

Chamber Logo

Under the Incorporated Societies Act 1908

Rules of the

RAGLAN Chamber of Commerce and Industry (Inc)

1. Constitution

- 1.1 The Chamber is constituted by resolution dated.....
- 1.2 In these Rules any reference to:
- (a) **“The Act”** means the Incorporated Societies Act 1908 and any amendment or Act passed in substitution for it.
 - (b) **“The Chamber”** means the Raglan Chamber of Commerce and Industry (Incorporated).
 - (c) **“The Board”** means the governing body of the Chamber constituted in accordance with these Rules.
 - (d) **“The Members”** means the members for the time being of the Chamber.
 - (e) **“The Associate Members”** mean organisations involved with community affairs and paying a nominal subscription, therefore excluding themselves from voting rights as per Clause 8.5, and from appointment to The Board
 - (f) **“The AGM”** means an Annual General Meeting of The Chamber held in accordance with rule 8.1
 - (g) **“Board Member”** means a member of The Board elected in accordance with rule 9.3
 - (h) **“President or Vice President”** means a person elected as such under rule 9.4
 - (i) **“General Meeting”** means both an AGM and a Special General Meeting.
 - (j) **“Area”** means the Raglan Area of New Zealand.
 - (k) **“Rules”** means these Rules of The Chamber as amended from time to time.
 - (l) **“Bylaw”** has the meaning in rule 9.7(k)
 - (m) **“Special General Meeting”** means a General Meeting of The Chamber held in accordance with rule 8.2
 - (n) **“Chief Executive Officer CEO”** means the person appointed as such by The Board under rule 9.7 (c)

2. Name

2.1 The name of The Chamber is the “ Raglan Chamber of Commerce and Industry (Incorporated)”.

3. Registered Office

3.1 The registered office of The Chamber shall be:

12 Upper Bow Street, Raglan, 3225

4. Objects

4.1 The Object of The Chamber shall be:

- (a) To act as a non-profit making incorporated society, assisting in the promotion and development of commerce, industry and community affairs in the Raglan Area.
- (b) The Collection of information on matters of interest to the commercial, industrial and service communities.
- (c) The redress and removal of grievances relating to commercial, industrial and service communities.
- (d) To assist in the facilitation of the settlement by arbitration of disputes or differences between businesses.
- (e) The formulation of rules whereby the transaction of business may be facilitated and business excellence promoted.
- (f) To provide appropriate training for its members and also to establish scholarships and make grants to or for persons within the commercial and industrial community or who may be interested in or beneficial to the commercial and industrial community.

- (g) To develop the general and public interest in The Chamber by distributing information on all matters relating to the activities of The Chamber and by publishing or circulating such information in the media or otherwise as may be deemed necessary for this purpose.
- (h) To affiliate with any limited liability company, local authority, society, club or association having similar objects or to join, co-operate with or subscribe to the funds of any such organisation for the purpose of better attaining or otherwise furthering the Objects and interests of The Chamber or of the members.
- (i) To invest prudently any monies of The Chamber not required for immediate use.
- (j) To purchase take on lease or on exchange, hire or otherwise acquire any real or personal property and any rights or privileges which The Chamber may think necessary and convenient for the purpose of carrying out its Objects.
- (k) To do all such things as in the opinion of The Board may be incidental or conducive to the attainment of the above Objects or any of them.

5. Membership

- 5.1 Any person, organisation or body corporate engaged or interested in commerce, trade or community affairs in the Raglan Area shall be eligible as a candidate for membership.
- 5.2 Associate Membership: Any organisation involved with community affairs in the Raglan Area shall be eligible as a candidate for Associate Membership.
- 5.3 The register
The Chamber shall keep a register of members showing their names and last known address and shall keep such register up to date.
- 5.4 Application for Membership
An applicant for membership as a member may be admitted as a member where the applicant:
(a) Has completed a written application to The Chamber in such form and providing such information as The Board may require, and
(b) Agrees in writing to conform to the Rules of The Chamber; and
(c) Agrees to pay the relevant subscription fees determined under Rules 7.1; and
(d) Is approved by a majority vote of The Board Members present at a board meeting.
- 5.5 Limitation of Liability
Members are not partners and are therefore not in any way jointly or severally liable for each other notwithstanding any Rule or Bylaw.
- 5.6 Life Membership
(a) Life membership may be conferred on any individual person in recognition of special services and contributions to The Chamber.

(b) Any general member may recommend to The Chamber that an individual person be nominated for life membership.

(c) A committee to consider nomination for life membership shall be set up by The Board pursuant to Rule 10.1

(d) Such nomination shall be notified to members in accordance with the notice provisions in Rule 8.

(e) Such conferment shall be made by a vote of not less than three fourths of the members present at an AGM.

(f) Life members shall be entitled to all the privileges of The Chamber but shall not be:

- (i) Liable for payment of any subscription fees.
- (ii) Entitled to vote at any AGM or Special General Meeting of The Chamber; or
- (iii) Entitled to nominate any person for, or be elected to, The Board.

5.7 Resignations from Membership

(a) Any member who wishes to withdraw from membership of The Chamber shall provide not less than thirty (30) days prior, written notice of resignation to The Chamber, signed by the member's representative or another duly authorised agent of the member.

(b) No resignation shall be accepted until the resigning member has paid all subscription fees and other charges due and then the membership shall cease and the member shall have no interest in or claim whatsoever upon the funds of The Chamber.

6. Suspension or Expulsion from Membership

6.1 The Board shall have the power to suspend or expel any member of The Chamber who:

(a) Contravenes any Rule or Bylaw of The Chamber

(b) In the opinion of The Board, brings discredit to or brings into disrepute The Chamber or is otherwise guilty of conduct unbecoming of any member of The Chamber.

(c) Is in arrears of payment of any fees, subscriptions or other charges pursuant to Rule 7.2, ninety (90) days after the due date.

(d) Is engaged in a business activity which in the opinion of The Board may lead to a conflict of interest with the Objects of The Chamber.

(e) Is bankrupted or in the case of a corporate body, is liquidated or dissolved.

6.2 Procedure

(a) The Board shall give the member not less than 28 days notice specifying the complaint or complaints against the member and the date that The Board intends to meet to consider the complaint/s.

- (b) The member may answer the complaint or complaints either in writing or in appearance before The Board. If the member wishes to appear in answer they shall, not less than three (3) days before the meeting, give written notice of their intention to do so together with brief details of the member's answers to the matters in issue.
- (c) The Board shall conduct the hearing informally but must give each party a fair opportunity to be heard including the calling of evidence. A member may be represented by legal counsel.
- (d) The Board shall not be bound by any Rules of evidence.
- (e) The decision of The Board shall be carried by a vote of a majority of The Board present at the hearing and that vote shall be any ballot and shall be final in all respects.
- (f) The decision of The Board will be provided to the member in writing within 14 days of the hearing.

6.3 Interim Suspension

The Board may, before or during any hearing of a complaint, make an order of interim suspension when The Board is of the opinion that the complaint is sufficiently serious for that order to be made or is otherwise in the interests of The Chamber or its members.

6.4 Suspension

- (a) On the imposition of a penalty of suspension, the member (while remaining on the Register of Members), shall not be entitled to exercise any of the rights and privileges of membership during the period of suspension.
- (b) Upon the expiry of the period of suspension the member shall revert to and be entitled to exercise any rights and privileges of membership.

6.5 Expulsion

- (a) On expulsion, the member shall pay any monies, subscriptions and other charges due to The Chamber.
- (b) Upon expulsion a member shall be removed from the Register of Members and shall not be entitled to exercise any rights or privileges of membership.
- (c) Any member expelled may re-apply for membership after the expiry of twelve (12) months from the date on which the expulsion became effective. The Board may grant or refuse the application as it thinks fit and upon such terms and conditions as The Board shall think fit.

6.6 Costs

If a member is suspended or expelled the member shall be liable to reimburse The Chamber for all reasonable costs incurred by The Board in relation to such investigation.

7. Subscription Fees and Other Charges

- 7.1 The Board shall by resolution determine the annual subscription fee to be paid by each member and Associate member.
- 7.2 All annual subscription fees shall be due and payable on the anniversary of the date on which the member became a member of The Chamber or such other date and in such other manner as may be determined by The Board.
- 7.3 The Chamber may at any time make a call upon its membership for a special subscription to meet any special financial needs of The Chamber. The resolution approving such a call shall be passed by a three-fourths majority vote of the members present at a special General Meeting called for the purpose. The total amount of the special subscription payable by each member shall not in any year exceed the amount payable by each member as an annual subscription fee for the same year.

7.4 Arrears of Subscription Fees and Charges

- (a) Failure to pay any subscription fee or other charges within 90 days of the due date may result in The Chamber expelling that member by cancelling that member's membership. Such cancellation shall not release the member from liability for any subscription fee for the same year.
- (b) An expelled member shall not be entitled to rejoin The Chamber until such time as all amounts outstanding to The Chamber, together with any costs incurred by The Chamber in recovering those amounts have been paid in full.
- (c) The Board may authorise debt collection to recover any amount due to The Chamber which remains unpaid for 90 days from the date the payment was due or the charge incurred and the member will be liable for payment of the costs incurred by The Chamber in recovering the debt.

8. **General Meetings**

8.1 Annual General Meeting (AGM)

- (a) The AGM shall be held within four (4) months after the end of each financial year. The AGM shall be held at such time and place as shall be determined by The Board.
- (b) The business of the AGM shall be to consider the annual report and financial statement of The Chamber, to elect the incoming board, to appoint an auditor for the ensuing year and to conduct other special business as is specified by The Board in the notice calling the AGM.

8.2 Special General Meeting

- (a) All General Meetings other than the AGM shall be known as Special General Meetings.
- (b) The Board shall have the power to convene a Special General Meeting in the following situation:
 - (i) Where The Board has passed a resolution to call a special General Meeting of The Chamber on any matter of interest to The Chamber.
 - (ii) At the written request of 10% of the membership of The Chamber, specifying the reasons for the request.
- (c) If The Board fails or neglects to convene the requisitioned meeting within a 28 day period after receiving notice of request, 10% of the membership of The Chamber may convene such a meeting and all costs of such meeting shall be paid for from the funds of The Chamber.

8.3 Notices

- (a) At least twenty-one (21) days written notice of every AGM and Special General Meeting shall be given to all members, specifying the time, place and business of the meeting.
- (b) Every notice required to be given to members shall be deemed to be duly delivered if sent by electronic transmission or facsimile or if posted in a prepaid letter addressed to such members at their postal address on the Register of Members.

8.4 Quorum

- (a) No business shall be transacted at any General Meetings unless ten (10) members are personally present or, in the case of a body corporate, are represented.
- (b) If, within half an hour from the time appointed for the meeting, the required number of members is not present, the meeting:
 - (i) If a special General Meeting, shall lapse without prejudice to the calling of another meeting for the same purpose; and
 - (ii) If an Annual General Meeting, the meeting will be adjourned for no more than two weeks to a time and place to be advised when those attending the adjourned meeting shall form a quorum.

8.5 Voting Rights

- (a) At General Meetings, each member shall be entitled to one vote per member which may be exercised by the member's representative or proxy, which must be received in writing from the financial member 24 hours before the meeting. Life members shall have no voting rights.
- (b) Subject to Rule 9.3 any question will be decided by the voices or a show of hands, with one vote allowed for each member present. A declaration by the Chair that a resolution has been carried or lost together with any entry in the minute book of The Chamber shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded for or against such resolution. Unless a majority of the members present requests, the number or proportion of the votes recorded in favour or against a resolution will not be disclosed.
- (c) The Chair shall, in the case of an equality of votes on any question, exercise both a deliberate and a casting vote.

(d) No member whose subscriptions are in arrears shall be allowed to vote or take part in any meeting of The Chamber.

(e) All resolutions, unless otherwise specifically stated elsewhere in these Rules, will be on a simple majority.

8.6 Adjournments

The Chair of any meeting may, with the consent of the meeting, order an adjournment for such time as the meeting may deem appropriate.

9. Board

9.1 Membership of The Board

(a) The Board shall consist of a minimum of six (6) and a maximum of eight (8) persons elected from the member representatives of the members of The Chamber plus a maximum of two (2) persons co-opted under clause 9.7 (h).

9.2 Term of Office

(a) Each elected Board Member shall hold office for a term of two years, commencing and ending on the date of an AGM, provided that no more than four (4) elected members shall continue to hold office without having to stand for re-election at each AGM. A ballot shall be held, if necessary, at the Board meeting prior to each AGM to select four (4) elected members who, having served one year of a two year term shall continue to hold office for one further year without having to stand for re-election.

(b) Any Board member may be removed by a resolution of a General Meeting of which prior notice was given in the notice of the meeting and which is passed by a two-thirds majority of those present and voting.

9.3 Election of Board Members

- (a) Every candidate for election or re-election to The Board shall be a member representative of a member nominated in writing by at least two (2) members and such nomination form shall be lodged with the CEO no later than 28 days before the day of the AGM.
- (b) Nominations for The Board shall be on the prescribed form and shall include the full name of the candidate, the member the nominee represents, the designation of the nominee within the organisation or business and whether or not the nominee is a present Board Member.
- (c) The Board shall forward a list of the candidates for office to all members of The Chamber with the notice of the AGM at which the election is to take place.
- (d) Board members shall be elected and removed by ballot and where there is a tie, a second ballot of the tied candidates shall be held and this process shall continue until there is an elected Board Member.
- (e) The votes recorded by each candidate in an election will be disclosed to the meeting at the conclusion of the meeting.

9.4 President or Vice President

- (a) Each year, at the first Board meeting after the AGM, the Board Members shall elect two (2) of their number to act as President and Vice President respectively. The President and Vice President shall hold office for one (1) year. If no President or Vice President is elected or if at a meeting of The Board the President or Vice President is not present ten (10) minutes after the time appointed for the commencement of the meeting, The Board members may choose one of their number to be Chair of the meeting.

- (b) The President or Vice President shall:
 - (i) Chair all General Meetings, board meetings and other chamber meetings when present; and
 - (ii) Sign minutes of the meetings; and
 - (iii) Generally conduct the meetings; and
 - (iv) In the case of an equality of votes at board meetings, have a casting vote.

9.5 Vacancy

- (a) Where a Board Member resigns or dies or a board position becomes otherwise vacant during a member's term, a casual vacancy shall be deemed to have arisen.
- (b) Any Board Member shall be deemed to have resigned from The Board without further notice, if he/she:
 - (i) Ceases to be a representative of the member he or she represents; or
 - (ii) Is a representative of a member who has resigned or has been suspended or expelled from The Chamber; or
 - (iii) Fails to attend three consecutive board meetings without leave of absence or reason considered adequate by The Board.
- (c) The Board may appoint a representative of a member to fill a vacancy until the next AGM under clause 9.7 (h).

9.6 Board Meetings

- (a) A quorum of The Board shall be a majority of the Board Members. No business may be transacted at a Board meeting unless a quorum is present.
- (b) Subject to exercise by the President of a casting vote in accordance with Rule 9.4 (b), every Board member has one vote.

- (c) A resolution of The Board is passed if it is agreed by all Board members present, or, if a majority of the votes cast are in favour of it.
- (d) A resolution in writing, signed and assented to by a majority of Board Members entitled to receive notice of a board meeting is as valid and effective as if it had been passed at a meeting of The Board duly convened and held. Any such resolution may consist of several documents (including facsimile, email or other similar means of communication), in like form each signed or assented to by one or more Board Members. A copy of any such resolution must be entered in the minute book of board proceedings.
- (e) Except as provided in this Rule 9.6, The Board may regulate its own proceedings.
- (f) The business of The Board may be conducted by electronic means providing that all attendees at such meetings agree beforehand and full minutes of such meetings are prepared by the Chief Executive Officer and approved by The Board at the next meeting.

9.7 Board's Powers. The Board shall have the power to:

- (a) Perform the functions conferred by these Rules including power to:
 - (i) Set the strategic direction.
 - (ii) Determine the policies of The Chamber
 - (iii) Control the funds of The Chamber for the furtherance of the Objects in Rule 4.
- (b) Carry out, transact or perform such acts, matters or things as may be necessary or expedient in the opinion of The Board to advance the interests or policies of The Chamber, provided that in no circumstances shall any of the funds or assets of The Chamber be distributed to any member or members.

- (c) Appoint a Chief Executive Office to carry out the directives of The Board on such terms as it considers appropriate.
- (d) Exercise and do all such things as may be exercised or done by The Chamber which are not by these Rules or by The Act required to be done by The Chamber in a General Meeting.
- (e) Enter into all such negotiations, contracts and agreements and do all such other acts, matters and things in the name and on behalf of The Chamber as it considers expedient for or in relation to the Objects or purposes of The Chamber and which are not required by these Rules or by The Act to be exercised or done by The Chamber in a General Meeting.
- (f) Borrow or raise money and secure payment of the same by a charge upon the whole or any part of the property or assets of The Chamber.
- (g) Control and invest the funds of The Chamber in accordance with the provisions of these Rules.
- (h) Co-opt for such period as determined, no more than two (2) Board members as shall be required from time to time in order to assure the effective administration and running of The Chamber. Any Board Member co-opted under this sub clause will hold office for no longer than until the next AGM.
- (i) Confirm the payment of the accounts.
- (j) Delegate such of its powers as it considers appropriate to any person or body appointed for that purpose by three-fourths majority resolution of The Board.
- (k) Make, alter or rescind Bylaws (not being inconsistent with these Rules or the provisions of The Act) for the accomplishing of the Objects of The Chamber, regulating and controlling its activities and directing and instructing its officers.

9.8 Minutes

The Board shall cause Minutes to be duly entered in books provided for the purpose both in respect of meetings of The Board and in respect of General Meetings of The Chamber. The Minute Book or Books shall be open for inspection by any member at any Annual General Meeting or on request.

10 Special Committee

10.1 Special committees may be set up and dissolved by The Board for the purpose of investigating and/or taking action on any matters relating to the Objects or business of The Chamber.

10.2 Special committees may not incur expenditure without prior approval of The Board.

10.3 Unless the Board determines otherwise, all decisions and resolutions of a special committee must be transmitted to The Board at the next Board meeting.

10.4 The Board may determine the rules of the procedure of any special committee and such other rules from time to time as it thinks fit.

11 Finances

11.1 The financial year of The Chamber will commence on 1st April in each year and end on 31st March the following year.

- 11.2 All sums paid by way of annual subscription fees or other charges or otherwise, shall be received by The Board who shall place the sum forthwith in such bank account as may from time to time be nominated by The Board. The account titles shall include the words "Raglan Chamber of Commerce and Industry Incorporated." Such funds are to be absolutely at the disposal of The Board to further the Objects of The Chamber or meet the contractual obligations for which the funds were provided.
- 11.3 Up to three (3) Board Members (as from time to time nominated by The Board), and The Board, may make payment from said accounts on behalf of The Chamber. Each payment must be approved by two such authorised persons.
- 11.4 The Board shall keep such books of account as may be necessary to provide a true record of The Chamber's financial position.
- 11.5 The Board shall prepare for each financial year an annual report for The Chamber which shall include financial statements approved by The Chamber's auditors.
- 11.6 At each Annual General Meeting, The Board shall report on The Chamber's financial position and shall present to The Chamber the audited accounts for the previous financial year.
- 11.7 The Board shall cause true accounts to be kept of all financial transactions of The Chamber and of all of its assets and liabilities. In addition, accounts for the period to the end of the month prior to a board meeting shall be distributed to Board Members no less than five working days before that meeting.

11.8 A set of financial statements of The Chamber, prepared in accordance with generally accepted accounting practices made up to the end of the financial year, shall be published for distribution to all members, no fewer than ten working days before the AGM.

11.9 The accounts of The Chamber shall be audited annually by one auditor who shall be a chartered accountant and who shall be appointed annually by the members at the Annual General Meeting of The Chamber.

12 Seal

12.1 There shall be a seal of The Chamber which shall contain the words "The Raglan Chamber of Commerce and Industry Inc".

12.2 The Board shall have custody of the seal and shall affix the seal by approval of The Board to any documents required by law or these Rules to be under seal.

12.3 The seal may be altered or renewed at any General Meeting of The Chamber by a vote of not less than three-fourths of the members present.

12.4 The Board shall keep a register of all documents where the seal is attached and submit for acknowledgement at all board meetings.

12.5 Any two signatories of four authorised signatories as specified in clause 11.3 shall be attached to the seal unless The Board has approved by prior resolution a greater or lesser number of signatories.

13 Rules of The Chamber

13.1 Every member shall be entitled to a copy of the Rules of The Chamber.

14 Amendments of Rules

14.1 The Rules of The Chamber may be revised, repealed or amended at any General Meeting by a three-fourths majority vote by the members represented.

14.2 No amendment, addition to, alteration or recession of the Rules shall be approved, if it affects the non-profit aims of The Chamber, or the personal benefit or winding up clauses contained in these Rules.

15 Interpretation of Rules

15.1 If any doubt shall arise as to the correct interpretation of these Rules, the decision of The Board shall be final and conclusive provided such decision is recorded in the minute book of The Chamber.

16 Winding Up

16.1 In the event of the winding up of The Chamber or on its dissolution by the Registrar of Incorporated Societies, the surplus assets of The Chamber after the payment of all costs, debts and liabilities shall be disposed of and distributed in such manner as may be approved at a General Meeting convened for that purpose provided that:

- (a) Such disposal and distribution shall not take effect until such time as the proposal has received the approval of the Registrar of Incorporated Societies.

- (b) The surplus assets shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having Objects similar to the Objects of The Chamber, or to some not-for-profit organisation within New Zealand.