

**CONSTITUTION AND RULES OF
NELSON TASMAN REGIONAL CHAMBER OF COMMERCE INCORPORATED
("The Chamber")**

1. Name

The name of the Chamber shall be NELSON TASMAN REGIONAL CHAMBER OF COMMERCE INCORPORATED and its trading name shall be Nelson Tasman Chamber of Commerce.

2. Vision

The vision of the Chamber shall be:-

"To advance business in the Nelson Tasman Region".

3. Mission

The mission of the Chamber shall be:-

"To provide effective representation and promotion of business enterprise in the Nelson Bays Region".

4. Objects

The objects of the Chamber shall be:

- (i) The promotion and protection of business enterprise throughout the Nelson Region and New Zealand.
- (ii) The promotion and protection of commerce and industry throughout the Nelson Region and New Zealand.
- (iii) The discussion and promotion or opposition of legislative administrative or other measures affecting trade commerce and industry throughout the Nelson Region and New Zealand.
- (iv) The promotion and development of free and independent business enterprises throughout the Nelson Region and New Zealand.
- (v) The collection and dissemination of information on all matters of interest to the commercial and industrial communities throughout the Nelson Region and New Zealand.
- (vi) To consider, discuss and take action on all questions affecting the interests of commerce and industry throughout the Nelson Region and to promote and protect such interests.
- (vii) The redress and removal of grievances in connection with commerce and industry throughout the Nelson Region.
- (viii) The promotion of International Trade including International Trade Missions.
- (ix) The provision of education facilities and services assisting business enterprise.
- (x) To promote studies in any subject or branch of knowledge pertaining to commerce and industry.
- (xi) To establish and award prizes, scholarships and otherwise recognise special or outstanding attainment or performance and to establish funds for this purpose.
- (xii) To co-operate with other Chambers of Commerce throughout New Zealand and to actively support the New Zealand Chambers of Commerce and Industry.
- (xiii) To carry out and undertake any business or activity, do all such acts and things whatsoever as may be considered necessary, desirable or beneficial to the community or to members of the Chamber or some of them, whether or not such acts or things may be incidental or conducive to the foregoing objects or any of them.

5. Membership

- (i) There shall be no limit on the number of members.
- (ii) Any individual, society, association, partnership or corporate body engaged in any activity in commerce and industry or interested in the objects of the Chamber shall be eligible as an applicant for membership.

- (iii) Each application for membership shall be in writing in a form approved by the Chief Executive Officer of the Chamber stating the name of the applicant, his or her address and occupation if the applicant is an individual and stating the name of the applicant and its address if it is not an individual.
- (iv) In the event of the applicant being a society, association, partnership or corporate body the application form shall also state the name of the person whom it is proposed should be authorised to represent such applicant ("the Nominated Representative").
- (v) Every such application for membership shall be signed by the applicant.
- (vi) Every application for membership shall be submitted by the Chief Executive Officer to the Board at its first meeting after receipt by the Chief Executive Officer.
- (vii) In determining such application, the Board may have regard to any matters (including the applicants standing in the business community) as the Board in its sole discretion considers appropriate.
- (viii) Applicants shall be approved by the Board of the Chamber by resolution or (if so demanded by 25% of the Board members present) by a ballot or show of hands.
- (ix) An applicant shall be deemed to be approved by the Board on obtaining a 60% majority of the votes cast.
- (x) Notice of approval shall be sent by the Chief Executive Officer to each applicant approved and he she or it shall thereupon be taken to have agreed to abide by the Constitution and Rules and Bylaws of the Chamber.
- (xi) Notwithstanding that any society association partnership or corporate body shall be a member of the Chamber any member constituent officer manager or associate of that society association, partnership or corporate body shall be eligible for membership of the Chamber as a member in his or her own right.
- (xi) Membership shall not be limited to those persons who have a place of business in the Nelson Region.

5A. Honorary Membership

- (i) The Board may from time to time appoint such person or persons as it thinks fit as an Honorary Member of the Chamber;
- (ii) Such Honorary Membership shall be effective from the date of appointment to the date of the next Annual General Meeting and shall be renewed annually thereafter by the Board at each succeeding Annual General Meeting;
- (iii) The subscription (if any) for such Honorary Membership shall be determined in accordance with Clause 7;
- (iv) Such Honorary Members shall be deemed to be financial members of the Chamber and shall be entitled to the full rights and privileges of membership.

6. Resignation and Suspension

- (i) Any member desiring to resign shall notify such desire to the Chief Executive Officer in writing and such resignation shall be effective upon receipt of such notice by the Chief Executive Officer provided that all subscriptions owing by the resigning member shall be paid to date unless the same shall be remitted at that stage or subsequently by resolution of the Board.
- (ii) A member may be suspended by notice in writing from the Chief Executive Officer in the following instances:
 - (a) for non-payment of their subscriptions for more than 4 months unless arrangements have been made with the Chief Executive Officer;
 - (b) for failing to observe any Rule or Policy of the Chamber;
 - (c) if their conduct at any meeting of the Chamber or Board is deemed unworthy of a member or injurious to the interests or standing of the Chamber;
 - (d) if their personal and/or business conduct or misconduct is considered unbecoming or prejudicial to the Chamber wherever it may happen.

- (iii) The Board may by notice in writing require a member to replace its Nominated Representative in the following instances:-
 - (a) for failing to observe any Rule or Policy of the Chamber;
 - (b) if their conduct at any meeting of the Chamber or Board is deemed unworthy of a Nominated Representative or injurious to the interests or standing of the Chamber;
 - (c) if their personal conduct or misconduct is considered unbecoming or prejudicial to the Chamber wherever it may happen.
- (iv) Upon request of the member in question the Chief Executive Officer shall call a Special General Meeting to consider the suspension of the member or replacement of Nominated Representative.
- (v) The member in question shall be entitled to explain his, her or its case before the Special General Meeting.
- (vi) No suspension of the member or replacement of the Nominated Representative may take place unless approved by 66% of the members present at the Special General Meeting called for that purpose.
- (vii) Any member who is adjudicated bankrupt or who compounds with his or her creditors under any provisions of any act relating to bankruptcy or any corporate body which compounds with its creditors or is wound up voluntarily or by Court Order shall ipso facto cease to be a member of the Chamber.
- (viii) Any member mentioned in the last preceding sub-clause may be readmitted at any meeting of the Board by unanimous vote of members present.
- (ix) A member may change its Nominated Representative by written notice to the Chief Executive Officer.

7. Subscriptions

- (i) The Annual Subscriptions for Membership in each year shall be recommended by the Finance Committee and determined by the Board.
- (ii) The Annual Subscriptions shall be due and payable on the 1st day of January in each year or on the anniversary of the member first joining the Chamber or on such other date or dates as shall be determined by the Board.
- (iii) If a membership has been suspended for non-payment of the member's subscriptions, the Board may readmit the former member without re-acceptance on payment by the former member of subscriptions then due and owing.
- (iv) All subscriptions due and owing may be sued for by the Chamber and recovered as ordinary debts.

8. Officers of the Chamber

- (a) President
 - (i) The duties of the President shall be to preside at the meetings of the Chamber and of the Board and to promote the Chamber and its objects.
 - (ii) The President shall be a financial Member of the Chamber or a Nominated Representative of such a member.
 - (iii) The President shall be entitled to such remuneration (if any) as shall be determined from time to time by the Board.
 - (iv) **The President shall hold office for a four-year term and is not eligible for re-election.**
- (b) Vice Presidents
 - (i) The Chamber may have two Vice-Presidents.
 - (ii) The duties of the Vice Presidents shall be to preside at the meetings of the Chamber and of the Board when the President is not able to attend and to promote the Chamber and its objects. If there are two Vice Presidents then they shall determine between themselves which of them presides at each meeting and if they cannot

determine themselves then the matter shall be determined in accordance with the procedure set out in Clause 21 hereof.

- (iii) Each Vice President shall be a financial member of the Chamber or a Nominated Representative of such a member.
 - (iv) The Vice Presidents shall be entitled to such remuneration (if any) as shall be determined from time to time by the Board.
 - (v) **The Vice Presidents shall each hold office for a four-year term and shall not be eligible for re- election as Vice President**
 - (vi) **A Vice President must have served on the Chamber Board for a minimum of 12 months.**
- (c) Immediate Past President
- (i) The duties of the Immediate Past President shall be to assist the President in all matters and to promote the Chamber and its objects, and to fulfill the duties of any absent Board member as may be required by the Board.
 - (ii) The Immediate Past President shall be a financial member of the Chamber or a Nominated Representative of such member.
 - (iii) The Immediate Past President shall retire at the Annual General Meeting at which the President retires.
 - (iv) In the event that the President is re-elected as President the Immediate Past President may continue to hold office.
 - (v) The Immediate Past President shall be entitled to such remuneration (if any) as shall be determined from time to time by the Board.
- (d) Chief Executive Officer
- (i) The Chief Executive Officer shall be appointed by the Board upon such terms and conditions as it shall think fit.
 - (ii) The Chief Executive Officer shall, unless the Board otherwise directs, be responsible for the general management and administration of the Chamber and the implementation of all matters, including matters of policy as may from time to time be laid down by the Board.
 - (iii) All books, documents, records and papers of the Chamber shall be under the charge of the Chief Executive Officer in the offices of the Chamber.

9. Board

- (i) The Board consists of:
The President
Up to two Vice-Presidents
The immediate Past President; and Up to four Ordinary Members.
- (ii) Each member of the Board shall be a financial member of the Chamber or a Nominated Representative of such a member.
- (iii) **Ordinary members of the Board shall hold office for a four-year term and shall not be eligible for re-election as an Ordinary Board member.**
- (iv) The duties of Board members shall be to carry into effect the objects of the Chamber and to form committees for any purpose out of their own number or from the general body of members or a combination of the same.
- (v) **The Board may invite a fifth member to attend and participate at Board meetings to provide the opportunity for those members to gain Board experience and to provide additional knowledge and experience to the Board. Such members do not have voting rights.**

9A. Election of Board Members

- (i) At least 60 days before the date of the next Annual General Meeting, the Chief Executive Officer shall call for nominations for the election of Board Members for those positions

- that will be coming to the end of their term at the next Annual General Meeting.
- (ii) All nominations must be nominated and seconded by financial members of the Chamber or nominated representatives of such members;
 - (iii) All nominations must be in writing on the form prepared by the Chief Executive Officer and must be delivered to the Chief Executive Officer no later than 42 days before the date of the next Annual General Meeting;
 - (iv) The nominations may include a written resume (not to exceed 180 words) of the nominee.
 - (v) If the number of nominations received for any Board position exceeds the number of positions available, no later than 30 days before the date of the next Annual General Meeting, the Chief Executive Officer shall give notice of the nominations received together with a copy of any resumes received and a voting form.
 - (vi) Voting forms must be returned to the Chief Executive Officer to be received no later than 5.00 pm 14 days before the date of the next Annual General Meeting.
 - (vii) All voting forms so received shall be delivered by the Chief Executive Officer to the Chamber auditor who shall count the votes and advise the Chief Executive Officer of the number of votes received for each nominee.
 - (viii) The Chief Executive Officer shall give notice of the election outcome no later than seven days before the date of the next Annual General Meeting.
 - (ix) Notice required pursuant to clauses 9A(i), (v) and (viii) is to be given to all financial members of the Chamber by way of the Chamber newsletter and by such other methods as the Chief Executive Officer may consider appropriate.
 - (x) In the event of there being no candidate nominated as President, or insufficient candidates nominated as Vice Presidents and Ordinary Members of the Board, nominations shall be called for from the floor at the next Annual General Meeting.

10. Board

- (i) The management and control of the Chamber shall be vested in the Board.
- (ii) The Board in addition to the powers and authorities expressly conferred upon it by this Constitution and Rules may set and determine such policies as the Board considers necessary or desirable provided that such policies are not inconsistent with this Constitution and Rules.
- (iii) No policies shall invalidate any prior act of the Board which would have been valid if such policies had not been made.
- (iv) The Board may employ any person society association partnership or corporate body to promote and carry out the objects of the Chamber.

11. Committees and Special Interest Groups

- (i) The Board shall have the power to appoint Committees and/or Special Interest Groups (comprised of members and if the Board so desires, non-members) to carry out any of the objects and business of the Chamber.
- (ii) The Board shall appoint the Chairperson and/or Convenor of such Committees and Special Interest Groups, which Chairperson/Convenor shall arrange the membership of and the meetings of such Committees and Special Interest Groups.
- (iii) All such Committees and Special Interest Groups so appointed shall report back to the Board and shall at all times act in accordance with the directions of the Board and the Constitution and Rules of the Chamber.
- (iv) The Board may at any time:-
 - (a) Disband the Committee or Special Interest Group
 - (b) Revoke the appointment of the Chairperson/Convenor of such Committee or Special Interest Group.
 - (c) Remove any member of such Committee or Special Interest Group in the instances as set out in Rule 6(ii).
- (v) The Chief Executive Officer and the President, or at his/her request, one of the members of the

Board shall be ex officio members of every Committee and Special Interest Group of the Chamber.

12. Bank Account

- (i) All monies received by or on behalf of the Chamber shall be paid into an account kept at a Bank appointed by the Board and cheques and bills and any other instruments drawn on such account shall be signed by any two of the following officers namely the President, one of the Vice Presidents, the Immediate Past President, the Chief Executive Officer and one Board Member nominated for that purpose.
- (ii) All accounts must be presented at meetings of the Board or in the event of urgency to any two signatories for ratification within one month of payment being made.

13. Powers of the Board

- (i) The Board shall have the power to borrow by overdraft or otherwise such sums as the Chamber by a resolution of 75% of the members present at such meeting made from time to time authorise and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets or property of the Chamber (both present and future) upon such terms and conditions as may seem expedient to the Board.

14. Bank Account

- (i) Five members of the Board shall constitute a quorum.

15. Bank Account

- (i) The Chief Executive Officer shall give at least seven (7) days' notice of any ordinary Board meeting to each member.
- (ii) So far as is practicable the Board shall hold not less than one Board meeting in each month (apart from the months of December and January when the Board shall so far as practicable hold one meeting in that two (2) month period).

16. Vacancies on Board

- (i) In the event of any Board member being absent without reasonable cause or without leave of absence for more than two consecutive meetings of the Board, or if such Board member ceases to be a member of the Chamber or a Nominated Representative, the Board shall have the power to direct by resolution that such member's seat on the Board shall be forfeited and he or she shall not be eligible for re-election until the next Annual General Meeting.
- (ii) Should the President for any reason cease to hold office, the position of President shall be filled as follows:-
 - (a) Should there be only one Vice President, then that Vice President shall automatically become the President unless they decline to do so;
 - (b) Should there be two Vice Presidents, then they shall determine between themselves which of them becomes President (or if they cannot determine themselves, then the matter shall be determined by the Board) unless they both decline to do so;
 - (c) If a Vice President is unable or unwilling to become President, the position shall be filled by way of a special General Meeting called for that purpose pursuant to Clause 18.
- (iii) Vacancies other than the presidency occurring on the Board whether by absence from meetings or ceasing to be a member of the Chamber or a nominated representative pursuant to clause (i) hereof, death or resignation may be filled by the Board and such appointees shall hold office until the next Annual General Meeting.

17. General Meetings

- (i) The Annual General Meeting of the Chamber shall be held not later than the 30th day of

April in every year.

- (ii) The business to be transacted at the Annual General Meeting shall be:
 - (a) The receipt and consideration of the President's and Chief Executive's Reports on the proceedings and activities of the Chamber for the past year;
 - (b) the receipt and consideration of the Statements of Financial Performance and Financial Position of the Chamber for the previous financial year ending 31st December;
 - (c) the report (if any) of the Auditor of the Chamber relating to the Accounts for the past financial year;
 - (d) The confirmation of the election result for members of the Board;
 - (e) the appointment of Auditors (if any);
 - (f) (f)such special business of which the required notice has been given in accordance with this Constitution and these Rules;
 - (g) any other general business permitted by this Constitution or these Rules to be transacted without previous notice;
- (iii) At the discretion of the President or his or her designate a register of all financial members and if appropriate their representatives shall be available for inspection.

18. Special General Meetings

- (i) The Chief Executive Officer shall convene a Special General Meeting when directed by the President or in his or her absence by the Vice Presidents or either of them or by resolution of the Board or upon receipt of written notice signed by any 50 financial Members of the Chamber calling for a Special General Meeting.
- (ii) The person or persons calling for a Special General Meeting pursuant to Clause 18(i) above shall state the objects for which such Special General Meeting is required and such objects shall be in accordance with this Constitution and these Rules.

19. Quorum at General Meetings

- (i) At all General and Special Meetings of the Chamber twenty five (25) financial Members shall form a quorum.
- (ii) Should a quorum not be present within 30 minutes of the time appointed for the meeting the meeting, if convened by a requisition of members shall be dissolved.
- (iii) If a quorum shall not be present within 30 minutes of the time appointed for a meeting in all other cases apart from that mentioned in the last preceding subclause it shall stand adjourned to a time and place to be fixed by the President fourteen (14) days' notice of which shall be given to members.
- (iv) In such event the President shall cause an advertisement to be placed in a daily newspaper published in the Nelson Region advising the day time and place of the General Meeting.
- (v) The financial Members present at such adjourned meeting shall be deemed to be a quorum and may transact any business as if they constitute a full quorum.

20. Notice of Meetings

- (i) Notices of Annual General Meetings and Special General Meetings shall be delivered by hand, facsimile or other form of electronic written communication or forwarded through the post to the last known business address of each financial member of the Chamber at least 14 days before the date of such meeting.
- (ii) Such notice referred to in the last preceding subclause shall set forth the purpose of the General Meeting.
- (iii) At all General Meetings the chair shall be taken by the President or failing him or her by one of the Vice Presidents or failing both by a member chosen by the General Meeting.

21. Voting

- (i) At all General Meetings each financial Member present or any Nominated Representative

thereof shall have one vote.

- (ii) Every question submitted to a meeting of the Chamber or Board shall be decided in the first instance on the voices of financial Members or their Nominated Representative but a show of hands of financial Members or their Nominated Representatives may be called for by the President (or in his or her absence the Chairperson) or any two financial Members present.
- (iii) The President (or in his or her absence the Chairperson) shall in the case of equal voting have a casting as well as a deliberate vote.
- (iv) A declaration by the President (or in his or her absence the Chairperson) that a resolution has been carried or not carried as the case may be shall be conclusive.
- (v) No member whose subscriptions are in arrears may vote at any meeting.
- (vi)
 - (a) A member may exercise the right to vote either by being present at the meeting in person or by granting a proxy to a financial Member of the Chamber.
 - (b) A proxy for a member is entitled to attend and be heard at a General Meeting as if the proxy were the member.
 - (c) A proxy must be appointed by notice in writing signed by the member and the notice must state whether the appointment is for a particular General Meeting or a specified term not exceeding twelve months.
 - (d) No proxy is effective in relation to a General Meeting unless a copy of the Notice of Appointment is produced to the Chief Executive Officer before the start of the General Meeting.

22. Order

- (i) Whenever any question of order shall arise at any meeting it shall be immediately taken into consideration and decided by the President (or in his or her absence the Chairperson) and the matter in debate shall be suspended until the decision of the President or Chairperson has been given.

23. Adjournment

- (i) Any meeting shall be adjourned only on motion to that effect duly carried.

24. Interpretation of Rules

- (i) 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.

25. Registered Office

- (i) The registered office of the Chamber shall be situated at 54 Montgomery Square, Nelson or such other place as the Board may from time to time determine.

26. Common Seal

- (i) The Common Seal of the Chamber shall be kept in the Registered Office of the Chamber or in the custody of the Chief Executive Officer as the Board may from time to time determine.
- (ii) The Common Seal of the Chamber shall not be affixed to any deed or document except by resolution of the Board and in the presence of the President, or in his or her absence one of the Vice-Presidents, in the one instance and by the Chief Executive Officer or two Members of the Board in the other instance who shall attest the sealing.
- (iii) The Board may at any time procure another Common Seal for the Chamber.

27. Control of Funds

The Chamber shall have power:

- (a) To borrow money and to give mortgages debentures guarantees or other securities therefore over all or any of the assets both present and future of the Chamber;

- (b) To lend any funds upon mortgage or other security;
- (c) To invest any funds in such manner as the Chamber or the Board may deem advisable;
- (d) To receive or release mortgages or other securities;
- (e) To purchase or acquire land or buildings either freehold or leasehold;
- (f) To purchase or acquire any other matter or thing;
- (g) To erect buildings on any land owned or leased by the Chamber;
- (h) To manage improve let or sell any land or buildings owned by the Chamber or any part thereof;
- (i) To give and receive conveyances agreements leases and any other instruments;
- (j) To do such acts as the Chamber shall decide in General Meeting relating to financial matters.

28. Indemnity of Chamber Officers and Board Members

Any officer of the Chamber or any Board member acting in his or her official capacity with the approval of the Chamber or the Board who incurs a personal liability shall be indemnified by the Chamber provided that the said officer has acted honestly without negligence and in the performance of his or her official duties.

29. No Personal Pecuniary Profit

No member or person associated with a member of the Chamber shall derive any income, benefit or advantage from the Chamber where that member or person can materially influence the payment of the income benefit or advantage except where such income benefit or advantage is derived from:

- (i) Professional services to the Chamber rendered in the course of business of that member or person charged at no greater rate than current market rates, or
- (ii) Interest on money lent by that member or person to the Chamber at no greater rate than current market rates.

30. Alteration of Rules

- (i) Subject to clause 30(ii) hereof this Constitution and these Rules may be added to altered amended or deleted by the vote of at least 66% of the financial members present at a General Meeting provided that the intention and nature of such alteration shall have been stated in any notice calling up the General Meeting.
- (ii) No addition to or alteration of or rescission of Clauses 29 and 31 of these Rules shall be approved at any such General Meeting without the approval of the Inland Revenue Department.

31. Winding Up

- (i) 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 that Section or by the High Court pursuant to Section 25 of the Incorporated Societies Act.
- (ii) If upon the winding up or dissolution of the Chamber there remain any assets after payment of all the Chamber's debts 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 some other Chamber institution association or club within the Nelson Region having objects or some objects similar to the objects of the Chamber to be determined by the members of the Chamber at or before the time of dissolution and in the event that there is no such other chamber institution association of club within the Nelson Region such assets shall be given or transferred to the New Zealand Chambers of Commerce and Industry Incorporated or such other association or organisation or Board to be determined by the members of the Chamber at or before the time of dissolution.

32: Notices

- (i) Any notice required by this Constitution or these Rules or any Policy may be given to a member in writing posted to the member at his her or its last address known to the Chief Executive Officer or by advertisement inserted in a newspaper in the Nelson Region.
- (ii) Every notice so posted shall be deemed to be duly given and served on the day it is posted.
- (iii) Every notice so advertised shall be deemed to be given on the first day the advertisement appears.

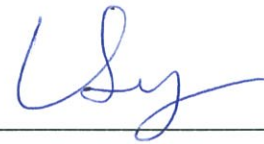
33. New Zealand Chambers of Commerce and Industry

The Chamber shall hold full membership of the New Zealand Chambers of Commerce and Industry Incorporated and maintain its accreditation with that organisation if considered desirable by the Board.

The financial members present at the Special General Meeting held on the 13th day of December 2017 RESOLVED that the existing Constitution and Rules be amended to include new clauses at 8(b)(vi) and 9(v) and that clauses 8(a)(iv), 8(b)(v) and 9(iii) be amended.

LEES SEYMOUR

President



Signature



Vice President



Signature

Immediate Past President

Signature