

RULES OF THE AUCKLAND REGIONAL CHAMBER OF COMMERCE & INDUSTRY (INCORPORATED)

1. NAME

The name of the Association shall be "**The Auckland Regional Chamber of Commerce & Industry (Incorporated)**" (hereinafter referred to as "**the Chamber**"). It shall be an Association of companies, incorporated bodies, business, professionals and other persons associated for the purpose of carrying out the following objects.

2. OBJECTS

2.1. The objects for which the Chamber is established are:

- 2.1.1. To promote a freedom of enterprise for those who by their individual and corporate talents contribute real economic, social and cultural wealth to the community.
- 2.1.2. To strengthen Auckland's place as New Zealand's pre-eminent commercial, industrial and communications centre.
- 2.1.3. To assist, promote and advance the interest of the commercial community participating in commerce and industry especially in the region of Auckland and generally throughout New Zealand.
- 2.1.4. To secure to members the advantage of unity of action and to redress and remove grievances in connection with commerce and industry.
- 2.1.5. To settle by arbitration disputes or differences which may arise in respect of commercial and industrial matters.
- 2.1.6. To secure the aid of public opinion in influencing the development and advancement of enterprises carried on by members of the Chamber.
- 2.1.7. To promote, foster and participate in any international, national or regional Chamber of Commerce.
- 2.1.8. To promote conferences for the interchange of views on questions of commercial interest and to collect and disseminate to members and the public information relating to commercial practice and other subjects of interest by newspapers, periodicals, pamphlets, circulars, bulletins, notices, radio and television promotions or in any manner which the Board of Directors sees fit.
- 2.1.9. To represent the interest of members in all branches of trade and commerce before any body or tribunal constituted for the purpose of

dealing with any matters affecting trade and commerce.

- 2.1.10. To establish and award diplomas, scholarships, prizes, incentives and otherwise recognise special or outstanding attainment or performance and to establish funds for this purpose.
 - 2.1.11. To purchase, lease, hire or otherwise acquire any real or personal property and any rights or privileges and to hold sell improve manage develop exchange lease dispose of or otherwise deal with all or any part of the property and rights of the Chamber.
- 2.2. Generally to do by all lawful means all such acts, matters and things as may be incidental or conducive to the attainment of all or any of the objects hereinbefore stated.

3. **MEMBERSHIP**

3.1. **Membership Categories**

- 3.1.1. **Member:** A company or other corporate body which, or a person who, has been duly accepted for membership by the Board of Directors, is at the date of such acceptance engaged in administering, managing, conducting, operating or carrying on any enterprise in commerce or industry, and has paid the membership dues.
- 3.1.2. **Life Member:** The Board of Directors may admit as a life member any person it deems worthy by reason of length of continuous or special services rendered to the Chamber. At no time shall the number of life members exceed 10. Life members are entitled to attend and participate in (but not to vote at) all meetings of the Board of Directors.
- 3.1.3. **Honorary Member:** Honorary members with limited voting rights, having the same voting powers as ordinary elected members, except in matters affecting the finances of the Chamber and the election of its members and officers in which matters they shall have no voting powers, shall be appointed at the discretion of the Board of Directors and may include Mayors, Chairmen, Presidents, Managers, Officers in Charge and any other persons holding senior positions in any Municipality, Board, Association, Authority, Department of State or other local Regional, National or International body and all duly accredited Government representatives of any Commonwealth country and any resident Foreign Consul who is not engaged in commercial pursuits in New Zealand, and such other persons as the Board of Directors may from time to time approve.

- 3.1.4. **Retired Member:** Persons who have been associated with a member company or corporate body shall after retirement be eligible to continue personally as retired members having similar voting rights to Honorary members.

3.2. **Membership Procedures**

- 3.2.1. Any corporate body, person, society or association engaged or interested in commerce or trade in Auckland shall be eligible as a candidate for membership under rule 3.1.1 and after acceptance in the manner hereafter prescribed shall on payment of the requisite membership dues become a member of the Chamber.
- 3.2.2. The number of members shall be unlimited.
- 3.2.3. Each applicant for admission shall apply in writing in the form approved of by the Board of Directors giving the name of the applicant, the nature of its or his business and such other information as may be required. In the case of a corporation the names of the persons whom it authorises to represent such applicant shall be stated.
- 3.2.4. Acceptance as a member shall be at the discretion of the Chamber. The Chamber shall not be obliged to give reason for non-acceptance of any prospective member.
- 3.2.5. A corporate member may from time to time by written notice to the Chamber alter the person or persons who is named as representative or representatives for purposes of these rules.

3.3. **Membership Dues**

- 3.3.1. Membership dues shall be determined from time to time by the Board of Directors who may establish differing levels of dues for different classes of members.

3.4. **Cesser of Membership**

- 3.4.1. A member may be suspended for:
- (a) Non-payment of dues;
 - (b) Being guilty of conduct as is considered by the Board of Directors unbecoming or prejudicial to the Chamber provided however that no member shall be so suspended unless a resolution has been passed by a 3/5ths majority of members of the Chamber entitled to vote present at a Special General Meeting called for that purpose and at such meeting the member whose suspension is under consideration

shall be allowed to offer an explanation verbally and/or in writing.

- 3.4.2. A member shall cease to be a member of the Chamber by giving to the Chief Executive notice in writing of resignation. A member's resignation which is accepted shall not relieve the member from payment of dues then owing.
- 3.4.3. Any member (whether corporate or individual) shall cease to be a member, and the appointment of its or his accredited representative shall thereupon lapse, if or when it or he is adjudicated bankrupt, or compounds with its or his creditors or passes a winding up resolution or has a winding up order issued by the Court, provided however that the corporation or individual shall be eligible for re-election upon obtaining its or his satisfaction or discharge.

4. BOARD OF DIRECTORS

- 4.1. The Board of Directors shall consist of twelve Directors, one of whom shall be the Treasurer, and the Managing Director (if any) or such other number of directors being not less than six nor more than twelve (including the Treasurer) as may be approved by resolution (without previous notice) at an Annual General Meeting.
- 4.2. The management and control of the Chamber shall be vested in the Board of Directors who may in addition to the exercise of the powers and authorities by these rules expressly conferred upon it, exercise and do all such powers, acts and things as may be exercised or done by the Chamber, and which are not hereby expressly directed or required to be exercised or done by the Chamber in general meeting but subject nevertheless to such regulations (not being inconsistent with these rules) as may be made by resolution at a General Meeting; but no regulation so made shall invalidate any prior act of the Board of Directors which would have been valid if such regulation had not been made.
- 4.3. The Board of Directors may from time to time establish and dissolve committees for any special purpose. The membership of such committees shall be such persons as the Board of Directors shall appoint. The Auckland Junior Chamber of Commerce executive shall constitute a committee of the Chamber in terms of this rule.
- 4.4. The Board of Directors may from time to time and without negating any implied power to borrow, raise or borrow money for the purposes of the Chamber, and may secure the repayment of the same by mortgage or charge upon the whole or any part of the assets or property of the Chamber (present or future) upon such terms and conditions as to the Board of Directors may seem expedient, and the Board of Directors may issue Bonds, Debentures or Debenture Stock either charged upon the whole, or any part of the assets and

property of the Chamber, or unsecured.

4.5. Five Directors personally present shall be a quorum.

4.6. A Director (other than the Managing Director, if any) may be a representative of a company or other member of the Chamber.

4.7. **Election Of The Board Of Directors**

4.7.1. Candidates for election to the office of Treasurer or Director shall be nominated in writing by two members. Such nominations shall also be signed by the candidate. Nominations shall close at noon on the seventh day prior to the day fixed for the Annual General Meeting, and the names of the candidates and their proposers shall be posted forthwith in the Chamber's office.

4.7.2. The election of the Treasurer and Directors shall take place at the Annual General Meeting, and shall, if more than the number required respectively be proposed, be decided by ballot. Such ballot shall be conducted at the Annual General Meeting in such manner as the chairman of the meeting shall determine, such chairman shall declare the result of the ballot and such declaration shall be final and conclusive.

4.7.3. One third (or if the number of Directors is not a multiple of three, then the nearest whole number to one-third) of the Directors in rotation, shall retire each year, but shall be eligible for re-election.

4.7.4. The Directors to retire shall be those who have been longest in the office since their last election. As between persons who became Directors on the same day those to retire shall (unless they otherwise agree) be determined by lot.

4.7.5. A retiring office-bearer shall hold office until the closure or adjournment of the meeting at which he retires.

4.8. **Casual Vacancies on the Board of Directors**

4.8.1. The remaining members of the Board of Directors shall have the power to fill any casual vacancy (including the office of Treasurer) but a person so appointed shall retire and be eligible for election at the first annual general meeting held after his appointment. Such vacancy shall not be taken into account in determining the Ordinary Directors who are to retire by rotation under Rule 4.7.

4.9. **Chairman**

- 4.9.1. At their first meeting after the Annual General Meeting in each year the Directors shall elect from their number a Chairman of Directors for the ensuing year. The Directors may, from their number, fill any casual vacancy in the office of Chairman of Directors. The Chairman of Directors shall be entitled to preside at all meetings of the Board of Directors and of members. If there is no Chairman of Directors for the time being or if at any meeting the Chairman of Directors for the time being or if at any meeting the Chairman of Directors is not present or is unwilling to act, then:
- (a) In the case of a meeting of Directors, the Directors present may elect one of their number as chairman of the meeting:
 - (b) In the case of a meeting of members, the members present shall choose one of the Directors present or, if no Director is present and willing to act, a member or representative of a member to be chairman of the meeting.
- 4.9.2. Notwithstanding anything contained in these rules, the Chairman of Directors may appoint some other member of the Chamber to occupy the chair as his deputy at any informal meeting of the Chamber.

4.10. Chief Executive and Managing Director

- 4.10.1. A Chief Executive shall be appointed on terms to be fixed by the Board of Directors to whom he shall be responsible.
- 4.10.2. The duties of the Chief Executive shall be, subject to the requirements and directions of the Board of Directors, to manage the affairs of the Chamber; to attend all meetings of the Chamber and of the Board of Directors; to keep a minute book and enter therein all proceedings that take place at such meetings; to preserve the records and documents of the Chamber; to receive all moneys, letters and applications; to arrange business for Board and General Meetings; to summon meetings as may be directed by the Chairman of Directors or Board of Directors or otherwise as may be required by these rules; to collect and arrange all statistical information that may be deemed desirable; and generally to assist the Chairman of Directors and the Board of Directors in the promotion of the objects of the Chamber; to be in attendance at the Chamber's premises at such times as may be directed by the Board of Directors; to keep all books and papers belonging to the Chamber and to produce them to members; to account to the Board of Directors for the Chamber's finances in a form satisfactory to the Directors and such other duties as may be prescribed by the Board of Directors.

- 4.10.3. With the consent of the Chairman of Directors or of the Board of Directors, the Chief Executive's duties or portion thereof may be delegated to a Deputy Manager or to some other specified member of the staff.
- 4.10.4. The Board of Directors may appoint the Chief Executive to the Board as Managing Director (while continuing also to be Chief Executive) for such term as the Board thinks fit. Such Managing Director shall not be subject to retirement by rotation, but upon ceasing to be employed by the Chamber shall automatically cease to hold office as a Director.
- 4.10.5. Where a person holds both the office of Chief Executive and the office of Managing Director, then (without limiting such person's duties and powers in his capacity as Chief Executive) his duties and powers as Managing Director shall include the same duties and powers as are by this Rule 4.10 reposed in the office of Chief Executive.

5. RESTRICTIONS ON DEALINGS WITH CERTAIN PROPERTY

5.1. In this rule:

- 5.1.1. "**life members' report**", in relation to any proposal requiring approval under subclause 5.2(a) of this rule, means a report on the proposal, being a report made or to be made by the life members pursuant to this rule to and for the assistance of members generally;
- 5.1.2. "**designated property**" means:
 - (a) the property situated at and known as 100 Mayoral Drive, Auckland;
 - (b) any other property which shall at any time be declared to be a designated property for the purpose of this Rule by a resolution carried by a 2/3rds majority of the members present at a special general meeting of the Chamber.
- 5.1.3. "**deal with**" means sell, transfer, mortgage or charge and "**dealing**" and "**dealing with**" have corresponding meanings.

- 5.2. (a) Any dealing with a designated property must be approved by a resolution carried by a 2/3rds majority of the members present at a special general meeting of the Chamber. Approval may be given with or without conditions, may be general or specific and may delegate to or vest in the Board of Directors or any other person or persons such powers and discretions in relation to any dealing or proposed or future

dealing with the relevant designated property as the members may consider fit.

- (b) The powers conferred on the Board of Directors by Rule 4 are, in relation to any dealing with a designated property, subject to the foregoing requirement.
- 5.3. Subject to subclause 5.10, every notice of a meeting of members called for the purposes of subclause 5.2(a) shall be accompanied by a copy of the relevant life members' report.
- 5.4. In setting the date for any such meeting the directors shall allow sufficient time for the preparation of the relevant life members' report and the dispatch of copies to members pursuant to subclause 5.3.
- 5.5. Forthwith after the directors have determined on a date for the relevant meeting of members, the Chief Executive shall call a meeting of life members. Not less than 7 days' notice shall be given of such meeting of life members. The business of such meeting shall be to arrange for the preparation and delivery of the relevant life members' report.
- 5.6. A report adopted by a majority of the life members shall be deemed to be the report of the life members for purposes of subclause 5.3. The report shall be delivered to the Chief Executive not later than 21 days prior to the date proposed for the relevant meeting of members.
- 5.7. In all other respects the life members may determine their own procedure for preparing and delivering any life members' report.
- 5.8. For the purpose of preparing any life members' report the life members may have access to any papers or records held by the Chamber that are material to the proposed dealing.
- 5.9. The life members may obtain any additional information or advice from experts or other professional advisers engaged by the Chamber and may, at the cost of the Chamber, if they consider fit obtain independent advice from any other expert or professional adviser.
- 5.10. The requirement for a notice of meeting to be accompanied by a copy of the life members' report shall not apply if:
 - 5.10.1. There are for the time being no life members; or
 - 5.10.2. (The Chief Executive having called a meeting of life members pursuant to subclause 5.5) the life members shall fail to deliver a report to the Chief Executive within the time prescribed by subclause 5.6.

- 5.11. A resolution under subclause 5.2 or paragraph (b) of the definition of "**designated property**" is deemed to be a matter affecting the finances of the Chamber for the purposes of Rule 3.1.3 and therefore honorary and retired members shall not be entitled to vote on it.
- 5.12. A declaration may be made under subparagraph (b) of the definition of "designated property" whether the relevant property is at the time of the declaration already owned by the Chamber or is yet to be acquired and, in the case of property yet to be acquired, the property may be described or defined by reference to the manner of application of the proceeds of any dealing or proposed dealing with an existing designated property or of any other property or may be described or defined in any other way whatsoever.
- 5.13. No person acquiring from the Chamber any interest in any property shall be concerned to inquire whether such property is a designated property, whether any relevant dealing with the property by the Chamber has been approved pursuant to this rule or otherwise as to the regularity or propriety of the transaction under or in relation to this rule nor shall such person be affected by notice that the property is a designated property or that such approval has not been given or that the requirements and procedures set out in this rule have not been complied with in any way. A person acquiring such an interest may rely on the fact that an instrument has been executed under the common seal of the Chamber in the manner prescribed by Rule 13 as conclusive evidence that the provisions of this rule have been complied with in relation to any dealing to which such instrument relates.

6. **ANNUAL GENERAL MEETING**

- 6.1. The Annual General Meeting shall be held not later than 31 July in each year. The business to be transacted at such meeting shall be:
 - 6.1.1. The reception and consideration of:
 - (a) the report of the Board of Directors on the Chamber's proceedings and activities for the past year;
 - (b) The Chamber's Revenue Account for the year ended the preceding 31 December and its Balance Sheet as at that date, and
 - (c) The Auditor's Report.
 - 6.1.2. The election of the, Treasurer and Directors.
 - 6.1.3. The reception of the auditor's consent to act and the appointment of the auditor.

6.1.4. Such other business as is permitted by these Rules to be transacted without previous notice.

7. SPECIAL GENERAL MEETINGS

7.1. In addition to the Annual General Meeting, Special General Meetings of the Chamber may be convened from time to time as the Board of Directors may direct or upon the requisition of any five members of the Chamber who shall state in the requisition the proposal to be considered at that meeting.

8. QUORUM AT GENERAL MEETING

8.1. At all General and Special General Meetings of the Chamber a quorum shall be 15 members including Directors.

8.2. If within 15 minutes of the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In all other cases it shall stand adjourned to a time and place to be fixed by the Chairman of the meeting notice of which shall be given to members, and at which adjourned meeting members present shall be deemed to be a quorum and may transact any business as if they constitute a full quorum.

9. NOTICE OF GENERAL MEETINGS

9.1. Notice of the Annual General Meeting of the Chamber and every Special General Meeting shall be delivered by hand or forwarded through the post or sent by electronic communication in accordance with the Electronic Transactions Act 2002 to each member of the Chamber at their last known address at least 14 days before the day appointed for holding the meeting, provided that the period of notice required for a meeting called to alter, amend or rescind these Rules shall be as prescribed by Rule 11. Such notice shall set forth the business to be submitted to such meeting. A notice sent by post is deemed to be received on the day next following the day on which it is posted. The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a member does not invalidate the proceedings of that meeting.

10. VOTING

10.1. Subject to the provisions of these Rules relating to Honorary and Retired members, every member shall have one vote. A corporate member may vote by its representative accredited in writing signed by the member.

10.2. Every question submitted to a meeting of the Chamber shall be decided in the first instance on the voices, but a show of hands may be called for by the

Chairman of the meeting or by any two members present. A poll may be held if so directed by the Chairman of the meeting or if sought by not fewer than 5 members. When voting is by show of hands or by poll the Chairman of the meeting shall have a casting vote, as well as a deliberative vote.

- 10.3. A declaration by the Chairman of the meeting that a resolution has been carried or not carried, as the case may be, shall be final. If a poll be demanded it shall be taken in such manner and at such time as the Chairman of the meeting may direct. A demand for a poll may be withdrawn. No representative of a member unless duly accredited and no member whose subscription is in arrears shall vote or take part in any meeting of the Chamber. By notice placed in the hands of the Chief Executive not later than 24 hours before the meeting a member or representative of a corporate member may appoint a proxy to act and vote in the place of such member or representative of a corporate member at any particular meeting of the Chamber.

11. RULES

- 11.1. A copy of these Rules shall be provided without charge to members on application at the Chamber's Office during ordinary office hours.
- 11.2. The Chamber may from time to time amend, alter or rescind these Rules by resolution carried by a 2/3rds majority of those present at a Special General Meeting of the Chamber (of which not less than 21 clear days' notice in writing has been given), such meeting to be convened by the Board of Directors stating the object of the meeting and detailing the proposed amendments. The notice calling the meeting shall state the business of the meeting and include a copy of the proposed amendment or alteration.
- 11.3. In the event of any question arising as to construction or application of any of these Rules, the Board of Directors shall decide the same.

12. CHEQUES

- 12.1. All cheques drawn upon the Chamber's bank account or authority for electronic payment or transfer shall be signed by two office bearers of the Chamber. The office bearers authorised in this connection shall include the Chairman of Directors and such other of the office bearers of the Chamber as may be authorised by the Board of Directors in that behalf PROVIDED ALWAYS that the countersignature of either the Chief Executive or of the Deputy Manager is to be acceptable in substitution for not more than one of the above signatures, and provided further that no office bearer may sign in more than one capacity.

13. SEAL

- 13.1. The common seal of the Chamber shall be kept in the registered office of the Chamber and in the custody of the Chief Executive. It shall be affixed only by resolution of the Board of Directors and in the presence of two members of the Board of Directors and of the Chief Executive.

14. WINDING UP

- 14.1. If upon the winding up or dissolution by the Registrar of Incorporated Societies of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Chamber, but shall be given or transferred to some other institution or institutions within the Auckland Region having objects similar to the objects of the Chamber, to be determined by the members of the Chamber at or before the time of dissolution, and in default thereof by the High Court of New Zealand. In this Rule, "the Auckland Region" means that part of New Zealand which, as at 28 February 1995, was comprised of the Cities of Auckland, Manukau, North Shore and Waitakere and the District Councils of Franklin, Papakura and Rodney.