



**CONSTITUTION OF
CHAMBER OF COMMERCE SOUTHLAND INCORPORATED**

These rules include all amendments and changes made to the constitution of 1997 up to and including amendments made on the 19th November 2003

1. NAME

- 1.1** The name of the society is CHAMBER OF COMMERCE SOUTHLAND INCORPORATED. (The Chamber)

2. REGISTERED OFFICE

- 2.1** The registered office of the Chamber shall be situated at 2 Esk St Invercargill or such other place for the time being decided by the Board

3. OBJECTS

The object for which the Chamber is formed is to advertise and develop Southland so as to attract trade, tourists, visitors and population and to create, increase, expand and develop amenities for the public to that end.

- 3.1** To encourage and promote commerce, trade (both international and domestic), business, industry, tourism, education, research, development and employment in Southland.
- 3.2** To promote and foster the ideals of international trade in the business community.
- 3.3** To develop co-operation and encourage common policies amongst New Zealand exporters and to be of assistance to exporters in facilitating and improving export procedures and skills.
- 3.4** To represent the business community in any important matter locally and internationally.
- 3.5** Generally to watch over and protect the interests, rights, and privileges of members and to be responsible to the need of members and their various interest groups.
- 3.6** To encourage business networking among members.

4. CLASSES OF MEMBERSHIP

There shall be three classes of membership

4.1 ORDINARY MEMBER

Being individual or corporate who shall enjoy full privileges of the Chamber, be eligible to vote and stand for office.

4.2 ASSOCIATION MEMBERS

Being members of other business, professional, service or trade organisations that have similar or common objectives as the Chamber, who are at the discretion of the Board admitted as association members. Each member shall be admitted individually, but in the event of all members of a group being admitted then the group may retain its own interest and identity and may operate as a division or branch of the Chamber or as a section provided in rule 17. Each association member shall enjoy the same privileges as an ordinary member

4.3 LIFE MEMBERS

Any member on the recommendation of the Board and approved by the members at an annual general meeting may be appointed a life member in recognition of their services and contributions to the affairs of the Chamber. A life member shall enjoy the same privileges as an ordinary member without paying any fee or subscription.

5. MEMBERS

- 5.1** Members shall be individuals or entities engaged in or interested in lawful commerce or trade.
- 5.2** Every application for membership shall be made in writing on a form prescribed by the Chamber. Provided the applicant is approved by the Board and pays the requisite subscription plus admission fee (if any), the applicants name shall be entered in the register of members. The Chamber and its Board shall not be called upon to give any reason for approving or disapproving an application submitted to it.
- 5.3** An ordinary corporate member of the Chamber may from time to time appoint an individual to represent it at any meeting. Every delegate shall be an officer or employee of the entity, which appoints . Failing such appointment the manager of the corporate member shall be its representative.
- 5.4** The representative of any corporate member present at any meeting shall be entitled to exercise the rights of the corporate member on any matter brought before the meeting.
- 5.5** Not with standing the provisions of paragraphs 5.3 and 5.4 any member may invite an employee to attend any meeting or function of the Chamber.

6 REGISTER OF MEMBERS

- 6.1** The Chamber shall keep a register of members . This shall contain the name, address, business, occupation, and class of membership, date of membership and such other particulars as may from time to time be prescribed by the Board.

7. RESIGNATION

- 7.1** Any member desirous of resigning their membership shall forward their written resignation prior to the Annual General Meeting in each year.
- 7.2** The Board shall accept any resignation upon payment of all subscriptions and fees, if any, then due.

8. TERMINATION OF MEMBERSHIP

- 8.1** Membership shall automatically lapse when any subscriptions or levies remain unpaid twelve months after the due date. Lapsed membership however shall not prevent the Chamber from recovering moneys owed.
- 8.2** Where a member commits a breach of these rules or is considered by the Board to be unfit for membership the Board may:
- 8.2.1** Warn such a member; or
 - 8.2.2** Suspend a member from membership for a period not exceeding four months; or
 - 8.2.3** Call a meeting of the Chamber to consider a resolution to expel such member.
- 8.3** Any meeting called pursuant to paragraph 8.2.2 and 8.2.3 shall be on or not less than twenty-one days notice in writing to the members of the Board or the Chamber as the case may be. Such notice shall give particulars of the breach of Rules or the Board's reason for considering the member is unfit for membership.
- 8.4** A member who is the subject of a resolution for suspension or expulsion shall have the right to be heard by the Board or Special General meeting as the case may be.
- 8.5** A member may be suspended by the Board if such a resolution is passed by simple majority.
- 8.6** A member may be expelled by a Special General meeting, if such resolution is passed by 75% of members present at such meetings.
- 8.7** A member suspended by the Board may appeal to a Special General meeting to be called by the Board on requisition in writing by such member. Notice of such a meeting shall give not less than twenty one days notice of the meeting to the member concerned and members of the Chamber. Such notice shall give particulars of the matter. Such a Special General meeting may confirm, vary or revoke the Board's decision by a resolution passed by simple majority of the members present at the meetings.
- 8.8** Any decision to suspend or expel a member shall be communicated in writing to such member. If any person shall cease to be a member his name shall be removed from the register.

9. BOARD OF DIRECTORS

- 9.1** There shall be a Board of Directors (the Board) who shall be the officers of the Chamber consisting of:
- 9.1.a** The President;
 - 9.1.b** The Vice President;
 - 9.1.c** Four members;
 - 9.1.d** The immediate past President.
 - 9.1.e** The Chair of any sectional committees established under clause 17 determined by the Board from time to time.

10. QUALIFICATION OF OFFICERS AND BOARD MEMBERS

- 10.1** All members of the Board must be financial members of the Chamber.

11. ELECTION OF OFFICERS

- 11.1** The President, Vice President and two members of the Board shall be elected at each Annual General Meeting from persons nominated by at least one other member.
- 11.2** Nominations shall:
- 11.2.a** Be in writing.
 - 11.2.b** Be signed by the member or members nominating.
 - 11.2.c** Accompanied by consent in writing of the person being nominated.
 - 11.2.d** Be lodged fourteen days before the Annual General Meeting at which the elections are to be held.
- 11.3** Prior to the Annual General Meeting notice shall be given in writing to all members of all nominations.
- 11.4** The two longest serving members in office shall retire annually on the day of the Annual General Meeting and in the event of any dispute between two or more Board members as to who has been in longest in office, the same shall be decided by lot.
- 11.5** Newly elected Officers of the Chamber shall take office at the close of the Annual General Meeting.

12. VOTING

- Any ballot necessary for the election of Officers shall be conducted in the manner following:
- 12.1** As soon as possible after the closing date for nominations the Chamber shall send to each member entitled to vote either by post or by electronic means a voting paper containing the names of all candidates together with a brief resume of each candidate.
- 12.2** Each member who votes shall identify on their voting paper, or via electronic voting, the name of any candidate for whom they wish to vote and shall leave unmarked the name of any candidate they do not wish to vote for. The member will vote for whatever number of candidates that they wish however they may not vote for any more candidates than there are vacancies.

- 12.3** The ballot for the election shall close at 5pm on the day immediately proceeding the day appointed for the Annual General meeting or Special General meeting.
- 12.4** Each voting paper shall have endorsed on it a notice setting out the time and date on which the ballot is to close together with a postal or electronic address to which the voting paper must be sent.
- 12.5** Immediately after the time and date so fixed the ballot box or computer shall be opened and the voting papers scrutinised.
- 12.6** The scrutiny shall be conducted by and in the presence of two scrutineers appointed by the Board for this purpose.
- 12.7** The scrutineers shall undertake scrutiny of the ballot and report to the Chairman of the meeting the result of voting for each officer. The member who shall have received the largest number of votes for each respective office shall be deemed to be appointed to such office. In the event of a tie, lots shall be drawn by the Chairman.
- 12.8** No member shall vote for more than one officer in the respective offices of the President and Vice President, and no member shall vote for more, but may vote for less, than the number stated on the voting paper for election of the Board as being required to fill the vacancies on the Board and any voting paper containing more than one name for the office of President or Vice President, or more than the number stated on the voting paper for the election of the Board shall be invalid but only in respect of the election for the office in voting for which invalidity occurs.
- 12.9** At the Board meeting prior to the calling for nominations the Board shall resolve as to whether a postal or electronic vote shall be conducted.

13 CONTINUE IN OFFICE

- 13.1** If the Annual General Meeting shall from any cause lapse or not be held, the business which should have been disposed of there shall be disposed of at a Special General meeting to be called as soon as convenient by two members of the Board and in the event of the last mentioned meeting lapsing the President, Vice President and Board of previous year shall continue office until the the next Annual General meeting

14 REMOVAL OF OFFICERS

- 14.1** Any Board member may be removed from office by the vote of a Special General meeting of the Chamber called for that purpose.

15 CASUAL VACANCY

- 15.1** Any position vacated from any cause whatever may be filled by the Board and any person so appointed shall hold office only for the unexpired period of his predecessors original term of office but shall be eligible for a re-election.

16 Term of Office

- 16.1** An Officer of the Chamber may retire from his office at any time by tendering to the Board a notice in writing of his resignation.
- 16.2** A retiring Officer shall be eligible for re-election.

17 SECTIONS AND SUB-COMMITTEES

- 17.1** The Board may authorise the formation of a section or a sub-committee of the Chamber if and when it considers it advisable to do so and the Board may from time to time make, vary or alter rules for the conduct of sections or for the dissolution or reconstruction thereof and the formation of such sections shall be subject to the following provisions:
- 17.2** Any section may be formed as a standing section for the purpose of reporting to the Board on matters of ongoing interest to the members of the Chamber.
- 17.3** Membership of the Chamber shall carry with it the privilege of membership of a section and membership of a section shall be confirmed to members of the Board.
- 17.4** Every section shall elect a chairman who may be member of the Board.
- 17.5** Sections may consider all matters which affect the interests of the trades or businesses which the sections are concerned and may make representations to the Board thereon and may with the approval of the Board take such further action as they consider expedient.
- 17.6** No resolution or act of a section or committee thereof shall be binding on the Board unless it has been submitted to the sanctioned by the Board. Sections may however take actions in their own name provided it is made clear that the action taken or views expressed are those of a section of the Chamber
- 17.7** No section or committee thereof shall be entitled to incur any expense chargeable on the funds of the Chamber without the sanction of the Board. When fixing any expense chargeable to a section the Board of the Chamber shall take into consideration the number of members of that section and shall have power to give free assistance in cases where the opinion of the Board numerical strength of the section warrants such action.
- 17.8** The President and vice President of the Chamber shall be members ex officio of all sections and sectional committees
- 17.9** Sectional committees may be appointed by the committee Chairman from among the members of the Chamber at any time. Such sectional committees shall be composed of not less than two members and at any meeting two members shall constitute a quorum. Such sectional committees shall name their own times of meeting and shall make reports and recommendations to the Board which are each thereby empowered to give immediate effect to them or if it disapproves thereof to remit the question or questions for final decision at a Special General meeting of the Chamber.

18 DUTIES OF OFFICERS

18.1 The Board

- 18.2** In general, the Board is charged with the control of Chamber assets and administration of the affairs and business of the Chamber in an efficient manner.
- 18.3** To make, alter or rescind standing orders, by-laws and regulations not inconsistent with, or repugnant to the Chamber's constitution or the Incorporated Societies Act 1908.
- 18.4** To appoint any person or persons on any section or sub-committee for any special objects or purpose and to defend powers and duties of such a section or sub-committee; and to vary or add to the personnel or to fill any vacancy on a section or sub committee.
- 18.5** The Board may appoint a representative of any section or sub-committee to the Board for the purpose of reporting to the Board and participating in the Board's duties.
- 18.6** To appoint the Chamber staff and to define their duties and responsibilities.
- 18.7** To fill any casual vacancy on the Board subject to the provisions of these rules.
- 18.8** To ensure that all duties as directed by Annual and Special General Meetings and the constitution are carried out.
- 18.9** To ensure that the interest of the Chamber and its members are upheld at all times.
- 18.10** To meet regularly and manage the affairs of the Chamber.

13.1 19. CLASSES OF MEETINGS

19.1 ANNUAL GENERAL MEETINGS

- 19.1.1** The Annual General Meeting of the Chamber shall be held at such time and such place as the Board may determine but not later than six months from the end of each financial year.
- 19.1.2** 21 days clear notice will be given to all members of the Chamber of the time and place of the Annual General Meeting.
- 19.1.3** The business of the Annual General Meeting shall be:
- 19.1.3a** Apologies.
 - 19.1.3b** To confirm the minutes of the previous Annual General Meeting.
 - 19.1.3c** To receive the annual report and balance sheet.
 - 19.1.3d** To consider any notice of motion.
 - 19.1.3e** To appoint to office: President, Vice President, and 2 Board Members.
 - 19.1.3f** To elect life members.
 - 19.1.3.g** To elect Auditors, Honorary Accountants and Honorary Solicitor.
 - 19.1.3.h** General business.

19.2 SPECIAL GENERAL MEETING

19.2.1 Other than the Annual General Meeting any other meeting will be a Special General Meeting. A Special General Meeting may be called either by the Board or by a written request signed by 10 financial members delivered to the Chamber. The notice for a Special General Meeting shall be 7 clear days delivered to every member.

19.3 BOARD MEETING

19.3.1 Board meetings may be called as and when necessary

19.4 SECTION OR SUB-COMMITTEE MEETING

19.4.1 Section or sub-committee meeting may be called as and when necessary

20 PROCEDURE TO BE FOLLOWED AT MEETINGS

20.1 Chairman

20.1.1 All Board, Annual and Special General Meetings shall be chaired by the President or in his absence the Vice President or in his absence the immediate past President or in his absence a member of the Board.

20.2 Quorum

20.2a A quorum at any Annual or Special General Meeting shall be 10 members including proxies but there shall not be less than 10 members entitled to vote in attendance.

20.2b A quorum at any Board Meeting shall be at least 4 Board members.

20.2c A quorum at any other section or sub-committee meeting shall be 2.

20.2d If a quorum is not in attendance within 10 minutes after the time for the start of the meeting, the meeting shall be postponed.

20.3 General Business for an AGM or Special General meeting shall only be accepted in writing up to 5 days prior to the AGM. No general business shall be accepted from the floor.

21 VOTING- ORDINARY, ASSOCIATE AND LIFE MEMBERS

- 21.1** All Life, Ordinary and Association members shall be entitled each to one vote at a meeting.
- 21.2** All members of the Board will be entitled to one vote at a Board meeting. In addition a Board member may vote in his absence by way of written advice presented to the chair prior to the meeting or by way of proxy under clause 21.4
- 21.3** Members may vote by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a financial member of the Chamber.
- 21.4** Proxies are to be registered with the Chamber 48 hours prior to any Annual General Meeting, Special General Meeting or a Board Meeting.
- 21.5** The Chairman at all meetings shall have a second and casting vote in the event of a tied vote.
- 21.6** Voting shall be by show of hands of those present unless a ballot is demanded or unless otherwise provided for in these rules.
- 21.7** In the event of a demand for a ballot two scrutineers are to be appointed by the Chair.
- 21.8** Minutes shall be taken and recorded at all meetings

22 POWERS

- 22.1** The Chamber shall have the following powers :
- 22.2** To borrow and lend funds with or without security.
- 22.3** To open, operate and close bank accounts. Signing authority on bank accounts shall be by the President, Vice President, and any other person, nominated by the Board or Executive committee by resolution for the purpose.
- 22.4** All payment of accounts and banking schedules are to be approved by the Board or Executive committee.
- 22.5** To invest in accordance with the Board's current investment policy.
- 22.6** To acquire hold or dispose of any form of real or personal property. The financial powers of the Chamber may be exercised by the Board but not by any individual officer or member of the Board.

23 FINANCIAL YEAR

- 23.1** The financial year shall run from the first day in October in each year to the 30th day of September in the following year.

24 ANNUAL SUBSCRIPTION

- 24.1** Each member shall pay to the Chamber an annual subscription of such amount and at such periods as may be determined from time to time by the Board. The subscription so payable shall be based on a classification of that member by the Board and the Board may determine the differing subscription rates applicable to different classes of members.
- 24.2** The Chamber shall have the sole right to determine under which of the classifications the subscriptions of any member shall be assessed to, to increase the annual subscription in any year where the minimum subscription only is fixed and to admit members at a subscription below the applicable levels under special circumstances. The determination of the Board in any such case shall be final and binding. No increase in any member's subscription shall take effect unless the Chamber shall have given to such member 14 days notice of such proposed increase prior to the commencing day of the year in which such increased subscription is to be paid.
- 24.3** All annual subscriptions shall be due and payable in advance on the subscription due date in each year.
- 24.4** Subscriptions or ordinary debts may be sued for and recovered by the Chamber.

25 ACCOUNTS

- 25.1** The annual accounts shall comprise the following:
- 24.1a** Statement of financial performance; and
 - 24.1b** Statement of financial position.
- 25.2** All members shall have the right to receive copies of accounts and the right to inspect the minute book of any meeting.

26 AUDITOR

- 26.1** An Auditor shall be appointed at the Annual General Meeting of the Chamber each year and shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- 26.2** Such auditor shall be a member of the Institute of Chartered Accountants. A member of the Board shall not be eligible for election as auditor.

27 THE SEAL

- 27.1** The seal will be kept under the supervision of the President and affixed only on resolution of the Board.
- 27.2** The seal shall be affixed in the presence of two Board members so authorised by the Board for the purpose of affixing the seal and the signatories shall add after their signature the capacity in which they have signed.
- 27.3** A Seal register will be kept and signed by those signatories on each occasion of use of the seal.

28 ALTERATION TO RULES

- 28.1** Any alterations, additions or amendments to these rules shall be made at a Special General meeting.
- 28.2** A notice of motion proposing the alteration amendment or addition shall be lodged in writing at least 28 days prior to the meeting at which the motion will be given consideration and The Chamber shall within 21 days prior to the date of the meeting give notice to each member.
- 28.3** Any alteration, amendment or addition to the rules shall require a two-thirds majority vote.

29 WINDING UP AND DISTRIBUTION OF ASSETS

- 29.1** The Chamber shall not be wound up except in accordance with a resolution passed pursuant to section 24 of the Incorporated Societies Act 1908 and in accordance with the provisions of the section or by the High Court pursuant to section 25 of the Incorporated Societies Act or any subsequent legislation repealing, amending or altering the above acts.
- 29.2** If upon the winding up or dissolution of the Chamber there remain any assets after payment of all the Chambers debt's and liabilities any such assets shall not be paid to or distributed amongst the members of the Chamber but shall be given or transferred to the New Zealand Chamber of Commerce Incorporated or to some other Chamber, institution, association or club within New Zealand having objects or some objects of the Chamber to be determined by the members of the Chamber at or before the time of dissolution and in default thereof by the High Court of New Zealand.

30 INDEMNITY OF THE BOARD

- 30.1** Any officer of the Chamber or any Chamber 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 officer has acted honestly without negligence and in the performance of their official duties.

31 INTERPRETATION OF THE Board

- 31.1** In the event of any question arising as to the construction or application of this Constitution or these rules the Board may decide the same.
- 31.2** Any member or members aggrieved by such decision of the Board may require the decision to be submitted for review at a Special General meeting to be held within three months of the Board's decision.

32 GENERAL

- 32.1** The Board may publish a magazine or other circular or publication to further the objects of the Chamber and may distribute it among members and also the public either free or at a price to be fixed by the Board.

33 MATTERS NOT PROVIDED FOR

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

34 NOTICE OF CHANGE OF ADDRESS

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

34.2 Every notice so posted shall be deemed to be fully given or served 2 days after the day it is posted.

35 RESOLUTIONS BINDING

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

36 Ends

We the undersigned as members of the Chamber of Commerce Southland Inc verify that this copy of the Incorporated Societies constitution has been approved by the societies' membership at its Special General Meeting November 19th 2004 and incorporates all amendments approved by the membership up to and including this date.

Name	Position in Chamber of Commerce Southland	Signature
1 _____	_____	_____
2 _____	_____	_____
3 _____	_____	_____

Dated at Invercargill _____ 200

INCORPORATED SOCIETIES ACT 1904

I Kevin Raymond Frater do solemnly and sincerely declare as follows:

1. I am the President and a current member of the Chamber of Commerce Southland
2. That the Constitution of the Chamber of Commerce Southland as set out in the attached document marked "A" containing pages 1-12 has been made in accordance with the rules of the Society.

I MAKE this solemn declaration conscientiously believing it to be true and by virtue of the provisions of the Oaths and declarations Act 1957.

Kevin R Frater _____

DECLARED at Invercargill on _____ 200

Before be