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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 (“the Council”).

## 2. Mission

To facilitate growth of two-way trade and investment between NZ and the Pacific Island countries and territories

## 3. Objectives of the Council

3.1 The objectives for which the Council is established are:

- ✘ To promote friendship, good will and understanding between the business communities of New Zealand and the Pacific Island countries and territories listed in clause 4;
- ✘ To maintain, support, promote and encourage two way trade, investment, technical and economic co-operation and tourism between New Zealand and the Pacific Island countries and territories;
- ✘ To maintain, promote and extend industrial and commercial relations between individuals, firms, companies, corporations, institutions and associations of New Zealand and the Pacific Island countries and territories
- ✘ To carry out objective research studies on any matters affecting or covering any of the above objects;
- ✘ To arrange for regular and effective consultation between business enterprises in New Zealand and the Pacific Island countries and territories;
- ✘ To encourage and sponsor education, personnel exchange and training schemes at the private sector level between New Zealand and the Pacific Island countries and territories, with the aim of mutually enhancing experience, education and capabilities; 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 objects and to ensure that the concerns, views and plans of the New Zealand and the Pacific Island countries and territories commercial sector are clearly conveyed to the Government of all countries (listed in Ch4);
- ✘ To co-operate with an appropriate responsible body established in one of more Pacific Island countries and territories and to arrange for regular and effective consultation, communication and meeting with it;
- ✘ To provide a forum for contacts and discussions of questions of common interest and information, advice and services;
- ✘ To seek to ensure the continuation of a stable relationship between all (listed in Ch4); a relationship which understands the national heritage and aspirations of each country and a relationship which will draw together regional neighbours and trading partners in a growing bond of friendship;
- ✘ To encourage and maintain close co-operation between this business council and other like business councils operating in New Zealand and the Pacific region;
- ✘ To operate with other related organisations under a formal agreement where common goals and objective exist and outcomes are agreed; and
- ✘ Generally to enter into, execute and carry out all contracts and agreements of any kind whatsoever and to do all such other things as are incidental or conducive to all or any of the above objects.

Except as hereinbefore provided to apply the income and property of the Council solely towards the promotion of the objects of the Council.

#### **4. Coverage**

Priority countries for the Council comprise;

The Region of Melanesia

- Solomon Islands
- Vanuatu

The Region of Polynesia

- Cook Islands
- Kiribati
- Nauru
- Niue
- Tokelau
- Tuvalu

The American Pacific

- American Samoa
- Commonwealth of Northern Mariana Island (CNMI)
- Federated States of Micronesia
- Guam
- Hawaii
- Palau
- Republic of Marshall Islands

Others

- Timor Leste
- Norfolk Island
- Pitcairn Island
- Easter Island

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

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

## **5. Office**

The office of the Council will be located at such place as the Executive Committee may determine from time to time

## **6. Honorary Members**

### 6.1 Patrons (2 persons)

Persons of high standing in the New Zealand community may be invited by the Executive Committee to act as Patrons. The Patrons will not have voting rights but may attend all major functions of the Committee

### Clause 6.2: Life Members

The Executive 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 Executive and the NZPBC during their term of Office. The Life members will not have voting rights and will not be subject to membership fees.

## **7. Membership**

7.1 The Members of the Council shall be those persons (including a sole trader or corporation) as the Executive Committee may admit from time to time and such persons shall on admission be bound by the Constitution and by any rules, regulations or by-laws of the Council that are in force from time to time.

7.2 Members of the Council shall be divided into membership categories as set out in the Members Application form and any person (including a sole trader or corporation) who in the opinion of the Executive Committee has qualifications appropriate to any of those categories shall be eligible to be admitted to membership of that category.

7.3 Applicants for membership shall upon lodgement of their application for membership respectively pay such joining, membership and annual subscription fees as the Executive Committee resolves from time to time.

7.4 The Executive Committee may from time to time determine in respect of each category of membership a change in the annual subscription payable by the members and may determine the date as and from which any new rate shall come into force.

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

7.6 The Executive Committee may, with the authority of the Council in General Meeting in which two-thirds of the members present in person or by proxy and entitled to vote have voted in favour of the resolution, impose a levy on members such amount not exceeding the subscription fee applicable in the relevant year payable at such time or times as is so resolved.

7.7 If a member fails to pay any subscription or levy with the time specified, the Executive Committee may at any time while the sum remains unpaid terminate the membership of that member after giving that member a final request requiring payment with thirty (30) days.

7.8 The members shall individually be responsible for their own costs incurred in participating in the affairs and activities of Council and all offices held with the Council, the Executive Officer excepted, shall be honorary.

## **8. Executive Committee**

8.1 The management and control of the affairs of the Council shall be vested in the Executive Committee 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 Council and may exercise all powers of the Council and do all such acts and things as may be exercised or done by the Committee and as are not by this Constitution expressly directed or required to be exercised or done by the Council in general meeting.

8.2 The Executive Committee shall consist of up to twenty-two (22) representatives of current financial Members who shall hold office from the date of election until the end of the next ensuing Annual General Meeting of the Council. In addition, the Immediate Past Chairperson shall be an ex-officio member of the Executive Committee.

8.3 The officers of the Executive Committee shall consist of a Chairperson, two (2) Deputy Chairpersons, who shall be appointed annually at the first meeting of the Executive Committee following the Annual General Meeting from amongst the Executive Committee members, an Honorary Treasurer and the Executive Officer

8.4 The Executive Committee shall have power to co-opt members to fill any vacancy to maintain the Executive Committee at twenty-two (22) members.

8.5 The immediate Past Chairperson shall vacate their position as an officer of the Executive Committee upon the cessation from office of the Chairperson, who shall immediately assume the office of immediate Past Chairperson.

8.6 At every Annual General Meeting of the Council subsequent to the first Annual General Meeting, twelve of the members of the Executive Committee for the time being shall retire from offices. A retiring member of the Executive Committee shall be eligible for re-election for that ensuing year.

8.7 The Chairperson may serve no more than two consecutive terms of office.

## **9. Executive Management Group**

9.1 The Executive Management Group should be responsible for day-to-day management and administration of the organisation, execution of policies and programmes as determined by the Executive Committee; coordination of business events and functions as may be organised.

9.2 The Executive Management Group should consist of Chairperson, Deputy Chairperson, Honorary Treasurer, Executive Officer and three (3) Executive Committee members who shall be elected at the first Executive Committee meeting after the AGM.

9.3 The Executive Management Group shall meet monthly or more frequently as required.

## **10. Finance**

10.1 The funds of the Council shall be deposited in accordance with the directions of the Executive Management Group.

10.2 The funds of the Council shall be used only to meet the expenses and to carry out the objectives of the Council.

10.3 All payments require the approval of the Executive Management Group. Cheques are required to be signed by any two (2) members duly authorised and include the Honorary Treasurer and the Executive Officer and one (1) member of the Executive Management Group.

10.4 The Council's financial year shall commence on 1 April in any year.

## **11. General and Special Meetings**

11.1 The Executive Committee shall meet whenever it thinks fit, at the request of any two (2) of the Executive Committee members.

11.2 The Executive Committee shall if requested to do so in writing by thirty per cent (30%) of Members of the Council, convene a meeting of the Committee giving notice of that meeting to Committee members and details of the business to be transacted at that meeting.

11.3 The Chairperson, and in his absence either Deputy Chairperson, shall preside as Chairperson at every general meeting, or in their absence another member elected by those members present.

## **12. Annual General Meetings**

12.1 There shall be an Annual General Meeting of the Council, which shall be held within three (3) months of the end of the financial year.

12.2 The business of the Annual General Meeting shall be:

- ✘ To elect the Executive Committee
- ✘ To elect Office Bearers
- ✘ 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.
- ✘ To transact such other business of which due notice has been given or which, in the opinion of the meeting, it is expedient to consider.

## **13. Quorum**

13.1 A quorum for a meeting of the Council shall consist of not fewer than six (6) representatives of members present in person or by proxy.

13.2 A quorum for a meeting of the Executive Committee shall consist of not fewer than five (5) members in person or by alternates or by proxy.

## **14. Voting**

14.1 At any meeting of the Council or the Executive Committee, the members (including the Chairperson) present in person or by proxy shall be entitled to one vote only on each matter deliberated.

14.2 All resolutions shall require an affirmative vote of the majority of those present and entitled to vote in person or by proxy.

14.3 No members shall be entitled to register and exercise more than two (2) proxy votes.

## **15. Notices**

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 Executive Committee meetings convened by that Committee.

## **16. Sub-Committees**

The Council and the Executive Committee are empowered to authorise the setting up of and delegation of powers to Sub-Committees/Working Parties for the purpose of carrying out specific projects identified by the Council.

## **17. Secretariat**

17.1 The Executive Management Group shall appoint, and may remove, an Executive Officer who shall serve at the pleasure of the Council and who shall be responsible for the conduct of the Council's administrative matters.

17.2 The Executive Management Group shall set the annual salary of the Executive Officer.

## **18. Joint Council/International Council Meetings**

When meetings are held in New Zealand in conjunction with other like-minded Councils, the various expenses associated with the preparation and operation of say "Joint Council Meeting" shall be met by the Council from contributions and/or levies on its members; provided that in all cases delegates to any Joint Council Meeting will be responsible for their own, travel, accommodation and other expenses.

## **19. Amendments to the Constitution**

The Council in General Meeting may amend this Constitution by a two-third majority vote at a meeting for which due notice has been given.

## **20. Winding Up**

20.1 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.

20.2 Every member of the Council undertakes to contribute to the assets of the Council in the event of the Council 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 Council contracted before he ceases 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 the annual subscription.

## **21. Entering into Force**

This amended Constitution was entered into force on 22<sup>nd</sup> October 2014