



SAMOA CHAMBER
OF COMMERCE & INDUSTRY INC.
POWERING BUSINESS GROWTH

SAMOA CHAMBER OF COMMERCE
AND INDUSTRY INC.

CONSTITUTION
2000

As amended March 2017

THE CONSTITUTION OF THE SAMOA CHAMBER OF COMMERCE AND INDUSTRY
(incorporated)

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¹ The Samoa Chamber of Commerce and Industry Inc. Constitution 2000 was first amended in 2012. Following a comprehensive review by the Executive Council and Chamber secretariat from 2015-2017, new amendments were presented at the Samoa Chamber of Commerce Annual General Meeting 2017 for the endorsement of its members. The newly proposed amendments to the constitution were approved by the members subject to Section 42 Amendment to the Constitution of the Samoa Chamber of Commerce and Industry Constitution. All documents regarding the constitution review process are available with the Chamber.

THE CONSTITUTION OF THE SAMOA CHAMBER OF COMMERCE AND INDUSTRY
(incorporated)

1. NAME OF THIS ASSOCIATION

The name of this Association shall be **THE SAMOA CHAMBER OF COMMERCE AND INDUSTRY (Incorporated)** (in these rules called “Chamber”).

2. INTERPRETATION

2.1. In these rules, unless the contrary intention appears:-

“Corporate body” or “body corporate” means an organisation that is incorporated under companies legislation or incorporated societies legislation or is a statutory authority.

“Council” means the Executive Council

“Foreign company” means a company that is incorporated and has its principal place of business in a country other than Samoa, but which has business interests in Samoa.

“General Meeting” means a general meeting of members convened in accordance with these rules;

“Ordinary Resolution” means a resolution requiring a simple majority;

“Private Sector Organisation” means any organisation that;

1. Represents businesses or persons engaged in lawful income generating activities where the organisation is incorporated under the Incorporated Societies Ordinance 1952
2. Maintains in accordance with its Constitution current audited annual accounts
3. Hold Annual General Meetings and
4. Should have been in existence and in continuous operation for at least 2 years.

“Special Resolution” means a resolution that, in order to be passed requires no less than two thirds majority of financial members of Chamber who are entitled to vote.

“Joining fee means a fee, separate from the annual subscription, payable when Application for membership is accepted.”

“Annual Subscription” means an annual fee payable by a member to keep their membership current.

“Financial members” are those members who have paid their prescribed annual subscriptions for the year being considered.

“working day” means any Monday, Tuesday, Wednesday, Thursday or Friday which is not declared a public holiday in accordance with any Government Law, Gazette, or regulation;

- 2.2. In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photographs, and other modes of representing or reproducing words in visible form.**
- 2.3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1974 and the Act as in force on the date on which these rules are adopted by Chamber.**

3. CHAMBER OFFICE

- 3.1. The office of the Chamber shall be situated at:-**

**Le Sanalele Complex, Saleufi, Apia
Or such other place as the Council may, from time to time, determine.**

4. THE PURPOSE OF CHAMBER

- 4.1. The purpose of Chamber is to act as Samoa’s National Private Sector Organisation that promotes the interests, well being and growth of Samoa’s private sector at the national, regional and international levels to improve the economic and social wellbeing of the people of Samoa.**

5. OBJECTS OF CHAMBER

The objects and purposes of Chamber shall be:-

- 5.1. To act as Samoa’s National Private Sector Organisation at the national, regional and international levels;**
- 5.2. To further the interests of its members and the Community by formulating and effectively promoting policies which encourages the development of the private sector, procure the protection of the environment, and recognize the needs of special groups in the community;**
- 5.3. To promote free enterprise, trade and commerce and industry, and the development of the economy of Samoa;**
- 5.4. To promote and develop by all lawful means the mutual or common interests of all members of Chamber;**
- 5.5. To promote, encourage and provide for joint consultation between members or groups of members on all such matters of mutual or common interest;**
- 5.6. To encourage the formation of associations of employers or persons, firms, companies, and corporations within industries, industry groups or groups of industries;**

- 5.7. To promote, encourage and facilitate the participation of any such association in any private sector forum considering any issues of national economic significance affecting the private sector including but not limited to labour, financial regulation, public sector revenue, industry and investment promotion and social welfare;**
- 5.8. To assist small businesses in their interface with Government and other parts of the private sector on small businesses issues;**
- 5.9. To endeavor to keep members informed about the policies and activities of Government and Government Committees and legislative proposals which may affect or tend to affect the interests of members on all issues of national importance, and to make such representations as may be appropriate on these matters and on all issues of national importance which are pertinent to business;**
- 5.10. To promote mutually beneficial relationships with other organizations, international or otherwise, whose main objects are similar to those of Chamber.**

6. POWERS OF CHAMBER

- 6.1. To purchase, take on lease, hire or otherwise require any real or personal property that may be deemed necessary or convenient for the purpose of any of the objects of Chamber**
- 6.2. To borrow and raise money in such manner and on such terms as the Council may think fit and have been approved or directed by ordinary resolution of members passed at a general meeting;**
- 6.3. To do such other lawful things as are incidental or conducive to the attainment of the objects and the exercise of the powers of Chamber.**

7. FULL MEMBERSHIP OF CHAMBER

- 7.1. The number of members shall be unlimited;**
- 7.2. The following persons, partnerships or corporate bodies shall be eligible as a candidate for full membership of Chamber:**
 - (a) i. Businesses registered for VAGST - Any holder of a business license for the general conduct of business in Samoa that is registered for VAGST purposes, but which is not a public company or government corporation;**
 - ii. The same applies to those businesses not registered for VAGST but have been determined by the Secretariat to be eligible for compulsory graduation to full membership.**
 - (b) Private Sector Organisations**
 - (c) Public companies - Companies incorporated or reregistered under the Companies Act 2001 as public companies; and**

- (d) Government corporations – State owned enterprises established by legislation or companies that are incorporated or reregistered under the Companies Act 2001 in which the Government of Samoa owns the whole or majority of the shares.

All such members shall, after admission by Council and on payment of the requisite joining fee, if any, and annual subscription, become a Member of Chamber, subject to the provisions of Clause 38. Each Member of Chamber shall have voting rights and rights to nominate or hold office, subject to Clause 10.5 and Clause 13.1 in addition to all other rights and privileges of membership.

- 7.3. If a company carries on two or more distinct kinds of businesses and holds a separate business license for each, it may, if it so chooses, make applications for a separate membership for each business each paying full joining fee, if any, and full Membership subscription and with its own representative.
- 7.4. Each candidate for admission shall submit to the Secretary an application in writing in a form approved by the Council, stating the name of the candidate, address and occupation or business, and such other information as the Council may reasonably require for approval by Council of admission.
- 7.5. As soon as practicable after the receipt of an application and admission by Council, the Secretary shall notify the applicant in writing that he or she or it has been admitted to membership of Chamber, and upon receipt of the sum payable by or on behalf of the applicant as his or her or its first year's subscription, and the prescribed joining fee, if any, shall enter the Applicant's name in a register of members to be kept by the Secretary, whereupon the applicant shall become a member of Chamber.
- 7.6. A member which is a body corporate shall, as soon as practicable after receiving notice of admission as a member, advise the Secretary in writing of the names of two persons, either one of whom shall be authorized and entitled to vote on behalf of the member at the General Meetings of Chamber and it shall be the responsibility of the member to endure that the names of its authorized representatives are correct and current for the time being.
- 7.7. A member of Chamber may at any time resign from Chamber by delivering or sending by post to the Secretary a written notice of resignation.
- 7.8. Upon receipt of a notice under Sub Clause 7.7 of this clause, the Secretary shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of Chamber.
- 7.9. A right, privilege, or obligation of a person or body corporate by virtue of his or her or its membership of Chamber;
- (a) Is not capable of being transferred to another person or body corporate and;
 - (b) Terminates upon the cessation of his or her or its membership by death, resignation or otherwise

7A ASSOCIATE MEMBERS

- 7A.1 International organisations and foreign companies shall be eligible as candidates for associate membership of Chamber.
- 7A.2 Candidates for associate membership are subject to the same terms and conditions for

admission to membership, resignation and termination of membership as provided by Sub-Clause 7.4 to Sub-Clause 7.9 inclusive, which shall apply to such candidates *MUTATIS MUTANDIS*.

7A.3 Candidates for associate membership shall, after admission by Council and on payment of the requisite joining fee, if any, and annual subscription, become an Associate Member of Chamber, subject to the provisions of Clause 38.

7A.4 Associate members shall not have voting rights nor the right to nominate or hold office but shall enjoy all other privileges of membership.

7B AFFILIATE MEMBERS.

7B.1 Any holder of a business license for the general conduct of business in Samoa that is not registered for VAGST purposes, shall be eligible as a candidate for affiliate membership of Chamber.

7B.2 Candidates for affiliate membership are subject to the same terms and conditions for admission to membership, resignation and termination of membership as provided by Sub-Clause 7.4 to Sub-Clause 7.9 inclusive, which shall apply to such candidates *MUTATIS MUTANDIS*.

7B.3 Candidates for affiliate membership shall, after admission by Council and on payment of the requisite joining fee, if any, and annual subscription, become an Affiliate Member of Chamber, subject to the provisions of Clause 37.

7B.4 Affiliate members shall not have voting rights nor the right to nominate or hold office but shall enjoy all other privileges of membership.

7B.5 Affiliate members will be assessed by the secretariat from time to time for eligibility for compulsory graduation to full membership.

8. HONORARY MEMBERS

8.1. The Chamber in general meeting may, upon the recommendation of Council, elect certain Honorary Members.

8.2. Diplomatic missions are to be invited as honorary members.

8.3. The election shall apply to the office, rather than to the individual who holds the office. There shall not be more than 20 such Honorary Members at any one time, and they shall not be required to pay any requisite joining fee and annual subscription; and they shall not have voting rights nor the rights to nominate or to hold office but shall enjoy all other privileges of membership.

9. HONORARY LIFE MEMBERS

9.1. The Chamber in general meeting may, upon recommendation of the Executive Council, elect as an Honorary Life Member any member or representative of a member of Chamber by reason of truly outstanding personal services to the Chamber's organization and such member shall enjoy all the privileges of membership inclusive of voting rights

and may be elected to the Executive Council or to any Committee.

10. OFFICERS OF CHAMBER

10.1. The Officers of Chamber shall be:-

- (a) President**
- (b) Vice President**
- (c) Secretary**
- (d) Treasurer**

10.2. Each Officer of Chamber shall hold office until the conclusion of the annual general meeting next after the date of his or her election but is eligible for re-election.

10.3. In the event of a casual vacancy in any office mentioned in Sub-clause 10.1 of this clause, the Council may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

10.4 Each Officer of Chamber shall not hold that office for more than three (3) consecutive terms.

10.5 Each Officer of Chamber shall not, while he or she holds that office with Chamber, hold the office of President, Vice-President, Secretary or Treasurer of another Private Sector Organisation.

11. DUTIES OF OFFICERS OF CHAMBER

11.1. The President:-

- (a) the President shall conduct all meetings of Chamber and the Council;**
- (b) the President shall be fully accountable to Chamber of the expenditure of Chamber's funds according to the By-Laws of Chamber governing the expenditure of Chamber's funds;**
- (c) the President shall call Council meetings and general meetings when he or she deems it necessary.**

11.2. The Vice President

The Vice President shall assist the President in the promotion and administration of Chamber policies and shall perform the duties of the President in the absence of the President.

11.3 The Secretary:-

- (a) The Secretary shall attend to all regular correspondence of Chamber and keep the minutes of all meetings of Chamber and of the Council and give notice of all meetings on the instructions of the President;**
- (b) The Secretary shall, in the absence of both the President and Vice-President, perform their duties as appropriate;**

(c) The Secretary shall attend to all other duties as prescribed by this Constitution.

11.4 The Treasurer:-

(a) The Treasurer shall receive and issue receipts for all monies and drafts paid to Chamber and lodge these in Chamber's account at the bank;

(b) The Treasurer shall, in the absence of the President, Vice-President and Secretary, perform their duties as appropriate;

(c) The Treasurer shall attend to all other duties as prescribed by this Constitution.

12. CONSTITUTION OF THE EXECUTIVE COUNCIL

12.1 The Council shall consist of

(a) The Officers of Chamber; and

(b) Not more than four (4) representatives of Private Sector Organisations as defined in sub-clause 7.2(b), all of whom shall be elected at the annual general meeting of Chamber in each year; and

(c) Not more than three (3) other members all of whom shall be elected at the annual general meeting of Chamber in each year; and

(d) Not more than three (3) immediate past Presidents of Chamber, provided that and for so long as he or she is a member or the representative of a member of Chamber, and also provided that he or she shall have indicated a willingness to serve on the Council.

12.2. Each council member shall, subject to these rules, hold office until the conclusion of the annual general meeting next after the date of his or her election, but is eligible for re-election.

12.3. In the event of a casual vacancy occurring in the office of a Council member, the Council may appoint a member of Chamber to fill the vacancy, and the member so appointed shall hold office subject to these rules until the conclusion of the annual general meeting next following the date of his or her appointment.

12.4. Confidentiality

Every member shall not, except in the proper course of meetings of the Chamber or sub-Committee thereof, divulge to any person and or non-member whomsoever and shall use his, her or its best endeavours to prevent the publication or disclosure of, any information concerning the affairs of the Chamber or any of its finances, dealings, transactions, publications, circulated information or matters arising in the course of meetings of the Chamber or any Committee thereof.

13. ELECTION OF OFFICERS AND COUNCIL MEMBERS

13.1 Nomination of candidates for election as officers of Chamber or Council members shall be moved and seconded only by financial members of Chamber who are entitled to vote and shall be accompanied by the written consent of the nominee. Private Sector Organisations that are financial members of Chamber shall not be entitled to nominate or second

candidates for election as officers of Chamber. For the avoidance of doubt, Private Sector Organisations may only nominate or second candidates for election as Council members within the scope of Sub-Clauses 12.1(b) and (c).

- 13.2 Nomination of the candidate for election as a Council member representing a Private Sector Organization shall be nominated only by that Private Sector Organization and shall be endorsed in writing by the Executive of that Organisation.**
- 13.3. Nominations shall be delivered to the Secretary at least three working days before the date of the Annual General Meeting.**
- 13.4. If sufficient nominations are not received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.**
- 13.5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.**
- 13.6. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.**
- 13.7. The ballot for the election of Officers and Council members shall be conducted by way of secret ballot unless the Annual General Meeting determines otherwise.**

14. DUTIES OF THE EXECUTIVE COUNCIL

The Council:-

- 14.1. Shall direct and oversee the business and affairs of Chamber;**
- 14.2. May, subject to these rules, exercise all such powers and functions as may be exercised by Chamber, other than those powers and functions that are required by these rules to be exercised by General Meetings of members of Chamber; and**
- 14.3. Subject to these rules, has power to perform all such acts and things as may appear to the Council to be essential for the proper management of the business and affairs of Chamber.**

15. SUB-COMMITTEES

- 15.1. The Council may at any time appoint a Sub-committee (or Sub-committees) and shall appoint a Chairperson (or Chairpersons) thereof as it may think fit and shall prescribe the powers and functions thereof.**
- 15.2. The Council may appoint as members of a Sub-committee such persons as it thinks fit, whether or not those persons are members of the Council.**
- 15.3. The Chairperson of a Sub-committee is responsible for calling meetings of a Sub-Committee.**
- 15.4. Three appointed members of a Sub-committee or such other number and composition as the Chairperson may from time to time determine, constitute a quorum at a meeting of the Sub-committee.**

16. MEETINGS OF COUNCIL

- 16.1.** The setting of the time and place for each council meeting shall be announced at the previous meeting and the Secretary shall accordingly advise those members not present as soon as practicable after the conclusions of the meeting.
- 16.2.** The President, the Vice President or the Secretary may issue notices of information to the members of Council in matters of urgency connected with the management of the affairs of Chamber during the intervals between meetings of the Council, and where any such notices or information are issued shall report thereon to the next meeting of the Council.
- 16.3.** The quorum for any meeting of the Council shall be a majority of appointed members.

17. INCOME AND PROPERTY OF CHAMBER

- 17.1.** The income and property of Chamber however derived shall be applied solely towards the promotion of the objects and purposes of Chamber and no portion thereof shall be paid or transferred directly or indirectly by dividend, bonus, or otherwise to any member of Chamber.
- 17.2.** Nothing in the foregoing provisions of this clause prevents the payment in good faith to a servant or member of Chamber of:-
- 17.3.** Remuneration in return for services actually rendered to Chamber by the servant or member or for goods supplied to Chamber by the servant or member in the ordinary course of business;
- 17.4.** Interest at a rate not exceeding current bank market rates on money lent to Chamber by the servant or member; or
- (c) A reasonable and proper sum by way of rent for premises let to Chamber by the servant or member.

18. ACCOUNTS OR RECEIPTS, EXPENDITURE, ETC

- 18.1.** Accounts shall be kept to reflect a true and fair view:-
- (a) Of all sums of money received and expended by Chamber and the matter in respect of which the receipt or expenditure takes place; and
- (b) Of the property, credits, and liabilities of Chamber;
- And subject to any reasonable restriction as to the time and manner of inspecting them which may be imposed by Chamber for the time being, those accounts shall be open for the inspection of the members of Chamber;
- 18.2.** The Treasurer of Chamber shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of Chamber in such form and manner as the Council may direct.

18.3. The accounts, books, and records referred to in Sub-clause 18.1 and 18.2 of this clause shall be kept at the Chamber office or such other place as the Council direct.

19. BANKING AND FINANCE

19.1. The CEO of Chamber shall, on behalf of Chamber, receive all monies paid to Chamber and forthwith after the receipt thereof issue official receipts thereof.

19.2. The Council shall cause to be opened with such bank as the Council selects a banking account or accounts in the name of Chamber into which all monies received shall be paid by the Treasurer as soon as possible after receipt thereof.

19.3. No cheques shall be drawn on Chamber bank account except for the payment of expenditure that has been authorized by the Council.

19.4. Cheques, Drafts and other instruments for the expenditure of funds of Chamber's Account shall be signed by any two of the following signatories:

- CEO
- Member Services Manager
- Or the President, or, in his/her absence the Vice President and Treasurer

20. AUDITOR

20.1. At each Annual General Meeting of Chamber, the members present shall appoint a person who is the holder of current Practicing Certificate issued by the Samoa Society of Accountants as the Auditor of Chamber.

20.2. A person so appointed shall hold office until the Annual General Meeting next after that at which he or she is appointed, and is eligible for re-appointment.

20.3. If an appointment is not made at an Annual General Meeting, a special General Meeting shall be convened by Executive Council to appoint an Auditor of Chamber for the then current financial year of Chamber.

20.4. The Auditor may only be removed from office by special resolution of the Chamber.

20.5. If a casual vacancy occurs in the office of Auditor during the course of a financial year of Chamber, the Council may appoint a person as the Auditor and the person so appointed shall hold office until the conclusion of the next Annual General Meeting.

21. AUDITS OF ACCOUNTS

21.1. Once at least in each financial year of Chamber, the accounts of Chamber shall be examined by the Auditor.

21.2. The Auditor shall certify as to the truth and fairness of the accounts of Chamber and shall report thereon to the members present at the Annual General Meeting.

21.3. In his or her report, and in certifying to the accounts, the Auditor shall state:-

- a) Whether he or she has obtained the information required by him or her;**
- b) Whether in his or her opinion, the accounts are properly drawn up so as to exhibit a true and fair view of the financial position of Chamber according to the information at his or her disposal and the explanations given to him or her and as shown by the books of Chamber; and**
- c) Whether the rules relating to the administration of the funds of Chamber have been observed.**
- d) That the accounts are compiled according to International Financial Reporting Standards.**

21.4. The Treasurer of Chamber shall cause to be delivered to the Auditor a list of all of the accounts, books, and records of Chamber.

21.5. The Auditor:-

- a) Has a right of access to the accounts, books, records, vouchers, and documents of Chamber;**
- b) May require from the servants of Chamber such information and explanation as may be necessary for the performance of his duties as Auditor;**
- c) May employ persons to assist him or her in investigating the accounts of Chamber;**
- d) May, in relation to the accounts of Chamber, examine any member of the Council or any servant of Chamber.**

22. MONTHLY GENERAL MEETING

22.1. Chamber shall each month hold a monthly general meeting unless the Council shall have advised the members by notice in accordance with these rules of cancellation of a monthly meeting.

22.2. Chamber shall conduct such business at each monthly general meeting as the Council may determine.

22.3. The quorum for any monthly meeting shall be the number of members most closely representing ten per cent (10%) of the financial members of Chamber.

23. ANNUAL GENERAL MEETING

23.1. Chamber shall, in each year, hold an annual general meeting.

23.2. The Annual General Meeting shall be held on such day (being not later than three months after the close of the financial year of Chamber) as the Council may determine.

23.3. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

23.4. The Annual General Meeting shall be specified as such in the notice convening it.

23.5. The ordinary business of the Annual General Meeting shall be:-

- a. To confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;**
- b. To receive from the Council, Auditor, and servants of Chamber, reports upon the transactions of Chamber during the last preceding financial year;**
- c. To receive reports from representatives of Chamber appointed to Board, Statutory Bodies or other external organizations;**
- d. To elect the Officers of Chamber and the Council members;**
- e. To appoint the Auditor and determine his or her remuneration; and**
- f. To determine the remuneration of servants of Chamber.**

23.6. The Annual General Meeting may transact special business of which notice is given in accordance with these rules.

23.7. All general meetings other than monthly general meetings and the annual general meeting shall be called special general meetings.

24. SPECIAL GENERAL MEETINGS

24.1. The Council may, whenever it thinks fit, convene a special general meeting of Chamber.

24.2. The Council shall, on the requisition in writing of not less than ten percent (10%) of financial members, convene a special general meeting of Chamber.

24.3. A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists, and delivered to the Secretary and may consist of several documents in the like form, each signed by one or more of the requisitionists.

24.4. If the Council does not cause a special general meeting to be held within twenty one (21) days from the date on which a requisition thereof is delivered to the Secretary, the requisitionists, or may one of them, may convene the meeting; but any meeting so convened shall not held after three months from the date of the delivery of the requisition.

24.5. A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council, and all reasonable expenses incurred in convening the meeting shall be refunded by Chamber to the person incurring them.

25. NOTICES OF GENERAL MEETINGS

25.1. The Secretary of Chamber shall, at least fourteen days before the fixed for holding an annual general meeting or a special general meeting of Chamber:-

- a) Deliver or forward through the mail or by facsimile or email to each member; and**

- b) Cause to be inserted in at least one newspaper published in the State or radio or notice paper; A notice specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted there at.

25.2. Notice of monthly general meetings specifying time, day and place for the holding of the meetings shall be given at least two working days before the date of the meeting and shall be delivered in accordance with Sub-Clause 25.1 (a).

26. BUSINESS AND QUORUM AT GENERAL MEETINGS (OTHER THAN MONTHLY GENERAL MEETINGS)

26.1. All business which is transacted at special general meetings and all business which is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business

26.2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

26.3. The number of members most closely representing twenty per cent (20%) of financial members shall constitute a quorum for the transaction of the business of the Annual General Meeting and any Special General Meeting.

26.4. If upon the expiry of thirty minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, being convened upon the requisition of members, shall be dissolved unless a resolution is passed by the majority of those present to extend the time allowed beyond thirty minutes, and if a quorum is not present upon the expiry of the additional time to allowed, the meeting shall be dissolved; in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the Chairperson at the time of the adjournment and by written notice to members given at least three days before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within thirty minutes after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

27. PRESIDENT TO PRESIDE AT GENERAL MEETINGS

27.1. The President or in his or her absence, the Vice President, shall preside as Chairperson at every general meeting of Chamber.

27.2. If the President and Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson thereat.

28. ADJOURNMENT OF GENERAL MEETING

28.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

28.2. Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

28.3. Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. DETERMINATION OF QUESTION ARISING AT GENERAL MEETINGS

29.1. A question arising at a general meeting of Chamber shall be determined on a show of hands unless before or on the declaration of a result of the show of hands a poll is demanded. A declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, an entry to that effect in the minute book of Chamber shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour or of against that resolution.

30. VOTES

30.1. Upon any question arising at a general meeting of Chamber, only financial members who are entitled to vote can vote and can have one vote only.

30.2. Where a financial member is a corporate body, one nominated representative of the corporate body shall vote on behalf of that corporate body.

30.3. All votes shall be given personally.

30.4. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

31. TAKING OF POLL

31.1 If at a meeting a poll on any question is demanded, it shall be taken at that meeting in each manner as the Chairperson may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

32. WHEN POLL TO BE TAKEN

32.1. A poll that is demanded on the election of a Chairperson, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

33. VACATION OF OFFICE

33.1. For the purposes of these rules, the office of an officer of Chamber, or of a Council member becomes vacant if the officer or Council member:-

(a) Dies;

- (b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankruptcy of insolvent debtors or compounds with his or her creditors, or any assignment of his or her estate for their benefit;
- (c) Becomes of unsound mind;
- (d) Resigns his or her office by writing under his or her hand addressed to the Council;
- (e) Fails without leave granted by the Council, to attend three consecutive meetings of the Council;
- (f) Ceases to be a member of Chamber, or the authorized representative of a member of Chamber; or
- (g) Fails to pay subscriptions due by him or her or the member he or she represents within fourteen days after he or she or the said member has received a notice in writing signed by the Secretary stating that subscriptions due from him or her or the said member are unpaid.

34. ANNUAL SUBSCRIPTION

34.1. The amount of the annual subscription may be fixed from time to time by the Secretariat.

34.2. The annual subscription of a member is due and payable on or before the first day of the financial year of Chamber.

34.3. The Secretariat may from time to time fix a Joining Fee, and the Joining Fee if so fixed shall be due and payable upon receipt of notice pursuant to clause 37 of these rules.

34.4. Any member who fails to pay any joining fee or subscription due in accordance with this clause within sixty (60) days of the due date shall cease to be a financial member.

35. FINANCIAL YEAR

35.1. The financial year of Chamber is the twelve month period ending on the last day of December unless otherwise approved by the members in general meeting.

36. NOTICES

36.1. A notice may be served by or on behalf of Chamber upon any member or its representative either personally or by facsimile or by email or by sending such notice through the post in a prepaid letter addressed to the member at his or her usual or last known place of abode or in the case of a corporate member, its usual or last known place of business.

37. EXPULSION OF MEMBERS

37.1. Subject to this clause, the Council may expel a member from Chamber if, in the opinion of the Council, the member has been guilty of conduct detrimental to the interests of Chamber.

37.2. The expulsion of a member pursuant to sub-clause 37.1 of this clause does not take effect-

- a. Until the expiration of fourteen days after the service on the member of a notice under sub-clause 37.3 of this clause; or
- b. If the member exercises his or her or its right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.

37.3. Where the Council decides to expel a member from Chamber, the Secretary of Chamber shall, without undue delay, cause to be served on the member notice in writing:-

- a. Stating that the Council has decided to expel the member;
- b. Specifying the grounds of the expulsion of the member; and
- c. Informing the member that the member may, within fourteen days after the service of the notice on the member, appeal against the expulsion as provided in this clause.

37.4. A member on whom a notice under sub-clause 37.3 of this clause is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Secretary of Chamber, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing the member's appeal.

37.5. Upon receipt of a requisition under sub-clause 37.4 of this clause, the Secretary shall forthwith notify the Council of its receipt and the Council shall thereupon cause a special general meeting of members to be held within twenty one (21) days after the date on which the requisition is received by the Secretary.

37.6. At a special general meeting convened for the purpose of this clause:-

- a. No business other than the question of the expulsion shall be transacted;
- b. The Council may place before the meeting details of the grounds of the expulsion and the Council's reasons for the expulsion;
- c. The member subject to expulsion shall be given an opportunity to be heard;
- d. The members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

37.7. If at a special meeting a majority of the members present votes in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of Chamber.

38. BY-LAWS

38.1. Chamber may by authority of this clause of the Constitution adopt By-Laws to facilitate the governing and conduct of Chamber.

38.2. A By-Law recommended for adoption or amendment must appear in the notice paper for the meeting at which it is to be considered along with the names of the proposer and the seconder.

38.3. A By-Law shall not be adopted unless it is approved by no less than two thirds majority of financial members of Chamber who are entitled to vote present in an annual general meeting or special general meeting.

39. DISPUTES

39.1. Subject to this rule, a dispute between a member of Chamber, in his or her or its capacity as a member, and Chamber shall determined by arbitration in accordance with the provisions of the Arbitration Act 1976.

39.2. Nothing in this clause affects the operation or effect of clause 37.

40. SEAL OF CHAMBER

40.1. The Seal of Chamber shall be in the form of a rubber stamp inscribed with the name of “Samoa Chamber of Commerce and Industry Inc.” encircling the word “Seal”.

40.2. The Seal of Chamber shall not be affixed to any instrument except by the authority of the Council, and the affixing thereof shall be attested to by the signatures of two members of the Council one of whom shall be the President or in his or her absence the Vice President or Secretary and that attestation is sufficient for all purposes that the self was affixed by authority of the Council.

40.3. The Seal shall remain in the custody of the Secretary.

41. DISSOLUTION OF CHAMBER

41.0. Chamber shall be dissolved when a special resolution to that effect is approved by no less than two thirds majority of financial members of Chamber who are entitled to vote present in a special general meeting.

42. AMENDMENT OF THE CONSTITUTION

42.0. No provision in this constitution shall be amended unless approved by no less than two thirds majority of financial members of Chamber who are entitled to vote present in a special general meeting