

---

**Queenstown Business – Chamber of  
Commerce Incorporated**



---

## TABLE OF CONTENTS

1	Name.....	2
2	Charitable status .....	2
3	Definitions and Interpretation.....	2
4	Purposes.....	4
5	Act and Regulations.....	5
6	Restrictions on Chamber powers.....	5
7	Functions and powers of the Chamber.....	5
8	Responsibilities of the Chamber .....	6
9	Registered office .....	6
10	Contact person.....	7
11	Members .....	7
12	General Meetings.....	10
13	Board.....	13
14	Board meetings.....	14
15	Officers.....	15
16	Records.....	20
17	Finances .....	22
18	Dispute Resolution.....	23
19	Amalgamations .....	26
20	Liquidation and removal from the register .....	26
21	Alterations to the Constitution.....	27
22	Other .....	27
23	Indemnity and Insurance .....	28



## CONSTITUTION OF QUEENSTOWN BUSINESS – CHAMBER OF COMMERCE INCORPORATED

### 1 Name

- 1.1 The name of the society is Queenstown Business – Chamber of Commerce Incorporated (in this Constitution referred to as the **Chamber**).

### 2 Charitable status

- 2.1 The Chamber is not, and does not intend to be, registered as a charitable entity under the Charities Act 2005.

### 3 Definitions and Interpretation

- 3.1 **Definitions** - In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

**Act** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

**Annual General Meeting** means a meeting of the Members of the Chamber held once per year which, among other things, will receive and consider reports on the Chamber's activities and finances.

**Board** means the Chamber's governing body and Board of Directors which is a committee for the purposes of the Act.

**Board Members** means any member of the Board.

**Chairperson** means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for the Chamber.

**Chief Executive** means the Chief Executive Officer of the Chamber appointed from time to time pursuant to this Constitution.

**Commercial Enterprise** is to be interpreted in its widest context to mean any legitimate aspect of commercial activity, but it is not intended necessarily to exclude not for profit enterprises and organisations.

**Complaint** has the meaning set out in section 38 of the Act.

**Constitution** means the rules in this document.

**Deputy Chairperson** means the Officer elected or appointed to deputise in the absence of the Chairperson.

**Dispute** has the meaning set out in section 38 of the Act.

**General Meeting** means either an Annual General Meeting or a Special General Meeting of the Members of the Chamber.

**Interested Member** means a Member who is interested in a matter for any of the reasons set out in section 62 of the Act.

**Interests Register** means the register of interests of Officers, kept under this Constitution and as required by section 73 of the Act.

**Matter** means:

- (a) the Chamber's performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Chamber.

**Member** means an "ordinary member" as set out in clause 11.2 of this Constitution who has consented to become a Member of the Chamber and has been properly admitted to the Chamber who has not ceased to be a Member of the Chamber.

**Membership Subscriptions** means the subscriptions specified in clause 11.6.

**Notice** includes any notice given by post, courier, email or posted on the Website and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**Officer** means a natural person who is:

- (a) a member of the Board; or
- (b) occupying a position in the Chamber that allows them to exercise significant influence over the management or administration of the Chamber, including any Chief Executive or Treasurer.

**Register of Members** means the register of Members kept under this Constitution as required by section 79 of the Act.

**Regulations** means regulations made under the Act, including the Incorporated Societies Regulations 2023.

**Secretary** means the Officer responsible for the matters specifically noted in this Constitution.

**Special General Meeting** means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

**Treasurer** means the Officer responsible for, among other things, overseeing the finances of the Chamber.

**Website** means [queenstownchamber.org.nz](http://queenstownchamber.org.nz).

**Working Days** means a day which is not a Saturday or Sunday or public holiday in Queenstown.

3.2 **Interpretation** - In this Constitution, unless the context requires otherwise:

- 3.2.1 section, clause and other headings are for convenience only and will not affect the interpretation of this Constitution;
- 3.2.2 singular will include plural and vice versa;
- 3.2.3 reference to a statute or regulation will include all amendments and re-enactments thereof and any subordinate legislation made thereunder;
- 3.2.4 the term **including** means including without limitation;
- 3.2.5 any obligation not to do anything will be deemed to include an obligation not to suffer, permit or cause that thing to be done; and

- 3.2.6 the terms **written** and **in writing** include any means of reproducing words, figures or symbols in a tangible and visible form.

## 4 Purposes

4.1 The primary purposes of the Chamber are to:

- 4.1.1 encourage, promote and protect New Zealand's local and foreign Commercial Enterprise, and in particular that of the Queenstown Lakes District;
- 4.1.2 consider and discuss questions connected with such Commercial Enterprise;
- 4.1.3 promote, oppose, or influence legislative, administrative, and other measures affecting such Commercial Enterprise, and to secure proper administration of such measures;
- 4.1.4 procure the removal or redress of hindrances, grievances, and inequities affecting such Commercial Enterprise;
- 4.1.5 collect, analyse, interpret and circulate statistics and other information relating to such Commercial Enterprise;
- 4.1.6 consider and discuss questions affecting the commercial interests of the community, and to promote such interests;
- 4.1.7 promote studies in any commerce related subject, and to establish prizes, scholarships, and rewards for excellence of performance in such studies;
- 4.1.8 generally to be proactive in matters and issues that may be considered to be for the benefit of the community or of members of the Chamber whether or not such interest is relevant to any of the objects of the Chamber; and
- 4.1.9 support as appropriate, with or without conditions, the formation of associations of persons wishing to pursue objects similar to the objects of the Chamber, and to allow benefits or privileges to Members of such associations.

4.2 The Chamber must not operate for the purpose of, or with the effect of:

- 4.2.1 distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- 4.2.2 having capital that is divided into shares or stock held by its Members; or
- 4.2.3 holding property in which its Members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the Chamber or otherwise),

but the Chamber will not operate for the financial gain of Members simply if the Chamber:

- 4.2.4 engages in trade; or
- 4.2.5 pays a Member for matters that are incidental to the purposes of the Chamber, and the Member is a not-for-profit entity; or
- 4.2.6 distributes funds to a Member to further the purposes of the Chamber, and the Member:
  - (a) is a not-for-profit entity;

- (b) is affiliated or closely related to the Chamber; and
  - (c) has the same, or substantially the same, purposes as those of the Chamber;
- 4.2.7 reimburses a Member for reasonable expenses legitimately incurred on behalf of the Chamber or while pursuing the Chamber's purposes; or
  - 4.2.8 provides benefits to members of the public or of a class of the public and those persons include Members or their families; or
  - 4.2.9 provides benefits to Members or their families to alleviate hardship; or
  - 4.2.10 provides educational scholarships or grants to Members or their families; or
  - 4.2.11 pays a Member a salary or wages or other payments for goods and services to the Chamber on arm's length terms (being terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms and the payment for services, or other transaction, does not include any share of a gain, profit, or surplus, percentage of revenue, or other reward in connection with any gain, profit, surplus, or revenue of the Chamber); or
  - 4.2.12 provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Chamber; or
  - 4.2.13 on removal of the Chamber from the Register of Incorporated Societies has its surplus assets distributed under subpart 5 of Part 5 of the Act to a Member that is a not-for-profit entity; or
  - 4.2.14 amalgamates with or into another society under subpart 2 of Part 5 of the Act (with the result that the amalgamated society succeeds to any gain, profit, surplus, dividend, or other financial benefit of the amalgamating society).

## **5 Act and Regulations**

- 5.1 Nothing in this Constitution authorises the Chamber to do anything which contravenes or is inconsistent with the Act, the Regulations, or any other legislation.

## **6 Restrictions on Chamber powers**

- 6.1 The Chamber must not be carried on for the financial gain of any of its Members.
- 6.2 No Member or person associated with a Member of the Chamber shall derive any income, benefit or advantage from the Chamber where they can materially influence the payment of the income, benefit and advantage. Except where that income, benefit or advantage is derived from professional services to the Chamber rendered in the course of business charged at no greater rate than current market rates.
- 6.3 The provisions and effect of clause 6.2 shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

## **7 Functions and powers of the Chamber**

- 7.1 The functions and powers of the Chamber shall be to:

- 7.1.1 provide amenities and facilities for Members and visitors;
- 7.1.2 purchase, take on lease, or otherwise acquire any real or personal property, and any rights or privileges either necessary or convenient, for any of the purposes of the Chamber, and to erect, maintain, or alter any buildings, premises, or works as may be required;
- 7.1.3 subscribe to, take, or otherwise acquire and hold, shares, debentures, and securities of any company carrying on, about to carry on, any business capable of being conducted so as to benefit the Chamber and its Members;
- 7.1.4 sell, lease, exchange, mortgage, charge, manage, or otherwise deal with all or any part of the real or personal property of the Chamber;
- 7.1.5 borrow or raise money by the issue of debentures, or upon mortgage or charge of any real or personal property of the Chamber, or without giving security;
- 7.1.6 enter into and terminate contracts or other arrangements with employees, contractors, Members and other persons and organisations;
- 7.1.7 draw, make, accept, endorse, discount, and issue, promissory notes, bills of exchange, debentures, and other negotiable or transferable instruments;
- 7.1.8 subscribe to and become a member of any other association, whether incorporated or not, whose objects are, wholly or in part, similar to those of the Chamber; and
- 7.10 co-operate with other persons and body corporates for any of the forgoing objects.

## **8 Responsibilities of the Chamber**

- 8.1 As the principal entity representative of business in Queenstown, the Chamber is responsible for leading, promoting, developing and enhancing business in Queenstown in particular by:
  - 8.1.1 implementation of strategies, policies, programs, and initiatives to promote better business;
  - 8.1.2 seeking and securing revenue, funding, grants and sponsorship for the delivery of its strategies, programs and initiatives;
  - 8.1.3 advocating on behalf of Members with the Queenstown Lakes District Council, Central Government and other stakeholders in respect of all matters affecting business in Queenstown; and
  - 8.1.4 supporting research and development for business in Queenstown.

## **9 Registered office**

- 9.1 The registered office of the Chamber shall be at such place in New Zealand as the Board from time to time determines.
- 9.2 Changes to the registered office shall be notified to the Registrar of Incorporated Societies at least ten Working Days before the change of address for the registered office is due to take effect and in a form as required by the Act.

## 10 Contact person

- 10.1 The Chamber shall have at least one but no more than three contact person(s) whom the Registrar can contact when needed.
- 10.2 The Chamber's contact persons must be:
- 10.2.1 at least 18 years of age; and
  - 10.2.2 ordinarily resident in New Zealand.
- 10.3 A contact person must be appointed by the Board.
- 10.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 10.4.1 a physical address;
  - 10.4.2 an email address; and
  - 10.4.3 a telephone number.
- 10.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Chamber becoming aware of the change.

## 11 Members

- 11.1 **Minimum number of members** - The Chamber shall maintain the minimum number of Members required by the Act.
- 11.2 **Types of members** - The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- 11.2.1 *Ordinary Member* – An Ordinary Member shall be a company or companies, corporate body, a group of individuals acting as a partnership, or an individual, who is engaged in legitimate Commercial Enterprise, and whose application for membership has been accepted in conformity with a process approved by the Board.
  - 11.2.2 *Life Member* – Life Membership may be conferred upon individuals who have rendered significant service to the Chamber. For Life Membership to be conferred, the Board must give unanimous approval. A Life Member shall not be required to pay any membership subscription or other fee. A Life Member is entitled to receive notices and minutes of meetings of the Chamber, and to attend such meetings, with speaking and voting rights. A Life Member may not attend meetings of the Board, or of any committee set up by the Board of the Chamber, unless specifically invited.
  - 11.2.3 *Affiliates* – The Board may invite individuals by reason of their position, standing, and/or interest in Commercial Enterprise, to be Affiliates. Affiliates may be required to pay an annual subscription or other fee as determined by the Board. Affiliates may receive notices and minutes of meetings of the Chamber and attend such meetings of the Chamber at the discretion of the Board. Affiliates shall have speaking but not voting rights. Affiliates may not attend meetings of the Board, or of any committee set up by the Board or the Chamber, unless specifically invited by the Board.
- 11.3 **Consent to becoming a Member** - Every applicant for membership must consent in writing to becoming a Member. Submitting an application to become a Member in accordance with clause 11.4.1 shall be deemed to constitute consent to becoming a Member.



## 11.4 Process for Membership

- 11.4.1 An applicant for membership must complete and sign any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.
- 11.4.2 Applications for membership must be submitted on a form of application for membership authorised by the Board, and any such form of application shall contain an undertaking by the applicant to abide by the Constitution of the Chamber.
- 11.4.3 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision (but is not required to provide reasons for that decision).
- 11.4.4 Acceptance for membership shall be taken as conclusive proof of the applicant's assent to the Constitution of the Chamber.
- 11.4.5 The signed written consent of every Member to become a Chamber Member shall be retained in the Chamber's membership records.
- 11.4.6 A Member is responsible for informing the Chief Executive of any change of details that have been recorded in the original application for membership.

## 11.5 Obligations and rights of Members

- 11.5.1 Members of the Chamber shall have the rights, privileges and responsibilities set out in this Constitution.
- 11.5.2 Membership does not confer on any Member any right, title, or interest (legal or equitable) in the property of the Chamber.
- 11.5.3 Every Member shall provide the Chamber in writing with that Member's name and contact details (namely physical or email address and a telephone number) and promptly advise the Chamber in writing of any changes to those details.
- 11.5.4 All Members shall promote the interests and purposes of the Chamber and shall do nothing to bring the Chamber into disrepute.
- 11.5.5 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Chamber's premises, facilities, equipment and other property, and participating in Chamber activities) if all subscriptions and any other fees have been paid to the Chamber by their respective due dates, but no Member or Life Member is liable for an obligation of the Chamber by reason only of being a Member.
- 11.5.6 Any Member that is a body corporate shall provide the Board, in writing, with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
- 11.5.7 The Board may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Chamber, and to participate in Chamber activities, including any conditions of and fees for such access, use or involvement.
- 11.5.8 Each Member shall be liable for all reasonable costs incurred by the Chamber in relation to recovery of Subscriptions, and any other sums owed to the Chamber by the Member, and/or action reasonably necessary for the Chamber to enforce its legal rights under this clause 11 in respect of that Member.

## 11.6 Subscriptions

- 11.6.1 The Membership Subscription for the then current financial year shall be set by resolution of the Board (which can also decide that payment be made by periodic instalments).
- 11.6.2 The Board shall have the sole right to determine the amount of the Membership Subscriptions and such determination of the Board shall be final and binding.
- 11.6.3 Each Member or Affiliate shall pay to the Chamber the Membership Subscription determined by the Board.
- 11.6.4 The financial year of the Chamber shall commence on the 1<sup>st</sup> of July each year. Membership Subscriptions are paid in advance and due on the date of joining and are subsequently invoiced on the 1<sup>st</sup> of July of each year (unless determined otherwise by the Board). Members joining the Chamber part way through a financial year shall have their Membership Subscription for that year pro-rated.
- 11.6.5 If any Member's or affiliate's Membership Subscription (or instalment thereof) remains unpaid for three calendar months after it has become payable, membership may be cancelled.
- 11.6.6 All Membership Subscriptions due and owed may be sued for by the Chamber and recovered as ordinary debts.

## 11.7 Ceasing to be a member - A Member ceases to be a Member:

- 11.7.1 by resignation from that Member's class of membership by written notice signed by that Member to the Chief Executive;
- 11.7.2 on termination of a Member's membership following a dispute resolution process under this Constitution;
- 11.7.3 on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership);
- 11.7.4 by resolution of the Board where:
- (a) the Member has failed to pay a Membership Subscription (or instalment thereof), levy or other amount due to the Chamber within three calendar months of the due date for payment; or
  - (b) in the opinion of the Board, the Member has brought the Chamber into disrepute,

with effect from (as applicable):

- 11.7.5 the date of receipt of the Member's notice of resignation by the Board (or any subsequent date stated in the notice of resignation);
- 11.7.6 the date of termination of the Member's membership under this Constitution;
- 11.7.7 the date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution); or
- 11.7.8 the date specified in a resolution of the Board and when a Member's membership has been terminated the Board shall promptly notify the former Member in writing.

## 11.8 Obligations once membership has ceased - A Member who has ceased to be a Member under this Constitution:

- 11.8.1 remains liable to pay all subscriptions and other fees to the Chamber's next balance date;
- 11.8.2 shall cease to hold themselves out as a Member of the Chamber;
- 11.8.3 shall return to the Chamber all material provided to Members by the Chamber (including any membership certificate, badges, handbooks and manuals if any); and
- 11.8.4 shall cease to be entitled to any of the rights, class and interest to or in the property of the Chamber and any privileges conferred on a Chamber Member.

## 11.9 **Becoming a member again**

- 11.9.1 Any former Member may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the Board.
- 11.9.2 However, if a former Member's membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a resolution passed at a General Meeting on the recommendation of the Board.

## 12 **General Meetings**

### 12.1 **Procedures of all General Meetings**

- 12.1.1 The Board shall give all Members at least 28 Working Days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 12.1.2 That Notice will be addressed to the Member at the contact address notified to the Chamber and recorded in the Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.
- 12.1.3 Only Members may attend, speak and vote at General Meetings:
  - (a) in person; or
  - (b) through the authorised representative of a body corporate as notified to the Board; and
  - (c) no other voting by a representative shall be permitted.
- 12.1.4 No General Meeting may be held unless at least fifteen eligible Members attend throughout the meeting and this will constitute a quorum.
- 12.1.5 If, within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting, if convened upon request of Members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the Chairperson of the Chamber, and if at such adjourned meeting a quorum is not present those Members present in person shall be deemed to constitute a sufficient quorum.
- 12.1.6 A Member is entitled to exercise one vote on any motion at a General Meeting in person, and voting at a General Meeting shall be by voices or by show of hands or, on demand of the Chairperson or of two or more Members present, by secret ballot.
- 12.1.7 Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those in attendance in person and voting at a General Meeting or voting by remote ballot.
- 12.1.8 Ballots, if held, shall be conducted in such manner as the Chairperson shall decide.

12.1.9 A declaration by the Chairperson that a resolution has been carried or not carried shall be conclusive.

12.1.10 Any decisions made when a quorum is not present are not valid.

12.1.11 Written resolutions may not be passed in lieu of a General Meeting.

12.1.12 General Meetings may be held at one or more venues by Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate.

12.1.13 All General Meetings shall be chaired by the Chairperson. If the Chairperson is absent, the Deputy Chairperson shall chair that meeting. If the Deputy Chairperson is absent the meeting shall elect a Member of the Board, or, failing a member of the Board the meeting shall elect a Member of the Chamber to chair the meeting.

12.1.14 The Chairperson shall, in the case of equal voting, have a casting vote as well as a deliberative vote.

12.1.15 Any person chairing a General Meeting may:

- (a) With the consent of a simple majority of Members present at any General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting.
- (c) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

12.2 **Minutes** - The Chamber must keep minutes of all General Meetings. Minutes of the most recent General Meeting may be made available to Members upon request.

### 12.3 **Holding of Annual General Meeting**

12.3.1 An Annual General Meeting shall be held once a year on a date and at a location and/or using any electronic communication determined by the Board and consistent with any requirements in the Act, and the Constitution relating to the procedure to be followed at General Meetings shall apply.

12.3.2 The Annual General Meeting of the Chamber shall be held between the 1<sup>st</sup> day of October and the 30<sup>th</sup> day of November in each year for the purposes of:

- (a) receiving a report from the Board;
- (b) appointing (or not appointing) an Auditor; and
- (c) considering such other business of which due notice shall have been given.

12.3.3 An auditor may be appointed at the Annual General Meeting of the Chamber. The Auditor must be a member of the Institute of Chartered Accountants of New Zealand.

### 12.4 **Business of Annual General Meetings**

12.4.1 The business of an Annual General Meeting shall be to:

- (a) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
- (b) adopt the annual report on the operations and affairs of the Chamber;
- (c) adopt the Board's report on the finances of the Chamber, and the annual financial statements;
- (d) announce or approve the Officers elected in accordance with clause 15.3;
- (e) set any subscriptions for the current financial year;
- (f) consider any motions of which prior notice has been given to Members with notice of the Meeting; and
- (g) consider any general business.

12.4.2 The Board must, at each Annual General Meeting, present the following information:

- (a) an annual report on the operation and affairs of the Chamber during the most recently completed accounting period;
- (b) the annual financial statements for that period; and
- (c) notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

12.4.3 An audit may be completed if the Board requests one or if members at a General Meeting by resolution request one.

## 12.5 **Special General Meetings**

12.5.1 Special General Meetings may be called at any time by the Board or the Chairperson or in their absence the Deputy Chairperson by resolution. The Board must call a Special General Meeting if the Secretary receives a written request signed by at least 10 Members entitled to vote. Any resolution or written request must state the business that the Special General Meeting is to deal with.

12.5.2 Except as provided for in (a)-(d) of this clause the rules in this Constitution relating to the procedure to be followed at General Meetings shall apply to a Special General Meeting, and a Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

- (a) No Special General Meeting shall be called unless the business is such as may lawfully be carried into effect.
- (b) Fourteen working days' notice shall be given to Members of a Special General Meeting to be held.
- (c) Notices of Special General Meetings shall state in general terms the business proposed to be submitted.
- (d) Any Member wishing to move any resolution at a Special General Meeting shall give notice in writing thereof to the Chief Executive not less than seven working days before the date of such meeting.

### **13 Board**

- 13.1 The Chamber shall have a Board.
- 13.2 The Board will consist of at least four Officers and no more than seven Officers.
- 13.3 The Board will be made up of:
- 13.3.1 at least four members to be elected from the membership and by the membership; and
  - 13.3.2 up to three members who may be appointed by the Board as co-opted Board Members for a specific purpose or due to their specific skills and expertise, who must comply with this Constitution and any other Board policies, procedures, or governance practice.
- 13.4 From the end of each Annual General Meeting until the end of the next, the Chamber shall be managed by, or under the direction or supervision of, the Board, in accordance with the Act, any Regulations made under that Act, and this Constitution.
- 13.5 The Board shall meet for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it may think fit.
- 13.6 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Chamber, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution and to any directions at a Meeting provided they are not contrary to this Constitution and the law.
- 13.7 The Board is responsible for governing the Chamber, and subject to this Constitution, may exercise all the powers of the Chamber to do all things that are not expressly required by the Chamber at a General Meeting.
- 13.8 The Board shall manage the affairs of the Chamber, and may exercise all such powers of the Chamber as are not by law or by these articles declared to be exercisable only by the Chamber.
- 13.9 The Board shall have power to make, alter, amend, and repeal supplementary rules for the management and conduct of its affairs provided that such rules shall not be inconsistent with this Constitution. All supplementary rules, alterations and amendments shall be recorded formally, and shall be available for inspection.
- 13.10 The Board shall through clearly defined delegation of authority delegate to the Chief Executive Officer the day to day management of the business and affairs of the Chamber. Every decision of the Board on the interpretation of this Constitution and of any supplementary rules, and on any matter which may arise which is not covered by this Constitution or any supplementary rule, or is alleged to be not so covered, shall be final and binding.
- 13.11 Without limiting the powers of the Board as set out in this Constitution and the Act, the Board has the power of an ordinary person and may make informed decisions to:
- 13.11.1 borrow, raise money, mortgage, and grant a charge or lien over the property of the Chamber or parts of it;
  - 13.11.2 rent, lease, hire, purchase, acquire, sell, surrender or dispose of any interest in real or person property;
  - 13.11.3 invest and deal with any of the monies or assets of the Chamber not immediately required, upon such securities as the Board may from time to time determine or approve; and

- 13.11.4 affiliate with, subscribe, subscribe to, donate to, or become a member of any body or organisation whose objects and purposes are similar to those of the Chamber.
- 13.12 The Board may, at its discretion, establish committees, sub-committees, advisory groups or task forces consisting of such persons (whether or not Members of the Chamber) and for such purposes as it thinks fit. The structure, purpose, powers, duties and policies of such group shall be determined by the Board, and the Board may issue guidance, binding or otherwise, related to the conduct and business of these groups. The Board shall determine whether the committee, sub-committee, advisory group and/or task force members are appointed or elected by the Board, Members, or any other interest group. committees, sub-committees, advisory groups, and task forces may not co-opt members. The Board may discharge and dissolve such committees, sub-committees, advisory groups, and task forces.
- 13.13 Unless otherwise resolved by the Board:
- 13.13.1 the quorum of every committee is half the members of the committee but not less than two;
- 13.13.2 the quorum of every sub-committee is half the members of the sub-committee but not less than two;
- 13.13.3 no committee or sub-committee shall have power to co-opt additional members;
- 13.13.4 a committee or sub-committee must not commit the Chamber to any financial expenditure without express authority from the Board; and
- 13.13.5 a committee or sub-committee must not further delegate any of its powers.
- 13.14 The Board, committee, and any sub-committee may act by resolution approved during a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board, committee or sub-committee meeting. Other than as prescribed by the Act or this Constitution, the Board, committee or any sub-committee may regulate its proceedings as it thinks fit.
- 13.15 A committee may consider any matter appropriate to its terms of reference, or which is referred to it by the Board and may make recommendations to the Board.
- 13.16 The Board may delegate any power it holds to an Officer, Member or body of the Chamber such as committees, sub-committees, advisory groups, and task forces, subject to this Constitution and the Act.
- 13.17 No act or proceeding of the Board, or committee, or of any sub-committee, or any person acting as an Officer shall be invalidated as a consequence of there being a vacancy in the Board membership at the time of that act or proceeding or of the subsequent discovery that there was some defect in the entitlement of any person to be acting as an Officer or that they were incapable of being or had ceased to be an Officer.

## **14 Board meetings**

### **14.1 Procedure**

14.1.1 The quorum for Board meetings is at least four Board Members.

14.1.2 A meeting of the Board may be held either:

- (a) by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

- (b) by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

14.1.3 A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Board Member shall have one vote.

14.1.4 Any Board Member may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a Board Member in this manner at a meeting held constitutes the presence of that Board Member at that meeting.

14.1.5 The members of the Board shall elect one of their number as Chairperson of the Board. If at a meeting of the Board, the Chairperson is not present, the Vice Chairperson, or such other member named by the Chairperson, or the members of the Board present may choose one of their number to be Chairperson of the meeting. The Chairperson does have a casting vote in the event of a tied vote on any resolution of the Board.

14.1.6 Minutes must be kept of all meetings of the Board and shall include:

- (a) The names of the members of the Board present at the meeting;
- (b) The resolutions discussed;
- (c) The proceedings of each meeting; and
- (d) Adherence to the agenda for the relevant meeting.

14.1.7 Except as otherwise provided in this Constitution, the Board may regulate its own procedure.

## 14.2 Frequency

14.2.1 The Board shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the Chairperson or Chamber.

14.2.2 The Secretary, or other Board Member nominated by the Board, shall give to all Board Members not less than five Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.

## 15 Officers

### 15.1 Qualifications of Officers

15.1.1 Every Officer must be a natural person who has consented in writing to be an officer of the Chamber and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Chamber.

15.1.2 Officers must not be disqualified under section 47(3) of the Act from being appointed or holding office as an Officer of the Chamber, namely:

- (a) a person who is under 16 years of age;



- (b) a person who is an undischarged bankrupt;
  - (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
  - (d) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last seven years:
    - (i) an offence under subpart 6 of Part 4 of the Act;
    - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
    - (iii) an offence under section 143B of the Tax Administration Act 1994;
    - (iv) an offence under section 22(2) of the Act;
    - (v) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iv); or
    - (vi) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
  - (e) a person who has been convicted of any offence punishable by a term of imprisonment of 2 or more years unless that person has obtained a pardon or has served the sentence imposed on them;
  - (f) a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence imposed on them;
  - (g) a person subject to:
    - (i) a banning order under subpart 7 of Part 4 of the Act;
    - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
    - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009;
    - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;
  - (h) a person who is subject to an order that is substantially similar to an order referred to in sub-clause (g) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- 15.1.3 Prior to election or appointment as an Officer a person must consent in writing to be an Officer and certify in writing that they are not disqualified from being appointed or holding office as an Officer by this Constitution or the Act.
- 15.1.4 Only a natural person may be an Officer and each certificate shall be retained in the Chamber's records.
- 15.1.5 If any of the above events listed in clause 15.1.2 occur to an existing Board Member, they shall be deemed to have vacated the office upon such an event.

- 15.2 **Officers' duties** - At all times each Officer:
- 15.2.1 shall act in good faith and in what he or she believes to be the best interests of the Chamber;
  - 15.2.2 must exercise all powers for a proper purpose;
  - 15.2.3 must not act, or agree to the Chamber acting, in a manner that contravenes the Act or this Constitution;
  - 15.2.4 when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:
    - (a) the nature of the Chamber;
    - (b) the nature of the decision; and
    - (c) the position of the Officer and the nature of the responsibilities undertaken by them;
  - 15.2.5 must not agree to the activities of the Chamber being carried on in a manner likely to create a substantial risk of serious loss to the Chamber or to the Chamber's creditors, or cause or allow the activities of the Chamber to be carried on in a manner likely to create a substantial risk of serious loss to the Chamber or to the Chamber's creditors;
  - 15.2.6 must not agree to the Chamber incurring an obligation unless he or she believes at that time on reasonable grounds that the Chamber will be able to perform the obligation when it is required to do so;
  - 15.2.7 if the Board Member is interested (as defined in Section 139(1) of the Companies Act 1993) in a transaction or a proposed transaction of the Chamber, disclose to the Board the nature and extent of such an interest as soon as the Board Member becomes aware of the fact that he or she has such an interest such interests shall also be recorded on the Board's interest register;
  - 15.2.8 take such other steps as determined by the Board in respect of any interest specified in 15.2.7 which may include, without limitation, abstaining from deliberations and/or any vote regarding such an interest;
  - 15.2.9 not to disclose information that the Board Member would not otherwise have available to him or her other than in the capacity as a Board Member to any person to make use or act on the information except:
    - (a) for the purposes of the Chamber;
    - (b) as required by law; and
    - (c) to persons for the reasons specified in sections 145(2) and 145(3) of the Companies Act 1993,
  - 15.2.10 regularly attend Board Meetings and General Meetings of the Chamber.
- 15.3 **Election or appointment of Officers** - The election of Officers shall be conducted as follows:
- 15.3.1 Officers shall be elected during Annual General Meetings. However, if a vacancy in the position of any Officer occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Board (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the

nominee is not disqualified from being appointed or holding office as an Officer as described in clause 15.1). Any such appointment must be ratified at the next Annual General Meeting.

- 15.3.2 Candidates for election for the Board of Directors shall be nominated in writing by two Members. Such nominations shall also be signed by the candidates as to consenting to the nomination. Nominations shall close 14 Working Days prior to the date fixed for the Annual General Meeting. The Board may authorise a ballot to be conducted by post or by any other audio, audiovisual, email or electronic format it sees fit.
- 15.3.3 A candidate's written nomination, accompanied by the written consent of the nominee with a certificate that the nominee is not disqualified from being appointed or holding office as an Officer by this Constitution or the Act, shall be received by the Chamber at least 14 Working Days before the date of the Annual General Meeting. If there are insufficient valid nominations received, further nominations may be received from the floor at the Annual General Meeting.
- 15.3.4 If the candidates are insufficient to fill the vacancies, those still standing shall be declared elected, and nominations may be called for at the meeting to fill the vacancies. The remaining members of the Board shall have the power to fill any casual vacancy occurring by reason of death, incapacity, or resignation of any Board Member during their term of office. Any person so appointed shall retire and be eligible for election at the first Annual General Meeting following their appointment.
- 15.3.5 Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- 15.3.6 Two Members (who are not nominees) or non-Members appointed by the Chairperson shall act as scrutineers for the counting of the votes and destruction of any voting papers.
- 15.3.7 The failure for any reason of any Member to receive such Notice of the General Meeting shall not invalidate the election.
- 15.3.8 In the event of any vote being tied the tie shall be resolved by the incoming Board (excluding those in respect of whom the votes are tied).
- 15.3.9 The Board may also appoint other Officers for a specific purpose, for a limited period, or more generally until the next Annual General Meeting. Unless otherwise specified by the Board any person so appointed shall have full speaking and voting rights as an Officer. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as an Officer (as described in clause 15.1 above).
- 15.4 **Election of Chairperson and Deputy Chairperson**
- 15.4.1 The Chairperson and Deputy Chairperson of the Board shall be elected annually by the members of the Board.
- 15.5 **Appointment of Chief Executive** - The appointment shall be conducted as follows:
- 15.5.1 The Board shall appoint a Chief Executive.
- 15.5.2 The Board shall review the salary of the Chief Executive annually.
- 15.6 **Role of the Chief Executive**
- 15.6.1 The Chief Executive shall be responsible for all operational and administrative matters, and inter alia, shall have specific responsibility for:

- (a) Calling all meetings of the Chamber, the Board, and any Committees established by the Board;
- (b) Keeping correct Minutes of all meetings;
- (c) Keeping a current record of Members;
- (d) Conducting all correspondence; and
- (e) Keeping proper financial records.

## 15.7 **Term**

15.7.1 The term of office for all Officers elected to the Board shall be 3 year(s), expiring at the end of the Annual General Meeting in the year corresponding with the last year of each Officer's term of office.

15.7.2 At least one elected shall retire each year.

15.7.3 Those appointed or elected may be re-appointed or re-elected for future terms of office except that no Officer shall serve on the Board for more than three consecutive terms.

15.7.4 The Board may amend the term limits in this clause for any individual by a resolution at a General Meeting.

## 15.8 **Removal of Officers** - An Officer shall be removed as an Officer by special resolution of the Board or the Chamber where in the opinion of the Board or the Chamber:

15.8.1 The Officer elected to the Board has been absent from three committee meetings without leave of absence granted by the Board;

15.8.2 The Officer has brought the Chamber into disrepute;

15.8.3 The Officer has failed to disclose a conflict of interest; or

15.8.4 The Board passes a vote of no confidence in the Officer,

with effect from (as applicable) the date specified in a resolution of the Board or Chamber.

## 15.9 **Ceasing to Hold Office** - An Officer ceases to hold office when they resign (by notice in writing to the Board), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act. Each Officer shall within ten Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of the Chamber held by such former Officer.

## 15.10 **Conflicts of interest**

15.10.1 An Officer or member of a committee or sub-committee who is an Interested Member in respect of any Matter being considered by the Chamber, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- (a) to the Board and, if applicable, committee or sub-committee; and
- (b) in an Interests Register kept by the Board.

15.10.2 Disclosure must be made as soon as practicable after the Officer or member of a committee or sub-committee becomes aware that they are interested in the Matter.

15.10.3 An Officer or member of a committee or sub-committee who is an Interested Member regarding a Matter:

- (a) must not vote or take part in the decision of the Board, committee and/or sub-committee relating to the Matter unless all members of the Board or committee who are not interested in the Matter consent; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board or committee who are not interested in the Matter consent; but
- (c) may take part in any discussion of the Board or committee and/or sub-committee relating to the Matter and be present at the time of the decision of the Board or committee and/or sub-committee (unless the Board or committee and/or sub-committee decides otherwise).

15.10.4 However, an Officer or member of a committee or sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

15.10.5 Where 50 per cent or more of Officers are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

15.10.6 Where 50 per cent or more of the members of a committee or a sub-committee are prevented from voting on a Matter because they are interested in that Matter, the Board or Committee shall consider and determine the Matter.

## **16 Records**

### **16.1 Register of Members**

16.1.1 The Chamber shall keep an up-to-date Register of Members.

16.1.2 For each current Member, the information contained in the Register of Members shall include:

- (a) Their name;
- (b) The date they became a Member (if there is no record of the date they joined, this date will be recorded as "Unknown"); and
- (c) Their contact details, including:
  - (i) a physical address and an email address; and
  - (ii) a telephone number.

16.1.3 The Register of Members will also include each Member's:

- (a) postal address;
- (b) email address; and
- (c) occupation.

16.1.4 Every current Member shall promptly advise the Chamber of any change of the Member's contact details.

16.1.5 The Chamber shall also keep a record of the former Members of the Chamber. For each Member who ceased to be a Member within the previous seven years, the Chamber will record:

- (a) The former Member's name; and
- (b) The date the former Member ceased to be a Member.

16.2 **Interests Register** - The Board shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any committee or sub-committee.

### 16.3 **Access to Information for Members**

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

16.3.2 The request must specify the information sought in sufficient detail to enable the information to be identified.

16.3.3 The Chamber must, within a reasonable time after receiving a request:

- (a) provide the information;
- (b) agree to provide the information within a specified period;
- (c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Chamber (which must be specified and explained) to meet the cost of providing the information; or
- (d) refuse to provide the information, specifying the reasons for the refusal.

16.3.4 Without limiting the reasons for which the Chamber may refuse to provide the information, the Chamber may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Chamber or of any of its Members;
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Chamber;
- (d) the information is not relevant to the operation or affairs of the Chamber;
- (e) withholding the information is necessary to maintain legal professional privilege;
- (f) the disclosure of the information would, or would be likely to, breach an enactment;
- (g) the burden to the Chamber in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
- (h) the request for the information is frivolous or vexatious; or

- (i) the request seeks information about a Dispute or Complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

16.3.5 If the Chamber requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so, unless within 10 Working Days after receiving notification of the charge, the Member informs the Chamber:

- (a) that the Member will pay the charge; or
- (b) that the Member considers the charge to be unreasonable.

16.3.6 Nothing in this clause limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

## **17 Finances**

### **17.1 Control and management**

17.1.1 The funds and property of the Chamber shall be:

- (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
- (b) devoted solely to the promotion of the objects and purposes of the Chamber.

17.1.2 The Board shall maintain bank accounts in the name of the Chamber. All money received on account of the Chamber shall be paid into accounts kept at any banks approved by the Board within 3 Working Days of receipt.

17.1.3 All accounts paid or for payment shall be submitted to the Board for approval of payment.

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

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

17.1.5 The Board must establish and maintain a satisfactory system of control of the Chamber's accounting records.

17.1.6 The Board shall cause the accounts of the Chamber to be audited only:

- (a) if required to do so by law; or
- (b) if the Board sees fit to do so for any reason.

17.1.7 If an audit is undertaken under clause 17.1.7, the audit must make a report to the Members on the financial statements audited by the auditor.

17.1.8 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be

kept for the current accounting period and for the last seven completed accounting periods of the Chamber.

- 17.2 **Balance Date** - The Chamber's financial year shall commence on 1 July of each year and end on 31 June (the latter date being the Chamber's balance date). The Chamber must file financial returns statements with the Registrar within six months of the Balance Date.

## 18 Dispute Resolution

- 18.1 All Members (including the Board) are obliged to cooperate to resolve Disputes efficiently, fairly, and with minimum disruption to the Chamber's activities.

### 18.2 How Complaint is made

- 18.2.1 A Member or an Officer may make a Complaint by giving to the Board (or a complaints sub-committee) a notice in writing that:

- (a) states that the Member or Officer is starting a procedure for resolving a Dispute in accordance with the Chamber's Constitution;
- (b) sets out the allegation to which the Dispute relates and whom the allegation is against; and
- (c) sets out any other information reasonably required by the Chamber.

- 18.2.2 The Chamber may make a Complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that:

- (a) states that the Chamber is starting a procedure for resolving a Dispute in accordance with the Chamber's Constitution; and
- (b) sets out the allegation to which the Dispute relates.

- 18.2.3 The information given under clause 18.2.1 or 18.2.2 must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

- 18.2.4 A Complaint may be made in any other reasonable manner permitted by the Constitution.

### 18.3 Person who makes Complaint has right to be heard

- 18.3.1 A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

- 18.3.2 If the Chamber makes a Complaint:

- (a) the Chamber has a right to be heard before the Complaint is resolved or any outcome is determined; and
- (b) an Officer may exercise that right on behalf of the Chamber.

- 18.3.3 Without limiting the manner in which the Member, Officer, or Chamber may be given the right to be heard, they must be taken to have been given the right if:

- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);



- (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (c) an oral hearing (if any) is held before the decision maker; and
- (d) the Member's, Officer's, or Chamber's written or verbal statement or submissions (if any) are considered by the decision maker.

#### 18.4 **Person who is subject of Complaint has right to be heard**

18.4.1 This clause applies if a Complaint involves an allegation that a Member, an Officer, or the Chamber (the **Respondent**):

- (a) has engaged in misconduct;
- (b) has breached, or is likely to breach, a duty under the Constitution or bylaws or this Act; or
- (c) has damaged the rights or interests of a Member or the rights or interests of Members generally.

18.4.2 The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

18.4.3 If the Respondent is the Chamber, an Officer may exercise the right on behalf of the Chamber.

18.4.4 Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if:

- (a) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response;
- (b) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
- (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
- (d) an oral hearing (if any) is held before the decision maker; and
- (e) the Respondent's written statement or submissions (if any) are considered by the decision maker.

#### 18.5 **Investigating and determining Dispute**

18.5.1 The Chamber must, as soon as is reasonably practicable after receiving or becoming aware of a Complaint made in accordance with its Constitution, ensure that the Dispute is investigated and determined.

18.5.2 Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

18.6 **Chamber may decide not to proceed further with Complaint** - Despite clause 18.4, the Chamber may decide not to proceed further with a Complaint if:

18.6.1 the Complaint is considered to be trivial;

- 18.6.2 the Complaint does not appear to disclose or involve any allegation of the following kind:
- (a) that a Member or an Officer has engaged in material misconduct
  - (b) that a Member, an Officer, or the Chamber has materially breached, or is likely to materially breach, a duty under the Chamber's Constitution or bylaws or the Act;
  - (c) that a Member's rights or interests or Members' rights or interests generally have been materially damaged;
- 18.6.3 the Complaint appears to be without foundation or there is no apparent evidence to support it;
- 18.6.4 the person who makes the Complaint has an insignificant interest in the matter;
- 18.6.5 the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under the Constitution; or
- 18.6.6 there has been an undue delay in making the Complaint.

#### 18.7 **Chamber may refer Complaint**

18.7.1 The Chamber may refer a Complaint to:

- (a) a committee, sub-committee or an external person to investigate and report; or
- (b) a committee, sub-committee, an arbitral tribunal, or an external person to investigate and make a decision.

18.7.2 The Chamber may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

18.8 **Decision makers** - A person may not act as a decision maker in relation to a Complaint if two or more members of the Board or a complaints sub-committee consider that there are reasonable grounds to believe that the person may not be:

18.8.1 impartial; or

18.8.2 able to consider the matter without a pre-determined view.

18.9 The decision-maker may:

18.9.1 order the complainant (if a Member) or the Member complained against, to meet any of the Chamber's reasonable costs in dealing with a Complaint; and

18.9.2 make such directions as the decision-maker thinks appropriate (with which the Chamber and Members shall comply), including upholding a Complaint; and

- (a) reprimanding or admonishing the Member; and/or
- (b) suspending the Member from Membership for a specified period; or
- (c) terminating the Member's Membership.

## **19 Amalgamations**

- 19.1 The Chamber may be amalgamated in accordance with the provisions of Part 5 of the Act.
- 19.2 Any amalgamation proposal (as defined in the Act) must be approved by a 75% majority of all Members present and voting.

## **20 Liquidation and removal from the register**

### **20.1 Resolving to put Chamber into liquidation**

- 20.1.1 The Chamber may be liquidated in accordance with the provisions of Part 5 of the Act.
- 20.1.2 The Board shall give 10 Working Days written Notice to all Members of the proposed resolution to put the Chamber into liquidation.
- 20.1.3 The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 20.1.4 Any resolution to put the Chamber into liquidation must be passed by a 75% majority of all Members present and voting.

### **20.2 Resolving to apply for removal from the register**

- 20.2.1 The Chamber may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- 20.2.2 The Board shall give 10 Working Days written Notice to all Members of the proposed resolution to remove the Chamber from the Register of Incorporated Societies.
- 20.2.3 The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- 20.2.4 Any resolution to remove the Chamber from the Register of Incorporated Societies must be passed by a 75% majority of all Members present and voting.

### **20.3 Surplus assets**

- 20.3.1 If the Chamber is liquidated or removed from the Register of Incorporated Societies, no distribution shall be made to any Member.
- 20.3.2 On the liquidation or removal from the Register of Incorporated Societies of the Chamber, its surplus assets, after payment of all debts, costs and liabilities, shall be vested in a similar not-for-profit organisation or for a charitable purpose within New Zealand in such a manner as the Chamber shall by resolution determine at a Special General Meeting.
- 20.3.3 The assets of the Chamber shall not be distributed in any manner to members of the Chamber.
- 20.3.4 However, in any resolution under this clause, the Chamber may approve a different distribution to a different not-for-profit entity from that specified above, so long as the Chamber complies with this Constitution and the Act in all other respects.

## **21 Alterations to the Constitution**

- 21.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as required by section 31 of the Act.
- 21.2 No addition to or alteration, amendment or revision of this Constitution shall be made except by the vote of a majority of the members present at the Annual General Meeting or a Special General Meeting.
- 21.3 Any proposed resolution to amend or replace this Constitution shall be signed by at least 75% of eligible Members and given in writing to the Board at least 10 Working Days before the General Meeting at which the resolution is to be considered and accompanied by a written explanation of the reasons for the proposal.
- 21.4 At least 10 Working Days before the General Meeting at which any amendment is to be considered the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- 21.5 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.
- 21.6 The provision and effect of this clause shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.

## **22 Other**

### **22.1 Method of contracting**

22.1.1 Deeds - A deed which is to be entered into by the Chamber may be signed on behalf of the Chamber, by:

- (a) two or more Officers;
- (b) the Chief Executive officer of the Chamber, whose signature must be witnessed; or
- (c) one or more attorneys appointed by the Chamber in accordance with the Act.

22.1.2 Other written contracts - An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Chamber, may be signed on behalf of the Chamber by a person acting under the express or implied authority of the Chamber.

22.1.3 Other obligations - Any other obligation or contract may be entered into on behalf of the Chamber in writing or orally by a person acting under the express or implied authority of the Chamber.

22.2 **Bylaws** - The Board from time to time may make and amend bylaws, including policies for the conduct and control of Chamber activities and codes of conduct applicable to Members, but no such bylaws, including policies or codes of conduct, applicable to Members shall be inconsistent with this Constitution, the Act, the Regulations or any other legislation. Breaches or alleged breaches of such bylaws, including policies or codes of conduct, shall be dealt with in accordance with the dispute resolution process set out in clause 18 of this Constitution.

### **23 Indemnity and Insurance**

- 23.1 The Chamber shall indemnify each Officer and all persons employed by the Chief Executive against all losses and expenses incurred by them in carrying out their duties in relation to the Society except insofar as they contravene the Officer's duties under the Act or this Constitution.
- 23.2 The Committee shall maintain such insurance as it considers appropriate from time to time.