



Constitution Rules of New Zealand – Europe Business Council Incorporated

2024

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1. Introductory Rules

1.1 Name

The name of the society is NEW ZEALAND - EUROPE BUSINESS COUNCIL INCORPORATED (in these Rules referred to as the 'Business Council').

1.2 Non-Charitable status

The **Business Council** is not and does not intend to be registered as a charitable entity under the Charities Act 2005.

1.3 Definitions

In these **Rules**, words have the meaning set down in the Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

- (a) **'Act'** means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- (b) **'Annual General Meeting'** means a meeting of the **Members** of the **Business Council** held once per year which, among other things, will receive and consider reports on the **Business Council's** activities and finances.
- (c) **'Chair/President'** means the **Committee Member** responsible for, among other things, overseeing the governance and operations of the **Business Council** and chairing **General Meetings**.
- (d) **'Committee'** means the **Business Council's** governing body.
- (e) **'Committee Member'** means a member of the **Committee**, including the **Chair/President, Secretary** and **Treasurer**.
- (f) **'Deputy Chair/Vice President'** means the **Committee Member** elected or appointed to deputise in the absence of the Chair/President.
- (g) **'Europe'** means a member of the **Council of Europe**.
- (h) **'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Business Council**.
- (i) **'Interested Member'** means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.
- (j) **'Interests Register'** means the register of interests of Officers, including Committee Members, kept under these Rules.
- (k) **'Matter'** means—
 - (i) the **Business Council's** performance of its activities or exercise of its powers; or

- (ii) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Business Council**.
- (l) **'Member'** means a person properly admitted to the **Business Council** who has not ceased to be a member of the **Business Council**.
- (m) **'Notice'** to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.
- (n) **'Register of Members'** means the register of **Members** kept under these **Rules**.
- (o) **'Rules'** means the rules in this document.
- (p) **'Officers'** The officers of the Committee shall consist of a Patron (optional), a President, 1-3 Deputy Presidents, a Secretary and / or a Treasurer and such other officers (if any) which the Committee in general meetings shall deem to be necessary or desirable for the conduct of the affairs of the Committee.
- (q) **'Secretary'** means the **Committee Member** responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and recording the minutes of **General Meetings** and **Committee** meetings.
- (r) **'Special General Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.
- (s) **'Treasurer'** means the **Committee Member** responsible for, among other things, overseeing the finances of the **Business Council**.
- (t) **'Working Days'** mean as defined in the Legislation Act 2019. Examples of days that are not **Working Days** include, but are not limited to, the following — a Saturday, a Sunday, Waitangi Day, Good Friday, Easter Monday, ANZAC Day, the Sovereign's birthday, Te Rā Aro ki a Matariki/Matariki Observance Day, and Labour Day.
- (u) **Words** importing persons include partnerships, companies and other bodies and organisations whether incorporated or unincorporated in New Zealand.

2. Purposes

2.1 The primary purposes and objects of the Business Council are to:

- (a) To promote the establishment of closer economic co-operation between New Zealand and Europe.
- (b) To provide a forum and liaison and structure for the coordination of activities of various chambers of commerce, business councils/associations, trade organisations, government instrumentalities, trade missions, delegations, diplomatic missions and consular representatives, including the Delegation of the European Commission to New Zealand.
- (c) To act in a liaison and coordinating function in promoting and developing trade, commerce and business between New Zealand and Europe and to encourage an improvement in communication and mutual assistance between members,

Governments, Government Departments, Trade Officials and business enterprises and other persons engaged or concerned in trade, commerce and business or any services related thereto in both New Zealand and/or Europe.

- (d) To promote the consideration and discussions of all questions affecting trade relations between New Zealand and Europe and to establish a forum for the interchange of views among members and to encourage the greater dissemination of information on trade between New Zealand and Europe from private and governmental sources in both entities.
- (e) To promote and enhance the images of New Zealand and Europe as a places to live, work and do business in and to promote and encourage improved transport links between Europe and New Zealand.
- (f) To provide a forum and to provide a network for business interests from Europe and New Zealand.
- (g) To hold conferences and meetings for the discussion of all matters affecting trade, commerce and business between New Zealand and Europe.
- (h) To publish copies of papers lectures, magazines, journals and books and generally to collect, collate and publish information of use or interest to members of the **Business Council**.
- (i) To represent the interest and views of the members and in particular to provide a medium for making representations to private or government organisations of the views of the **Business Council** on matters relating to or affecting trade, commerce and business between New Zealand and Europe.
- (j) To take all steps as may be deemed necessary to promote and protect the interests of members of the **Business Council**.
- (k) To purchase, take on lease or otherwise acquire such property real and personal as the **Business Council** thinks necessary or convenient.
- (l) To borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other securities founded or based on all or any of the property or rights of the **Business Council** with or without security and upon such terms as to priority or otherwise as the **Business Council** thinks fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the **Committee** passed in Annual General Meeting or Special General Meeting.
- (m) To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the **Business Council**.
- (n) Generally, and in furtherance of and not in limitation of the foregoing objects to do all such other things as in the opinion of the **Business Council** or the **Committee** may be incidental or conducive to the attainment of any of the objects mentioned herein.
- (o) To appoint and, at its discretion, remove or suspend any executive officers, managers, secretaries, officers, clerks, agents, or servants, and to direct and

control them, and to determine their powers and duties, and fix and pay their remuneration.

2.2 The Business Council must not operate for the purpose of, or with the effect of:

- (a) any **Member** of the **Business Council** deriving any personal financial gain from membership of **the Business Council**, other than as may be permitted by law, or
- (b) returning all or part of the surplus generated by the **Business Council's** operations to Members, in money or in kind, or
- (c) conferring any kind of ownership in the **Business Council's** assets on **Members**

but **the Business Council** will not operate for the financial gain of **Members** simply if **the Business Council**:

- (a) engages in trade,
- (b) for matters that are incidental to the purposes of the **Business Council**, pays a **Member** of the **Business Council** that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- (c) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Business Council** or while pursuing the **Business Council's** purposes,
- (d) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- (e) pays a **Member** a salary or wages or other payments for services to the **Business Council** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- (f) pays any **Member** interest at no more than current commercial rates on loans made by that Member to the Business Council, or
- (g) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Business Council**. No **Interested Member** is allowed to take part in, or influence any decision made by the **Business Council** in respect of payments to, or on behalf of, the **Interested Member** of any income, benefit, or advantage.

Any payments made to an **Interested Member** must be for goods and services that advance the primary purposes and must be reasonable and comparable to payments that would be made between unrelated parties.

3. Act and Regulations

Nothing in this Constitution authorises the Business Council to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.

4. Registered office

The Registered Office of the **Business Council** shall be at such place in New Zealand as the **Committee** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Act.

5. Power to borrow money

The **Business Council** has the power to borrow money as set out in paragraph 2.1(i) of its primary purposes and objects.

6. Other powers

In addition to its statutory powers, the **Business Council** may (subject to exercising the care and skill that a prudent person of business would exercise in managing the affairs of others) for the purposes of carrying on any operation within the scope of its primary purposes:

- (a) use its funds to pay the costs and expenses to advance or carry out its objects,
- (b) employ or contract with such people as may be appropriate, and
- (c) invest in any investment.

7. Members

7.1 Minimum number of members

The **Business Council** shall maintain the minimum number of **Members** required by the **Act**. The **Business Council** may set a limit on the maximum number of Members.

7.2 Types of members

There shall be two categories of Members namely:

- (a) (a) Full Members; and
- (b) (b) Associate Members.

Associate Members shall have the same rights and obligations (including the right to receive notices required to be given to Members under these Rules) as Full Members except that Associate Members shall not be entitled to vote at any meeting of Members or on any Member's resolution and these Rules shall be construed accordingly.

The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

7.3 Eligibility for Membership

Full Member:

A **Full Member** must be one of the following:

- (a) An association, organisation, or body which in the opinion of the Committee, best represents and promotes the national, commercial, trade and business interests of one or more countries of Europe, or
- (b) a European or New Zealand Business

Associate Member:

The Committee may at its discretion admit as an Associate Member an organisation or individual where the Committee considers that the admission of that organisation or individual would advance achievement of the primary purposes of the Business Council.

In admitting a Full Member or an Associate Member the Committee will apply the following guidelines:

- (a) It is intended that the Members only comprise representative organisations, associations, bodies or businesses which promote and foster trade, commerce and business between the nations of Europe and New Zealand
- (b) Each country of Europe can only be represented by one (1) Full Member (although an authorised representative can represent more than one Full Member).
- (c) Where there is more than one association, organisation or body wishing to represent a particular country of Europe as a Full Member, priority will be given to the association, organisation or body which in the opinion of the Committee best represents and promotes the national commercial, trade and business interests of that country of Europe.
- (d) A Full Member which represents a country of Europe will, if requested by the Committee, become an Associate Member where the Committee resolves that another organisation is more suitable (in accordance with the membership criteria) to be a Full Member to represent that country of Europe.

7.4 Becoming a member: Consent

Every applicant for membership must consent in writing to becoming a **Member**.

7.5 Becoming a member: Process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as may be reasonably required by the **Committee** regarding an application for membership.

The **Committee** may accept or decline an application for membership. The **Committee** must advise the applicant of its decision (but shall not be required to provide reasons for that decision).

7.6 Obligations and rights

Every **Member** shall provide the **Committee** with that **Member's** name and contact details (including postal address, telephone number(s), and any email address) and promptly advise the **Committee** of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Business Council**.

7.7 Other obligations and rights

All Members (including Committee Members) shall promote the interests and purposes of the Business Council and shall do nothing to bring the Business Council into disrepute.

A **Member** is only entitled to exercise the rights of membership (including attending and voting at **General Meetings**, accessing or using the **Business Council's** premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the **Business Council** by their respective due dates, but no **Member** or Life **Member** is liable for an obligation of the **Business Council** by reason only of being a **Member**.

Any **Member** that is a body corporate shall provide the **Secretary** with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at **General Meetings**.

The **Committee** may decide what access or use **Members** may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the **Business Council**, including any conditions of and fees for such access or use.

7.8 Subscriptions and fees

Every **Member** shall pay to the **Business Council** such annual membership dues as may from time to time be fixed by resolution of the full members in general meeting and shall pay from time to time all and every sum or sums of money which may from time to time by resolution of the members in general meeting be levied upon members of the Business Council and which the Committee shall consider necessary or expedient for the purpose of furthering the interests of the **Business Council** and its members.

7.9 Ceasing to be a member

A **Member** ceases to be a **Member**:

- (a) on death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
- (b) by resignation from that **Member's** class of membership by notice to the **Secretary**, or
- (c) on termination of a **Member's** membership under these **Rules**.

With effect from (as applicable):

- (d) the date of death of the **Member** (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date of its dissolution), or
- (e) the date of receipt of the notice of resignation by the **Secretary** (or any subsequent date stated in the notice of resignation), or
- (f) the date of termination of membership under these **Rules**, or
- (g) the date specified in a resolution of the **Committee**.

7.10 Obligations on resignation

A **Member** who resigns or whose membership is terminated under these **Rules**:

- (a) remains liable to pay all subscriptions and other fees to the **Business Council's** next balance date,
- (b) shall cease to hold himself or herself out as a **Member** of the **Business Council**, and
- (c) shall return to the **Business Council** all material provided to **Members** by the **Business Council** (including any membership certificate, badges, handbooks and manuals).
- (d) shall cease to be entitled to any of the rights of a **Business Council Member**.

7.11 Becoming a member again

Any former **Member** may apply for re-admission in the manner prescribed for new applicants and may be re-admitted only by resolution of the **Committee**.

However, if a former **Member's** membership was terminated following a dispute resolution process, the applicant may be re-admitted only by a **General Meeting** on the recommendation of the **Committee**.

8. General meetings

8.1 Annual General Meetings

An **Annual General Meeting** shall be held once a year on a date and at a location determined by the **Committee** and consistent with any requirements in the **Act**, and the **Rules** relating to the procedure to be followed at **General Meetings** shall apply.

8.2 Annual General Meetings: business

The business of an **Annual General Meeting** shall be to:

- (a) confirm the minutes of previous **Business Council** Meeting(s),
- (b) adopt the annual report on **Business Council** business,
- (c) adopt the **Treasurer's** report on the finances of the **Business Council**, and the annual financial statements and ,if required appoint an auditor,

- (d) set any subscriptions for the current financial year,
- (e) consider any motions specified in the notice of the meeting,
- (f) elect the officers and other members of the Committee,
- (g) consider any general business.

The Committee must, at each Annual General Meeting, present the following information:

- (a) an annual report on the affairs of the **Business Council** during the most recently completed accounting period,
- (b) the annual financial statements for that period, and
- (c) notice of any disclosures of conflicts of interest made by **Committee Members** during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).

8.3 Special General Meetings

Special general meetings may be convened by the **Committee** in each year. Any such special general meeting may be convened at any time by the Committee and shall be convened upon the requisition in writing of not less than 25 per cent of the full members of the **Committee** entitled to vote at a general meeting.

The resolution shall state the date and place for the holding of such **special general meeting**. The business to be dealt with at any such **special general meeting** shall be the consideration of such matters as are set out in the notice convening the meeting which notice shall include, when the **special general meeting** has been called as a result of a requisition as aforesaid, the matters specified in such requisition.

The Rules relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the Committee's resolution or the written request by Members for the Meeting.

8.4 Procedure

The **Committee** shall give all **Members** at least 15 **Working Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice** of the **General Meeting**.

All financial **Members** may attend, speak and vote at **General Meetings**:

- (a) in person, or
- (b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or

- (c) through the authorised representative of a body corporate as notified to the **Secretary**, and
- (d) No other proxy voting shall be permitted.

No **General Meeting** may be held unless at least 25 percent of eligible financial **Full Members** attend. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Business Council**, and if at such adjourned meeting a quorum is not present those present in person or by proxy shall be deemed to constitute a sufficient quorum. Any decisions made when a quorum is not present are not valid.

- (a) **General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- (b) All **General Meetings** shall be chaired by the **President**. If the **President** is absent, the meeting shall elect another Committee Member to chair the meeting.
- (c) Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote
- (d) Any person chairing a **General Meeting** may:
 - (i) With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (ii) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
 - (iii) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- (e) The **Committee** may put forward motions for the **Business Council** to vote on (**'Committee Motions'**), which shall be notified to Members with the notice of the **General Meeting**.
- (f) Any **Member** may request that a motion be voted on (**'Member's Motion'**) at a **General Meeting**, by giving notice to the **Secretary** at least **15 Working Days** before that meeting. The **Member** may also provide information in support of the motion (**'Member's Information'**).

8.5 Minutes

Minutes must be kept by the **Secretary** of all **General Meetings**.

9. Committee

9.1 Composition

The **Committee** will consist of at least 3 **Committee Members** who are:

- (a) Members; and
- (b) natural persons; and
- (c) not disqualified by these Rules or the Act.

The **Committee** will include:

- (a) a President,
- (b) a Deputy / Vice President,
- (c) a Secretary and a Treasurer, who may be the same person, and up to 5 **Committee Members**.

9.2 Qualifications

Prior to election or appointment, every **Committee Member** must consent in writing to be a **Committee Member** and certify in writing that they are not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**.

The following persons are disqualified from being appointed or holding office as a **Committee Member**:

- (a) a person who is under 18 years of age,
- (b) a person who is an undischarged bankrupt,
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- (d) a person who is disqualified from being a member of the **Committee** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4,
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
 - (iii) an offence under section 143B of the Tax Administration Act 1994,
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii),

- (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- (g) a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) above under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the new Incorporated Societies Act.
- (h) Any person who is disqualified or does not comply with any qualifications for officers as prescribed from time to time by a resolution of the **Committee**.

9.3 Election or appointment

The election of **Committee Members** shall be conducted as follows

- (a) Committee Members shall be elected during Annual General Meetings. However, if a vacancy in the position of any Committee Member occurs between Annual General Meetings, that vacancy shall be filled by resolution of the Committee (and any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the nominee is not disqualified from being appointed or holding office as a Committee Member by these Rules or the Act).
- (b) A candidate's written nomination, accompanied by the written consent of the nominee (who must be a financial member) with a certificate that the nominee is not disqualified from being appointed or holding office as a **Committee Member** by these **Rules** or the **Act**, shall be received by the **Secretary** at least **5 Working Days** before the date of the **Annual General Meeting**. If there are insufficient valid nominations received, further nominations may be received from the floor at the **Annual**

9.4 General Meeting.

- (a) Votes shall be cast in such a manner as the person chairing the Meeting determines. In the event of any vote being tied, the tie shall be resolved by the incoming **Committee** (excluding those in respect of whom the votes are tied).
- (b) Two Members (who are not nominees) or non-Members appointed by the President shall act as scrutineers for the counting of the votes and destruction of any voting papers.

- (c) The failure for any reason of any financial Member to receive such Notice shall not invalidate the election.
- (d) In the event of any vote being tied, the tie shall be resolved by the incoming Committee (excluding those in respect of whom the votes are tied).

9.5 Term

The term of office for all **Committee Members** shall be **1** year, expiring at the end of the **Annual General Meeting** In the year corresponding with the last year of each **Committee Member's** term of office.

9.6 Removal

Where a complaint is made about the actions or inaction of a **Committee Member** (and not in the **Committee Member's** capacity as a Member of the **Business Council**) the following steps shall be taken:

- (a) The **Committee Member** who is the subject of the complaint, must be advised of all details of the complaint.
- (b) The Committee Member who is the subject of the complaint, must be given adequate time to prepare a response.
- (c) The complainant and the Committee Member who is the subject of the complaint, must be given an adequate opportunity to be heard, either in writing or at an oral hearing by the Committee (excluding the Committee Member who is the subject of the complaint) if it considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the Committee (excluding the Committee Member who is the subject of the complaint), and/or any oral or written statement or submissions shall be considered by the Committee (excluding the Committee Member who is the subject of the complaint).
- (e) If the complaint is upheld the **Committee Member** may be removed from the **Committee** by a resolution of the **Committee** or of a **General Meeting**, in either case passed by a **simple** majority of those present and voting.

9.7 Cessation of Committee membership

A **Committee Member** shall be deemed to have ceased to be a **Committee Member** if that person ceases to be a **Member**.

Each **Committee Member** shall within 10 **Working Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Business Council** held by such former **Committee Member**.

9.8 Functions

From the end of each **Annual General Meeting** until the end of the next **Annual General Meeting**, the **Business Council** shall be governed by the **Committee**, which shall be accountable to the **Members** for the advancement of the **Business Council's** purposes and the implementation of resolutions approved by any **General Meeting**.

9.9 Officers' duties

At all times each Committee Member:

- (a) shall act in good faith and in what he or she believes to be the best interests of the Business Council,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the Business Council acting, in a manner that contravenes the Act or these Rules, when exercising powers or performing duties as a Committee Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Business Council, the nature of the decision, the position of the Committee Member and the nature of the responsibilities undertaken by him or her,
- (d) must not agree to the activities of the Business Council being carried on in a manner likely to create a substantial risk of serious loss to the Business Council or to the Business Council's creditors, or cause or allow the activities of the Business Council to be carried on in a manner likely to create a substantial risk of serious loss to the Business Council or to the Business Council's creditors,
- (e) must not agree to the Business Council incurring an obligation unless he or she believes at that time on reasonable grounds that the Business Council will be able to perform the obligation when it is required to do so.

9.10 Powers

Subject to these **Rules** and any resolution of any **General Meeting** the Committee may:

- (a) exercise all the **Business Council's** powers, other than those required by the **Act** or by these **Rules** to be exercised by the **Business Council** in **General Meeting**, and
- (b) enter into contracts on behalf of the **Business Council** or delegate such power to a **Committee Member**, sub-committee, employee, or other person.

9.11 Sub-committees

The **Committee** may appoint sub-committees consisting of such persons (whether or not **Members** of the **Business Council**) and for such purposes as it thinks fit. Unless otherwise resolved by the **Committee**:

- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
- (b) no sub-committee shall have power to co-opt additional members,
- (c) a sub-committee must not commit the Business Council to any financial expenditure without express authority, and
- (d) a sub-committee must not further delegate any of its powers.

9.12 General issues

The **Committee** and any sub-committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next **Committee** meeting.

Other than as prescribed by the **Act** or these **Rules**, the **Committee** or any sub-committee may regulate its proceedings as it thinks fit.

Subject to the **Act**, these **Rules** and the resolutions of **General Meetings**, the decisions of the **Committee** on the interpretation of these **Rules** and all matters dealt with by it in accordance with these **Rules** and on matters not provided for in these Rules shall be final and binding on all **Members**.

9.13 Conflicts of interest

An Officer or a member of the **Committee** and/or member of a sub-committee who is an **Interested Member** in respect of any matter being considered by the **Business Council**, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified)—

- (a) to the **Committee** and or sub-committee; and
- (b) in an Interests Register kept by the Committee.

Disclosure must be made as soon as practicable after the member of the **Committee** and/or sub-committee becomes aware that they are interested in the matter.

A member of the **Committee** and/or sub-committee who is an **Interested Member** regarding a matter—

- (a) must not vote or take part in the decision of the **Committee** and/or sub-committee relating to the matter; and
- (b) must not sign any document relating to the entry into a transaction or the initiation of the matter; but
- (c) may take part in any discussion of the **Committee** and/or sub-committee relating to the matter and be present at the time of the decision of the **Committee** and/or sub-committee (unless the **Committee** and/or sub-committee decides otherwise).

However, a member of the **Committee** and/or sub-committee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.

Where 50 per cent or more of **Committee Members** are prevented from voting on a matter because they are interested in that matter, a **Special General Meeting** must be called to consider and determine the matter, unless all non-interested members agree otherwise, and where 50 per cent or more of the members of a sub-committee are prevented from voting on a matter because they are interested in that matter, the **Committee** shall consider and determine the matter.

10. Committee meetings

10.1 Frequency

The **Committee** shall meet at least quarterly at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the **Chair/President** or **Secretary**.

10.2 Procedure

The quorum for Committee meetings is at least half of the number of Committee Members.

11. Records

11.1 Register of Members

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by these **Rules** or prescribed by Regulations under the **Act**.

11.2 Contents of Register of Members

The information contained in the **Register of Members** shall include each **Member's**:

- (a) postal address
- (b) phone number (landline and/or mobile)
- (c) email address (if any)
- (d) the date the **Member** became a **Member**,
- (e) occupation, and
- (f) whether the **Member** is financial or unfinancial

Every **Member** shall promptly advise the **Secretary** of any change of their contact details.

11.3 Access to Register of Members

With reasonable notice and at reasonable times, the **Secretary** shall make the **Register of Members** available for inspection by **Members** and **Committee Members**. However, no access will be given to information on the **Register of Members** to **Members** or any other person, other than as required by law.

11.4 Interests Register

The **Secretary** shall maintain an up-to-date register of the interests disclosed by Officers.

11.5 Access to other information

A **Member** may at any time make a written request to the **Business Council** for information held by the **Business Council**.

The request must specify the information sought in sufficient detail to enable the information to be identified.

The **Business Council** must, within a reasonable time after receiving a request:

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Business Council** (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

Without limiting the reasons for which the **Business Council** may refuse to provide the information, the **Business Council** may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Business Council** or of any of its **Members**, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Business Council**, or
- (d) withholding the information is necessary to maintain legal professional privilege, or
- (e) the disclosure of the information would, or would be likely to, breach an enactment, or
- (f) the burden to the **Business Council** in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or
- (g) the request for the information is frivolous or vexatious.

If the **Business Council** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 **Working Days** after receiving notification of the charge, the **Member** informs the **Business Council** —

- (a) that the **Member** will pay the charge; or
- (b) that the **Member** considers the charge to be unreasonable.

Nothing in this **Rule** limits Information Privacy Principle 6 of the Privacy Act 2020.

12. Finances

12.1 Control and management

The funds and property of the **Business Council** shall be:

- (a) controlled, invested and disposed of by the **Committee**, subject to these **Rules**, and
- (b) devoted solely to the promotion of the objects and purposes of the **Business Council**.

12.2 Balance date

The **Business Council's** financial year shall commence on 01/01 of each year and end on 31/12 (the latter date being the **Business Council's** balance date).

13. Dispute resolution

13.1 Raising disputes

Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary in writing and must provide such details as are necessary to identify the details of the grievance or complaint. All Members (including the Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Business Council's activities.

The complainant raising a grievance or complaint, and the **Committee**, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

The resolution of all disputes must be conducted in a manner that is consistent with natural justice.

13.2 Investigating disputes

This rule concerns any grievances of members relating to their rights and interests as **Members**, and any complaints concerning the alleged conduct or discipline of members, collectively referred to as "disputes."

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

Rather than investigate and deal with any grievance or complaint, the **Committee** may:

- (a) appoint a sub-committee to deal with the same, or
- (b) refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The **Committee** or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

The decision-maker:

- (a) shall consider whether to investigate and deal with the grievance or complaint, and
- (b) may decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to **Members'** interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the **Business Council**).

Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:

- (a) The complainant and the **Member**, or the **Business Council**, which is the subject of the grievance, must be advised of all details of the grievance.
- (b) The **Member**, or the **Business Council**, which is the subject of the grievance, must be given an adequate time to prepare a response.
- (c) The complainant and the **Member**, or the **Business Council**, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant and the **Member** complained against must be advised of all allegations concerning the **Member**, and all details of the complaint.
- (b) The **Member** complained against must be given an adequate time to prepare a response.
- (c) The **Member** complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

A **Member** may not make a decision on or participate as a decision-maker in regards to a grievance or complaint, if 2 or more **Committee Members**, or the decision-maker, consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the **Business Council** and the particular case, and may include consideration of facts known by the other **Members** about the decision-

maker, so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially.

13.3 Resolving disputes

The decision-maker may:

- (a) dismiss a grievance or complaint, or
 - (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the **Business Council** and **Members** shall comply),
 - (c) uphold a complaint and:
 - (d) reprimand or admonish the **Member**, and/or
 - (e) suspend the **Member** from membership for a specified period, or terminate the **Member's** membership, and/or
 - (f) order the complainant (if a **Member**) or the **Member** complained against, to meet any of the **Business Council's** reasonable costs in dealing with a complaint.
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14. Winding up

14.1 Process

The **Business Council** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.

The **Secretary** shall give **Notice** to all **Members** of:

- (a) the proposed motion to wind up the **Business Council** or remove it from the Register of Incorporated Societies, and
- (b) the **General Meeting** at which any such proposal is to be considered,
- (c) the reasons for the proposal, and
- (d) any recommendations from the **Committee** in respect to such notice of motion.

Any resolution to wind up the **Business Council** or remove it from the Register of Incorporated Societies must be passed by a *simple* majority of all **Members** present and voting.

14.2 Surplus assets

If the **Business Council** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member**.

On the winding up or liquidation or removal from the Register of Incorporated Societies of the **Business Council**, its surplus assets after payment of all debts, costs and liabilities shall be vested in **Auckland Business Chambers** or its successor organisation.

However, on winding up by resolution under this rule, the **Business Council** may approve a different distribution to a different entity from that specified above, so long as the **Business Council** complies with these **Rules** and the **Act** in all other respects.

15. Alterations to the Rules

15.1 Amending these Rules

The **Business Council** may amend or replace these **Rules** at a **General Meeting** by a resolution passed by a two-thirds of majority of those **Members** present and voting.

Any proposed motion to amend or replace these **Rules** shall be signed by at least 51 per cent of eligible **Members** and given in writing to the **Secretary** at least 21 **Working Days** before the **General Meeting** at which the motion is to be considered and accompanied by a written explanation of the reasons for the proposal.

At least 14 **Working Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

When an amendment is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration and shall take effect from the date of registration.

16. Other

16.1 Common seal

The common seal of the **Business Council** must be kept in the custody of:

- (a) the Secretary

The common seal may be affixed to any document:

- (a) by resolution of the **Committee**, and must be countersigned by 2 **Committee Members** or by 1 **Committee Member** and the **Secretary**
- (b) by such other means as the **Committee** may resolve from time to time.

16.2 Contact person

The **Business Council** shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.

The **Business Council**'s contact person must be:

- (a) At least 18 years of age, and
- (b) An Officer, and
- (c) Ordinarily resident in New Zealand, and
- (d) Not disqualified under the Act from holding that office.

(e) and shall be the **Secretary**

Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 **Working Days** of that change occurring, or the **Business Council** becoming aware of the change.

16.3 **Bylaws**

The **Committee** from time to time may make and amend bylaws, and policies for the conduct and control of **Business Council** activities and codes of conduct applicable to **Members**, but no such bylaws, policies or codes of conduct applicable to **Members** shall be inconsistent with the **Act**, regulations made under the **Act**, or these **Rules**.