



New Zealand
Chamber of Commerce
in Hong Kong

CONSTITUTION AND RULES

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1. NAME

- 1.1 The name of the Society is the “New Zealand Chamber of Commerce in Hong Kong” (hereinafter referred to as the “Chamber”).

2. ESTABLISHMENT

- 2.1 The Chamber is established under and bound by the Societies Ordinance Cap. 151 of the Laws of Hong Kong.

3. REGISTERED ADDRESS AND PLACE OF BUSINESS

- 3.1 The registered address of the Chamber is Unit 5C, Floor 5, 88 Commercial Building, 28 – 34 Wing Lok Street, Sheung Wan, Hong Kong or at such other address as may from time to time be determined by the Executive Committee of the Chamber and notified to the Societies Officer for Hong Kong.

4. OBJECTIVES

The objectives of the Chamber are:

- 4.1 To provide a recognised forum for business executives to discuss and promote ideas relating to Business between New Zealand, Hong Kong, Macau, and the People’s Republic of China;
- 4.2 To provide a supportive environment that actively encourages and assists individuals and companies seeking to increase business or trade between New Zealand, Hong Kong, Macau, and the People’s Republic of China;
- 4.3 To promote and expand the business and general awareness of New Zealand in Hong Kong, Macau, and the People’s Republic of China;
- 4.4 To establish and maintain relationships with other business organisations in New Zealand, Hong Kong, Macau, and the People’s Republic of China;
- 4.5 To monitor business, political, economic and legal developments in New Zealand, Hong Kong, Macau, and the People’s Republic of China; and to provide members with any relevant information in respect of such developments;
- 4.6 To establish and maintain relationships with those Government agencies associated with the development of trading, investment and political links between New Zealand, Hong Kong, Macau, and the People’s Republic of China;
- 4.7 To arrange social events that encourage contact between members (as defined below) and their guests; and
- 4.8 To undertake such other business, educational, cultural, social and recreational activities for the promotion or enhancement of any or all the above objectives as the Executive Committee may from time to time think fit.

5. MEMBERSHIP STRUCTURE

The membership of the Chamber shall be comprised of the following categories:

- 5.1 Corporate Members (which may be tiered into multiple categories)
- 5.2 Individual Members
- 5.3 Honorary Members

each a “Member” and together the “Members”.

6. CORPORATE MEMBERS

- 6.1 Corporate Membership shall be open to any entity or organisation (not being an individual) whether incorporated or based in Hong Kong or not which has a direct or indirect business interest with New Zealand;
- 6.2 Corporate Members shall have a direct or indirect interest in the fulfilment of any of the objectives of the Chamber;
- 6.3 Admission to the Chamber as a Corporate Member shall be at the sole discretion of the Executive Committee;
- 6.4 Upon application for membership Corporate Members shall be required to pay a joining fee and/or an annual membership fee with such fees being determined by the Executive Committee pursuant to Item 12 herein.
- 6.5 Each Corporate Member shall be entitled to appoint persons as Corporate Nominees subject to determination for each or any tier of Corporate Membership from time to time agreed.
- 6.5 Each Corporate Member shall be entitled to one vote at General Meetings with such vote being exercised by a Corporate Nominee at the member’s representative and delegated for the purpose.
- 6.6 The Corporate Member may exercise its vote at a General Meeting by way of proxy on a form duly authorised by the Chamber.
- 6.7 The Corporate Member may amend its nominees from time to time as the Corporate Member sees fit.

7. INDIVIDUAL MEMBERS

Individual Membership shall be open to the following:

- 7.1 New Zealand citizens who hold a valid New Zealand passport and who are for the time being resident in Hong Kong;
- 7.2 Residents of Hong Kong who hold a valid Hong Kong identity card;

- 7.3 Individuals of any other nationality for the time being residing in Hong Kong who are employed by companies or other entities, whether incorporated or based in Hong Kong or not, where such companies or entities have a direct or indirect business interest in New Zealand or a direct or indirect interest in the fulfilment of any of the objectives of the Chamber;
- 7.4 Other individuals who upon application for membership are found acceptable to the Executive Committee.
- 7.5 Provided that upon application for membership each Individual Member shall be required to pay a joining fee (see below) and an annual membership fee (see below) with such fees being determined by the Executive Committee pursuant to Item 12 herein.

8. HONORARY MEMBERS

- 8.1 The Executive Committee in its sole discretion may invite any individual, entity or organisation whose membership is considered to be in the interests of the Chamber to be an Honorary Member of the Chamber.
- 8.2 Honorary Members shall have all the privileges of Individual membership;
- 8.3 Honorary Members shall not be required to pay annual membership fees;
- 8.4 Honorary Members shall not have the right to vote at any General Meeting of the Chamber;
- 8.5 Honorary Members shall not have the right to hold any office.

9. APPLICATION FOR MEMBERSHIP

- 9.1 Any entity, organisation or individual wishing to become a member of the Chamber shall submit an application to the Chamber in a form determined by and acceptable to the Executive Committee from time to time.
- 9.2 Application for membership shall be required to be counter-signed by an existing financial member of the Chamber unless this requirement shall be specifically waived by the Executive Committee in any particular case or generally.

10. ACCEPTANCE AND APPROVAL OF MEMBERSHIP APPLICATION

- 10.1 All applications for membership shall be scrutinised by not fewer than three officers of the Executive Committee, having been appointed by the Executive Committee, and shall be approved by a majority vote of such officers.
- 10.2 Applicants shall be required to confirm their acceptance of this Constitution and Rules and commit to abide by the same.
- 10.3 Upon successful approval of an applicant to membership, notice thereof shall be given to the applicant who shall be provided with a copy of this Constitution and

Rules. Referring the successful applicant to the Chamber's online copy of this Constitution and Rules will be deemed to have been so provided.

11. APPEAL OF APPLICATION DENIAL

- 11.1 Where an application for membership of the Chamber by an entity, organisation or individual having been assessed in terms of Item 10.1 is declined the applicant shall have the right to appeal the decision to decline the application.
- 11.2 The form of appeal and the relevant procedures to be undertaken will be contained in an advisory document approved by the Executive Committee and made available to all applicants. The form of appeal will consider the content of the Competition Commission advisory bulletins issued from time to time as they relate to professional and industry associations/bodies and published by the Competition Commission of Hong Kong.
- 11.3 Making the form of appeal document available for download from the Chamber's website shall be deemed as the documents having been made available in terms of Item 11.2.

12. MEMBERSHIP FEES

- 12.1 The annual membership fees payable by Corporate and Individual members of the Chamber or any other fees or levies that the Executive Committee shall decide in its discretion shall be determined and fixed by the Executive Committee by a simple majority vote at Executive Committee level.
- 12.2 Once fees have been so determined by the Executive Committee the Secretary or some other officer appointed by the Executive Committee for such purpose shall within 30 days of the date of the Executive Committee approving any new fees circulate to all voting members written advice of new fees fixed for the financial year together with explanatory information regarding the level of the fees so fixed.
- 12.2 The Executive Committee shall decide at its discretion the form that such notification in paragraph 9.2 should take.
- 12.3 The new fees or levies shall not be called into question by any voting Member for want of form so long as the quantum of the fees are set out in the circular.
- 12.4 Provided that such circular shall contain a statement that any voting Member who wishes to object to the level of the new fees or levies may do so by lodging his/her objection with the Secretary of the Executive Committee in the prescribed form set out in the circular within 14 days of the date of the circular (the objection period).
- 12.5 The failure of a minimum of 10% of the voting Members of the Chamber to so object in terms of Item 12.4 or to requisition for the holding of an Extraordinary General Meeting within the objection period to consider the level of fees shall mean that the new fees or levies fixed by the Executive Committee shall be deemed to have been accepted by all members.

13. OBJECTION TO SCALE OF REVISED FEES AND/OR LEVIES

13.1 If a minimum of 10% of the voting Members of the Chamber object to the new level of fees or levies within the 14 day objection period or requisition for the holding of an Extraordinary General Meeting as aforesaid then the Executive Committee shall have the option of either:

13.1.1 determining a lower level of fees or levies and advising the Members by the same procedures set out above or

13.1.2 at their discretion (and in any event they shall do so if there is a requisition by 10% of the voting Members to summon such meeting) summon an Extraordinary General Meeting of all Members to consider the issue of the level of the fees or levies for that particular financial year.

13.2 At any such Extraordinary General Meeting the quorum for holding such Extraordinary General Meeting shall be 10% of the voting Members or represented by proxy and the fixing of the new level of Fees or levies shall be decided by simple majority vote of those actually present or by proxy.

13.3 In the event of a failure to achieve a quorum, the Extraordinary General Meeting shall be cancelled, and the level of fees or levies first fixed by the Executive Committee shall be deemed to be the new fees or levies for the financial year in question and accepted by all Members of the Chamber.

14. MEMBER IN DEFAULT OF FEES AND/OR LEVIES

14.1 Any member who is in default of payment of an annual membership fee or levy shall be given 30 days to rectify such default and if at the end of such period the membership fee or levy remains unpaid the Management Committee may in its sole discretion deny such member the relevant privileges of membership for such time as the Executive Committee thinks fit or, if appropriate, cancel such membership.

15. DAY TO DAY AFFAIRS

15.1 The day-to-day affairs of the Chamber shall be conducted by the Executive Committee.

16. OFFICE BEARERS

Office bears will consist of:

16.1 President (also referred to as Chairman), hereafter "President/Chairman"

16.2 Vice President (also referred to as Vice Chairman), hereafter "Vice President/Vice Chairman"

16.3 Secretary

16.4 Treasurer

- 16.5 The names for the office bearers of the Chamber shall be proposed and seconded at each Annual General Meeting and the election of officers will follow on a show of hands of voting Members present, each Member having one vote in relation to the election of each such office.
- 16.6 The candidate receiving the most votes cast for any particular office shall so be elected to that office.
- 16.7 All office bearers of the Chamber shall stand down at the end of each one-year term of office however each such officer shall be eligible for re-election, provided that where there is no nomination for each or any office at the Annual General Meeting the incumbent office bearer may be assumed to be re-elected for the incoming term without a vote.

17. DUTIES OF THE PRESIDENT/CHAIRMAN

The President/Chairman shall:

- 17.1 Act as Chairman at all Executive Committee Meetings and General Meetings and shall be responsible for the proper conduct of business at such meetings.
- 17.2 Represent the Chamber in its dealing with the respective governments of New Zealand, Hong Kong, Macau and the People's Republic of China, and the agencies of such governments, the media and the public.
- 17.3 Have a second casting vote at General Meetings.

18. DUTIES OF THE VICE PRESIDENT/VICE CHAIRMAN

The Vice President/ Vice Chairman shall:

- 18.1 In the case where the President/Chairman is absent from Hong Kong, ill or unable to fulfil his/her obligations as President/Chairman for any reason, perform all such obligations in his/her place until such time as the President/Chairman is able to perform his/her normal office.

19. DUTIES OF THE SECRETARY

The Secretary shall:

- 19.1 Keep all records of the Chamber.
- 19.2 Attend all Executive Committee meetings and General Meetings, record the decisions taken at such meetings and minute them for approval.
- 19.3 Be responsible for keeping accurate and up to date records of the Members of the Chamber and shall notify the Societies Office of Hong Kong within the prescribed time of any changes to the Chamber's name, objectives, office bearers, principal place of business or any changes to this Constitution and Rules.

20. DUTIES OF THE TREASURER

The Treasurer shall:

- 20.1 Retain all funds collected, disburse all monies on behalf of the Chamber, keep an account of all monetary transactions and shall be responsible for their correctness.
- 20.2 Issue and sign receipts, vouchers and other related documents for monies received on behalf of the Chamber.
- 20.3 Render such financial reports or statements as required to be submitted to any Management Committee meeting and to render an Annual Statement of Income and Expenditure and Balance Sheet as at 31 December of each year for submission to the Annual General Meeting.
- 20.4 Deposit all monies and other valuables belonging to the Chamber in such bank or banks as may be designated or approved by the Executive Committee except such sum in cash (the amount of which shall be fixed by the Executive Committee from time to time) to meet petty cash expenses on behalf of the Chamber.
- 20.5 Be a signatory to cheques and other payment instructions issued by the Chamber. The other co-signatories shall be the President/Chairman and two other officers of the Executive Committee, of which any two may sign jointly in terms of Item 30.5.

21. COMBINATION OF SECRETARY AND TREASURER ROLES

- 21.1 The functions of the Secretary and Treasurer may, if considered appropriate by the Executive Committee, be combined and performed by the same person.
- 21.2 The functions of the Treasurer relating to the preparation of financial reports or statements may, if considered appropriate by the Executive Committee, be sub-contracted out to a firm of qualified accountants or to a person with appropriate accounting ability.
- 21.2 The person(s) appointed to the office or offices of Secretary and Treasurer may, in considered appropriate by the Executive Committee, be paid suitable remuneration out of the Chamber's funds, such remuneration to be determined by the Executive Committee from time to time.

22. EXECUTIVE COMMITTEE

The Executive Committee shall comprise:

- 22.1 President/Chairman
- 22.2 Vice President/Chairman
- 22.3 Secretary
- 22.4 Treasurer

- 22.5 A Committee of a minimum of two members and a maximum of sixteen members who may be individual members or nominees of corporate members.
- 22.6 An ex-officio person being the New Zealand Trade Commissioner appointed by New Zealand Trade and Enterprise from time to time.
- 22.7 Overall, the total number of persons comprising the Executive Committee shall be a minimum of seven persons and a maximum of twenty-one persons.

23. COMMITTEE

- 23.1 Names for members of the Committee shall be proposed and seconded at each Annual general Meeting and election for each office shall follow on a simple majority vote of the voting members.
- 23.2 All officers of the Committee shall stand down at the end of each one-year term of office, however each such officer shall be eligible for re-election.
- 23.3 Any officer of the Committee absenting him or herself from any three consecutive Executive Committee meetings without satisfactory explanation shall be deemed to have withdrawn from the Executive Committee.
- 23.4 The Executive Committee shall have power to appoint or co-opt any Individual Member or appointed representative of any Corporate Member to either fill any temporary vacancy on the Committee or, notwithstanding there is no vacancy, to sit as a full Committee Member for the purpose of providing assistance to the Executive Committee.
- 23.5 A Member so appointed in terms of Item 23.4 shall be entitled to serve as a full Executive Committee member with voting rights until the next Annual General Meeting when he or she will retire but be eligible for re-election.
- 23.6 Notwithstanding the afore going, the Executive Committee may in its discretion co-opt any persons, whether an Individual Member or an authorised representative of a Corporate Member to sit on the Executive Committee as a temporary non-voting member until the next Annual General Meeting upon which such temporary appointment shall cease but with such person being eligible to stand for re-election to the Committee at the Annual General Meeting.

24. EXECUTIVE COMMITTEE MEETINGS

- 24.1 Executive Committee meetings shall be held whenever considered necessary but not less than once every three months and shall be called by the president/Chairman or, in his/her absence, the Vice President/Chairman.
- 24.2 Three officers present in person shall be a quorum and in the case of equality of votes the appointed Chairman of such meeting shall have the casting vote. A member attending the Executive Committee meeting via a live video or audio link may be considered to be attending the meeting as if physically present.
- 24.3 The Executive Committee shall decide all questions by a simple majority.

- 24.4 Unless consent to the holding of a Executive Committee meeting at short notice is given by all members at the time present in Hong Kong, seven days' notice of any Executive Committee meeting shall be given.
- 24.5 A resolution or decision of the Executive Committee in writing approved by 75% of the Executive Committee members shall be deemed to be as valid and binding as a resolution passed at a Executive Committee meeting at which all members attend and notice of any such resolution and subsequent consent to it by a member may be given by letter, facsimile, cable, telex, voice mail or any other electronic means generally accepted by the business community in Hong Kong.
- 24.6 Notification of such proposed resolution to members of the Executive Committee per Item 24.5 or the consent by a member to such resolution shall be valid if sent to the Secretary of the Chamber or the member as the case may be and expressed to be in his or her name even if it should not bear a written signature.

25. ANNUAL GENERAL MEETING

- 25.1 An Annual General Meeting of the Chamber shall be held not later than 30 September of each year, on a place and date to be determined by the Executive Committee.
- 25.2 The business to be considered at each Annual General Meeting shall be to:
- 25.2.1 Receive from the Executive Committee a General Report, Balance Sheet and Statement of Accounts for the preceding financial year;
 - 25.2.2 Elect the officer bearers of the Chamber and other officers of the Committee for the following year;
 - 25.2.3 Appoint an Auditor for the following year;
 - 25.2.4 Transact any other business which may be properly brought forward at the meeting.
- 25.3 At least 14 days before each Annual General Meeting the Secretary shall send a notice of such meeting an particulars of the agenda to be discussed to every voting Member.
- 25.4 Any voting Member who wishes to add a matter for discussion to the agenda may do so by giving notice in writing to the Secretary at least seven days before such Annual General Meeting is scheduled to be held.

26. EXTRAORDINARY GENERAL MEETING

- 26.1 The Executive Committee may at any time for any special purpose call and Extraordinary General Meeting of the Chamber or shall do so within twenty-one (21) days upon the requisition in writing by not less than five (5) percent of the total voting membership of the Chamber or ten (10) percent if the issue shall concern the fixing of annual membership fees or levies or changes to this Constitution and Rules.

- 26.2 Any such requisition per Item 26.1 stating the purpose for which the meeting is required shall be lodged with the Secretary of the Chamber.
- 26.3 At least fourteen (14) days notice of any Extraordinary General Meeting and the particulars of the agenda to be discussed shall be given by the Secretary to every voting member.

27. VOTING AT GENERAL MEETINGS

- 27.1 Voting at any General Meeting shall, subject to Item 36, be by simple majority and shall be by a show of hands.
- 27.2 Each member (other than Honorary Members) shall be entitled to a single vote and shall be entitled to appoint one proxy to exercise its vote in any matter.
- 27.3 The Chairman's decision as to the outcome of any vote shall be final.
- 27.4 At least fifteen (15) members who are eligible to vote at any General Meeting (or their proxies appointed in writing) must be present in person at a General Meeting (which includes an Extraordinary General Meeting save and except an Extraordinary General Meeting requisitioned pursuant to Items 12, 13 or 35) for its proceeding to be valid.
- 27.5 A member attending the General Meeting via a live video or audio link may be considered to be attending the meeting as if physically present.
- 27.6 Evidence of a member's membership shall be required to be produced at the meeting in order for that member's vote to be valid.
- 27.7 For a Notice of Proxy at any general Meeting to be valid, such notice should state:
- 27.7.1 The name of the member
 - 27.7.2 The full name of the proxy (which shall be checked against a proper form of identification)
 - 27.7.3 Any specific instruction as to voting (if any); and
 - 27.7.4 Be signed by the relevant member.

28. FAILURE TO ACHIEVE A QUORUM AT A GENERAL MEETING

- 28.1 In the event of there being no quorum after 30 minutes of its commencement, the General Meeting shall be adjourned to a place and time to be appointed by the President/Chairman unless an Extraordinary General Meeting has been requisitioned under Item 12, 13 and 35.
- 28.2 Should those then present at such subsequent meeting be insufficient to form a quorum, the voting members (or their proxies) actually present shall form a quorum and the meeting shall proceed with the business on the agenda.

29. REMUNERATED STAFF

- 29.1 The Executive Committee shall be empowered to employ salaried staff to undertake functions that it sees fit from time to time.
- 29.2 The Executive Committee is authorised to enter into contract(s) with salaried staff based on terms and conditions agreed by the Executive Committee and accepted by the salaried staff, such agreement to be signed by an officer nominated for the purpose.
- 29.3 Duties of salaried staff may include certain duties that would normally be carried out by the Secretary and/or Treasurer, subject to the delegation approved by the Executive Committee and contained in an appropriate job description for the salaried staff.

30. BANK ACCOUNT

- 30.1 The Chamber may establish bank account facilities in its name with one or more licenced banks in Hong Kong.
- 30.2 Bank accounts may comprise current/cheque accounts and interest-bearing deposit accounts at call or for fixed terms.
- 30.3 Pursuant to Item 31 the Chamber may not enter into overdraft facilities on bank accounts or other borrowing or loan accounts.
- 30.4 Provided that the Chamber may establish corporate credit card facilities with a registered bank in Hong Kong solely for the purpose of:
 - 20.4.1 Expending money in return for services or expenses requisitioned by the Chamber or goods purchased on behalf of the Chamber; and
 - 20.4.2 Settling online invoices for computer software and other licences utilised by the Chamber.
- 30.5 Signatories to bank accounts shall be those officers of the Chamber authorised by the Executive Committee from time to time and shall comprise up to four such authorised persons with any two to sign jointly. Such signatories shall sign each and every transaction withdrawing or committing funds from the Chamber's bank accounts in such form as appropriate e.g. cheque, electronic transfer or payment, remittance etc.
- 30.6 Provided that in respect of Item 30.4, the signing authority shall rest with solely with the Treasurer who may delegate use of the credit card facility to his or her nominated person.
- 30.7 Any credit card facility utilised by the Chamber will have such maximum spending limit applied so as to only meet the regular needs of the Chamber on a month-by-month basis and the full balance of such card outstanding account shall be settled in full monthly.

31. BORROWING MONEY

31.1 The Executive Committee nor any of the Chamber's officers shall not have the power to borrow money in the Chamber's name from any person or institution whatsoever.

32. LIABILITIES

32.1 The Executive Committee nor any of the Chamber's officers shall not have the power to commit the Chamber to any liabilities which in aggregate would exceed the net assets of the Chamber at the relevant time.

32.2 The liabilities of the Chamber shall be borne by the Members (other than Honorary Members) equally.

33. FINANCIAL YEAR AND AUDIT OF ACCOUNTS

33.1 The financial year of the Chamber shall end on the 31 December in each year or on such other date as the Executive Committee may from time to time decide, to which date the accounts of the Chamber shall be balanced.

33.2 The annual accounts of the Chamber shall as soon as practicable after the end of the financial year to which they relate be audited by a professional accountant appointed for this purpose.

33.3 The professional accountant appointed to audit the annual accounts shall not be the Treasurer nor any other officer of the Executive Committee.

33.4 The Executive Committee, at its own discretion, may remunerate the appointed auditor for services rendered in this capacity and reimburse relevant audit expenses claimed.

34. BREACH OF CONSTITUTION AND RULES

34.1 The Executive Committee may suspend for any period which it may think fit or cancel the membership of any member who it considers is in breach of this Constitution and Rules.

34.2 The Executive Committee may suspend for any period which it may think fit or cancel the membership of any member who it considers the Member has displayed conduct unbecoming for a Member of the Chamber or is prejudicial to the interests of the Chamber.

34.4 Where the Executive Committee intends to exercise its powers under Item 34.1 or 34.2 the Member concerned shall be given notice of the breach or conduct complained of and shall be given reasonable opportunity to explain such breach or conduct either (a) personally to a meeting of not less than three officers of the Executive Committee nominated for the purpose or (b) in writing addressed to the Secretary of the Chamber.

- 34.5 The content of the meeting or written submission in terms of Item 34.4 shall be presented to the Executive Committee for consideration and determination.
- 34.6 Any decision taken by the Executive Committee after considering the relevant Member's evidence or submission in defence shall be final and binding on the Member.

35. AMENDMENTS TO THIS CONSTITUTION AND RULES

- 35.1 Any alterations or additions to this Constitution and Rules shall be promulgated and approved by the Executive Committee of the Chamber at a meeting by simple majority vote.
- 35.2 After amendments to this Constitution and Rules have been approved by the Executive Committee, the Secretary or other officer authorised by the Executive Committee for the purpose shall within 30 days of the said meeting circulate to all members a copy of the amendments approved by the Executive Committee together with explanatory information regarding the reasons for any and all amendments.
- 35.3 The form of the circular and the form of the notification of the amendments shall be at the discretion of the Executive Committee and the amendments shall not be called into question by any member on the grounds of want of form of the circular so long as the amendments are set out in the circular in the form they will appear into the official Constitution and Rules in the form to be submitted to the Societies Office.
- 35.4 The circular in terms of Item 35.2 and 35.3 shall contain a statement that any member who wishes to object to the amendment(s) may do so by lodging his/her objection in writing with the Secretary within 14 days of the date set out in the circular (the objection period) and that the failure of a minimum of 10% of the voting Members to so object within the objection period or to requisition for the holding of an Extraordinary General Meeting to consider the amendments shall mean that the amendments shall be deemed to have been accepted by all members of the Chamber.
- 35.6 In the absence of such an objection as aforesaid by 10% of the voting Members or a failure to requisition for an Extraordinary General Meeting, then the amendments first proposed by the Executive Committee shall accordingly be deemed to have been accepted by all Members.
- 35.7 If a minimum of 10% of the voting Members of the Chamber object to the amendments within the 14 day objection period or requisition for the holding of an Extraordinary General Meeting as aforesaid then the Executive Committee shall have the option of either:
- 35.7.1 changing the proposed amendments and advising the Members of the new proposal by the same procedures set out above, or
 - 35.7.2 at their discretion (and in any event they shall do so if there is a requisition by 10% of the voting Members to summon such meeting)

summon an Extraordinary General Meeting of all Members to consider the issue of the amendments.

- 35.8 At any such Extraordinary General Meeting the quorum for holding such Extraordinary General Meeting shall be 10% of the voting Members present in person or represented by proxy and the decision to approve the amendments or any changes thereto which shall be approved at the Extraordinary General Meeting shall be decided by simple majority vote of those actually present or by proxy.
- 35.9 In the event of a failure to achieve a quorum the Extraordinary General Meeting shall be cancelled, and the amendments first proposed by the Executive Committee shall be deemed to have been accepted by all Members of the Chamber.

36. DISSOLUTION AND WINDING UP

- 36.1 The Chamber shall not be dissolved except with the consent of not less than two-thirds of the voting Members of the Chamber (or their proxies) present and voting at an Extraordinary General Meeting convened for this purpose.
- 36.2 In the event of the Chamber being dissolved as provided for in Item 36.1 above, all debts and liabilities created legally incurred on behalf of the Chamber shall be fully discharged and the remaining funds will be distributed in accordance with the instructions of the majority of the Members present at such meeting having regard to Item 36.3 or if no such majority can agree, equally among all of the Members (other than Honorary Members) then existing.
- 36.3 The remaining funds in terms of Item 36.2 shall first be considered for distribution to a registered charity or multiple charities incorporated in Hong Kong or New Zealand. If no such charity or charities can be identified nor agreed, then the provisions of Item 36.2 shall apply.

37. INTERPRETATION

- 37.1 In the event of any ambiguity in respect of the interpretation or construction of these Constitution and Rules or resolution of any matter that is not expressly provided for in this Constitution and Rules, the Executive Committee shall be entitled to resolve such ambiguity or matter in its sole discretion.

Revision and implementation date: 1 March 2024