

**CONSTITUTION OF
NEW ZEALAND CHAMBER OF COMMERCE (SINGAPORE)**

1. NAME

This Society shall be known as the NEW ZEALAND CHAMBER OF COMMERCE (SINGAPORE)" (hereinafter referred to as "the Chamber").

2. PLACE OF BUSINESS

The registered place of business of the Chamber shall be "1 George Street, #21-04, Singapore 049145" or at such other address as time to time may be determined by the Board and approved by the Registrar of Societies.

3. OBJECTS

The objects of the Chamber shall be:

- A) To provide a forum on an organised and continuing basis for members to meet and discuss matters of common interest and to exchange views and information regarding economic and commercial issues.
- B) To assist in promoting trade, investment, finance and industry between New Zealand and Singapore.
- C) To assist New Zealand business entities and individuals who are already established or wish to be established in business in Singapore.
- D) To help New Zealand business entities and individuals who intend to sell or invest in Singapore, and Singapore business entities and individuals who intend to sell or invest in New Zealand.
- E) To promote meetings and various social activities in connection with the objectives of the Chamber.
- F) To cooperate with other appropriate bodies and associations in Singapore and the region to further the Chamber's objectives.
- G) To distribute information on subjects that may be of use to members, and keep members informed on matters of general interest.
- H) To liaise and cooperate with Singapore and New Zealand authorities, and to make representations to the same as and when necessary.
- I) To create and maintain a good general New Zealand image.

The income and property of the Chamber whensoever derived shall be applied towards the promotion of the objects of the Chamber as set forth above and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Chamber or to any of them or to any person claiming through any of them.

4. MEMBERSHIP

- A) Subject to approval by the Board, Ordinary membership shall be open to any person engaged in, or seeking to be engaged in, a business or a profession in Singapore, or employed by a New Zealand or Singapore government body or agency, and who has a direct or indirect New Zealand interest.
- B) Ordinary members shall be entitled to attend and vote at General Meetings of the Chamber and to be elected to the Board.
- C) Corporate membership shall be open to:
 - i) any business entity (including without limitation a company, partnership or sole proprietorship) registered as a business in Singapore and having a direct or indirect New Zealand interest;
 - ii) any New Zealand government agency in Singapore, or any Singapore government body or agency having a direct or indirect New Zealand interest; and
 - iii) any other entity having a direct or indirect New Zealand interest that the Board determines, with regard to the objectives of the Chamber, qualifies for Corporate membership, in each case the terms and the payment is determined by the Board.
- D) A Corporate member shall be entitled to elect up to a maximum of three of its representatives nominated under Rule 4(I) to attend and cast one vote each at General Meetings of the Chamber.
- E) Any representative of a Corporate member shall be entitled to stand for election to the Board, subject to Rule 7 (D).
- F) Membership shall be unlimited unless the Board otherwise determines.
- G) Any individual wishing to become an Ordinary member of the Chamber shall be required to complete an application for membership in such form and accompanied by such payment as may be determined by the Board. Applications for membership shall be circulated to all members of the Board. If there is no objection raised by any member of the Board to the membership within 5 working days, the member shall be deemed accepted. If any Board member requests it, the application shall be considered at the next Board meeting and the decision on membership will be

made by an ordinary resolution passed at that Board meeting.

- H) Applications for Corporate membership shall be circulated to all members of the Board. If there is no objection raised to the membership by any member of the Board within 5 working days, the Corporate member shall be deemed elected. If any Board member requests it, the application shall be considered at the next Board meeting and the decision on membership will be made by an ordinary resolution passed at that Board meeting.
- I) A Corporate member may nominate the number agreed by the Board as part of its membership package of individuals employed by that member to represent it as Ordinary members of the Chamber, subject to Rule 4(D). A Corporate member may submit nominations for replacement representatives at any time.
- J) When the application for membership has been approved, the applicant shall be advised of this and shall be advised that a copy of this Constitution may be viewed free of charge on the Chamber's website, and who shall thenceforth be a member of the Chamber and be deemed to be bound by this Constitution.
- K) The Board's decision as to any applicant's qualification for membership under this Constitution shall be final. The Board shall have the power to refuse membership to an applicant without assigning cause.
- L) Notwithstanding anything in this Constitution to the contrary, only members who are older than twenty-one (21) years of age shall have the right to vote or the right to hold any of the Chamber's offices.

5. PATRON

- A) The New Zealand High Commissioner shall be invited to be a Patron of the Chamber.
- B) The Board may invite any individual or individuals whose patronage is considered to be in the interest of the Chamber to act as a Patron.

6. HONORARY OR COMPLIMENTARY MEMBERSHIP

- A) The Board, at its sole discretion, may invite as Honorary members or give complimentary membership to any individual or individuals whose membership is considered to be in the interest of the Chamber. Such membership shall be for a maximum period of 5 years.
- B) Honorary members shall have all the privileges of membership without paying the annual subscription except that they shall not be entitled to vote at General Meetings and shall not be qualified to be officers or members of the Board.

- C) People given complimentary membership shall have all the same rights and privileges as other Ordinary members.

7. ENTRANCE FEES AND SUBSCRIPTIONS

- A) Any entrance fee and the annual subscription fee for Ordinary and Corporate members shall be determined by the General Meeting on recommendation from the Board from time to time.
- B) Applications for Ordinary membership shall be accompanied by payment of the required entrance and/or subscription fees and shall not be valid until receipt of the full payment required.
- C) Payment for Corporate membership on the terms agreed shall be payable within 30 days of signing a membership or sponsorship agreement, failing which the Board shall be entitled in its sole discretion to revoke the election of the defaulting member. During this 30 day period, the Corporate member shall enjoy the benefits set out in the agreement between the member and the Chamber but its representatives may not vote at any General Meeting until the relevant fees have been paid.
- D) Membership is deemed active upon receipt of full payment for the term of the subscription paid.
- E) Any member may resign from membership, with immediate effect by notice in writing to the Chamber.
- F) Unless the Board determines otherwise, a member shall be deemed to have resigned if:
 - i) the member's annual subscription fee remains unpaid for a period exceeding three (3) calendar months; or
 - ii) the member does not or ceases to meet the eligibility criteria for the particular category of membership subscribed by that member and does not remedy the same within 30 days, or if the circumstances giving rise to such ineligibility are not capable of remedy the membership shall be terminated immediately.
- G) Any member whose category of membership changes or whose membership ceases for any reason during the membership year:
 - i) shall not be entitled to any refund of any entrance fee or its annual subscription fee; and
 - ii) in the case of a change of membership to a membership category with a higher annual subscription fee, shall within thirty (30) days of the change in membership category pay the difference between the annual subscription in the member's

former category and the annual subscription in the new category.

- H) Without limiting Rule 7(F), the Board may suspend for a period up to six months, or expel, a member who persistently or materially fails to comply with any requirement of this Constitution or whose conduct is, in the opinion of the Board, unbecoming or contrary to the interests of the Chamber. Where the Board intends to exercise its powers under this Rule 7(H), the member concerned shall be given notice of conduct complained of and shall be given a reasonable opportunity to respond to such complaint either personally to the Board, or in writing.
- I) A member expelled under clause 7(H) may within one month of the notification of his expulsion, appeal to the General Meeting of members against the decision of the Board. The decision of the General Meeting shall be final.

8. THE BOARD

- A) The affairs of the Chamber shall be under the control of a Board of directors of no fewer than 6 and no more than 10 Ordinary members (excluding an Executive Director, if any). The Board may fill casual vacancies by appointment of new directors between Annual General Meetings. Any changes in the Board shall be notified to the Registrar of Societies within two (2) weeks of the change.
- B) At each Annual General Meeting,
 - i) Any director appointed during the year to fill a casual vacancy on the board shall retire and be eligible for election to the Board.
 - ii) Each other director shall retire at the second Annual General Meeting following the Annual General Meeting at which they were appointed and shall be eligible for re-election to the Board.
 - iii) In addition, such number of directors shall retire so that at least half the Board positions are available to be filled at each Annual General Meeting. (For illustration, where there are 10 directors, there shall be at least 5 positions available to be voted on at each Annual General Meeting.) The retiring directors are eligible to stand for re-election. The directors to retire from the Board for this purpose shall be those that have served longest on the board. In the case of an equality of length of terms, the decision as to who shall retire shall be made by agreement among the directors concerned, or if necessary by drawing lots.
- C) At the first Board meeting after the Annual General Meeting (which shall be within 4 weeks of the Annual General Meeting), a President (Chairman), a Vice President (Deputy Chairman), Secretary, Treasurer, together with an Audit Committee, shall be appointed by the Board among the directors elected at the Annual General Meeting.

All of these positions are unpaid.

- D) The New Zealand High Commissioner in Singapore and/or the Trade Commissioner for New Zealand in Singapore, or their respective nominees, may be invited by the Board to act as an adviser to the Board.
- E) Advisers are not entitled to vote at Board meetings but shall receive notice of every Board Meeting in accordance with Rule 8(I).
- F) The Board shall call for Nominations for the Board 5 weeks before the date of the Annual General Meeting, with nominations to be received no later than 3 weeks before the date of the Annual General Meeting. Each candidate for the Board must have consented to their nomination and be proposed and seconded by members. The Notice of Annual General Meeting shall include a resolution to elect Board members with a list of the members nominated along with their nominators and seconders and such other supporting information as the Board determines.
- G) At the Annual General Meeting, each member shall be able to (but shall have no obligation to) cast as many votes for directors as there are positions vacant on the Board. (That is, if there are 7 positions vacant, each member shall be able to vote for 7 candidates.)
- H) If two or more members are employed by the same business organization (or two or more different legal entities under common direct or indirect control) then a maximum of two of these members may be elected to the Board with only one of these members able to be considered by the Board for the position of President, Vice-President, or Chairman of the Audit Committee.
- I) A Board meeting shall be held whenever considered necessary and not less than once every 3 months, and shall be held when called by the President. Three directors shall be a quorum. If the President has given an apology for the meeting or is not present within 15 minutes of the scheduled start time of the meeting, the Vice-President shall chair the meeting and if the Vice-President is not present, the directors present shall elect a Chairman for that meeting. All board resolutions shall be by simple majority vote of the directors present, and in the case of equality of votes, the chairman of the meeting shall have a casting vote. 7 days' notice of Board meetings shall be given, provided that a meeting may be called on less notice if the President deems it necessary and where all directors are informed in writing of the proposed meeting and a majority have confirmed they can attend at the specified time.
- J) The Board shall have the power to authorise the expenditure from the Chamber's funds of such sums as it may deem fit in connection with the Chamber's purposes or objectives.

- K) A Board member who is incapacitated for a substantial period or absents himself for three consecutive meetings without any satisfactory explanation to the committee shall cease to be a Board member and the Board shall appoint a member to fill the vacancy until the next Annual General Meeting. Any changes in the Board shall be notified to the Registrar of Societies within two (2) weeks of the change.
- L) The Board shall have the power to co-opt a member to fill any casual vacancy on the Board until the next Annual General Meeting. A member so appointed shall retire at the next Annual General Meeting, but shall be eligible for election.
- M) The Board may establish committees, co-opt members to committees, and may delegate authority to committees as it deems fit.
- N) The Board shall have the power to appoint, pay and dismiss an Executive Director and such other staff as it may deem necessary (in each case in accordance with the relevant terms of employment).
- O) The Board may not act contrary to any decision made at General Meetings without first reverting to a General Meeting of members for approval and shall always remain subordinate to the General Meetings.

9. OFFICE BEARERS AND COMMITTEES

- A) The President shall:
 - i) act as Chairman at all Board and General Meetings and shall be responsible for the proper conduct of business at such meetings;
 - ii) jointly with the Executive Director (if any) represent the Chamber in its dealings with the Governments of New Zealand and Singapore and agencies of these Governments, the media and the public. This is a shared responsibility: the President and Executive Director shall agree on how the responsibility is to be shared; and
 - iii) have a second and casting vote at General Meetings.
- B) The Vice President shall, in the absence of the President, inherit the responsibilities and authorities outlined in Rule 9(A) above.
- C) The Board shall appoint an Audit Committee of at least 2 Board members, not including the Executive Director. The Committee shall:
 - i) meet at least twice a year to review the financial reports of the Chamber;
 - ii) ensure that financial reports or statements are submitted at each Board Meeting and that an audited Annual Statement of

Income and Expenditure and Balance Sheet at 31st March of each year is prepared for submission to the Annual General Meeting; and

- iii) carry out other tasks assigned to it by the Board in the Audit Committee terms of reference.
- D) If there is no Executive Director appointed, the Board shall appoint one of its members or a staff member to carry out the duties of Secretary set out in Rule 10(D) below.

10. EXECUTIVE DIRECTOR

- A) The Chamber may employ an Executive Director who shall be charged with the preparation of an annual business plan and budget to be approved by the Board and with the implementation of the business plan within the limits set out in a statement of delegated authorities approved by the Board. The Executive Director will report to the Board through the President.
- B) The Executive Director may not vote at Board meetings in the same way as the elected Board directors.
- C) The Executive Director is an employee of the Chamber and his/her contract of employment may be terminated by a resolution of the Board in accordance with the relevant terms of employment.
- D) The Executive Director shall assist the Secretary of the Chamber, including in particular to:
 - i) keep all records of the Chamber;
 - ii) attend all meetings and ensure that minutes are kept to record the decisions of the Board and that such minutes are approved at the next Board meeting;
 - iii) be responsible for keeping accurate and up to date records of members of the Chamber; and
 - iv) notify the Registrar of Societies within the prescribed period of time of any changes in the office bearers and in the rules of Chamber and any other matter prescribed by applicable law.

11. COMMITTEES OF THE BOARD

All committees appointed pursuant to Rule 8(M) shall periodically report their proceedings to the Board at its meetings and shall conduct their business in accordance with the direction of the Board set out in a terms of reference for the committee or decided by the Board at Board meetings and recorded in the minutes of Board meetings.

12. GENERAL MEETINGS

- A) The supreme authority of the Chamber is vested in the General Meeting of members.
- B) The Annual General Meeting shall be held not later than 30 September of each year, on a date to be determined by the Board.
- C) The following business will be considered at the Annual General Meeting:
 - i) to receive from the Board an Annual Report and audited Financial Statements for the preceding financial year;
 - ii) to elect the Board members in accordance with Rule 8 above;
 - iii) to appoint the auditor for the following year;
 - iv) to transact any other business set out in the Notice of Meeting.
- D) Voting at General Meetings shall be by simple majority. Each Ordinary member shall be entitled to a single vote, in person or by proxy. Each Corporate member shall be entitled to a single vote for each individual nominated under Rule 4(D). Honorary members shall not be entitled to vote.
- E) At least 14 working days before the Annual General Meeting, the Board shall send a notice of such meeting and particulars of the agenda to every member.
- F) Any member who wishes to add an item to the agenda may do so by giving notice to the President at least 10 working days before the General Meeting is scheduled to be held. The Board shall then issue a revised Agenda at least 7 working days before the General Meeting is scheduled to be held.
- G) The Annual Report and audited Financial Statements shall be placed in the registered place of business of the Chamber and on its website at least 14 working days before the Annual General Meeting.

13. EXTRAORDINARY GENERAL MEETING

- A) The Board may at any time for any special purpose, call an Extraordinary General Meeting.
- B) Members may request an Extraordinary General Meeting by lodging with the President a requisition in writing by not less than 10% of the total voting membership of the Chamber stating the purpose for which the meeting is to be called. The President shall convene such an Extraordinary General Meeting within 2 months of the receipt of such a request.
- C) If the Board does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting

by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda on the Chamber's notice board.

- D) At least 10 working days notice of any Extraordinary General Meeting, including particulars of the agenda, shall be given by the Board to all the members of the Chamber.

14. QUORUM AT GENERAL MEETINGS

- A) At least 25% of the total voting membership of the Chamber or 30 voting members (whichever is fewer) shall constitute a quorum provided that if, within 30 minutes from the time appointed for the Meeting, such quorum is not present, then those voting members present shall constitute a quorum and may proceed with the business on the agenda but shall not have the power to alter, amend or add to the existing Constitution.
- B) Non-members may, with the approval of the Board, attend a General Meeting but shall not be counted towards a quorum or entitled to vote.

15. FINANCIAL STATEMENTS

- A) The financial year of the Chamber shall end on the 31st day of March each year, to which day the accounts of the Chamber shall be balanced.
- B) The financial statements shall, as soon as practicable after the end of the financial year and no later than within 6 months of the end of the financial year, be audited by a firm of Public Accountants and Chartered Accountants who shall be appointed at each Annual General Meeting and who shall not be a member of the Board.

16. TRUSTEES

If the Chamber at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust. The trustees of the Chamber shall:

- A) Not be more than four (4) and not less than two (2) in number.
- B) Be elected by a General Meeting of members.
- C) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

Any trustee may at any time resign his trusteeship. If a trustee dies or becomes a lunatic or of unsound mind or moves permanently or is absent from Singapore for a period of one year, he shall be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such kind as to render it undesirable that he continues as a trustee, a General Meeting may remove him from his trusteeship. Vacancies in the trusteeship may be filled at a General Meeting, but the number shall not be greater than four or less than

two. Notice of any proposal to remove a trustee from this trusteeship or to appoint a new trustee to fill a vacancy must be given by affixing in the premises of the Chamber a document containing such proposal at least two weeks before the meeting at which the proposal is to be discussed. The result of such meeting shall then be notified to the Registrar of Societies.

17. VISITORS AND GUESTS

Visitors and guests may be admitted into the premises of the Chamber but they shall not be admitted into the privileges of the Chamber. All visitors and guests shall abide by the Chamber's rules and regulations.

18. PROHIBITIONS

Without limiting the provisions of any other applicable law:

- A) Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Chamber's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- B) Subject to this Rule 17, the funds of the Chamber shall not be used to pay fines of members who have been convicted in Court.
- C) The Chamber shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- D) The Chamber shall not hold any lottery, whether confined to its members or not, in the name of the Chamber, or its office-bearers, its Board or members unless with the prior approval of the relevant authorities.
- E) The Chamber shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- F) The Chamber shall not raise funds from the public for whatever purpose without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities, where necessary.

19. INDEMNIFICATION

The Chamber shall indemnify and hold harmless the members of the Board, including the Executive Director, from and against any claim, cost or expense that may arise or be incurred as a result of his or her appointment to the Board, or any acts or omissions (including negligence) in his or her capacity as a member of the Board, other than as a direct result of that person's gross negligence or willful misconduct.

20. AMENDMENTS TO CONSTITUTION

The Chamber shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be made passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

21. INTERPRETATION

In the event of any question or matter arising out of any point which is not expressly provided for in this Constitution, the Board shall be entitled to determine such question or matter in its discretion. The decision of the Board shall be final unless it is reversed at a General Meeting of members.

22. DISSOLUTION

- A) The Chamber shall not be dissolved, except with the consent of at least 75% of the members of the Chamber present, either in person or by proxy, at a General Meeting where notice of such resolution has been given in accordance with this Constitution.
- B) In the event of the Chamber being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chamber shall be fully discharged, and the remaining funds will be disposed of as decided at the meeting.
- C) A Certificate of Dissolution shall be given within seven (7) days of dissolution to the Registrar of Societies.

23. NOTICES

Any notice to be given by the Chamber or the Board to any member, any director or any other person pursuant to this Constitution may be given by email to the email address provided by such member, director or other person to the Chamber from time to time for such purpose. This Rule 23 shall not limit the ability of the Chamber or the Board to give notice by any other method where required by law or where otherwise necessary or desirable.

24. DISPUTES

Any internal dispute between members may be referred to and managed by the Board. Without limiting any right or power of any member or the Board under this Constitution, in managing any such dispute the Board may take legal advice or take any other action permitted or contemplated by this Constitution. Any director involved in any such dispute shall excuse himself or herself from the management of such dispute under this Rule 24.