



The New Zealand Division of
The Chartered Governance Institute
Notice of Annual General Meetings 2023

Governance New Zealand Incorporated
Notice of Annual General Meetings 2023

Notice of Annual General Meeting of the New Zealand Division

The 2023 Annual General Meeting of the New Zealand Division will be held in person and virtually at **5.30pm on Wednesday 8th November 2023**.

Attendance in person to those who register is at the offices of Russell McVeagh, Lawyers, Vero Centre, Level 30, 48 Shortland Street, Auckland.

The zoom link will be sent by email to those who register to attend virtually.

Ordinary Business

To consider the following:

1. Receive and consider a verbal report from the Committee for New Zealand of the activities of the Committee and the affairs of the New Zealand Division for the past financial year.
2. Receive and consider the Annual Report of Governance New Zealand Inc, to the Committee for New Zealand and to present this report to Members.
3. Note the retirement of Committee member and Central Electoral Area Representative Shane Bidois FCG FGNZ of Wellington, effective 31 December 2023.
4. Note the election of Committee for New Zealand office holders:
 - President for the 2024 year.
 - Vice-President for the 2024 year.
 - Treasurer for the 2024 year.
5. Note the election of Committee for New Zealand International Council Representative for the three year period 2024-2026.
6. Report on Affairs, Performance Report and Appointment of Auditor/Reviewer:

Pursuant to Clause 6.2 of the Service Agreement dated 14 November 2003 between the Committee for New Zealand and Governance New Zealand Inc., the Committee for New Zealand has sub-delegated to Governance New Zealand Inc. certain activities, tasks, and responsibilities with respect to the management and administration of the affairs of the New Zealand Division and the Committee for New Zealand including the appointment of the auditor/reviewer and the completion of an audit/review. Governance New Zealand Inc. reports on those matters in its 2023 Annual Report.

7. Authorise the Committee to approve the minutes of the Annual General Meeting of the New Zealand Division.
8. General Business:

Pursuant to Rule 11.6 of the Committee for New Zealand, a Member wishing to bring any motion before the meeting shall give written notice to the Chief Executive on or before 30 days prior to the date of the meeting. No such motion shall come before any meeting unless notice has been so given. No other business shall be considered unless the same is specified in the notice convening the meeting.

- No items of general business were received pursuant to Rule 11.6.

If you cannot attend the meeting, please complete the proxy form for the New Zealand Division of the Chartered Governance Institute Annual General Meeting below. Details of where to send the form are on the proxy form.

By order of the Board

Julie Hardaker FCG FGNZ

President

20 October 2023

secretary@governancenz.org

www.governancenz.org

THE NEW ZEALAND DIVISION OF THE CHARTERED GOVERNANCE INSTITUTE PROXY FORM

Annual General Meeting – Ordinary Business

For your proxy to be valid, you must be a financial member of The Chartered Governance Institute. Insert your name and membership number below and sign this form.

Name	<input type="text"/>
Membership Number	<input type="text"/>
Signature	<input type="text"/>

If you wish the 2023 Board Chair, Julie Hardaker FCG FGNZ, or the duly appointed chair of the meeting to act as your proxy, put a cross (X) against the relevant box, or otherwise write the name of your proxy in block capitals and put a cross (X) in the second box. Your proxy must be another financial Member of The Chartered Governance Institute. If your proxy is unable to attend the meeting, your proxy reverts to the chair unless you delete the words “the chair of the meeting, or”

I, being a Member of the New Zealand Division of The Chartered Governance Institute appoint:

<input type="checkbox"/>	Julie Hardaker FCG FGNZ, the chair of the meeting or
<input type="checkbox"/>	- Member GNZ

as my proxy to vote for me on my behalf at the **Annual General Meeting** of the Division, to be held on the **8th day of November 2023 at 5.30pm** and at any adjournment. Unless otherwise indicated below, or on any matter properly before the meeting but not referred to below, my proxy may exercise their discretion as to how they vote.

Please indicate with a cross (X) in the spaces below how you wish your vote to be cast. In the absence of this indication the proxy will exercise his/her discretion in voting.

RESOLUTIONS (X the appropriate box)	FOR	AGAINST
1. Accept the verbal report from the Committee for New Zealand of the activities of the Committee and the affairs of the New Zealand Division for the past financial year.	<input type="checkbox"/>	<input type="checkbox"/>
2. Accept the Annual Report of Governance New Zealand Inc to the Committee for New Zealand.	<input type="checkbox"/>	<input type="checkbox"/>
3. Note the retirement of Committee member, Central Electoral Area Representative Shane Bidois FCG FGNZ of Wellington.	<input type="checkbox"/>	<input type="checkbox"/>
4. Note the election of Committee for New Zealand offices holders. President for the 2024 year. Vice-President for the 2024 year. Treasurer for the 2024 year.	<input type="checkbox"/>	<input type="checkbox"/>

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| 5. Note the election of New Zealand International Council Representative for the three year period 2024-2026 | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approve the Reports on Affairs and Performance Report made up to 30 June 2023 and authorise the Board to appoint an auditor/reviewer for the 2023/2024 financial year. The Committee has sub-delegated to the Governance New Zealand Inc. certain activities, tasks, and responsibilities with respect to the management and administration of the affairs of the New Zealand Division and the Committee, including the completion of an audit. Governance New Zealand Inc. reports on those matters in its 2023 Annual Report. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| 7. That the Committee be authorised to approve as a correct record the minutes of the AGM of the New Zealand Division. | <input type="checkbox"/> | <input type="checkbox"/> |

Once completed send the form in its entirety, via email to secretary@governancenzt.org no later than **4.30pm Monday 6th November 2023**, so that arrangements can be made to deliver your proxy form to the Annual General Meeting not less than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Rule 13.2: Votes may be given either personally (by the voices or show of hands or poll if demanded) or by proxy appointment or by electronic means.

Rule 13.4: The proxy may vote at any subsequent meeting being an adjourned meeting of the original meeting and should the Member who appointed the proxy be able to attend an adjourned meeting to vote personally then if that Member so wishes he may cancel the authority conferred by the proxy instrument.

Rule 13.5 A Member who has not paid their annual subscription by 31 October 2023 as required by these Rules shall not be entitled to be present or vote at any meetings.

Notice of Annual General Meeting of Governance New Zealand Incorporated

The 2023 Annual General Meeting of Governance New Zealand Incorporated will be held in person and virtually at **5.45pm on Wednesday 8th November 2023**.

Attendance in person to those who register is at the offices of Russell McVeagh, Lawyers, Vero Centre, Level 30, 48 Shortland Street, Auckland.

The zoom link will be sent by email to those who register to attend virtually

Ordinary Business

To consider the following:

1. Receive the President's Report and the Performance Report of Governance New Zealand for the year ended 30 June 2023.
2. Authorise the Board to appoint a reviewer for the coming year.
3. Confirm the Board composition for 2023.

In terms of Rule 9.2 of Governance New Zealand Inc, the Board shall comprise all the members of the Committee for New Zealand, the Immediate Past President of the Division and the International Council Representative as follows:

President – TBA*

Vice President – TBA*

Treasurer – TBA*

Board Member – Angus Ogilvie FCG FGNZ

Board Member – Denis Mowbray (Past President) FCG FGNZ

Board Member – Christopher Russell FCG FGNZ

Board Member – Coral Ingleby FCG FGNZ

Board Member – Julie Hardaker FCG FGNZ

Board Member – Kathryn Reid FCG FGNZ

International Council Representative

* as noted by the Committee for New Zealand at their Annual General Meeting.

4. Authorise the Board to approve the minutes of the Annual General Meeting.

If you cannot attend the meeting, please complete the proxy form for Governance New Zealand Incorporated Annual General Meeting. Details of where to send the form are on the proxy form.

By order of the Board

Julie Hardaker FCG FGNZ

Chairperson

20 October 2023

secretary@governancenz.org

www.governancenz.org

GOVERNANCE NEW ZEALAND INCORPORATED PROXY FORM

Annual General Meeting – Ordinary Business

For your proxy to be valid, you must be a member of Governance New Zealand Incorporated. Insert your name and membership number below and sign this form.

Name	<input type="text"/>
Membership Number	<input type="text"/>
Signature	<input type="text"/>

If you wish the Board Chair, Julie Hardaker FCG FGNZ or the duly appointed chair of the meeting to act as your proxy, put a cross (X) against the relevant box, or otherwise write the name of your proxy in block capitals and put a cross (X) in the third box. Your proxy must be another financial Member of Governance New Zealand Inc. If your proxy is unable to attend the meeting, your proxy reverts to the chair unless you delete the words “The chair of the meeting, or”

I, being a Member of Governance New Zealand Inc hereby appoint:

<input type="checkbox"/>	Julie Hardaker FCG FGNZ, the chair of the meeting or,
<input type="checkbox"/>	<input type="text"/> GNZ Member

as my proxy to vote for me on my behalf at the **Annual General Meeting** of the Governance New Zealand Inc, to be held on the **8th day of November 2023 at 5.45pm** and at any adjournment. Unless otherwise indicated below, or on any matter properly before the meeting but not referred to below, my proxy may exercise their discretion as to how they vote.

Please indicate with a cross (X) in the spaces below how you wish your vote to be cast. In the absence of such indication the proxy will exercise his/her discretion in voting.

RESOLUTIONS: (X the appropriate box)

	FOR	AGAINST
1. That the President's Report and the Performance Report be received.	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Board be authorised to appoint a Reviewer for the 2023/2024 fiscal year	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
3. To confirm the Board appointments for 2024.	<input type="checkbox"/>	<input type="checkbox"/>
4. That the Board be authorised to approve as a correct record the minutes of the AGM.	<input type="checkbox"/>	<input type="checkbox"/>

Once completed send the form in its entirety by scan and email to secretary@governancenz.org no later than **4.30pm Monday 6th November 2023** so that arrangements can be made to deliver your proxy form to the Annual General Meeting not less than 48 hours before the commencement of the meeting. Any proxy form received after that time will

not be valid for the scheduled meeting.

Rule 15.2 Votes may be given either personally or by proxy appointment or by electronic means.

Rule 15.5 The proxy may vote at any subsequent meeting being an adjourned meeting of the original meeting and should the Member who appointed the proxy be able to attend an adjourned meeting to vote personally then if that Member so wishes he may cancel the authority conferred by the proxy instrument.

Rule 15.6 A Member who has not paid their annual subscription by 31 October 2023 as required by these Rules shall not be entitled to be present or vote at any meetings.