



2564243

# Application to incorporate a society

Sections 7 and 21, Incorporated Societies Act 1908

**NOTES |** The society's name must end with the word **Incorporated**

The name cannot be the same as any other society, company or organisation. Check existing society and company names for free by doing a **Register Search** online at [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz)

The Companies Office will endeavour to process your application form on the day it is received.

Except where specifically noted, the details you provide on this form (including details and signatures of the members and witnesses provided with this application) will be made publicly available on the Societies and Trusts Online website.

## 1. Name of society

New Zealand China Council Incorporated

## 2. Address of registered office

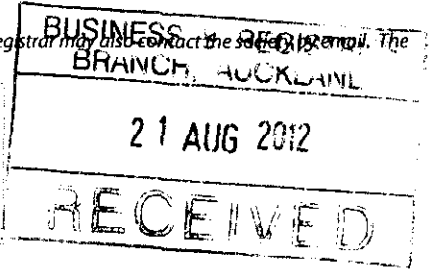
This address must be a physical address and NOT a PO Box, Private Bag or Document Exchange address.

C/- Regional Facilities Auckland  
Level 4, Aotea Centre  
50 Mayoral Drive  
Auckland 1010  
New Zealand

## 3. Addresses for communication

Postal address (this can be a PO Box address) to which communications from the Registrar may be sent. The Registrar may also contact the society by email. The email address you provide here will not be publicly available.

Postal address  
C/- Regional Facilities Auckland  
Level 4, Aotea Centre  
50 Mayoral Drive  
Auckland 1010  
New Zealand



Email address (optional)

## 4. Annual General Meeting (AGM) month

The society's annual general meeting will usually be held in the month of: **October**

## 5. Checklist before filing your application

- We have checked that the society's name is available by conducting a Register Search at [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz)
- The application form has been signed by 15 members of the society (Pages 2-4)
- All the signatures have been witnessed by someone who isn't one of the 15 members signing the form (Pages 2-4)
- A copy of the society's endorsed rules is attached to the application
- An officer of the society or a solicitor has completed the attached certification (Page 5)
- The fee of \$102.22 is included (Please complete the attached 'Payment details' section - Page 6)

**NPC# 14**  
20 AUG 2012

## 6. Your contact details

Name and postal address  
Gabrielle Rush  
Rush Consulting  
24 Hamana Street  
Narrow Neck, North Shore City 0622  
New Zealand

Email (optional)

Telephone **+64 9 446 6112**

Application to incorporate a society (continued)

Name of society

Date

New Zealand China Council Incorporated

20 AUGUST 2012

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.

7. Witnesses

Tick here if there is only one witness to all 15 members' signatures. In this case the witness should only complete the first set of witness fields.

If there is more than one witness to the members' signatures, each witness should complete the appropriate witness fields.

8. Members 1-4 (Note: Details of other members are continued on the next page)

Witnessed by

1 Name Rt Hon Sir Donald Charles McKinnon Signature 

Address 149 Bell Road, RD 4, Pukekohe 2679, New Zealand

1 Name Wendy Wang Signature 

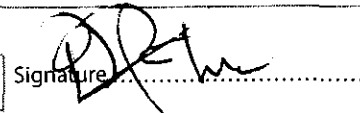
Address 206/85 Beach Road, Auckland, New Zealand

2 Name Dame Jennifer Mary Shipley Signature 

Address 5D/27 George Street, Newmarket, Auckland

2 Name Wendy Wang Signature 

Address 206/85 Beach Road, Auckland, New Zealand

3 Name Sir Peter David Gluckman Signature 

Address 78 Lucerne Road, Remuera, Auckland 1050, New Zealand

3 Name Wendy Wang Signature 

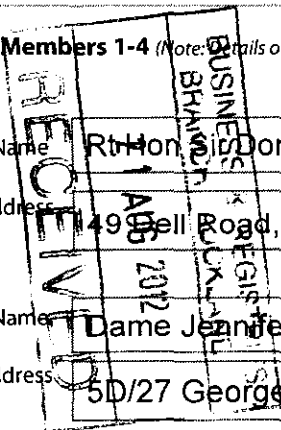
Address 206/85 Beach Road, Auckland, New Zealand

4 Name Fonterra Co-operative Group Limited Signature 

Address 9 Princes Street, Auckland, New Zealand

4 Name SARAH PATERSON Signature 

Address 616/10 RONAYNE ST, AUCKLAND, NEW ZEALAND.



Application to incorporate a society (continued)

Name of society

Date

New Zealand China Council Incorporated

20 AUGUST 2012

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 forgoing rules, in accordance with the Incorporated Societies Act 1908.

8. Members 5-9 (Note: Details of other members are continued on the next page)

Witnessed by (to be completed if there is more than one witness)

5 Name ANZ National Bank Limited Signature [Signature] Address Level 10, 170-186 Featherston Street, Wellington 6011, New Zealand

5 Name Wendy Wang Signature [Signature] Address 206/85 Beach Road, Auckland, New Zealand

6 Name Air New Zealand Limited Signature [Signature] Address Air New Zealand House, 185 Fanshawe Street, Auckland 1010, New Zealand

6 Name SARORA FREEMAN Signature [Signature] Address 185 FANSHAWE STREET, AUCKLAND

7 Name Arthur Loo Signature [Signature] Address Level 1, 8 Manukau Road, Newmarket, Auckland

7 Name Wendy Wang Signature [Signature] Address 206/85 Beach Road, Auckland, New Zealand

8 Name Catherine Agnes Quinn Signature [Signature] Address 222 Victoria Avenue, Remuera, Auckland 1050, New Zealand

8 Name Harriet Jane Blackburn Signature [Signature] Address 34 Karaka Park Place, Glendowie, Auckland

9 Name Bruce Ronald Hassall Signature [Signature] Address 23 Seaview Road, Remuera, Auckland 1050, New Zealand

9 Name Denise Allison Hama Signature [Signature] Address 116 Mossop Rise, Glendowie, Auckland

Application to incorporate a society (continued)

Name of society

Date

New Zealand China Council Incorporated

20 AUGUST 2012

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 forgoing rules, in accordance with the Incorporated Societies Act 1908.

8. Members 10-15

10 Name  Signature .....

Address

11 Name  Signature .....

Address

12 Name  Signature .....

Address

13 Name  Signature .....

Address

14 Name  Signature .....

Address

15 Name  Signature .....

Address

Witnessed by (to be completed if there is more than one witness)

10 Name  Signature .....

Address

11 Name  Signature .....

Address

12 Name  Signature .....

Address

13 Name  Signature .....

Address

14 Name  Signature .....

Address

15 Name  Signature .....

Address

**Name of society**

New Zealand China Council Incorporated

**9. Certificate**

The certificate must be completed by an officer of or solicitor for the society who should also sign the first page of the rules that are being submitted.

I certify that:

1. a majority of the members have consented to the application; and
2. the rules that are endorsed with the application are the rules of the society.

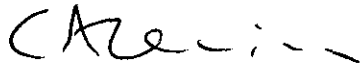
**Name**

Catherine Agnes Quinn

**Position**

Solicitor for New Zealand China Council Incorporated

**Signature**



**Date**

20 AUGUST 2012

**RULES CHECKLIST | What must be included in your rules?**

Section 6, Incorporated Societies Act 1908 requires that a society's rules include the following:

*The name of the society (ending with the word Incorporated)*

*The objects for which the society is established*

*How people become members of the society and cease being members of the society*

*How meetings of the society will be called and held and how voting will take place*

*How officers of the society will be appointed*

*Control and use of the common seal*

*How the society's funds will be controlled and invested*

*The powers (if any) that the society has to borrow money*

*How any property of the society will be distributed in the event of the society being wound up*

*How the rules of the society can be altered.*

# Rules of New Zealand China Council Incorporated

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MinterEllisonRuddWatts

LAWYERS

20th Floor, Lumley Centre, 88 Shortland Street, Auckland 1010  
TEL + 64 9 3539700 FAX + 64 9 3539701  
[www.minterellison.co.nz](http://www.minterellison.co.nz)

*CRW*

# Rules of the New Zealand China Council Incorporated

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# Rules of the New Zealand China Council Incorporated

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## 1. Definitions and interpretation

### 1.1 Definitions

In these Rules, unless the context otherwise requires:

**Act** means the Incorporated Societies Act 1908 and includes any statute amending or replacing the Incorporated Societies Act 1908;

**Advisory Board** means the advisory board of the Council as constituted pursuant to clause 10;

**Annual General Meeting** means the annual general meeting of the Council held in accordance with clause 11;

**Chairman** means the Chairman of the Council appointed in accordance with clause 9.1;

**Charities Act** means the Charities Act 2005;

**China** means the People's Republic of China;

**Common Seal** means the common seal of the Council;

**Council** means the New Zealand China Council Incorporated;

**Executive Board** means the executive board of the Council as constituted pursuant to clause 9;

**Executive Director** means the executive director of the Council appointed by the Executive Board in accordance with clauses 8.1 and 8.2;

**General Meeting** means an Annual General Meeting or a special general meeting of the Council;

**Member** means a member of the Council;

**Membership Dues** means the dues for membership of the Council set by the Executive Board pursuant to clause 6.4 and payable by Members;

**New Zealand-China Relationship** means the mutually respectful relationship between New Zealand and China;

**Registered Office** means the registered office for the time being of the Council; and

**Rules** means these rules.

### 1.2 Interpretation

- (a) References to "**a person**" or "**persons**" include individuals and corporate bodies.
- (b) Words importing the singular include the plural, and vice versa.
- (c) Words importing any gender include the other gender.
- (d) Headings are for convenience only and do not affect the interpretation of these Rules.
- (e) References to clauses are references to clauses in these Rules.

## 2. Name

The name of the Council is the New Zealand China Council Incorporated.

### 3. Registered Office

The Registered Office of the Council is the place designated by the Executive Board (in its sole discretion) from time to time subject to notification of the same to the Registrar of Incorporated Societies in accordance with the Act.

### 4. Objects

#### 4.1 Council objects

The objects of the Council are:

- (a) To promote, foster and maintain a strong, constructive and mutually beneficial relationship between New Zealand and China that:
  - (i) supports the interests of both countries;
  - (ii) protects and promotes the foreign policy and economic interests of New Zealand;
  - (iii) encourages greater cultural understanding; and
  - (iv) reflects the cultural, social, educational, scientific and economic values of New Zealand.
- (b) To be a partnership between the public and private sectors in New Zealand, to promote and further the New Zealand-China Relationship with the support of the New Zealand government.
- (c) To be recognised as a high level organisation engaged in promoting the New Zealand-China Relationship by bringing together eminent persons in New Zealand and leaders from the cultural, business, education, science, government and other sectors.
- (d) To identify challenges and opportunities in the New Zealand-China Relationship.
- (e) To encourage coordination across public and private sector efforts in both New Zealand and China to meet challenges and exploit opportunities for the benefit of New Zealand, including New Zealand businesses.
- (f) To reduce impediments to, and identify opportunities to expand, bilateral trade and other economic activity between New Zealand and China.
- (g) To undertake research and lead informed, credible and non-partisan discussion on matters relevant to the New Zealand-China Relationship.
- (h) To encourage greater cultural, social, and economic understanding between New Zealand and China.
- (i) To host from time to time events aimed at bringing together senior leaders from the public and private sectors of both countries to consider and address issues of mutual interest.
- (j) To build and maintain links with government departments, key stakeholders and leading organisations engaged in the New Zealand-China Relationship to exchange views, disseminate knowledge and information, raise awareness of the Council's activities and, generally, to advance the Council's goals.
- (k) To work collaboratively with other persons which have similar or complementary objectives.
- (l) To purchase, take on lease, exchange or otherwise acquire lands, buildings, easements, or any real or personal property which may be required for the purpose of or conveniently

used in connection with any of the objects of the Council, and to sell, convey, transfer, assign, mortgage, give, exchange or otherwise dispose of the same.

- (m) To hire or employ any individuals, corporate bodies or unincorporated bodies as secretaries, providers of secretarial, advisory and promotional services, clerks, managers, servants or workman and to pay them and other individuals, corporate bodies or unincorporated bodies in return for services provided for the Council such fees, salaries, wages, gratuities or pensions as the Executive Board may from time to time determine.
- (n) To invest and deal with moneys of the Council not immediately required upon such trustee securities and in such manner as the Council in General Meeting may from time to time determine.
- (o) To borrow or raise, and give security for, money in such manner as the Council shall think fit and in particular by the issues of bonds, mortgages, debentures, promissory notes, or other obligations or securities of the Council secured upon any or all of its real or personal property.
- (p) To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Council.

## **4.2 Incorporation**

The Council is empowered to seek incorporation in accordance with the provisions of the Act (as determined by the Executive Board in its sole discretion).

## **4.3 Charities Act 2005**

The Council is empowered to seek registration in accordance with the provisions of the Charities Act 2005 (as determined by the Executive Board in its sole discretion).

## **5. Interpretation**

Any matters not provided for in these Rules or any question arising as to the interpretation of these Rules shall be decided by the Executive Board (in its sole discretion). At any General Meeting any such questions shall be decided by the Chairman (in his or her sole discretion) whose ruling shall be final.

## **6. Membership**

### **6.1 Eligibility**

To be eligible to be a Member, a person must be:

- (a) interested in fostering the relationship between New Zealand and China;
- (b) supportive of the objects of the Council (as set out in clause 4.1); and
- (c) of good standing.

Subject to the foregoing (which shall be determined by the Executive Board in its sole discretion), a person may become a Member on completion of the membership process in accordance with this clause 6 and payment of any initial Membership Dues.

### **6.2 Process for Membership**

- (a) The Executive Board may (in its sole discretion), at any time and from time to time, invite any person it considers appropriate to apply to become a Member. Upon receiving and

accepting such an invitation, an applicant for membership shall apply in writing in the form approved of by the Executive Board by giving:

- (i) the name of the applicant;
  - (ii) the nature of the business of the applicant;
  - (iii) in the case of a corporate body, the names of the persons who are authorized to represent that applicant; and
  - (iv) such other information as may be required by the Executive Board.
- (b) Any person who is invited to apply for membership of the Council may, prior to admission as a Member, withdraw from the process by notifying the Executive Board in writing.
- (c) Unless a person is invited to be a Member by the Executive Board, a person may not apply to become a Member and may not become a Member.

### **6.3 Admission by Executive Board**

- (a) The Members shall be those persons (including individuals or organisations) as have been invited to apply for membership by the Executive Board and who have been admitted to membership by the Executive Board from time to time.
- (b) An applicant will become a Member upon being approved for membership of the Council by the Executive Board. The Executive Board shall notify the Member of the Executive Board's decision. The Executive Board may decide whether or not to admit a person as a member in its sole discretion and it is not required to give reasons for its refusal to approve an applicant for membership of the Council.
- (c) Every applicant accepted as a Member shall be bound by these Rules and by any rules, regulations or by-laws of the Council that are in force from time to time.

### **6.4 Membership Dues**

- (a) Membership Dues (including any initial Membership Dues) payable by the Members shall be determined from time to time by the Executive Board (in its sole discretion and, without limiting its discretion, the Executive Board may determine that different Membership Dues are payable by different Members or different classes of Members).
- (b) Membership Dues must be paid on the date determined from time to time by the Executive Board.

## **7. Cessation of Membership**

### **7.1 Cessation**

Persons will cease to be Members by voluntary resignation given to the Executive Director in writing, such resignation taking effect from the date that the notice of resignation is received by the Executive Director or such later date as specified in the notice of resignation.

### **7.2 Expulsion**

The Executive Board may expel a Member in accordance with the provisions of this clause if:

- (a) the Member has wilfully refused or neglected to comply with the provisions of these Rules or any other rules, regulations, or by-laws made by the Executive Board from time to time in accordance with these Rules;

- (b) the Member has failed to pay the Membership Dues payable by the Member for a period greater than 90 days from the due date;
- (c) the Member has engaged in conduct which, in the opinion of the Executive Board (in its sole discretion), is unbecoming of a Member or may prejudice the interests or reputation of the Council, or, in the opinion of the Executive Board (in its sole discretion), the Member is otherwise unfit or unsuitable to be a Member;
- (d) the Member, if an individual, is declared bankrupt or enters into a composition or arrangement with his or her creditors;
- (e) the Member, if a company or other incorporated or unincorporated body:
  - (i) is placed in any form of liquidation, receivership, bankruptcy or administration;
  - (ii) enters into an arrangement with its creditors; or
  - (iii) is the subject of a resolution passed by its shareholders or members to wind up or dissolve the Member.

### **7.3 Suspension**

Where the Executive Board is undertaking investigation because the Executive Board has a reason to believe that a Member may fall within any of the categories set out in clause 7.2, the Executive Board may suspend the Member pending the outcome of such investigation.

### **7.4 Notice of expulsion**

- (a) The Executive Board must give a Member proposed to be expelled, written notice at least one week before the Executive Board meeting at which the expulsion of the Member is to be considered. The notice must contain details of what is alleged against the Member, evidence to support the allegation, the intended wording of the resolution expelling the Member and must inform the Member of the Member's right to appear before the Executive Board to offer any explanation or defence relating to the expulsion.
- (b) A Member proposed to be expelled may make a written submission to the Executive Board in support of the Member's continued membership of the Council, and the Executive Board must consider any such submission before voting on the Member's expulsion.
- (c) A decision to expel a Member will be valid if passed by a simple majority of the Executive Board.
- (d) The Executive Board must inform the Member in writing within seven days of the Executive Board's decision to expel the Member, such expulsion to take effect from the date specified in that notice.

### **7.5 Liability for Membership Dues**

Unless the Executive Board resolves (in its sole discretion) otherwise, resigning Members are liable for any and all Membership Dues which are due in the year in which they resign.

### **7.6 Return of materials**

Any Member resigning or being expelled from the Council must return to the Executive Board any documents, papers or other material connected with the activities of the Council in the Member's possession at the date of resignation or expulsion.

## 8. Executives

### 8.1 Executives

The Executives of the Council shall consist of one Executive Director; and such other executives as the Executive Board (in its sole discretion) appoints from time to time.

### 8.2 Appointment

- (a) All of the Executives will be appointed by the Executive Board which will determine (in its sole discretion) all of the terms of appointment, including the scope of their work, their remuneration and the term of their appointment.
- (b) Subject to the terms of appointment of the Executive Director and subject to any directions to the contrary given by the Executive Board (in its sole discretion) from time to time, the Executive Director may (in his or her sole discretion) delegate any of his or her functions (including without limitation those referred to in these Rules) to any other Executive appointed from time to time.

## 9. Executive Board

### 9.1 Executive Board

The Council shall have an Executive Board. The Executive Board shall have a minimum of five and a maximum of 20 members who are appointed in accordance with clause 9.3. The members of the Executive Board shall, from time to time, appoint one of their number to be the Chairman.

### 9.2 Eligibility

The individuals who shall be eligible for appointment to the Executive Board shall be:

- (a) a Member;
- (b) an officer, employee or principal of a Member; or
- (c) any other persons,

who either in his or her individual personal capacity, or by reason of the position he or she holds in a corporate body, is considered by the Executive Board (in its sole discretion and whose decision shall be final and binding on the Council) to have skills and experience which will be likely to enhance the objects of the Council.

### 9.3 Appointment

The Executive Board may (in its sole discretion), at any time and from time to time, invite any person to become a member of the Executive Board (but so that the number of members of the Executive Board is not at any time greater than the maximum number permitted). On receiving and accepting an invitation to become a member of the Executive Board (and subject to providing any information and/or undertaking any pre-membership requirements that the Executive Board may require in its sole discretion), the person will become a member of the Executive Board upon notice being given to that person by the Executive Board confirming his or her membership.

### 9.4 Shortfall

If at any time the number of members of the Executive Board falls below five, the Executive Board shall exercise its powers under clause 9.3 as soon as reasonably practicable after the number of members of the Executive Board falls below five.

## 9.5 Existing Executive Board

The members of the Executive Board as at the date of incorporation of the Council shall be deemed to have been appointed in accordance with clause 9.3.

## 9.6 Retirement and resignation

- (a) On 1 March 2015 and on 1 March falling every second year thereafter, at least one third of the members of the Executive Board (or if their number is not a multiple of three, then the number nearest to but not exceeding one third) shall retire from office, but shall be eligible for re-appointment in accordance with clause 9.3. Those to retire shall be those who have *been longest in office since they were last appointed (or re-appointed)*. As between members of the Executive Board who became members on the same day, those to retire shall, unless agreed otherwise, be determined by lot.
- (b) A member of the Executive Board may resign at any time by notice in writing to the Council.

## 9.7 Status of Executive Board member

A member of the Executive Board will, for so long as he or she is a member of the Executive Board, also be deemed to be a Member. If a member of the Executive Board ceases to be a member of the Executive Board for any reason, then he or she will automatically cease to be a Member unless he or she is separately a Member admitted in accordance with clause 6. For the avoidance of doubt, all of the provisions relating to Members apply to members of the Executive Board and if a member of the Executive Board ceases to be a Member for any reason, then he or she shall automatically cease to be a member of the Executive Board at the same time.

## 9.8 Power of the Executive Board

- (a) *The affairs of the Council shall be managed by the Executive Board which unless expressly forbidden by these Rules or any amendment of these Rules may undertake any matters not inconsistent with the objects of the Council.*
- (b) Any three members of the Executive Board or the Chairman may by notice in writing request that the Executive Director call a meeting of the Executive Board and the Executive Director shall thereupon call such meetings within seven days of such request. *The Executive Director may also call a meeting of the Executive Board.*
- (c) The Executive Board may set up and regulate the proceedings of sub-committees consisting of such members of the Executive Board as the Executive Board shall (in its sole discretion) see fit or such persons as it shall nominate. The functions of any such sub-committee shall be to do all such things in connection with the affairs of the Council as may fall within its terms of reference, unless such terms of reference are inconsistent with the express provisions of the Rules.

## 9.9 Executive Board meetings

- (a) Meetings of the Executive Board shall be held at such times and at such places as the Executive Board (in its sole discretion) thinks fit.
- (b) The Chairman shall be the chairman of all Executive Board meetings (unless he or she is not present in which case the members of the Executive Board present may elect one of their number to chair the meeting).
- (c) A quorum for all Executive Board meetings shall consist of four members of the Executive Board.
- (d) No members of the Executive Board shall receive any payment, fee, or reward for his services as such member.

- (e) Subject to these Rules, the Executive Board shall regulate the conduct of its meetings (including the making of decisions by consensus or voting or otherwise) as it sees fit (in its sole discretion).

## **10. Advisory Board**

### **10.1 Advisory Board**

The Council shall have an Advisory Board. The Advisory Board shall have a minimum of eight and a maximum of 30 members who are appointed in accordance with clause 10.3. In addition, the Chairman may attend Advisory Board meetings.

### **10.2 Eligibility**

The individuals who shall be eligible for appointment to the Advisory Board shall be:

- (a) a Member;
- (b) an officer, employee or principal of a Member; or
- (c) any other persons,

who either in his or her individual personal capacity, or by reason of the position he or she holds in a corporate body, is considered by the Executive Board (in its sole discretion and whose decision shall be final and binding on the Council) to have skills and experience which will be likely to enhance the objects of the Council.

### **10.3 Appointment**

The Executive Board may (in its sole discretion), at any time and from time to time, invite any person to become a member of the Advisory Board (but so that the number of members of the Advisory Board is not at any time greater than the maximum number permitted). On receiving and accepting an invitation to become a member of the Advisory Board (and subject to providing any information and/or undertaking any pre-membership requirements that the Executive Board may require in its sole discretion), the person will become a member of the Advisory Board upon notice being given to that person by the Executive Board confirming his or her membership.

### **10.4 Shortfall**

If at any time the number of members of the Advisory Board falls below eight, the Executive Board shall exercise its powers under clause 10.3 as soon as reasonably practicable after the number of members of the Advisory Board falls below eight.

### **10.5 Retirement, resignation and removal**

- (a) On 1 March 2015 and on 1 March falling every second year thereafter at least one third of the members of the Advisory Board (or if their number is not a multiple of three, then the number nearest to but not exceeding one third) shall retire from office, but shall be eligible for re-appointment in accordance with clause 10.3. Those to retire shall be those who have been longest in office since they were last appointed (or re-appointed). As between members of the Advisory Board who became members on the same day, those to retire shall, unless agreed otherwise, be determined by lot.
- (b) A member of the Advisory Board may resign at any time by notice in writing to the Council.
- (c) A member of the Advisory Board may be removed as a member at any time by the Executive Board (in its sole discretion) and such removal will be effective upon notice of



removal being given to that person by the Executive Board (or any later date specified in that notice).

## **10.6 No payment**

No member of the Advisory Board shall receive any payment, fee, or reward for his or her services.

## **10.7 Status of Advisory Board member**

For the avoidance of doubt, a member of the Advisory Board will not be a Member unless he or she is separately a Member admitted in accordance with clause 6.

## **10.8 Functions of the Advisory Board**

- (a) The functions of the Advisory Board shall be to:
  - (i) at the request of the Executive Board, provide advice and counsel to the Executive Board on any matters referred to the Advisory Board by the Executive Board;
  - (ii) liaise with, or be available for consultation by, Ministers of the Crown, government officials and their advisors, as requested by the Executive Board from time to time but always within guidelines from time to time determined by the Executive Board.
- (b) The Advisory Board shall not be entitled to participate in the day to day management of the affairs of the Council or to perform any functions delegated expressly or by implication to the Executive Board under these Rules.
- (c) Each member of the Advisory Board shall be entitled to receive notice of and attend any Annual General Meeting whether or not he or she is a Member. For the avoidance of doubt, a member of the Advisory Board who is not a Member shall not be entitled to vote at the Annual General Meeting.

## **10.9 Proceedings of Advisory Board**

- (a) Meetings of the Advisory Board may be convened at any time by the Chairman or the Executive Director (and must be convened by the Executive Director at the request of the Chairman) by giving to each member of the Advisory Board, who is not then absent from New Zealand, and to the Chairman not less than seven days notice in writing of the time and place of the meeting.
- (b) The quorum for a meeting of the Advisory Board shall be four members of the Advisory Board personally present. A member of the Advisory Board shall not be entitled to appoint a representative to attend the meeting of the Advisory Board in his or her place.
- (c) The Chairman shall chair any meeting of the Advisory Board and, if he or she is not present, then a person elected by the members of the Advisory Board present at the meeting shall chair the meeting.
- (d) Subject to these Rules, the Advisory Board shall regulate the conduct of its meetings as it sees fit (in its sole discretion).

# **11. Annual General Meeting**

## **11.1 Date of Annual General Meeting**

Unless otherwise determined by the Executive Board (in its sole discretion), the Annual General Meeting must be held not later than the 31st of December in each year on a date and at a time and place as the Executive Board determines (in its sole discretion).

## **11.2 Objects of Annual General Meeting**

The Annual General Meeting has the following objects:

- (a) to receive the annual report from the Chairman on the affairs of the Council, and a statement of the financial affairs of the Council;
- (b) to consider any notice of motion of which due notice has been given; and
- (c) such other business as is permitted by these Rules to be transacted without previous notice.

## **11.3 Notices of motion**

- (a) Notices of motion for the Annual General Meeting shall be in writing and received by the Executive Director not later than two weeks prior to the Annual General Meeting and copies of such notices of motion shall be sent by the Executive Director to each Member not later than seven days prior to the Annual General Meeting.
- (b) Notwithstanding clause 11.3(a), the Executive Board may (in its sole discretion) allow to come forward notices of motion received before the Annual General Meeting in respect of which there has not been the required period of notice.

## **11.4 Notice of meeting**

- (a) The Executive Director must send a notice in writing (by post, facsimile or email), to all Members, stating the date, time and place of the Annual General Meeting and copies of notices of motion to be dealt with at the Annual General Meeting no later than seven days prior to the Annual General Meeting.
- (b) Accidental failure to give notice, or non-receipt of notice by one or more Members, does not invalidate proceedings at the Annual General Meeting.

# **12. Special General Meeting**

## **12.1 Convening of meeting**

The Executive Board, the Chairman or any five members of the Executive Board may by notice in writing stating the objects of the meeting request the Executive Director to call a special General Meeting for the consideration of any special business. The Executive Director shall within seven days of receiving such notice call and give the required notice of meeting pursuant to clause 12.2.

## **12.2 Notice of meeting**

The Executive Director must send a notice in writing (by post, facsimile or email) to all Members, stating the date, time and place of the special General Meeting and the nature of the business to be dealt with at the special General Meeting including the text of any proposed resolutions, not later than seven days prior to the special General Meeting.

# **13. Quorum for General Meetings**

## **13.1 Quorum**

No business may be transacted at any General Meeting unless a quorum is present at the time the General Meeting proceeds to business. A quorum for a General Meeting shall consist of five Members (present in person or by representative or proxy appointed in accordance with clause 17).

## 13.2 If no quorum present

- (a) If a quorum is not present within half an hour from the time appointed for the General Meeting then:
  - (i) the General Meeting is dissolved if it was convened on the request of Members; or
  - (ii) in any other case the General Meeting stands adjourned to such day (not being more than 28 days after the appointed date) and at such time and place as the Executive Board determines.
- (b) If at any General Meeting held following an adjournment pursuant to the above a quorum is not present within half an hour from the time appointed for the meeting then the General Meeting is dissolved and may not be readjourned, in which case notice of a new General Meeting must be given in accordance with these Rules if it is proposed to proceed with the General Meeting.

## 14. Chairman at General Meetings

- (a) The Chairman shall be the chairman of all General Meetings.
- (b) If within fifteen minutes after the time appointed for holding the General Meeting the Chairman is not present, the Executive Board Members present may elect one of their number to chair the General Meeting.
- (c) The chairman of a General Meeting shall have the right to vote on any matter and shall have a casting as well as a deliberative vote at the General Meeting.

## 15. Adjournment of General Meetings

The chairman of a General Meeting may if he or she thinks fit (in his or her sole discretion) adjourn any General Meeting to such place and time (not being later than 21 days after the Meeting being adjourned) as he or she in his or her discretion shall determine. Only business left unfinished at the original General Meeting may be transacted at the adjourned General Meeting.

## 16. Voting at General Meetings

- (a) At any General Meeting a resolution put to the vote must be decided on a show of hands unless a poll is demanded by the chairman or a Member present in person, by representative or by proxy and entitled to vote at the General Meeting.
- (b) On a show of hands or a poll, every Member who is entitled to vote, and who is present in person, by representative or by proxy, has one vote.
- (c) Notwithstanding any other provision of these Rules, a Member whose Membership Dues are unpaid is not entitled to vote at General Meetings.
- (d) If a poll is demanded it must be taken in the manner directed by the chairman, and may be taken after an interval or an adjournment. The demand for a poll may be withdrawn.
- (e) Unless a poll has been demanded in accordance with the above, a declaration by the chairman that a resolution has been carried unanimously or by a certain majority, or lost, and an entry in the minute book to that effect, is conclusive of that fact.
- (f) In the case of the voting being equal, whether on a show of hands or on a poll, the chairman has a second, casting, vote.

- (g) Unless these Rules provide otherwise, a resolution will be passed by a majority of the votes entitled to vote and voting on the resolution voting in favour of it.

## 17. Proxies / Representatives

### 17.1 Appointment

A Member may appoint an individual as that Member's representative or proxy, to attend and vote on the Member's behalf at any General Meeting.

### 17.2 Appointment must be in writing

- (a) Any appointment of a representative or proxy must be in writing, signed by the Member, and contain details of the meeting(s) at which the representative or proxy is to vote and the manner in which he or she may vote (including leaving it to the discretion of the representative or proxy).
- (b) The form of the instrument to appoint a representative or proxy shall be determined by the Executive Board from time to time.

### 17.3 Notice of appointment

The instrument appointing the representative or proxy must be delivered to the Registered Office or emailed to the Council, no later than 48 hours prior to the time appointed for the General Meeting, and may be revoked in writing at any time before the commencement of the General Meeting.

## 18. Common Seal

- (a) The Executive Board shall provide a Common Seal for the Council and the Executive Board shall have the power, from time to time, to destroy the same and substitute a new one in lieu thereof.
- (b) The Common Seal (if any) shall remain in possession of the Executive Director and shall be used when directed by a meeting of the Executive Board and shall be affixed in the presence of not less than three members of the Executive Board.

## 19. Finance and Accounts

- (a) The financial year of the Council shall terminate on the 30th June in each year.
- (b) The Executive Board shall, subject to the resolutions of the Council in a General Meeting and subject to these Rules, control all funds and expenditure of the Council (in its sole discretion).
- (c) The Executive Board may open and operate such bank account or accounts as it sees fit (in its sole discretion).

## 20. Audit

- (a) An auditor who is not a Member, and who is nominated by the Executive Board (in its sole discretion), shall hold office subject to election or re-election at the Annual General Meeting. It shall be the duty of the auditor to audit the accounts of the Council and to report thereon at the next Annual General Meeting. If an auditor resigns part way through

his or her appointment then the Executive Board may appoint (in its sole discretion) an auditor to fill the vacancy.

- (b) The remuneration of the auditor will be determined by the Executive Board (in its sole discretion).

## 21. Cheques

All cheques drawn upon the Council's bank account shall be signed by such number of persons and holding such positions in the Council as may be determined by the Executive Board (in its sole discretion) from time to time.

## 22. Pecuniary Gain

No Member shall receive or obtain any pecuniary reward from the property or operations of the Council.

## 23. No private pecuniary profit

### 23.1 No private pecuniary profit for any individuals, restrictions, exceptions and influence

No private pecuniary profit shall be made by any person involved in this Council, except that:

- (a) any Member may receive full reimbursement for all expenses properly incurred in connection with the affairs of the Council;
- (b) the Council may pay reasonable and proper remuneration to any Member or employee or consultant of the Council in return for services actually rendered to the Council;
- (c) any Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that person or by any firm or entity of which that person is a member, employee or associate in connection with the affairs of the Council;
- (d) any Member may retain any remuneration properly payable to them by any company or undertaking with which the Member has acted in any capacity whatever, notwithstanding that that Member's connection with that company or undertaking is in any way attributable to their connection with the Council.

### 23.2 Reasonableness required

The Council, in determining all reimbursements, remuneration and charges payable in the terms of the foregoing clause or of any kind, shall ensure that the restrictions imposed by the following clause are strictly observed.

- (a) **PROVIDED ALWAYS** and notwithstanding anything contained or implied in these Rules, any person who is –
  - (i) a Member;
  - (ii) a shareholder or director of any company carrying on any business of the Council;  
or
  - (iii) a settlor or trustee of any trust which is a shareholder of any company carrying on any business of the Council; or

- (iv) an associated person (as defined by the Income Tax Act 2007) of any such settlor, trustee, shareholder or director,

shall not, by virtue of that capacity be able to determine or influence in any way (whether directly or indirectly) whatsoever the amount of any benefit or advantage or income or the circumstances in which it is or is to be or is able to be afforded to, or received, gained achieved, or derived as a result of their employment by or involvement with the Council and such persons shall not participate in any deliberations and proceedings by which such income, benefit or advantage is being determined.

- (b) **AND** notwithstanding anything expressed or implied in these Rules, no commercial transaction, including the relinquishing of assets, will be entered into with any Member or associated person of any Member unless, having regard to the terms and conditions of the loan or agreement:
  - (i) payment by way of interest or rent shall not exceed current commercial rates;
  - (ii) receipts by way of interest or rent shall not be at less than current commercial rates;
  - (iii) sale of Council property will always be at current market rates;
- (c) **AND** any Member who is in any way interested or concerned directly in any property or undertaking in which the Council is or may be concerned or involved, shall disclose the nature and extent of their interest to the Council, and shall take no part whatever in any deliberations of the Council concerning any matter in which that person is or may be interested other than as a Member of the Council.

### **23.3 Professional account and influence**

A person who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the Council or to any company by which any business of the Council is carried on, be in breach of the terms of this clause.

### **23.4 Entrenchment**

The provisions and effect of this clause 23 shall not be removed from this document and shall be included and implied into any document replacing this document.

## **24. Borrowing Power**

The Executive Board shall have and may exercise all the power of borrowing set out in clause 4.1(o).

## **25. Indemnity**

Every member of the Executive Board is entitled to be indemnified from Council funds against any liability which:

- (a) arises while that member was acting in good faith in his or her capacity as a member of the Executive Board, or his or her liability resulted from an omission by that member of the Executive Board while acting in good faith in his or her capacity as such a member; or
- (b) is incurred by him or her in his or her capacity as a member of the Executive Board, defending any proceeding, whether civil or criminal, in which he or she is acquitted or judgment is given in his or her favour.

## 26. Amendments to Rules

- (a) These Rules may be altered or rescinded by the Council in General Meeting.
- (b) Notice of any intended alteration or rescission of these Rules must:
  - (i) be made in writing to the Executive Director not later than two weeks prior to the General Meeting; and
  - (ii) accompany or be contained in the notice to the Members of the General Meeting.

## 27. Winding Up

### 27.1 Winding up

The Council may be voluntarily wound up if:

- (a) the Council in Annual General Meeting or special General Meeting called for the purpose shall pass a resolution requiring the Council to be wound up; and
- (b) such resolution is confirmed by a resolution at a subsequent special General Meeting called for the purpose and held not earlier than 30 days after the General Meeting at which the first such resolution was passed.

### 27.2 Distribution of property

Upon winding up or closing down of the Council, the assets (if any) of the Council shall be realized in such manner as the Council in General Meeting may determine and the proceeds, funds and assets of the Council after payment of the debts of the Council shall be distributed or disposed of as determined by any Annual General Meeting or special General Meeting called for the purpose, provided such proceeds, funds and assets are not distributed to the Members.