

# **CONSTITUTION AND RULES NEW ZEALAND—FIJI BUSINESS COUNCIL**

## **1. NAME**

The organisation is to be known at the "**New Zealand—Fiji Business Council**", hereinafter referred to as the "**Council**".

## **2. OBJECTS**

2.1 The objects of the Council shall be

- (a) To promote and encourage increased trade, commerce, investment, technical and economic co-operation between New Zealand and Fiji.
- (b) To promote friendship, goodwill, understanding and commercial relations between the business communities of New Zealand and Fiji.
- (c) To arrange for regular and effective consultation between business enterprises in New Zealand and Fiji.
- (d) To carry out objective research studies on any matters affecting or concerning any of the above objects.
- (e) To maintain liaison with the governments of both New Zealand and Fiji in order to promote any of the above objects and to ensure that the concerns, views and plans of the New Zealand and Fijian commercial sectors are clearly conveyed to the governments of both countries.
- (f) To encourage and sponsor education, personnel exchange and training schemes at the private sector level between New Zealand and Fiji, with the aim of mutually enhancing experience, education and capabilities.
- (g) To co-operate with an appropriate body established in Fiji and to arrange for regular and effective consultation, communication and meetings with it;
- (h) To seek to ensure the continuation of a stable relationship between the two countries; a relationship which understands the national heritage, culture and aspirations of both countries and a relationship which will draw together regional neighbours and trading partners in a growing bond of friendship.
- (i) Generally, to enter into, execute and carry out all contracts and agreements of any kind whatsoever and do all such other things as are incidental or conducive to all or any of the above objects;

- (j) Except as hereinbefore provided, to apply the income and property of the Council solely towards the promotion of the objects of the Council.

### **3. INTERPRETATION**

In these Rules, unless inconsistent with the context.

**"Council"** means the New Zealand-Fiji Business Council.

**"Executive Committee"** means the Executive Committee elected or appointed in accordance with Rule 7.

**"Member"** means a Full, Country or Honorary member of the Council.

**"Officers"** means the President, Immediate Past President, Vice President and the Secretary.

**"Person"** includes natural persons, partnerships, incorporated bodies, or authority(s) established by Act Parliament.

**"Rules"** means the rules of the Council contained herein as modified by the members from time to time.

**"Secretary"** means the person appointed to act in such capacity under Rule 8.

**"Special resolution"** means a resolution passed by a majority of not less than two-thirds of the members as being present or represented, and entitled to do so, vote in person or by proxy at an Annual General Meeting or a Special General Meeting.

**"Trade"** includes trade, commerce, investment, tourism, technical and economic co-operation and exchange of personnel.

Words imparting the singular include the plural and vice versa to words imparting masculine gender include the feminine and neuter gender and vice versa.

### **4. MEMBERSHIP**

- 4.1 The members of the Council shall be those persons and bodies corporate as the Executive Committee may admit from time to time and such persons shall upon due notification of admission to membership being given by the Executive Committee, be deemed to be bound by the Constitution and by any rules, regulations or bylaws of the Council that are in force from time to time.
- 4.2 The members of the Council shall be the following classes and any persons (including a sole trader or corporation) who in the opinion of the Executive Committee has qualifications appropriate to any of those classes, shall be eligible to be admitted to membership of that class:

(a) **Full Member**  
Subject to (d) below, a person or enterprise engaged in trade and commerce including the provision of advice or other services between New Zealand and Fiji or within Fiji, may be a Full Member on acceptance by the Executive Committee.

(b) **Country Membership**  
Subject to (d) below, and upon acceptance by the Executive Committee, Country Membership may be granted to any person or enterprise whose permanent residence or registered place of business is outside a radius of 50 kilometres from the Chief Post Office in the Britomart Transport Centre, Auckland.

Country Members will pay a lesser annual subscription to be determined from time to time by the Executive Committee.

A Country Member will have all the rights of membership enjoyed by Full Members.

(c) **Honorary Membership**  
Subject to (d) below, Honorary Membership of the Council may be granted to any person or enterprise who has given service of outstanding merit to furthering the objects of the Council.

Any member, including a member of the Executive Committee, may nominate a person for Honorary Membership. The nomination will be considered and voted on by the Executive Committee. If passed by a two thirds majority, they will be admitted as an Honorary Member.

An Honorary Member shall be entitled to all the rights of membership enjoyed by Full Members for life and without payment of the annual subscription.

(d) **Qualifications of Membership**  
Members of the NZFBC must be:

- a) New Zealand registered companies operating businesses in New Zealand; or
- b) New Zealand businesses constituted as:
  - i. a partnership; or
  - ii. an incorporated society; or
  - iii. a friendly society; or
- c) individuals permanently residing in New Zealand: or
- d) bodies representing public sector or government authorities which perform functions or exercise powers affecting the business of (a) – (c) above.

#### **4.3 Subscriptions**

4.3.1 Every member, with the exception of Honorary Members, shall in every year and forthwith upon his election to the Council in the case of a new member, pay to the Council an annual subscription of such amount as shall from time to time be fixed by the Executive Committee. All subscriptions shall be payable in advance.

4.3.2 The Executive Committee may in its discretion allow members joining part way through a financial year, to pay a subscription fee assessed on a pro-rata basis.

4.3.3 The annual subscription shall be payable by each member within such time as the Executive Committee shall stipulate but, in any event, not later than six weeks after the Annual General Meeting.

#### **4.4 Levies**

4.4.1 Every member, with the exception of Honorary Members, shall in addition to all other moneys payable by him or it forthwith pay the Council all and every sum or sums of money which shall at any time and from time to time by resolution in a General Meeting, whether special or otherwise be levied upon him or it as a member of the Council and which the Executive Committee shall consider necessary or expedient for the purpose of furthering the interests of the Council and its members.

#### **4.5 Members Costs**

4.5.1 Except as provided in Rule 9.2 the members shall be responsible for their own costs incurred in participation in the affairs and activities of the Council.

#### **4.6 Termination of Membership**

4.6.1 If a member fails to pay any subscription or levy within the time specified, the Executive Committee may at any time while the sum remains unpaid, terminate the membership of that member.

### **5. ALTERATION OF RULES**

5.1 Except as is authorised herein no addition to and no alteration, amendment, rescission or revision of the Rules shall be made except by special resolution passed at an Annual General Meeting or of a Special General Meeting called for the purpose, the Notice of which meeting shall contain particulars of the addition, alteration, amendment, rescission or revision to be proposed.

## **6. MEETINGS**

### **6.1 Annual General Meeting**

6.1.1 The Council shall in each calendar year, hold a general meeting at is Annual General Meeting in addition to any other meetings that year and shall specify it as such in the notices calling it.

6.1.2 The Annual General Meeting shall be held within 5 months of the end of the Council's financial year.

6.1.3 The business to be transacted at the Annual General Meeting shall be:

- (a) to elect officers.
- (b) to elect the Executive Committee.
- (c) to receive a statement of accounts for the preceding financial year;
- (d) to transfer such other business of which due notice has been given or which, in the opinion of the meeting, it is expedient to consider.

### **6.2 Special General Meetings**

6.2.1 The Executive Committee may, whenever it thinks fit, and shall if requested to do so in writing by five (5) full members of the Council, convene a Special General Meeting of the Council to deal with any particular matters.

### **6.3 Notices of Meetings**

6.3.1 Notice of the Annual General Meeting or of a Special General Meeting shall be given by notice in writing not less than fourteen (14) clear days before the date appointed for the meeting.

6.3.2 The notice shall specify the place, date and the hour of meeting and in the case of special business, the general nature of that business shall be given to all Members of the Council.

### **6.4 Service of Notices**

6.4.1 Every notice required to be given to the members or any of them shall be deemed to have been duly delivered if posted to him in a prepaid letter or facsimile addressed to him at his last known place of business.

## **6.5 Procedure at Meetings**

6.5.1 At all General Meetings whether special or otherwise, the President of the Executive Committee shall be Chairman and in his absence any other member of the Executive Committee may be duly elected Chairman and shall take the Chair and every member shall be entitled on every motion to one vote exercised in person or by proxy or in writing and in the case of an equality of votes, the Chairman shall have a casting as well as deliberative vote.

## **6.6 Quorum**

6.6.1 At all General Meetings, whether special or otherwise ten (10) Members in person shall constitute a quorum. If within half an hour after the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand postponed to the same day in the next week, at the same time and place; at such postponed meeting the business shall be transacted, those members present constituting a quorum for the purpose of such postponed meeting.

## **6.7 Voting**

6.7.1 At any General Meeting, whether special or otherwise of the Council, the members (including the Chairman) present in person or by proxy, shall be entitled to one vote on each matter deliberated. Except as provided in Rule 5, all resolutions shall require an affirmative vote of the majority of those present and entitled to vote in person or by proxy.

6.7.2 If a poll is demanded, it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

6.7.3 No Full Member or Country Member shall be entitled to vote at General Meetings, whether special or otherwise unless all subscriptions and levies due to the Council have been paid.

## **6.8 Proxies**

6.8.1 An instrument appointing a proxy shall be in writing and signed by the appointer or, if the appointer is a corporation, signed by an officer of the corporation. All proxies shall be delivered to the Secretary before the commencement of the General Meeting, whether special or otherwise, at which they are intended to be exercised.

## **7. EXECUTIVE COMMITTEE**

### **7.1 Powers of the Executive Committee**

7.1.1 The Management and control of the affairs of the Council shall be vested in the Executive Committee (in addition to any other powers expressly conferred upon it by this Constitution) which may carry into effect all or any of the objects of the Council and may exercise all powers of the Council and do all such acts and things as may be exercised or done by the Executive Committee and as are not by this Constitution expressly directed or required to be exercised or done by the Council or General Meeting, whether special or otherwise.

7.1.2 The Executive Committee shall have the power to co-opt Members on to the Executive Committee.

### **7.2 Appointment of Officers and Executive Committee**

7.2.1 At every Annual General Meeting, the Council shall elect the Executive Committee.

7.2.2 The Executive Committee shall consist of up fifteen (15) representatives of Members. Three (3) of the Executive Committee shall be deemed to be officers and shall constitute a President, Immediate Past President and Vice President. In addition, the Secretary shall be an ex officio member and officer of the Executive Committee.

### **7.3 Rotation of Officers and Executive Committee Members**

7.3.1 The Immediate Past President shall vacate his position as an officer of the Executive Committee upon the cessation from office of the President, who shall immediately assume the office of Immediate Past President.

7.3.2 At every Annual General Meeting of the Council, five (5) of the members of the Executive Committee, other than the officers, for the time being, shall retire from office. A retiring member of the Executive Committee shall be eligible for re-election in the ensuing year.

7.3.3 The Executive Committee members to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Executive Committee members on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

#### **7.4 Vacancies on Executive Committee**

7.4.1 The Executive Committee shall have power to appoint a member to fill any casual vacancy on the Executive Committee until the next Annual General Meeting and any member so appointed shall retire at the next Annual General Meeting. Such person shall be eligible for re-election but shall not be taken into account in determining the Executive Committee members who are to retire by rotation at that meeting.

#### **7.5 Proceedings of Executive Committee Meetings**

7.5.1 The Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions decided at any meetings shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. An officer or any two Executive Committee Members may at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of meetings to any Executive Member for the time being absent from New Zealand.

#### **7.6 Quorum**

7.6.1 The quorum necessary for the transaction of business of the Executive Committee shall be five (5). Members of the Executive may be represented by alternates or by proxy.

#### **7.7 Chairman**

7.7.1 The President shall be Chairman of Executive Committee meetings if he is present. If he is not, the Chairman of the Meeting shall be any other officer, other than the Secretary, or Executive Committee member elected for such purpose.

#### **7.8 Duties of Executive Committee**

7.8.1 It shall be the duty of the Executive Committee generally to conduct the affairs of the Council to keep usual and proper books of account properly posted up and other records of the business of the Council and to notify members of intended meetings and the business to be transacted thereat, to keep proper minutes of its meetings and to prepare and submit to the Annual General Meeting a report, balance sheet and statement of accounts for the preceding year. Where any business at any meeting of the Executive Committee involves matters that the Executive Committee considers should be treated as confidential to any member or otherwise, then the minutes of that meeting shall record the Executive Committee's decision on such business but shall not record or disclose any confidential matters relating thereto.

7.8.2 The Executive Committee shall have power to co-opt members.



## **7.9 Delegation**

7.9.1 The Executive Committee may delegate any of their powers to committees consisting of such members as they think fit.

## **8. SECRETARIAT**

8.1 The Council members, in a general meeting, whether special or otherwise, shall from time to time appoint an appropriate organisation or person to the role of Secretary to provide secretarial services. The Secretary shall be responsible for the day-to-day administration of the Council's affairs and for executing the decisions of the Council or its Executive Committee.

## **9. FINANCE**

9.1 The funds of the Council shall be deposited in accordance with the directions of the Executive Committee. The funds of the Council shall be used only to meet the expenses and to carry out the objects of the Council. Any one of two appointed members of the Executive Committee shall be authorised to operate on the Council's bank account, in association with the Secretary, provided that the Executive may delegate to any two members of the secretariat authority to sign cheques for routine and approved payments. The Council's financial year shall commence on 1 July in any year.

9.2 The Executive Committee may authorise payment of such sums as they deem reasonable to reimburse members of the Council or Executive Committee for expenses incurred in the conduct of the business of the Council.

### **9.3 Joint National Council Meetings**

9.3.1 When joint Council meetings are held in New Zealand, the various expenses associated with the preparation and operation of the Joint Council Meeting shall be met by this Council from contributions and/or levies on its members; provided that in all cases delegates to any Joint Council Meeting will be responsible for travel, accommodation and other expenses.

## **10. WINDING UP**

10.1 In the event that it is resolved that the Council be wound up, the resolution affecting such dissolution shall prohibit the payment or distribution of any surplus assets among the members of the Council and require them to be given or transferred to some other institution or institutions having objects similar to the objects of the Council and which impose appropriate prohibitions on the distribution of its or their income and property among its or their members.

## **11. OFFICE**

- 11.1 The office of the Council shall be located at the offices of the person providing the secretariat functions for time being.

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