



**Governance
New Zealand**

**The New Zealand Division of
The Chartered Governance Institute**

**Governance New Zealand Incorporated
Notice of Annual General Meetings 2022**

Notice of Annual General Meeting of the New Zealand Division

The 2022 Annual General Meeting of the New Zealand Division will be held in person and virtually at **5.30pm on Wednesday 16th November 2022.**

Attendance in person to those who register is at the offices of Russell McVeagh, Lawyers, Level 24/157 Lambton Quay, Wellington Central, Wellington.

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 Northern Electoral Representative on 31 December 2022:
 - Siddhartha Sharma FCG FGNZ of Auckland
4. Receive and consider the election of Northern Electoral Representative:
 - Yee Yang Lee FCG FGNZ of Auckland

As the number of persons nominated corresponded exactly with the number of vacancies for the Northern Electoral Representative, there is no requirement to conduct an election and the nominee is deemed appointed to membership of the Committee for New Zealand.

5. Receive and consider the retirement and re-election of Southern Electoral Representative:
 - Kathryn Reid FCG FGNZ of Christchurch

As the number of persons nominated corresponded exactly with the number of vacancies for the Southern Electoral Representative, there is no requirement to conduct an election and the nominee is deemed appointed to membership of the Committee for New Zealand.

6. Note the election of Committee for New Zealand offices holders:
 - President for the 2023 year.
 - Vice-President for the 2023 year.
 - Treasurer for the 2023 year.
7. Reports on Affairs, Performance Report and Appointment of Auditor:

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 and the completion of an audit. Governance New Zealand Inc. reports on those matters in its 2022 Annual Report.

8. Minutes of the Annual General Meeting:

Authorise the Committee to approve the minutes of the Annual General Meeting of the New Zealand Division.

9. General Business:

Pursuant to Rule 10.4 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 60 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 10.4.

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

28 October 2022

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

Membership Number

Signature

If you wish the 2022 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 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 hereby appoint:

☐

Julie Hardaker FCG FGNZ, the chair of the meeting or

☐

- 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 **16th day of November 2022** at 5.30pm and at any adjournment thereof. 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. 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.
2. Accept the Annual Report of Governance New Zealand Inc to the Committee for New Zealand.
3. Note the retirement of Committee member, Northern Electoral Representative Siddhartha Sharma FCG FGNZ of Auckland

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|---|--------------------------|--------------------------|
| 4. Receive and consider the election of Northern Electoral Representative:
Yee Yang Lee FCG FGNZ of Auckland | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Receive and consider the retirement and re-election of Southern Electoral Representative:
Kathryn Reid FCG FGNZ of Christchurch | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Note the election of Committee for New Zealand offices holders.
President for the 2023 year:
Vice-President for the 2023 year:
Treasurer for the 2023 year: | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approve the Reports on Affairs and Performance Report made up to 30 June 2022 and authorise the Board to appoint an auditor for the 2022/2023 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 2022 Annual Report. | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. 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@governancenz.org; no later than **4.30pm Monday 14th November 2022**, 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 12.3: The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Rule 12.5: 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 12.6: No Member shall be entitled to be present or vote at any meetings while he is under any pecuniary liability to The Chartered Governance Institute, the New Zealand Division, or Governance New Zealand Inc. which shall have existed for more than three months.

Notice of Annual General Meeting of Governance New Zealand Incorporated

The 2022 Annual General Meeting of Governance New Zealand Incorporated will be held in person and virtually at **5.45pm on Wednesday 16th November 2022**.

Attendance in person to those who register is at the offices of Russell McVeagh, Lawyers, Level 24/157 Lambton Quay, Wellington Central, Wellington.

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 and Chief Executive's Reports, and the audited Performance Report of Governance New Zealand for the year ended 30 June 2022.
2. Authorise the Board to appoint an auditor for the ensuing year.
3. Confirm the Board composition for 2022.
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 – Julie Hardaker FCG FGNZ

Board Member and Past President – Denis Mowbray FCG FGNZ

Board Member – Shane Bidois FCG FGNZ

Board Member – Christopher Russell FCG FGNZ

Board Member – Coral Ingley FCG FGNZ

Board Member – Yee Yang Lee FCG FGNZ

Board Member – Kathryn Reid FCG FGNZ

International Council Representative – Denis Mowbray FCG FGNZ

* as noted by 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 on page 7.

By order of the Board

Julie Hardaker FCG FGNZ

Chairperson

28 October 2022

info@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

Membership Number

Signature

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"/>	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 **16th day of November 2021** at 5.45pm and at any adjournment thereof. 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 audited Performance Report be received.	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Board be authorised to appoint an Auditor for the 2022/2023 fiscal year.	<input type="checkbox"/>	<input type="checkbox"/>
3. Confirm the Board appointments for 2023.	<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 14th November 2022**, 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 15.3 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

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 No Member shall be entitled to be present or vote at any meetings while he is under any pecuniary liability to Governance New Zealand which shall have existed for more than three months.