

The Employers' Chamber of Commerce Incorporated

Dated: 12 October 2023

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RULES

1. INTERPRETATION

1.1 **Definitions:** In these Rules, unless the context otherwise requires, the following expressions shall have the following meanings:

"**Act**" means the Incorporated Societies Act 2022 (including amendments to that Act from time to time).

"**Annual General Meeting**" means a meeting of the Members held in accordance with clause 11.1(a).

"**Appointed Board Members**" has the meaning given to that term in clause 8.2.

"**Association**" means any group of employers or businesses existing for the legitimate furthering of the interests of its members.

"**Auditor**" means the person described as such in clause 12.7.

"**Board**" means the board of the Organisation comprising the Elected Board Members and the Appointed Board Members.

"**Board Member**" means either an Elected Board Member and/or an Appointed Board Member as applicable.

"**Branch**" has the meaning given to that term in clause 6.7(a).

"**BusinessNZ**" has the meaning given to that term in clause 21.1.

"**Chair**" means the Board Member responsible for being the chairperson of the Organisation elected by the Board in accordance with clause 8.3.

"**Chief Executive**" means the person appointed as chief executive of the Organisation.

"**Elected Board Member**" has the meaning given to that term in clause 8.2.

"**Executive Committee**" has the meaning given to that term in clause 10.

"**General Meeting**" means a Special General Meeting or Annual General Meeting.

"**Member**" means a person who is recorded in the Register as a member of the Organisation.

"**NZCCI**" means New Zealand Chambers of Commerce and Industry Incorporated.

"**Organisation**" means the incorporated society governed by these Rules.

"**Region**" or "**Regional**" means all or any part of the Labour Districts of Canterbury, Westland and Marlborough, as specified in the Labour Relations Act 1987 (now repealed) and/or such other areas as may be resolved by the Organisation's Board from time to time.

"**Register**" means the register of Members described in clause 6.4.

"**Rules**" means these objects and rules of the Organisation.

"**Special General Meeting**" means a meeting of Members called in accordance with clause 11.1(b).

"**Vice-Chair**" means the Board Member(s) responsible for being the vice-chairperson of the Organisation elected by the Board in accordance with clause 8.3.

1.2 **Construction:** In these Rules, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and will not affect the construction of these Rules;
- (b) in the absence of an express indication to the contrary, references to sections, clauses or paragraphs are to sections, clauses and paragraphs of these Rules;
- (c) a reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended, re-enacted or substituted;
- (d) the singular includes the plural and vice versa and any one gender includes the other gender;
- (e) the words written and writing include electronic mail communications and any other means of communication resulting in permanent visible reproduction;
- (f) the word person includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal existence; and
- (g) words or expressions defined in the Act have the same meaning in these Rules.

2. **NAME**

The full name of the Organisation shall be ["The Employers' Chamber of Commerce Incorporated"].

3. **INCORPORATED SOCIETIES ACT 2022**

The Organisation, the Board, the Chief Executive and the Members have the rights, powers, duties and obligations set out in the Act, except to the extent that they are lawfully negated or modified by the Rules.

4. **REGISTERED OFFICES**

4.1 The registered office of the Organisation shall be at 57 Kilmore Street, Christchurch, New Zealand, or at such place as the Board shall from time to time appoint.

4.2 Branch offices of the Organisation may be established at such places within the Region as the Board shall from time to time decide.

5. OBJECTS/PURPOSES

5.1 The objects and purposes for which the Organisation is established are:

- (a) To effectively represent and advance the interests of Members and the wider business community and create an environment to enable the business community to thrive;
- (b) To encourage, promote and advance commercial enterprise (both international and domestic);
- (c) To provide a Regional organisation for business, employers, and industry;
- (d) To educate our community and the wider public on the important role that business plays in providing a prosperous economy and positive community outcomes;
- (e) To support, promote, advance and encourage diversity, sustainability and good employment practices;
- (f) To grow the Organisation's Membership and engagement across the business community;
- (g) To strengthen the Organisation and/or any Associations or organisations identified by the Board which are undertaking activities consistent with the objects/purposes set out in this clause 5.1; and
- (h) To do all such other acts as the Board deems appropriate.

5.2 The objects and purposes set out in this clause shall be and be deemed to be separate and distinct objects and no objects shall in any way be limited or circumscribed by reference to any other object.

6. MEMBERSHIP

6.1 **Minimum number of Members:** The Organisation shall maintain the minimum number of Members required by the Act.

6.2 **Consent:** All prospective Members must consent in writing to becoming a Member, prior to being entered into the Register.

6.3 **Classes of Membership:** Membership may comprise different classes of membership as decided by the Board, with such rights and responsibilities as the Board may determine from time to time in accordance with the Act and these Rules.

6.4 **Register of Members:** The Organisation shall keep an up-to-date register of Members which shall contain for each Member their name, contact details, the date they became a Member, the category of Membership and any other information required by these Rules or prescribed under the Act ("**Register**").

6.5 **Members Representation:** Subject to the terms of the relevant class of Membership, each Member may be represented at any General Meeting of the Organisation by one person duly appointed by the Member in writing for the purpose. Persons so appointed shall exercise one vote only in respect of each Member for whom they are appointed.

6.6 **Membership Sub-Committees and Advisory Groups:** The Board or Chief Executive may authorise the formation of membership sub-committees or advisory groups of the Organisation if and when it considers it advisable to do so and the Chief Executive or Board may from time to time make, vary or alter terms of reference for the conduct of such sub-committees or advisory groups or for the dissolution or reconstruction thereof and the formation of such shall be subject to the following provisions:

- (a) Advisory groups and sub-committees will:
 - (i) hold meetings in line with their terms of reference;
 - (ii) promote the purpose(s) of the sub-committee/advisory group and Organisation; and
 - (iii) do nothing to bring the Organisation into disrepute;
- (b) No resolution or act of an advisory group or sub-committee shall be binding on the Board unless it has been submitted to and sanctioned by the Board. Advisory groups and sub-committees may however take action in their own name provided it is made clear that the action taken or views expressed are those of an advisory group/sub-committee of the Organisation;
- (c) No advisory group or sub-committee shall be entitled to incur any expense chargeable on the funds of the Organisation without the sanction of the Board or Chief Executive;
- (d) Either the Board or Chief Executive may dissolve the operation of any advisory group/sub-committee or merge the operations of any advisory groups or sub-committees upon giving 28 days' notice to the Members of the affected advisory group(s) or sub-committee(s); and
- (e) For the avoidance of doubt, where there is a conflict between these Rules and the terms of reference of an advisory group or sub-committee, these Rules shall prevail. The Chief Executive or the Board may amend or revoke the terms of reference of an advisory board at any time.

6.7 **Branches:**

- (a) **Branch Formation:** The Board may form a branch of the Organisation in any part of the Region at its discretion, subject to such by-laws for the administration of that branch, and with such membership, as the Board may determine ("**Branch**").
- (b) **Branch Operation:**
 - (i) The Branch by-laws shall clearly define the boundaries of the part of the Region covered by the Branch.

- (ii) The Board may on its own motion or at the request of the members of the Branch, appoint a Branch Secretary or Agent, and establish a Branch office.
- (iii) The Board may at any time dissolve the operation of any Branch if it considers this to be in the interests of the Organisation.
- (iv) Ordinary members who are members of the Branch shall continue to enjoy their rights and privileges as ordinary Members of the Organisation.

6.8 **Resignation of Members:** Any Member may withdraw from membership of the Organisation at any time by delivering to the Chief Executive a written notice (either in hard copy or electronic format) of resignation signed or authorised by the Member or a duly authorised agent, and thereupon such Member shall cease to be a Member and shall have no further interest in or claim upon the Organisation. Such Member shall nevertheless be liable for any subscription, special subscription or other fees due on the date of resignation, and no refund will be payable to such Member in respect of any payment already made.

6.9 **Termination of Membership and Services:**

- (a) **Unpaid subscriptions and levies:** Subject to the terms of the relevant class of membership, membership shall automatically lapse when any subscriptions or levies remain unpaid 90 days after the due date. Lapsed membership however shall not prevent the Organisation from recovering monies owed.
- (b) **Suspension:**
 - (i) Any Member who in the opinion of the Board has acted in a manner prejudicial to the interests of the Organisation may be suspended from membership for a period not exceeding four months at the discretion of the Board, provided that such Member shall have a right to be heard at a meeting of the Board and a right of appeal to a General Meeting, which may confirm, vary or revoke the Board's decision. Voting on this issue shall (both by the Board and in General Meeting) be by secret ballot. At least 21 days' written notice of any proposed notice appealing the suspension shall be given to all persons entitled to vote and to the Member concerned, giving particulars of the acts which are the subject of complaint. A suspended Member shall not be eligible to rejoin the Organisation until the expiry of the period for which they have been suspended.
 - (ii) If, upon expiry of the period for which the Member has been suspended, the conduct which is the cause of the suspension is continuing or the Member continues to act in a manner prejudicial to the interests of the Organisation in the opinion of the Board, then the Board may extend the suspension for such period up to the date of the next General Meeting, subject to the Member rights set out in clause 6.9(b)(i).
 - (iii) The Board shall have the discretion to impose a fine in lieu of suspension. The fine shall equal one year's ordinary subscription for every month's suspension imposed.

- (c) **Expulsion:**
- (i) Expulsion of a Member is to be regarded as a very severe penalty, gravely reflecting on the credit of the individual concerned. Imposition of such a penalty should therefore not be entered upon lightly and expulsion should take place only in accordance with these Rules. The move to expel by the Board must be taken in good faith and in the genuine interests of the Organisation as a whole.
 - (ii) Any Member may only have their membership terminated or be expelled from the Organisation by a resolution passed by a 75% majority of those Members attending a General Meeting, provided that at least 21 days' written notice of the proposed resolution is given to Members, and that the Member concerned is given an opportunity to be heard before the resolution is voted on.
 - (iii) Separate motions are to be moved if it is desired to suspend or expel two or more Members.
 - (iv) Members subject to termination or expulsion motions retain their right to vote on them.
- (d) **Decision in Writing:** The decision to suspend or expel a Member shall be communicated in writing to such Member. If any person shall cease to be a Member their name shall be removed from the Register.

6.10 **Suspension of Membership Services:** The Board or the Chief Executive may direct, that services to any Member who has failed to pay any subscription or fee due be withheld. Suspension of membership services shall not relieve the Member of liability for subscriptions or fees due.

7. GOVERNANCE

The governance of the Organisation shall be vested in the Board.

8. BOARD MEMBERS

8.1 Constitution of Board:

- (a) Subject to sub-clauses (c) and (d), the Board will consist of up to eight Board Members appointed and/or elected in accordance with clause 8.2 below. The Board Members must each be:
 - (i) natural persons; and
 - (ii) not disqualified by these Rules or the Act.
- (b) The Board will at all times comprise a majority of Members or representatives of body corporates that are Members (with such majority comprising a combination of Appointed Board Members and Elected Board Members).
- (c) The immediate past chair shall, on the invitation of the Board, be an additional Board Member for such period as may be determined by the Board, and the

number of Board Members may exceed the limit set out in sub-clause (a) to enable the appointment of the immediate past chair.

- (d) The Board shall have the right to appoint one executive member as an additional member of the Board as it sees fit, and the number of Board Members may exceed the limit set out in sub-clause (a) to enable the appointment of the executive member.

8.2 **Appointment and election of Board Members:** The election and appointment of Board Members shall be conducted as follows:

- (a) **Elected Board Members:** Up to four Board Members shall be elected during each Annual General Meeting in accordance with clause 8.4 ("**Elected Board Members**"), provided that no more than four Elected Board Members are on the Board at any time.
- (b) **Appointed Board Members:** At any time, up to four Board Members may be appointed by resolution of the Board, having followed such appointment process as may be determined by the Board ("**Appointed Board Members**"), and provided that no more than four Appointed Board Members are on the Board at any time.

8.3 **Election of Chair and Vice-Chairs:** The Board shall elect from the Board Members at its first meeting following the Annual General Meeting, a Chair and up to two Vice-Chairs. The Chair and Vice-Chair(s) shall retire annually but may be eligible for re-election. Such election will be undertaken by majority vote of the Board Members present personally by ballot. Any casual vacancy in the position of Chair or a Vice-Chair shall be filled in a similar way at the next Board meeting following that casual vacancy arising.

8.4 **Voting procedure for Elected Board Members:**

- (a) The Elected Board Members shall be elected from nominations received by the Chief Executive (or their nominee) not later than 21 days prior to the date of the relevant Annual General Meeting. A nominated person shall have expressed in writing their willingness to accept office in the event of their election.
- (b) Where the number of nominations for the Board exceeds the number of available vacancies for Elected Board Members, the election of those potential Elected Board Members shall be conducted in the following manner:
 - (i) Following the closing date for nominations, the Chief Executive shall send to each Member entitled to vote the names of all candidates, together with a brief resume of each candidate (if applicable), and instructions on how to vote, including the closing date and time by which Members must vote in order for their vote to be counted.
 - (ii) Following the close of the vote, the Chief Executive will announce the results at the Annual General Meeting and the vacancies will be filled by candidates who polled the greatest number of votes. In the event of a tie lots shall be drawn by the Chief Executive.

8.5 **Continue in office:** If the Annual General Meeting shall from any cause lapse or not be held, the business which should have been disposed of there at shall be disposed of at a Special General Meeting to be called as soon as convenient by two members of the Executive Committee and in the event of the last mentioned meeting lapsing as aforesaid the

Chair, Vice-Chair(s) and Executive Committee of the previous year shall continue in office until the Annual General Meeting in the following year or until the Special General Meeting if any to be called in lieu thereof under this clause.

8.6 Removal of officers:

- (a) Any Elected Board Member may be removed from office by the majority vote of Members present at a Special General Meeting called for that purpose.
- (b) Any Appointed Board Member may be removed from office by the majority vote of the Board or by the majority vote of Members present at a Special General Meeting called for that purpose.

8.7 Casual vacancy of Board Members: Any Board Member position vacated for any cause whatever may be filled by the Board at a Board meeting and any person so appointed shall hold office only for the unexpired period of their predecessor's original term of office but shall be eligible for election or appointment at the end of that term in accordance with these Rules.

8.8 Terms of office:

- (a) A Board Member may retire from office at any time by tendering to the Board a notice in writing of their resignation at a meeting of the Organisation or annually at an Annual General Meeting.
- (b) A retiring Board Member shall be eligible for re-election or reappointment, provided that they have not served as Board Member for more than the maximum term prescribed below in clause 8.8(d).
- (c) Subject to clause 8.8(d) and the Appendix to these Rules, each Board Member will retire from office after a term of two years and be eligible for re-election or reappointment to the Board under clause 8.2.
- (d) Subject to the unanimous approval of the Board, a person may not serve as a Board Member for more than a total aggregate of the lesser of:
 - (i) eight years; or
 - (ii) four terms (with any partial term counting as a full term for the purpose of this sub-clause).
- (e) The Chair may not serve as chairperson of the Board for more than a total aggregate of the lesser of:
 - (i) six years; or
 - (ii) three terms (with any partial term counting as a full term for the purpose of this sub-clause).

9. BOARD POWERS AND DUTIES

9.1 The business of the Board shall be to discuss and determine all matters in which the Organisation is interested and to carry the same into effect, subject only to compliance with

these Rules (including the objects and purposes in clause 5.1), the Act and such directions as may be given by any General Meeting of the Organisation.

9.2 The Board may appoint special advisory committees or task forces with specific terms of reference to investigate or take action in any matters relating to the objects or business of the Organisation, and may:

- (a) require such committees to report to the Board;
- (b) determine that the Chief Executive will be a member of such special advisory committees and/or task forces; and
- (c) dissolve such committees whensoever it may think fit.

9.3 **Duties of Board committees:**

- (a) **The Board:** In general, the Board is charged with the control of Organisation assets and installing and managing policy to ensure the effective administration of the affairs and business of the Organisation, including:
 - (i) To make all policy decisions and accept responsibility for the running of the Organisation;
 - (ii) To make, alter or rescind standing orders, by-laws and regulations not consistent with, or repugnant to the Organisation's Rules or the Act;
 - (iii) To appoint any person or persons on any sub-committee for any special objects or purpose and to define powers and duties of such subcommittee; and to vary or add to the personnel thereof and to fill any vacancy thereof;
 - (iv) To appoint the Chief Executive and set the terms of the Chief Executive's employment;
 - (v) To ensure that all duties as directed by General Meetings and the Rules are carried out;
 - (vi) To monitor the performance of the Organisation and the Chief Executive;
 - (vii) To meet regularly and supervise/manage the affairs and activities of the Organisation; and
 - (viii) To do all things relating to the Organisation activities which are not expressly reserved for action by Members in General Meetings.
- (b) **Chair – specific duties:** The duties of the Chair include:
 - (i) To carry out such duties as directed by General Meetings and the Board;
 - (ii) To chair all Board committee and General Meetings of the Organisation, provided that they may delegate the chair at any meeting to a Vice-Chair;
 - (iii) To ensure the policy decisions of the Board are given effect to;
 - (iv) To call General Meetings of Members;

- (v) To perform all duties usual and appropriate to their office;
 - (vi) To interpret all points not covered within the Rules or standing orders;
 - (vii) To speak and to call for votes at all meetings on issues relating to the Organisation. In the event of an equal number of votes they shall have the right to a casting vote as well as their deliberative vote; and
 - (viii) To uphold the objects and purposes of the Organisation.
- (c) **Vice-Chairs – specific duties:** The duties of a Vice-Chair include:
- (i) To render all assistance to the Chair;
 - (ii) To assume the full power and duties of the Chair in their absence;
 - (iii) To chair meetings in the absence of the Chair but they may delegate the chair at any meeting to a member of the Executive Committee; and
 - (iv) To carry out such duties as directed by the Chair.

10. EXECUTIVE COMMITTEE

10.1 **Constitution of Executive Committee:** The executive committee shall comprise the Chair, Vice-Chairs and Chief Executive (“**Executive Committee**”), or as otherwise determined by the Board. The Board may appoint and remove up to two additional members from its own number as additional members of the Executive Committee.

10.2 **Executive Committee Duties:** The Executive Committee shall:

- (a) have full powers to deal with such acts, matters and things as are authorised by the Rules or as the Board may from time to time delegate;
- (b) attend to such acts, matters and things which the Board considers necessary and expedient for the proper administration of the Organisation; and
- (c) excluding the Chief Executive, form the remuneration committee for the purposes of reviewing the performance and remuneration of the Chief Executive.

10.3 **Quorum:** Any two members of the Executive Committee shall constitute a quorum, one or more of whom shall be a Chair or a Vice-Chair.

11. MEETINGS

11.1 **Class of Meetings:**

- (a) **Annual General Meeting:** The Annual General Meeting shall be held as soon after the end of the financial year as the Board may decide and in any event, within six months of the Organisation’s financial year end, for the purpose of receiving the annual report, statement of accounts and balance sheet, electing the Elected Board Members, appointing the Auditor, and conducting such other business as may have been notified to Members in the notice calling the Annual General Meeting. 21 days’ clear notice will be given to all Members of the time and place of

the Annual General Meeting. The business of the Annual General Meeting shall be:

- (i) Apologies;
- (ii) To confirm minutes of the previous Annual General Meeting;
- (iii) To receive and approve correspondence;
- (iv) To receive the Chair's report;
- (v) To receive the Chief Executive's report;
- (vi) To receive the annual financial statements;
- (vii) To consider any notice of motion;
- (viii) To elect the Elected Board Members;
- (ix) To elect the Honorary Life Members;
- (x) To elect the auditors; and
- (xi) General Business.

(b) **Special General Meeting:**

- (i) Special General Meetings shall be held at such times as the Board may determine for the purpose of discussing any matters in which the Organisation may be interested.
- (ii) Special General Meetings may be called at any time upon the request of any 10 Members, the Chair or the Chief Executive and shall be convened as soon as possible after such request is received by notice, including the object of such meeting, to all Members at least seven days before the meeting date.

(c) **Board meetings:** Board meetings may be called by the Chair, a Vice Chair or the Chief Executive as and when necessary but on average not less than at two monthly intervals and with not less than three days' notice, unless approved by the Board.

11.2 **Procedure of meetings:** All meetings shall be chaired by:

- (a) the Chair; or
- (b) in their absence, a Vice-Chair; or
- (c) in their absence, the immediate past chair; or
- (d) in their absence, a member of the Executive Committee.

11.3 **Minutes:** The Board must ensure that minutes are kept of all proceedings at meetings of the Organisation.

11.4 Quorum:

- (a) 20 ordinary Members present at any General Meeting shall form a quorum, one or more of whom shall be a Chair or a Vice-Chair or Executive Committee member.
- (b) A quorum at Board meetings shall be at least five Board Members.
- (c) If a quorum is not in attendance within 30 minutes after the time for the start of the meeting, the meeting shall be postponed.

11.5 Voting:

- (a) Only those Members who have not been suspended or expelled under clause 6.9 or had membership services withheld under clause 6.10 shall be eligible to vote.
- (b) Voting shall be decided by the voices or by a show of hands unless a ballot is demanded by any five Members present at a General Meeting. In the case of a ballot one vote only shall be counted for each Member present in person, by proxy or electronically. Where the nominations received for election to the Board at the Annual General Meeting referred to in clause 8 exceed the maximum permitted number of vacancies, voting shall be in accordance with clause 8.4. Any vote taken pursuant to this clause may occur through physical, paper, electronic or other method of voting permitted by the Board, and any Member may be "present" at a meeting through use of such means.
- (c) All questions arising at any General Meeting of the Organisation, or the meetings of the Board or Executive Committee shall be determined by a majority of those present and entitled to vote.
- (d) At all meetings, in the event of the voting being equal, the Chair shall have a casting as well as a deliberative vote.
- (e) Except for persons representing Members pursuant to clause 6.5, voting by proxy shall not be permitted.

12. FINANCIAL MANAGEMENT AND POWERS

12.1 Powers: The Organisation shall have the following powers:

- (a) To open, operate and close bank accounts. Signing authority on such bank accounts shall be by the financial manager (or equivalent) and one of the Chair, a Vice-Chair, the Chief Executive (or their deputy nominated by the Board by resolution for the purpose). The bank account will only operate on two signatures;
- (b) In the event of the need to transfer Organisation funds from existing bank account(s) to other(s) (which may be established for the purpose) because the Organisation faces a distress or emergency situation, any two members of the Executive Committee or Board Member(s) nominated by resolution of the Board shall have the authority to execute such action;
- (c) To acquire by purchase, take on lease or otherwise, land and buildings and all other property, real and personal, which the Board may from time to time think proper or dispose of such property or any part thereof and to erect on any such

land any building and to alter add to and maintain any building erected upon such land;

- (d) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets and rights of the Organisation;
- (e) To raise or borrow money in such manner and upon such security (if any) as the Board shall think fit and in particular upon the security of any mortgage, charge or security interest over all or any part of the Organisation's property, assets and rights (both present and future) and generally with such rights and upon such terms and conditions in all respects as the Board shall see fit;
- (f) To invest and deal with the monies of the Organisation not immediately required upon such securities or otherwise in such manner as may from time to time be determined by the Board. Those signatures required for investment transactions shall be the same as those authorised to operate the bank accounts; and
- (g) To take or otherwise acquire and hold or to sell or otherwise dispose of shares in any company or corporation carrying on any business of whatsoever nature which is deemed by the Board to be capable of being conducted so as to further directly or indirectly the objects and purposes of the Organisation.

12.2 **Financial year:** The financial year of the Organisation shall date from the 1st day of July to the 30th day of June or as resolved by the Board.

12.3 **Annual Subscriptions and Fees:**

- (a) **Fees and Annual Subscriptions:**
 - (i) The subscriptions and other fees to be paid by Members and the terms of payment shall be approved by the Board.
 - (ii) Any annual subscription payable on application shall be as for a full year unless otherwise determined by the Board. No refund of subscription shall be payable in the event of resignation.
 - (iii) Any annual subscription shall become due and payable by Members on the first day of July or on the anniversary of joining the Organisation in each year unless otherwise determined by the Board, provided however, that the Board may in special circumstances absolve any Member from payment of the whole or any part of the subscription due for such period as it thinks fit.
 - (iv) New Members shall be required to pay such entrance fees, annual subscriptions and other fees as may be determined from time to time by the Board.
 - (v) In addition to the annual subscriptions paid by Members, the Board or the Executive Committee may approve other fees contracts or financial arrangements related to specific services provided by the Organisation either to individual Members, groups of Members or as a policy having general application.

- (vi) The Executive Committee may approve the collection from Members of subscriptions and fees on behalf of other Associations for services provided by them to Members with operations in other regions and the dissemination of such subscriptions and fees to such other Associations.
 - (b) **Special Subscriptions:** The Organisation may at any time make a call upon Members for a special subscription provided that the resolution ordering such call to be made shall be passed by at the Annual General Meeting or a Special General Meeting called for the purpose. Such subscription shall be calculated in a manner approved by the Board but the total call upon any Member by way of special subscription shall not in any one year exceed the amount payable as annual subscription for that year.
- 12.4 **Funds of the Organisation:** All sums paid by way of annual subscription, special subscription, fees or otherwise, by Members shall be received by the Chief Executive and/or the financial manager (or equivalent) and placed forthwith in such institutions and bank accounts as may from time to time be approved by the Board. Such funds shall be absolutely at the disposal of the Board to further the objects and purposes of the Organisation.
- (a) The funds of the Organisation may be invested in such manner as may be determined by the Board.
 - (b) All amounts drawn on the approved bank accounts for sums payable by the Organisation shall be authorised in such manner as the Board shall from time to time direct.
- 12.5 **Remuneration of Board Members:** At an Annual General Meeting, the Board may present its proposed remuneration to apply to the Board Members from the date of that Annual General Meeting ("**Proposed Board Remuneration**"). Where the Proposed Board Remuneration is approved by the Members, it shall apply from the day following the Annual General Meeting it was approved until the next Annual General Meeting. If the Proposed Board Remuneration is declined by the Members (or the Board does not present a proposal for remuneration to apply), no remuneration will be paid to Board Members from the day following that Annual General Meeting.
- 12.6 **Accounting Records of the Organisation:**
- (a) **Accounting records:** The accounting records of the Organisation shall be kept by the Chief Executive and financial manager (or equivalent) under the supervision of the Board.
 - (b) **Financial statements:** The Organisation's financial statements, including a profit and loss statement, balance sheet and any other requirement under the Act must be prepared and filed with the Registrar of Incorporated Societies within six months of each financial year end.
- 12.7 **Auditor:** There shall be an auditor appointed annually at the Annual General Meeting ("**Auditor**"). The remuneration of the Auditor shall be determined by the Board. Should a vacancy occur in the office of Auditor, it shall be filled as determined by the Board, the appointee to hold office until the next Annual General Meeting.

13. CONTACT PERSONS

The contact persons for the Organisation will be the Chair, Vice-Chair(s) and the Chief Executive.

14. DISPUTE RESOLUTION

14.1 **Raising disputes:** Any dispute (as defined in the Act), is to be lodged by the complainant with the Chair, a Vice Chair or the Chief Executive in writing ("**Dispute Notice**") and must provide such details as are necessary to identify the details of the dispute ("**Dispute**").

14.2 **Addressing the Dispute:** In addition to investigating and dealing with any Dispute, the Board may:

- (a) appoint a sub-committee or member(s) of the Executive Committee to deal with the Dispute; or
- (b) refer the Dispute to an external arbitrator, arbitral tribunal, or external person (or referee), so long as minimum standards of natural justice and the requirements of this clause are satisfied,

and the person/people considering any Dispute is/are referred to hereafter as the "**decision-maker**".

14.3 **Decision-maker:** The decision-maker:

- (a) shall consider whether to investigate and deal with the Dispute; or
- (b) may decline to do so, if the decision-maker is satisfied that:
 - (i) the Dispute is trivial;
 - (ii) the complaint does not appear to disclose or involve any allegation of the following kind:
 - (aa) that a Member or an officer has engaged in material misconduct;
 - (bb) that a Member, an officer, or the Organisation has materially breached, or is likely to materially breach, a duty under these Rules or the Act;
 - (cc) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
 - (iii) the Dispute appears to be without foundation or there is no apparent evidence to support it;
 - (iv) the person who makes the complaint has an insignificant interest in the matter;
 - (v) the conduct, incident, event, or issue giving rise to the Dispute has already been investigated and dealt with; or

(vi) there has been an undue delay in raising the Dispute.

14.4 **Procedure to investigate Dispute:** Where the decision-maker decides to investigate and deal with a Dispute, the decision-maker shall ensure that the person raising the Dispute, and the person in respect of whom the Dispute has been raised, is given the right to be heard.

14.5 **Resolving Dispute:** In resolving the Dispute,

(a) the complainant raising the Dispute and the decision-maker may agree to resolve the Dispute through informal discussions, tikanga-based practice, facilitation/mediation or arbitration; and/or

(b) the decision-maker may:

(i) dismiss a grievance or complaint;

(ii) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Organisation, Board, Executive Committee and Members shall comply); or

(iii) uphold a complaint and:

(aa) reprimand or admonish the party complained against; and/or

(bb) if the party complained against is a Member, suspend the Member from membership for a specified period, or terminate the Member's membership; and/or

(cc) order the complainant (if a Member) or the party complained against, to meet any of the Organisation's reasonable costs in dealing with a complaint.

15. ALTERATION OF RULES

15.1 **Alteration of rules:** At any General Meeting any of the rules contained in these Rules may be repealed or altered, or any new rule made.

15.2 **Process:**

(a) Any proposed repeal, alteration, or new rule shall be submitted first to the Board.

(b) If it is submitted to the Board by at least five Members of the Organisation, or alternatively it is approved by the Board, it shall be submitted to a General Meeting to be held not earlier than 21 days from the date of such submission and not later than three months from the date of such submission.

(c) Any alteration, amendment or addition to the Rules shall require a two-thirds majority vote by ballot.

(d) Any alteration, amendment or addition shall take effect according to its terms and as provided by section 30 of the Act.

15.3 **Approval of IRD:** No addition to or alteration of the pecuniary profit clause or the winding up or dissolution clause shall be approved without the Inland Revenue Department's approval.

16. INTERPRETATION OF RULES

If any doubt shall arise as to the correct interpretation of these Rules, the decision of the Board shall be final and conclusive provided such decision is recorded in the minutes of the Organisation.

17. COMPLIANCE WITH RULES

17.1 These Rules shall be sent to any Member by printed copy or electronic link on request, but no Member shall be excused for non-compliance with or non-observance of the Rules on any allegation that they have not been received by the Member.

17.2 By consenting in writing to become a Member, each Member agrees to be bound by the Rules of the Organisation and to pay all relevant subscriptions and other fees that are due and payable to the Organisation. Such payment of subscriptions and/or fees shall not confer upon a Member any separate proprietary interest in any of the property of the Organisation.

18. WINDING UP OR DISSOLUTION

18.1 **Winding up:** The Organisation may be wound up at any time by the vote of 75% of Members present at any General Meeting passing a resolution for this purpose subject to such resolution being confirmed at a subsequent General Meeting held not earlier than thirty days after the date of the passing of the said resolution.

18.2 **Surplus assets:** After payment of all debts, liabilities and engagements of the Organisation and of the Board and all costs, charges and expenses connected with such winding up or dissolution, the assets of the Organisation shall be transferred to such other not-for-profit organisation or organisations with like objectives and purposes (such as NZCCI, BusinessNZ etc.) to those of the Organisation as may be determined at any General Meeting. The assets of the Organisation shall not be distributed in any manner to Members. In the event of a failure to locate a similar organisation, the beneficiary of asset distribution shall be determined by the High Court of New Zealand.

19. MATTERS NOT PROVIDED FOR

If any matter shall arise which is not, or which in the opinion of the Board is not, provided for under these Rules, the same shall be determined by the Board in such manner as it deems fit and every such determination shall be binding upon the Organisation unless and until set aside by the Members at a General Meeting.

20. PECUNIARY PROFIT

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

- (a) professional services to the Organisation rendered in the course of business charged at no greater rate than current market rates; or
- (b) interest on money lent at no greater rate than current market rates.

21. BUSINESS NEW ZEALAND INCORPORATED AND NEW ZEALAND CHAMBERS OF COMMERCE AND INDUSTRY INCORPORATED

21.1 The Organisation shall be a foundation member of Business New Zealand Incorporated ("**BusinessNZ**") in accordance with the constitution of BusinessNZ, if in the opinion of the Board, membership is desirable and the terms and conditions of membership are approved by the Board.

21.2 The Organisation shall hold full membership of NZCCI in accordance with the Constitution and Rules of NZCCI if, in the opinion of the Board, membership is desirable and the terms and conditions of membership are approved by the Board.

22. NOTICE OF CHANGE OF CONTACT DETAILS

22.1 It shall be the duty of every Member to communicate their change of contact details (including postal and email addresses) to the Organisation to be recorded in the Register and all correspondence sent to such Members using those contact details shall be deemed to have been delivered to and to have received in the ordinary course by such Member.

22.2 If a Member fails to communicate their contact details or any changes thereof pursuant to clause 22.1, all correspondence sent to such Member's last known contact details shall be deemed to have been delivered to and received by such Member.

23. RESOLUTIONS BINDING

23.1 All resolutions passed at 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 Chair of the meeting that a resolution has been carried or lost together with an entry in the minutes of the Organisation shall be conclusive evidence of that fact.

APPENDIX

Transition Process – 2024 Election/Appointment of Board Members

1. For the purposes of the election of Board Members at the 2024 Annual General Meeting, the Organisation will elect four Elected Board Members in accordance with the process set out in clause 8.2(a) of the Rules (as opposed to two) ("**2024 Elected Board**"). The terms of office for the 2024 Elected Board shall be as follows:
 - (a) two out of the four 2024 Elected Board shall hold office for two years, retiring at the 2026 Annual General Meeting; and
 - (b) the remaining two out of the four 2024 Elected Board shall hold office for three years, retiring at the 2027 Annual General Meeting.

On election of the above four Board Members, all existing Board Members (other than the newly elected Board Members) will be deemed to have retired.
2. Following their election, the 2024 Elected Board will appoint four Appointed Board Members in accordance with clause 8.2(b) of the Rules and such appointment process as determined by the Board ("**2024 Appointed Board**"). The terms of office for the 2024 Appointed Board shall be as follows:
 - (a) two out of the four 2024 Appointed Board shall hold office for two years, retiring at the 2026 Annual General Meeting; and
 - (b) the remaining two out of the four 2024 Appointed Board shall hold office for three years, retiring at the 2027 Annual General Meeting.
3. In relation to the first Board meeting following the 2024 Annual General Meeting, and notwithstanding clause 11.4(b) of the Rules, quorum at that Board meeting shall be at least four Board Members.
4. For the avoidance of doubt, the election and appointment of Board Members on and from the 2026 Annual General Meeting shall occur in accordance with clause 8.2 of the Rules.
5. At the first Board meeting following the 2024 Annual General Meeting, the Board shall agree and resolve the respective terms of office for each of the 2024 Elected Board and the 2024 Appointed Board and failing agreement, the terms of office shall be determined by the Chair.