

**CONSTITUTION OF**  
**KAPITI COAST CHAMBER OF COMMERCE INCORPORATED**

The Kapiti Coast Chamber of Commerce is part of the national Chambers of Commerce structure and exists to provide a collective voice for business issues in the Kapiti Coast region. The Chamber has evolved from an amalgamation of business groups, to join under the national and international Chamber brand for the better provision of services and facilities for Kapiti businesses.

The name of the society shall be **KAPITI COAST CHAMBER OF COMMERCE INCORPORATED** "the Chamber".

**Mission:**

Encourage and support integrated business growth that creates wealth and employment in the Kapiti region.

**Objectives:**

1. Be the main focus, outside the District Council, for the co-ordination of, and lobbying on, local issues that support integrated economic development and job growth in the Kapiti region.
2. Work alongside the District Council and any other Councils and organizations, where applicable, to foster local economic growth.
3. Promote economic development strategies for the Kapiti region.
4. Liaise with new businesses, existing businesses and/or business investors in the Kapiti region, in particular providing an information conduit and the opportunity to network with other businesses.
5. Liaise with various organizations or individuals to establish strategic alliances, partnerships, or joint ventures, for any purpose deemed to enhance or support the achievement of any of these objectives.
6. To encourage and promote networking and educational opportunities amongst members and the business community, that has the potential to result in business growth.
7. To provide a central umbrella for special interest groups or other business related groups, which have similar or complimentary objectives.
8. To seek and promote opportunities to celebrate business excellence within the Kapiti community.
9. To regularly inform members and, where applicable, the public, about business development issues.
10. Such other objectives as may be considered complimentary or appropriate by the Chamber from time to time, to achieve its mission.

In fulfilling its objectives the Chamber shall have full capacity to carry on and undertake any business or activity and do any act or enter into any transaction with the full rights, powers and privileges of a natural person with full legal capacity, both inside and outside New Zealand.

The Chamber may affiliate with, and become, a participating member of New Zealand Chambers of Commerce and Industry and the Chambers of Commerce structure in New Zealand and internationally.

### **Membership:**

1. Membership shall be open to all persons, and any Body Corporate, with interest in business in Kapiti.
2. Application for membership shall be made in writing in a form prescribed by the Chamber Board from time to time.
3. Commencement of membership shall be on acceptance of the application by the Chamber Board or such person or persons as they delegate this function to, and on payment of the membership fee to the Chamber.
4. Approval of membership shall be at the total discretion of the Chamber Board, which shall not be required to give reasons if it declines any application.
5. Membership shall be terminated at the Board's discretion, by:
  - (a) Death;
  - (b) Failure to pay any subscription or any other levy imposed on members by the scheduled payment date;
  - (c) Written resignation by the member to the Secretary of the Chamber, effective immediately on receipt by the Secretary;
  - (d) Bankruptcy, liquidation, insolvency or conviction for any criminal offence;
  - (e) Misconduct at any Chamber represented or organized event, being conduct of a nature that brings the Chamber into disrepute by association.
6. If membership is held by a body corporate, that organization shall submit a nominated representative who shall have both the powers and responsibilities on behalf of that organization of an individual member.

### **Board:**

1. The Board of the Chamber shall consist of a Chairperson, a Deputy Chairperson; a Secretary and a Treasurer and between two and six other members.
2. The Chairperson, Deputy Chairperson, Secretary and Treasurer shall be officers of the Chamber and shall be elected each year at an Annual General Meeting.
3. Nominations for officers can be on notice, conveyed to the standing Secretary of the Chamber prior to the AGM, or can be made from the floor during the Annual General Meeting when nominations are called for.

4. Voting for elected officer positions shall be effected by one vote per member of the Chamber present at the meeting and cannot be effected by proxy. Votes shall be counted by show of hands.
5. The other members of the Board shall be nominated by the Chamber Officers using their discretion. Persons wishing to make themselves available to sit on the Board may advise the incoming Chair, once elected at the Annual General Meeting, of their availability.
6. The Chamber Board shall have the power to co-opt members to the Board, where they offer specific skills, either for the full annual term or for the duration of specific projects.
7. The Chamber Board shall have the power to appoint sub-committees; specific industry interest groups or project groups for the term of election, or for the duration of a particular project, as it deems necessary, and to delegate specific functions of the Chamber management to those entities in accordance with terms of reference provided by the Board. Each of those entities may in turn co-opt volunteer Chamber members to assist them to carry out their specific functions, as long as they obtain the approval of the Board to any such persons co-opted.
8. No vacancy in the officer roles shall affect the ability of the Board to undertake the management and operation of the Chamber.
9. All officers and nominated Board members shall remain on the Board until the next Annual General Meeting of the Chamber. Both officers and nominated Board members shall be eligible for re-election, or re-selection, as long as they are members of the Chamber at the time of election or appointment.
10. The Secretary shall keep usual records of the business of the Chamber; notify members of intended meetings and the business to be transacted at such meetings; and keep a record of proceedings of each Board meeting.
11. The Treasurer shall keep usual and proper books of account and file with the Inland Revenue Department all necessary tax records. The Treasurer shall report to the Board from time to time on the finances of the Chamber and present annual statements for consideration by the members at the AGM.
12. The Chairperson shall chair the Board; preside at all meetings of the Board and represent the Chamber's views to the public and to other organizations when required.
13. The Deputy Chairperson shall fulfill the role of Chairperson in the absence or inability of the Chairperson to attend to their duties.
14. The Board shall collectively carry out, or delegate appropriately, the functions of management of the Chamber, and shall meet monthly, or at such other intervals as it determines, to carry on the business of the Chamber.
15. Resolutions of the Board shall be carried by majority vote with each Board member having one vote and the Chairperson having a casting vote in the event of equality of votes on any motion.
16. Four members of the Board shall constitute a quorum at any Board Meeting.
17. No Board member or associated person shall be afforded any private pecuniary advantage by reason of being a Board member or associated person. The Secretary shall maintain a Conflicts Register, recording the disclosure of potential conflicts that arise for Board members in the course of carrying out the Chamber management functions.

## **Finance:**

1. The annual membership subscriptions shall be set by the Board prior to the beginning of each financial year on 1 July.
2. The Chamber's financial year shall run from 1 July to 30 June or such other period as the Board may determine.
3. The Chamber shall operate a bank account with two Board signatories required at all times, or if banking is done electronically, payments may only be made following authorization by two authorized signatories. All monies of the Chamber shall be paid into its Bank account and all payments on behalf of the Chamber made out of its Bank account.
4. No financial liability shall be assumed on behalf of the Chamber by an officer, Board member or member acting under delegation, without the prior consent of the Board.
5. If the Board determines to borrow money to meet the objectives of the Chamber, it shall first obtain the approval of a majority of members present at an AGM or Special General Meeting. Nothing in this provision shall prevent the Board seeking sponsorship towards meeting its objectives, which it may do without member consent, and on such terms as it determines.
6. The funds of the Chamber shall be expended by the Board in the furtherance of the Chamber's mission and objectives. The Board may utilize Chamber funds to employ or engage by contract any person or organization deemed required to assist it carry out the Chamber's mission and objectives.

## **Member Meetings:**

1. An Annual General Meeting shall be held once a year, at a time and at a location determined by the Board, but during the first six months of the financial year.
2. Notice of the Annual General Meeting and of the business to be addressed at it shall be notified to members, at least fourteen days prior to the meeting.
3. Ten members of the Chamber shall constitute a quorum at any Annual General Meeting.
4. The Annual General Meeting shall, in addition to any other general business determined by the Board, address the following:
  - (a) Receive and approve the Minutes of the previous Annual General Meeting
  - (b) Receive and approve the Annual Report, balance sheet and statement of accounts
  - (c) Elect the officers
  - (d) Vote on any motions received either on notice, or at the discretion of the Chairperson, from the floor, during the meeting.
5. Voting at an Annual General Meeting on non contested matters shall be decided by majority, following a show of hands, with each member having one vote. In the case of equality of voting on any motion, the Chairperson shall have a casting vote.
6. Voting on contested matters shall be by written ballot. The Chairperson shall determine whether a matter is contested, or not.

7. Any other member meetings shall be Special General Meetings, called either by a decision of the Board, or on receipt by the Board of a member request signed by ten members.
8. The notice period and method of voting applying to the Annual General Meeting shall also apply to any Special General Meeting.

### **Standing Orders:**

The following standing orders shall apply to Board and Member meetings:

1. No motion shall be discussed before it has been proposed and seconded.
2. Any member, except the mover and seconder of any motion under discussion, may move an amendment to the motion, and on being seconded, the amendment shall be open for discussion.
3. No further amendment shall be received by the Chairperson until the amendment is dealt with and the amendment must be dealt with before the substantive motion.
4. Unless the Chairperson determines otherwise, each Board member may speak once to any motions or questions except the mover, who shall have the right of reply.
5. All questions and comments shall be addressed through the Chair.
6. In addition to their deliberate vote, the Chairperson shall, in the event of equality, have a casting vote.

### **General Operational Matters:**

1. The Chamber is, and shall remain, registered under the provisions of the Incorporated Societies Act 1908, or any other legislation repealing that Act.
2. The Chamber shall not be required to hold a seal, but may determine to do so.
3. The Chamber shall bind itself to contractual documentation by the execution of two officers to such documentation.
4. The registered office of the Chamber shall be at such place as the Board determines from time to time.
5. Where any dispute arises in relation to the interpretation of operation of any power or discretion in this Constitution, the dispute shall in the first instance be referred to the Board for determination.
6. Where any dispute arises between members, that dispute shall in the first instance be referred to the Board for determination.
7. Where any dispute involves an action taken by the Board, the complainant member shall first attempt to resolve the matter by good faith negotiation with the Board, but failing resolution in that manner, the Board shall make a determination and the complainant may refer the matter to third party resolution.
8. The Chamber Board shall determine any disciplinary matters relating to conduct of its members.

9. In no circumstances shall individual members of the Board be held personally liable for any act, default or omission made by the Board in exercising their powers to determine a dispute.
10. No alterations to this Constitution shall be proposed that shall have the effect of altering the exclusive charitable nature of the Chamber organization and no alterations to this Constitution shall be made unless they have been previously approved by the majority of members at either an Annual General Meeting or a Special General Meeting.

**Dissolution:**

If the Board determines to wind the Chamber up, they shall follow the process set out below:

1. Obtain the approval of the majority of members present at a Special General Meeting where proxy votes shall not count.
2. Satisfy all outstanding debts and liabilities.
3. Transfer any remaining assets to an organization or organizations, which operate in New Zealand and whose objectives are exclusively charitable and of a similar nature to those of the Chamber.

No payment or distribution of assets to any individual members shall be permitted and no payment or distribution of assets that have the effect of causing a change to the taxation status of the Chamber, shall be permitted.

For the sake of clarity, a merger of the Chamber with another like association which also has charitable status, or a change of name of the Chamber, or a decision to move the Chamber away from the national and international Chamber of Commerce structures, shall not be deemed a wind up of the Chamber.

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This amended constitution has been adopted by the Kapiti Coast Chamber of Commerce Incorporated at its Annual General Meeting dated .....

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Signature

Name: .....  
Chair of Kapiti Coast Chamber of Commerce