
**RULES OF THE CHAMBER OF COMMERCE AND
INDUSTRY OF NORTHLAND INCORPORATED**

Constitution and Rules Incorporating Changes Adopted at Special General Meeting held 14th November 2024

SECTION 1: NAMES OBJECTS DEFINITIONS AND INTERPRETATION

1.0 NAME

1.1 The name of the Society is THE CHAMBER OF COMMERCE AND INDUSTRY OF NORTHLAND INCORPORATED ("**the Chamber**") which shall consist of an association of companies, incorporated bodies, business, professionals, farmers and other persons for the purpose of carrying out the objects set out in clause 2.

2.0 OBJECTS

2.1 The objects of the Chamber are:

- (a) To promote, protect and advance trade commerce industry and the general welfare of Northland/Tai Tokerau in particular and generally throughout New Zealand;
- (b) To promote and support measures and policies favourable to profitable and sustainable, trade, commerce and industry and oppose measures and policies considered to be detrimental to business in the province of Northland/Tai Tokerau;
- (c) To collect and circulate statistics and other information and to conduct seminars and other ongoing business education programs relating to trade, commerce and industry;
- (d) To develop general public interest in, and support for the Chamber;
- (e) To encourage and promote sound business practices in the region. To encourage and support new entrepreneurs setting up business. To encourage those outside the region to invest and develop businesses in Northland/Tai Tokerau;
- (f) To take such steps as the Chamber from time to time considers necessary for the development of business in Northland/Tai Tokerau and give publicity to Northland/Tai Tokerau; and
- (g) To build better communities by promoting businesses and commerce.

Nothing in this Constitution authorises the Society to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

3.0 DEFINITIONS AND INTERPRETATIONS

Definitions

3.1 In these Rules:

Act means the Incorporated Societies Act 2022.

Annual General Meeting Month means a month which must be no later than six (6) months after the Balance Date.

Balance Date means 31 December in each year (provided that the Board may by resolution change the balance date).

Board means a governance board appointed in accordance with clause 17, and which includes a Chairperson and Deputy Chairperson.

Chairperson means the chairperson of the Chamber.

Chamber's Address means The Orchard Business and Event Hub, 35 Walton Street, Whangārei 0110 or any other address determined by the Board in accordance with clause 25.2 of these Rules.

Deputy Chairperson means the deputy chairperson of the Chamber.

Financial Year means the year ending on the Balance Date.

Membership Register means the register of Members held by the Chamber and updated from time-to-time in accordance with clause 5.4.

Quorum for Board Meetings means at least half of the appointed Board members.

Quorum for Members' Meetings means at least 15 of the then financial ordinary members.

Registrar means the Registrar of Incorporated Societies as set out in the Act.

Regulations means the regulations made pursuant to the Act.

Special Resolution means a resolution passed by at least 75% of those Members present at a meeting and entitled to vote.

Subscription Date means two (2) months after the Balance Date.

Working Day means a day when registered trade banks are open for business in Northland/Tai Tokerau.

Interpretation

3.2 In these Rules:

- (a) A reference to a person includes any other entity or association recognized by law and the reverse.
- (b) Words referring to the singular include the plural and the reverse.
- (c) Clause headings are for reference purposes only.
- (d) A reference to a statute includes:
 - (i) All regulations under that statute; and
 - (ii) All amendments to that statute; and
 - (iii) Any statute substituting it and which incorporates any of its provisions.

3.3 All periods of time or notice exclude the days on which they are given.

SECTION 2: MEMBERSHIP

4.0 CLASSES OF MEMBERSHIP

4.1 The membership of the Chamber is divided into three classes:

- (a) Members;
- (b) Life members; and
- (c) Honorary members.

5.0 MEMBERS

5.1 The Chamber will have a minimum of ten (10) Members at all times.

5.2 The existing Members at the date of these rules are adopted as the Members of the Chamber.

5.3 All Members will provide to the Chamber a current email address for the purposes of communication to that Member (including sending notices sent under clauses 9.1- 9.4 of these Rules).

Register of Members

5.4 The Chamber will keep and maintain an up-to-date Membership Register containing the following information:

- (a) the name of each Member; and
- (b) the last known contact details of each Member; and
- (c) the date on which each person became a Member; and
- (d) all other information prescribed by the Regulations (if any).

New Members

5.5 Bodies, societies or persons involved in trade, commerce, industry, professions and farming in Northland/Tai Tokerau will be eligible as a candidate of membership of the Chamber and after acceptance in the manner prescribed in these Rules and in payment of the requisite membership fees and/or subscriptions shall become a member of the Chamber.

5.6 An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the Board regarding an application for membership, and will become a Member on acceptance of that application by the Board.

5.7 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision but is not required to provide reasons for that decision.

5.8 Every Member shall provide the Society with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details.

- 5.9 All Members shall promote the interests and purposes of the Society and shall do nothing to bring the Society into disrepute.
- 5.10 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property, and participating in Society activities) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
- 5.11 Any Member that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 5.12 The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Society, and to participate in Society activities, including any conditions of and fees for such access, use or involvement.

6.0 LIFE MEMBERS

Election of Life Members

- 6.1 Any Member or any employee, director or partner of a corporate Member or partnership Member who has rendered outstanding services to the Chamber may be nominated as a Life Member with the prior approval of the Board.
- 6.2 The nomination must be in writing and signed by two (2) existing Members as proposer and seconder respectively.
- 6.3 The nomination may be approved by an ordinary resolution at a meeting of Members.

Privileges of Life Members

- 6.4 Life Members need not pay any membership fee.
- 6.5 Life Members will enjoy all the rights and privileges of membership and are included in the term "Members" for the purposes of these Rules.

7.0 HONORARY MEMBERS

- 7.1 The Board may by ordinary resolution elect such persons for such a term as it thinks fit as honorary members of the Chamber.
- 7.2 Honorary Members need not pay any membership fee.
- 7.3 Honorary Members will have the same voting rights as ordinary Members except that they will not be entitled to vote in respect of any matter affecting the finances of the Chamber, alteration to these Rules and the election of officers and Board members unless they are also ordinary Members.

8.0 CORPORATE AND PARTNERSHIP MEMBERS

One Member

- 8.1 Subject to section 14 of the Act a corporate Member or a Member which is a partnership will be deemed to be one (1) Member.

Nominees

- 8.2 Each corporate Member or partnership Member must nominate from time to time:
- (a) One person to represent that Member and who may exercise the voting rights on behalf of the Member; and
 - (b) The person who may exercise all other rights and privileges of membership.
- Each nomination must be in writing.

Limit to Number of Persons

- 8.3 The Board may limit the number of people who may be nominated under clause 8.2

9.0 MEETINGS OF MEMBERS

Notice of Meetings

- 9.1 Every Member must be sent written notice of the time and place of each meeting of Members.
- 9.2 The notice must be given at least ten (10) Working Days before the meeting.
- 9.3 The notice may contain any matters relating to the meeting and its conduct and voting method or methods that have been approved by the Board or the Chairperson.

Consents of Notice

- 9.4 Each notice must include:
- (a) An agenda for the meeting; and
 - (b) The text for any Special Resolution to be put to the meeting.

Omission to Send Notice

- 9.5 The accidental omission to give a notice of a meeting to or a non-receipt of a notice of a meeting by any Member will not invalidate the meeting or proceedings at that meeting.

Chairperson

- 9.6 The Chairperson will chair all meetings of Members.
- 9.7 If the Chairperson is not present within 15 minutes of the start time of the meeting the Deputy Chairperson will chair the meeting.
- 9.8 If neither the Chairperson nor the Deputy Chairperson are present within 15 minutes of the start time those Members present may elect a chairperson for that meeting.
- 9.9 The chairperson will determine any procedural issue and that determination will be final.

Quorum

- 9.10 Subject to the rest of this clause no business may be transacted at a meeting of Members if a Quorum for Members' Meetings is not present.

- 9.11 If a Quorum for Members' Meetings is not present within 30 minutes of the start time of the meeting, the meeting will be adjourned to:
- (a) The same day in the following week at the same time and place; or
 - (b) To a date (at least five (5) Working Days later) and at a time and place all fixed by those Members who are present.

If a Quorum for Members' Meetings is not present for the adjourned meeting within 30 minutes of the start time the Members present will be a quorum. For the avoidance of doubt, members attending meetings by audio/visual means in accordance with this clause will be deemed present and eligible to vote under these Rules.

Adjournments

- 9.12 The chairperson may adjourn a meeting of Members from time to time and from place to place but no business can be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.13 The chairperson must adjourn the meeting as above if directed to do so by the meeting.

Voting

- 9.14 Voting at each meeting of Members will be by:
- (a) Voting by voice; or
 - (b) Voting by show of hands; or
 - (c) By written voting slip; or
 - (d) In the case of Members attending by audio/visual link, an equally effective method of communicating a vote.

Unless previously determined by notice the chairperson will decide which method(s) are used.

- 9.15 A declaration by the chairperson of a meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.
- 9.16 The chairperson of each meeting shall be entitled to a casting vote.
- 9.17 Subject to these Rules every other Member present has one (1) vote.

Decisions

- 9.18 All decisions of Members' meetings will be made by a majority of the votes of those Members present and entitled to vote unless these Rules provide otherwise.

Telephone Conference, etc

- 9.19 Members meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Members participating can at all times during the meeting hear and communicate with all of the other participating Members. For the avoidance of doubt, Members attending meetings by audio/visual means in accordance with this clause will be deemed present and eligible to vote under these Rules.

Postal Ballot

- 9.20 The Board may seek any resolution of Members by postal ballot.
- 9.21 The Rules applying to quorums and voting will, with any necessary changes, apply to postal ballots.
- 9.22 The Board must make sure the Members are fully informed of all relevant issues relating to the matter(s) to be determined by a postal ballot.
- 9.23 The Board may otherwise decide how to conduct a postal ballot.

Online Voting

- 9.24 The Board may seek any resolution of Members by online voting.
- 9.25 The Board must make sure the Members are fully informed of all relevant issues and any applicable information relating to the matter(s) to be determined by an online vote in order to ensure Members are able to make an informed decision or determination.
- 9.26 The Board may otherwise determine how it will conduct an online vote and may set the particular rules and procedures applicable.

Resolution in Lieu of Meeting

- 9.27 A resolution of Members may be passed in lieu of voting at a meeting. This means that a written resolution is valid as if it had been passed at an Annual General Meeting if it is approved by no less than 75% of Members who are entitled to vote.

Minutes

- 9.28 Minutes must be kept of all proceedings at all Annual General Meetings.

Other Proceedings

- 9.29 Except as provided in these Rules and any regulations made under these Rules each meeting of Members may regulate its own procedure.

Procedural Omissions

- 9.30 The inadvertent omission of any procedural requirement for any Members' Meeting will not invalidate the proceedings at that meeting.

General and Special Meetings of Members

- 9.31 A General or Special Meeting of the Members shall be held (subject to clauses 9.1 to 9.5 of these Rules):
- (a) When directed by the Chairperson or in the Chairperson's absence by the Deputy Chairperson of the Chamber; or
 - (b) Upon requisition signed by not less than one fifth of the financial ordinary Members of the Chamber (such requisition shall detail the business which is to be brought before the meeting)
 - (c) When directed by a resolution of the Board.

10.0 ANNUAL GENERAL MEETING

10.1 An annual general meeting of Members should be held every year (“**the Annual General Meeting**”) in the Annual General Meeting Month.

10.2 The following business will be considered at the Annual General Meeting:

- (a) Receipt from the Board of a report, balance sheet and statement of accounts for the preceding year;
- (b) The election of the Board;
- (c) The appointment of an auditor;
- (d) Consideration of any proposed Special Resolution of Members which must have been received by the Secretary in writing at least ten (10) Working Days before the date of the meeting unless it is proposed by the Board; and
- (e) General business.

Failure to hold the Annual General Meeting in the Annual General Meeting Month will not invalidate the proceedings of an Annual General Meeting which is held in any other month.

11.0 MEMBERSHIP FEES

Amount of Membership Fee

11.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment can be made by periodic instalments).

11.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within six weeks of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society’s premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within six weeks of the due date for payment of the subscription, any other fees, or levy the Board may terminate the Member’s membership in accordance with clause 12 of these Rules.

Payment of Membership Fees

11.3 Membership fees must be paid by the Subscription Date each year, or such other date or dates decided by the Board and communicated to members

Corporate and Partnership Members

11.4 The Board may fix different membership fees for corporate Members and partnership Members.

Loss of Rights

11.5 No person whose membership fee is due and not paid may vote at a meeting of Members or enjoy any of the other rights or privileges of membership.

12.0 TERMINATION OF MEMBERSHIP

Preliminary Decision to Remove Member

12.1 The Board may decide to consider ending the membership of any Member:

- (a) If any payment due by the Member to the Chamber is at least six weeks overdue from the Subscription Date; or
- (b) If the Member fails to observe these Rules or any regulations made under these Rules; or
- (c) If the Board considers that the conduct of the Member has adversely affected the Chamber or may do so.

Notice to Member

12.2 If the Board wants to end the membership of a Member in accordance with clause 12.1 of these rules, the Board must then:

- (a) Give the Member written notice of its decisions and the reasons for it.
- (b) Allow the Member a reasonable time to remedy any default which can be remedied.
- (c) Give the Member a reasonable time and opportunity to explain his or her actions.

Member's Rights to Explain

12.3 If a Member receives written notice from the Board in accordance with clause 12.2 of these Rules, the Member may explain his, her or its actions:

- (a) By letter to the Board.
- (b) In person before the Board either with or without a representative.
- (c) By a representative who appears before the Board.

Removal of Member

12.4 The Board may by Special Resolution decide to terminate a Member's membership if:

- (a) The default cannot be remedied or is not remedied within the time allowed by the Board; and
- (b) The Member does not offer an explanation within the time allowed; or
- (c) The Board does not accept the Member's explanation.

The Board must then give written notice of termination to the Member.

Cessation of Membership

12.5 A Member ceases to be a Member:

- (a) by resignation from that Member's class of membership by written notice signed by that Member to the Board, or

- (b) on termination of a Member's membership following a dispute resolution process under this Constitution, or
- (c) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- (d) by resolution of the Board where:
 - (i) the member has failed to pay a subscription, levy or other amount due to the Society within six weeks of the due date for payment:
 - (ii) in the opinion of the Board, the Member has brought the Society into disrepute
 - (iii) with effect from (as applicable):
 - (iii)1. the date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation), or
 - (iii)2. the date of termination of the Member's membership under this Constitution, or
 - (iii)3. the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
 - (iii)4. the date specified in a resolution of the Board, and when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

12.6 Obligations once membership has ceased:

- (a) A Member who has ceased to be a Member under this Constitution:
 - (i) remains liable to pay all subscriptions and other fees to the Society's next balance date,
 - (ii) shall cease to hold [themselves] out as a Member of the Society, and
 - (iii) shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals), and
 - (iv) shall cease to be entitled to any of the rights of a Society Member.

Consequences of Termination of Membership

12.7 A person who ceases to be a Member for any reason:

- (a) Will still be liable to the Chamber for payment of all monies which are due for payment for his or her membership.
- (b) Must immediately return to the CEO all of the Chamber's property which is in the person's possession or control.

- (c) Must not hold himself or herself out in the future as a Member of the Chamber.
- (d) Will not be entitled to the refund of any membership fee.

Members right to information

12.8 A Member may at any time make a written request to the Society for information held by the Society.

- (i) The request must specify the information sought in sufficient detail to enable the information to be identified.
- (ii) The Society must, within a reasonable time after receiving a request:
 - (ii)1. provide the information, or
 - (ii)2. agree to provide the information within a specified period, or
 - (ii)3. agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information, or
 - (ii)4. refuse to provide the information, specifying the reasons for the refusal.
- (iii) Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:
 - (iii)1. withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
 - (iii)2. the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any of its Members, or
 - (iii)3. the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society, or
 - (iii)4. the information is not relevant to the operation or affairs of the Society; or
 - (iii)5. withholding the information is necessary to maintain legal professional privilege, or
 - (iii)6. the disclosure of the information would, or would be likely to, breach an enactment, or
 - (iii)7. the burden to the Society in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
 - (iii)8. the request for the information is frivolous or vexatious, or
 - (iii)9. the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.
- (iv) If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society that the Member will pay the charge that the Member considers the charge to be unreasonable.
- (v) Nothing in this Rule limits Information Privacy Principle 6 of the Privacy Act 2020.

SECTION 3: BOARD MANAGEMENT OF THE CHAMBER

13.0 BOARD

- 13.1 The management and control of the affairs of the Chamber and the full control of any income, expenditure, assets and property of the Chamber shall be vested in the Board which may exercise all such powers of the Chamber as are prescribed by the Act or by these Rules required to be exercised by the Chamber in a General Meeting but such powers shall be exercised by the Board subject to these Rules and to the provisions of the Act.
- 13.2 The Board shall have power to appoint committees comprising members of the Board and/or such other persons whether Members or not as the Board shall from time to time determine. Such committees may be given power to co-opt and such other powers and responsibilities as may from time to time be determined by the Board. The Board in appointing committees shall have regard to the need to draw Members from throughout the region serviced by the Chamber and to avoid a situation where Members or business sectors within the region may feel alienated or unrepresented in any matter being considered by the committee.

14.0 MANAGEMENT COMMITTEE

- 14.1 The Chamber will also have a management committee to provide support and guidance to the CEO regarding the management of the Chamber and to address urgent operational issues as they arise. The management committee shall comprise the Chairperson and the Deputy Chairperson, but may also comprise other Board members as the Board may determine from time to time.

15.0 CHIEF EXECUTIVE OFFICER

- 15.1 The Board shall appoint a CEO of the Chamber and fix his/her duties, remuneration and allowances (if any).
- 15.2 The CEO shall be the nominated contact person whom the Registrar can contact when needed in accordance with the Act provided the CEO may, at their sole discretion, delegate this function to a Board member and/or appoint up to three (3) contact persons who are also members of the Board. The CEO shall ensure that there is at least one contact person at all times whose name and contact details are held by the Registrar and that any period of vacancy of the nominated contact person shall not extend beyond twenty (20) working days.
- 15.3 The duties of the CEO shall be subject to the requirements and directions of the Board to manage the affairs of the Chamber, to attend all meetings of the Chamber and of the Board, to keep a minute book and enter in that minute book all proceedings that take place at such meetings, to preserve the records and documents of the Chamber, to give all monies, letters and applications, to arrange business for Board and general meetings, to summon meetings as they may be directed by the Board or otherwise as may be required by these Rules, to collect and arrange all statistical information that may be deemed desirable and generally to assist the Chairperson and the Board in the promotion of the objects of the Chamber, to be in attendance at the Chamber's premises at such times as may be directed by the Board, to keep all books and papers belonging to the Chamber and to produce them to Members, to account to the Board for the Chamber's finances in a form satisfactory to the Members and to undertake such other duties as may be prescribed by the Chairperson and the Board from time to time, manage the staff team and ensure health and safety and

statutory requirements are met. The minutes are to be stored in one place the CEO has custody of.

- 15.4 With the consent of the Chairperson or of the Board the CEO's duties or portion of the CEO's duties may be delegated to some other specified member of the staff.

SECTION 4: BOARD

16.0 ELIGIBILITY OF BOARD MEMBERS

- 16.1 A natural person who is not disqualified under the Act or under these Rules may be elected or appointed as a Board member of the Chamber, so long as that person:

- (a) has consented in writing to be a Board member; and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Board member of the Chamber.

17.0 ELECTION OF BOARD

Election

- 17.1 The Chamber's Board shall consist of up to seven (7), but no less than three (3) Members, including the Chairperson and Deputy Chairperson.
- 17.2 Nominees for Board membership must be financial Members of the Chamber (or representatives of financial Members of the Chamber), at the time of their nomination, and remain so during their term of office.
- 17.3 The Board shall have power by unanimous resolution of those Board members attending and voting on the question to co-opt one (1) or more persons (if such person(s) agree to serve) to fill vacancies or skill capabilities in the Board membership (but so that the total number of Board members elected or co-opted shall not exceed nine (9)). Such co-opted members of the Board shall in all respects have the same powers and duties as the elected Board members.
- 17.4 The majority of the Board whether appointed by election or co-opted will always comprise of Members of the Chamber.
- 17.5 The Board, will be elected at the Annual General Meeting, or if the Board resolves, by online voting to be completed and confirmed by the Annual General Meeting in accordance with clauses 9.14 to 9.26 of these Rules, and the number of Board members to be elected to the Board each year will be in accordance with clause 17.6.
- 17.6 From the date of these Rules, each appointed or co-opted Board member will serve a three (3) year term of office provided that no Board member shall serve three (3) consecutive terms i.e., a Board member is not permitted to hold office as a Board member for a duration that exceeds nine (9) consecutive years.
- 17.7 Resigning Board Members may stand for re-election as a Board member or for election as Chairperson provided they do not hold office as a Board member and/or Chairperson for a duration that exceeds nine (9) consecutive years.

Chairperson for the Board

- 17.8 The Board shall elect a Chairperson at the first meeting of the Board after each Annual General Meeting.

Deputy Chairperson

17.9 The Board shall elect a Deputy Chairperson at the first meeting of the Board after each Annual General Meeting.

18.0 BOARD'S RESPONSIBILITIES

Conduct of Chamber's Affairs

18.1 The Board will be responsible for the conduct of the Chamber's affairs. The Board has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or this Constitution.

Directions by Members

18.2 If however a Members' meeting gives the Board any valid directions the Board must exercise its power in accordance with those directions.

Board Duties

18.3 The Board members will undertake their duties and will at all times act in a manner that is consistent with the Chamber's internal policy documents that are available to Board members and updated from time-to-time.

Avoiding conflicts

18.4 The Board members will avoid conflicts of interests so far as is reasonably practicable and ensure that if a conflict of interest arises the Board member will disclose the nature and extent of the interest to the Board and record their interest in the Board's Interest Register.

18.5 The Board has all the powers necessary for managing – and for directing and supervising the management of – the operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or this Constitution.

19.0 SECRETARY AND TREASURER

19.1 The Board may appoint a Secretary and will appoint a Treasurer to the Chamber and shall fix their duties, remuneration and allowances (if any). They shall remain in office at the pleasure of the Board or until their respective resignations and offices of Secretary and Treasurer may be combined.

19.2 The duties of the Secretary shall include:

- (a) Conducting the correspondence of the Chamber and the Board.
- (b) Retaining the Chamber's books, records, documents and personal property.

19.3 The duties of the Treasurer may include:

- (a) Receiving monies on account of the Chamber and banking the same to the credit of the Chamber with its banker within seven (7) days of receipt.
- (b) Keeping such books of account as may be necessary to constitute a record of the financial position of the Chamber.

- (c) Preparing the statement of receipts and expenditure and the Balance Sheet required to be submitted by the Board to the Annual General Meeting and obtaining the auditor's certificate required in respect hereof.

19.4 The Secretary and/or the Treasurer shall have the power to delegate any of the duties listed above in clauses 19.2 and 19.3 respectively as the case may be to anyone else employed by the Chamber whose job description includes these duties.

19.5 The CEO of the Chamber shall *ex officio* be both the Secretary and the Treasurer to the Chamber unless otherwise resolved by the Board.

20.0 BOARD MEETINGS

Notice of Meetings

20.1 At least seven (7) Working Days prior written notice of all Board meetings must be given to each Board member.

20.2 This notice requirement may however be waived for any Board meeting or meetings if all the Board members agree to the waiver.

Chairperson

20.3 The Chairperson will chair all Board meetings.

20.4 If the Chairperson is not present within 15 minutes of the start time a Deputy Chairperson will chair the Board meeting.

20.5 If neither the Chairperson nor the Deputy Chairperson is present at the Board meeting within 15 minutes of the start time those present may elect a chairperson for the Board meeting.

Quorums

20.6 Subject to the rest of this clause no business may be transacted at a Board meeting if a Quorum For Board Meetings is not present.

20.7 If a Quorum For Board Meetings is not present within 30 minutes of the start time for the Board meeting the Board meeting will be adjourned to:

- (a) The same day in the following week at the same time and place; or
- (b) To a date time and place fixed by those of the Board who are present.

Adjournments

20.8 The Chairperson may adjourn a Board meeting from time to time and from place to place but no business can be transacted at any adjourned Board meeting other than the business left unfinished at the Board meeting from which the adjournment took place.

20.9 The Chairperson must adjourn the Board meeting as above if directed to do so by the Board meeting.

Voting

20.10 Voting at each Board meeting will be by:

- (a) Voting by voice; or
- (b) Voting by show of hands; or
- (c) In the case of Board members attending by audio/visual link, an equally effective method of communicating a vote.

Unless previously determined by notice the chairperson will decide which method(s) are used provided that the Chairperson must comply with any request for voting by a show of hands made by a Board member.

20.11 A declaration by the Chairperson of a Board meeting that a resolution is carried by the necessary majority is conclusive evidence of that fact.

20.12 The Chairperson of each Board meeting will be entitled to a second or casting vote.

20.13 Every other Board member present has one vote.

Decisions

20.14 All decisions of Board meetings will be made by a majority of the votes of the Board members present and entitled to vote unless these Rules provide otherwise.

Minutes

20.15 Minutes must be kept of all proceedings at all Board meetings.

Telephone Conference, etc

20.16 Board meetings may be held by telephone conference call (or any similar audio or audio/visual communication) provided each of the Board members participating can at all times during the meeting hear and communicate with all of the other participating Board members. For the avoidance of doubt, Board members attending meetings by audio/visual means in accordance with this clause will be deemed present and eligible to vote under these Rules.

Omissions

20.17 The inadvertent omission of any procedural requirement for any Board meeting will not invalidate the proceedings at that meeting.

Removal and Resignation of Board Members

20.18 If any member of the Board:

- (a) Becomes a disqualified person under the Act or these Rules; or
- (b) Is absent for three (3) consecutive duly called meetings of the Board without obtaining leave of absence; or
- (c) Is in breach of the governance manual applicable from time to time and any other policies determined by the Board by Special Resolution; or
- (d) Fails to observe these Rules or any regulations made under these Rules; or
- (e) If the Board considers the conduct of the Board member has adversely affected the Chamber or may do so.

then the Board by Special Resolution may remove that member from the Board and will give notice to that Board member of that removal.

- 20.19 If any member of the Board shall resign or be removed from the Board, die, otherwise be incapable of carrying out functions as a Board member or otherwise cease to be a member of the Chamber the Board will elect another member of the Chamber to fill the vacancy for the balance of the term of such Board member.
- 20.20 If the Chairperson or Deputy Chairperson shall resign or be removed from that position, die, or otherwise be incapable of carrying out the functions of that position or otherwise cease to be a member of the Chamber the Board will elect another member of the Board to fill the vacancy for the balance of the term of that position.

SECTION 5: POWERS OF THE CHAMBERS

21.0 POWERS

21.1 Subject to this Constitution, the Act, any other enactment and the general law, the Society has full capacity to carry on or undertake any activity or enter into any transaction; and for the purposes of s18 of the Act paragraph (a), full rights, powers and privileges.

21.2 Without limited clause 21.1 the Chamber shall have the following powers:

- (a) To purchase, take on, lease or otherwise acquire land, buildings and premises, to erect, maintain, alter or repair any building or erections of other property, to purchase, hire or otherwise acquire chattels of all descriptions and to manage, let, sell, exchange, dispose of or otherwise deal with the property of the Chamber.
- (b) To borrow, raise or secure the payment of money by any means, in particular by the issue of charges, bonds, debentures, obligations, guarantees, mortgages or other securities charged upon all or any of the property of the Chamber and to draw, make, accept, endorse and discount, execute, issue and negotiate promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferrable instruments and to execute guarantees.
- (c) To invest, lend and deal with the money of the Chamber not immediately required for carrying on its business upon such securities and in such a manner as from time to time may be determined.
- (d) To join, cooperate with or subscribe to any association or entity to better obtain and further the objects of the Chamber.
- (e) To promote studies on any subject relating to trade, commerce and industry.
- (f) To agree to arbitrate upon disputes or differences which may arise from commercial and industrial questions when called upon to do so.
- (g) To affiliate with the New Zealand Chamber of Commerce.
- (h) To do such other lawful things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Chamber.

SECTION 6: FINANCIAL

22.0 FUNDS IN ACCOUNTS

Funds to be Banked

22.1 All funds received by the Chamber must be paid into its bank account.

Payments

22.2 All payments by the Chamber shall be authorised by any two (2) members of the Board and/or other persons authorised for the purpose by the Board.

22.3 All accounts shall be submitted to the Board or a committee of the Board to whom such function is delegated for examination and for approval or confirmation of payment.

Bank

22.4 The Board, in conjunction with the CEO, may select a registered bank as banker to the Chamber.

Investment

22.5 The Chamber may invest its funds as it thinks fit.

Borrowing

22.6 The Chamber may borrow funds as it thinks fit.

Annual Accounts

22.7 The Board must arrange for the annual accounts of the Chamber to be promptly prepared in accordance with the Act requirements or a framework as determined by the Board each year.

22.8 The annual accounts for the preceding financial year must be submitted to each Annual General Meeting.

Financial Statements

22.9 The Board must ensure that there are kept at all times accounting records that:

- correctly record the transactions of the Society, and
- allow the Society to produce financial statements that comply with the requirements of the Act, and
- would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).

22.10 The Society must establish and maintain a satisfactory system of control of the Society's records. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

SECTION 7: GENERAL

23.0 AMENDMENT OF RULES

- (i) The Society may amend or replace this Constitution these Rules at a General Meeting by a resolution passed by a simple majority of those Members present and voting.
- (ii) That amendment could be approved by a resolution passed in lieu of a meeting, but only if allowed by this Constitution.
- (iii) Any proposed resolution to amend or replace this Constitution shall be signed by at least 10 % of eligible Members and given in writing to the Board at least 30 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- (iv) The Board shall give all Members notice of the proposed motion, the reasons for the proposal, and any recommendations the Board has.
- (v) When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration..

24.0 DISPUTE RESOLUTION

- 24.1 In relation to any complaint or dispute that may arise between the Chamber, the Board and/or its Members the Board hereby adopts the dispute resolution provisions set out in Schedule 2 of the Act.

25.0 REGISTERED OFFICE

Situation of Registered Office

- 25.1 The Chamber's Address will be its registered office.

Change of Registered Office

- 25.2 The Board may change the Chamber's Address from time to time.

Notice of Change

- 25.3 The Board must give the Registrar of Incorporated Societies and the Members written notice of any change of the Chamber's Address.

26.0 SERVICE OF NOTICES

- 26.1 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

- 26.2 The Society's contact person must be:

- (a) At least 18 years of age, and
- (b) Ordinarily resident in New Zealand.

- 26.3 A contact person can be appointed by the Board or elected by the Members at a General Meeting.

- 26.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- (a) a physical address or an electronic address, and
 - (b) a telephone number.
- 26.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring or the Society becoming aware of the change.

Service by Post or Delivery

- 26.6 Every notice required to be given to a Member (including a Board member) will be deemed to have been given when it is posted by prepaid post to, left at the Member's last known address or place of business or be sent by email to the last email address provided by the Member.

Personal Service

- 26.7 Notices may be given to Members (including Board members) in person.

27.0 SOLICITOR

- 27.1 The Board may from time to time appoint a solicitor as legal adviser to the Chamber whether in general or in respect of particular matters.

28.0 PECUNIARY GAIN

- 28.1 No Member shall receive or obtain any pecuniary gain from the property or activities of the Chamber provided however that this Rule shall not apply to the payment of a salary or allowances to the Secretary or Treasurer or to payments for goods supplied or services rendered in the ordinary course of business.

- 28.2 Membership of the society does not confer on a member any right, title, or interest, either legal or equitable, in the property of the society.

29.0 CONFIDENTIALITY

Chambers' Affairs – Confidential

- 29.1 The affairs of the Chamber are confidential and Members must not disclose them to any third party except:
- (a) For the purposes of obtaining professional advice; or
 - (b) For the extent required by law.

Continuing Obligations

- 29.2 Each Member's obligations in this clause continue after their membership ceases.

30.0 WINDING UP

30.1 In the event of the winding up or dissolution of the Chamber the surplus assets after payment of all costs, debts, and liabilities shall be realised and the proceeds shall be distributed to a non-profit entity or a class or description of not-for-profit entities in accordance with the resolution of the general meeting held for such purpose in order to further the objects of the Chamber. In default of such resolution in such manner as shall be determined by any competent Court PROVIDED HOWEVER that the proceeds shall not be paid to or distributed to or amongst the Members.

INDEMNITY & INSURANCE

30.2 The Chamber may indemnify and obtain insurances for its Board members, Members and employees to the full extent of the law and as permitted under the Act.

Types of risk that the Society can insure:

- liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 (officers' duties) or any other duty imposed on the officer in their capacity as an officer:
- costs incurred by the officer for any claim or proceeding relating to that liability.

30.3 Any Board member or Member acting in their official capacity with the approval of the Chamber who incurs a personal liability shall be indemnified by the Chamber provided that the Board member (or Member) has acted honestly, and without wilful misconduct or gross negligence and so long as they are acting in the performance of their official duties.

SIGNED by three Board members for and on behalf of the
THE CHAMBER OF COMMERCE AND INDUSTRY OF NORTHLAND INCORPORATED
INCORPORATED:

.....
Signature:

Name of Member:

.....
Signature:

Name of Member:

.....
Signature:

Name of Member:

Date: