provided the applicant is approved by the Board, the applicant's name will be entered in the Register of Members.

5.3 All Members are subject to these Rules and are entitled to one copy of these Rules free of charge upon request. It shall be sufficient for the Board to satisfy a request by making the Rules available electronically.

5.4 The Chamber will keep a Register of Members. .

## 6. MEMBERSHIP FEES

6.1 Every Ordinary Member of the Chamber must pay an annual membership fee.

6.2 The annual membership fee will be decided by resolution at the Annual General Meeting or a Special General Meeting called from time to time for that purpose.

6.3 The annual membership fee will apply from the date of the resolution approving the annual membership fee. The approved annual membership fee will apply to all Members whose membership fees fall due for payment or who join the Chamber after the date that the new annual membership fee has been approved.

6.4 Each Member's membership fee will be due on the anniversary of the commencement date of their membership. For the purpose of this clause, Members of the Chamber joining prior to 1 January 2000 shall be deemed to have an anniversary of commencement date on 1 July of each year.

6.5 The Board may, by resolution, waive all or part of the annual membership fee of any Ordinary Member.

## 7. CESSATION OF MEMBERSHIP

7.1 A Member ceases to be a Member of the Chamber if:

- (a) A Member wishing to resign does so by notice in writing to the Chamber. Provided that resignation shall not relieve the Member from payment of any outstanding membership fee,

- (b) The Member's (other than Life Member or Honorary Member) annual subscription is more than three (3) months in arrears and the Board resolves the Member's membership shall cease,
- (c) The Member is adjudicated bankrupt or enters into a compromise with its creditors or goes into receivership or liquidation, or
- (d) The Member infringes these Rules or engages in conduct which, in the opinion of the Board, will bring the Chamber into disrepute. Provided that before expelling a Member for infringement of the Rules or misconduct, the Board will give the Member the opportunity to attend a Board meeting and explain the Member's conduct.

## 8. BOARD

- 8.1 The Board and Officers appointed at the Annual General Meeting immediately following the passing of these Rules shall continue to hold office under the prior rules insofar as they relate to the appointment of the Board and Officers. These Rules in clause 8 shall only apply for the election process from and including the following year.
- 8.2 The Board shall consist of up to twelve (12) elected Board Members (subject to casual vacancies and co-opted Board Members).
- 8.3 The Board Members shall be elected for a two (2) year term in accordance with this clause and clause 17.2. However, any casual vacancy on the Board may be filled by the Board, provided that the Board shall not be obligated to fill casual vacancies unless the number of Board Members is less than ten (10) and the person appointed to a casual vacancy will hold office until the next Annual General Meeting.
- 8.4 Any Board member absent for 3 successive meetings without leave of absence will, at the discretion of the Board, cease to be a member of the Board.
- 8.5 The Board shall hold its first Board meeting within five (5) working days of the Annual General Meeting in order to appoint from the Board Members a Chairperson, two (2) Vice Chairpersons and a Treasurer ("Officers"). If more than one Board Member stands for each office then the matter shall be decided by vote of those Board Members present. Such vote shall be conducted in such manner as the chairman of the meeting shall determine. Such chairman shall declare the result of the vote and such declaration shall be final and conclusive. In the event of a casual vacancy of any office of an Officer the Board shall vote on a replacement at the first Board meeting after the vacancy arises.
- 8.6 Officers shall hold office until either:
  - (a) they are no longer a Board member; or
  - (b) the re-election of new Officers takes place under clause 8.5;
  - (c) seventy five percent (75%) of the full Board passes a vote of no confidence in the Officer.
- 8.7 The Board Members holding office immediately following the first Annual General Meeting after the passing of these Rules shall determine at the first Board meeting after the Annual General Meeting which half of them shall hold office for one (1) year, with the remaining Board Members to hold office for two (2) years, so that thereafter half the Board positions are due for election every year. In the first instance

volunteers should be asked for, but if there is insufficient or an excessive number of volunteers then the matter shall be determined by ballot.

8.8 Notwithstanding the usual two (2) year term, the Board may determine when a casual vacancy has occurred in the first year of a Board Member's term that they may be replaced at the following Annual General Meeting by a Board Member for one (1) year, being the remainder of the term the outgoing Board Member would have otherwise served. In the event that a Board Member(s) is to be appointed for a one (1) year term because of a casual vacancy replacement, the lowest polling successful Board Member(s) shall hold office for the shorter term in order to ensure there is to be six (6) Board vacancies at the following election.

8.9 A retiring Board Member shall hold office until the closure of the meeting at which he or she retires. A Board Member who retires is eligible for re-election. A Board Member who is not re-elected for a further term shall hold office until the end of the Annual General Meeting. The appointment of the new Board shall be effective at the end of the Annual General Meeting.

## 9. OTHER APPOINTMENTS

9.1 The Board may appoint a person to be the Chief Executive Officer of the Chamber. The Chief Executive Officer must not be a Board Member, but may be a Member. The Board may from time to time prescribe the duties of the Chief Executive Officer.

9.2 The Board may also appoint any other person to any position consistent with the objects of the Chamber; this can include co-opted Board Members. Any such appointment will be on such terms as the Board thinks fit.

## 10. MANAGEMENT

10.1 The management of the Chamber is vested in the Board. The Board will take such steps as are necessary to further the objects of the Chamber and advance the interests of all the members and in so doing, have power to exercise all the powers of the Chamber, except those powers which are exercised by the Chamber in general meeting.

## 11. REGULATION OF BOARD

11.1 Five (5) Board members personally present will be a quorum at all meetings of the Board.

11.2 At all meetings of the Board the Chairperson, or in his or her absence, one of the Vice Chairpersons, will preside as chairperson and in the absence of the Chairperson and both Vice Chairpersons, a chairperson is to be elected from among members of the Board.

11.3 Questions arising at any Board meeting must be decided by the majority of votes recorded. Each member of the Board present personally or by proxy has one vote. In cases of equality of voting, the chairperson of the meeting has a second or-casting vote.

11.4 The Board may regulate its own procedure consistent with these Rules.

## 12. COMMITTEES

- 12.1 The Board may from time to time set up any sub-committee to exercise powers delegated to it by the Board.
- 12.2 The members of any sub-committee will be appointed by the Board and may be members of the Board, or other interested persons.

## 13. ANNUAL GENERAL MEETING

- 13.1 The Annual General Meeting of the Chamber will be held as soon as possible after the 30<sup>th</sup> day of June in each year and upon a date and at a time and place to be fixed by the Board for the following purposes:
- (a) to receive from the Board an annual report and audited statement of financial position and statement of financial performance for the preceding year,
  - (b) to confirm the persons elected as members of the Board,
  - (c) to appoint an Auditor and Honorary Solicitor for the ensuing year,
  - (d) to set the annual subscriptions, and
  - (e) to consider and conduct such other business as may properly be brought.

## 14. SPECIAL GENERAL MEETINGS

- 14.1 A Special General Meeting may be called at any time by the Board and will be called by the Board upon the requisition in writing of any five (5) Members of the Chamber stating the purpose for which the meeting is being called.
- 14.2 The Chief Executive Officer (if appointed or the Board otherwise) will give at least ten (10) days' notice in writing to all Members of the holding of a Special General Meeting. The notice must outline the business to be transacted at the meeting.
- 14.3 Only business set out in the notice to Members will be transacted at the Special General Meeting.

## 15. REGULATION OF MEETINGS

- 15.1 At all Annual General Meetings or Special General Meetings the Chairperson, or in his or her absence, one of the Vice Chairpersons, will preside as chairperson and in the absence of the Chairperson and both Vice Chairpersons, a chairperson is to be elected from among members of the Board.

## 16. QUORUM

- 16.1 Ten (10) Members present personally or by Corporate Representative will be a quorum for any meeting of Members.
- 16.2 If ten (10) Members are not present within half an hour of an Annual General Meeting, the meeting will be adjourned for one (1) week to a time and place specified by the Chairperson. Those Members attending the adjourned meeting will constitute a quorum.
- 16.3 If ten (10) Members are not present within half an hour of the time of any Special General Meeting, the meeting shall lapse.



16.4 The chairperson of any properly constituted meeting of Members may order an adjournment of the meeting.

## 17. VOTING

17.1 Subject to clause 17.2 and the provision of these Rules in relation to voting rights of Honorary Members, every question submitted to any general meeting of the Chamber or to any meeting of the Board will be decided in the first instance on the voices or as may be required by a show of hands. Unless a poll is demanded by the chairperson or by at least three (3) Members present, a declaration by the chairperson of the meeting that a resolution has been carried or lost, together with an entry in the Minute Book, will be conclusive evidence of the fact. The chairperson will, in the case of equality of votes on any question, exercise both a deliberative and a casting vote.

17.2 Election of the Board shall be conducted in the following manner:

- (a) The Chief Executive Officer shall, not less than thirty (30) working days before the Annual General Meeting, send a notice to the Members calling for nominations for membership of the Board. The period for nominations shall close twenty (20) working days before the Annual General Meeting. Nominations must be received by the Chief Executive Officer before the closing time and must be in writing, signed (or consented to by such other electronic means as the Board may determine) by the nominee and by not less than two (2) nominators who must be financial members of the Chamber.
- (b) The Chief Executive Officer shall give notice to the Members of the election not less than fifteen (15) working days prior to the Annual General Meeting. Such notice shall include (but not limited to):
  - (i) the names of the valid nominees,
  - (ii) the number of vacancies and the number of votes that can be cast by the Member ,
  - (iii) the address (electronic and/or postal) and name of the person authorised by the Board to receive and count votes ("Returning Officer"),
  - (iv) the date and time upon which the votes must be received by the Returning Officer, which shall not be less than 48 hours before the start of the AGM,
  - (v) any additional information the Chief Executive Officer deems appropriate.
- (c) A Member shall cast its votes for the purposes of the election of the Board by posting, e-mailing (or by such other electronic means the Board determines and has set out in the notice) its votes to the Returning Officer. Votes must reach the Returning Officer not less than 48 hours before the start of the Annual General Meeting. If the Member is a corporate Member the vote of the Corporate Representative (as at the close of voting) of that Member shall be counted.
- (d) It is the duty of the Returning Officer:

- (i) to collect together all votes received by him or her in the prescribed manner before the close of voting;
  - (ii) to count the number of Members voting in favour of each particular Nominee;
  - (iii) to sign a certificate that he or she has carried out the duties set out in paragraphs (i) and (ii) of this sub-clause and which sets out the results of the counts required by paragraph (ii) of this subclause; and
  - (iv) to ensure that the certificate required by paragraph (iii) of this subclause is presented to the chairperson before the commencement of the Annual General Meeting,
- (e) The Chairperson must ensure that the certificate of votes held by him or her are annexed to the Minutes of the meeting.

17.3 Members are entitled to vote by proxy at any general meeting of the Chamber.

17.4 Only a Member who is a paid up financial Member will be allowed to vote or to take part in any meeting of the Chamber.

17.5 Every instrument of proxy must be in the following form;

*I, ..... of .....  
 being a member of Chamber of Commerce Tauranga Regional Incorporated hereby  
 appoint ..... or failing that person,  
 ..... as my proxy to vote for me and on my behalf at  
 the meeting to be held on the ..... day of ..... and at any  
 adjournment thereof.*

*Dated this ..... day of ..... 20*

*Witness ..... Signature of Member*

17.6 The instrument appointing a proxy must be handed to or forwarded so as to be received by the Board prior to the commencement of the meeting at which the person named in the instrument proposes to vote.

17.7 No person is entitled to be present or vote at any meetings on any question, either personally or by proxy, or as proxy for another Member at any meetings, or upon any poll to be reckoned in a quorum, unless he or she is a Member or employee of a Member.

**18. DUTIES OF THE TREASURER**

18.1 The Treasurer will keep the books of account and is responsible for the receipt and disbursement of funds and will deposit funds received in the Chamber's name in such banks, trust companies or other securities as may be selected by the Board and render at each meeting of the Board a statement of the finances of the Chamber.

The Treasurer will furnish returns as required by section 23 of the Incorporated Societies Act 1908.

## **19. FINANCE**

- 19.1 The financial year of the Chamber will end on the 30<sup>th</sup> June or such other date as determined by the Board.
- 19.2 All income and property of the Chamber are to be applied solely towards the promotion of the objects of the Chamber and no portion of any income or property is to be paid or transferred directly or indirectly by way of profit to the Members of the Chamber.
- 19.3 The accounts of the Chamber will be audited annually and reported upon by the appointed auditor prior to their presentation to the Annual General Meeting.
- 19.4 The accounts of the Chamber will be signed by the Chairperson and the Treasurer.
- 19.5 All cheques or other withdrawal on the Chamber's bank account must be signed or authorised in such a manner and by such persons as the Board may from time to time determine.

## **20. REPRESENTATIVES**

- 20.1 Each Member not being an individual, will nominate a person to represent and vote on behalf of that Member. The Member may change its representative at any time by giving the Chief Executive Officer notice in writing.
- 20.2 Notwithstanding clause 20.1, any Member may invite any employee or associate to any meeting of the Chamber and any employee of a Member is eligible to be elected to the Board.

## **21. ALTERATION OF RULES**

- 21.1 These Rules may be altered, added to, rescinded or otherwise amended by a resolution passed at an Annual General Meeting or Special General Meeting held for that purpose.
- 21.2 The Board will deliver duplicate copies of every alteration, addition, rescission or amendment to the Registrar of Incorporated Societies in accordance with the provisions of the Incorporated Societies Act 1908.

## **22. DISSOLUTION**

- 22.1 The Chamber may be wound up by a resolution to that effect being carried by a majority of the Members present at a Special General Meeting, provided that this winding up resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be confirmed was passed.
- 22.2 In the event of the Chamber being wound up in accordance with clause 22.1 or dissolved by the Registrar of Incorporated Societies, the surplus assets, after payment of the Chamber's liabilities and the expenses of winding up, will not be divided among the Members. The surplus assets will be transferred to some other institution or institutions having objects similar to the objects of the Chamber to be determined by Members of the Chamber at or before the time of dissolution or at a later Special General Meeting called for that purpose and, in default of such

determination, such property will pass or become vested in the New Zealand Chamber of Commerce Incorporated or its successor or successors for use or disposition as the New Zealand Chamber of Commerce Incorporated determines.

## **23. COMMON SEAL**

- 23.1 Except in relation to Certificates of Origin, the common seal of the Chamber will be kept in the registered office of the Chamber and will only be affixed by resolution of the Board. The common seal will be affixed only in the presence of the Chairperson or Vice Chairperson and one other member of the Board or the Chief Executive Officer.
- 23.2 The Board may regulate the procedure affixation of the common seal to Certificates of Origin.

## **24. SERVICE OF NOTICES**

- 24.1 Every notice required to be given to Members is deemed to have been duly delivered if posted or delivered physically or electronically to the Member's last known place of business or the electronic contact details of the Member or their Corporate Representative.
- 24.2 The proceedings of a meeting are not invalidated by the omission to give notice of the meeting to a person who is entitled to receive notice of it, or by the non-receipt of the notice by such a person.
- 24.3 Any notice to be given by the Board to Members (or vice versa) shall be given by either post, email or such other electronic means as the Board determines. Unless determined otherwise by the Board, notices by post shall be sufficient notice.
- 24.4 Any notice (or act) required to be carried out by the Chief Executive Officer, or served on the Chief Executive Officer, shall be carried out and be an obligation on the Board, or be served on a Board Member if no Chief Executive Officer is appointed at the time of the notice.

## **25. MINUTES**

- 25.1 Minutes must be made of all resolutions and proceedings of general meetings of the Chamber, of meetings of the Board and of Committees.

## **26. INDEMNITY**

- 26.1 The members of the Board (present and former) are indemnified by the Chamber from all losses and expenses incurred by them in or about the discharge of their respective duties except as a result of their own respective wilful default or fraudulent action.
- 26.2 No member of the Board (present and former) is liable for the acts or defaults of any other member of the Board for any loss or expense suffered by the Chamber except as a result of his or her own wilful default or fraudulent action.
- 26.3 The liability of a member of the Board (present and former) is not personal but is limited to the assets of the Chamber except when the liability is as a result of their own respective wilful default or fraudulent actions.

## 27. DEFINITIONS

27.1 "working day" means any day of the week other than:

- (a) Saturday, Sunday, Good Friday, Easter Monday, ANZAC Day, the Sovereign's Birthday, Labour Day, New Zealand's anniversary day and the Auckland provincial anniversary day, and
- (b) a day in the period commencing on the 24<sup>th</sup> day of December in any year and ending on the 5<sup>th</sup> day of January in the following year, both days inclusive:
  - (i) a working day shall be deemed to commence at 9:00am and to terminate at 5:00pm;
  - (ii) any act done after 5:00pm on a working day, or on a day which is not a working day, shall be deemed to have been done at 9:00am on the next succeeding working day.