



CONSTITUTION

OF

NEW ZEALAND PACIFIC BUSINESS COUNCIL
(NZPBC)

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1. Name

There is hereby established an incorporated body which is to be known as the **New Zealand Pacific Business Council Incorporated**.

2. Interpretation

2.1 In the construction of this Constitution unless inconsistent with the context the following terms shall bear the following means:

- “AGM” - means Annual General Meeting, in accordance with clause 7
- “chairperson” - means the chairperson of the EC at the time in question
- “Constitution” - means this Constitution as amended from time to time in accordance with clause 16
- “deputy chairperson” - means the deputy chairperson (or persons, where applicable – refer to clause 9.4.1) of the EC at the time in question
- “EC” - means Executive Committee, the persons from time to time appointed in accordance with clause 9
- “ECM” - means Executive Committee Meeting, in accordance with clause 9.8
- “ECSM” - means Executive Committee Special Meeting, in accordance with clause 9.9
- “General Meeting” - means AGM and/or Special General Meeting
- “NZPBC” - means New Zealand Pacific Business Council (Incorporated)
- “Object” - has the meaning given in clause 3.1
- “office bearers” - means the chairperson, deputy chairperson(s) and treasurer of the EC, as per clause 9.4.1
- “Registrar” - means the Registrar of Incorporated Societies
- “secretariat” - means the secretariat at the time in question as appointed under clause 14
- “Special General Meeting” - means a Special General Meeting, in accordance with clause 8.1

3. Object of the NZPBC

3.1 Facilitate the growth of bilateral trade and investment between New Zealand and Pacific Island countries and territories (**Object**).

3.2 The Object for which the NZPBC is established is supported by the three (3) underlying principles as follows:

- Networking
- Advocacy
- Support

3.3 The Object for which the NZPBC is established is principally focussed on providing the following benefits for its members:

- To promote friendship, good will and understanding between the business community of New Zealand represented by the NZPBC members and the Pacific Island countries and territories listed in clause 4;
- To maintain, support, promote and encourage bilateral trade, investment, technical and economic co-operation and tourism between the NZPBC members and the Pacific Island countries and territories;
- To maintain, promote and extend industrial and commercial relations between the NZPBC members and the Pacific Island countries and territories within which they are engaged in business;
- To carry out objective research studies on any matters affecting or covering the above Object in support of the NZPBC members business activities;
- To arrange for regular and effective consultation between the NZPBC members and the Pacific Island countries and territories;
- To maintain liaison with the governments of both New Zealand and the Pacific Island countries and territories in order to promote any of the above Object and to ensure that the concerns, views and plans of the NZPBC members and the Pacific Island countries and territories commercial sectors are clearly conveyed to the governments of all countries and territories listed in clause 4;
- To co-operate with appropriate private sector organisations established in one or more Pacific Island countries and territories to the benefit of the NZPBC members and in this regard to arrange for regular and effective consultations, communications and meetings with those organisations;
- To provide a forum for members for contact and discussions of questions of common interest and information, advice and services;
- To encourage and maintain close co-operation between the NZPBC and other like business councils operating in New Zealand and the Pacific region;
- To co-operate with other related organisations under a formal agreement where common goals and objectives exist and outcomes are agreed; and
- Except as hereinbefore provided, to apply the income and property of the NZPBC solely towards the promotion of the Object of the NZPBC.

4. Coverage

Priority countries for the NZPBC comprise:

The Region of Melanesia;

- Solomon Islands
- Vanuatu

The Region of Micronesia;

- Federated States of Micronesia
- Palau
- Kiribati
- Republic of the Marshall Islands
- Nauru

- Commonwealth of Northern Mariana Islands (CNMI) – US Territory
- Guam – US Territory
- Wake Island – US Territory

The Region of Polynesia;

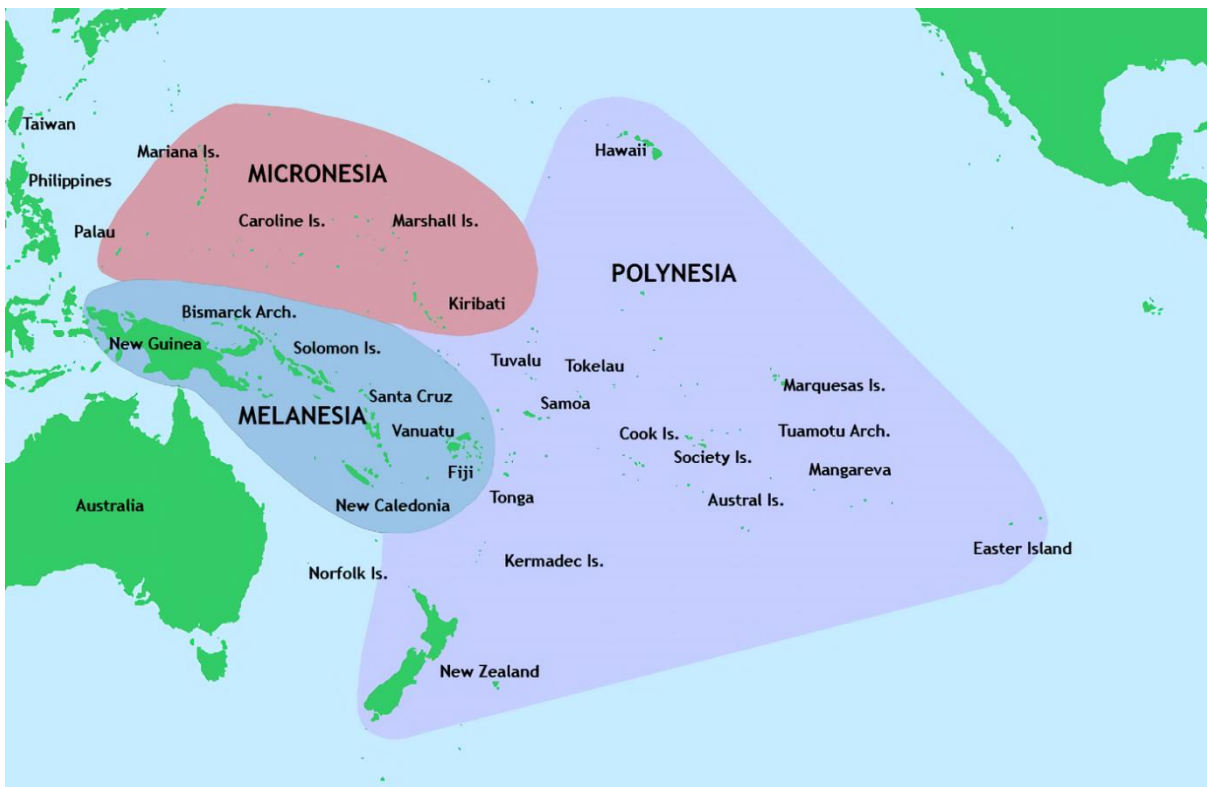
- American Samoa
- Easter Island
- Cook Islands
- Hawaii
- Niue
- Pitcairn Islands
- Tokelau
- Tuvalu

Others;

- Timor Leste (formerly East Timor)

Secondary priority countries, where other bi-lateral business councils exist comprise;

- Fiji
- The French Territories – Tahiti, New Caledonia, Wallis and Futuna
- Papua New Guinea
- Samoa
- Tonga



5. Office

The office of the NZPBC will be located at such place as the EC may determine from time to time.

6. Membership

6.1 Ordinary Members

6.1.1 The ordinary members of the NZPBC shall be those persons, firms and organisations as the EC may admit from time to time. Such persons, firms and organisations shall on admission be bound by the Constitution and by any rules, regulations or by-laws of the NZPBC that are in force from time to time.

6.1.2 Applicants for membership shall upon lodgement of their application for membership, pay such annual subscription fees as the EC resolves from time to time.

6.1.3 The EC may from time to time determine a change in the annual subscription payable by the members and may determine the date from which any new rate shall come into force subject to ratification at the AGM. Ratification requires two-thirds of the members entitled to vote to be present in person or by proxy voting in favour of the resolution.

6.1.4 All annual subscriptions are payable within six (6) weeks after the date shown on the invoice sent by the NZPBC.

6.1.5 If a member fails to pay any subscription within the time specified, the EC may at any time while the sum remains unpaid terminate the membership of that member after giving that member a final request requiring payment within thirty (30) days.

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

6.1.7 In the event that any ordinary member, which by resignation or otherwise howsoever has ceased to be an ordinary member of the NZPBC, desires again to become an ordinary member of NZPBC, it shall make application as provided under clause 6.1.2.

6.2 Patrons

6.2.1 Persons of high standing in the New Zealand community may be invited by the EC to act as patrons. Patrons shall be nominated by the EC and placed before the AGM of the NZPBC for approval. Patrons will not be liable for membership fees, and have no voting rights (even where they may choose to pay membership fees). There may be up to two (2) patrons at any one time.

6.3 Life Members

6.3.1 The EC may appoint a life member(s) award to an individual(s) who is recognised as having made an outstanding contribution to the activities of both the EC and the NZPBC during their term of office. The life members will not have voting rights (even where they may choose to pay membership fees) and will not be subject to membership fees. There is no maximum number of life members.

6.4 Honorary Members

6.4.1 The EC may from time to time invite, for such a period as the EC may determine, any person(s), either in a personal capacity or by virtue of the office which such person(s) holds, to be an honorary member

of the NZPBC. Honorary members shall not be liable for membership fees and have no voting rights (even where they may choose to pay membership fees). The EC may determine such honorary membership in any case and at any time. There may be up to three (3) honorary members at any time.

6.5 Termination of Membership

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

- If such member fails to observe the Constitution of NZPBC;
- If such member defaults for a period of not less than two (2) months in payment of any annual and/or other membership dues or part thereof due by the member or the discharge of any other obligation due by the member to the NZPBC howsoever arising;
- Under clause 6.1.5;
- If such a member is adjudged bankrupt or makes a composition with the member's creditors or if an effective resolution or order of court be passed or made for the winding up of or dissolution of the member, or if a receiver or administrator be appointed in respect of the assets and affairs of such member; or
- If a majority of not less than two-thirds of the members in a General Meeting resolve that a member be expelled, provided that no member shall be so expelled unless the member has received, no later than fourteen (14) days before such General Meeting, notice of the proposed resolution for the member's expulsion and the allegations upon which the resolution is founded, and unless the member shall have been given the opportunity to state the member's case at such meeting.

6.6 Register of Members

6.6.1 The NZPBC shall keep a register of its members containing the names (inclusive of organisation name if applicable), addresses and the dates on which they became members.

7. Annual General Meeting

7.1 There shall be an AGM of the NZPBC, which shall be held within three (3) months of the end of the financial year.

7.2 At least fourteen (14) days before such AGM the secretariat shall send to all ordinary members an agenda paper stating (in addition to such information as the EC shall think fit):

- The date, time and place of the AGM.
- The agenda items to be considered and received.
- Nominations for the positions of EC.

7.3 Representation at AGM of the NZPBC shall be the ordinary members.

7.4 The chairperson of the EC shall be entitled to take the chair at every AGM. Should the chairperson be unavailable they will select a deputy chairperson of the EC to act in their stead. Should that deputy chairperson be unavailable or unwilling to act then, where there are multiple deputy chairpersons, the other deputy chairperson will act in the stead of the chairperson unless that deputy chairperson is unavailable or unwilling to act in which case the EC present shall elect a new chairperson for that meeting subject to approval by a two-third majority of those ordinary members present at the AGM.

7.5 The business of the AGM shall be:

- To receive the annual report of the chairperson;
- To receive a statement of accounts duly certified by a chartered accountant for the preceding financial year;
- Annual membership dues;
- Election of the EC;
- Appointing an auditor as per clause 11.1; and
- To transact such other business of which due notice has been given or which, in the opinion of the AGM, it is expedient to consider.

7.6 A quorum for an AGM of the NZPBC shall consist of not fewer than fifteen (15) ordinary members in person or by proxy or by telephone.

7.7 The procedures set out in clause 12 shall apply for each AGM.

8. Special General Meetings

8.1 Special General Meetings may be convened by the secretariat of the NZPBC by direction of the chairperson, or on the requisition of ordinary members who together have more than 10% of the voting rights of the NZPBC.

8.2 The procedures set out in clause 7.4 and 12 shall apply for Special General Meetings.

9. Executive Committee

9.1 The management and control of the affairs of the NZPBC shall be vested in the EC which (in addition to any other powers expressly conferred upon it by this Constitution) may: carry into effect all or any of the Objects of the NZPBC, exercise all powers of the NZPBC, and do all such acts and things as may be exercised or done by the EC and as are not by this Constitution expressly directed or required to be exercised or done by the NZPBC in the AGM.

9.2 The EC shall consist of up to fifteen (15) representatives of current financial ordinary members (subject to the second sentence of clause 9.5). Those representatives shall hold office from the date of election until the end of the next ensuing AGM of the NZPBC, except for the three (3) office bearers described in clause 9.4 whom will stay in place until the first ECM following the AGM to conduct and maintain the affairs of the NZPBC at which point in time they shall retire from office. Upon convening the first ECM following the AGM the first item of business will be the election of the office bearers in the following order: chairperson, deputy chairperson(s), and treasurer.

9.3 Nominations for the election of the EC shall be in writing signed by a proposer who is an ordinary member of the NZPBC or a duly authorised representative of such member, seconded by another ordinary member and countersigned by the candidate and shall be lodged with the secretariat at least twenty one (21) days before the AGM at which the election is to take place.

9.4 Office Bearers of Executive Committee

9.4.1 The officers of the EC shall consist of a chairperson, a deputy chairperson(s) and the treasurer, who shall be appointed annually at the first meeting of the EC following the AGM from amongst the EC members. The EC may decide to appoint multiple deputy chairpersons.

9.4.2 Should an office bearer resign or be incapable of performing their duties, a new office bearer shall be elected from the remaining EC; except in the case of the chairperson where a deputy chairperson will assume this position and a new deputy chairperson will be appointed by the EC. Where there are

multiple deputy chairpersons and they do not agree amongst themselves as to which of them will assume the position, then the EC will decide this.

9.5 The EC shall have power to co-opt members to fill any vacancy to maintain the EC at fifteen (15) members. Any honorary executive committee members under clause 9.7 will not count towards the said fifteen (15) members, meaning that there may be up to eighteen (18) members on the EC at any one time after taking into account up to three (3) honorary executive committee members under clause 9.7.

9.6 At every AGM of the NZPBC subsequent to the first AGM, all members of the EC for the time being shall retire from office; except for the office bearers who shall continue in their duties until such time as the convening of the first ECM as per clause 9.2. A retiring member of the EC (inclusive of office bearers) shall be eligible for re-election for the ensuing year to the EC except that where the chairperson has served two consecutive terms as chairperson then they are not eligible for the office of chairperson for a period of one (1) year although they are eligible for all other office bearer positions.

9.7 Honorary Executive Committee Members

The EC may from time to time invite, for such a period as the EC may determine, any person(s), either in a personal capacity or by virtue of the office which such person(s) holds, to be an honorary executive committee member of NZPBC. Honorary executive committee members shall not be liable for membership fees and have no voting rights (even where they may choose to pay membership fees). The EC may determine such honorary executive committee members in any case and at any time. There may be up to three (3) honorary executive committee members at any one time.

9.8 Executive Committee Meeting

9.8.1 The EC shall meet monthly or whenever it thinks fit.

9.8.2 A minimum of seven (7) ECM's must be held annually, excluding the AGM.

9.8.3 The chairperson, and in his absence the deputy chairperson (or, where there are multiple deputy chairpersons, the deputy chairperson chosen by the chairperson), shall preside as chairperson at every ECM, or in their absence another EC member elected by those EC members present.

9.8.4 A quorum for a meeting of the EC shall consist of not fewer than six (6) EC members of the EC present in person or by proxy or by telephone. Any honorary executive committee members under clause 9.7 are excluded from being counted as part of the quorum.

9.8.5 EC members unable to attend an ECM may nominate anyone to represent them in their absence.

9.9 Executive Committee Special Meeting

9.9.1 The EC shall, if requested to do so in writing by four (4) of the members of the EC, convene a meeting of the EC giving notice of that meeting to EC members and details of the business to be transacted at that meeting.

9.9.2 A quorum for a meeting of the EC shall consist of not fewer than six (6) EC members of the EC present in person or by proxy or by telephone. Any honorary executive committee members under clause 9.7 are excluded from being counted as part of the quorum.

9.9.3 EC members unable to attend any ECSM may nominate anyone to represent them in their absence.

10. Finance

- 10.1 The NZPBC's financial year shall commence on 1 October of each year.
- 10.2 The funds of the NZPBC shall be deposited in accordance with the directions of the EC.
- 10.3 The office bearers and EC shall, unless otherwise determined by the NZPBC in a General Meeting, serve without remuneration but shall be entitled to be reimbursed in respect of expenses incurred in relation to the business of the NZPBC. This shall not prejudice the EC's right to employ staff in relation to the business and affairs of the NZPBC.
- 10.4 All payments require the approval of the EC. Payments are required to be authorised in writing (signature or email) by any two (2) members of the EC that have been duly authorised by the EC.
- 10.5 The funds of the NZPBC shall be devoted solely to the furtherance of the Objects of the NZPBC as set out in this Constitution.
- 10.6 The NZPBC shall deliver annually to the Registrar in such form and at such times as they require a statement containing the following particulars:
- 10.6.1 The income and expenditure of the NZPBC during the NZPBC's last financial year;
- 10.6.2 The assets and liabilities of the NZPBC at the close of the said year; and
- 10.6.3 All mortgages and charges of any description affecting any of the property of the NZPBC at the close of the said year.

11. Auditor

- 11.1 The accounts and financial statements of the NZPBC shall be audited annually and reported on by an auditor appointed at the AGM. The auditor shall hold no other office in the NZPBC and shall receive such fee as the EC may approve. If a vacancy should occur in the office of auditor during any year the EC shall appoint an auditor to hold office until the next AGM.

12. Voting

- 12.1 At any meeting of the NZPBC or the EC, the members present in person or by proxy or by telephone shall be entitled to one vote only on each matter deliberated.
- 12.2 All resolutions shall require an affirmative vote of the majority of those present and entitled to vote in person or by proxy or by telephone.
- 12.3 All proxy votes for any meeting shall be submitted to the secretariat in writing 24 hours prior to the commencement of the meeting. The secretariat will present the proxy votes to the chairperson prior to the commencement of the meeting for submission at time of any vote to be carried out.
- 12.4 The chairperson, or person nominated by the chairperson to act in their stead should they be unavailable, shall have a single casting vote at any meeting.
- 12.5 Each member with voting rights has the right to abstain from voting.
- 12.6 The Chairperson may, from time to time, require the EC to vote by secret ballot on any matter deliberated that the chairperson deems appropriate. Each member of the EC will submit their vote to

the secretariat anonymously, the secretariat will then present the votes to the chairperson prior to the commencement of the meeting where the result of any such secret ballot will be disseminated.

13. Notices

13.1 Fourteen (14) days' notice specifying: the place, the day and the hour of the meeting; and the general nature of that business shall be given at all meetings other than any ECM convened by the EC.

14. Secretariat

14.1 The EC from time to time shall appoint a person or body, who shall be responsible for the conduct of the NZPBC's administrative matters.

15. Disputes

15.1 In the event of a dispute arising as to any contentious matters whatsoever, the EC shall agree, by majority vote, on the appointment of an independent adjudicator or legal advisor to provide an interpretation of the matter before the EC. This ruling once given shall be binding on all parties.

16. Amendments to the Constitution

16.1 The NZPBC in a General Meeting may amend this Constitution by a two-third majority vote of ordinary members of those present in person or via proxy.

17. Indemnity

17.1 No action in law or otherwise shall lie in favour of members or their executors or administrators against any other member of the NZPBC or EC or office bearer in pursuance of the provisions of the Constitution notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the EC shall be liable for any loss or expense of the NZPBC or any member unless the same shall occur as a result of the member's wilful default.

18. Liability of Members

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

19. Winding Up

19.1 In the event that it is resolved that the NZPBC be wound up, the resolution effecting such winding-up shall prohibit the payment or distribution of any surplus assets among the members of the NZPBC and require them to be given or transferred to some other institution or institutions having an Object similar to the Object of the NZPBC and which impose appropriate prohibitions on the distribution of its or their income and property among its or their members.

19.2 Every member of the NZPBC undertakes to contribute to the assets of the NZPBC in the event of the NZPBC being wound up while he is a member or within six months after he ceases to be a member for: payment of the debts and liabilities of the NZPBC contracted before he ceased to be a member; of the costs, charges and expenses of winding up; and for the adjustment of the rights of the contributories among themselves; such amounts as may be required but not exceeding their annual subscription.

20. Entering into Force

20.1 This amended Constitution was entered into force on 9 November 2017.