



# Constitution of American Chamber of Commerce in New Zealand Incorporated

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# Constitution of the American Chamber of Commerce in New Zealand Incorporated

## 1. Defined terms & interpretation

### 1.1 Defined terms

In this Constitution, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 1908 and includes any statute amending or replacing the Incorporated Societies Act 1908.

**Annual Subscription** means the annual fees for membership of the Chamber set by the Board pursuant to clause 7 and payable by all Members except Honorary Members and Nominee Associate Members

**Board** means the board of directors of the Chamber elected pursuant to clause 18.6.

**Branch** means a branch of the Chamber established by the Board pursuant to clause 20(b).

**Chamber** means the American Chamber of Commerce in New Zealand Incorporated.

**Constitution** means this Constitution.

**Corporate Member** means a company, corporation or other organisation eligible for membership pursuant to clause 5.2(a) which has been approved by the Board.

**Executive Director** means the chief administrative and financial officer of the Chamber for the time being appointed pursuant to clause 18.4(c).

**Honorary Member** means an individual who has been approved by the Board as an Honorary Member pursuant to clause 5.3(a).

**Individual Member** means a natural person residing in New Zealand who has been approved by the Board.

**Member** means any Corporate Member, Honorary Member, Individual Member, Non-Resident Member, Young Professional Member or Nominee Associate Member.

**Nominee Associate Member** means a Member who has been nominated for membership by a Corporate Member pursuant to clause 5.6(a) and who has been approved by the Board.

**Non Resident Member** means a person or organization eligible for membership pursuant to 5.5(a) who has been approved by the Board.

**Officers** means the President, Vice-Presidents, Executive Director and Treasurer.

**Patron** means a person appointed by the Board as a patron pursuant to clause 22(a).

**President** means the president of the Chamber for the time being, duly elected by the Board pursuant to clause 18.2(c);

**Register of Members** means the register of Members kept at the Registered Office, which the Executive Director is responsible for pursuant to clause 18.4(f).

**Registered Office** means the registered office for the time being of the Chamber.

**Seal** means the common seal of the Chamber.

**Sustaining Member** means a Corporate Member who fulfils the criteria set out in clause 5.2(b)(i).

**Treasurer** means a director elected by the Board pursuant to clause 18.5 to oversee the finances of the Chamber.

**US** means the United States of America.

**Vice President** means a vice president of the Chamber for the time being, duly elected by Members pursuant to clause 18.3(b) or appointed by the President pursuant to clause 18.2(e).

**Young Professional Member** means a natural person residing in New Zealand who has been approved by the Board as a Member and fulfils the requirements of clause 5.7;

## 1.2 Interpretation

Words importing the singular include the plural, and vice versa;

Words importing any gender include the other gender;

Headings are for convenience only and do not affect the interpretation of this Constitution;

References to clauses are references to clauses in this Constitution.

## 2. Name

The name of the Chamber is the American Chamber of Commerce in New Zealand Incorporated.

## 3. Registered Office

The Registered Office of the Chamber is the place designated by the Board from time to time subject to notification of the Registrar of Incorporated Societies in accordance with the Act.

## 4. Objects

The objects of the Chamber are:

- (a) to promote the association of business people concerned with trade and investment with the US, and the development of links between US businesses and the local community;
- (b) to develop mutually friendly and prosperous economic, social and commercial relationships between New Zealand and the US;
- (c) to make available to members information concerning existing or proposed laws affecting US interests in New Zealand and New Zealand interests in the US;
- (d) to actively campaign on legislative and other regulatory matters affecting or likely to affect the commercial or financial interests of Members;
- (e) to represent the views of the business community in New Zealand and the US on questions of trade, commerce, finance, industry and taxation;
- (f) to make available statistical and other information concerning matters of business, financial or professional interest;
- (g) to give advice on sources of commercial information;
- (h) to encourage the highest standards of US commercial practice by US firms in New Zealand and to maintain the good reputation of the US business community in New Zealand;
- (i) to give assistance to New Zealand Members wishing to enter or become active in the US market;
- (j) to assist US companies to enter the New Zealand market;
- (k) to participate in key events and services of the Chamber of Commerce of the US;
- (l) to research and present the business views of members to governments in Wellington and Washington;
- (m) to encourage a better understanding of the benefits of foreign direct investment in New Zealand;
- (n) to liaise with other American Chambers of Commerce abroad to assist members with trade contacts; and
- (o) to do all other things as may be incidental or conducive to attaining the objects of the Chamber.

## 5. Membership

### 5.1 Categories of Membership

There are the following categories of membership of the Chamber:

- (a) Corporate Members;
- (b) Honorary Members;
- (c) Non-Resident Members;
- (d) Nominee Associate Members;
- (e) Individual Members; and
- (f) Young Professional Members.

### 5.2 Corporate Members

- (a) The following are eligible to become Corporate Members:
  - (i) corporations, limited liability companies, unincorporated bodies, associations or partnerships formed under the laws of any state of the US which carry on business in New Zealand;
  - (ii) corporations, unincorporated bodies, associations or partnerships formed under the laws of New Zealand;
  - (iii) subsidiaries of corporations formed under the laws of the US; and
  - (iv) New Zealand central and local governmental departments and agencies, crown enterprises and statutory agencies.
- (b) Corporate Members shall be divided into two categories:
  - (i) **Sustaining Members**  
Corporate members which identify strongly with the aims and objectives of the Chamber and which support the work of the Chamber in a tangible manner through the allocation of time and resources.
  - (ii) **Full Corporate Members**  
Corporate Members based principally in New Zealand or overseas/in the US
- (c) The Board may create further sub-categories of Corporate Membership as it determines, including setting qualifications for membership of such sub-categories, the rights attaching to and the applicable Annual Subscriptions level in respect of, any such sub-category.
- (d) A Corporate Member is:
  - (i) entitled to attend and vote at general meetings of the Chamber; and
  - (ii) to nominate persons to be Nominee Associate Members of the Chamber.

### 5.3 Honorary Members

- (a) Individuals are eligible to become Honorary Members at the Board's discretion.
- (b) An Honorary Member is:
  - (i) entitled to attend and vote at general meetings of the Chamber; and
  - (ii) exempt from payment of Annual Subscriptions.
- (c) The Board may review the list of Honorary Members at any time.

### 5.4 Individual Members

- (a) Individuals who reside in New Zealand are eligible to become Members.
- (b) An Individual Member is entitled to attend and vote at general meetings of the Chamber.

## 5.5 Non-Resident Members

- (a) The following are eligible to become Non-Resident Members:
  - (i) corporations, limited liability companies, unincorporated bodies, associations or partnerships formed under the laws of any state of the US which do not carry on business in New Zealand;
  - (ii) individuals who do not reside in New Zealand; and
  - (iii) governmental departments, agencies and enterprises of the US government.
- (b) A Non-Resident Member may attend, but may not vote at, general meetings of the Chamber.

## 5.6 Nominee Associate Members

- (a) Any natural person nominated by a Corporate Member is eligible become a Nominee Associate Member.
- (b) A Nominee Associate Member:
  - (i) may attend, but may not vote at, general meetings of the Chamber except as the proxy or representative of a Member; and
  - (ii) is exempt from payment of Annual Subscriptions.

## 5.7 Young Professional Members

- (a) The purpose of the Young Professional Membership category is to encourage involvement in the Chamber by young professionals and students.
- (b) Individuals who reside, or have resided, in New Zealand are eligible to become Young Professional Members if they also meet such additional criteria as may be determined by the Board from time to time in furtherance of the purpose set out in clause 5.7(a) above.
- (c) The Board may create such sub-categories of Young Professional Membership as it may see fit which may have different Annual Subscription rates.
- (d) A Young Professional Member is entitled to attend but may not vote at general meetings of the Chamber.

## 6. Eligibility For Membership

- (a) In addition to the qualifications prescribed for each class of membership, applicants for membership of the Chamber shall:
  - (i) be supportive of the objects of the Chamber.
  - (ii) have some connection or interest with trade and commerce between New Zealand and the US; or
  - (iii) have some interest in commercial relationships involving US business and/or other American Chambers of Commerce outside New Zealand.
- (b) All applications for membership of the Chamber must be forwarded to the Executive Director and shall be in the form prescribed by the Board from time to time. No application may be submitted to the Board unless it is accompanied by the Annual Subscription, if any, which applies to the category of membership applied for.
- (c) For the purposes of the Privacy Act 1993, applicants must ensure that:
  - (i) details of any employees included in the application are accurate and current; and
  - (ii) any employees included in the application have consented to their names being listed in any directory of members the Chamber may maintain and to any such directory of Members (or access to any such directory of Members), being provided to non-members.
- (d) Every applicant accepted as a Member shall be bound by the Constitution.

- (e) Any applicant for membership of the Chamber may, prior to acceptance of its application, withdraw its application by notifying the Executive Director in writing. The Chamber shall, subject to receipt of such notice of the withdrawal prior to acceptance of the application by the Board, refund in full any Annual Subscription paid by the withdrawing applicant.
- (f) An applicant will become a Member of the Chamber upon being approved for membership of the Chamber by the Board. The Executive Director shall notify the Member of the Board's decision. The Board is not required to give reasons for its refusal to approve an applicant for membership of the Chamber.

## 7. Annual Subscriptions

- (a) Subject to the Constitution, Annual Subscriptions will be set by the Board for each category, or, sub category, of membership.
- (b) The Board may in its discretion:
  - (i) waive or postpone the payment of Annual Subscriptions by any Member;
  - (ii) reduce the Annual Subscriptions payable by a Member.
- (c) Annual Subscriptions must be paid annually in advance.

## 8. Cessation of Membership

- (a) Persons or organisations will cease to be Members of the Chamber:
  - (i) by resolution of the majority of the Board; or
  - (ii) by voluntary resignation given in writing or orally to the Executive Director.
- (b) Unless the Board resolves otherwise, resigning Members are liable for the Annual Subscription due in the financial year in which they resign.
- (c) Any Member resigning or being expelled from the Chamber pursuant to clause 9 must upon written request return to the Executive Director any documents, papers or other material connected with the activities of the Chamber in the Member's possession at the date of resignation or expulsion.

## 9. Expulsion Of Members

- (a) The Board may resolve to expel a Member in accordance with the provisions of this clause if:
  - (i) the Member has wilfully refused or neglected to comply with the provisions of the Constitution or any other rules, regulations, or by-laws made by the Board from time to time in accordance with the Constitution;
  - (ii) the Member has failed to pay the Annual Subscription payable by the Member for a period greater than 90 days from the due date;
  - (iii) the Member has engaged in conduct which, in the opinion of the Board, is unbecoming of a Member or may prejudice the interests or reputation of the Chamber;
  - (iv) the Member, if an individual, is declared bankrupt or enters into a composition or arrangement with his or her creditors;
  - (v) the Member, if a company or other incorporated or unincorporated body:
    - (A) is placed in any form of liquidation, receivership, bankruptcy or administration;
    - (B) enters into an arrangement with its creditors;
    - (C) is the subject of a resolution passed by its shareholders or members to wind up or dissolve the Member.
- (b) The Executive Director must give a Member proposed to be expelled, written notice at least one week before the Board meeting at which the expulsion of the Member is to be considered.



- (c) The notice referred to in clause 9(b) must contain details of:
  - (i) what is alleged against the Member;
  - (ii) evidence to support the allegation; and
  - (iii) the intended wording of the resolution expelling the Member;and must inform the Member of the Member's right to appear before the Board to offer any explanation or defence relating to the expulsion;
- (d) A Member proposed to be expelled may make a written submission to the Board in support of the Member's continued membership of the Chamber, and the Board must consider any such submission before voting on the Member's expulsion.
- (e) A resolution to expel a Member will be valid if passed by a simple majority of the Board.
- (f) The Executive Director must inform the Member in writing within 7 days of the Board's decision to expel the Member.

## 10. Annual General Meetings

- (a) The annual general meeting of the Chamber must be held no later than the 30th day of September in each year on a date and at a time and place fixed by the Board.
- (b) The annual general meeting has the following objects:
  - (i) to elect the Officers and Board for the ensuing year;
  - (ii) to appoint an auditor;
  - (iii) to receive from the Executive Director and the Treasurer an audited balance sheet and statement of accounts for the preceding financial year; and
  - (iv) to receive the President's an annual report.All other business at the annual general meeting is special business of which notice must be given to Members in the notice calling the annual general meeting.
- (c) The Board must send a notice in writing (by post, facsimile or email), to all Members, stating the date, time and place of the annual general meeting no later than 50 days prior to the annual general meeting.
- (d) Members wishing to bring before the annual general meeting any business other than that referred to in clause 10(b) must give notice of that business in writing to the Executive Director no later than 40 days prior to the annual general meeting. Only a Member entitled to vote at a general meeting may give such notice.
- (e) The Board must send a notice in writing (by post, facsimile or email), to all Members, stating the business to be dealt with at the meeting (including any special business), no later than 30 days prior to the annual general meeting.
- (f) Accidental failure to give notice, or non receipt of notice by one or more Members, does not invalidate proceedings at the annual general meeting.

## 11. Special General Meetings

- (a) The Board may convene a special general meeting whenever it thinks fit.
- (b) The Board must send a notice in writing (by post, facsimile or email) to all Members, stating the date, time and place of the special general meeting and the nature of the business to be dealt with at the meeting including the text of any proposed resolutions, not later than 21 days prior to the special general meeting.

## 12. Special General Meeting at the Member's Request

- (a) Upon a written request from not less than 20% of the Members eligible to vote the Board must convene a special general meeting.

- (b) Any such request must state the reason for the meeting, include the text of any proposed resolutions, state the names of the requesting Members and be signed by the requesting Members and be delivered to the Registered Office.
- (c) If within 21 days of receiving a written request for a meeting the Board has not given notice of a special general meeting, any 10 or more of the requesting Members may themselves give notice of a special general meeting of the Members of the Chamber.
- (d) A special general meeting convened by the requesting Members must be convened in the same manner (or as nearly as possible) as that in which special general meetings of the Chamber are convened by the Board.
- (e) Any reasonable expenses incurred by the requesting Members as a consequence of by the Board's failure to give notice of a special general meeting must be refunded to the requesting Members by the Chamber.

### 13. Quorum for General Meetings

- (a) No business may be transacted at any general meeting unless a quorum of Members entitled to attend and vote is present at the time the meeting proceeds to business. Ten such Members present in person, by representative or by proxy, constitute a quorum (provided such number includes at least 6 Corporate Members or their representatives).
- (b) If a quorum is not present within half an hour from the time appointed for the general meeting then:
  - (i) the general meeting is dissolved if it was convened on the request of Members; or
  - (ii) in any other case the general meeting stands adjourned to such day (not being more than 28 days after the appointed date) and at such time and place as the Board determines.
- (c) If at any general meeting held following an adjournment pursuant to clause 13(c)(ii) a quorum is not present within half an hour from the time appointed for the meeting then:
  - (i) five Members present in person, by representative or by proxy, and entitled to vote at the general meeting constitutes a quorum; and
  - (ii) if such a quorum is not present, the general meeting is dissolved and may not be readjourned; in which case notice of a new general meeting must be given in accordance with the Constitution if it is proposed to proceed with the general meeting.

### 14. Chairperson at General Meetings

- (a) The President, or in his or her absence, a Vice President of the Chamber, or in the absence of any Vice President, a member of the Board chosen by the Members present, shall be chairperson at general meetings of the Chamber.
- (b) If within fifteen minutes after the time appointed for holding the general meeting no person entitled to act as chairperson is present, the Members present may elect one of their number as chairperson of the meeting.

### 15. Adjournment of General Meetings

The chairperson may, and must if so directed by a resolution of the Members present at the meeting, adjourn a general meeting on the following conditions:

- (a) only business left unfinished at the original general meeting may be transacted at the adjourned general meeting; and
- (b) if the general meeting is adjourned for more than 14 days, notice of the adjourned general meeting must be given in the same manner as for any new general meeting.

## 16. Voting at General Meetings

- (a) At any general meeting a resolution put to the vote must be decided on a show of hands unless a poll is demanded by the chairperson or a Member present in person, by representative or by proxy and entitled to vote at the general meeting.
- (b) On a show of hands or a poll every Member who is entitled to vote, and who is present in person, by representative or by proxy, has one vote.
- (c) Notwithstanding any other provision of this Constitution, a Member whose Annual Subscription is unpaid is not entitled to vote at general meetings.
- (d) If a poll is demanded it must be taken in the manner directed by the chairperson of the meeting, and may be taken after an interval or an adjournment. The demand for a poll may be withdrawn.
- (e) Unless a poll has been demanded in accordance with clause 16(a), a declaration by the chairperson that a resolution has been carried unanimously or by a certain majority, or lost, and an entry in the minute book to that effect, is conclusive of that fact.
- (f) In the case of the voting being equal, whether on a show of hands or on a poll, the chairperson of the meeting has a second, casting, vote.

## 17. Proxies/Representatives

- (a) A Member may appoint an individual as that Member's representative or proxy, to attend and vote on the Member's behalf at any general meeting. A Nominee Associate Member shall, in the absence of any other duly authorized representative or proxy appointed by the Corporate Member who nominated the Nominee Associate Member for membership of the Chamber, be deemed to be the representative of the Corporate Member, which nominated him or her for membership of the Chamber; and if more than one then the Nominee Associate Member designated by the Executive Director.
- (b) Any appointment of a representative or proxy must be in writing, signed by the Member, and contain details of the meeting at which the representative or proxy is to vote and the manner in which he or she may vote.
- (c) The form of the instrument to appoint a representative or proxy shall be determined by the Board from time to time.
- (d) The instrument appointing the representative or proxy must be delivered to the Registered Office or emailed to the Chamber, no later than 24 hours prior to the time appointed for the general meeting, and may be revoked in writing at any time before the commencement of the general meeting.

## 18. Management and Organisation

### 18.1 Overall Structure

The Chamber has the following organisational structure:

- (a) President;
- (b) up to Two Vice Presidents;
- (c) Executive Director;
- (d) Treasurer;
- (e) Board; and
- (f) Patron.

### 18.2 President

- (a) The President is chairperson of the Board.
- (b) The President shall serve for a period of two years but, if nominated, shall be eligible for re-election.

- (c) The President shall be nominated by the Directors from amongst those of their number indicating their willingness to perform the role and approved by the Board.
- (d) The President may nominate up to two Vice Presidents for approval by the Board and submission to the Corporate Members for approval at the annual general meeting.
- (e) Subject to approval by the Board, the President may fill vacancies on the Board from time to time and vacancies in the office of Vice President, provided that any person so appointed to the Board shall resign and, if they so decide, stand for re-election at the first Annual General Meeting following their appointment (in which case such person shall count towards the relevant one third requirement to stand for re-election provided for in clause 18.8(h)).

### 18.3 Vice-Presidents

- (a) There may be up to two Vice Presidents of the Chamber.
- (b) Subject to clause 18.2(e), Vice-Presidents shall be elected by the Members at the annual general meeting, from candidates nominated by the President and approved by the Board.

### 18.4 Executive Director

The Executive Director:

- (a) is responsible for the achievement of the objectives described in clause 2 having regard to any priorities determined by the Board from time to time;
- (b) has primary responsibility for the administration and finances of the Chamber and is to oversee the preparation of records and the financial statements of the Chamber as required by law and by the Constitution;
- (c) is appointed by the Board on such terms and conditions as the Board thinks fit, and is automatically a member of the Board by virtue of his or her appointment;
- (d) is a full voting member of the Board, but may not be elected as President, Vice President or Treasurer;
- (e) is entitled to be paid a reasonable salary for services rendered to the Chamber, and the Board must determine the level of his or her remuneration; and
- (f) is responsible for keeping a Register of Members as required by the Act.

### 18.5 Treasurer

The Board will elect one of their number to be Treasurer and the Treasurer will work with the Executive Director at Board level with the financial management of the Chamber, including the formation of the annual budget, the signing of cheques and the presentation of reports on the finances of the Chamber to the Board.

### 18.6 Board of Directors

- (a) The Board shall have a maximum of 18 members consisting of:
  - (i) the Executive Director;
  - (ii) up to ten Board Members elected by the Corporate Members (**Corporate Board Members**); and
  - (iii) up to seven Board Members elected by all Members entitled to attend and vote at the Annual General Meeting (**General Board Members**)or (in the case of Corporate Board Members and/or General Board Members) appointed by the President pursuant to clause 18.2(e) or appointed by the Board pursuant to clause 18.8(g).
- (b) Candidates for election as Board members must be Members of good standing in the Chamber;

## 18.7 Appointment of Corporate Board Members

- (a) Nominations for Corporate Board Members may be made in writing by any Corporate Member no later than 30 days prior to the date of the next annual general meeting and shall be signed by or on behalf of the Corporate Member and by the nominee.
- (b) No later than 25 days before the relevant annual general meeting, the Executive Director shall procure that proxy forms are sent to all Corporate Members with regards to the appointment of any nominees as Corporate Board Members with instructions that such proxy forms are returned no later than the 10th day before that annual general meeting.
- (c) Each candidate nominated for the Board as a Corporate Board Member must be approved by 50% of the proxy votes cast with respect to that candidate.
- (d) In the event that more candidates are approved as Corporate Board Members than there are positions available, the candidates with the most votes in favour of their candidacy shall be elected in that order up to the maximum number of positions available. Where there is an equality of votes between two or more candidates, the Executive Director shall have absolute discretion to determine which candidate or candidates will be elected.
- (e) The Executive Director is the sole judge of the validity of proxy votes returned and his or her decision is conclusive and may not be questioned for any reason.
- (f) The Executive Director must sign a certificate stating the names of the candidates and the number of votes cast for each and present such certificate, together with the results of the vote to the next annual general meeting. The certificate is conclusive, and is deemed to be a declaration of the final result delivered by the Executive Director to the chairperson of the general meeting.

## 18.8 Appointment of General Board Members

- (a) Nominations for General Board Members may be made in writing by any Member, and must be lodged with the Executive Director not less than 40 days prior to the date of the next annual general meeting in accordance with the provisions of clause 10(d).
- (b) Nominations must be signed by the nominee, the proposer and the seconder, each of whom must be members in good standing.
- (c) Each candidate nominated for the Board as a General Board Member must be approved by 50 per cent of those Members voting and entitled to vote at the annual general meeting. The ballot must be conducted by the Executive Director.
- (d) In the event that more candidates are elected by the Members than there are positions available, the candidates with the most votes in favour of their candidacy shall be elected in that order up to the maximum number of positions available. Where there is an equality of votes between two or more candidates, the Executive Director must determine by ballot which candidate or candidates will be elected.
- (e) The Executive Director is the sole judge of the validity of votes returned in a ballot, and his or her decision is conclusive and may not be questioned for any reason.
- (f) Upon completion of the vote count in the ballot the Executive Director must sign a certificate stating the names of the candidates and the number of votes cast for each. The certificate is conclusive, and is deemed to be a declaration of the final result delivered by the Executive Director to the chairperson of the general meeting.
- (g) The Board may at any time appoint any Member of good standing in the Chamber or any person associated with a Member of good standing in the Chamber, to fill a casual vacancy (whether as a Corporate Board Member or a General Board Member). Any member so appointed shall be required to stand for re-election at the next annual general meeting and shall count towards the relevant one third requirement set out in clause 18.8(h) below.
- (h) At least one third of the Corporate Board Members and one third of the General Board Members other than the Executive Director, shall retire automatically from office at

the annual general meeting each year but are eligible for reappointment if they elect to stand for re-election. Those to retire at each annual general meeting shall be those who have been longest in office since they were last elected or deemed elected.

- (i) The office of a Board member automatically terminates if the Board member:
  - (i) becomes insolvent;
  - (ii) becomes, in the reasonable opinion of the Board, of unsound mind;
  - (iii) resigns his or her office by notice in writing to the Board;
  - (iv) is absent from (3) consecutive meetings of the Board without leave being granted by a resolution of the Board and the Board resolves that the Director has vacated office; or
  - (v) ceases to be a Member or associated with a Member.

## 19. Proceedings of the Board

- (a) The Board members may meet either in person, by teleconference, videolink, internet-enabled service or the like, for the despatch of business and may adjourn and otherwise regulate their meetings as they think fit provided that they meet at least three times in each calendar year.
- (b) A meeting of the Board may be convened at any time at the request of the President, a Vice President or any four or more members of the Board.
- (c) Four Board members are a quorum for any meeting of the Board, including at least two Corporate Board Members.
- (d) Questions must be decided by a majority of votes of Board members present and voting and in the case of an equal number of votes, the chairperson of the meeting has a second or casting vote.
- (e) The President will be chairperson at meetings of the Board. At a meeting where the President is not present within 15 minutes after the time appointed for the meeting, or is unwilling to act, the Board members present must elect one of the Vice Presidents to be chairperson of the meeting. If no Vice President is present then the Board members must elect one of their number to be chairperson of the meeting.
- (f) The Executive Director is responsible for convening meetings of the Board. Except in special circumstances determined by the President, at least 48 hours notice, by telephone, email or facsimile transmission, must be given to Board members at their last address known to the Chamber. Non-receipt of such notice by any Board member does not invalidate proceedings at the Board meeting.
- (g) If at any time there is one or more vacancies on the Board, the remaining Board members may act in the usual manner, but if the remaining Board members do not constitute a quorum, they may only act to increase the number of Board members to a number sufficient for a quorum or to convene a general meeting of the Chamber.
- (h) A Board member may not vote on any contract or proposed contract with the Chamber in which that director has any interest, whether direct or indirect, in the subject matter of the contract. Any vote in breach of this regulation is void.
- (i) The Board may pass resolutions in writing signed by a quorum of Board members without holding a meeting. Resolutions may comprise two or more documents containing the same resolution, each of which is signed by one or more Board members, and the date of the last to be signed shall be the date of the resolution.
- (j) All acts done or resolutions passed at any meeting of the Board properly convened or by any person acting as a Board Member are valid, notwithstanding that it is afterwards discovered that there was some defect in that Board member's appointment, or that he or she had ceased to be a Board member.

## 20. Powers of the Board

- (a) The business and affairs of the Chamber shall, subject to the Constitution, be managed from day to day by, or under the direction of, or supervision of the Board.
- (b) The Board may, from time to time and at any time, establish Branches with defined geographic boundaries and determine which Members will be attached to each Branch. The Board may also redefine the geographic boundaries of Branches from time to time and at any time and disestablish Branches as and when the Board thinks fit.
- (c) The Board may pass resolutions relating to any and all issues and matters affecting the Chamber, and may make final determinations on any and all such issues and matters.
- (d) The Board may authorise the expenditure of Chamber funds, for any purpose it deems necessary or desirable to further the objects of the Chamber.
- (e) The Board may, by a two-thirds majority present and voting at a Board meeting, authorise the borrowing of money by the Chamber to further the objects of the Chamber.

## 21. Board Committees

- (a) The Board may delegate any of its powers to committees and may determine the composition of such committees.
- (b) Meetings of committees are to be conducted in accordance with the rules governing meetings of the Board with necessary modifications.

## 22. Patron

- (a) The Board may appoint as Patron of the Chamber, individuals whom the Board considers are:
  - (i) sympathetic to the objects and aims of the Chamber;
  - (ii) capable of promoting the Chamber; and
  - (iii) of good standing in the business community.
- (b) A person may be appointed a Patron even though he or she is not a Member or associated with a Member.
- (c) The Board may terminate the appointment of a person as Patron at any time by written notice to that person.

## 23. Funds and Property

- (a) All moneys received by the Chamber for its use must be deposited into a bank account.
- (b) All cheques and other negotiable instruments issued by the Chamber must be signed by the Executive Director and one other Board member. If the Executive Director is unavailable to sign a cheque or negotiable instrument, the cheque or negotiable instrument may be signed by any 2 Board members.

## 24. The Seal

- (a) The Executive Director must provide for the safe custody of the Seal.
- (b) The Seal may only be used by the authority of the Board. Every document to which the Seal is affixed must be signed by a Board member and countersigned by another Board member or a person authorised by the Board to sign.

## 25. Records

- (a) The Executive Director may determine the conditions upon which members may inspect the accounting records and other documents of the Chamber.
- (b) Members have no automatic right to inspect Chamber records, except as authorised by the Board or by general meeting.

- (c) Members inspecting Chamber records may not use those records for any purpose other than Chamber business, or disclose the contents of the records to any person other than a Member, without the Board's approval.

## 26. Accounts

- (a) The Executive Director must ensure that proper accounting and other records are kept, in accordance with the requirements of the Act.
- (b) The Executive Director must arrange for the preparation of a balance sheet and profit and loss account to be presented to Members at each annual general meeting.
- (c) Any Member is, on request and without charge, entitled to be furnished with a copy of the Chamber's last balance sheet and profit and loss account, together with a copy of the relevant auditor's report, if any.

## 27. Audit

- (a) The accounts of the Chamber must be audited annually unless otherwise determined by the Members.
- (b) The Members must, at each annual general meeting, appoint an auditor to hold office until the next annual general meeting unless otherwise determined by the Members.
- (c) The remuneration of the auditor will be determined by the Board.

## 28. Notices

- (a) A notice may be served by the Chamber on any Member, either personally or by posting it in a prepaid letter addressed to the Member at the Member's registered address, or by sending it by email or facsimile to the last known email or facsimile address of the Member.
- (b) Any notice served in accordance with clause 28(a) will be deemed to have been served on the day it was delivered personally or on the next business day after the day on which it was posted, emailed or faxed.
- (c) A Member who fails to give his or her address for registration is not entitled to receive notices from the Chamber.

## 29. By Laws

- (a) The Board may, by instrument under the Seal, make by-laws relating to:
  - (i) the admission of Members;
  - (ii) the classification of Members;
  - (iii) Annual Subscriptions;
  - (iv) the appointment and functioning of committees and Officers;
  - (v) the operation of a Branch; and
  - (vi) any other matters relating to the Chamber's activities;provided that such by-laws are consistent with the Constitution and the Act.
- (b) The Board may revoke or vary any by-law from time to time by instrument under the Seal.
- (c) The Members in general meeting may revoke or amend any by-law by a resolution passed with a 75% majority of Members present and entitled to vote.
- (d) All by-laws validly made are binding on Members.

## 30. Indemnity

Every Board member and Officer of the Chamber is entitled to be indemnified from Chamber funds against any liability which:



- (a) arises while that Board member or Officer was acting in good faith in his or her capacity, as a Board member or Officer of the Chamber, or his or her liability resulted from an omission by that Board member or Officer while acting in good faith in his or her capacity as a Board member or officer of the Chamber; or
- (b) is incurred by him or her in his or her capacity as a Board Member or Officer, defending any proceeding, whether civil or criminal, in which he or she is acquitted or judgment is given in his or her favour.

### 31. Alteration of the Constitution

- (a) The Constitution may only be altered or rescinded by the Chamber in general meeting.
- (b) A resolution altering or rescinding the Constitution must be passed by a majority of Members who are entitled to vote present and voting at a general meeting of which notice was duly given.
- (c) Any alteration or rescission of the Constitution must be approved by the Board.

### 32. Winding Up

On a winding up the property and assets of the Chamber must be applied in the first instance in satisfaction of the Chamber's debts and liabilities. If there is any surplus remaining, it will be paid to such non profit organisation or organisations within New Zealand having similar objects to the Chamber, as the Board thinks fit, or, as directed by a resolution of the Members of the Chamber. Any such payments may be made on such terms and conditions as the Board thinks fit. No part of the surplus shall be used for the private pecuniary profit of any Member or other person (excluding reasonable reimbursement for services rendered in the ordinary course of the administration, management or operation of the Chamber).