

# Rotorua Chamber of Commerce

# Rules

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## **1 Name**

- 1.1 The name of the Chamber is Rotorua Chamber of Commerce Incorporated ("the Chamber").
- 1.2 The Rotorua Chamber of Commerce Incorporated was incorporated under the Incorporated Societies Act 1908 on the 31st day of March 1908 and changed its name to the Rotorua Chamber of Commerce and Industry Incorporated on the 7th day of February 1992.
- 1.3 These Rules change the name of the Chamber to Rotorua Chamber of Commerce Incorporated.
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## **2 Registered office**

- 2.1 The Registered Office of the Chamber is 1081 Hinemoa Street, Rotorua, 2015 or another location as the Executive Board may determine.
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## **3 Purposes of the Chamber**

- 3.1 The purposes of the Chamber are to:
- 3.2 Contribute to the economic growth of Rotorua by promoting business development through leadership, advocacy, networking and support services, thereby enhancing social and environmental well-being. Undertake any activities necessary or helpful to the above purposes.
- 3.2 Pecuniary gain is not a purpose of the Chamber.
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## **4 Governance of the Chamber**

- 4.1 The Chamber shall be governed by an Executive Board with a membership of up to fourteen members as set out in these Rules.
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### **The President**

- 4.2 The Executive Board will appoint the most suitable person as President from among its numbers. There shall be no maximum term for the President.
- 4.3 A President standing for a second or subsequent term of office must be nominated for re-election.
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### **The Immediate Past-President**

- 4.4 The Immediate Past-President will hold this position until such time as the incumbent President resigns from office, or the Immediate Past-President resigns from the Executive Board.

### **Elected members of the Executive Board**

4.5 At the time of the AGM, the members of the Chamber will elect up to eight members to the Executive Board.

4.6 All retiring members of the Executive Board will be eligible for re-election.

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### **Co-opted members of the Executive Board**

4.7 The Executive Board will determine at its first meeting, or at any other meeting, if any additional members will be co-opted onto the Executive Board.

4.8 The maximum number of members of the Executive Board will be fourteen.

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### **Vice-President and Treasurer**

4.9 At the first meeting of the Executive Board following the AGM the Executive Board will elect a Vice-President and a Treasurer from among its membership.

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### **The Chief Executive Officer**

4.10 The Chief Executive Officer shall attend all meetings of the Board but is not a member of the Board and shall not be entitled to vote.

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## **5 Election of the President and Executive Board**

5.1 At least 28 days before an AGM or SGM there will be a call for nominations for Executive Board members.

5.2 Each candidate will be proposed and seconded in writing by members of the Chamber.

5.3 At least 14 days before the AGM or SGM the completed nomination forms will be received by the CEO.

5.4 If more than eight nominations are received for the positions of elected members of the Executive Board, an election will be held as set out in these rules.

5.5 The sitting executive will select the most appropriate method of voting for each AGM/SGM.

5.6 The voting for elected members of the Executive Board will take place at or before the AGM or, if circumstances require, at or before a Special General Meeting (SGM).

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5.6.1 At least 10 days before the AGM or SGM members will be provided with access details to electronic voting papers.

- 5.6.2 Each member shall have one vote for each member of the Executive Board up to eight members.
- 5.6.3 Only fully paid financial members of the Chamber may vote in the election of members of the Executive Board.
- 5.6.4 Each member of the Chamber will be required, to register with the Chamber the name of the person within the member organisation that is authorised to cast the vote.
- 5.6.5 Members will be advised of the dates and times when they will be able to cast their votes.
- 5.6.6 The votes will be counted by an independent returning officer and a scrutineer appointed by the CEO.
- 5.6.7 The returning officer will declare the result of the vote at the AGM or SGM and such declaration shall be final and conclusive.
- 5.6.8 The voting transactions will then be destroyed by the returning officer.
- 5.7 If the position of an Executive Board member becomes vacant between AGMs the Executive Board may co-opt another member to fill that vacancy until the next AGM.

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## **6 Cessation of Executive Board membership**

- 6.1 Persons cease to be Executive Board members when:
  - 6.1.1 They resign by giving written notice to the Board.
  - 6.1.2 The company or organisation they represent resigns its membership of the Chamber.
  - 6.1.3 They fail to attend or offer an apology acceptable to the Executive Board for three consecutive meetings of the Executive Board.
  - 6.1.4 They are removed by majority vote of the Executive Board.
  - 6.1.5 Their term expires.
- 6.2 If a person ceases to be a member of the Executive Board, that person must within one month return to the Executive Board all Chamber documents and property.

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## **7 Roles of the Executive Board**

- 7.1 The roles of the Executive Board are to:
  - 7.1.1 Provide the governance of the Chamber including developing the Chamber's strategic plans.
  - 7.1.2 Carry out the purposes of the Chamber by using the Chamber's assets.
  - 7.1.3 Ensure that members follow the Rules of the Chamber.
  - 7.1.4 Decide how members join the Chamber and how they cease being members.
  - 7.1.5 Set the times and agendas for AGMs, SGMs and the Executive Board.

- 7.1.6 Decide on procedures for dealing with complaints.
  - 7.1.7 Set membership fees.
  - 7.1.8 Maintain a Policy and Procedure Manual.
  - 7.2 The Executive Board holds all the powers of the Chamber unless these powers are limited by these Rules or by a majority decision of the members.
  - 7.3 Decisions of the Executive Board bind the Chamber unless the Executive Board's power is limited by these Rules or by a majority decision of the members.
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## **8 Roles of the President**

8.1 The roles of the President are to:

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- 8.1.1 Ensure that the Rules are followed.
- 8.1.2 Convene and chair AGMs, SGMs and meetings of the Executive Board.
- 8.1.3 Oversee the governance of the Chamber.
- 8.1.4 Report on the governance of the Chamber and provide an overview of the previous year at each AGM.
- 8.1.5 Advise the Registrar of Incorporated Societies of any alterations to the Rules.
- 8.1.6 Carry out the tasks of the President as defined by the President's Position Description.

## **9 Roles of the Vice-President**

9.1 The roles of the Vice-President are to:

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- 9.1.1 Take on the duties of the President should the President be unable to fulfill any of his/her duties.
- 9.1.2 Carry out the tasks of the Vice-President as defined by the Vice-President's Position Description.

## **10 Roles of the Treasurer**

10.1 The roles of the Treasurer are to:

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- 10.1.1 Provide an annual audited Statement of Financial Position and Statement of Financial Performance and a financial report to the AGM.
- 10.1.2 Provide financial reports to SGMs if this is required by the Executive Board or a majority of members.
- 10.1.3 Forward the annual audited financial statements to the Registrar of Incorporated Societies once these have been accepted at the AGM.
- 10.1.4 Carry out the tasks of the Treasurer as defined by the Treasurer's Position Description.

## **11 Roles of the Chief Executive Officer**

### **11.1 The roles of the CEO are to:**

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- 11.1.1 Raise the profile of the Chamber as a credible and informed business development and support organisation.
- 11.1.2 Develop an annual operating plan and budget, based on the strategic plan, for approval by the Executive Board.
- 11.1.3 Act as an effective advocate for business interests in Rotorua.
- 11.1.4 Develop effective working relationships with key stakeholders within the Rotorua business community.
- 11.1.5 Provide services and support to members to encourage growth and development of business organisations in Rotorua.
- 11.1.6 Provide networking opportunities for members to encourage member to member trade and information exchange.
- 11.1.7 Strengthen the Chamber's sponsorship, membership and financial position.
- 11.1.8 Manage the financial performance of the Chamber in line with annual budgets.
- 11.1.9 Maintain appropriate records as directed by the Executive Board including minutes of the AGM, Executive Board meetings, and membership.
- 11.1.10 Provide leadership and direction to the Chamber's staff.
- 11.1.11 Carry out the tasks of the CEO as defined by the CEO's Position Description.

## **12 Chamber membership**

### **12.1 Types of membership**

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- 12.1.1 A member is either an Ordinary Member or a Life Member.
- 12.1.2 An Ordinary Member has the rights and responsibilities set out in these Rules.
- 12.1.3 A Life Member is a person who is acknowledged as a longstanding member of the Chamber who has made a substantial contribution to the achievement of the purposes of the Chamber. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

### **12.2 Admission of members**

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- 12.2.1 To become an Ordinary Member, the applicant must complete an application form; and supply any other information the Executive Board may require.
- 12.2.2 The Executive Board may interview the applicant when it considers membership applications.
- 12.2.3 The Executive Board will have complete discretion in deciding to grant membership to applicants. The Executive Board will advise applicants of its decision, and that decision will be final.

- 12.2.4 The Executive Board may recommend to the AGM or an SGM that the Chamber should grant Life Membership to an Ordinary Member.
- 12.2.5 Approval of the granting of Life Membership will be by majority vote at an AGM or SGM.

### **13 The register of members**

- 13.1 The office of the Chamber will keep a register of members which will contain the business names; contact names; street, postal and email addresses; and telephone and fax numbers of all members. In addition, the dates on which they became members, for members who joined the Chamber since 2002, will be kept.
- 13.2 If a member's details held in the register change, that member will provide the new details to the Chamber.

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### **14 Cessation of Chamber membership**

- 14.1 Any member may resign by giving notice to the CEO.
- 14.2 A member may have his or her membership terminated in the following ways:
- 14.2.1 If the Executive Board is of the view that a member is breaching the Rules or acting in a manner inconsistent with the purposes of the Chamber, or that may bring the Chamber into disrepute, the Executive Board may give written notice of the member in which it is:
- Explained how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Chamber.
  - Stated what the member must do in order to remedy the situation and that the member must write to the Executive Board giving reasons why the Executive Board should not terminate the member's membership.
  - Stated that if, within 14 days of the member receiving the notice, the Executive Board is not satisfied, the Executive Board may terminate the member's membership.
- 14.2.2 Three weeks after the member received the notice from the Executive Board, the Board may, by majority vote, terminate the member's membership by issuing a termination notice which takes immediate effect.
- 14.2.3 The termination notice must state that the member may appeal to the Executive Board by giving written notice to the CEO within 14 days of the member receiving the termination notice.
- 14.2.4 A member who has made a written appeal has the right to be fairly heard at a meeting of the Executive Board. The member may provide the CEO with a written



explanation of the events as the member sees them and this explanation will be given to every member of the Executive Board at least four days before the meeting of the Board where the appeal will be heard.

- 14.2.5 When the member is heard at the Executive Board meeting, the member may question the members of the Executive Board.
- 14.2.6 After due consideration of the appeal, the Executive Board will decide by majority vote whether to let the termination stand, or whether to reinstate the member. The Executive Board's decision will be final.

## **15 Re-admission of former members**

- 15.1 Former members who have resigned may apply for re-admission in the same way as new applicants.
- 15.2 If the former member's membership was terminated by the Executive Board, the applicant shall not be readmitted without the approval of the Executive Board by majority vote.

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## **16 Obligations of members**

- 16.1 All members shall promote the purposes of the Chamber and shall do nothing to bring the Chamber into disrepute.

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## **17 Assets of the Chamber**

- 17.1 The Chamber may only use money and other assets if:
  - 17.1.1 It is for a purpose of the Chamber.
  - 17.1.2 It is not for the personal or individual benefit of any member.
  - 17.1.3 That use has been approved by either the Executive Board or by a majority vote at an AGM or SGM.

## **18 Subscriptions and joining fees**

- 18.1 The Executive Board will decide what joining fee and subscription a member must pay in order to become and stay a member and how often this should be paid.
- 18.2 Annual subscriptions shall cover a 12 month period from the anniversary date of joining.
- 18.3 If a member does not pay the subscription by the date set by the Executive Board, that member shall have a further period of 28 days to pay the subscription. After the 28 day period, the member will (without being released from the obligation of payment) have no membership rights until all the arrears are paid.

## **19 Additional powers**

19.1 The Chamber may, if authorised by the Executive Board:

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19.1.1 Employ people for the purposes of the Chamber.

19.1.2 Invest money.

19.1.3 Borrow money and provide security for the loan.

## **20 Financial year**

20.1 The financial year of the Chamber begins on 1 April of every year and ends on 31 March of the next year.

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## **21 Payment authorisations**

21.1 Two office bearers of the Chamber will sign all payment authorisations, cheques and authorise all electronic bank payments drawn upon the Chamber's bank accounts.

21.2 The office bearers will be the President, the Vice-President, the CEO and such other persons authorised by the Executive Board.

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## **22 Appointing an auditor or reviewer**

22.1 The accounts will be prepared annually by an accountant who is accredited with the NZ Institute of Chartered Accountants.

22.2 An auditor will be appointed at least once in a 3 year period. The auditor appointed at the AGM must be a member of Chartered Accountants Australia and New Zealand (CAANZ)

22.3 If, for some reason, the appointed auditor is unable to carry out the auditing role, the Executive Board will appoint another auditor as a replacement.

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22.4 At each AGM a resolution will be passed by majority to instruct the Executive to either:

- a) conduct an audit or
- b) conduct a review or
- c) or not conduct either a review or audit as per section 22.2.

## **23 The conduct of AGMs and SGMs**

23.1 The AGM will be held once every year between 1 July and 31 August.

23.2 The Executive Board will determine when and where the AGM will be held.

23.3 SGMs may be called by the Executive Board. An SMG must be called if the CEO receives a written request signed by at least a quarter of the members.

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- 23.4 The CEO will give members at least 14 days written notice of the business to be conducted at an AGM or SGM. This notice will include any motions that will be put to the meeting, and the Executive Board's recommendations on these motions. If the CEO has sent notice to all members in good faith, the meeting and its business will not be invalidated simply because one or more members did not receive the notice.
- 23.5 A copy of the Annual Report will be available for each member attending an AGM.
- 23.6 The quorum for an AGM or SGM is 20 members.
- 23.7 AGMs and SGMs will be chaired by the President. If the President is absent, the Vice-President will chair the Meeting. If the Vice-President is also absent, the meeting will elect another Executive Board member to chair that meeting. The Chair will have a casting vote.
- 23.8 On any motion, the Chair will in good faith determine whether to vote by voices, show of hands, or secret ballot. If any member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. The Chair will have a casting vote.
- 23.9 The business of an AGM will be:
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- 23.9.1 Minutes of the previous AGM and any SGMs held since the previous AGM.
- 23.9.2 The President's report on the governance of the Chamber.
- 23.9.3 The Treasurer's financial report.
- 23.9.4 The CEO's report on the management of the Chamber.
- 23.9.5 Any other reports deemed appropriate by the President.
- 23.9.6 Announcement of the results of the election of the President and members of the Executive Board.
- 23.9.7 Appointment of the auditor or reviewer.
- 23.9.8 Motions to be considered.
- 23.9.9 General business.

## **24 Motions at AGMs and SGMs**

- 24.1 Any member may request that a motion be added to the business of an AGM or SGM by giving written notice to the CEO at least 21 days before that meeting. The member may also provide information in support of the motion.
- 24.2 The Executive Board will decide whether or not the motion will be included in the business of the AGM or SGM. However, if the motion is signed by at least a quarter of all members it must be included in the agenda of the AGM or SGM. If a motion signed by at least a quarter of all members is not placed on the agenda then the moving member has the right to raise the motion at the AGM or SGM.

- 24.3 All members will be provided with a notice of motion of any item of general business to be placed before an AGM or SGM at least 14 days before the meeting. If the CEO fails to do this, the member has the right to raise the motion at the AGM or SGM.
- 24.4 The Executive Board may also put forward motions for the AGM or SGM.
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## **25 Executive Board meetings**

- 25.1 The quorum for an Executive Board meeting is half of the members.
- 25.2 The President shall chair Executive Board meetings. If the President is absent, the Vice-President shall chair the Executive Board meeting. If the Vice-President is also absent, the Executive Board shall elect an Executive Board member to chair that meeting.
- 25.3 Decisions of the Executive Board will be by majority vote.
- 25.4 The President or person acting as the Chair will have a casting vote.
- 25.5 Only Executive Board members present at an Executive Board meeting may vote at that meeting.
- 25.6 Subject to these Rules, the Executive Board may regulate its own practices.
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## **26 Signing of documents**

- 26.1 The Chamber will have a common seal.
- 26.2 A document will be executed on behalf of the Chamber if:
- 26.2.1 The common seal is attached to the document; and
- 26.2.2 The document is witnessed by any one of the President, Vice-President, or CEO and countersigned by one other member of the Executive Board.

## **27 Altering these Rules**

- 27.1 The Chamber may alter or replace these Rules at an AGM or SGM by a resolution passed by a majority vote of those members present and voting.
- 27.2 Any motion to amend or replace these Rules must be made available to members at least seven days before the AGM or SGM at which the motion is to be considered, and be accompanied by a written explanation of the reasons for the proposal and a recommendation from the Executive Board.
- 27.3 Any motion to change these Rules must have the support of at least two-thirds of the eligible voting members at the AGM or SGM.
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- 27.4 No addition to or alteration or recession of these Rules will be approved if it affects the not-for-profit, personal benefit or winding up clauses. The provisions and effect of this clause will not be removed from this document and will be included and implied into any document replacing this document.
- 27.5 When a Rule change is approved at an AGM or SGM, the President will file the change with the Registrar of Incorporated Societies. No Rule change will take effect until this is done.
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## **28 Winding up**

28.1 If the Chamber is wound up:

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28.1.1 If within the capability of the Chamber at the time of winding up, the Chamber's debts, costs and liabilities will be paid.

28.1.2 Surplus money and other assets of the Chamber will be disposed of by resolution or according to the provisions in the Incorporated Societies Act 1908; but no distribution may be made to any Member.

28.1.3 The surplus money and other assets will be given or transferred to some other institution or institutions within the Rotorua region having goals similar to the goals of the Chamber, to be determined by the Executive Board and subject to a vote of the members at an SGM, at or before the time of dissolution, and in default thereof by the High Court of New Zealand.

## **29 Definitions**

29.1 In these Rules:

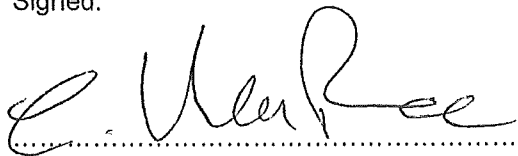
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- Executive Board means the Executive Board of the Chamber.
- Executive Board meeting means a meeting of the Executive Board.
- Executive Board member means any member who is on the Executive Board.
- Majority vote means a vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that Meeting.
- Money or other assets means any real or personal property or any interest therein, owned or controlled to any extent by the Chamber.
- Payment means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- Rules mean these rules, being the rules of the Chamber.
- Use money or other assets means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, money or other assets.

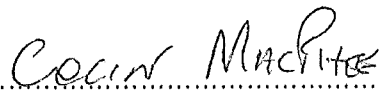
- Written notice means hand-written, printed or electronic communication of words or a combination of these methods.

Amended Rules change approved at AGM 23<sup>rd</sup> July 2015.

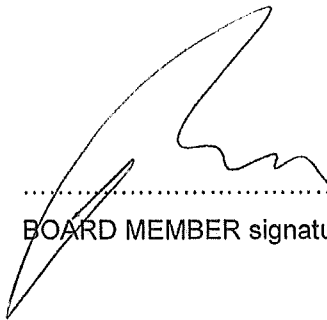
Signed:



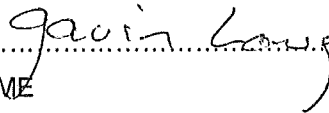
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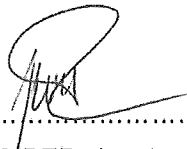
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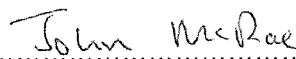
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