

**CONSTITUTION OF CHAMBER OF COMMERCE
SOUTHLAND INCORPORATED**

AWS LEGAL
INVERCARGILL

CONSTITUTION OF CHAMBER OF COMMERCE SOUTHLAND INCORPORATED

Date:

2014

1. Name

- 1.1 The name of the society is Chamber of Commerce Southland Incorporated ("the Chamber").

2. Registered Office

- 2.1 The registered office of the Chamber shall be situated at 2 Esk Street, Invercargill or such other place for the time being decided by the Board.

3. Objects

- 3.1 The Object for which the Chamber is formed is to advertise and develop Southland so as to attract trade, tourists, visitors and population and to create, increase, expand and develop amenities for the public to that end:
- a. To encourage and promote commerce, trade (both international and domestic), business, industry, tourism, education, research, development and employment in Southland;
 - b. To promote and foster the ideals of international trade in the business community;
 - c. To develop co-operation and encourage common policies amongst New Zealand exporters and to be of assistance to exporters in facilitating and improving export procedures and skills;
 - d. To represent the business community in any important matter locally and internationally;
 - e. Generally to watch over and protect the interests, rights, and privileges of members and to be responsible to the need of Members and their various interest groups;
 - f. To encourage business networking among Members.
 - g. To be pro-active in matters and issues that may be considered to be for the benefit of the community or members of the Chamber, whether or not such interest is relevant to the objects of the Chamber.
 - h. To procure the removal or the redress of hindrances, grievances and inequalities affecting commercial enterprise.
 - i. To promote, oppose or influence legislative, administrative and other measures affecting commercial enterprise and to secure proper administration or such measures.

4. Classes of Membership

- 4.1 There shall be three classes of membership:

a. Ordinary Member

Being individual or corporate who shall enjoy full privileges of the Chamber, be eligible to vote and stand for office;

b. **Association Members**

Being members of other business, professional, service or trade organisations that have similar or common objectives as the Chamber who are, at the discretion of the Board, admitted as Association Members. Each Member shall be admitted individually, but in the event of all members of a group being admitted, then the group may retain its own interest and identity and may operate as a division or branch of the Chamber or as a section provided in rule 17. Each Association Member shall enjoy the same privileges as an Ordinary Member;

c. **Life Members**

A Life Member is a person honoured for meritorious services to the Chamber and is worthy of special recognition. A Life Member is appointed by the Board by way of a resolution approved by 75% of the members of the Board entitled to vote and who are voting on the matter. A Life Member shall have all the rights and privileges of an Ordinary Member and shall be subject to all the duties of an Ordinary Member except those of paying any fee or subscription.

5. **Members**

- 5.1 Members shall be individuals or an entity engaged in or interested in lawful commerce or trade either originating from the Southland province or they participate in commerce or trade in the Southland province.
- 5.2 Every application for membership shall be made in writing on a form prescribed by the Chamber. Provided the applicant is approved by the Board and pays the requisite subscription plus admission fee (if any), the applicant's name shall be entered in the register of Members. The Chamber and its Board shall not be called upon to give any reason for approving or disapproving an application submitted to it.
- 5.3 A Corporate Ordinary Member of the Chamber may from time to time appoint an individual to represent it at any meeting provided that such notice is provided in writing to the Chamber no less than two days prior to any meeting of Members. Every delegate shall be an officer or employee of the Corporate Ordinary Member, which appoints them. Failing such appointment, the most senior manager of the Corporate Ordinary Member shall be its representative.
- 5.4 The delegate of any Corporate Ordinary Member present at any meeting shall be entitled to exercise the rights of the Corporate Ordinary Member on any matter brought before the meeting subject to compliance with the preceding clause.
- 5.5 Notwithstanding the provisions of paragraphs 5.3 and 5.4, any Member may invite an employee to attend any meeting or function of the Chamber.
- 5.6 All Members, including the Board, shall promote the interest and objects of the Chamber and shall do nothing to bring the Chamber into disrepute.
- 5.7 Every member shall advise the Chamber of any change of address.

6. **Register of Members**

- 6.1 The Chamber shall keep a register of Members. This shall contain the name, address, business, occupation, and class of membership, date of membership and such other particulars as may from time to time be prescribed by the Board.

7. Resignation Cessation of Membership

7.1 Any member may resign from membership by written notice to the Chamber, and each such resignation shall take effect from the end of the Chamber's then current financial year, but the member resigning shall remain liable to pay all subscriptions, levies and any other fees to the end of that year, and shall cease to hold himself or herself out as a member of the Chamber."

8. Termination of Membership

8.1 The Board may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned, is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.

8.2 Any complaint about any member, whether from another member or any other person, shall be lodged in writing with the Chamber, and the procedures set out below shall be observed:

a. The Board shall have the following discretions:

- i. If the nature of the complaint indicates that the subject matter should be dealt with by any Court or tribunal, the Board may decline to investigate or deal with the complaint until any such body has dealt with the issues which are the subject of the complaint. If the decision of any such body:
 - (1) Effectively disposes of the complaint, the Board may decide to take no further action, or may on the basis of that decision without further investigation take such action as it deems appropriate, with or without calling on the complainant or member to provide further information or to make submissions, or
 - (2) Does not effectively dispose of the complaint, the Board may decide to undertake such further investigations as it thinks fit, and then follow the procedures set out in paragraph (b)(iv) to (viii) of this rule.
- ii. The Board may decline to investigate or consider the complaint if the nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential.
- iii. The Board may decline to investigate or consider the complaint if, during enquiries being made by or on behalf of the Board, it becomes apparent to the Board that it is not appropriate further to investigate or consider the complaint.
- iv. the investigation or consideration of the complaint are likely to require extensive enquiries, a considerable time input, or advice to the Board from professional advisers, the Board may at any time:
 - (1) Decline further to investigate or consider the complaint, or
 - (2) Require the complainant to deposit with the Chamber such sum as the Board thinks fit to reimburse the Chamber wholly or partly for the costs of those making the enquiries or considering the complaint and/or the Chamber's professional adviser's fees before further investigating or considering the complaint.

- b. The following procedures shall be observed when a complaint is investigated and considered
- i. The member shall be given a copy of the complaint,
 - ii. The member shall have the opportunity to provide a detailed written response to the complaint within not less than two weeks after receiving a copy of the complaint or such further time as may be allowed by the Board or any special committee established by it for the purpose of hearing and deciding upon the complaint,
 - iii. Further enquiries may be made by or on behalf of the Board or any such special committee, and the results of those enquiries shall be made known to the complainant and the member,
 - iv. The Board or any such special committee shall allow the complainant and the member the opportunity to be heard by the Board or any such special committee (and no person who has any direct or indirect interest in the complaint or who is in any way biased shall hear and determine the complaint),
 - v. The Board or any such special committee may:
 - (1) Dismiss the complaint, or
 - (2) Uphold the complaint and do one or more of the following:
 - Reprimand or admonish the member,
 - Suspend the member from membership for a specified period,
 - Alter the membership classification of the member,
 - Impose a fine on the member, or
 - Expel the member;
 - vi. The Board or any such special shall respect the confidentiality of the proceedings, and
 - vii. The decision and any reasons which may be given (without any obligation to give such reasons) for that decision shall be conveyed to the complainant and the member in writing, and may at the discretion of the Board or any such special committee be conveyed to members.
- c. The decisions of the Board or any special committee hearing and deciding upon any complaint under this Rule shall be final and binding on the complainant and the member complained against, and shall not be subject to any review or challenge.

9. **Board of Directors**

- 9.1 The Chamber shall be administered, managed and controlled by a Board of Directors ("the Board") who shall be officers of the Chamber, consisting of:
- a. The President;
 - b. The immediate Past-President in the year following that person's last year as President;

- c. 6 members, including the Vice President ("Elected Officers");
 - d. Up to 6 additional unelected officers (who may or may not be members of the Chamber) appointed by a majority of the Board for a period not exceeding one year from their appointment or the next annual general meeting, whichever is the sooner.
- 9.2 The Vice President of the Chamber shall be elected annually at the first meeting of the Board subsequent to each Annual General Meeting. The Vice President will be elected by way of a majority resolution of the elected Board Members and in the event of a tie, the President shall have a final casting vote;
- 9.3 All members of the Board other than the unelected officers must be financial members of the Chamber."

10. **Role of President**

- 10.1 The role and functions of the President shall include:
- a. Chairing Board and General Meetings;
 - b. Representing the Chamber at its engagements;
 - c. Imparting vision and direction to the Board and the Chamber in the accomplishment of its Objects; and
 - d. Meeting and hosting special and distinguished guests of the Chamber.
- 10.2 The President (and, in the absence of the President, the Vice President) shall in addition to all other duties described, generally oversee and direct the affairs and business of the Chamber.
- 10.3 The President shall take office at the conclusion of the Annual General Meeting following the date of their election.
- 10.4 The President may be removed from office in the same manner as a member of the Board under Rule 14.
- 10.5 In the event that the President is removed from office or resigns from or dies in office, the Vice President shall be the President for the remainder of that term (which shall not be included in any subsequent tenure in accordance with Rule 16.3)."

11. **Election of Officers**

- 11.1 A President, together with a minimum of at least two Elected Officers of the Board, shall be elected at each Annual General Meeting from persons nominated in writing by at least one other member. Where there is two or more Elected Officer vacancies on the Board, the minimum number of Elected Officers to be elected at each Annual General Meeting shall correspond with the number of vacancies.
- 11.2 Nominations shall:
- a. Be in writing;
 - b. Be signed by the Member or Members nominating;
 - c. Be accompanied by consent in writing of the person being nominated;
 - d. Be lodged 28 days before the next Annual General Meeting.

11.3 At least 14 days prior to the Annual General Meeting, notice shall be given in writing to all members of all nominations for the Board.

11.4 Where there:

- a. Is one Elected Officer vacancy on the Board, then the longest serving Elected Officer shall retire on the day of the Annual General Meeting; or
- b. are no Elected Officer vacancies on the Board, then the two longest serving Elected Officers shall retire on the day of the Annual General Meeting;

and in the event of any dispute between two or more elected officers as to who has been the longest in service, the same shall be decided by lot overseen by the President.

11.5 Newly Elected Officers of the Chamber shall take office at the close of the Annual General Meeting.

12. **Voting**

12.1 Any ballot necessary for the election of Officers shall be conducted in the manner following:

- a. As soon as possible after the closing date for nominations, the Chamber shall send to each Member entitled to vote either by post or by electronic means, a voting paper containing the names of all candidates together with a brief resume of each candidate;
- b. Each Member who votes shall identify on their voting paper, or via electronic voting, the name of any candidate for whom they wish to vote and shall leave unmarked the name of any candidate they do not wish to vote for. The Member will vote for whatever number of candidates that they wish, however they may not vote for any more candidates than there are vacancies;
- c. The ballot for the election shall close at 5.00 pm on the day immediately preceding the day appointed for the Annual General Meeting or Special General Meeting;
- d. Each voting paper shall have endorsed on it a notice setting out the time and date on which the ballot is to close, together with a postal or electronic address to which the voting paper must be sent;
- e. Immediately after the time and date so fixed, the ballot box or computer shall be opened and the voting papers scrutinised;
- f. The scrutiny of votes shall be conducted by and in the presence of three scrutineers appointed by the Board for this purpose. The scrutineers may reasonably disregard any voting papers that are not reasonably decipherable, compliant with voting instructions or where the voter is ineligible to cast a vote;
- g. The scrutineers shall undertake scrutiny of the ballot and report to the Chairman of the meeting the result of voting for each officer. The Member who shall have received the largest number of votes for each respective office shall be deemed to be appointed to such office. In the event of a tie, lots shall be drawn by the Chairman;
- h. No Member shall vote for more than one officer in the respective offices of the President and Vice President, and no Member shall vote for more, but may vote for less, than the number stated on the voting paper for election of the Board as being required to fill the vacancies on the Board and any voting paper containing more

than one name for the office of President, or more than the number stated on the voting paper for the election of the Board, shall be invalid but only in respect of the election for the office in voting for which invalidity occurs;

- i. At the Board meeting prior to the calling for nominations, the Board shall resolve as to whether a postal or electronic vote shall be conducted.

13. Continue in Office

- 13.1 If the Annual General meeting shall from any cause lapse or not be held, the business which should have been disposed of there shall be disposed of at a Special General Meeting to be called as soon as convenient by two members of the Board and in the event of the last mentioned meeting lapsing the President, Vice President and Board of the previous year shall continue office until the next Annual General Meeting.

14. Removal of Officers

- 14.1 Any Board member may be removed from office by the vote of a Special General Meeting of the Chamber called for that purpose.

- 14.2 A Board member may also be removed from office by a majority resolution of the Board in the event that:

- a. They are absent for two or more meetings without satisfactory explanation;
- b. Does not otherwise attend conscientiously to the business of the Chamber;
- c. Where the Board member is guilty of misconduct or becomes incompetent ;
- d. It is inappropriate that they should continue to be a member of the Board because of impediment by physical or mental illness, adjudication of bankruptcy, conviction of a crime of dishonesty; or
- e. For any other reason which demonstrates a Board member's unfitness to continue as a member of the Board which may bring the Chamber into disrepute.

15. Casual Vacancy

- 15.1 Any position vacated from any cause whatever may be filled by the Board and any person so appointed shall hold office only for the unexpired period of his predecessor's original term of office but shall be eligible for a re-election.

16. Term of Office

- 16.1 An Officer of the chamber may retire from his office at any time by tendering to the Board a notice in writing of his resignation.

- 16.2 A retiring Officer shall be eligible for re-election.

- 16.3 A Member shall be entitled to serve as President for no greater than three consecutive terms between Annual General Meetings of the Chamber.

17. Sections and Sub-committees

- 17.1 The Board may authorise the formation of a section or a sub-committee of the Chamber if and when it considers it advisable to do so and the Board may from time to time make, vary or alter rules for the conduct of sections or for the dissolution or reconstruction thereof and the formation of such sections shall be subject to the following provisions:

- a. Any section may be formed as a standing section for the purpose of reporting to the Board on matters of ongoing interest to the Members of the Chamber;
- b. Membership of the Chamber shall carry with it the privilege of membership of a section and membership of a section shall be confirmed to Members of the Board;
- c. Every section shall elect a chairman who may be a Member of the Board;
- d. Sections may consider all matters which affect the interests of the trades or businesses which the sections are concerned and may make representations to the Board thereon and may, with the approval of the Board, take such further action as they consider expedient;
- e. No resolution or act of a section or committee thereof shall be binding on the Board unless it has been submitted to be sanctioned by the Board. Sections may, however, take actions in their own name provided it is made clear that the action taken or views expressed are those of a section of the Chamber;
- f. No section or committee thereof shall be entitled to incur any expense chargeable on the funds of the Chamber without the sanction of the Board. When fixing any expense chargeable to a section, the Board of the chamber shall take into consideration the number of Members of that section and shall have power to give free assistance in cases where the opinion of the Board numerical strength of the section warrants such action;
- g. The President and Vice President of the Chamber shall be members ex officio of all sections and sectional committees;
- h. Sectional committees may be appointed by the Board from among the Members of the Chamber at any time. Such sectional committees shall be composed of not less than two Members and at any meeting, two Members shall constitute a quorum. Such sectional committees shall name their own times of meeting and shall make reports and recommendations to the Board which are each thereby empowered to give immediate effect to them or if it disapproves thereof to remit the question or questions for final decision at a Special General Meeting of the Chamber.

18. Duties of Officers

18.1 The Board

- a. In general, the Board is charged with the control of Chamber assets and administration of the affairs and business of the Chamber in an efficient manner;
- b. To make, alter or rescind standing orders, bylaws and regulations not inconsistent with, or repugnant to the Chamber's Constitution or the Incorporated Societies Act 1908;
- c. To appoint any person or persons on any section or sub-committee for any special objects or purpose and to defend powers and duties of such a section or sub-committee; and to vary or add to the personnel or to fill any vacancy on a section or sub-committee;
- d. The Board may appoint a representative of any section or sub-committee to the Board for the purpose of reporting to the Board and participating in the Board's duties;

- e. To appoint the Chamber staff and to define their duties and responsibilities;
- f. To fill any casual vacancy on the Board subject to the provisions of these rules;
- g. To ensure that all duties as directed by Annual and Special General Meetings and the Constitution are carried out;
- h. To ensure that the interest of the Chamber and its Members are upheld at all times;
- i. To meet regularly and manage the affairs of the Chamber.

19. Classes of Meetings

19.1 Annual General Meetings

- a. The Annual General Meeting of the Chamber shall be held at such time and at such place as the Board may determine but no later than the month of April in the following year post each successive financial year for the Chamber;
- b. Twenty-one days' clear notice will be given to all Members of the Chamber of the time and place of the Annual General Meeting;
- c. The business of the Annual General Meeting shall be:
 - i. Apologies;
 - ii. To confirm the minutes of the previous Annual General Meeting;
 - iii. To receive the annual report and balance sheet;
 - iv. To consider any notice of motion;
 - v. To appoint to office, the President and a minimum of two Elected Officers of the Board.
 - vi. To elect Life Members;
 - vii. To elect Auditors, Honorary Accountants and Honorary Solicitor;
 - viii. General Business.

19.2 Special General Meeting

- a. Other than the Annual General Meeting, any other meeting will be a Special General Meeting. A Special General Meeting may be called either by the Board or by a written request signed by 10 financial Members delivered to the Chamber. The notice for a Special General Meeting shall be seven (7) clear days delivered to every Member.

19.3 Board Meeting

- a. Board meetings may be called as and when necessary.
- b. Board meetings may be called at any time by any Board Member by giving at least 10 working days' notice of the meeting to each and every Board Member.
- c. The Chief Executive Officer of the Chamber may call a meeting of the Board at any time by giving 10 working days' notice to all members of the Board of the date and time of the Board meeting.

- d. At least 5 working days prior to a Board meeting, the Chief Executive Officer of the Chamber must circulate an agenda and associated information. If any matter needs to be considered at a Board meeting, sufficient information relating to that matter to enable the Board members to make an informal decision must be provided to the Chief Executive Officer of the Chamber no later than 7 working days' prior to the Board meeting. No other matters may be considered unless included in the agenda or approved by a majority of the Board at the meeting.
- e. A quorum for a Board meeting must be at least 4 members, including at least the President or Vice President in attendance.
- f. The Board may meet in person but where required at least by 2 Board Members, by any technological means that allows participating Board Members to be in communication with other participating Board Members in a manner that is relatively contemporaneous. Where members of the Board are not all in attendance in one place but holding a meeting through a system communication by virtue of which each of the Board Members can communicate with the others, the participating Board Members will be taken to be assembled together at a meeting and present at that meeting and all proceedings at meetings conducted in such a manner will be valid and effective as if conducted at a meeting at which all of them were physically present.
- g. A resolution of the Board may be passed in writing (without a meeting) by a majority of all Board Members provided that all members of the Board have received such a written resolution. A written resolution of the Board shall be valid and effective as if concluded at a meeting.
- h. The process for calling a Board meeting may be varied where the President and the Chief Executive Officer of the Chamber decrees that there is an element of reasonable urgency to be determined provided however at least 1 working days' notice must be given to all members of the Board, together with a brief outline of the matter to be determined in urgency.

19.4 Section or Sub-Committee Meeting

- a. Section or Sub-Committee meetings may be called as and when necessary.

20. Procedure to be Followed at Meetings

20.1 Chairman

- a. All Board, Annual and Special General Meetings shall be chaired by the President or, in his absence, the Vice President or, in his absence, the immediate past President or, in his absence, a member of the Board.

20.2 Quorum

- a. A quorum at any Annual or Special General Meeting shall be ten (10) Members including proxies but there shall not be less than ten (10) Members entitled to vote in attendance;
- b. A quorum at any Board Meeting shall be at least four (4) Board Members;
- c. A quorum at any other Section or Sub-Committee Meeting shall be two (2);
- d. If a quorum is not in attendance within ten (10) minutes after the time for the start of the meeting, the meeting shall be postponed.

20.3 General Business for an Annual General Meeting or Special General meeting shall only be accepted in writing up to five (5) days prior to the Annual General Meeting. No general business shall be accepted from the floor.

21. Voting – Ordinary, Associate and Life Members

21.1 All Life, Ordinary and Association Members shall be entitled each to one (1) vote at a meeting.

21.2 All Members of the Board will be entitled to one (1) vote at a Board Meeting. In addition, a Board Member may vote in his absence by way of written advice presented to the chair prior to the meeting or by way of proxy under clause 21.4.

21.3 Members may vote by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a financial member of the Chamber.

21.4 Proxies are to be registered with the Chamber 48 hours prior to any Annual General Meeting, Special General Meeting or a Board Meeting.

21.5 The Chairman at all meetings shall have a second and casting vote in the event of a tied vote.

21.6 Voting shall be by show of hands of those present unless a ballot is demanded or unless otherwise provided for in these rules.

21.7 In the event of a demand for a ballot, two (2) scrutineers are to be appointed by the Chair.

21.8 Minutes shall be taken and recorded at all meetings.

21.9 A member of the Board must forthwith, after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the Chamber, disclose to the Board the nature and extent of the interest.

21.10 A member of the Board that is interested in a proposed transaction with the Chamber shall not be entitled to vote on the transaction or proposed transaction for which they are interested in unless a majority of the Board approves such. Notwithstanding the preceding, where an interested member of the Board is unable to vote, they shall be entitled to attend the meeting and will constitute part of the quorum.

21.11 For the purposes of clauses 21.9 and 21.10 of this Constitution, a member of the Board is interested in a transaction to which the Chamber is a party if, and only if, the member is:

a. Is a party to, or will or may derive a material financial benefit from, the transaction;
or

b. Has a material financial interest in another party to the transaction; or

c. Is a Director, officer or employee of another party to the transaction for which that party may derive a material financial benefit from the transaction;

d. is the parent, child or spouse of another party to who will or may derive a material financial benefit from the transaction'; and

e. Is so closely associated by any other means of another party which could reasonably prejudice or influence the Board Member's decision.

22. Powers

22.1 The Chamber shall have the following powers:

- a. To borrow and lend funds with or without security;
- b. To open, operate and close bank accounts. Signing authority on bank accounts shall be by the President, Vice President, and any other person nominated by the Board or Executive committee by resolution for the purpose;
- c. All payment of accounts and banking schedules are to be approved by the Board or Executive Committee;
- d. To invest in accordance with the Board's current investment policy; and
- e. To acquire, hold or dispose of any form of real or personal property.
- f. The financial powers of the Chamber may be exercised by the Board but not by any individual officer or Member of the Board.
- g. To do all lawful things that a natural person is capable of doing so, consistent with the Chamber's Objects.

23. Financial Year

23.1 The financial year shall run from the 1st day in October in each year to the 30th day of September in the following year.

24. Annual Subscription

24.1 Each Member shall pay to the Chamber an annual subscription of such amount and at such periods as may be determined from time to time by the Board. The subscription so payable shall be based on a classification of that Member by the Board and the Board may determine the differing subscription rates applicable to different classes of Members;

24.2 The Chamber shall have the sole right to determine under which of the classifications the subscriptions of any member shall be assessed to, to increase the annual subscription in any year where the minimum subscription only is fixed and to admit members at a subscription below the applicable levels under special circumstances. The determination of the Board in any such case shall be final and binding. No increase in any Member's subscription shall take effect unless the Chamber shall have given to such Member fourteen (14) days' notice of such proposed increase prior to the commencing day of the year in which such increased subscription is to be paid.

24.3 All annual subscriptions shall be due and payable in advance on the subscription due date in each year.

24.4 Subscriptions or ordinary debts may be sued for and recovered by the Chamber.

25. Accounts

25.1 The annual accounts shall comprise the following:

- a. Statement of Financial Performance; and
- b. Statement of Financial Position.

25.2 All Members shall have the right to receive copies of accounts and the right to inspect the minute book of any meeting.

26. Auditor

- 26.1 An Auditor shall be appointed at the Annual General meeting of the Chamber each year and shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- 26.2 Such auditor shall be a member of the Institute of Chartered Accountants. A Member of the Board shall not be eligible for election as auditor.

27. The Seal

- 27.1 The seal will be kept under the supervision of the President and affixed only on resolution of the Board.
- 27.2 The seal shall be affixed in the presence of two (2) Board Members so authorised by the Board for the purpose of affixing the seal and the signatories shall add after their signature the capacity in which they have signed.
- 27.3 A Seal Register will be kept and signed by those signatories on each occasion of use of the seal.

28. Alteration to Rules

- 28.1 Any alterations, additions or amendments to these rules shall be made at a Special General Meeting.
- 28.2 A notice of motion proposing the alteration, amendment or addition shall be lodged in writing at least twenty-eight (28) days prior to the meeting at which the motion will be given consideration and the Chamber shall, within twenty-one (21) days prior to the date of the meeting, give notice to each Member.
- 28.3 Any alteration, amendment or addition to the rules shall require a two-thirds majority vote.

29. Winding Up and Distribution of Assets

- 29.1 The Chamber shall not be wound up except in accordance with a resolution passed pursuant to section 24 of the Incorporated Societies Act 1908 and in accordance with the provisions of the section or by the High Court pursuant to section 25 of the Incorporated Societies Act or any subsequent legislation repealing, amending or altering the above acts.
- 29.2 If upon the winding up or dissolution of the Chamber there remains any assets after payment of all the Chamber's debts and liabilities, any such assets shall not be paid to or distributed amongst the Members of the Chamber but shall be given or transferred to the New Zealand Chamber of commerce Incorporated or to some other Chamber, institution, association or club within New Zealand having objects or some 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.

30. Indemnity of the Board

- 30.1 Any officer of the Chamber or any Chamber Member acting in their official capacity with the approval of the Chamber who incurs a personal liability shall be indemnified by the Chamber provided that the officer has acted honestly without negligence and in the performance of their official duties.

31. Interpretation of the Board

- 31.1 In the event of any question arising as to the construction or application of this Constitution or these rules, the Board may decide the same.
- 31.2 Any Member or Members aggrieved by such decision of the Board may require the decision to be submitted for review at a Special General Meeting to be held within three (3) months of the Board's decision.

32. General

- 32.1 The Board may publish a magazine or other circular or publication to further the objects of the Chamber and may distribute it among Members and also the public either free or at a price to be fixed by the Board.

33. Matters not Provided for

- 33.1 If any matter shall arise which is not, or which is in the opinion of the Board is not, provided for under this Constitution, the same shall be determined by the Board in such manner as it deems fit and every such determination shall be binding upon the Chamber unless and until set aside by the Chamber in Special General Meeting.

34. Notice of Change of Address

- 34.1 It shall be the duty of every Member to communicate his change of address to the Chamber who shall record the same in the register and all letters addressed to such Members posted to or delivered at such address shall be deemed to be delivered to and to have been received in the ordinary course of post by such Member. If a member fails to communicate his address or any changes thereof to the Chamber, all letters delivered at or posted to such Member's last known address shall be deemed to have been delivered by such Member.
- 34.2 Every notice so posted shall be deemed to be fully given or served two (2) days after the day it is posted.

35. Resolutions Binding

- 35.1 All resolutions of the Chamber in Special General Meetings in accordance with these rules shall be binding on all Members whether or not they are present at the meeting and a declaration by the Chairman of the meeting that a resolution has been carried or lost, together with an entry in the minute book of the Chamber, shall be conclusive evidence of that fact.

Signed

We the undersigned, as Members of the Chamber of Commerce Southland Inc, verify that this copy of the Incorporated Society's Constitution, has been approved by the Society's membership at its Special General Meeting on 20 May 2014 and incorporates all amendments approved by the membership up to and including this date.

Name	Position in Chamber of Commerce Southland	Signature
1. _____	_____	_____

2. _____

3. _____

Dated at Invercargill this _____ day of _____ 20 _____