



**April 2018.** This document is the Constitution filed on the Register of Incorporated Societies on 16 June 2005 as amended by:

- amendments passed at a Special General Meeting on 28 September 2006 and at the Annual General Assembly on 3 May 2016 (which were filed on the Register of Incorporated Societies on 7 November 2006 and 18 April 2017 respectively); and
- a resolution to renumber Rule 15 of Part III as Rule 16 which was passed at the Annual General Assembly on 9 May 2017.

# CONSTITUTION OF THE ITALIAN CHAMBER OF COMMERCE IN NEW ZEALAND INCORPORATED

## PART 1: INTRODUCTION

### 1. Name

- 1.1. The name of the Incorporated Association is the Italian Chamber of Commerce in New Zealand Incorporated, referred to herein as “the Chamber”.

### 2. Registered Office

- 2.1. The Registered Office of the Chamber shall be in such premises as the Council may from time to time determine, PROVIDED ALWAYS THAT delegation offices in other parts of the country may be opened at the discretion of the Council.

### 3. Definitions

- 3.1. In these Rules, unless the contrary appears:
  - 3.1.1. “The Act” means the Incorporated Societies Act 1908 as amended;
  - 3.1.2. “The Chamber” means the Italian Chamber of Commerce in New Zealand Incorporated;
  - 3.1.3. “The Council” means the governing body of the Chamber;
  - 3.1.4. General Assembly means a general meeting of Members convened in accordance with these Rules and includes Annual General Assemblies and Special General Assemblies;
  - 3.1.5. “Executive Council” means the President, the Vice Presidents and the Treasurer;
  - 3.1.6. “Member” means a member of the Chamber;
  - 3.1.7. “The Secretary” means the Secretary-General and includes any other employee of the Chamber who is appointed by the Council to temporarily act in the capacity of Secretary-General.
- 3.2. In these Rules:
  - 3.2.1. reference to a function includes a reference to a power, authority and duty;
  - 3.2.2. reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
  - 3.2.3. the provisions of the Interpretation Act 1999, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act, and
  - 3.2.4. words importing the masculine gender shall, where the context so admits, include the feminine gender and vice versa.
  - 3.2.5. A reference to a person includes a reference to a firm, corporation or other body corporate or unincorporated.

## PART II: OBJECTIVES AND POWERS

### 1. Objectives

- 1.1. The institution called “Camera di Commercio Italiana in New Zealand” and in English “The Italian Chamber of Commerce in New Zealand” was established in accordance with the decrees of 13th October, 1918, No. 1573, 20th February, 1919, No. 273 and 1st July, 1970, No. 518 relating to the organisation of the Italian Chambers of Commerce overseas.

- 1.2. The objectives of the Chamber are:
  - 1.2.1. the development in every possible way of economic and trade relations between Italy and New Zealand;
  - 1.2.2. the protection of parties interested in the exchange of goods and services between Italy and New Zealand;
  - 1.2.3. the development of all activities aimed at promoting trade exchanges separate from any consideration of a political nature;
  - 1.2.4. to circulate useful news and trade information through periodical publications and other means;
  - 1.2.5. to co-operate with the Italian and New Zealand government authorities and in particular with the Italian Ministry of Foreign Affairs and the Ministry of Foreign Trade and the Italian Institute of Foreign Trade (I.C.E.);
  - 1.2.6. to act as an autonomous and independent body within New Zealand with a view to co-operating with any other Chamber of Commerce within New Zealand where the Council considers such co-operation meets with the objectives of the Chamber and is in the interests of its Members;
  - 1.2.7. to affiliate with, and to elect nominees to, other bodies with similar objectives and interests, and
  - 1.2.8. to do all such other things as may be incidental to the attainment of the Chamber's objectives.

## **2. Powers**

- 2.1. The Chamber shall have powers to approve the following activities as incidental to its objectives subject to the approval of the majority of the Members, present or by proxy, at any General Assembly:
  - 2.1.1. to sell, let or lease, mortgage, grant rights over or otherwise dispose of or turn to account all or any of its property;
  - 2.1.2. to borrow or raise money or secure advances and for that purpose to grant security over its assets and undertakings as the Council shall determine and to pay interest on any borrowings upon such terms conditions and provisos as may be thought fit;
  - 2.1.3. to invest any funds not immediately required for its purposes in investments authorised by law for investment of trust funds, and
  - 2.1.4. generally to deal with its assets in such manner and to do all such other things as may appear to be incidental or conducive in attainment of its objects or any of them PROVIDED ALWAYS THAT none of its activities shall be undertaken for the purpose of earning profits to be shared among any or all of its Members.

## **PART III: MEMBERSHIP**

### **1. Membership Qualifications**

- 1.1. Any Italian, New Zealander or other natural person, corporation, trust, governmental or semi-governmental organ, entity or association is eligible to be a member who is interested in promoting or furthering the objectives of the Chamber PROVIDED THAT the applicant is in the opinion of the Council of good standing and reputation.
- 1.2. An applicant or current member that has a grave criminal conviction will be rejected for/expelled from membership.
- 1.3. The final decision on membership under this section will be determined by the Council.

### **2. Nomination for Membership**

- 2.1. Nomination of a person for membership of the Chamber shall:
  - 2.1.1. be made by a Member of the Chamber in writing in the form set out in Appendix 1 to these Rules or such other form as the Council may approve from time to time, and
  - 2.1.2. be lodged with the Secretary of the Chamber.
- 2.2. As soon as practicable after receiving a nomination for membership the Secretary shall

refer the nomination to the Council that shall determine whether to approve or to reject the nomination.

- 2.3. Where the Council determines to approve a nomination for membership the Secretary shall as soon as practicable after determination, notify the nominee of that approval and request the nominee to pay within the period of twenty eight (28) days after receipt by the nominee of the notification the sum payable under these Rules by a Member as an entrance fee and annual subscription.
- 2.4. The Secretary shall, on payment by the nominee of the amounts referred to in Part III sub-rule 2.3 within the period referred to in that sub-rule, enter the nominee's name in the Register of Members and, upon the name being so entered, the nominee becomes a Member of the Chamber.

### **3. Cessation of Membership**

- 3.1. A Member shall "ipso facto" cease to be a Member of the Chamber if:
  - 3.1.1. being a natural person the Member dies or becomes of unsound mind;
  - 3.1.2. the Member resigns that membership in accordance with Rule 5;
  - 3.1.3. the Member is removed from membership of the Chamber by resolution of the Council in accordance with Part III Rule 9; or
  - 3.1.4. the Member becomes un-financial and the Council resolves to terminate his membership in accordance with Part III Rule 10;
  - 3.1.5. if convicted of any grave criminal conviction or conducts himself in a manner injurious or prejudicial to the character of the Chamber in accordance with Part III Rule 1.

### **4. Membership Entitlements Not Transferable**

- 4.1. A right, privilege or obligation which a person has by reason of being a Member of the Chamber:
  - 4.1.1. is not capable of being transferred or transmitted to another person, and
  - 4.1.2. terminates upon cessation of membership.

### **5. Resignation of Membership**

- 5.1. A Member of the Chamber is not entitled to resign that membership except in accordance with this Rule.
- 5.2. A Member of the Chamber who has paid all amounts payable by the Member to the Chamber in respect of the Member's membership may resign from membership of the Chamber by first giving notice (being not less than one (1) month or not less than such other period as the Council may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member.
- 5.3. Where a Member of the Chamber ceases to be a Member pursuant to Part III sub-rule 5.2, and in every other case where a Member ceases to hold membership, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.
- 5.4. Where a Member of the Chamber ceases to be a Member pursuant to this Rule he shall be liable for any outstanding subscriptions that may be recoverable as a debt due to the Chamber.

### **6. Register of Members**

- 6.1. The Secretary of the Chamber shall establish and maintain a Register of Members of the Chamber specifying the name and address of each Member of the Chamber together with the date on which the person became a Member.
- 6.2. The Register of Members shall be kept at the principal place of administration of the Chamber and shall be open for inspection by any Member of the Chamber at any reasonable hour at the discretion of the Secretary and subject to such fee (if any) as the Council may determine from time to time.

### **7. Fees, Subscriptions, Etc.**

- 7.1. A Member of the Chamber shall pay to the Chamber an annual membership fee of such amount as the Council may determine from time to time. The Council may set different

fees for Ordinary Members and Associate Members.

- 7.2. Subscription accounts shall be sent by 1 January each year to all Members at their last known address and must be paid within three months of that date.
- 7.3. Subscriptions for new membership during any financial year shall be pro rated as follows:
  - 7.3.1. joining between 1 April and 30 June - 75% of the annual fee
  - 7.3.2. joining between 1 July and 30 September - 50% of the annual fee
  - 7.3.3. joining between 1 October and 31 December - 25% of the annual fee.

## **8. Members' Liabilities**

- 8.1. The liability of a Member and an Honorary Member of this Chamber to contribute towards the payment of the debts and liabilities of the Chamber or the cost, charges and expenses of the winding up of the Chamber is limited to the amount of any unpaid membership fee by such Member in respect of membership of the Chamber as required by Part III Rule 7.

## **9. Disciplining of Members**

- 9.1. Where the Council is of the opinion that a Member of the Chamber:
  - 9.1.1. has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - 9.1.2. has persistently and willfully acted in a manner prejudicial to the interests of the Chamber,
- 9.2. the Council may, by resolution:
  - 9.2.1. Expel the Member from the Chamber; or
  - 9.2.2. Suspend the Member from membership of the Chamber for a specified period;
  - 9.2.3. PROVIDED ALWAYS THAT, in passing any such resolution, the Council shall act in bona fide.
- 9.3. A resolution of the Council under Part III sub-rules 9.1 and 9.2:
  - 9.3.1. does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under Part III sub-rule 9.4 confirms the resolution in accordance with this Rule, and
  - 9.3.2. where the Member exercises a right of appeal to the Chamber under this Rule, does not take effect unless the Chamber confirms the resolution in accordance with this Rule.
- 9.4. Where the Council passes a resolution under Part III sub-rules 9.1 and 9.2, the Secretary shall, as soon as practicable cause to be served on the Member a notice in writing:
  - 9.4.1. setting out the resolution of the Council and the grounds on which it is based;
  - 9.4.2. stating that the Member may address the Council at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after service of the notice;
  - 9.4.3. stating the date, place and time of that meeting;
  - 9.4.4. informing the Member that he may do one or more of the following:
    - 9.4.4.1 attend that Meeting;
    - 9.4.4.2 give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
    - 9.4.4.3 not later than 24 hours before the time for commencement of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Chamber in general meeting against the resolution.
- 9.5. At a meeting of the Council held in accordance with Part III sub-rule 9.3, the Council:
  - 9.5.1. shall give to the Member an opportunity to be heard;
  - 9.5.2. shall give due consideration to any written statement submitted by the Member, and
  - 9.5.3. shall by resolution determine whether to confirm or to revoke the resolution.
- 9.6. Where the Secretary receives a notice under Part III sub-rule 9.4.4.3, he shall notify the Council and the Council shall convene a general meeting of the Chamber to be held within 21 days after the date on which the Secretary received the notice.

- 9.7. At a general meeting of the Chamber convened under Part III sub- rule 9.6:
- 9.7.1. no business other than the question of the appeal shall be transacted;
  - 9.7.2. the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - 9.7.3. the Member shall be given an opportunity to be heard, and
  - 9.7.4. the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 9.8. If at the general meeting:
- 9.8.1. two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed, and
  - 9.8.2. in any other case, the resolution is revoked.

#### **10.Un-financial Members and Rejected Applications**

- 10.1.A candidate who has been refused admission to the Chamber or, at the discretion of the Council, a Member who has not paid his membership fee within three (3) months from the date of renewal of membership shall not be permitted to enjoy the privileges of membership. The Secretary shall inform any defaulting Member of cancellation of his membership and remove his name from the Register of Members and shall keep a list of names of any of the Members expelled from the Chamber together with the names of applicants who have been refused membership, PROVIDED ALWAYS THAT the subscriptions paid by rejected applicants shall be returned to them together with notification of their rejection by the Council.

#### **11.Classes of Membership**

- 11.1. There are four categories of members:
- 11.1.1. Ordinary (individual or corporate)
  - 11.1.2. Associate (individual or corporate)
  - 11.1.3. Honorary
  - 11.1.4. Life
- 11.2. Classes of membership can be added at any time with the approval of a majority of the Members at a General Assembly.

#### **12.Corporate Members**

- 12.1. Any applicant, who is a firm or corporate body or a Government or semi-government representative and is nominated for ordinary membership or Associate Membership in accordance with Part III Rule 2 herein and is duly accepted shall be known as a Corporate Member.
- 12.2. Corporate Members shall by notice in writing to the Secretary appoint one nominee only who shall be in the employ of the corporation and shall be at liberty to change such appointment from time to time by notice in writing to the Secretary whenever considered necessary without incurring the liability of an additional subscription.

#### **13.Individual Members**

- 13.1. Any applicant, pursuant to Part III sub-rule 1.1 who is not a firm or corporate body or a government or semi-government representative and is nominated for ordinary membership or Associate Membership in accordance with Part III Rule 2 herein and is duly accepted shall be known as an Individual Member.

#### **14.Honorary Members**

- 14.1. An Honorary Member must be proposed in writing for such Honorary Membership by a Member of the Chamber and such proposal must be approved by any two (2) Members of the Council.
- 14.2. The proposal for Honorary Membership shall be considered at a Council assembly and if a simple majority of the members of the Council present and voting are in favour of the proposal the Honorary Membership shall be granted.
- 14.3. Honorary Members shall have no right to vote but shall otherwise be entitled to enjoy all

the rights and benefits of membership save that an Honorary Member shall not be required to pay any subscription.

### **15. Life Members**

15.1. The Council may recognise distinguished services to the Chamber by any Member by declaring him a Life Member.

15.2. Life Members shall be entitled to enjoy all the rights and benefits of membership, save that a Life Member shall not be required to pay any subscription.

### **16. Associate Members**

16.1. Any applicant, who is a firm or corporate body or Government or semi-government representative or individual and is nominated for associate membership in accordance with Part III Rule 2 and is duly accepted shall be known as an Associate Member.

16.2. Associate Members shall have the right to attend the Annual General Assembly and any Special General Assembly but shall have no right to vote or otherwise enjoy the rights of Ordinary Members under these Rules.

## **PART IV: GENERAL ASSEMBLY**

### **1. Annual General Assembly**

1.1. The Chamber shall, at least once in each calendar year and within the period of four (4) months after the end of each financial year of the Chamber, convene an Annual General Assembly of its Members.

### **2. Business of Annual General Assembly**

2.1. The Annual General Assembly of the Chamber shall, subject to the Act and the previous Rule, be convened on such date and at such place and time as the Council thinks fit.

2.2. In addition to any other business that may be transacted at an Annual General Assembly, the business of the Annual General Assembly shall be conducted as follows:

2.2.1. reading of the Notice of Meeting;

2.2.2. adoption of Minutes of previous Annual General Assembly;

2.2.3. President's Report;

2.2.4. Treasurer's Report and presentation of the Balance Sheet and Auditors Report;

2.2.5. election of New Council;

2.2.6. election of Auditor;

2.2.7. discussions and decisions on any items appearing on the Agenda and on any subject suggested by the Members present, providing that the majority of Members present do not consider same to be contradictory to the Chambers functions.

2.3. An Annual General Assembly shall be specified as such in the notice convening it.

### **3. Special General Assembly**

3.1. The Council may, whenever it thinks fit, convene a Special General Assembly of the Chamber.

3.2. The Council shall, on the requisition in writing of not less than twenty per cent (20%) of the total number of Members, convene a special general assembly of the Chamber.

3.3. A requisition of Members for a Special General Assembly:

3.3.1. shall state the purpose or purposes of the assembly;

3.3.2. shall be signed by the members making the requisition;

3.3.3. shall be lodged with the Secretary, and

3.3.4. may consist of several documents in a similar form, each signed by one (1) or more of the members making the requisition.

3.4. If the Council fails to convene a Special General Assembly to be held within one (1) month after the date on which a requisition of Members for the Assembly is lodged with the

Secretary, any one (1) or more of the Members who made the requisition may convene a Special General Assembly to be held not later than three (3) months after that date.

- 3.5. A Special General Assembly convened by a Member or Members as referred to in Part IV Rule 3.4 shall be convened as nearly as is practicable in the same manner as a General Assembly is convened by the Council and any Member who thereby incurs expense is entitled to be reimbursed by the Chamber for any expense so incurred up to a limit established from time to time by the Council.

#### **4. Notice**

- 4.1. Except where the nature of the business proposed to be dealt with at a General Assembly requires a Special Resolution of the Chamber, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Assembly, cause to be sent by prepaid post, fax or email to each Member at the Member's address appearing in the Register of Members a notice specifying the place, date and time of the Assembly and the nature of the business proposed to be transacted at the Assembly.
- 4.2. Where the nature of the business proposed to be dealt with at a General Assembly requires a Special Resolution of the Chamber, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the General Assembly, cause notice to be sent to each Member in the manner provided for in Part IV Rule 4.1 specifying, in addition to the matters required under Part IV Rule 4.1, the intention to propose the resolution as a Special Resolution.
- 4.3. No business other than that specified in the notice convening a General Assembly shall be transacted at that Assembly except, in the case of an Annual General Assembly, business which may be transacted pursuant to Part IV Rule 2.2.
- 4.4. A Member desiring to bring any business before a General Assembly may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Assembly.
- 4.5. Where a notice is sent, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail or by facsimile or by email to the Member's last known address.
- 4.6. The accidental omission to give a Notice of Assembly to any Member or to any other person entitled to receive a notice shall not invalidate the proceedings at any Assembly.

#### **5. Procedure**

- 5.1. No item of business shall be transacted at a General Assembly unless a quorum of Members entitled under these Rules to vote is present or represented by proxy during the time the Assembly is considering that item.
- 5.2. At all Assemblies of the Chamber, thirty percent (30%) of the Members of the Chamber rounded up to the nearest whole figure shall constitute a quorum.
- 5.3. If at the appointed time for the commencement of a General Assembly, a quorum is not present, the Assembly may be:
  - 5.3.1. adjourned to the same place one half hour later than the time originally advertised when the Assembly shall take place whatever the number of Members present, or
  - 5.3.2. adjourned to a time and place to be agreed upon.

#### **6. Presiding Member**

- 6.1. The President or, in the President's absence, a Vice President shall preside as Chairperson at each General Assembly of the Chamber.
- 6.2. If the President and the Vice Presidents are absent from a General Assembly or are unwilling to act, the Members present shall elect one of their number to preside as Chairperson at the Assembly.

#### **7. Making of Decisions**

- 7.1. A question arising at a General Assembly shall be determined by a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect is made in the Minute Book of the Chamber, this declaration is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 7.2. At a General Assembly of the Chamber, a poll may be demanded by the Chairperson or by not less than three (3) Members present at the Assembly.
- 7.3. Where a poll is demanded at a General Assembly, the poll shall be taken:
  - 7.3.1. immediately in the case of a poll which relates to the election of the Chairperson of the Assembly or to the question of an adjournment;
  - 7.3.2. in any other case, in such manner and at such time before the close of the assembly as the Chairperson directs, and the resolution of the poll on the matter shall be determined to be the resolution of the assembly on that matter.

## **8. Special Resolution**

- 8.1. A Special Resolution is required:
  - 8.1.1. to make any changes to these Rules, or
  - 8.1.2. for any decisions regarding the winding up of the Chamber.
- 8.2. Where a Special Resolution is required, it is valid if it is passed by a majority which comprises not less than three quarters of such Members of the Chamber as, being entitled under these Rules so to do, vote in person or by proxy at a General Assembly of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with these Rules.

## **9. Voting**

- 9.1. Upon any question arising at a General Assembly of the Chamber a Member has one (1) vote only.
- 9.2. All votes at a General Assembly of the Chamber shall be given personally or by signed proxy.
- 9.3. In the case of an equality of votes on a question at a General Assembly, the question shall be resubmitted for voting. The chairperson of the Assembly shall not be entitled to exercise a second or casting vote.
- 9.4. A Member is not entitled to vote at any General Assembly of the Chamber unless all money due and payable by the Member to the Chamber has been paid.

## **10. Appointment of Proxies**

- 10.1. A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative shall have one vote, and
- 10.2. the instrument appointing a proxy shall be in writing, in the common or usual form as in Appendix 2, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, and
- 10.3. the proxy may but need not be a member of the Chamber, and
- 10.4. the Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and where it is desired to afford members an opportunity of voting for or against a resolution, and
- 10.5. the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any Assembly or adjourned Assembly at which the person named in the instrument proposes to vote, and
- 10.6. each Councillor shall be entitled to appoint another Councillor as his proxy in respect of votes to be cast at the Council Assembly by notice given to the Secretary not later than twenty four (24) hours before the time of the Assembly in respect of which the proxy is appointed.

## **PART V: THE COUNCIL**

### **1. Powers of the Council**

- 1.1. The affairs of the Chamber shall be managed and controlled exclusively by a Council which, subject to the Act, the Regulations and these Rules and to any resolution passed by the Chamber in General Assembly

- 1.2. The Council may exercise all such functions as may be exercised by the Chamber other than those functions that are required by these Rules to be exercised by a General Assembly of Members or the Chamber.
- 1.3. The Council has the power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Chamber.

## **2. Constitution and Membership**

- 2.1. The Council shall consist of not less than seven (7) or more than eleven (11) Members, including the Office Bearers of the Chamber; who shall be elected at the Annual General Assembly of the Chamber pursuant to Part V Rule 3.
- 2.2. The Office Bearers of the Chamber who comprise the Executive Council shall be:
  - 2.2.1. the President;
  - 2.2.2. up to three Vice Presidents; and
  - 2.2.3. the Treasurer.
- 2.3. The Council shall be renewed each year by one third, according to seniority. In the event of equality of seniority, reappointment will take place by agreement amongst the members of the Council, or by ballot.
- 2.4. The Council may appoint a Member to fill a casual vacancy and such Council Member shall hold office until the next Annual General Assembly of the Chamber and shall be eligible for re-appointment subject to nomination in accordance with Part V Rule 3.1.
- 2.5. A retiring Council Member shall be eligible to stand for re-election subject to nomination in accordance with Part V Rule 3.1.

## **3. Election of Members**

- 3.1. Subject to Part V Rule 2.4, nominations of all persons seeking election to the Council shall be:
  - 3.1.1. made in writing, on the form in Appendix 3, signed by two Members of the Chamber and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and
  - 3.1.2. delivered to the Secretary of the Chamber not less than seven (7) days before the date fixed for the holding of the Annual General Assembly at which the election is to take place.
  - 3.1.3. If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be sought at the Annual General Assembly.
  - 3.1.4. If insufficient further nominations are received any vacant positions remaining on the Council shall be deemed to be casual vacancies.
- 3.2. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 3.3. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held. The Council shall appoint a returning officer and two (2) scrutineers who shall not be Members of the Council and who may be Members of the Chamber or invited to attend the assembly for the purpose of acting as scrutineers.
- 3.4. On Election Day a ballot paper shall be made available to all Members of the Chamber who shall be present at the Annual General Assembly when the election of Members to the Council shall take place or at any other Special Assembly convened for that purpose.
- 3.5. Counting of votes shall be commenced immediately after all Members present at the Assembly shall have completed the ballot paper. The Assembly shall be adjourned whilst votes are being counted and shall be reconvened as soon as the Returning Officer so requests having advised that the counting has been completed.
- 3.6. At the end of the meeting all previous Office Bearers shall resign.
- 3.7. The Council will hold its first assembly immediately, or not later than one week, after the Annual General Assembly has been closed and the Council will immediately proceed to elect a President, the Vice Presidents and a Treasurer from its members voting either personally or by proxy.
- 3.8. The Council shall remain in office until the next Annual General Assembly or until a Special

General Assembly shall have been convened for the purpose of re-electing a new Council and such Council has been elected.

- 3.9. The Executive Council shall carry on those functions and business of the Chamber as are delegated to it by the Council.

#### **4. Secretary-General**

- 4.1. The Secretary shall be appointed by the Council subject to the approval of the Italian Ministry of Foreign Trade and the Ministry of Foreign Affairs through the Italian Embassy in New Zealand.
- 4.2. The Secretary of the Chamber shall, as soon as practicable after being appointed as Secretary, lodge written notice with the Chamber of his or her address.
- 4.3. It is the duty of the Secretary to keep minutes of:
  - 4.3.1. all appointments of Office Bearers and Members of the Council;
  - 4.3.2. the names of Members of the Council present at a Council Assembly or a General Assembly, and
  - 4.3.3. all proceedings at Council Assembly and General Assembly.
- 4.4. The Secretary is further required to manage the general administration of the Chamber.
- 4.5. Minutes of proceedings at an Assembly shall be signed by the Chairperson of the Assembly or by the Chairperson of the next succeeding assembly.

#### **5. Treasurer**

- 5.1. It is the duty of the Treasurer of the Chamber to ensure that:
  - 5.1.1. all money due to the Chamber is collected and received and that all payments authorised by the Chamber are made, and
  - 5.1.2. correct books and accounts are kept showing the financial affairs of the Chamber including details of all receipts and expenditure connected with the activities of the Chamber.

#### **6. Conditions of Removal of Council Members from Office**

- 6.1. A Council Member can be removed from office creating a casual vacancy on the Council if the member:
  - 6.1.1. dies;
  - 6.1.2. ceases to be a Member or the duly appointed Representative of a Corporate Member;
  - 6.1.3. becomes an insolvent under administration within the meaning of the Insolvency Act;
  - 6.1.4. resigns office by notice in writing given to the Secretary;
  - 6.1.5. is removed from office under Part V Rule 7;
  - 6.1.6. becomes of unsound mind or person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - 6.1.7. is absent without the leave of the Council first given from more than three (3) assemblies of the Council in the current year.

#### **7. Removal of Council Member**

- 7.1. The Chamber in a General Assembly may by resolution remove any Member of the Council from the office of Member before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.

#### **8. Duties of Council Members**

- 8.1. Council Members are required to carry out the duties assigned to them by the Council in a diligent and timely manner.
- 8.2. At each Council Assembly all Executive Council Members must provide a written report of their activities on behalf of the Chamber since the previous assembly.
- 8.3. If a Member is unable to attend a Council Assembly his report must be lodged with the Secretary prior to the commencement of the Assembly.

## **9. Assembly and Quorum**

- 9.1. The Council shall meet at regular intervals at such place and time as the Council may determine.
- 9.2. Additional assemblies of the Council may be convened by the President or by any Member of the Council.
- 9.3. Written notice of an Assembly of the Council shall be given by the Secretary to each Member of the Council at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the Members of the Council) before the time appointed for the holding of the Assembly.
- 9.4. Notice of an Assembly given under Part V Rule 9.3 shall specify the general nature of the business to be transacted at the Assembly.
- 9.5. Any five (5) Members of the Council constitute a quorum for the transaction of the business of an Assembly of the Council. Members may also be present at a Council Assembly by telephone conferencing.
- 9.6. No business shall be transacted by the Council unless a quorum is present and if within half an hour of the time appointed for the Assembly a quorum is not present the Assembly stands adjourned.
- 9.7. At an Assembly of the Council:
  - 9.7.1. the President, or in the President's absence, a Vice President, shall preside, and
  - 9.7.2. if the President and the Vice Presidents are absent or unwilling to act such one of the remaining Members of the Council as may be chosen by the Members present at the Assembly shall preside.
- 9.8. A Member of the Council having a pecuniary interest in a contract with the Chamber must disclose that interest to the Council as required by the Act and shall not vote with respect to that contract.

## **10. Delegation by Council to Subcommittee**

- 10.1. The Council may, by instrument in writing, delegate to one (1) or more subcommittees (consisting of such Member or Members of the Chamber as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than:
  - 10.1.1. this power of delegation;
  - 10.1.2. a function that is a duty imposed on the Council by the Act or by any other law; or
  - 10.1.3. expenditure of funds of the Chamber without the prior approval of the Council.
- 10.2. The function, the exercise of which has been delegated to a subcommittee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation and the subcommittee shall report regularly to the Council.
- 10.3. A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof or as to time or circumstances, as may be specified in the instrument of delegation.
- 10.4. Notwithstanding any delegation under this Rule, the Council may continue to exercise any function delegated.
- 10.5. The Council may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 10.6. A subcommittee may meet and adjourn as it thinks proper.

## **11. Voting and Decisions**

- 11.1. Questions arising at an Assembly of the Council or of any subcommittee appointed by the Council shall be determined by a majority of the votes of Members of the Council or subcommittee present at the Assembly.
- 11.2. Each member present at an Assembly of the Council or of any subcommittee appointed by the Council (including the person presiding at the Assembly) is entitled to one (1) vote but, in the event at an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 11.3. Subject to Part V Rule 9.5 the Council may act notwithstanding any vacancy on the Council.

- 11.4. Any act or thing done or suffered, or purporting to have been done or suffered by the Council or by a subcommittee appointed by the Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Council or subcommittee.

## **PART VI: GENERAL**

### **1. Auditors**

- 1.1. The Auditors shall be appointed by the Annual General Assembly provided that where the auditors resign or change (as a result of merger or otherwise) during the course of a year, the Council shall have the right to appoint new auditors subject to confirmation of such appointment by members at the next Annual General Assembly.
- 1.2. The Auditors shall be members of The Institute of Chartered Accountants in New Zealand.
- 1.3. Once every year the accounts of the Chamber shall be examined and the correctness thereof ascertained. A Statement of Financial Performance and a Statement of Financial Position drawn up in accordance with General Accounting Principles shall be submitted to the Council with a written report for subsequent presentation to the Annual General Assembly of the Chamber.

### **2. Honorary Council Members**

- 2.1. The Ambassador for Italy shall be ex officio Honorary President and the Commercial Counsellor of the Italian Embassy in New Zealand and the I.C.E. Trade Commissioner shall be ex officio Honorary Members of the Chamber and Council. They shall be invited to attend all Assemblies of the Chamber.
- 2.2. The Chamber may also appoint as Honorary Members and Honorary Council members the Consul for Italy in New Zealand and the Director of the office of the Italian Department of Foreign Trade having jurisdiction over New Zealand who shall be invited to attend all Assemblies of the Chamber.
- 2.3. The Council may appoint Honorary Council Members from the Chamber's membership or the general public. There shall be no more than two such Honorary Councillors whose appointment shall come up for reconsideration by the Council after the Annual General Assembly. At Council Assemblies they shall have a right to speak, a consultative but not a deliberative vote.

### **3. Report**

- 3.1. The Chamber shall forward to the Ministry of Foreign Trade through the Italian Embassy within thirty (30) days:
  - 3.1.1. Minutes of the Annual General Assembly;
  - 3.1.2. Annual President's Report on the activities carried out and results achieved;
  - 3.1.3. Budget, Statement of Financial Performance and Statement of Financial Position;
  - 3.1.4. Auditor's Report, and
  - 3.1.5. List of Members as at end of the financial year.

### **4. Property of the Chamber**

- 4.1. No Member shall take from the Chamber rooms or injure or destroy anything whatsoever being the property of the Chamber and any article taken or removed or damaged shall be replaced or repaired or the damage made good forthwith.
- 4.2. The Council shall decide whether any property is to be repaired or replaced and its decision shall be final and the Members causing such loss or damage shall forthwith pay to the Chamber the amount that the Council may determine, provided that it does not exceed the total replacement value of the property in question.

### **5. Income and Expenditure**

- 5.1. The income and property of the Chamber shall be applied solely to the promotion of any of its objects and no portion thereof shall be transferred directly or indirectly by way of dividends bonus commission allowance or otherwise howsoever to any Member PROVIDED ALWAYS that nothing herein contained shall prevent the payment in good faith of remuneration to any servant of the Chamber or to any Member thereof in return for goods supplied or services rendered to the Chamber.

- 5.2. Such members of the Council as may concur in or authorise any payment or transfer in contravention of this Rule shall be jointly and severally liable to indemnify the Chamber in respect thereof.

## **6. Bank Accounts**

- 6.1. All funds of the Chamber shall be deposited to its credit on current account with such bank as the Council shall from time to time determine. All payments out of such account shall be first authorised by an Office Bearer and effected by cheque signed by two (2) Councillors so authorised or alternatively by one of the authorised Councillors and the Secretary General so authorised. Accounts shall be presented periodically to the Council for ratification and/or approval.
- 6.2. Approval shall be sought from the Council for any expenditure in excess of \$200 except for regular monthly expenses required for the day-to-day running of the Chamber.

## **7. Rules**

- 7.1. Subject to approval by a Special Resolution of Members of the Chamber these Rules may be altered (including an alteration of name) or be rescinded and replaced by substituted Rules.
- 7.2. Such an alteration shall be registered with the Registrar of Incorporated Societies as required by the Act.
- 7.3. No amendment to the Rules of the Chamber shall be permitted if it affects in any way the non-profit Status of the Chamber.
- 7.4. The registered Rules shall bind the Chamber and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

## **8. The Seal**

- 8.1. The Chamber shall have a common seal upon which its corporate name shall appear in legible characters.
- 8.2. The seal shall not be used without the express authorisation of the Council and every use of the seal shall be recorded in the minute book of the Chamber. The affixing of the seal shall be witnessed by the President for the time being, and a Council member.
- 8.3. The seal shall be kept in the custody of the Secretary or such other person as the Council may from time to time decide.

## **9. Funds**

- 9.1. The funds of the Chamber shall be derived from entrance fees and annual subscriptions of Members, donations and such other sources as the Council determines.

## **10. Winding Up**

- 10.1. The Chamber may be wound up if at a General Assembly of the Chamber the Members pass by a simple majority a resolution to do so, provided that this winding up resolution is confirmed at a subsequent General Assembly of the Chamber called for the purpose and as required by section 24 of the Incorporated Societies Act 1908.
- 10.2. In the event of the Chamber being wound up under section 24 of the Incorporated Societies Act 1908, the surplus assets after payment of the Chamber's liabilities and the expenses of the winding up shall not be divided amongst the members.
- 10.3. At a general meeting of which notice has been given specifying the nature of the business to be transacted, a majority of three-fourths of the Members present may resolve to transfer such surplus assets to a Society having similar objects to that of the Chamber.

**APPENDIX 1  
(PART III Rule 2.1.1)  
Application for Membership**

I, \_\_\_\_\_ of \_\_\_\_\_

being a member of the above named Chamber, hereby nominate the undernamed for membership of the Chamber.

I/We hereby make application for membership of the Chamber and enclosed a cheque for \$\_\_\_\_\_ for a subscription in advance to the 31/12/\_\_\_\_\_ (please tick the appropriate box):

- Jan/Feb/Mar 100% annual fee
- Apr/May/Jun 75%
- JulyAug/Sep 50%
- Oct/Nov/Dec 25%

In the event of admission as a Member, I/We agree to be bound by the Rules of the Chamber for the time being in force.

Name and Surname of Applicant: \_\_\_\_\_  
(person, firm, or corporation):

Address: \_\_\_\_\_  
Telephone: \_\_\_\_\_  
Facsimile: \_\_\_\_\_  
Email: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Applicant

\_\_\_\_\_  
Signature of Nominating Member

Date: \_\_\_\_\_

**APPENDIX 2  
(Part IV Rule 10.2) Proxy  
Form**

I, \_\_\_\_\_ of \_\_\_\_\_

being a member of the above named Chamber, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_

or failing him: \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (Annual) General Assembly of the Chamber, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_ and any adjournment thereof

**Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_**

Signature: \_\_\_\_\_

This form is to be used \* in favour of the resolution \* against

\* Strike out whichever is not desired (unless otherwise instructed the proxy may vote as he thinks fit.).

**APPENDIX 3  
(PART V Rule 3.1.1)  
Application for Council Nominations (Nominee consent)**

Name and Surname of Applicant: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone: \_\_\_\_\_

Facsimile: \_\_\_\_\_

Email: \_\_\_\_\_

\_\_\_\_\_  
Signature of the Applicant

Date: \_\_\_\_\_