

RULES
OF
NEW ZEALAND - EUROPE
BUSINESS COUNCIL INCORPORATED

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RULES
- of -
NEW ZEALAND - EUROPE BUSINESS COUNCIL INCORPORATED

SECTION 1 – NAME

1.1 The name of the Council shall be NEW ZEALAND - EUROPE BUSINESS COUNCIL INCORPORATED.

SECTION 2 – INTERPRETATION

2.1 In the construction of these Rules unless inconsistent with the context the following terms shall bear the following meanings:

“Council” means New Zealand - Europe Business Council Incorporated.

“Committee” means the persons from time to time appointed in accordance with section 8 hereof.

“Europe” means a member of the Council of Europe.

“Member” means any member of the Council in accordance with section 4 hereof.

“Officers” means those persons from time to time appointed to the offices referred to in section 7 either by the Annual General Meeting or by the Committee in accordance with section 8.2 hereof.

“Rules” means these Rules as amended from time to time in accordance with section 13 hereof.

“Registrar” means the Registrar of Incorporated Societies.

Words importing persons include partnerships, companies and other bodies and organisations whether incorporated or unincorporated in New Zealand.

SECTION 3 - OBJECTS

3.1 The objects for which the Council is established are as follows:

3.1.1 To promote the establishment of closer economic co-operation between New Zealand and Europe.

3.1.2 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.

3.1.3 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.

3.1.4 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 countries.

3.1.5 To promote and enhance the image of Europe as a place to live, work and do business in and to promote and encourage improved transport links between Europe and New Zealand.

3.1.6 To provide a forum and to provide a network for business interests from Europe and New Zealand.

3.1.7 To hold conferences and meetings for the discussion of all matters affecting trade, commerce and business between New Zealand and Europe.

3.1.8 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 Council.

3.1.9 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 Council on matters relating to or affecting trade, commerce and business between New Zealand and Europe.

3.1.10 To take all steps as may be deemed necessary to promote and protect the interests of members of the Council.

3.1.11 To purchase, take on lease or otherwise acquire such property real and personal as the Committee thinks necessary or convenient.

3.1.12 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 Council with or without security and upon such terms as to priority or otherwise as the Council thinks fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Council passed in Annual General Meeting or Special General Meeting.

3.1.13 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 Council.

3.1.14 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 Council or the Committee may be incidental or conducive to the attainment of any of the objects mentioned herein.

3.1.15 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.

SECTION 4 – MEMBERSHIP

4.1 Number of Members

There must be at least three (3) Members.

The Council may set a limit on the maximum number of Members.

4.2 Admission to Membership

The Council may admit any body, organisation or entity which is eligible for membership under section 4.4, as a Member on the terms and conditions it prescribes from time to time.

4.3 Categories of Membership

There shall be two categories of Members namely:

- (a) Full Members; and
- (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 (including the appointment of a director) and these Rules shall be construed accordingly.

4.4 Eligibility for Membership

4.4.1 To be eligible for membership as a Full Member the Applicant must be an association, organisation or body which in the opinion of the Council, best represents and promotes the national commercial, trade and business interests of one (1) country of Europe.

4.4.2 To be eligible for membership as an Associate Member the Applicant must be an association, organisation or body which in the opinion of the Council, represents and promotes the national commercial, trade and business interests of one (1) country of Europe.

4.4.3 The Council may at its discretion admit as an Associate Member an organisation or individual other than one referred to in section 4.4.2 where the Council considers that the admission of that organisation or individual would advance achievement of the objects of the Council.

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

(a) It is intended that the Members only comprise representative organisations, associations, or bodies which promote and foster trade, commerce and business between the nations of Europe and New Zealand. Individual companies or businesses are not eligible for membership.

(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 Council best represents and promotes the national commercial, trade and business interests of that country of Europe.

4.4.5 A Full Member which represents a country of Europe will, if requested by the Council, become an Associate Member where the Council resolves that another organisation is more suitable (in accordance with the membership criteria) to be a Full Member to represent that country of Europe.

4.4.6 Government instrumentalities, diplomatic (including the Delegation of the European Commission) to New Zealand, or trade missions or delegations or other Government-funded bodies of a country of Europe shall be eligible to become an Associate Member but will not be eligible to be a Full Member unless the Council is of the opinion that there is no other eligible or willing or desirous entity available to represent the particular country of Europe.

4.5 Resignation of Members

Members may resign from the Council at any time by giving notice in writing to the Council of their resignation but they shall remain liable for all annual and/or other membership dues outstanding and unpaid as at the date of their ceasing to be members of the Council.

4.6 Termination of Membership

The membership of any member may be cancelled by the Committee for any of the following causes:

4.6.1 If such member fails to observe the Rules of the Council;

4.6.2 If such member shall make default for a period of not less than two (2) months in payment of any annual and/or other membership dues or part thereof due by the member or the discharge of any other obligations due by the member to the Council howsoever arising;

4.6.3 If such member be adjudged bankrupt or makes a composition with the member's creditors or if an effective resolution or Order of Court be passed or made for the winding up of dissolution of a member or if a receiver be appointed in respect of the assets and affairs of such member; and

4.6.4 If a majority of not less than three-quarters of the members assembled in general meeting resolve that a member be expelled provided that no member shall be so expelled unless the member shall have received not later than fourteen days before such general meeting notice of the proposed resolution for the member's expulsion and of the allegations upon which the resolution is founded and unless the member shall have been given the opportunity to state the member's case at such meeting.

4.7 Register of Members

The Council shall keep a register of its members containing the names addresses and status of each class of members and the dates at which they become members.

SECTION 5 - SUBSCRIPTIONS AND LEVIES

5.1 Every member shall pay to the 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 Association and which the Council shall consider necessary or expedient for the purpose of furthering the interests of the Council and its members.

SECTION 6 - GENERAL MEETINGS

6.1 Annual general meetings of the Council will be held once in every calendar year at a locality and on a date decided by the Committee (not being more than fifteen (15) months after the holding of the last preceding general meeting). The business of the annual general meeting shall be:

6.1.1 Consideration of the Council's annual report and balance sheet.

6.1.2 Consideration of the resolutions remits and matters specified in the notice of meeting.

6.1.3 Annual membership dues.

6.1.4 Election of officers and other members of the Committee.

6.1.5 Appointment of auditor.

6.1.6 Consideration of any other matter authorised by the President to be considered or required to be considered by virtue of a resolution of the majority of full members present and voting at the annual general meeting.

6.2 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 two-fifths of the full members of the Council entitled to vote at a general meeting. The resolution shall state the date and place for the holding of such 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.

6.3 A member may attend general meetings of the Council. Each full member may vote thereat by a duly authorised representative and each member shall have one vote.

6.4 A duly authorised representative of a member appointed in writing by the member.

6.5 Votes at any general meeting of the Council may be given by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer and his attorney duly authorised in writing.

6.6 The President of any general meeting shall be the President of the Council or failing the same the deputy President of the Council. If neither the President nor the deputy President are present within fifteen (15) minutes of the time appointed for the meeting or neither of them are willing to act as President the meeting may appoint a member to act as President.

6.7 If within half an hour of the time appointed for any general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting, a quorum is not present, those members who are present shall form a quorum and may transact business for which the meeting was called.

SECTION 7 - OFFICERS

7.1 The officers of the Council shall consist of a Patron, a President, a Deputy President, a Secretary and/or a Treasurer and such other officers (if any) which the Council in general meetings shall deem to be necessary or desirable for the conduct of the affairs of the Council.

7.2 Each officer of the Council shall subject to section 8.2 hereof hold office for a term of one (1) year and shall retire at the annual general meeting next following the anniversary of election or appointment of the same. Each retiring officer shall be eligible for re-election.

7.3 Nominations for the election of officers shall be in writing signed by a proposer who is a full member of the Council or a duly authorised representative of such member and countersigned by the candidate and shall be lodged with the Secretary at least twenty-one (21) days before the annual general meeting at which the election is to take place.

SECTION 8 - COMMITTEE

8.1 The general management of the Council shall be controlled by a Committee of not less than three (3) persons who represent all the officers of the Council and such other members of the Council who shall be appointed as committee members at the annual general meeting of the Council.

8.2 If any office becomes vacant through any cause whatsoever the Committee shall have power to appoint any member of the Council to fill any such vacancy and the person or persons so appointed shall hold office until the next ensuing annual general meeting.

8.3 If any member of the Committee is absent without leave from three (3) consecutive Committee meetings the Committee may by resolution remove the member from office.

8.4 The Committee may meet together to dispatch business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the President shall have a second or casting vote. Any two (2) members of the Committee may at any time summon a meeting of the Committee on seven days notice.

8.5 The Committee shall have the power to co-opt Committee members.

8.6 The quorum necessary for the transaction of the business of the Committee shall be three (3).

8.7 Chairing of meetings:

8.7.1 The President shall preside as President at every meeting of the Committee.

8.7.2 If there is no President or if at any meeting the President is not present within ten (10) minutes after the time appointed for the meeting or is unwilling to act as President the deputy President shall act as President.

8.7.3 If there is no deputy President or if at any meeting the deputy President is not present within ten (10) minutes after the time appointed for the meeting or is not willing to act as President the members of the Committee present shall choose one of their members to be President.

8.8 All acts done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or person acting as aforesaid, or that they or any of them were disqualified are as valid as if every such person has been duly appointed and was qualified to be a member of the Committee.

8.9 The management of the business of the Council shall be vested In the Committee and the Committee may exercise all such powers and do all such acts and things as the Council is by its Rules or otherwise authorised to exercise and do and are not hereby or by *statute* directed or required to be exercised or done by the Council in General Meeting.

SECTION 9 —FINANCIAL

9.1 The financial year of the Council shall commence on the 1st day of January in each year.

9.2 The Council shall cause to be kept proper books of accounts in which shall be kept full, true and complete accounts of the affairs, assets and transactions of the Council and the Committee shall present to the Annual General Meeting a report and balance sheet covering the activities of the Council during each year.

9.3 The funds of the Council may be banked and invested in such bank or financial institution as the Committee may from time to time determine and the Council's bank account shall be operated by persons specifically nominated by the Committee.

9.4 The Committee may from time to time for the purpose of the Council raise or borrow such sum or sums of money as it may think necessary or expedient in the interest of the Council, and may for such purpose give guarantees bonds and indemnities and issue debentures.

9.5 The funds of the Council shall be devoted solely to the furtherance of the objects of the Council as set out in these Rules.

9.6 The officers and the Committee members shall unless otherwise determined by the Council in a General Meeting see without remuneration but shall be entitled to be reimbursed in respect of expenses incurred in relation to the business of the Council but this provision shall not prejudice the Committee's right to employ staff in relation to the business and affairs of the Council.

9.7 The Council shall deliver annually to the Registrar in such form and at such times as he requires a statement containing the following particulars:

9.7.1 The income and expenditure of the Council during the Council's last financial year.

9.7.2 The assets and liabilities of the Council at the close of the said year.

9.7.3 All mortgages, charges and securities of any description affecting any of the property of the Council at the close of the said year.

The said statement shall be accompanied by a certificate signed by the Secretary or in the absence of the same by some other officer authorised by the Committee to the effect that the statement has been submitted to and approved by the members of the Council at a General Meeting.

SECTION 10 - AUDITOR

10.1 The accounts and financial statements of the Council shall be audited annually and reported on by an auditor appointed by the Annual General Meeting. The auditor shall hold no other office in the Council and shall receive such fee as the Committee may from time to time approve. If a vacancy should occur in the office of auditor during any year the Committee shall appoint an auditor to hold office until the next Annual General Meeting.

SECTION 11 - SECRETARY AND TREASURER

11.1 The Secretary shall:

11.1.1 Notify members of the Council of each meeting of the Council and members of the Committee of each meeting of the Committee and give all such notices as may be required by these Rules.

11.1.2 Keep the Register of members hereinbefore mentioned.

11.1.3 Keep a record of all proceedings of meetings of the Council.

11.1.4 Do such other things in relation to the affairs of the Council as the Committee from time to time may require.

11.2 The Treasurer shall:

11.2.1 Bank or cause to be banked in the name of the Council all moneys received with due diligence.

11.2.2 Disburse the funds of the Council as may be determined by the Committee.

11.2.3 Keep the Council's books of accounts and prepare the necessary financial accounts and statements.

SECTION 12 COMMON SEAL

12.1 There shall be a common seal of the Council which shall be kept In the custody of the Secretary and shall not be affixed to any deed, instrument, contract, document or paper without the authority of the Committee. The affixing of this seal to any deed or instrument shall be attested by the President and the Secretary or by two (2) members of the Committee and the Secretary. The seal may be altered only by resolution of the Committee.

SECTION 13 - ALTERATION OF RULES

13.1 These Rules may be altered, added to or rescinded by resolution of the Council in General Meeting upon not less than two thirds majority of the members present and voting provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such meeting and such resolution shall be approved by the Registrar as provided in Section 21 of the Incorporated Societies Act, 1908 or it's amendments.

SECTION 14 - INDEMNITY

14.1 No action in law or otherwise shall lie in favour of members or their executors or administrators against any other member of the Council or Committee or officer pursuant to the provisions of these Rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Committee shall be liable for any loss or expense of the Council or any member unless the same shall occur as a result of the member's willful default.

SECTION 15 - LIABILITY OF MEMBERS

15.1 No member shall be under any liability in respect of any contract, debit or other obligation made or incurred by the Council.

SECTION 16 - WINDING UP

16.1 The Council shall be wound up if the Council, at a general meeting of its full members, passes a resolution by a simple majority requiring the Council so to be wound up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed has passed.

16.2 In the event of the winding up of the Council all of its assets after payment of all costs and liabilities shall be divided among the full members equally.