

**As amended 2 June 2016**

**NAME**

1. The name of the Incorporated Society shall be the BRITISH NEW ZEALAND BUSINESS ASSOCIATION (INCORPORATED) (“the Association”)

**OBJECTS**

2. The Association is a bilateral Business Association whose prime objectives are to:
  - (a) Encourage, promote and support reciprocal trade, business and investment between New Zealand and Britain.
  - (b) Promote, foster and protect the interests of members and prospective members, who undertake trade, investment and/or any other form of legitimate business between New Zealand and Britain.

**INCORPORATED SOCIETIES' ACT**

3. These Rules shall be construed with reference to the “Incorporated Societies Act 1908” or any act passed in substitution thereof and any regulations made there under, and the terms used in these Rules shall be taken as having the same respective meaning as they have when used in that Act.

**BRANCHES**

4. There shall be established Branches of the Association in such places in New Zealand or Britain as the Executive Board may from time to time determine.

**MEMBERSHIP AND QUALIFICATION FOR MEMBERSHIP**

The members of the association shall consist of persons, firms, companies or organisations carrying on business in or with New Zealand or who, supporting the Objects in Clause 2 above, have an interest in bilateral trade, investment and /or business between New Zealand and Britain.

**APPLICATIONS FOR MEMBERSHIP**

5.
  - (a) All applications for membership shall be on a form approved by the Executive Board.
  - (b) Applicants for membership shall be required to pay such entrance fees as the Executive Board may determine. Such entrance fees shall be paid into the general funds of the Association.

- (c) All applicants for membership shall agree, when admitted, to be bound by the Rules of the Association.
- (d) Notwithstanding anything contained in Rule 5, the Executive Board may by unanimous decision elect to membership any company, organisation, or person.
- (e) That the Executive Board may establish different categories of membership.

### **WITHDRAWAL FROM THE ASSOCIATION**

- 6. (a) Any member may withdraw from the Association by giving one month's notice in writing of his or its intention to do so, and shall cease to be a member at the expiration of such period.
- (b) Any company, firm, or person, ceasing by any means to be a member shall nevertheless remain liable for, and shall pay to the Association all monies due at the time membership ceases.

### **REMOVAL OF MEMBERS**

- 7. (a) Where the subscription of any member remains unpaid after the expiration of six months from the commencement of the financial year to which the subscription relates, the Executive Board may give notice to that member that his/her membership shall cease at the expiration of one month from the date of the notice. Such notice shall advise that failure to pay within the period shall cause the membership to cease automatically.
- (b) Any member being guilty of conduct as is considered by the Association unbecoming or prejudicial to the Association, provided however that no member shall be removed unless a resolution has been passed by a three-fifths majority of members of the Association entitled to vote and present (either in person or by proxy) at a Special General Meeting called for that purpose and that, at such a meeting, the member whose removal is under consideration, shall be allowed to offer an explanation verbally and/or in writing.

### **WINDING-UP THE ASSOCIATION**

- 8. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation or body having objects similar to the objects of the Association, or to some other charitable organisation or purpose, within New Zealand, to be determined by the members of the Association, at or before the time of winding-up or dissolution, or in default thereof by such Judge of the High Court as may have or acquire jurisdiction in the matter.

## FUNDS OF THE ASSOCIATION

9. The income and property of the Association, from whatever source derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Rules, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to the members of the Association or any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any salaried officer nor reward of any prize given by the Association to any member, or prevent the bona fide borrowing of money by the Association from any member thereof at rate of interest to be determined and agreed by the Executive Board. No member of the Association or any person associated with a member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

## SUBSCRIPTIONS AND LEVIES

10. (a) Members of each membership category shall pay such Annual Subscription as the Executive Board may from time to time determine for each category.
- (b) The Association may at any time by a resolution of its members passed at an Annual or Special Meeting of which at least fourteen days' notice shall have been given make a levy upon its members to meet financial emergencies in carrying out the objects of the Association. Such special consideration shall not exceed one year's subscription, at the rate applicable at the time of the calling of the Special Meeting.
- (c) Branch offices of members automatically become members also of the appropriate Branches of the Association, and pay such subscriptions as the Executive Board may determine.
- (d) Subscriptions shall be due and payable within the first month of the **membership** year to which the subscription relates; the Secretary shall, before the commencement of each **membership** year, send a notice to each member stating the amount of the subscription and the month in which it is due, but failure to receive such notice shall not absolve any member from liability for the subscription. Any member whose subscription remains unpaid six months after the commencement of the **membership** year to which the subscription relates, shall be deemed to be unfinancial, and as such shall not be entitled to vote at any meetings of the Association until the subscription is paid.

### **ASSOCIATION'S YEAR**

11. (a) The Association's financial year shall commence on the 1<sup>st</sup> day of January of each year and end on the 31<sup>st</sup> day of December in the same year.
- (b) The Association's membership year shall commence on the 1<sup>st</sup> day of July of each year and end on the 30<sup>th</sup> day of June in the following year or any other 12 month period as agreed by the Executive Board.

### **MANAGEMENT OF THE ASSOCIATION**

12. (a) The management of the Association shall be vested in an Executive Board consisting of a President, Immediate Past-President, one Vice President, Treasurer, other officers that the Executive Board may decide are appropriate, and sufficient elected or appointed Representatives from the membership to constitute a quorum or three elected Representatives each from the Auckland, Wellington and Christchurch Branches provided that, should the Executive Board approve the establishment of any additional branches, then each additional branch shall have one representative on the Executive Board.

### **QUORUM**

13. (a) At General Meetings of the Association or any Branch thereof ten members shall be a quorum.
- (b) At Meetings of the Executive Board five members shall be a quorum.

### **ELECTION OF OFFICERS**

14. The President, Vice-President and Treasurer may be elected either by:
  - (a) Postal Ballot the results of which shall be announced at the Annual General Meeting of the Association; or
  - (b) By majority vote at the Annual General Meeting of the Association provided that notice of such meeting should have been given at least fourteen days prior to such meeting.

Any officer vacating office shall be eligible for re-election.

### **FINANCIAL CONTROL ARRANGEMENTS**

15. (a) The Incorporated Societies Act 1908 does not require the association accounts to be audited but there is an obligation to file annual financial statements with the Registrar of Companies.
- (b) In future the accounts will only require a formal audit should the annual revenue exceed \$NZ50,000.
- (c) As a further safeguard financial statements setting out receipts and expenditure will be presented at each meeting of the National and Branch Executive Committees for specific approval and authorisation and this shall be recorded in the minutes of such meetings.

### **VACANCIES TO BE FILLED BY THE EXECUTIVE BOARD**

16. (a) Any vacancies which may occur in the office of President, Vice-President, Treasurer or in the Executive Board between the Annual General Meetings may be filled by the Executive Board. Any person so elected to the Executive Board shall retain his office so long only as the member in whose place he is appointed would have retained it if no vacancy had occurred.
- (b) The Executive Board shall be deemed to be duly constituted and shall continue to possess all the powers hereinafter stated notwithstanding any vacancies in its body, but such vacancies shall be filled up as soon as, in the judgement of the Executive Board it is possible and expedient.

### **POWERS OF THE EXECUTIVE BOARD**

17. (a) The Executive Board shall exercise all the powers and perform all the duties incidental or conducive to the attainment of the objects of the Association mentioned in these Rules save those which must be exercised by members in General Meeting.
- (b) It may, subject to the provisions of the “Incorporated Societies’ Act 1908” or any act passed in substitution thereof, purchase or hire, take or lease for the purposes of the Association, any lands, premises and chattels and may sell, let and dispose of the same when and as it thinks fit.
- (c) It may borrow money for the purposes of the Association and give security for any such monies under such conditions as may be determined by members in general meeting.
- (d) It may place any monies of the Association not required for immediate use upon deposit at interest at some bank or another financial institution as approved by the Executive Board, and may invest any such monies and generally deal with the property of the Association in such manner as it may think fit, and may for the time being be empowered to do under these Rules.

- (e) It may draw from time to time such by-laws as it considers necessary to regulate the affairs of the Association.
- (f) It may invite any distinguished person to accept the office of Patron.

### **APPLICATION OF FUNDS**

- 19. The funds of the Association shall be applied as follows:
  - (a) In payment of the current expenses and other disbursements of the Executive Board in the conduct of the business of the Association, or in relation thereto.
  - (b) In payment of the salaries and wages of the Secretary/Executive Director, and other officers, clerks and servants for the time being of the Association.
  - (c) In paying the purchase money or rent of any premises, lands, goods chattels, or effects purchased or hired by the Association, or any repairs or other out-goings in respect of such premises, and to the paying for any other property acquired by the Association.
  - (d) In payment of the interest and repayment of the principal of any monies borrowed by the Association, or in constituting a reserve fund to meet future contingencies.
  - (e) The Executive Board shall have power from time to time to vary the application of the funds of the Association in such manner as it thinks fit.

### **ACCOUNTS**

- 20. (a) True accounts shall be kept of the monies received and expended by the Association, and the matters in respect of which such income and expenditure take place, and of the assets, credits and liabilities of the Association, in books of accounts which shall be kept at the registered office of the Association or at such place or places as the Executive Board thinks fit.
- (b) Cheques shall be signed by the Secretary/Executive Director and one member of the Executive Board, or by two members of the Executive Board duly authorised by resolution of the Executive Board.

### **GENERAL MEETINGS**

- 21. (a) The Executive Board shall convene and hold an Annual General Meeting of the Association not later than the 30th day of May in each year at such time and place as the Executive Board may from time to time appoint. At such Annual General Meeting the members shall receive from the Executive Board a statement

of income and expenditure and a balance sheet showing the financial position of the Association.

The following will be the order of business:

- (i) Consideration of the President's Report.
  - (ii) Consideration of the Statement of Accounts.
  - (iii) Election of members of the Executive Board.
  - (iv) Consideration of remits and resolutions formally adopted by Branches.
  - (v) Consideration of any business of which due notice may have been given or which the majority of those present may decide to entertain (Members desirous of bringing any special business before the Association at any Annual Meeting shall give written notice to the Secretary at least twenty-one days before the meeting).
- (b) A General Meeting shall be held on the request in writing of not less than ten members for the purpose of conducting any business stated by those members in their request.
- (c) A Special General Meeting of all members of the Association shall be held at such time and place as may be decided upon by the Executive Board, for the purpose of making and adopting rules of the Association, or amending the same, and of transacting any general business (notice of which has been given) other than that to be transacted at the General Meeting. Fourteen days' notice shall be given of all General Meetings.
- (d) Any meeting may be adjourned as the members present thereat may resolve.
- (e) The President of the Association, or in his absence the Vice-President, or in their absence any member then elected for the purpose by the members present, shall take the chair at all General Meetings.
- (f) A notice may be served by or on behalf of the Association upon a member personally, or by sending through the post in a pre-paid letter addressed to the member at the member's address as last advised by the member to the Secretary/Executive Director.
- (g) A notice shall be deemed to have been served on the day following the day of posting to New Zealand members and five days after posting by airmail in the case of British members.

## **ELIGIBILITY FOR VOTING**

22. (a) Associate members of the Association (as defined in the bylaws attached), shall not be entitled to vote.

(b) Members in each other category of membership shall be entitled to one vote per membership regardless of the number of people contained within the particular organisation, company or firm that comprises such membership.

## **VOTING**

23. (a) Questions at meetings of the Executive Board shall be decided by a majority of votes of those present at the meeting and entitled to vote and in the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

(b) Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in the case of equality of votes the Chairman shall both on show of hands and at any poll have a casting vote in addition to the vote to which he may be entitled as a member.

(c) At any General Meeting unless a poll is demanded by the Chairman or by at least one-third of the members present, a declaration by the Chairman that the resolution has been carried or carried by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute books of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(d) If a poll be demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the Meeting may direct, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meetings at which the poll was demanded. The demand of a poll may be withdrawn.

(e) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

(f) On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote.

(g) No person shall be entitled to be present at any meeting or to vote on any question or to be reckoned in a quorum whilst any subscription or levy shall be overdue in the terms of Rule 11(d) and payable to the Association by such person, or any firm or company represented by them.

## **PROXY VOTING**

24. (a) Votes may be given either personally or by proxy.



(b) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney, or if such appointer is a corporation, under the hand of the Chairman of Directors, or Managing Director, or Manager or authorised officer of such corporation.

(c) No person shall be appointed a proxy who is not a member or duly authorised representative of a member of the Association.

(d) The instrument appointing a proxy shall be deposited with the Secretary/Executive Director of the Association prior to the exercise of any vote by the appointee and a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received at the registered office of the Association prior to the exercise of the vote.

(e) A proxy may be appointed generally or for a specified period or specified meeting; and every instrument of proxy shall, as far as the circumstances will admit, be in the form or to the effect following:

#### **PROXY FORM**

I, \_\_\_\_\_  
 of \_\_\_\_\_  
 being a member (or duly appointed representative of a member) of the \_\_\_\_\_  
 hereby appoint \_\_\_\_\_  
 of \_\_\_\_\_  
 as my proxy to vote for me and on my behalf at the Meeting of the Association  
 to be held on \_\_\_\_\_  
 or any adjournment thereof (or at all meetings of the Association until further  
 notice).  
 As my witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

#### **POSTAL BALLOT**

25. (a) One-third of the members present in person or by proxy at any General or Special General Meeting may demand a postal ballot to be taken on any question submitted at such meeting in order that all members of the Association may have an opportunity of voting on such question.

(b) The Executive Board may at any time undertake a postal ballot on any question on which the opinion of all members of the Association is desired.

(c) A postal ballot shall be taken by means of voting papers sent to all members of the Association entitled to vote, to their address as last advised to the Secretary/Executive Director and stating the question to be voted upon with a full report of any discussions held at any meeting, and the time (to be fixed by the Chairman of the meeting) within which the voting papers are to be returned. Any

voting paper returned after that time shall be rejected. The voting papers shall be addressed to the Secretary/Executive Director and the report of the Scrutineer(s) appointed by the Executive Board shall be final and shall be forthwith communicated to all members of the Association and shall also be entered in the minute book of the Association.

### **MINUTE BOOKS**

26. The Minute books of General Meetings of the Association shall be open to the inspection of members at all reasonable times.

### **REPRESENTATION OF FIRM OR COMPANY**

27. (a) Where any member of the Association is a member of a firm or partnership he may appoint any other members or any employees of his firm or partnership, to attend with him at meetings of members and to represent him at such meetings in his absence. Any such persons may attend and take part in the proceedings of any meeting of members but only one of such persons as directed by the firm or partnership shall be entitled to vote on behalf of the firm or partnership when all are present. Any of such persons when present alone may vote on behalf of the firm or partnership.
- (b) In the event of a corporation or a registered company becoming a member of the Association the directors of such corporation or registered company may authorise any persons who are directors of such corporation or company or employees of the corporation or take part in the proceedings of any meeting of members, but only one of such persons as directed by the corporation or company shall be entitled to vote on its behalf when any or all are present. Any of such persons when present alone may vote on behalf of the corporation or company.

### **SERVANTS OF THE ASSOCIATION**

28. (a) The Executive Board shall appoint a Secretary or Executive Director of the Association and such other servants as considered necessary from time to time under such conditions as shall be negotiated by the Executive Board.
- (b) The Senior Executive Officer shall be responsible only to the Executive Board of the Association, or members in General Meeting, and not to individual members.
- (c) The office of Secretary/Executive Director may be discharged by the Senior Executive Office of the Association as determined by the Executive Board.

### **BANK**

29. The Executive Board shall from time to time determine the Bank into which the funds of the Association shall be paid and shall decide upon what authorities monies shall be drawn therefrom.

### **PAYMENT OF EXPENSES**

30. Every member of the Executive Board shall be indemnified by the Association against all costs, losses and expenses which he may incur or become liable to by reason of any contract entered into or act or thing done by him as such member in the discharge of and within the scope of his duties, on behalf of the Association or done by him in good faith in the belief that he was acting with authority.

### **LIFE MEMBERSHIP**

31. On the recommendation of the Executive Board any person who in the opinion of the Executive Board deserves the honour may be elected a life member at a General Meeting. There shall be no payment of annual fee or any special payment or liability for such life membership. No person shall be elected a life member unless the resolution for such election be carried by a majority of three-fourths of those present in person or by proxy at the General Meeting when the same is proposed.

### **ALTERATION OF RULES**

- 32.
- a) These Rules may be altered, amended, added to or rescinded only at a Special General Meeting of the Association convened for that purpose, and notice of the intention to move such alteration, amendment, addition or rescission shall be given in the notice convening such Special General Meeting.
  - b) No proposal for the alteration of any rule or rules shall be deemed to have been carried unless two-thirds of the votes exercisable by the representatives present in person or by proxy shall have been cast in favour of the proposal, or the Chairman of the meeting shall have declared that the proposal was carried unanimously.
  - c) No addition to or alteration of the aims/objects, payments to members clause or the winding-up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **ORGANISATION OF BRANCHES**

33. (a) The Executive Board may authorise the formation of branches of the Association as it sees fit. In the event of branch formation then clauses 33 (b) and 33 (c) will apply.
- (b) Not later than 30 April each year members of Branches shall elect a Chairman, a Vice-Chairman, and in the cases of the Auckland and Wellington Branches two representatives, and in the case of the Christchurch Branch and any new branches set up subsequent to the adoption of these rules, one representative on the Executive Board and shall elect a Branch Executive Committee.
- (c) Branches shall:
- (i) keep the Executive Board of the association informed of local opinion on matters of general policy, and on problems with New Zealand-wide implications. Otherwise, Branches shall conduct their affairs so as to best advance the objects of the Association in their respective territories;
  - (ii) be empowered to establish local subscription arrangements additional to any subsidy payable to Branches by the Association, by a majority decision of the members of the Branch, at a General Meeting of which fourteen days' notice has been given, clearly defining the proposal;
  - (iii) be empowered to operate their own bank accounts subject to the same rules as apply to the operation of the Association's bank account;
  - (iv) be authorised subject to the approval of the Executive Board to employ staff to carry out such administrative and other functions, as are required;
  - (v) be subject to any policies as are set down from time to time by the Executive Board.

## **BYLAWS**

1. **Representations to Government:**
- (a) Representations to Ministers of the Crown or to Government Departments shall be made over the signature of the President or of the senior executive officer for the time being;
  - (b) No representations shall be made which conflict with the general policy of the Association;
  - (c) Representations may be prepared by branches or sub-committees of branches or by sub-committees appointed by the Executive Board but shall be presented in the name of the Association:

(d) Notice of intention to prepare representations and the general tenor thereof, shall be sent beforehand to all affected members;

(e) In all cases representations shall be finally prepared for presentation by the senior executive officer and shall be approved by such members as have indicated their interests therein. In cases of urgency, consultation by telephone shall be adequate compliance with this Section.

2. **Attendance at the Executive Board:**

The President shall have power to invite any member, or members, to attend any meeting of the Executive Board if in his opinion this will further the interests of the Association.

3. **Associate Membership:**

(a) Any existing member may nominate any of its subsidiary companies for "Associate Membership" whether or not that subsidiary is already a full member;

(b) Associate membership shall only be available to subsidiary companies where the principal company (hereafter referred to as the principal member) controls not less than 51 per cent of the capital of the subsidiary;

(c) The Associate Member may be a subsidiary of any United Kingdom or New Zealand member;

(d) Associate Members shall receive all information circulated to ordinary members by the Association or a Branch of the Association unless of a nature considered by the Executive Board is appropriate for principal members only;

(e) Representatives of Associate Members may attend any meetings of the Association and shall have the right to vote at Branch Meetings;

(f) Notwithstanding the provisions of (d) and (e) above, a representative of an Associate Member may be nominated for membership of the Executive Board of any Committee of the Association subject to the concurrence of the principal member;

(g) The subscription payable on behalf of each Associate Member may be reviewed by the Executive Board annually;

(h) The subscriptions of principal and Associate Member(s) may be payable by any of the companies concerned if instructions are so given at the time of application by the principal or associate who is to be invoiced;

(i) Applicants for full membership, may at the time of application, or subsequently, nominate all or any of their subsidiaries as Associate Members;

(j) These by-laws shall be read in conjunction with the by-laws covering membership of Branches.

Amendments certified by:

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Philip Wood, President

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Charles Lloyd, Treasurer

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Valerie Taylor, Executive Director