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INCORPORATION OF A SOCIETY

(Section 7(a))

*Please note that the information in this form should be either
typewritten or printed or neatly handwritten in block capitals
When completing this form, please refer to notes overleaf*

This form can be obtained from our website at, [http //www companies govt nz](http://www.companies.govt.nz)

Name of
Proposed
Society

THE ELECTRICITY TRANSMISSION HERITAGE
OF NEW ZEALAND INCORPORATED

Name Reservation
Number

1220998

Proposed
Address of
Registered
Office

61A Cheyenne Street
CHRISTCHURCH

Postal Address
to which
Communications
from the
Registrar may
be sent

PO Box 5462
WELLINGTON

We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for Incorporation of the Society under the rules accompanying this application, in accordance with the Incorporated Societies Act 1908

Presented by

Postal Address

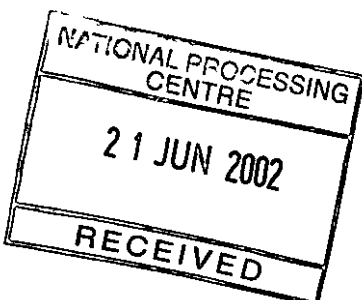
Account No

Telephone

(04) 499 4599

Facsimile

(04) 472 6986



P# 03
21 JUN 2002

The Incorporated Societies Act 1908
Declaration of

Document Number

(for office use only)

ADOPTION, ALTERATION OF RULES
(Section 7(b) and 21)

Please note that the information in this form should be either typewritten or printed or neatly handwritten in block capitals. When completing this form, please refer to notes overleaf.

This form can be obtained from our website at, <http://www.companies.govt.nz>

Society Name

THE ELECTRICITY TRANSMISSION HERITAGE
OF NEW ZEALAND INCORPORATED

Society Number

I, ANTHONY JAMES SILKE

of Christchurch, Consultant

do solemnly and sincerely declare as follows

- 1 That I am a member of the abovenamed Society
- 2 That annexed hereto and marked with the letter "A" are -
 - (a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation, or
- 3 That the rules comply with section 6 of the Incorporated Societies Act 1908


And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957

Declared at WELLINGTON)

this 19TH)

day of JUNE)

2002 before me)


A.S. HOOD SOLICITOR WELLINGTON

A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration

Presented by

Postal Address

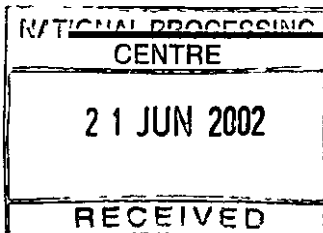
Account No

Telephone

(04) 499 4599

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**APPLICATION FOR INCORPORATION
THE ELECTRICITY TRANSMISSION HERITAGE OF NEW ZEALAND
INCORPORATED**

We, the several persons whose names are subscribed hereto, being members of the above-mentioned Society, hereby make application for the incorporation of the Society under the foregoing rules, in accordance with the Incorporated Societies Act 1908

Dated this 19th day of June 2002

SIGNED by

R. R. Donaldson

~~Director~~/Authorised signatory

In the presence of

[Signature]

Signature of Witness

Richard Raymond Cosell Donaldson.

Full Name

ROGER TIMOTHY MILLER

Full Name of Witness

Consultant

Occupation

Electrical Engineer

Occupation of Witness

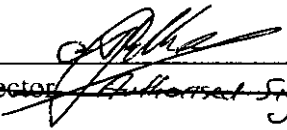
90 Heretaunga Sq Upper Hutt

Address

24 Vista Grove, Kelson, Lower Hutt

Address of Witness

SIGNED by



~~Director~~ ~~Authorised Signatory~~

ANTHONY JAMES SILKE
Full Name

Consultant
Occupation

61 A Cheyenne St
Address Christchurch 4

In the presence of



Signature of Witness

ROGER TIMOTHY MILLER
Full Name of Witness

Electrical Engineer
Occupation of Witness

24 Vista Grove, Kelson, Lower
Address of Witness Hutt

SIGNED by

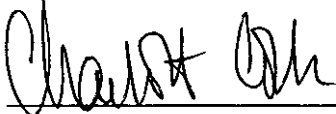

~~Director~~ ~~Authorised Signatory~~

Robert Stuart Michelson
Full Name

Electrical Engineer
Occupation

15 Bruce Ave, Wgtn
Address

In the presence of


Signature of Witness

CHARLOTTE JANE COLLICE
Full Name of Witness

Group Administrator
Occupation of Witness

92 Creswick Terrace, Wgtn
Address of Witness

SIGNED by

M Collins

~~Director/~~ Authorised signatory

Michael Timothy Collis

Full Name

Professional Engineer

Occupation

PO Box 1021, Wellington

Address

In the presence of

Charlotte Jane Collett

Signature of Witness

CHARLOTTE JANE COLLETT

Full Name of Witness

Group Administrator

Occupation of Witness

92 Creswick Terrace, Wgtn

Address of Witness

SIGNED by

I Collins

~~Director/~~ Authorised signatory

Ian Geoffrey Collins

Full Name

Professional Engineer

Occupation

11 Streatlam Cres Wellington

Address

In the presence of

Charlotte Jane Collett

Signature of Witness

CHARLOTTE JANE COLLETT

Full Name of Witness

Group Administrator

Occupation of Witness

92 Creswick Terrace, Wgtn

Address of Witness

SIGNED by

[Signature]
~~Director/Authorised signatory~~

Kevin Roger John Gardner
Full Name

Consultant
Occupation

8 Observatory Close Whitby
Address

In the presence of

[Signature]
Signature of Witness

Darren Troy Crippwell
Full Name of Witness

Engineer
Occupation of Witness

12A Swinford Crescent, Jullie
Address of Witness

SIGNED by

[Signature]
~~Director/Authorised signatory~~

John Henry Cook
Full Name

Project Manager
Occupation

9 Basin Terrace Whitby
Address

In the presence of

[Signature]
Signature of Witness

CHRISTOPHER JOHN CAVERN
Full Name of Witness

Commercial System man
Occupation of Witness

RANGIERA ROAD, RANGIERA RD 2
Address of Witness
WAIKANAHE

SIGNED by

M Bridger
~~Director~~ ~~Authorised Signatory~~

Michael Paul Berry Bridger
Full Name

Engineer
Occupation

10 Montagenet Grove
Upper Hill
Address

In the presence of

M. Jordanoff
Signature of Witness

Michael Jordanoff
Full Name of Witness

Engineer
Occupation of Witness

70 Ruskin Road
Newlands
Address of Witness

SIGNED by

A Maharaj
~~Director~~ ~~Authorised Signatory~~

A N. Maharaj
Full Name

Gos Projects manager
Occupation

Private Bag 3125, Hamilton
Address

In the presence of

M Jordanoff
Signature of Witness

Michael Jordanoff
Full Name of Witness

Engineer
Occupation of Witness

70 Ruskin Road
Newlands
Address of Witness

SIGNED by

E. Comper Smith
~~Director~~ ~~Authorised signatory~~

Edward Comper Smith
Full Name

Electrical Engineer
Occupation

455 Makara Road
Address
Wellington

SIGNED by

[Signature]
~~Director~~ ~~Authorised signatory~~

RANJIT JAYARAMA
Full Name

Electrical Engineer
Occupation

3 Neville St
Address
Johnsonville

In the presence of

[Signature]
Signature of Witness

Michael John Joyce
Full Name of Witness

Engineer
Occupation of Witness

1 Capstan Lane, Whittby
Address of Witness

In the presence of

[Signature]
Signature of Witness

Michael John Joyce
Full Name of Witness

Engineer
Occupation of Witness

1 Capstan Lane, Whittby
Address of Witness

SIGNED by

J.M. Clark

Director/Authorised signatory

James Marshall Clark

Full Name

Electrical Engineer

Occupation

21 Rose Street, Wellington

Address

In the presence of

N.C. Pakalawattha

Signature of Witness

N C Pakalawattha

Full Name of Witness

Electrical Engineer

Occupation of Witness

9, Cambrian St, Churton Pk, Well

Address of Witness

SIGNED by

P.M. Browne

Director/Authorised signatory

PETER MILTON RONALD BROWNE

Full Name

Professional Engineer

Occupation

45 Hatton St, Karori,
Address Wellington 6005

In the presence of

N.C. Pakalawattha

Signature of Witness

N.C. Pakalawattha

Full Name of Witness

Electrical Engineer

Occupation of Witness

9, Cambrian St, Churton Pk, Well

Address of Witness

SIGNED by

Graeme Robert Gibson
~~Director/Authorised signatory~~

Graeme Robert Gibson
Full Name

Consultant
Occupation

9 BEDFORD GROVE
KELSON
LOWER HUTT
Address

In the presence of

N C Pahalawaththe
Signature of Witness

N C Pahalawaththe
Full Name of Witness

Electrical Engineer
Occupation of Witness

9, Cambrian St, Churton Pk, Well.
Address of Witness

SIGNED by

Robert William Brady
~~Director/Authorised signatory~~

ROBERT WILLIAM BRADY
Full Name

MANAGER
Occupation

32 Satara Crescent,
Khandallah, Wellington
Address

In the presence of

Beverly Mary-Anne Temaki
Signature of Witness

Beverly Mary-Anne Temaki
Full Name of Witness

Group Administrator
Occupation of Witness

37B Drivers Cres, Porirua
Address of Witness

"A"

RULES OF THE ELECTRICITY TRANSMISSION HERITAGE OF NEW ZEALAND INCORPORATED

EXHIBIT NOTE

This is the exhibit marked "A" referred to
 in the statutory declaration of *Anthony James*
Silke
 at *Wellington* this *19th* day
 of *June* 20 *02* before me
 Signature *[Signature]*

A Solicitor of the High Court of New Zealand
 (Solicitor to sign in part on Exhibit)

A S Wood
Solicitor
Wellington

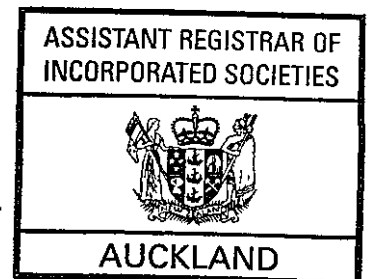


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RULES OF THE ELECTRICITY TRANSMISSION HERITAGE OF NEW ZEALAND INCORPORATED

1 Name and Registered Office

1 1 Name The name of the Society is The Electricity Transmission Heritage of New Zealand Incorporated

1 2 Registered Office The registered office of the Society is 61A Cheyenne Street, Christchurch 4 or such other place resolved upon by the Executive Committee

2 Interpretation

2 1 Definitions In these Rules, unless the context otherwise requires

"Act" means the Incorporated Societies Act 1908,

"Annual General Meeting" means an annual general meeting of the Members of the Society called in accordance with Rule 10 and Rule 12,

"Chairperson" means the chairperson of the Executive Committee or the substitute acting in his or her place as set out in these Rules,

"Committee Member" means an elected member of the Executive Committee,

"Delegate" means a person appointed by a Member under Rule 14 to represent that Member at a General Meeting,

"Deputy Chairperson" means the deputy chairperson of the Executive Committee appointed under Rule 24 2,

"Electricity Transmission Heritage Collection" means

(a) the collection of papers, files, books, manuals, catalogues, notes, drawings, calculations, photographs, equipment, instruments, tools and oral histories which relate to the history of electricity in New Zealand and which are held by the Society as at the date of incorporation of the Society, and

(b) any material added to that collection by the Society from time to time,

"Executive Committee" means the Executive Committee of the Society,

"Financial Year" means the financial year of the Society as determined in accordance with Rule 33,

"General Meeting" means an Annual General Meeting or Special General Meeting,

"Member" means a person admitted as a member under Rule 5,

"Society" means The Electricity Transmission Heritage of New Zealand Incorporated, and

"Special General Meeting" means a meeting of the Members of the Society called in accordance with Rule 11 and Rule 12

2 2 Rules References to these Rules are references to this document as from time to time altered or varied

2 3 Persons references to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, associations, organisations, trusts, government departments and local authorities in each case whether or not having separate legal personality

2 4 Singular/Plural Terms used, which import the singular number, shall, unless the context plainly requires otherwise also include the plural and vice versa

2 5 Headings Headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of these Rules

2 6 Statutes Reference to a statute or statutory provision includes that statute or provision as amended, modified, re-enacted or replaced from time to time (whether before or after the date of adoption of these Rules) and to any previous statute or statutory provision amended, modified, re-enacted or replaced by that statute or provision

3 Objects

3 1 Objects The objects of the Society are

3 1 1 to protect the Electricity Transmission Heritage Collection,

3 1 2 to store and catalogue the Electricity Transmission Heritage Collection and keep the catalogue up-dated,

3 1 3 to add further materials relating to the history of electricity in New Zealand to the Electricity Transmission Heritage Collection over time, and

3 1 4 to make the Electricity Transmission Heritage Collection available to such persons as the Society in its sole discretion decides,

3 1 5 to establish a body of interested people to ensure the ongoing development and running of the Society, and

3 1 6 to promote and encourage the development of similar energy heritage collections throughout New Zealand and build links with similar organisations internationally

3 2 **Objects Independent** It is declared that each of the objects set out in Rule 3 1 are to be constructed independently and are not to be limited by reference to any other objects recorded in Rule 3 1 Each of the objects set out in Rule 3 1 is an independent object of the Society

4 Powers

4 1 Powers: The Society shall have the following powers to the extent that the powers are exercised in effecting the objects of the Society

4 1 1 to make or alter rules in accordance with these Rules,

4 1 2 to admit new members and cancel any membership,

4 1 3 to appoint salaried employees, officers or other persons providing services to the Society (who may or may not be Members) and to dismiss or retire the same,

4 1 4 to carry on any business in connection with the promotion, fostering and development of the objects of the Society,

4 1 5 to purchase, take on lease or in exchange, hire, and otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery or plant,

4 1 6 to construct, improve, maintain, develop, work, manage, carry out, or control any buildings and other works and conveniences which may be calculated directly or indirectly to advance the Society's interests, and to contribute to, subsidise, or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out, or control of the same,

4 1 7 to invest and deal with the money of the Society,

4 1 8 to lend and advance money or give credit to any person or company,

4 1 9 to borrow or raise or secure or guarantee the payment of money,

- 4 1 10** to remunerate any person or company for services rendered, or to be rendered, in or about the organisation, formation, or promotion of the Society or its objects,
- 4 1 11** to sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Society,
- 4 1 12** to undertake and execute any trusts and to make gifts whether for charitable or benevolent purposes or otherwise,
- 4 1 13** to apply for and accept grants and subsidies on terms and conditions acceptable to the Society and accept donations whether in trust or not,
- 4 1 14** to become a member of, collaborate with, or join with other bodies or organisations, whether incorporated or not, in New Zealand and elsewhere having similar objectives,
- 4 1 15** to carry out all or any of the objects of the Society and do all or any of the above things as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others, and
- 4 1 16** to do all such other things as are provided in these Rules or which are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society

4.2 Powers Independent It is declared that each of the powers set out in Rule 4 1 are to be constructed independently and are not to be limited by reference to any other powers recorded in Rule 4 1 Each of the powers set out in Rule 4 1 is independent powers of the Society

MEMBERSHIP

5 Application for Membership

Any person with an interest in the protection of the history of electricity in New Zealand may apply for membership Any such person wishing to become a Member must make an application to the Executive Committee The application must include such information as the Executive Committee may require from time to time The Executive Committee shall have an absolute discretion whether or not to accept or refuse, and shall not be bound to give any reason for its acceptance or refusal of, an application to be a Member

6 Register

The Executive Committee shall maintain a register of Members

7 Member Rights

Each Member is entitled to attend and be heard and to vote at General Meetings. Members shall have such other privileges as may be determined from time to time by the Executive Committee.

8 Cessation of Membership

8 1 Resignation of Membership: Any Member may resign from the Society by giving not less than one calendar month's notice in writing to the Executive Committee of its resignation.

8 2 Cancellation Any Member's membership of the Society will be cancelled if

8 2 1 a resolution is passed to this effect by a majority of two thirds of the votes cast at a General Meeting,

8 2 2 the Member becomes bankrupt or insolvent or is put into liquidation or receivership or enters into a composition with creditors,

8 2 3 the Executive Committee determines to cancel the Member's membership because in the opinion of the Executive Committee that Member brings discredit on the Society or disrupts the activities of the Society so as to make continued membership undesirable in the interests of the other Members.

8 3 Cancellation Recommended by Executive Committee If the Executive Committee proposes to cancel the membership of a Member pursuant to rule 8 2 3 then at least one calendar month's written notice of the proposal and particulars relating to the conduct complained of shall be given to the Member concerned before any determination is made by the Executive Committee. That Member shall be given an opportunity to be heard by the Executive Committee before the matter is voted on by the Executive Committee and the Executive Committee will otherwise consider the matter in accordance with the rules of natural justice.

GENERAL MEETINGS

9 Chairperson of General Meetings

9 1 Chairperson The Chairperson shall act as chairperson of all General Meetings of the Society. In his or her absence, the Deputy Chairperson or, in the absence of both a person elected by the persons entitled to vote at a General Meeting, will be chairperson of a General Meeting.

9 2 Regulation of Procedure The Chairperson of a General Meeting shall regulate the proceedings at that General Meeting.

9 3 Powers to Adjourn Meetings The Chairperson of a General Meeting

9 3 1 may adjourn the General Meeting from time to time and from place to place, and

9 3 2 shall adjourn the General Meeting if so directed by the General Meeting

No business will be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a meeting is adjourned for one calendar month or more, notice of the adjourned meeting must be given as in the case of an original meeting, but otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

9 4 Unruly Meetings If any General Meeting becomes so unruly, disorderly or inordinately protracted that in the opinion of the chairperson of the General Meeting the business of the meeting cannot be conducted in a proper and orderly manner, the chairperson may either adjourn or dissolve the meeting.

9 5 Unfinished Business If any General Meeting is to be dissolved by the chairperson under Rule 9 4 the Chairperson may direct that any item of business which is completed at the meeting and which requires a vote, be put to the vote without further discussion.

10 Annual General Meetings

10 1 Timing Subject to Rule 10 2 an Annual General Meeting must be held once each calendar year on a date and at a venue fixed by the Executive Committee, but no later than six months after the end of each Financial Year.

10 2 First Annual General Meeting The Society does not have to hold its first Annual General Meeting in the calendar year of its incorporation but must hold that meeting within 18 months of the incorporation of the Society.

10 3 Business The following business must be transacted at the Annual General Meeting

10 3 1 approval of the minutes of the previous General Meeting,

10 3 2 receiving the annual report and consideration of the statement of accounts for the past year,

10 3 3 appointing an auditor of the Society,

10 3 4 consideration of any recommendations of the Executive Committee,

10 3 5 election of Executive Committee,

10 3 6 setting of Executive Committee fees or honoraria if any, and

10 3 7 consideration of any other business notified to the Executive Committee under Rule 10 5

10 4 AGM Date The Executive Committee must give Members at least one calendar month's prior written notice of the date of an Annual General Meeting This notice must state the date by which nominations and notification of business for an Annual General Meeting must be given to the Chairperson by Members

10 5 Notification by Members Members must provide the Chairperson with the names of their nominees for Executive Committee positions requiring nomination by them and the details of any business they wish to put on the agenda for the Annual General Meeting by the date specified by the Executive Committee under Rule 10 4

10 6 Notice of Business The Executive Committee will collate nominations and business for the agenda received under Rule 10 5 and will notify Members of the names of nominees and details of all business which is to be considered at an Annual General Meeting and the time and venue at which the Annual General Meeting will be held at least one week prior to the date of the Annual General Meeting

11 Special General Meetings

11 1 Called by Executive Committee The Executive Committee may call a Special General Meeting

11 2 Requisitions The Executive Committee must call a Special General Meeting if requested to do so by not less than 75% of the Members Such a request must be given to the Chairperson in writing signed on behalf of those Members and must state the objects of such a meeting

11 3 Timeframe for Requisitioned Meetings Special General Meetings called under Rule 11 2 must be held not more than five weeks after the day on which the request was received by the Chairperson

11 4 Special General Meeting Date Subject to Rule 11 3, a Special General Meeting will be held on a date and at a venue fixed by the Executive Committee The Executive Committee must give Members at least one calendar month's notice of the date, venue and business of a Special General Meeting

11 5 Resolution in Writing A resolution in writing signed by all Members for the time being entitled to vote at a General Meeting will be as valid

and effectual as if it had been passed at a General Meeting duly convened and held provided that the Members signing the resolution would constitute a quorum at a General Meeting and would have the power to pass such a resolution at a General Meeting Any such resolution may consist of several documents in identical form each signed by one or more Members and any such document sent by a Member by facsimile transmission will be deemed to have been signed by such Member

12 Notice of Meetings

12 1 Failure to Comply An irregularity in a notice of a meeting is waived if all the persons entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity, or if all such persons agree to the waiver

12 2 Accidental Omission The accidental omission to give notice of a meeting to, or the failure to receive notice of a meeting by, a Member does not invalidate the proceedings at that meeting

13 Right To Attend

Members, the auditor of the Society and observers invited by the Executive Committee are entitled to attend General Meetings

14 Delegates

14 1 Appointment Each Member may appoint one person to attend any General Meeting as its delegate on its behalf

14 2 Notice of Appointee Each Member must give the Executive Committee notice of appointment of that Member's Delegate not less than three days before the date of the meeting at which the Delegate is to act

14 3 Authority A Delegate has the powers of the Member it represents including the power to vote

15 Proxies

15 1 Proxies Appointed by Members If a Delegate is unable to attend the relevant General Meeting, the Member whom the Delegate represents may appoint a proxy The Executive Committee must be notified of the appointment of a proxy For the avoidance of doubt a Delegate may be appointed as the proxy of another Delegate

15 2 Form of Proxy The instrument appointing a proxy shall be in writing and signed by the appointor and, in all other respects, shall be in such other form as the Executive Committee may determine from time to time

15 3 Proxies Appointed by Delegates Any Delegate who retires from a General Meeting at the General Meeting may in writing to the Chairperson appoint some other Delegate to exercise that Delegate's vote

16 Quorum

No business may be transacted at any General Meeting of the Society if a quorum is not present within half an hour of the time fixed for the holding of the meeting. A quorum for a General Meeting of the Society shall be present if not less than 75% of Members or 5 Members, whichever is the lesser number, are present

17 Speaking Rights

Members and observers approved by the Chairperson have the right to speak and be heard on any issue considered at a particular General Meeting

18 Voting by Members

18 1 Members Each Member is entitled to one vote on matters put to a vote at a General Meeting

18 2 Majority Except as otherwise provided in these Rules any question arising at General Meetings shall be decided by a majority of votes of Members

18 3 Method of Voting Voting shall be by voice or show of hands (at the discretion of the chairperson of the General Meeting) unless at least two Members or the chairperson demands a poll. A poll may be demanded either before or after the vote is taken on a resolution. The procedure for conducting a poll will be that decided by the Executive Committee from time to time. Proxies will be entitled to vote on a poll

18 4 Proof of Resolution A statement by the chairperson of a General Meeting to the effect that a resolution has been carried, or carried by a particular majority, or lost shall be conclusive evidence without proof of the number of votes recorded in favour or against the resolution

18 5 Validity of Votes In the case of any dispute as to the admission or rejection of a vote, the chairperson of the General Meeting will determine the same and such determination will be conclusive

EXECUTIVE COMMITTEE

19 Objects of Executive Committee

The objects of the Executive Committee are to

19 1 Consultation promote full consultation with Members, customers, Government agencies and other interest groups,

- 19 2 Goals** establish and revise the goals and priorities of the Society,
- 19 3 Objectives** set and monitor the Society's objectives, performance standards and budget,
- 19 4 Quality** take active steps to continually improve the quality of the Society's services, and
- 19 5 Management** promote effective management and financial viability of the Society's affairs, adequate internal controls, risk management practices, indemnity insurance and compliance with statutory requirements

20 Composition of Executive Committee

The Executive Committee of the Society shall consist of

- 20 1 Three Elected Committee Members** There will be three elected Committee Members comprising
 - 20 1 1** a Chairperson,
 - 20 1 2** a Deputy Chairperson, and
 - 20 1 3** one other person elected

21 Election of Committee Members

- 21 1 Biennial Election** There shall be an election for the positions of Committee Members at the first Annual General Meeting held and every second calendar year thereafter
- 21 2 Annual Election** There shall be an election at each Annual General Meeting (not being an Annual General Meeting referred to in Rule 21 1) for Committee Members to fill any vacancies in the Executive Committee

22 Co-Option Of Committee Members

- 22 1 Co-option** The Executive Committee shall have the power at any time, and from time to time, to appoint any person who, in the reasonable opinion of the Executive Committee, will ensure that the membership of the Executive Committee represents the occupational membership of the Society, or to fill a casual vacancy in a position. Any Committee Member so appointed shall hold office only until the end of the next Annual General Meeting. The name of the co-opted Committee Member must be notified to Members by the Chairperson within two calendar months of his or her co-option

22 2 Rights of Co-opted Committee Members Committee Members appointed under clause 22 1

22 2 1 may be appointed for such term as the Executive Committee considers appropriate, provided that such appointment shall terminate at the end of the next Annual General Meeting (unless the Director has resigned earlier), and

22 2 2 shall count for a quorum of the Executive Committee and shall be entitled to all of the rights and privileges of other Committee Members

23. General Provisions Applying to Nomination and Elections

23 1 Form of Nomination Nominations must be in the form prescribed by the Executive Committee from time to time

23 2 Consent to Nomination For a nomination to be valid the nominee must have consented to his or her nomination in writing and a copy of his or her consent have been provided to the Executive Committee with his or her nomination

23 3 Insufficient Nominations If insufficient nominations for a position are received then additional nominations from Members shall be called for such positions at the Annual General Meeting Such nominees must be present at the Annual General Meeting and must give their consent in accordance with Rule 23 2

23 4 Exact Number of Nominations If the number of candidates nominated for any position equals the number of vacancies those nominated are deemed to be elected

23 5 Papers All ballot papers and other documents used for or relevant to an election shall be kept for a period of one month after the election whereupon they shall be destroyed by the Chairperson if no notice of challenge to the election result has been received If the election result is challenged within one month of the election the Chairperson shall retain the papers until authorised at a General Meeting to destroy them

24 Executive Committee Appointments

24 1 Chairperson The Executive Committee must elect one of the Committee Members to be the Chairperson of the Executive Committee for the ensuing year at the first Executive Committee meeting after every Annual General Meeting

24 2 Deputy Chairperson The Executive Committee must elect a Deputy Chairperson for the ensuing year from its members at the first Executive Committee meeting after every Annual General Meeting

24 3 Casual Chairperson In the absence of both the Chairperson and Deputy Chairperson from any meeting of the Executive Committee, a chairperson for that meeting must be elected from the Committee Members present

24 4 Secretary The Executive Committee must elect one of the Committee Members to be the Secretary and treasurer for the Executive Committee for the ensuing year

25 Cessation of Committee Membership

25 1 Cessation. A Committee Member ceases to hold office if he or she

25 1 1 resigns by giving one month's notice (or such lesser period of notice accepted by the Executive Committee) to the Executive Committee,

25 1 2 dies,

25 1 3 is through illness or disability unable to fulfil the duties of a Committee Member,

25 1 4 is adjudged bankrupt or is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382 or section 383 or section 385 of the Companies Act 1993,

25 1 5 is required to leave office under Rule 22 2,

25 1 6 fails to attend three consecutive meetings of the Executive Committee without the prior permission of the Executive Committee,

25 1 7 is removed by resolution of the Executive Committee passed by a two-thirds majority, provided the Committee Membership has been given the right to be heard on the question of his or her removal and has otherwise been treated in accordance with the rules of natural justice

26 Executive Committee Meetings

26 1 Regular Meetings The Executive Committee will meet at such times and places as it decides. An irregularity in the notice of a meeting is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all Committee Members entitled to receive notice of the meeting agree to the waiver

26 2 Quorum The quorum necessary for a meeting of the Executive Committee exists if not less than two of the Committee Members are present

- 26 3 Special Meetings** A special Executive Committee meeting may be called by the Chairperson at any time and must be called by the Chairperson on receipt of a requisition from two Committee Members. The Chairperson determines the date and place of special Executive Committee meetings but must give not less than seven days' notice to Committee. An irregularity in the notice of a meeting is waived if all Committee Members entitled to receive notice of the meeting attend the meeting without protest as to the irregularity of it or if all Committee Members entitled to receive notice of the meeting agree to the waiver.
- 26 4 Method of Meeting** A meeting of the Executive Committee may be held either
- 26 4 1** by a number of the Committee Members who constitute a quorum, being assembled together at the place, date and time appointed for the meeting,
 - 26 4 2** by the contemporaneous linking together by means of audio, or audio and visual, communication by which all Committee Members participating and constituting a quorum can simultaneously hear each other throughout the meeting, or
 - 26 4 3** by a Committee Members participating in a meeting of the Executive Committee by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Committee Members participating in a meeting by those means is deemed for the purposes of these Rules to be present at that meeting.
- 26 5 Minutes** Minutes of each Executive Committee meeting must be taken and distributed to all Committee Members within five Business Days of the meeting. The minutes must then be amended as necessary and signed by the Chairperson of the meeting and filed in the minute book.
- 26 6 Resolution in Writing** A resolution in writing signed by all Committee Members for the time being entitled to receive notice of meetings of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held provided that that the Committee Members signing the resolution would constitute a quorum of the Executive Committee and would have power to pass such resolution at a meeting of the Executive Committee. Any such resolution may consist of several documents in similar form each signed by one or more Committee Member. Any such document sent by a Committee Member by telegram, facsimile transmission, cable or telex or other means approved by a Committee Member is deemed to have been signed by such Committee Member.

27 Proxies for Committee Members

Any Committee Member may in writing delegate to any other Committee Member (with that Committee Member's consent) his or her power of voting at any specified meeting of the Executive Committee on any specified subject or subjects, by notifying the Chairperson in writing that such a delegation is made and the scope of and time limit for that proxy

28 Voting by Committee Member

28 1 One Vote Committee Members are entitled to one vote each at any meeting of the Executive Committee. All matters shall be decided by a majority of votes of Committee Members present provided there is a quorum

28 2 Method of Voting Voting may be by voice or show of hands (at the discretion of the Chairperson) but if it is desired by any Committee Member present, voting shall be secret ballot or poll

29 Executive Committee Powers

29 1 Executive Committee Powers The Executive Committee manages the affairs of the Society and in particular has the following powers

29 1 1 to exercise any and/or all of the powers of the Society other than those required to be exercised by the Members at a General Meeting,

29 1 2 to delegate any of its powers to such person or persons as the Executive Committee may determine from time to time,

29 1 3 to appoint sub-committees of the Executive Committee and committees of the Society, and to delegate any of the Executive Committee's powers to any such sub-committee of the Executive Committee or committee of the Society as the case may be. The membership, terms of reference and powers of any such sub-committee or committee shall be set out by the Executive Committee when the sub-committee or committee is established,

29 1 4 to authorise any Committee Member or Committee Members to enter into any contract or execute any instrument in the name of and on behalf of the Society. This authority may be general or confined to specific circumstances,

29 1 5 subject to any maximum annual amount of remuneration of Committee Members recommended by the Executive Committee and subsequently ratified by a majority of votes cast at a General Meeting, to authorise the payment of remuneration or the provision of other benefits by the Society to a Committee

Member for services as a Committee Member or in any other capacity and to enter into any contract to do so, and

29 1 6 to do all such other things that are necessary to give effect to the objects of the Society

29 2 Purported Exercise of Power The exercise by a Committee Member of a power vested only in the Executive Committee may be ratified or approved by the Executive Committee in the same manner in which the power may be exercised. The exercise of a power ratified under this Rule is deemed to be, and to always have been a proper and valid exercise of that power

29 3 Dispute If any difference of opinion arises as to the meaning of any Rule, it shall be determined by the Executive Committee or, if it occurs at a General Meeting, by the chairperson of that meeting, and any such determination shall be conclusive and binding on Members unless revoked at the next Annual General Meeting or Special General Meeting (whichever is earlier) following the determination

29 4 Matters Not Provided For If any case should occur which, in the opinion of the Executive Committee, is not provided for in these Rules, it shall be determined by the Executive Committee in such manner as it deems expedient, and any such determination shall be conclusive and binding on Members unless revoked at the next Annual General Meeting or Special General Meeting (whichever is earlier) following the determination

30 Review of Performance

30 1 Regular Review From time to time, and at least every two years, the Executive Committee shall assess its own performance and set objectives to assist it to continually improve its performance

30 2 Accountability The Executive Committee shall be accountable to the Society in General Meeting for the day to day management of the Society

31 Planning and Reporting

31 1 Strategic Plan The Executive Committee may establish a strategic plan from time to time

31 2 Business Plan and Budget Prior to the commencement of each Financial Year the Executive Committee shall approve a business plan and budget for that year. Any variations to the business plan and budget shall be approved by the Executive Committee

31 3 Chairperson Report to AGM The Chairperson shall furnish to the Annual General Meeting a report on the achievement of business plan objectives and the audited financial statements for that year, in

consultation with the other Committee Members, a report on the performance of the Society for that year

32 Indemnification of Committee Members and Employees

32 1 Indemnity Each Committee Member and employee of the Society shall at all times be indemnified out of the funds of the Society from and against all claims, actions, losses and expenses of any nature that such Committee Member or employee incurs in respect of any act or omission done or permitted by them in relation to the duties of their office except when such act or omission is brought about by their wilful neglect or default

32 2 Fault of Others No Committee Member or employee of the Society shall be liable for the acts or omissions of any other Committee Member or employee for any loss, damage or expense, or to the Society through any insufficiency or deficiency of title to any property acquired by order of the Executive Committee on behalf of the Society or for the insufficiency or deficiency for any security in which monies of the Society shall be placed or for any loss arising from the bankruptcy, insolvency or tortious loss of any person or entity with whom any monies of the Society shall be lodged or from any loss occasioned by an error of judgement or oversight on the part of the Committee Member or employee or for any other loss or damage which may happen in the execution of their office unless the same shall happen by or through wilful default

FINANCE

33 Financial Year

Each financial year of the Society commences on the first day of July and ends on the 30th day of June next following, or such other period as is determined by the Executive Committee

34 Receipts and Payments

34 1 Management of Funds The Executive Committee shall have charge and custody and be responsible for all funds in the Society's name in banks, trust companies or other securities as may be selected by the Executive Committee

34 2 Cheques All cheques shall be signed by any two signatories authorised by the Executive Committee. The Executive Committee may authorise a maximum of three persons to sign cheques

35 Auditor

The accounts of the Society must be audited by an auditor appointed at the Annual General Meeting. The auditor must not hold any other office in the Society

MISCELLANEOUS

36 Common Seal

The common seal of the Society will be kept at the Society's registered office and shall be affixed to any document or writing only by resolution of the Executive Committee. The affixation of the seal will only be valid if attested in writing by any two Committee Members.

37 Alteration of Rules

No rule of the Society may be rescinded or altered nor a new rule added except by a majority of the votes cast at a General Meeting called for that purpose in favour of a motion rescinding or altering a rule or adding a new rule. No rule may be rescinded, altered or added if it detracts from the non-profit aims of the Society, this rule or Rules 38.3 or 39. Notice of any proposed rescission, alteration or addition must be given in writing to the Members at least one calendar month before the General Meeting at which it is to be considered. Any alteration, amendment or rescission of these rules shall forthwith be registered with the Registrar of Incorporated Societies.

38 Liquidation

38.1 The Society may be liquidated if a motion to do so has been passed by a majority of votes recorded at a General Meeting of which at least thirty days' notice has been given in writing to each Member and the resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

38.2 Subject to Rule 38.3, upon liquidation, any property or assets remaining after the satisfaction of all the Society's debts, liabilities and obligations shall be disposed of by resolution at the General Meeting at which the Society is liquidated.

38.3 In no circumstances (including upon the winding up or dissolution of the Society) shall any property of the Society be paid to or distributed among the Members of the Society. If, upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some other organisation or body having objects similar to the objects of the Society, or to some other charitable organisation or purpose, within New Zealand.

39 No Pecuniary Gain

No benefit or advantage, whether or not convertible into money or income of any kind shall be afforded to, or received, gained, achieved or derived by any persons where that person is able in any way (whether directly or indirectly) to determine,

or in any material way to influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded or derived