

R U L E S of

THE CHAMBER OF COMMERCE AND INDUSTRY OF NORTHLAND (INC.)

Society Number: 222801

The association is a Society duly registered and incorporated under "The Incorporated Societies Act 1908".

1. NAME:

The name of the Association shall be "The Chamber Of Commerce and Industry of Northland (Incorporated)" and is hereinafter referred to as "The Chamber". The Chamber shall be an association of business and professional people, farmers and other persons and corporations associated for the purposes of carrying out the objects of the Chamber.

2. OFFICE:

The registered office of the Chamber shall be at such place or places as the Board shall, from time to time determine.


3. OBJECTS:

The objects of the Chamber shall be:

- (a) To actively represent and promote the interests of industry and commerce for the beneficial development of Northland and it's people;
- (b) To collect and circulate statistics and other information relating to industry and commerce;
- (c) To provide meeting rooms and information for its members and for visitors;
- (d) To develop the general public interest in the Chamber by distributing information on the Chamber's activities and by publishing and circulating such notices papers and circulars;
- (e) To take steps as the Chamber may consider necessary to give publicity to Northland;
- (f) To enter into such contracts as the Chamber considers necessary to achieve the objects including entering into leases and acquiring real and personal property;
- (g) To co-operate with any other Enterprise having similar objects or to join or subscribe to the funds of any such Enterprise for the purpose of better attaining or otherwise furthering the objects and interests of the Chamber;
- (h) To promote studies in any subjects or branch of knowledge pertaining to trade or commerce or industry, and to establish prizes, scholarships, and rewards for proficiency in such studies;
- (i) To settle by arbitration disputes or differences which may arise upon commercial and industrial questions;
- (j) The development of policy and guidelines on Organizational Governance and ethical business practice;
- (k) Generally to do all such things and acts whatsoever, as may be considered to be for the benefit of the community, or of members of the Chamber, or some of them, and whether or not such acts or things may be necessary, incidental, or conducive to the foregoing objects, or any of them.



President



Treasurer



Executive Officer

4. MEMBERSHIP

The Membership shall consist of:

(a) Ordinary Members

Any person, firm or enterprise engaged or interested in the Commerce, Trade or Professions of, or in Northland, and who has fully paid their annual subscription in accordance with the ruling fee structure.

(b) Honorary Members

Honorary members may be elected by the Board and may include:

- (i) The Mayor of any District Council in Northland.
- (ii) The Chairman of the Northland Regional Council.
- (iii) Any member of parliament for Northland.
- (iv) Such other persons as the Board may from time to time by resolution determine or appoint.

(c) Life Members

The Chamber in general meeting may resolve that any person who has rendered single, valuable and meritorious service to the Chamber over a period of years, be a Life Member of the Chamber whereupon they shall be entitled to all the privileges of membership without payment of any subscription, but otherwise shall remain subject to these rules provided that there shall not be more than five (5) life members at any one time.

(d) Additional Members

Additional members who may be nominated by any firm or corporation already a member of the Chamber, on payment of such subscription as may, from time to time, be determined.

A candidate for membership shall apply for membership in writing. The application shall be signed by the applicant and by one of the following: The Executive Officer, Membership/Recruitment Officer, Ordinary Member of the Northland Chamber of Commerce. In the event of the applicant being a Firm, Corporation or Enterprise the name of the person whom it is proposed shall be authorised to represent and vote on behalf of such candidate shall also be stated. New member details shall be notified to the Board at the next meeting thereafter.

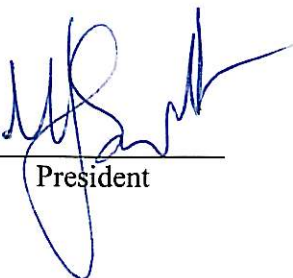
5. SUBSCRIPTION

The amount of annual subscriptions shall be raised by the CPI each year.

The annual subscription shall cover a 12 month period from the date of joining, and shall be either payable in advance or by way of monthly installment. If the subscription of any member is in arrears and unpaid for three months, the Secretary/Treasurer shall cause to be sent to the member at the last address of the member a notice requiring payment within one month and failing such payment being made, then the member shall ipso facto cease to be a member and will be advised in writing by the Executive Officer accordingly, unless the Board by unanimous resolution, with or without conditions, shall determine that this rule be waived in respect of that member. Such cesser of membership shall not affect the right of the Chamber to recover any entrance fee, subscription or any other moneys due and owing to the Chamber by such member.

6. ELECTED OFFICERS

The officers of the Chamber shall consist of a President, a Vice President, an Immediate Past President as an **ad-hoc board member** and a Treasurer. The President, Vice President, and Treasurer shall be elected at each Annual Meeting with nominations closing 21 days prior to the Annual Meeting.



President

Treasurer

Executive Officer

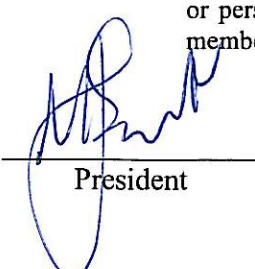
7. THE BOARD

- a) The Board shall comprise no more than 14 members elected at the Annual General Meeting and the Executive Officer. The Executive Officer shall not be entitled to vote on Board decisions.
- b) Nominations and appointments to the Board may include individuals living outside Northland regional boundaries, subject to their interests, direct commercial involvement or engagement in Chamber activities in Northland; and subject to consideration by the Board.
- c) An objection to the nomination of any candidate for Board appointment must be lodged, in writing, at least two weeks prior to the Annual General Meeting, for consideration by the Board. Decisions regarding objected nominations shall be communicated, in writing, to the relevant parties prior to the Annual General Meeting.
- d) The Board may at any time and from time to time by resolution invite any person to sit with the Board in its deliberations, but such person shall not be entitled to exercise any vote on any matter affecting the administration or finances of the Chamber.
- e) Every member of the Board who shall be absent from three consecutive meetings without leave granted by resolution of the Board, shall thereby automatically vacate his position but shall be eligible for reappointment by the Board on application. It shall be the duty of the Secretary to notify the Board in meeting immediately any vacancy occurs under this provision.
- f) In the event of a vacancy occurring for any reason whatsoever, such vacancy may be filled by the Board by appointment of any member who shall hold office until the next General Meeting of members.
- g) Board Members shall hold office for a period of 2 years at which time the board member shall automatically resign. At this time if the Board member wished to stay on the board they must be re-nominated by a financial member of the Chamber for re-election.
- h) The Board shall have the power to remove any board member who negatively impacts on the positive perception of the Board.


8. POWERS OF THE BOARD

The Board shall have power:

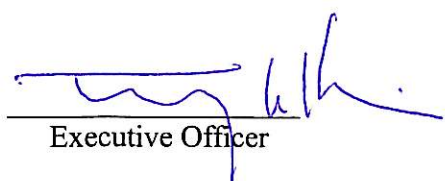
- (a) To purchase or rent offices for the use of the Chamber.
- (b) To appoint and dismiss an Executive Officer and such other officers as may be found necessary for the due conduct of the business of the Chamber and to fix annual salaries or otherwise.
- (c) To engage professional assistance and to remunerate any persons employed by it.
- (d) Subject to the provisions of these Rules, to manage and superintend the affairs of the Chamber and act in the name of the Chamber, and for that purpose to order the seal of Chamber to be affixed to any petition to Parliament memorial or other documents.
- (e) Generally to execute all such powers and functions and do such acts and things as may be executed or done by the Chamber and are not hereby or by statute expressly directed to be executive or done by the Chamber in general meeting.
- (f) The Board may from time to time appoint, set up or dissolve such committee's as it deems necessary, and for the purpose of setting up a committee it may appoint one or more of its members to be a covenor or covenors.
- (g) The Board shall have power to appoint to any committee and itself with full power of voting any persons or person whose advice and assistance it may consider of special value whether or not such person is a member of the Chamber.



President



Treasurer



Executive Officer

- (h) The Board shall have full power to act notwithstanding that any vacancy to the Board shall not have been filled.
- (i) The Board may make such regulations as it thinks proper with regard to the summoning and holding of its meetings and for the transaction of business thereat, and it may from time to time fix the quorum necessary for the transaction of business but until it otherwise determines five (5) members of the Board personally present shall form a quorum.

9. CONTROL OF FUNDS & ASSETS

The Chamber shall have power:

- (a) To purchase, acquire, lease or rent lands or buildings either freehold or leasehold, and to erect buildings upon any lands, owned or leased by the Chamber.
- (b) To manage, improve, let or sell any land or buildings or any part thereof, the property of the Chamber.
- (c) To give and receive conveyances, agreements and leases.
- (d) To lend funds upon mortgage or other security.
- (e) To invest moneys of the Chamber not required for immediate use in such Government or real securities or on Bank Deposits as may be deemed safe and desirable with power from time to time to vary investments for other of a like nature.
- (f) To receive and release mortgages or other securities

10. VACATION OF OFFICE

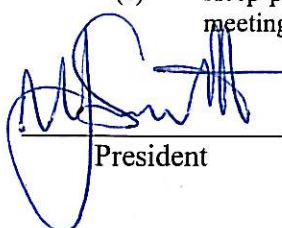
The Board shall appoint an Executive Officer to the Chamber and shall fix duties, remuneration and term of office until a successor is appointed. The Executive Officer shall in addition to any other duties to be performed under these Rules or in term of their appointment:

- (a) Act as Secretary to the Board (Minute duties may be delegated).
- (b) Conduct the correspondence of the Chamber of the Board.
- (c) Keep proper Minutes of all meetings of the Board and of the Chamber (which shall be confirmed at the meeting of the Board or Chamber respectively next following the meeting to which such minutes refer).
- (d) Make provision for the safe custody of the seal of the Chamber and of its books, records, documents and personal property.
- (e) Carry out such other duties as shall be required of the Board.

11. EXECUTIVE OFFICER

The Board shall appoint an Executive Officer to the Chamber and shall fix duties, remuneration and term of office. The Executive Officer shall remain in office until a successor is appointed. The Executive officer shall in addition to any other duties to be performed under these Rules or in term of their appointment:

- (a) Act as Secretary to the Board (Minute duties may be delegated).
- (b) Conduct the correspondence of the Chamber of the Board.
- (c) Keep proper Minutes of all meetings of the Board and of the Chamber (which shall be confirmed at the meeting of the Board or Chamber respectively next following the meeting to which such minutes refer).



President



Treasurer



Executive Officer

- (d) Make provision for the safe custody of the seal of the Chamber and of its books, records, documents and personal property.
- (e) Carry out such other duties as shall be required by the Board.

12. TREASURER

There shall be elected by the Annual General Meeting a Treasurer, who may also be the Executive Officer, who shall receive all moneys, cheques, bills and negotiable instruments payable to the Chamber.

- (a) Except by the direction of the Board, no payments out of the funds of the Chamber shall be made except by cheque. Signed in accordance with Rule 21.
- (b) The Treasurer shall keep in such form as the Board prescribes a correct account of all moneys received and payments made by the Chamber and of its financial affairs (such account to be open for inspection by the auditor and any nominee of the Board) and shall prepare the statement of receipts and expenditure and the balance sheet required to be submitted by the Board at the Annual Meeting and obtain the auditor's certificate required in respect thereof.

13. AUDITOR

Subject to the decision of the AGM, the accounts of the Chamber shall be audited by an auditor who shall be a Chartered Accountant in Public Practice to be elected each year at the Annual Meeting. In case of the death, resignation or incapacity of the Auditor so appointed, or in case no Auditor is so appointed the Board shall appoint one.

14. SOLICITOR

A solicitor to the Chamber may be appointed by the Board to act as the legal advisor to the Chamber. The Board may in its discretion refer to the Solicitor all matters upon which a legal opinion is required and may instruct him to act for the Chamber on any matter which it considers expedient so to do.

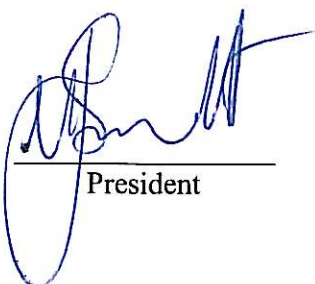
15. MEETINGS

The Annual General Meeting of the Chamber Of Commerce and Industry shall be held in each year no later than three (3) calendar months after the end of the financial year at such time and place as shall be fixed by the Board. At least fourteen days written notice of such General Meeting shall be given to the Members by the Secretary or circular posted to every member.

- (a) Meetings of the Board shall be held at least once in every calendar month except the month of January and shall be presided over by the President or by a Vice President, or by any one of the Board members elected by the Board in the absence of the President and both Vice Presidents.
- (b) Special meetings of the Board may be convened by order of the President or a Vice President or by four members of the Board and two day's notice of such meeting stating the business thereof shall be given by the Secretary to the Board members. Special General Meeting of the Chamber may be convened at the signed request of ten members of the Chamber.

16. QUORUM

No business shall be transacted at any annual or special general meeting unless fifteen of the members shall be present thereat. If within half an hour from the time appointed for the meeting the required number of members is not present, the meeting, if a special general meeting shall lapse without prejudice to the calling of another meeting for the same purpose, if an annual general meeting it shall stand adjourned for one week at the same time and place when those attending the adjourned meeting shall form a quorum. The quorum for any meeting of the board shall be five (5).



President

Treasurer

Executive Officer

17. ADJOURNMENTS

The Chairman of any meeting, whether a general meeting or a meeting of the Board, may, with the consent of the meeting, order an adjournment from time to time.

18. METHOD OF VOTING

Every question submitted to any general meeting of the Chamber or to any meeting of the Board shall be decided in the first instance, on the voices or, as may be required, by a show of hands. Voting shall be subject to the following further conditions as set out below:

- a) The Chairman shall in case of an equality of votes on any question exercise both a deliberative and a casting vote.
- b) At any meeting as aforesaid unless a poll is demanded by the Chairman or at least by three members present thereat a Declaration by the Chairman of the meeting that a resolution has been carried or lost, together with an entry in the Minute book or Book of Proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- c) No member whose subscription is in arrear shall be allowed to vote or to take part in any meeting of the Chamber.
- d) Voting by proxy shall be permitted by members vote. Proxy vote cannot be transferred and must be sealed until voting concludes at the AGM. Proxy voting slips will have a set date and time to be received by.
- e) Honorary members shall be entitled to vote on all matters excepting:
 1. Finance
 2. Membership Qualification
 3. Amendment to Rules

19. IRREGULARITIES OF MEETINGS

In case any irregularity shall occur in the convening of the holding of any general meeting and the same shall not be noticed and objected to at the time, all proceedings of such meeting shall be of the same force and validity as if no such irregularity had occurred, but if any irregularity shall be noticed and objected to at the meeting then the meeting shall decide thereon and such decision shall be final and conclusive.

20. UNSPECIFIED BUSINESS

Business not specified in the notice calling an Annual General Meeting may be transacted by leave of the Chairman if not opposed by any member present.

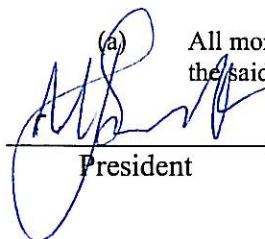
21. ACCOUNTS

The Board shall cause true accounts to be kept:

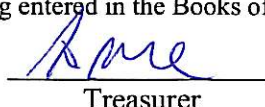
- (a) Of all sums of money received and expended by the Chamber and the matters in respect of which such receipt and expenditure takes place.
- (b) Of all assets and liabilities of the Chamber including mortgages charges and securities of any description affecting the property of the Chamber.

The Bank of the Chamber shall be such Bank as the Board may from time to time decide. Cheques drawn on the account shall be signed by the Executive Officer together with either the President or a Vice President, or such other persons as the Board may from time to time decide in lieu of the President or a Vice President.

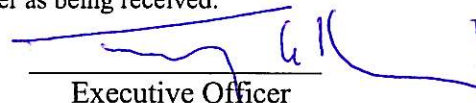
- (a) All moneys received on behalf of the Chamber shall be forthwith paid into the Chamber's account at the said Bank after being entered in the Books of the Chamber as being received.



President



Treasurer



Executive Officer

- (b) All the accounts shall be passed by the Board before payment.

At the Annual General Meeting each year the Board shall produce a statement of the income and expenditure and a Balance Sheet containing a summary of the assets and liabilities of the Chamber made up to the end of the Financial year and in the case of the first statement and Balance sheet of the Chamber then from the date of the Incorporation of the Chamber.

Every such statement shall be supplemented by a report of the Board as to the state and condition of the Chamber.

22. SEAL OF THE CHAMBER

There shall be a common seal of the Chamber consisting of a stamp with the words "The Chamber Of Commerce and Industry of Northland (Incorporated) Common Seal". The seal shall be kept in the registered office of the Chamber and in the Custody of the Executive Officer and shall only be affixed by the Executive Officer by the resolution of the Board and in the presence of two members of the Board and the Executive Officer.

23. BORROWING POWERS

The Board may raise or borrow such sum or sums of money as it may think fit necessary or expedient with or without security therefore and may secure the payment of such sums by mortgages or sub-mortgages of any property real or personal belongings to the Chamber or by bonds, debentures, mortgage debentures, or other securities or by bills of exchange promissory notes or other negotiable instruments and such mortgages or other securities may contain such covenants, power, conditions, agreements and obligations as it may think fit.

24. CESSATION OF MEMBERSHIP

Any member desiring to resign:

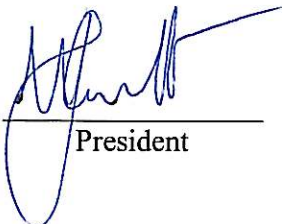
Shall notify such desire to the Secretary/Executive Officer in writing and the same shall be notified to the Board at the next meeting thereafter. The Board reserves the right to collect any unpaid moneys owed at the time of resignation as it deems fit.

If the conduct of any member is such as to endanger the good order of welfare of the Chamber, the Board on its own resolution or on a requisition by ten members of the Chamber, shall call a special General Meeting of the Chamber to consider the expulsion of such member.

- (a) At such meeting the number present shall be no less than 15 and the vote shall be taken by ballot. In the event of a resolution at such meeting being supported by two-thirds of the members constituting the same that the name of such member be removed from the list of members of the Chamber, that member shall thereupon cease to be a member of the Chamber and they shall remain liable for all subscriptions in arrear or other monies due to the Chamber.
- (b) Any member who has been adjudicated bankrupt shall thereupon cease to be a member of the Chamber and shall not again be eligible for election until they have obtained their discharge.

25. NEW RULES AND ALTERATIONS OF RULES

- (a) The rules of the Chamber may be amended, altered, rescinded or added to only with the consent of the majority of the ordinary members present at a Special General Meeting of the Chamber called for the purpose or at an Annual General Meeting. One month's notice in writing to the Executive Officer of proposed amendment shall be given. It shall be the duty of the Executive Officer to give members seven days notice of such proposed alterations, rescission or addition. Public notice in any local newspaper or notice addressed to each member of the Chamber and posted by the Executive Officer shall be deemed sufficient notice for the purpose of this rule. The Executive Officer shall register any alterations, rescissions or additions in the rules of the Chamber as required by the Statutory provisions for the time being in force. Only ordinary members shall be entitled to vote on matters dealt with under this clause, but all members may speak with the consent and at the discretion of the President.



President



Treasurer



Executive Officer

- (b) No addition to or alteration of the aims/objects, payments to members clause or the winding-up clause shall be approved without approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

26. BY-LAWS

The Board shall have power to frame such by-laws and standing orders as may from time to time be deemed necessary provided that such by-laws and standing orders are not inconsistent with these rules and the Board shall have full power from time to time to make, alter or revoke such by-laws.

27. DISSOLUTION

The Chamber shall be wound up if at an Annual or Special General Meeting of which notice has been given a majority of these members personally present and voting pass a resolution to this effect and if such resolution is confirmed by a majority at a subsequent Special General Meeting called for that purpose and held not less than thirty (30) days later.

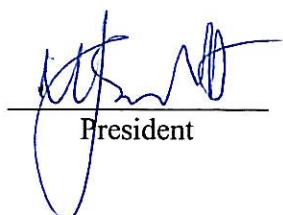
If upon winding up or dissolution of the Chamber whether voluntary or by the Registrar of Incorporated Societies or otherwise, there remains after satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to some other Society or Societies within New Zealand having objects, substantially similar to the objects of the Chamber at or before the time of dissolution and in default thereof by the High Court in New Zealand.

28. INTERPRETATION

The Board is the sole authority for the interpretation of these rules and of the by-laws made in pursuance thereof and the decision of the Board upon any question of interpretation or upon any matter affecting the Chamber and not provided for by these rules or by the said by-laws shall be binding upon the members.

29. CONFLICTS

No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.



President



Treasurer



Executive Officer