CONSTITUTION OF THE NEW ZEALAND SOUTH AFRICA CHAMBER OF COMMERCE INCORPORATED

1. Name

1.1. The Chamber (or society) is called the New Zealand South Africa Chamber of Commerce Incorporated. The Chamber must be incorporated in line with New Zealand law.

2. Purpose and objectives

2.1. The purpose and objective of the Chamber are to develop, grow and strengthen business interests between New Zealand, South Africa and members. The Chamber may engage in any combination of the following to benefit the three parties:

2.2. Promote and represent the views of the business community.

2.3. Enable a prosperous working relationship among stakeholders.

2.4. Campaign on legislative and regulatory matters with government.

2.5. Provide knowledge sharing and networking platforms.

2.6. Conduct research and publish content.

2.7. Assist stakeholders with delivering projects and initiatives.

2.8. Provide advisory services and collaborate with stakeholders on trade and business matters.

3. Membership

Membership categories

The chamber has the following membership categories:

3.1. Member – individual person, company or organisation.

3.2. Partner – corporate body or organisation with a related purpose and objectives.

3.3. Sponsor – individual person, company or organisation that contributes financially or resources in return for commercial benefits.

Members

3.4. Any person may apply to be a member.

3.5. Applications for membership must be in writing and signed by the applicant. In the case of a corporate applicant, a person authorised by the applicant.

3.6. Applications must be approved by the Chief Executive. If a Chief Executive is not appointed, the President must approve.

3.7. The Chamber must keep and maintain a member's register in line with the Incorporated Societies Act.

Removal of members

3.8. The Board may decide to end a membership if:
- 3.8.1. Payments to the Chamber are overdue by more than 30 days.
- 3.8.2. A member's conduct is against the Chamber's regulations or law.
- 3.8.3. A member's conduct has adversely affected the Chamber's reputation.

3.9. The Board must provide written notice to end a membership. The notice must provide reasons and allow the member reasonable time to remedy the situation.

3.10. The Board must end membership with a special resolution.

3.11. A member may resign from the Chamber by written notice.

3.12. Members who are removed are still liable to pay any money due to the Chamber.

3.13. Members who are removed must return the Chamber's property immediately.

4. Board Members

4.1. Any person is eligible for nomination as a Board Member.

4.2. There must be a minimum of five board members, and the majority must be members of the Chamber.

4.3. The Board must have the following office bearers:

- 4.3.1. President.
- 4.3.2. Vice-President.
- 4.3.3. Treasurer.
- 4.3.4. Secretary.

4.4. The Board may decide to co-op other members.

5. Appointment of Board Members

5.1. Board members will be appointed each year at the Annual General Meeting (AGM).

5.2. The President must appoint an election panel to officiate the election process.

5.3. Written nominations must be submitted to the Election Panel one month before the AGM. Voting must begin five days before the AGM.

5.4. The elected Board must appoint office bearers by a majority vote.

5.5. Each board member will serve for a duration of two years.

5.6. The longest serving member of the board must retire automatically. The retiring member may be nominated for re-election.

5.7. If the position of any board member becomes vacant before the next AGM, the board may appoint a replacement by majority vote. The replacement will fill the role until the next AGM.

6. Removal of Board Member

6.1. A person is no longer a board member when:

6.1.1. They resign by giving written notice to the Board.
6.1.2. Their term of office expires.
6.1.3. They are no longer suitable to be a board member and removed under this constitution.
6.1.4. They are disqualified under section 47(3) of the Incorporated Societies Act.

6.2. If any board member is absent for three consecutive board meetings without leave of absence, the President may declare that member's position vacant.

6.3. The Board must provide written notice. The notice must provide reasons and allow the board member reasonable time to remedy the situation.

6.4. A board member with a special resolution.

6.5. A person who is no longer a board member must return the Chamber's documents and property within one week.

7. Board's Responsibilities

7.1. The Board manages the affairs of the society and decides on things necessary for furthering the objectives of the society.

7.2. Administer the finances of the Chamber including borrowing and investing.

7.3. Appoint banking signatories. All money received must be paid into the Chamber's bank account and administered electronically.

7.4. Appoint an officer or Chief Executive as necessary.

7.5. Appoint at least one contact person in line with the Incorporated Societies

Act. The Chief Executive is the contact person. If a Chief Executive is not appointed, the President will be the contact person.

7.6. Arrange for annual accounts and annual returns to be prepared after the balance date.

7.7. Appoint a reviewer or auditor each year if necessary.

7.8. All board decisions must be by majority vote. In case of an equal vote, the President has a second vote to settle the matter.

8. Chief Executive

8.1. The Board may appoint a Chief Executive (CE) and will determine the terms of employment.

8.2. The Chief Executive reports to the Board through the President.

8.3. The Board may decide to have the Chief Executive act as Secretary, Treasurer, or both.

8.4. If the President is appointed as Chief Executive, that person cannot hold Treasurer duties.

8.5. The Chief Executive is responsible for:

8.5.1. Implementing the Chamber's strategy as set by the Board.

8.5.2. Managing the day-to-day operations and administration of the Chamber.

9. Board Meetings

9.1. Board meetings must be held monthly. Additional meetings may be held as needed.

9.2. Meetings can only proceed if a quorum of more than half the board is present. Meeting must be rescheduled if a quorum is not reached within a reasonable time.

9.3. Meetings may be held via video or telephone conference, or other formats.

9.4. The President will chair meetings and decide on meeting procedures and rules.

9.5. The President must appoint a chair for that meeting if not available. The President may also instruct the Board to elect a chair for that meeting.

9.6. Board decisions must be by majority vote. The President has a casting vote if needed.

9.7. A meeting record of all board meetings must be kept.

10. Member's Meetings

10.1. The Secretary must give members at least 14 days' notice of a meeting. Notices must include the meeting schedule, agenda and any supporting information.

10.2. Member's meetings will be chaired by the President. The President must appoint a chair for that meeting if not available.

10.3. The Chamber must hold an Annual General Meeting (AGM) each year within three months of May 31st (the end of the financial year or balance date).

10.4. The purpose of the AGM is to:
- 10.4.1. Receive the President's report on the activities and performance of the Chamber.
- 10.4.2. Receive the Treasurer's report and audited financial statements.
- 10.4.3. Elect Board Members.
- 10.4.4. Decide on any matters notified in advance to members.
- 10.4.5. Alter or replace the constitution (if needed).

10.5. The board may hold a Special General Meeting (SGM) at any time.

10.6. Meetings can only proceed if a quorum of 10 members or more is present. Meeting must be rescheduled if a quorum is not reached within a reasonable time.

10.7. Meetings may be held via video or telephone conference, or other formats.

10.8. Decisions at a member's meeting must be by majority vote. Voting will be by voice, show of hands or electronic means.

10.9. Members may appoint a proxy to vote on their behalf. The proxy must be appointed in writing and received by the Secretary at least 24 hours before the meeting.

10.10. Meeting minutes must be kept for all member meetings.

11. Dispute Resolution

11.1. The Chamber will follow Schedule 2 of the Incorporated Societies Act to resolve disputes.

12. Indemnity

12.1. Board members are not responsible for the actions or failures of other board members unless caused by their own wilful default or negligence.

12.2. The Chamber will protect and reimburse the Board and its members for any costs or liabilities incurred while carrying out their duties properly, except where caused by wilful default or negligence.

13. Winding up

13.1. If the Chamber is wound up:

13.1.1. A member's meeting may appoint a liquidator (if required).

13.1.2. The Chamber's liabilities must be settled.

13.1.3. If there are surplus assets, the Board must vote on distributing the assets to one or several organisations with similar objectives.

13.1.4. If no appropriate organisation is found, the Board must vote on distributing the assets to one or several charities.

13.1.5. Surplus assets may not be distributed to members.