

**CONSTITUTION AND RULES**  
**OF THE**  
**ROTORUA CHAMBER OF COMMERCE (INCORPORATED)**  
*(Registered)*

**1. NAME OF THE ASSOCIATION**

The Name of the Association shall be “The Rotorua Chamber of Commerce (Incorporated)” (hereinafter referred to as “the Chamber”). It shall be an association of companies, incorporated bodies, and business and professional persons associated for the purpose of carrying out the goals and duties set out below.

**2. REGISTERED OFFICE**

The Registered Office of the Chamber shall be Third Floor, Public Library Building, 1137 Haupapa Street, Rotorua, or such other places as the Executive may from time to time decide.

**3. PRIMARY GOALS**

The primary goals for which the Chamber is established are:

- a. To provide programmes, services and activities which are of benefit to Chamber membership and the community.
- b. Through informed lobbying, represent members' needs at a local level and where appropriate, national level.
- c. Build the profile of the Chamber locally and nationally.
- d. Maintain a strong and well-funded organisation.
- e. To partner with business and education providers to deliver cost effective, applicable training and education programmes that meet the needs of the members.
- f. To promote the Rotorua community as the place of choice in which to conduct business and live.

**4. INCOME AND PROPERTY**

The income and property of the Chamber from whatever source derived shall be applied solely towards the promotion of the goals of the Chamber.

**5. MEMBERSHIP**

The membership shall consist of:

- a. Members with full voting rights who shall pay an annual subscription fee as determined by the Executive.
- b. Honorary Members with limited voting rights. These members have the same voting rights as members except in matters of finances of the Chamber and the election of its executive and officers.
- c. Life Members, free of subscription. At no time is the number of Life Members to exceed two members.

The number of members shall be unlimited. Voting by proxy shall not be permitted.

Each applicant for admission shall apply in writing in the form approved by the Executive through the Chief Executive Officer (CEO) of the Chamber, giving the name

of the applicant, the nature of their 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.

Members may from time to time, by written notice to the Chamber, alter the person or persons who is/are named as representative or representatives.

The CEO, or other duly appointed officers of the Chamber, shall as directed by the Executive, canvas prospective members to increase the membership numbers of the Chamber.

## **6. SUBSCRIPTIONS**

Annual subscriptions shall cover a 12 month period from the date of joining. Only on payment of the requisite annual membership fee shall the applicant be deemed a member of the Chamber.

Subscriptions remaining unpaid in any one year, after two full months shall be deemed in arrears and notice of such arrears shall be given in writing to the member affected.

No member whose subscription is in arrears shall be allowed to vote at any meeting of the Chamber.

## **7. RESIGNATION AND TERMINATION**

Any member wanting to resign or terminate their membership shall notify the CEO in writing of the same. The CEO will in turn advise the Executive of such at the monthly meeting of the Executive.

A member may be suspended for:

- a. Non-payment of dues for a period exceeding four months;
- b. Engaging in conduct as is considered by the Executive unbecoming or prejudicial to the Chamber provided however that no member shall be so suspended unless a resolution has been passed by three-fifths majority of members of the Chamber entitled to vote present at a Special General Meeting called for that purpose. At this meeting the member whose suspension is under consideration shall be entitled to be present and allowed to offer an explanation verbally and/or in writing.

## **8. OFFICERS OF THE CHAMBER**

The Executive of the Chamber shall consist of the President, the Immediate Past President, the CEO and a further ten members. Eight of these ten members shall be elected to the Executive at the Annual General Meeting (AGM). Two positions shall be by cooption by the Executive as determined by need subsequent to the AGM and shall be approved by a simple majority of the Executive at a duly called normal meeting of the Executive.

The President shall be elected annually at the AGM of the Chamber. There shall be no maximum term for the President. A President standing for a second or subsequent term of office must be nominated for re-election.

The retiring President shall be entitled to continue as an Executive member without election for the year following his/her year as President and hold the position of Immediate Past President.

The Chief Executive Office shall not be required to stand for election to the Executive. He/she will be an *ex officio* member of the Executive and will hold full voting rights.

The Treasurer and Vice-President shall be elected from the members of the Executive returned at the AGM. These positions will be determined by the Executive by vote at the first normal meeting of the Executive following the AGM.

### **President**

The role of the President shall be as follows:

- a. Chair one monthly Executive Meeting to be held on a regular monthly day as determined by the Executive at the time.
- b. Facilitate an annual review of the Chamber's strategic plan.
- c. Attend one monthly finance meeting to be held at least one week prior to the monthly Executive meeting.
- d. Attend, when possible, along with the CEO, quarterly meetings of the Northern Regional Chambers of Commerce.
- e. Be an *ex officio* member of all committees of the Chamber and attend, where possible, meetings of the various committees established by the Chamber.
- f. Attend and host Chamber functions when possible at venues and dates to be advised.
- g. Preside over the Chamber's AGM which will be held at a time determined by the Executive but prior to 31 July each year.
- h. Be available to give comment to the media on issues that affect the Chamber and its members, and to promote the Chamber.
- i. Maintain contact with the Chamber's CEO and staff in relation to the day-to-day operation of the Chamber.
- j. The President shall be one of the persons authorised to sign all cheques drawn upon the Chamber's bank accounts.

### **Vice-President**

The role of the Vice-President shall be as follows:

- a. The Vice-President will take on the duties of the President should the President be unable to fulfill any of his/her duties.
- b. In the event of the resignation of the President during the term of office, the Vice-President shall become the interim President until the next AGM or such Special General Meeting called for the purpose of determining a new President.

### **Chief Executive Officer**

The role of the CEO shall be as follows:

- a. Raise the profile of the Chamber as a credible and informed business development organisation.
- b. Develop an annual operating plan and budget, based on the strategic plan, for approval by the Executive.
- c. Act as an effective advocate for business interests in Rotorua.
- d. Develop effective working relationships with key stakeholders within the Rotorua business community.

- e. Provide services and support to members to encourage growth and development of business organisations in Rotorua.
- f. Provide networking opportunities for members to encourage member to member trade and information exchange
- g. Strengthen the Chamber's sponsorship, membership and financial position.
- h. Manage the financial performance of the Chamber in line with annual budgets.
- i. Maintain appropriate records as directed by the Executive including minutes of the AGM, Executive and committee meetings; and membership.
- j. Provide leadership and direction to the Chamber's staff.

## **9. MEETINGS OF THE CHAMBER**

Meetings of the Chamber shall be presided over by the President and in his/her absence by the Vice-President. In the absence of both the President and Vice-President the meeting shall elect a Chairman from among the Members present.

Executive Meetings of the Chamber shall be held monthly at a time determined by the Executive.

Half of the current members of the Executive including at least one who is also the President, the Vice-President or the Treasurer shall be a quorum for Executive meetings.

Special meetings shall be convened at any time by the CEO acting upon the direction of the President or, in the President's absence, by the Vice-President. Every requisition shall state the objectives for which such a meeting is required, and such objectives shall be in accordance with the constitution and rules.

At all General and Special General Meetings of the Chamber, ten members shall form a quorum. In the event of a quorum not being present at the time for which such a meeting was convened, the meeting shall, at the discretion of the members of the Executive then present, be again called on a day and at an hour to be fixed by the Executive. The business of the AGM of the Chamber shall be taken in the following order:

- a. Minutes of the previous meeting.
- b. A report by the President for the past year.
- c. A report by the Chief Executive Office for the past year.
- d. A financial report including a statement of financial performance, a statement of financial position, a statement of movements in equity, and a statement of cash flows for the year ending 31 March, all duly audited.
- e. Changes to the constitution of the Chamber.
- f. The election of the President of the Chamber.
- g. The election of the Executive.
- h. The appointment of an auditor to certify the accounts to be presented to the next Annual Meeting.
- i. General business

Executive members of the Chamber are required to attend monthly Executive meetings. Where any member fails to attend three consecutive meetings, that executive member will be deemed to have failed to meet attendance obligations and

will be deemed to have resigned. The Executive shall have the option of co-opting a replacement member or calling for nominations or continuing without a replacement until the next AGM.

#### **10. ELECTIONS**

Any candidate who would like to be considered for election to the office of President or Executive Member, shall be nominated and seconded in writing by two different current financial members of the Chamber. The completed nomination form must be signed by the candidate and be in the hands of the CEO at least seven days prior to the day of the AGM.

The Election of the President and up to eight Executive Members shall take place at the AGM. If the number of nominations for either position is greater than the number permitted by this constitution then election shall be by ballot. Such ballot shall be conducted at the AGM in such a manner as the Chairman of the meeting shall determine. The ballot shall be reviewed by independent adjudicators who are not standing for office of the Chamber. The Chairman shall declare the result of the ballot and such declaration shall be final and conclusive.

The Chairman of any meeting of the Chamber or Executive shall have a deliberate vote, and shall in the event of an equality of votes have a casting vote.

Nominations for membership of the Executive Committee may only come from the members present at the AGM when there are insufficient nominations to fill the available positions on the Executive Committee.

#### **11. CHEQUES**

Two office bearers of the Chamber shall sign all cheques drawn upon the Chamber's bank account. The office bearers of the Chamber shall include the President, the CEO and any such other persons authorised by the Executive.

#### **12. COMMON SEAL**

The Common Seal of the Chamber shall be kept in the custody of the CEO and shall only be affixed by resolution of the Executive.

A copy of these rules shall be provided without charge to members on application at the Chamber's Office during ordinary office hours.

#### **13. AMENDMENTS**

The Chamber may from time to time amend, alter or rescind these rules by resolution carried by a two-thirds majority of those present at an Annual General or Special General Meeting of the Chamber, such meeting to be convened by the Executive stating the objective 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.

No addition to or alteration or recession of the rules shall be approved if it affects the non-profit aims, personal benefit or the winding up clause. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

#### **14. WINDING UP**

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 Rotorua region having goals similar to the goals 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.