

RULES OF THE GISBORNE CHAMBER OF COMMERCE INCORPORATED

These rules of the Gisborne Chamber of Commerce Incorporated, a society duly registered and incorporated under “The Incorporated Societies Act 1908”, shall hereinafter be referred to as “the Rules”. Any and all previous rules of the Chamber are hereby revoked in their entirety.

1. NAME

- 1.1 The name of the association is “The Gisborne Chamber of Commerce Incorporated (hereinafter referred to as “the Chamber”)

2. REGISTERED OFFICE

- 2.1 The registered office of the Chamber shall be at 157 Grey Street, Gisborne or at any other place or places the Executive from time to time determines.

3. OBJECTS

- 3.1 The objects of the Chamber are:
- a. The promotion, advancement and retention of commerce, industry and trade for the general public good throughout New Zealand generally and specifically within the boundaries of the Gisborne District Council (“the Gisborne region”).
 - a. The collection and dissemination of information on all matters of interest to the commercial community and the public in general in the Gisborne region and throughout New Zealand.
 - c. To advocate, promote, support or oppose the legislation of central government or the local authority within the Gisborne region or local authorities throughout New Zealand or any other measures by those said bodies that affect commerce, industry and trade and to secure proper administrative of such measures.
 - d. To minimize or eliminate blockages and hindrances to commerce, industry and trade and to do all reasonable things which facilitate commerce, industry and trade throughout New Zealand generally and specifically within the Gisborne region.
 - e. To collect and circulate statistics and other information relating to commerce industry and trade in the Gisborne region and throughout New Zealand.
 - f. To develop the general public interest in the Chamber by diffusing information on all matters pertaining to the Chamber’s activities and by publishing and circulating such notices, papers and circulars as may be deemed necessary for this purpose.
 - g. To take such steps from time to time as the Chamber may consider necessary to give publicity to the Gisborne region for the purpose of promoting commerce, industry and trade therein and throughout New Zealand.
 - h. To encourage business networking and best practice in business
 - i. To promote high standards of educational achievement within the Gisborne region and to facilitate the introduction of students to the workforce within the Gisborne region.

- j. To promote studies in any subject or branch of knowledge pertaining to commerce, industry or trade and to establish prizes, scholarships and rewards for proficiency in such studies.
- k. To affiliate with the New Zealand Chambers of Commerce or any organisation which succeeds it.
- l. To affiliate with any society, association, group or organisation having similar objects to the Chamber or to join, co-operate with or subscribe to the funds of any such organisation for the purpose of better attaining or otherwise furthering the objects and interests of the Chamber or of its members.
- m. To make any donation to any person, object or institution for a purpose strictly in pursuance of or in exercise of any of the objects or powers of the Chamber hereby conferred not being in contravention of the Incorporated Societies Act 1908 or any amendment of it or any legislation passed in substitution of it.
- n. To do all such other things as in the opinion of the Chamber may be necessary, incidental or conducive to the forgoing objects or any of them.

4. MEMBERSHIP

- 4.1 The Executive shall have the power to co-opt any person or body corporate as a member of the Chamber provided that the consent of such person or body corporate has first been obtained.
- 4.2 The membership of the Chamber shall consist of:
 - a. **Ordinary members**

Any person or body corporate engaged or interested in commerce, industry and trade in the Gisborne region shall be eligible as a candidate for membership of the Chamber. The number of ordinary members shall be unlimited.
 - b. **Honorary Life Members**

The Executive may propose from time to time that any of the members or past members become honorary life members of the Chamber in recognition of their special services to the Chamber and, on approval of the members given at any Annual General Meeting of Special General Meeting, such person shall thereupon be entitled to all privileges of subscribing members of the Chamber.
 - c. **Gold, Silver and Bronze Members**

The Executive may assign to any member with the consent of that member the designation of either gold, silver or bronze for having contributed financially to the Chamber from time to time, whether it be for special projects or otherwise that advance commerce, industry and trade within the Gisborne region provided however that such designation shall not entitle the holder of such designation to more than one vote as a member.
 - d. **Additional Members**

Additional members of the Chamber may be nominated by member firm or organisation, whether incorporated or otherwise, at such subscription rates as the Executive may prescribe from time to time but such additional members shall have no voting rights.

5. SUBSCRIPTIONS

- 5.1 The amount of the annual subscriptions for ordinary members shall be recommended by the Executive to the Annual General Meeting or any Special General Meeting of the Chamber and approved by vote of the members at such meeting(s).
- 5.2 The annual subscription shall be for a consecutive 12 month period commencing from 1 January in each year or such other date as may be set by the membership at the Annual General Meeting or any Special General Meeting of the Chamber.
- 5.3 Any subscriptions unpaid for 90 days or more from the date of their invoice shall be deemed to be in arrears and any member so in arrears shall be deemed to have their membership lapse from that date. Such cessation of membership shall not affect the right of the Chamber to recover any subscription arrears or other monies due and owing to the Chamber by such member.

6. FINANCIAL YEAR

- 6.1 The financial year for the Chamber shall commence on 1 January and terminate on 31 December in each year or such other consecutive 12 month period as may be approved by the members at the Annual General Meeting or Special General Meeting of the Chamber.

7. RESIGNATION

- 7.1 Any member desiring to resign shall give notice of such to the Secretary in writing and such notice shall be considered at the first meeting of the Executive thereafter. No member's resignation shall be accepted unless it is approved by resolution of the Executive

8. EXCLUSION OF MEMBERS

- 8.1 A member may be expelled by a majority vote of the Executive for non-payment of annual subscriptions.
- 8.2 If the conduct of any member is such as to prejudice the character, good order or welfare of the Chamber, it shall on the resolution of a majority of the Executive or on a requisition by fifteen (15) members be the duty of the Executive to call a Special General Meeting of the Chamber to consider the expulsion of such member. At such a meeting the number of members present shall be not less than fifteen (15) and in the event of a vote by ballot been taken, the resolutions must be supported by two thirds (2/3rds) of the members present. Membership shall be terminated forthwith. The member shall have no claim on Chamber property of any kind and shall be liable for all arrears of subscription or other monies due to the Chamber.

9. ANNUAL GENERAL MEETING

- 9.1 The Annual General Meeting of the Chamber ("the AGM") shall be held no later than four calendar months after the end of each financial year at such time and place as shall be fixed by the Executive.

- 9.2 Written notice of the AGM, an audited statement of financial statements and the auditor's report for the previous year shall be circulated to all members by post, email or any other common electronic means no later than seven days prior to the AGM together with a report from the president, a budget and a statement of intent for the forthcoming financial year.
- 9.3 The Secretary shall cause the said documents to be posted on the Chamber's website or other such public electronic notice board one week after the AGM together with the minutes of the previous year's AGM as confirmed by the members, any matters arising from the minutes (whether voted on or otherwise), the names of the members elected to the Executive, the name of the auditor appointed for the forthcoming financial year and any general business conducted at the AGM.

10. QUORUM FOR GENERAL MEETING

- 10.1 No business shall be transacted at the AGM or any Special General Meeting unless ten of the members shall be personally present.
- 10.2 If within half an hour from the time appointed for the start of the meeting the required number of members is not present the meeting shall stand adjourned for one week at the same hour and place and those attending such adjourned meeting shall form the quorum.

11. ADJOURNMENTS

- 11.1 The Chairperson of any meeting, whether a general meeting or a meeting of the Executive, may with the consent of the members present at the meeting order an adjournment for such time as the members present may deem appropriate.

12. METHOD OF VOTING

- 12.1 Every resolution submitted to any general meeting of the Chamber shall be decided in the first instance by a show of hands. The Chairperson may in the case of an equality of votes cast on any question exercise both a deliberative and casting vote. At any general meeting, unless a poll is demanded by the Chairperson or by at least ten members present, a declaration by the Chairperson that a resolution has been carried or lost together with an entry in the minute book of the Chamber shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 12.2 No member whose annual subscription is in arrears shall be entitled to vote or to take part in any meeting of the Chamber.
- 12.3 Voting by proxy shall not be permitted.

13. IRREGULARITIES OF MEETING

- 13.1 In case any irregularity shall occur in the convening or holding of any general meeting or in any election or other proceedings at such meeting and the same shall not be noticed and objected to at the meeting, all proceedings of such meeting shall be of the same force and validity as if no such irregularity had occurred. If any irregularity shall be noticed at the

meeting and objected to, the members at the meeting shall make a decision upon it and such decision shall be final and conclusive.

14. THE EXECUTIVE

- 14.1 The Executive shall consist of:-
- a. The Executive shall consist of the **President, one Vice President, and five ordinary members** elected annually by the members at the AGM.
- 14.2 Candidates for election to the Executive at the AGM must be nominated and seconded in writing by a financial member and delivered to the Secretary not less than fourteen days before the AGM. The nominator can be another member of the nominee's firm or organisation but the seconder shall be a member who is not associated with that firm or organisation.

15. SECRETARY AND TREASURER

- 15.1 The Executive may appoint a Secretary and that person shall perform such duties as described by the Management Committee.
- 15.2 The Executive may appoint a Treasurer who shall provide oversight and accountability in respect to the financial affairs of the Chamber.

16. MANAGEMENT COMMITTEE

- 16.1 The operational affairs of the Chamber may be conducted by a Management Committee which shall comprise the President, Vice President and one other member of the Executive appointed by the Executive.
- 16.2 The Management Committee shall support the work of the Executive to make constructive and informed decisions but shall have no authority to bind the Chamber.

17. MEETINGS OF THE EXECUTIVE AND THE MANAGEMENT COMMITTEE

- 17.1 Meetings shall be held at such a times and places as the Executive and the Management Committee shall each determine.

18. QUORUM FOR A MEETING OF THE MANGEMENT COMMITTEE AND THE EXECUTIVE

- 18.1 In respect of the Executive, four members present at a meeting of the Executive shall constitute a quorum.
- 18.2 In respect of the Management Committee, three members personally present at a meeting of the Management Committee shall constitute a quorum.
- 18.3 **Members may attend meetings by Skype or such other electronic means as may be decided by the Executive from time to time.**

- 18.4 The President (or in his or her absence the chairperson) shall in the case of an equality of votes on any question at a meeting of either the Executive or the Management Committee may exercise both a deliberate and a casting vote.

19. POWERS OF THE EXECUTIVE

19.1 The Executive shall have the power:

- a. To exercise and do all such things as may be exercised or done by the Chamber which are not by the Rules or by the Act required to be done by the Chamber in general meeting.
- b. To fill any vacancy in their in their number during the year. Any member of the Executive so appointed shall hold office until the next Annual General Meeting.
- c. To enter into all negotiations, contracts and agreements and do such other acts, matters and things in the name and on behalf of the Chamber as they consider expedient for or in relation to the objects or purposes of the Chamber and which are not required by the Rules or by the Act to be exercised or done by the Chamber in general meeting.
- d. To borrow or raise money in the name of the Chamber for the purpose of furthering the objects of the Chamber and secure payment of the same by a charge upon the whole or any part of the property or assets of the Chamber provided that no money shall be borrowed or raised without the consent of the members in a general meeting called for that purpose.
- e. To buy, lease, build, maintain or rent property or offices for the use of the Chamber, employ and dismiss employees, pay employees, lend money, invest money, promote people to committees and do anything else required to manage and promote the business of the Chamber provided that no real property shall be sold or purchased without the approval of the members in a general meeting called for that purpose.
- f. To control and invest the funds of the Chamber in and real or personal property on such terms and on such security if any as the Executive may from time to time think fit and otherwise in accordance with the provisions of the Rules.
- g. To appoint any person to any subcommittee as may be deemed necessary.
- h. To do all such other things as in the opinion of the Executive may be necessary, incidental or conducive to manage and promote the affairs of the Chamber.

20. MINUTES

20.1 The Executive shall cause minutes to be duly entered in the minute book provided for the purpose in respect of meetings of the Executive, the Management Committee and in respect of general meetings of the Chamber. The minute book shall be open for inspection by any member at any general meeting.

21. AUDIT

21.1 The financial statements of the Chamber shall be audited by an Auditor who shall be elected each year at the Annual General Meeting. In case of the death, resignation or incapacity of the Auditor so appointed, or in case no Auditor is so appointed, the Executive shall appoint one.

21.2 The Auditor and the Treasurer shall be separate persons.

22. COMMON SEAL

22.1 There shall be a common seal of the Chamber consisting of a stamp with the words "The Common Seal of the Gisborne Chamber of Commerce Incorporated."

22.2 The common seal shall be kept in the custody of the Executive and shall only be affixed by the President and a member of the Executive or the Secretary.

23. CHAMBER FUNDS

23.1 Any income, benefit or advantage shall be applied for the purposes of the Chamber.

23.2. No member or associated member shall receive any form of private income, benefit or advantage from the Chamber's operations provided however this Rule shall not apply to the payment of a salary or allowances to the Secretary or the Treasurer or payments to goods supplied or services rendered in the ordinary course of business.

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

23.4 Any such income paid shall be reasonable and relative to that which would be paid in an arm's-length transaction (being the open market value).

23.5 The provisions and effect of this clause shall not be amended or revoked and shall be included and implied in any document replacing the Rules.

23. WINDING UP

24.1 In the event of the winding up of the Chamber or on its dissolution by the Registrar of Incorporated Societies the surplus assets of the Chamber after payment of all costs, debts and liabilities shall be realised and the proceeds shall be distributed in such manner as may be decided upon at a general meeting convened for that purpose provided that no such disposal and distribution shall take effect until such time as the proposal has received the approval of the Registrar of Incorporated Societies.

24.2 If upon the winding up or dissolution of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber but shall be given or transferred to some other organisation, society or body having objects similar to the objects of the Chamber within New Zealand.

25. BY-LAWS

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

25.2 The Executive shall, subject to the provisions of the Rules, have the additional powers to impose and enforce penalties for any violation of the by-laws or the Rules or to remove or omit any such penalties imposed under this Rule.

26. NEW RULES AND ALTERATION OF RULES

26.1 The Rules may be amended, altered, rescinded or added to only with the consent of a majority of the members present at a Special General Meeting of the Chamber specially called for the purpose or at an Annual General Meeting and it shall be the duty of the Secretary to give fourteen days' notice of such proposed alteration, rescission or addition. Notices emailed to each member at their email address or sent by any other common means of electronic communication shall be deemed to be sufficient notice for the purposes of this Rule.

27. INTERPRETATION

26.1 The Executive is the sole authority for the interpretation of the Rules and of the by-laws made in pursuance thereof and the decision of the Executive upon any quest on of interpretation or upon any matter affecting the Chamber and not provided for by the Rules or by the said by-laws shall be binding on the members.

The Common Seal of the Gisborne Chamber of Commerce Incorporated

Was hereto affixed in the presence of

.....President

.....Executive

.....Secretary

Dated thisday of.....2017