



**Repräsentanz der
Deutschen Wirtschaft
New Zealand-German
Business Association Inc.**

**RULES OF NEW ZEALAND GERMAN BUSINESS
ASSOCIATION (INCORPORATED)**

Rules of New Zealand German Business Association (Incorporated)

1. Name

- 1.1 The name of the Association shall be **NEW ZEALAND GERMAN BUSINESS ASSOCIATION (INCORPORATED)**.

2. Interpretation

- 2.1 In the construction of these Rules unless inconsistent with the context the following terms shall bear the following meanings:

"**Association**" means New Zealand German Business Association (Incorporated).

"**Committee**" means the persons from time to time appointed in accordance with clause 8 hereof.

"**Executive Director**:" means the person appointed as Executive Director pursuant to clause 7A

"**Member**" means any member of the Association whether Regular, Honorary or Life.

"**Officers**" means those persons from time to time appointed to the offices referred to in clause 7 either by the Annual General Meeting or by the Committee in accordance with clause 8.2 hereof.

"**Registrar**" means the Registrar of Incorporated Societies.

"**Rules**" means these Rules as amended from time to time in accordance with clause 13.1 hereof.

- 2.2 Words importing persons include partnerships, companies and other bodies and organisations whether incorporated or unincorporated in New Zealand or the Federal Republic of Germany,

3. Objects

- 3.1 The objects for which the Association is established are as follows:

3.1.1 To promote the establishment of closer economic co- operation between New Zealand and the Federal Republic of Germany.

3.1.2 To act in a liaison and co-ordinating function in promoting and developing trade, commerce and business between New Zealand and the Federal Republic of Germany and to encourage an improvement in communication and mutual assistance between Members, Governments, Government Departments, Trade Officials and business enterprises and other persons engaged or concerned in trade, commerce and business or any services related thereto in New Zealand and the Federal Republic of Germany.

3.1.3 To promote the consideration and discussions of all questions affecting trade relations between New Zealand the Federal Republic of Germany and to establish a forum for the interchange of views among Members and to encourage the greater dissemination of information on trade between New Zealand and the Federal Republic of Germany from private and governmental sources in both countries.

- 3.1.4 To hold conferences and meetings for the discussion of all matters affecting trade between New Zealand and the Federal Republic of Germany, to publish copies of papers, lectures, magazines, journals and books and generally to collect, collate and publish information of use or interest to Members of the Association.
- 3.1.5 To represent the interests and views of the Members and in particular to provide a medium for making representations to private or government organisations of the views of the Association on matters relating to or affecting trade, commerce and business between New Zealand and the Federal Republic of Germany.
- 3.1.6 To take all steps as may be deemed necessary to promote and protect the interests of members of the Association.
- 3.1.7 To purchase, take on lease or otherwise acquire such property real and personal as the Committee think necessary or convenient.
- 3.1.8 To borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property or rights of the Association with or without security and upon such terms as to priority or otherwise as the Association thinks fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Association passed in Annual General Meeting or Special General Meeting.
- 3.1.9 To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Association.
- 3.1.10 Generally and in furtherance of and not in limitation of the foregoing objects to do all such other things as in the opinion of the Association or the Committee may be incidental or conducive to the attainment of any of the powers mentioned herein.
- 3.1.11 To appoint and, at its discretion, remove or suspend any executive officers, managers, secretaries, officers, clerks, agents, or servants, and to direct and control them, and to determine their powers and duties, and fix and pay their remuneration.

4. Membership

4.1 The number of members shall be unlimited unless restricted to a specific number from time to time by the Committee. Membership shall be open to those meeting the appropriate qualifications set forth below. There shall be three classes of membership each having the qualifications, rights and duties set forth either below or elsewhere in these Rules.

4.1.1 Regular Member

Membership of the Association shall be open to all persons who are engaged or concerned in or in any way interested in trade, business or commerce between New Zealand and the Federal Republic of Germany unless the Committee shall waive such qualification.

4.1.2 Honorary Member

The Committee may from time to time invite for such period as the committee may determine any person or persons either in a personal capacity or by virtue of the office which such person or persons hold to be Honorary Members of the Association. Honorary Members shall not be liable for membership dues. The

Committee may determine such Honorary Membership in any case and at any time without notice.

4.1.3 **Life Members**

Life Members shall be nominated by the Committee and placed before the Annual General Meeting of the Association for approval. Life Members shall not be liable for membership dues.

4.1.4 **Associate Memberships**

- (1) That a second category of paying membership be available for some non trading organisations.
- (2) That this category be called "Associate Membership".
- (3) That the annual membership fee for the Associate Members be no less than \$100.00.
- (4) That the Associate Members shall have no voting rights.
- (5) That the Committee shall have discretion to accept organisations as "Associate" Members.

Election of Members

- 4.2 Application for Regular Membership shall be made in writing by or on behalf of any person to the Committee for its approval or disapproval. The Committee may decline or approve applications for membership in its absolute discretion. The applicant shall agree, if the application is approved by the Committee, to abide by the Rules of the Association and to pay such membership dues as are properly assessed by the Committee.

Resignation of Members

- 4.3 Any member may resign from the Association at any time by giving notice in writing to the Association of their resignation but such member shall remain liable for all annual and/or other membership dues outstanding and unpaid as at the date of such member ceasing to be a member of the Association.

Termination of Membership

- 4.4 The membership of any member may be cancelled by the Committee for any of the following causes:
- 4.4.1 If such member fails to observe the Rules of the Association.
 - 4.4.2 If such member shall make default 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 such member or the discharge of any other obligations due by such member to the Association howsoever arising;
 - 4.4.3 If such member be adjudged bankrupt or make a composition with the member's creditors or if an effective resolution or Order of Court be passed or made for the winding up or dissolution of a member or if a receiver be appointed in respect of the assets and affairs of such member; and
 - 4.4.4 A majority of not less than three quarters of the members assembled in general meeting resolve that a member be expelled provided that no member shall be so expelled unless the member shall have received not later than fourteen days

before such general meeting notice of the proposed resolution for the member's expulsion and of the allegations upon which the resolution is founded and unless the member shall have been given the opportunity to state his case at such meeting.

Register of Members

- 4.5 The Association shall keep a register of its members containing the names addresses and occupations of each class of members and the dates at which they become members.

Payments to Members

- 4.6 **No member or person associated with a member of the Association shall derive any income, benefit or advantage from the Association where they can materially influence the payment of the income, benefit or advantage -except where that income, benefit or advantage is derived from:**

(a) Professional services to the Association rendered in the course of business, charged at no greater rate than current market rates; or

(b) Interest on money lent at no greater rate than current market rates.

5. Subscriptions and levies

- 5.1 Every Regular Member shall pay to the Association such annual membership dues as may from time to time be fixed by resolution of the Regular Members in general meeting and shall pay from time to time all and every sum or sums of money which may from time to time by resolution of the Regular Members in general meeting be levied upon members of the Association and which the Association shall consider necessary or expedient for the purpose of furthering the interests of the Association and its members.

6. General meetings

- 6.1 Annual General Meetings of the Association will be held once in every calendar year at a locality and on a date decided by the Committee (not being more than fifteen (15) months after the holding of the last preceding General Meeting). The business of the Annual General Meeting shall be:
- 6.1.1 Consideration of the Association's annual report and balance sheet.
 - 6.1.2 Consideration of the resolutions remits and matters specified in the notice of meeting.
 - 6.1.3 Annual membership dues.
 - 6.1.4 Election of Officers and other members of the Committee.
 - 6.1.5 Appointment of Auditor.
 - 6.1.6 Consideration of any other matter authorised by the Chairman to be considered or required to be considered by virtue of a Resolution of the majority of Regular Members present and voting at the Annual General Meeting.
- 6.2 Special General Meetings may be convened by the Committee in each year. Any such Special General Meeting may be convened at any time by the Committee and shall be convened upon the requisition in writing of not less than two-fifths of the Regular Members of the Association entitled to vote at a General Meeting. The resolution shall state the date and place for the holding of such General Meeting. The business to be dealt with at

any Special General Meeting shall be the consideration of matters as are set out in the notice convening the meeting which notice shall include, when the Special General Meeting has been called as a result of a requisition as aforesaid, the matters specified in such requisition.

- 6.3** A member may attend General Meetings of the Association. Each Regular Member may vote thereat by a duly authorised representative and each Regular Member shall have one vote.
- 6.4** A duly authorised representative of a member shall be the Chief Executive Officer or such other senior executive or other officer of the member appointed in writing by the member or in the case of a member who is an individual a person duly appointed in writing by such member.
- 6.5** Votes at any general meeting of the Association may be given by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer and his attorney duly authorized in writing, or, if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the company.
- 6.6** At least twenty-one (21) days notice of any annual general meeting and at least fourteen (14) days of any special general meeting shall be given to all members for whom the Association has an address. Notice may be given by post, facsimile transmission or email and shall be deemed to have been served on the day following the date of posting the notice. Accidental failure to give notice to any member shall not invalidate the meeting. The quorum necessary for a general meeting shall be 10% of the Regular Members of the Association present whether in person or by proxy.
- 6.7 Proceedings at General Meetings**
- 6.7.1** Only Regular Members who have fully paid their membership dues shall be entitled to vote at General Meetings. Honorary and Life Members may be present at General Meetings but shall not be entitled to vote.
- 6.7.2** Resolutions submitted to General Meetings shall be decided by a show of hands unless a poll is requested by three members having the right to vote.
- 6.7.3** All matters shall be decided by a majority of votes whether the voting shall be by a show of hands or by a poll.
- 6.7.4** In the event of an equality of voting the Chairman shall be entitled to a second or casting vote.
- 6.7.5** The Chairman for any General Meeting shall be the President of the Association or failing him or her, the Vice President of the Association. If neither the President nor the Vice President are present within fifteen (15) minutes of the time appointed for the meeting or neither of them is willing to act as Chairman the meeting may appoint a member to act as Chairman.
- 6.7.6** If within half an hour of the time appointed for any General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting, a quorum is not present, those members who are present shall form a quorum and may transact business for which the meeting was called.

7. Officers

- 7.1 The Officers of the Association shall consist of a President, one Vice President, a Treasurer, the Executive Director and such officers (if any) which the Association in General Meeting shall deem to be necessary or desirable for the conduct of the affairs of the Association.
- 7.2 Each officer (except for the Executive Director) shall subject to clause 8.2 hereof hold office for a term of one year and shall retire at the Annual General Meeting next following the anniversary of his election or appointment. Each retiring Officer shall be eligible for re-election.
- 7.3 Nominations for the election of Officers (except for the Executive Director) shall be in writing signed by a proposer who is a member of the Association or a duly authorised representative of such member and countersigned by the candidate and shall be lodged with the Executive Director at least 7 days before the Annual General Meeting at which the election is to take place.

7A Executive Director

- 7A.1 The Executive Committee (excluding any existing or outgoing Executive Director) may, subject to the approval of the Association of German Chambers of Industry and Commerce (Deutscher Industrie- und Handelstag), appoint a person to the office of Executive Director for such periods and on such terms as they think fit and subject to the terms of any agreement entered into that may revoke any such appointment.
- 7A.2 The Executive Director shall not while holding office be subject to retirement by rotation, but his or her appointment as an Officer shall automatically determine if he or she ceases for any cause to be Executive Director.
- 7A.3 The Executive Director shall be responsible for the management and day to day administration of the Association.
- 7A.4 The Executive Director may appoint, engage and remove such employees, staff, agents, consultants and advisers as he or she deems necessary or desirable for the purposes of the Association. All such personnel shall at all times carry out their duties under the supervision and control of the Executive Director.

8. Committee

- 8.1 The general management of the Association shall be controlled by a Committee of not less than six (6) persons which shall consist of all the Officers of the Association and such other members of the Association who shall be appointed as Committee members at the Annual General Meeting of the Association.
- 8.1.1 The Committee shall have powers to co opt Committee Members.
- 8.1.2 Every Committee member (other than the Executive Director) may, by notice given in writing to the Association, appoint any person (including any other Committee member) to act as an alternate Committee member in the Committee member's place, provided the appointee is approved by the other Committee members, either generally or in respect of a specified meeting or meetings during the Committee member's absence or inability to act as a Committee member. Every Committee member may, at the Committee member's discretion, by notice in writing to the Association, remove that Committee member's alternate Committee member.

- 8.1.3 On any such appointment being made the alternate Committee member may, while acting in the place of the Committee member, represent, exercise and discharge all the powers, rights, duties and privileges (but not including the right of acting as chairperson) of the Committee member appointing the alternate Committee member, and is subject in all respects to the same terms and provisions as that Committee member (except as regards the power to appoint an alternate Committee member under Rule 8.1.2). For the purpose of establishing a quorum of the Committee an alternate Committee member is deemed to be the Committee member appointing him or her.
- 8.1.4 The notice of appointment of alternate Committee member should include an address for service of notice of meetings of the Committee. Failure to give an address will not invalidate the appointment but notice of meetings of the Committee need not be given to the alternate Committee member until an address is provided to the Association.
- 8.2 If any office becomes vacant through any cause whatsoever the Committee shall have power to appoint any member of the Association to fill any such vacancy and the person or persons so appointed shall hold office until the next ensuing Annual General Meeting.
- 8.3 If any member of the Committee absents himself without leave from three (3) consecutive Committee meetings the Committee may by resolution remove him or her from office.
- 8.4 The Committee may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. Any two (2) members of the Committee may at any time summon a meeting of the Committee.
- 8.5 The quorum necessary for the transaction of the business of the Committee shall be four (4).
- 8.6
- 8.6.1 The President subject as hereinafter appears shall preside as Chairman at every meeting of the Committee.
- 8.6.2 If there is no President or if at any meeting he or she is not present within ten (10) minutes after the time appointed for holding of the meeting or is unwilling to act as Chairman, the Vice President shall act as Chairman.
- 8.6.3 If there is no Vice President or if at any meeting the Vice President is not present within ten (10) minutes after the time appointed for the holding of the meeting or is not willing to act as Chairman the members of the Committee present shall choose one of their members to be Chairman.
- 8.7 All acts done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or person acting as aforesaid, or that they or any of them were disqualified be as valid as if every such person has been duly appointed and was qualified to be a member of the Committee.
- 8.8 The management of the business of the Association shall be vested in the Committee and the Committee may exercise all such powers and do all such acts and things as the Association is by its Rules or otherwise authorised to exercise and do and are not hereby

or by statute directed or required to be exercised or done by the Association in General Meeting.

9. Financial

- 9.1 The financial year of the Association shall commence on the 1st day of January in each year.
- 9.2 The Association shall cause to be kept proper books of account in which shall be kept full, true and complete accounts of the affairs, assets and transactions of the Association and the Committee shall present to the Annual General Meeting a report and balance sheet covering the activities of the Association during each year.
- 9.3 The funds of the Association may be banked in such Bank or financial institutions as the Committee may from time to time determine and the Association's bank account shall be operated by persons specifically nominated by the Committee.
- 9.4 The Committee may from time to time for the purpose of the Association raise or borrow such sum or sums of money as it may think necessary or expedient in the interest of the Association, and for such purpose to give guarantees, bonds and indemnities and to issue debentures.
- 9.5 The funds of the Association shall be devoted solely to the furtherance of the objects of the Association as set out in these Rules.
- 9.6 The Officers and the Committee members (other than the Chief Executive Officer) shall unless otherwise determined by the Association in General Meeting serve without remuneration but shall be entitled to be reimbursed in respect of expenses incurred in relation to the business of the Association but this provision shall not prejudice the Committee's right to employ staff in relation to the business and affairs of the Association.
- 9.7 The Association shall deliver annually to the Registrar in such form and at such times as he requires a statement containing the following particulars of:
- 9.7.1 The income and expenditure of the Association during the Association's last financial year.
- 9.7.2 The assets and liabilities of the Association at the close of the said year.
- 9.7.3 All mortgages, charges and securities of any description affecting any of the property of the Association at the close of the said year.

The statement to be delivered to the Registrar shall be accompanied by a certificate signed by an Officer authorised by the Committee to the effect that the statement has been submitted to and approved by the members of the Association at a General Meeting.

10. Auditor

- 10.1 The accounts and financial statements of the Association shall be audited annually and reported on by an auditor appointed by the Annual General Meeting. The auditor shall hold no other office in the Association and shall receive such fee as the Committee may from time to time approve. If a vacancy should occur in the office of auditor during any year the Committee shall appoint an auditor to hold office until the next Annual General Meeting.

11. Executive Director and Treasurer

11.1 The Executive Director or any other person designated by the Committee shall:

11.1.1 Notify members of the Association of each meeting of the Association and members of the Committee of meetings of the Committee and give all such notices as may be required by these Rules.

11.1.2 Keep the Register of Members hereinbefore mentioned.

11.1.3 Keep a record of all proceedings of meetings of the Association.

11.1.4 Do such other things in relation to the affairs of the Association as from time to time the Committee may require.

11.2 The Treasurer shall:

11.2.1 Bank or cause to be banked in the name of the Association all moneys received.

11.2.2 Disburse the funds of the Association as may be determined by the Committee.

11.2.3 Keep the Association's books of account and prepare the necessary financial accounts and statements.

12. Common seal

12.1 There shall be a common seal of the Association which shall be kept in the custody of the President and shall not be affixed to any deed, instrument, contract, document or paper without the authority of the Committee. The affixing of this seal to any deed or instrument shall be attested by the President and any one member of the Committee, or by any three (3) members of the Committee. The seal may be altered only by resolution of the Committee.

13. Alteration of Rules

13.1 These Rules may be altered, added to or rescinded by resolution of the Association in General Meeting upon not less than two thirds majority of the members present and voting provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such meeting and such resolution shall be approved by the Registrar as provided in Section 21 of the Incorporated Societies Act, 1908 or its amendments.

13.2 ***No addition to or alteration of the aims/objects of the Association or any clauses in the Rules relating to payments to members or the winding-up of the Association shall be approved without the approval of Inland Revenue Department. The provisions and effect of this clause 13.2 shall not be removed from these Rules and shall be included and implied into any document replacing these Rules.***

14. Indemnity

14.1 No action in law or otherwise shall lie in favour of members or their executors or administrators against any other member of the Association or Committee or Officer in respect of any act matter or thing done omitted or to suffered or purported to be done, omitted or suffered in pursuance of the provisions of these Rules 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 Committee shall be liable for any loss or expense of the Association or any member unless the same shall occur as a result of his wilful default.

15. Liability of members

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

16. Winding up

16.1 The Association shall be wound up if the Association, at a general meeting of its members, passes a resolution requiring the Association so to be wound up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed is passed.

16.2 In the event of the winding up of the Association all of its assets after payment of all costs and liabilities shall be divided among the regular members equally.

16.2 ***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.***