

# **THE EMPLOYERS' CHAMBER OF COMMERCE INCORPORATED**

## **CONSTITUTION AND RULES**

### **1. NAME**

The full name of the Chamber shall be "The Employers' Chamber of Commerce Incorporated". The Chamber shall be ordinarily referred to as the "Canterbury Employers' Chamber of Commerce".

### **2. DEFINITIONS**

In these Rules, unless the context otherwise requires, the following expressions shall have the following meanings:

"Chamber" shall mean The Employers' Chamber of Commerce Incorporated.

"Association" shall mean any group of employers or businesses existing for the legitimate furthering of the interests of its members.

"Region or Regional" shall mean all or any part of the Labour Districts of Canterbury, Westland and Marlborough, as specified in the Labour Relations Act 1987 (now repealed) and/or such other areas as may be resolved by the Chamber's Board from time to time.

"Year" shall mean the financial year of the Chamber.

"General Meeting" shall mean a Special General Meeting or Annual General Meeting.

### **3. REGISTERED OFFICES**

The registered office of the Chamber shall be in 57 Kilmore Street, Christchurch, New Zealand, or at such place as the Board shall from time to time appoint.

Branch offices of the Chamber may be established at such places within the region as the Board shall from time to time decide.

### **4. OBJECTS**

The objects for which Canterbury Employers' Chamber of Commerce is established are:

- (a) To effectively represent the interests of members.

- (b) To encourage and promote the development of commerce, trade (both international and domestic), business, industry, tourism, education, research, training and employment.
- (c) To provide a Regional organisation of employers, chamber and industry.
- (d) To represent and promote the interests of employers, business and industry, in all relevant matters including those pertaining to the employment of labour, and the promotion and encouragement of vocational education and training.
- (e) To co-operate with other employers and Chambers of Commerce, business and industry organisations in the creation and promotion of constructive policies, freedom of enterprise and a market driven economy.
- (f) To assist, advise and represent employers', business and industry, in industrial and other matters and to co-ordinate their activities as appropriate.
- (g) To provide members with relevant operational support services, including those that aid regional development and planning.
- (h) To educate public opinion and promote understanding of employers', business and industry's rights, values, responsibilities and points of view.
- (i) To advance members' interests and strengthen the Chamber within the Region, Employers' Federation and New Zealand Chambers of Commerce and Industry.
- (j) To promote and foster the ideals of international trade in the business community.
- (k) To develop co-operation and encourage common policies amongst New Zealand tourism industry, producers, manufacturers and exporters and to be of assistance in facilitating and improving procedures and skills.
- (l) To encourage effective communication, co-operation and business networking among Chamber members.
- (m) To ensure that the broader and national interests of employers', Chambers of Commerce, business and industry, in the region are adequately promoted and represented to both local bodies and central government.
- (n) To promote sound human resource management and provide assistance to members in matters of labour relations.
- (o) To provide secretarial services to other compatible Associations and Incorporated Societies and to receive fees in consideration thereof.
- (p) To promote improved relations between employers and employees.
- (q) To do all such acts and things as are or may be incidental to the attainment of all or any of the objects for which the Chamber is established.

- (r) To do all such other acts as the Board of the Chamber deems appropriate.

The objects set out in this clause shall be and be deemed to be separate and distinct objects and no objects shall in any way be limited or circumscribed by reference to any other object.

## 5. MEMBERSHIP

### 5.1 **Classes of Membership**

There shall be four classes of membership:

#### 5.1.1 Ordinary Membership

Any person, firm or corporation engaging in legitimate activity who is in sympathy with the objects of the Chamber, residing or having a place of business within the region, shall be eligible for consideration for membership of the Chamber, and shall upon written application be admitted, upon election by a majority of the Board. The Chamber and its Board shall not be called upon to give any reason for approving or not approving any application submitted to it.

Ordinary members being individual or representative of corporates may be eligible to vote and stand for office.

Members shall be liable for the fees, annual subscriptions, and special subscriptions, and shall in all respects be bound by these Rules.

Members duly elected will be required, upon election, to give to the Chief Executive such information as the Board may decide necessary for the calculation of subscription rates each year.

The members of the Chamber are not partners, nor intended to be in any way liable for each other.

The liability of each member is limited to any subscriptions and fees owing to the Chamber.

#### 5.1.2 Associate Group Members

Business, professional, service or trade organisations who have similar or common objectives as the Chamber may at the discretion of the Board be admitted as Associate members upon payment of an agreed annual subscription.

The group may retain its own interest and identify and may operate as a division or branch of the Chamber or as a section provided in rule 5.3 or 5.52 inclusive. Each Associate member shall enjoy full privilege as the ordinary member (similar in status as the ordinary corporate member). Subject to the approval of the Chamber Board the Associate organisation committee may from time to time set, vary or modify its own membership subscription, admission, qualification and criteria, in any case, the Chamber Constitution shall be binding and take precedent. Associate Group members shall be represented in his/her own right notwithstanding his/her employer is an ordinary member of



the Chamber. Associate members shall be entered in the Register of members. Election of Officers, voting terms and conditions of office shall where appropriate be in accordance with the provision of the rules of this constitution.

5.1.3 Affiliate Members

Being individuals or group of individuals appointed at the discretion of the Board upon payment of an agreed subscription. Affiliate members shall be entitled to attend meetings, functions and enjoy all Chamber privileges but not to vote nor stand office there at.

5.1.4 Life Membership

Life membership may be conferred on any person as a recognition of special services rendered to the Chamber or any merged body but shall not include the business which he/she may represent. Life membership shall be recommended by the Board and Life Members may be elected only at a General Meeting of the Chamber.

Life Members shall be entitled to all the privileges of an ordinary member of the Chamber including the right to vote at any general meeting of members or in the election of any officers or in any other matter affecting the Chamber but shall not be liable for any subscriptions.

5.2 **Register of Members**

The Chamber shall keep a register of members which shall contain the name, address and occupation of members, class and the date of membership.

5.3 **Members Representation**

In the case of ordinary members, each ordinary member may be represented at any meeting of the Chamber by one person duly appointed by the member in writing for the purpose. Persons so appointed shall exercise one vote only whether or not they have been appointed by more than one member.

5.4 **Membership Sections and Sub-Committees**

The Board may authorise the formation of a section or sub-committees of the Chamber if and when it considers it advisable to do so and the Board may from time to time make, vary or alter rules for the conduct of sections or for the dissolution or reconstruction thereof and the formation of such sections shall be subject to the following provisions:

5.4.1 Any section may be formed as a standing section for the purpose of reporting to the Board through the Chief Executive on matters of ongoing interest to members of the Chamber.

5.4.2 Membership of the Chamber shall carry with it the privilege of membership of a section and membership of a section shall be confirmed to members of the Board. Every section shall elect a chairperson who may be a member of the Board.

5.4.3 Sections may consider all matters which affect the interests of the trades or businesses with which the sections are concerned and may

make representations to the Board thereon and may with the approval of the Board take such further action as they consider expedient.

- 5.4.4 No resolution or act of a section or committee thereof shall be binding on the Board unless it has been submitted to and sanctioned by the Board. Sections may however take action in their own name provided it is made clear that the action taken or views expressed are those of a section of the Chamber.
- 5.4.5 No section or committee thereof shall be entitled to incur any expense chargeable on the funds of the Chamber without the sanction of the Executive Committee. When fixing any expense chargeable to a section the Executive Committee of the Chamber shall take into consideration the number of members of that section and shall have power to give free assistance in cases where in the opinion of the Executive Committee the numerical strength of the section warrants such action.
- 5.4.6 The President, Vice-Presidents of the Chamber shall be members ex officio of all sections and sectional committees. The Chief Executive shall be eligible to attend such meetings.
- 5.47 Sectional Committees may be appointed by the Committee Chairperson from among the members of the Chamber at any time. Such sectional committees shall be composed of not less than two members; at any meeting two members shall be a quorum. Such sectional committees shall name their own times of meeting and shall make reports and recommendations to the Board

## 5.5 **Branches**

### 5.5.1 Branch Formation

The majority of members for the time being in any part of the region may by resolution of a general meeting of such members specially called for the purpose and with the approval of the Board form a branch of the Chamber in such part of the region. Such meeting shall be called and attended by the Chief Executive and the branch may adopt, subject to the approval of the Board, such By-Laws for the administration of its local branch affairs as it decides by general meeting. Upon the formation of a branch all members of the Chamber for the time being in that part of the region shall be deemed to be members of the branch.

### 5.5.2 Branch Operation

The branch By-Laws shall clearly define the boundaries of the part of the region covered by the branch.

The Board may on its own motion or at the request of the members of the branch, appoint a Branch Secretary or Agent, and establish a branch office.



The Board may at any time dissolve the operation of any Branch if it considered this to be in the interests of the Chamber.

Ordinary members who are members of the Branch shall continue to enjoy their rights and privileges as ordinary members of the Chamber.

#### 5.6 **Resignation of Members**

Any member may withdraw from membership of the Chamber at any time by delivering to the Chief Executive a written notice of resignation signed by the member or a duly authorised agent, and thereupon such member shall cease to be a member and shall have no further interest in or claim upon the Chamber. Such member shall nevertheless be liable for any subscription, special subscription or other fees due on the date of resignation.

#### 5.7 **Termination of Membership & Services**

5.7.1 Membership shall automatically lapse when any subscriptions or levies remain unpaid twelve months after the due date. Lapsed membership however shall not prevent the Chamber from recovering monies owed.

##### 5.7.2 Expulsion or Suspension from Membership

The Board shall have the power at any of its meetings to expel or suspend the membership of any member or members of the Chamber provided that the resolution of expulsion or suspension shall be carried by a majority of the members of the Board present. Any member or members so affected shall have the right to be represented at any such meeting.

5.7.3 Where a member commits a breach of these rules or is considered unfit for Chamber membership the Board may issue a warning to the offending member or may call a special meeting of the Board to consider the matter. Each member of the Board and the member in breach shall be given at least seven days notice of the special meeting such notice to state the full nature of the business. At this meeting the member shall be given full opportunity to state his/her case.

The meeting may put forward a motion for the expulsion or the suspension for any period of time of the member subject to the provisions of Rules 5.74 and 5.75.

##### 5.7.4 Suspension

(i) Any member who in the opinion of the Board has acted in a manner prejudicial to the interests of the Chamber may be suspended from membership for a period not exceeding 4 months at the discretion of the Board, provided that such member shall have a right to be heard and a right of appeal to a General Meeting, which may confirm, vary or revoke the committee's decision. Voting on this issue shall (both in committee and in General meeting) be by secret ballot. At least 21 days' written notice of any proposed suspension resolution shall be given to all persons entitled to vote and to the member

concerned, giving particulars of the acts which are the subject of complaint. A suspended member shall not be eligible to rejoin the Chamber:

- (a) For a period not exceeding four (4) months from the date of the suspension and
  - (b) Without the express permission of the Board.
- (ii) The Board shall have the discretion to impose a fine in lieu of suspension; the fine (subject to the provision of Rule 5.73 and 5.74) shall equal one year's ordinary subscription for every months suspension imposed.

#### 5.7.5 Expulsion

- (i) Expulsion of a member is to be regarded as a very severe penalty, gravely reflecting on the credit of the individual concerned. Imposition of such a penalty should therefore not be entered upon lightly and expulsion should take place only in accordance with the rules as provided in the constitution. The move to expel must be taken in good faith and in the genuine interests of the Chamber as a whole, with the member concerned being given a proper opportunity to be heard and with the circumstances being such that the penalty is not excessive in relation to the offence.
- (ii) Any member may only be called upon to terminate his/her membership if required to do so by a resolution passed by a 75% majority at a General meeting, provided that at least 21 days' written notice of the proposed resolution is given, and provided also that the member concerned is given an opportunity to be heard before the resolution is voted on.
- (iii) Separate motions are to be moved if it is desired to suspend or expel two or more members.
- (iv) Members subject to expulsion motions retain their right to vote on them.

#### 5.7.6 Decision in Writing

The decision to suspend or expel a member shall be communicated in writing to such member. If any person shall cease to be a member his/her name shall be removed from the register.

### 5.8 **Suspension of Membership Services**

The Board may direct, through the Chief Executive, that services to any member who has failed to pay any subscription or fee due be withheld. Suspension of membership services as herein provided shall not relieve the member of liability for subscriptions or fees due.



## 6. GOVERNANCE

The governance of the Chamber shall be vested in the Board.

## 7. BOARD OF DIRECTORS

### 7.1 **Constitution of Board**

The Board shall consist normally of 12 elected members.

The Board shall be elected by either a postal or electronic vote of members to be conducted prior to the Annual General Meeting or Special General Meeting from nominations received by the Chief Executive not later than 21 days prior to the date of that meeting. A nominated member shall have expressed in writing his/her willingness to accept office in the event of his/her election.

The immediate past president shall, only on the invitation of the Board, be an additional member for such period as may be determined by the Board. The Board shall have the right to appoint one executive member as an additional member of the Board as it sees fit.

All members of the Board must be members of the Chamber.

### 7.2 **Election of President & Vice-Presidents**

The Board shall elect from its own elected ordinary members at its first meeting following the Annual General Meeting, a President and up to two Vice Presidents they shall retire annually but may be eligible for re-election. Election may be exercised by elected members present personally by ballot.

### 7.3 **Voting Procedure of Board Election**

Should the number of nominations for the Board exceed the number for the elected Board the election referred to in Rule 7.1 shall be conducted in the following manner:

- (i) As soon as possible after the closing date for nominations the Chief Executive shall send to each member entitled to vote either by post or by electronic means a voting paper containing the names of all candidates together with a brief resume of each candidate.
- (ii) Each member who votes shall strike out from his/her voting paper the name of any candidate against whom he/she desires not to vote and shall leave uncanceled the name of any candidate for whom he/she desires to vote but so that he/she shall not need to vote for all the candidates.
- (iii) The ballot for the election shall close at 5pm on the day immediately preceding the day appointed for the Annual General Meeting or Special General Meeting.



- (iv) Each voting paper shall have endorsed on it a notice setting out the hour and date on which the ballot is to close together with a postal or electronic address to which the voting paper must be sent.
- (v) Immediately after the hour and date so fixed the ballot box or computer shall be opened and the voting papers scrutinised.
- (vi) The scrutiny shall be conducted by and in the presence of two scrutineers appointed by the Board for the purpose.
- (vii) The scrutineers shall undertake scrutiny of the election and report to the Chairperson of the meeting the result of voting. The vacancies will be filled by candidates who polled the greatest number of votes. In the event of a tie lots shall be drawn by the Chairperson.
- (viii) No member shall vote for more but may vote for less than the number stated on the voting paper for the election of the Board as being required to fill the vacancies on the Board and any voting paper containing more than the number stated on the voting paper for the election of the Board shall be invalid.
- (ix) At the meeting of the Board immediately prior to the Chief Executive calling for nominations the Board shall resolve as to whether a postal or electronic vote shall be conducted. For the purposes of an electronic vote, the Board may resolve to enter into an agreement for the provision of an electronic based election with any other company or organisation offering such technology and election management services on terms and conditions acceptable to the Board. In such a case the Board may enter into an election services schedule with any such company and which provides for (inter-alia) the result of the voting to be reported to the Chairperson of the meeting.

#### 7.4 **Continue In Office**

If the annual general meeting shall from any cause lapse or not be held, the business which should have been disposed of there at shall be disposed of at a general meeting to be called as soon as convenient by two members of the Executive Committee and in the event of the last mentioned meeting lapsing as aforesaid the President, Vice-Presidents and Executive Committee of the previous year shall continue in office until the annual meeting in the following year or until the general meeting if any to be called in lieu thereof under this provision.

#### 7.5 **Casual Vacancy**

Any casual vacancy in the office of President or any Vice-President may be filled at the next meeting of the Board as follows:

Members proposed for election by any member of the Board in writing as President or any Vice-President for the unexpired portion of the year shall alone be eligible for election and the provisions with regard to

consent and nomination shall apply. If not more than one nomination for any office is received the member so nominated shall be declared duly elected by the chairperson of the meeting. If more than one nomination for any particular office is received two scrutineers shall be appointed by the Board who shall at the time and place appointed for election deliver to each member intended to vote the printed or written voting paper containing the names of candidates for such offices to be filled up and the voter shall then erase from the same the names of all candidates but the one he/she desires to be elected for the office of President or Vice-President. Any voting paper containing a greater or lesser number of names than there are offices to be filled shall not be valid. The scrutineers shall examine the papers and report the names of these who have received the largest number of votes for the above mentioned offices. Should an equal number of votes be recorded for two or more candidates the chairperson of the meeting shall determine by lot who shall be elected.

#### **7.6 Removal of Officers**

7.6.1 Any Board or Executive Committee member may be removed from office by the majority vote of a special general meeting of the Chamber called for that purpose.

7.6.2 Any position vacated for any cause whatever may be filled by the Board at a Board meeting and any person so appointed shall hold office only for the unexpired period of his predecessor's original term of office but shall be eligible for re-election.

#### **7.7 Terms of Office**

7.7.1 A Board Member of the Chamber may retire from his/her office at any time by tendering to the Board a notice in writing of his/her resignation at a meeting of the Chamber or annually at an Annual General Meeting.

7.7.2 A retiring Board Member shall be eligible for re-election.

7.7.3 For the purposes of the 2010 Annual General Meeting and each subsequent Annual General Meeting, a member elected to the Board under Rule 7.1 shall hold office until the Annual General Meeting occurring two years after the Annual General Meeting at which the member was elected to the Board.

7.7.4

- (i) For the purposes of the election of the members of the Board for the 2010 Annual General Meeting, six members of the then current Board will retire from office and be eligible for re-election at that meeting in accordance with Rule 7.1. The members to retire from the Board for the purposes of this Rule 7.7.4(i) shall be determined by the drawing of lots.



- (ii) The remaining six members of the Board who are not required to retire pursuant to Rule 7.7.4(i) shall hold office until the 2011 Annual Meeting.

7.7.5 For the purposes of the 2011 Annual General Meeting and each subsequent Annual General Meeting, the six members of the Board who were not elected at the preceding Annual General Meeting shall retire from office and be eligible for re-election under Rule 7.1. The other six members of the Board who are not the subject of re-election shall continue in office until the next Annual General Meeting.

#### 7.8 **Board Vacancies**

The Board may fill any vacancies caused by death, resignation, or otherwise, amongst its office-bearers and members. The persons appointed to fill such vacancies shall hold office, only for the remainder of the term for which the person whose seat they fill would otherwise have occupied.

#### 7.9 **Board of Directors**

The Board at its discretion may co-opt a maximum number of two members in each year in addition to those elected and appointed in terms of the preceding sub-clauses. Such co-option would remain valid for the then term of the Board with the co-option ceasing at the time of the next Annual General Meeting.

### 8. BOARD POWERS AND DUTIES

- 8.1 The business of the Board shall be to discuss and determine all matters in which the Chamber is interested and to carry the same into effect, subject only to such directions as may be given by any general meeting of the Chamber.

The Board may appoint Special Advisory Committees or Task Forces to investigate or take action in any matters relating to the objects or business of the Chamber, and may require such committees to report, and may dissolve such committees whensoever it may think fit. The members of such committees must be members of the Chamber, but need not be members of the Board.

#### 8.2 **Duties of Board Committees**

##### 8.2.1 The Board

In general, the Board is charged with the control of Chamber assets and installing and managing policy to ensure the effective administration of the affairs and business of the Chamber.

- (i) To make, alter or rescind standing orders, by-laws and regulations not consistent with, or repugnant to the Chamber's constitution or the Incorporated Societies Act 1908.

- (ii) To appoint any person or persons on any sub-committee for any special objects or purpose and to define powers and duties of such subcommittee; and to vary or add to the personnel thereof and to fill any vacancy thereof.
- (iii) To appoint the Chief Executive.
- (iv) To ensure that the Chief Executive and staff are covered by the Employment Contracts Agreement appropriate for the individual position and that the respective Employment Contract is still appropriate.
- (v) To ensure that all duties as directed by general meetings and the constitution are carried out.
- (vi) To monitor the performance of the Chamber and the Chief Executive.
- (vii) To ensure that the interest of the Chamber and its members are upheld at all times.
- (viii) To meet regularly and manage the affairs of the Chamber.

#### 8.2.2 President - Specific Duties

- (i) To carry out such duties as directed by General Meetings and the Board.
- (ii) To chair all Board committee and general meetings of the Chamber; he/she may delegate the chair at any meeting to a Vice President.
- (iii) To ensure the policy decisions of the Board are given effect to.
- (iv) To call general meetings of members.
- (v) To perform all duties usual and appropriate to his/her office.
- (vi) To interpret all points not covered within the constitution or standing orders.
- (vii) To speak and to call for votes at all meetings on issues relating to the welfare of the Chamber. In the event of an equal number of votes he/she shall have the right to a casting vote as well as his/her deliberative vote.
- (viii) To uphold the aims and objectives of the Chamber.



### 8.2.3 Vice Presidents - Specific Duties

- (i) To render all assistance to the President.
- (ii) To assume the full power and duties of the President in his/her absence.
- (iii) To chair meetings in the absence of the President but he/she may delegate the chair at any meeting to a member of the Executive committee.
- (iv) To carry out such duties as directed by the President.

### 8.2.4 Board - Specific Duties

- (i) To supervise the activities of the Chamber
- (ii) To make all policy decisions and to accept responsibility for the running of the Chamber.
- (iii) To do all things relating to the Chamber activities which are not expressly reserved for action by members in general meetings.

### 8.2.5 Chief Executive and Staff - Specific Duties

- (i) The Board may from time to time appoint one of their body or a person outside their body to the office of Chief Executive of the Chamber on such terms and conditions as the Board shall decide.
- (ii) The Chief Executive shall, subject to the terms and conditions of his/her Employment Contract, be liable to be dismissed or removed by a resolution in writing signed by at least three quarters of the members of the Board for the time being entitled to receive notice of a meeting of the Board. The Board may enter into any agreement on behalf of the Chamber with any person who is or is about to become Chief Executive with regard to the length and terms of his/her employment and shall subject to these rules remain an ordinary member of the Chamber if he/she is a member.
- (iii) The Board may entrust to and confer upon the Chief Executive any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of those powers.

- (iv) The Chief Executive shall be responsible for the appointment and terms and conditions of employment of all staff but will consult with the President on the appointment of senior staff.
- (v) The Chief Executive shall keep or cause to be kept the records and minutes of the Board and other committee meetings, receive all letters and applications, arrange all business for the consideration of the Board, to give notice of all general meetings of the Chamber pursuant to these rules and of all meetings of the Board, keep the accounts of the Chamber, collect all fees, subscriptions and other moneys due to the Chamber, pay the same to the account of the Chamber at the bank appointed by it for that purpose, collect and arrange all statistical information that may be deemed valuable and to assist in all matters connected with the affairs of the Chamber and/or other duties as the Board may define.
- (vi) The Chief Executive shall attend all meetings of the Board but shall not be entitled to vote.
- (vi) The Chief Executive shall specify and delegate where required the Chamber's day to day duties and responsibilities to the staff and to ensure such duties are discharged in a business like manner.
- (vii) The Chief Executive shall report the affairs of the Chamber to the Board at Board Meetings.

## 9. EXECUTIVE COMMITTEE

The Executive Committee shall comprise the President, Vice Presidents and Chief Executive. The Board may elect up to two additional members from its own number as additional members of the Executive Committee. The Executive Committee shall have full powers to deal with such acts, matters and things as are authorised by the Constitution and Rules or as the Board may from time to time delegate and also with such acts, matters and things which the Board considers necessary and expedient for the proper administration of the Chamber. Any two members of the Executive Committee shall constitute a quorum, one or more of whom shall be a President or a Vice-President.

## 10. MEETINGS

### 10.1 **Class of Meetings**

### 10.2 **Annual General Meeting**

The Annual General Meeting of the members of the Chamber shall be held as soon after the end of the financial year as the Board may decide, for the purpose of receiving the annual report, statement of accounts and balance sheet, electing the Board, appointing the Auditor, and conducting such other business as may have been notified to members in the notice calling the Annual General Meeting. Twenty-



one days clear notice will be given to all members of the Chamber of the time and place of the Annual General Meeting.

The business of the Annual General Meeting shall be

- (a) Apologies.
- (b) To confirm minutes of the previous Annual General Meeting.
- (c) To receive and approve correspondence.
- (d) To receive the President's report
- (e) To receive Annual Financial Report and Balance Sheet.
- (f) To consider any Notice of Motion.
- (g) To elect the Board
- (h) To elect the Honorary Life Members
- (I) To elect the Auditors
- (j) General Business

### 10.3 **Special General Meeting**

Special general meetings of members shall be held at such times as the Board may determine for the purpose of discussing any matters in which the Chamber may be interested, provided that at any time upon the request of any ten ordinary members, the President or the Chief Executive shall convene an extraordinary general meeting to be held as soon as possible after such request is received, and notice of which, including the object of such meeting, shall be given to all members at least seven days before the meeting date.

Any Board or Executive Committee member may be removed from office by the vote of a special general meeting of the Chamber called for that purpose.

### 10.4 **Board Meetings**

Board meetings may be called as and when necessary but on average not less than at two monthly intervals.

### 10.5 **Procedure of Meetings**

Chairperson - All meetings shall be chaired by the President or in his/her absence a Vice-President or in his/her absence the Immediate Past President or in his/her absence a member of the Executive Committee.

### 10.6 **Quorum**

- (i) Twenty ordinary members present at any general meeting of the Chamber shall form a quorum, one or more of whom shall be a President or a Vice-President or Executive Committee.
- (ii) Quorum at Board meetings shall be at least 5 Board members.
- (iii) Quorum at any other section or sub-committee meeting shall be two.
- (iv) If a quorum is not in attendance within 30 minutes after the time for the start of the meeting the meeting shall be postponed.

### 10.7 **Voting**

Only those members who have not been suspended or expelled under Clause 5.7 or had membership services withheld under Clause 5.8 shall be eligible to vote.

Voting shall be decided by the voices or by a show of hands unless a ballot is demanded by any five ordinary members present at a General Meeting. Where the nominations received for election to the Board at the Annual General Meeting or Special General Meeting referred to in Clause 7 and 10 exceed the maximum permitted number, voting shall be by ballot. In the case of a ballot one vote only shall be counted for each member.

All questions arising at any General Meeting of the Chamber, or the meetings of the Board, Executive Committee, or other Special Advisory Committees shall be determined by a majority of those entitled to vote.

At all meetings in the event of the voting being equal, the Chairperson shall have a casting as well as a deliberative vote.

Except for persons representing members pursuant to Clause 5.3, voting by proxy shall not be permitted.

## 11. FINANCIAL MANAGEMENT AND POWERS

### 11.1 **Powers**

The Chamber shall have the following powers:

11.1.1 To open, operate and close bank accounts. Signing authority on such bank accounts shall be by the Financial Controller and one of the following, namely the President, a Vice-President, the Chief Executive (or his deputy nominated by the Board by resolution for the purpose). The bank account will only operate on two signatures.

11.1.2 In the event of the need to transfer Chamber funds from existing bank account(s) to other(s) (which may be established for the purpose) because the Chamber faces a distress or emergency situation, any two members of the Executive Committee or Board member(s) nominated by resolution of the Board shall have the authority to execute such action.

11.1.3 To acquire by purchase take on lease or otherwise lands and buildings and all other property real and personal which the Board of the Chamber may from time to time think proper or dispose of such property or any part thereof and to erect on any such land any building and to alter add to and maintain any building erected upon such land.



- 11.1.4 To sell improve maintain manage exchange lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Chamber.
- 11.1.5 To raise or borrow money in such manner and upon such security (if any) as the Board of the Chamber shall think fit and in particular upon the security of any mortgage or mortgages charge or charges of all or any part of the Chamber's property assets and rights (both present and future) or by the issue of debentures charges or notes upon all or any part of the Chamber's property assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Board of the Chamber shall see fit and to purchase redeem or pay off any such securities and re-issue same.
- 11.1.6 To invest and deal with the monies of the Chamber not immediately required upon such securities or otherwise in such manner as may from time to time be determined by the Board. Those signatures required for investment transactions shall be the same as those authorised to operate the bank accounts.
- 11.1.7 To take or otherwise acquire and hold or to sell or otherwise dispose of shares in any company or corporation carrying on any business of whatsoever nature which is deemed by the Board of the Chamber to be capable of being conducted so as to further directly or indirectly the objects for which this Chamber is established.

## 11.2 **Financial Year**

The financial year of the Chamber shall date from the 1st day of July to the 30th day of June.

## 11.3 **Annual Subscriptions and Fees**

### 11.3.1 Fees and Annual Subscriptions

- (a) The Annual subscription and other fees to be paid by members and the terms of payment shall be approved by the Board.
- (b) The annual subscription payable on application shall be as for a full year unless otherwise determined by the Board and shall be apportioned (if membership is applied for after 1st January in any year) between the current and next succeeding financial years. No refund of subscription shall be payable in the event of resignation.
- (c) The annual subscription shall become due and payable by members on the first day of July or on the anniversary of joining the Chamber in each year unless

otherwise determined by the Board provided, however, that the Board may in special circumstances absolve any member from payment of the whole or any part of the subscription due for such period as it thinks fit.

- (d) New members shall be required to pay such entrance fees, annual subscriptions and other fees as may be determined from time to time by the Board.
- (e) In addition to the annual subscriptions paid by members the Board may on the recommendation of the Executive Committee approve other fees contracts or financial arrangements related to specific services provided by the Chamber either to individual members, groups of members or as a policy having general application.
- (f) The Executive Committee may approve the collection from members of subscriptions and fees on behalf of other Associations for services provided by them to Chamber Members with operations in other regions and the dissemination of such subscriptions and fees to such other Associations.

#### 11.3.2 Special Subscriptions

The Chamber may at any time make a call upon its members for a special subscription provided that the resolution ordering such call to be made shall be passed by a majority of the members present at a special general meeting called for the purpose, of which at least seven days' notice shall be given to each member, and at which not fewer than ten members shall be present. Such subscription shall be calculated in a manner approved by the board but the total call upon any member by way of special subscription shall not in any one year exceed the amount payable as annual subscription for that year.

#### 11.4 **Funds of the Chamber**

All sums paid by way of annual subscription, special subscription, fees or otherwise, by members of the Chamber shall be received by the Chief Executive and/or the Financial Controller and placed forthwith in such institutions as may from time to time be approved by the Board. Such funds shall be absolutely at the disposal of the Board to further the objects of the Chamber.

The funds of the Chamber may be invested in such manner as may be determined by the Board.

All cheques drawn on the said account or accounts for sums payable by the Chamber shall be signed or endorsed in such manner as the Board shall from time to time direct.

#### 11.5 **Accounting Records of the Chamber**



The accounting records of the Chamber shall be kept by the Chief Executive and Financial Controller under the supervision of the Board. The Annual Accounts shall comprise the following: income & expenditure accounts, balance sheet, other accounts as required by statutes.

#### 11.6 **Auditor**

There shall be an Auditor appointed annually at the Annual General Meeting. The remuneration of the Auditor shall be determined by the Board. Should a vacancy occur in the office of auditor it shall be filled as determined by the Board, the appointee to hold office until the next Annual General Meeting.

#### 12. SEAL

The seal of the Chamber shall be in the custody of the Chief Executive and shall be affixed to all necessary documents by resolution of the Board and in the presence of any two members of the Board.

#### 13. ALTERATION OF RULES

At any general meeting any of the Rules of the Chamber may be repealed or altered, or any new Rule made. Provided, however, that any proposed repeal, alteration, or new Rule shall be submitted first to the Board. If it is submitted to the Board by at least five ordinary members of the Chamber or alternatively it is approved by the Board it shall be submitted to a general meeting to be held not later than 21 days from the date of such submission. No Rule shall be of any effect whereby the members of the Chamber, or any of them, would be constituted partners, or jointly the one for the other or others. Any such alteration shall take effect according to the terms thereof as provided by Section 21 of the Incorporated Societies' Act 1908.

No addition to or alteration of the pecuniary profit clause or the winding up or dissolution clause shall be approved without the Inland Revenue Department's approval.

Any alteration, amendment or addition to the rules shall require a two-thirds majority vote by ballot.

#### 14. INTERPRETATION OF RULES

If any doubt shall arise as to the correct interpretation of these Rules, the decision of the Board shall be final and conclusive provided such decision is recorded in the Minute Book of the Chamber.

#### 15. COMPLIANCE WITH RULES

These Rules shall be printed and a copy shall be sent to any member on request but no member shall be excused for noncompliance with or non-observance of the Rules on any allegation that they have not been received by the member. As the payment of subscriptions and fees entitles a member to all the privileges of the Chamber such payment shall be a distinct acknowledgment of submission to, and acquiescence in the Rules of the Chamber: but such payment shall not confer upon a member any separate proprietary interest in any of the property of the Chamber.



#### 16. WINDING UP OR DISSOLUTION

The Chamber may be wound up at any time by the vote of 75% of members present at any General Meeting of the Chamber passing a resolution for this purpose subject to such resolution being confirmed at a subsequent General Meeting of the Chamber held not earlier than thirty days after the date of the passing of the said resolution. After payment of all debts, liabilities and engagements of the Chamber and of the Board and all costs, charges and expenses connected with such winding up or dissolution the assets of the Chamber shall be transferred to such other organisation or organisations with like objectives (such as NZCCI, Employers' Federation etc.) to those for which the Chamber is established as may be determined by the vote of a simple majority of the members present at any General Meeting of the Chamber. The assets of the Chamber shall not be distributed in any manner to members of the Chamber. In the event of a default, beneficiary of asset distribution shall be determined by the High Court of New Zealand.

#### 17. MATTERS NOT PROVIDED FOR

If any matter shall arise which is not, or which in the opinion of the Board is not provided for under this Constitution, the same shall be determined by the Board in such manner as it deems fit and every such determinations shall be binding upon the Chamber unless and until set aside by the Chamber in general meeting.

#### 18. PECUNIARY PROFIT

No member or person associated with a member of the Chamber shall derive any income, benefit or advantage from the Chamber where they can materially influence the payment of the income, benefit or advantage.

Except where that income, benefit or advantage is derived from:

- (a) Professional services to the Chamber rendered in the course of business charged at no greater rate than current market rates; or
- (b) Interest on money lent at no greater rate than current market rates.

#### 19. BUSINESS NEW ZEALAND INCORPORATED and NEW ZEALAND CHAMBERS OF COMMERCE AND INDUSTRY (Inc)

19.1 The Chamber shall be a foundation member of Business New Zealand Incorporated ("BusinessNZ") in accordance with the constitution of BusinessNZ, if in the opinion of the Board of the Chamber, membership is desirable. It will pay an annual subscription to BusinessNZ on agreed terms and conditions, in consideration for services to be provided by BusinessNZ as agreed in the annual planning processes of BusinessNZ.

19.2 The Chamber shall hold full membership of the New Zealand Chambers of Commerce and Industry Incorporated ("NZCCI") in accordance with the

Constitution and Rules of NZCCI if , in the opinion of the Board of the Chamber, membership is desirable.

20. NOTICE OF CHANGE OF ADDRESS

20.1 It shall be the duty of every member to communicate his/her change of address to the Chief Executive of the Chamber who shall record the same in the Register and all letters addressed to such members posted to or delivered at such address shall be deemed to have been delivered to and to have received in the ordinary course of post by such member. If a member fails to communicate his/her address or any changes thereof to the Chief Executive all letters delivered at or posted to such member's last known address shall be deemed to have been delivered to and received by such member.

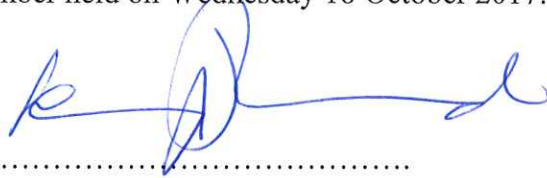
20.2 Every notice so posted shall be deemed to be duly given or served two days after the day it is posted.

21. RESOLUTIONS BINDING

All resolutions of the Chamber in General Meetings in accordance with these Rules shall be binding on all members whether or not they are present at the meeting and a declaration by the Chairman of the meeting that a resolution has been carried or lost together with an entry in the minute book of the Chamber shall be conclusive evidence of that fact.

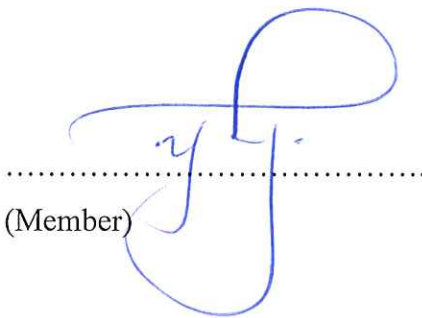


We, the undersigned members of **THE EMPLOYERS' CHAMBER OF COMMERCE (INCORPORATED)** HEREBY CERTIFY that the within document is a copy of the rules of the Chamber as added to and amended pursuant to a resolution of the members of the Chamber passed at the Annual General Meeting of the Chamber held on Wednesday 18 October 2017.



(Member)

Hugh Lindo  
Partner  
Simpson Grierson



(Member)

Andrew Logie  
Partner  
Lane Neave



(Member)

Stephen Bateman  
National Projects Manager  
SB Global Logistics