

THE INDUSTRIAL AND PROVIDENT SOCIETIES ACT 1908
AIR NEW ZEALAND STAFF WELFARE SOCIETY LIMITED

1. **Name**

- 1.1 The name of the Society shall be the **AIR NEW ZEALAND STAFF WELFARE SOCIETY LIMITED.**

2. **Interpretation**

- 2.1 Unless the context otherwise requires:

Act means the Industrial and Provident Societies Act 1908 as amended, replaced or re-enacted from time to time;

Administrators means any administrator of the Society as appointed by the Board from time to time;

Annual General Meeting means the annual meeting held in accordance with Rule 24.1;

Benefits has the meaning given to that term at Rule 7.1;

Board means the committee of management administering the affairs of the Society;

Board member means a member of the Board as appointed in accordance with these Rules from time to time;

Common Seal has the meaning given to that term at Rule 29;

Company means Air New Zealand Limited;

Fund means the Air New Zealand Staff Welfare Society Limited Welfare Fund;

General Meeting means an Annual General Meeting or a Special General Meeting as the context requires;

Group means the Company and any company which it has a Substantial Shareholding in.

Member or **Member of the Society** means any person who is accepted by the Board as a contributor to the Fund in accordance with these Rules;

Registered Office has the meaning given to that term at Rule 4.1;

Rules means the rules set out in this document, as altered from time to time;

Secretary means the secretary of the Society as appointed from time to time in accordance with these Rules;

Share means a share issued, or to be issued, by the Society;

Society means the Air New Zealand Staff Welfare Society Limited;

Special General Meeting means a meeting called in accordance with Rule 24.5;

Special Resolution has the meaning given to that term at section 14(1) of the Act;

Substantial Shareholding means the Company having, directly or indirectly, a legal, beneficial or economic interest in 25% or more of the voting shares of another company;

Subscriptions means the fees paid by members

Treatment means where the context requires any series of consultations, manipulations or remedies undertaken at the direction of a medical professional recognised by the Board and its sole discretion for the alleviation of a particular disease, incapacity or disability until such time as a cure is effected or, in the opinion of the qualified medical professional, no further improvement is possible;

Unfinancial Member has the meaning given to that term in Rule 9.4.

2.2 The singular includes the plural and vice versa.

2.3 Words importing one gender shall include all genders.

2.4 Headings appear for convenience only and do not affect the interpretation of the Rules.

2.5 Words or expressions defined in the Act have the same meaning in the Rules.

3. **OBJECTS OF THE SOCIETY**

3.1 The objects of the Society are to:

- (a) manage the Society for the benefit of Members as provided in these Rules;
- (b) encourage, promote and conduct welfare activities approved by Members to advance the Society's business and objects;
- (c) make regulations and policies for the better governance of the Members of the Society and their activities in or on behalf of the Society;
- (d) delegate such powers and/or responsibilities to committees, Members or councillors and the terms and conditions of the powers and/or responsibilities as the Board or the Society in general meeting from time to time determine;
- (e) do all such other things as the Board may consider necessary or desirable to promote the interests of the Society;
- (f) raise or borrow money on such terms and upon such security (if any) as the Board determines fit provided any security of any mortgage(s) or charges(s) of all or any part of the Society's property, assets and rights (both present and future) must be first authorised by a resolution passed at a General Meeting;
- (g) enter into contract(s) which are in the interests of the Society (including without limitation) for investing and dealing with moneys of the Society, the giving or taking of securities required or otherwise, in such manner as the Board may from time to time determine;
- (h) accept and carry out any trusts attached to gifts or bequests to or for the benefit of the Society; and

3.2 do any act, matter or thing which may appear to the Board to be incidental or conducive towards carrying into effect or achieving the objects of the Society.

3.3 The objects set out in paragraphs 3.1(a) to 3.2 are independent objects of the Society, and must be construed independently of and in no way be limited by reference to any other paragraph of this Rule 3.

4. REGISTERED OFFICE

4.1 The Registered Office of the Society shall be at KoruHealth C/- Air New Zealand Christchurch Engineering, 125 Orchard Road, Christchurch, or at such other place as the Board shall determine.

5. MEMBERSHIP OF THE SOCIETY

5.1 Except as provided in these Rules:

(a) all permanent New Zealand based employees of the Company; and

(b) all permanent New Zealand based employees of a company in which Air New Zealand has a Substantial Shareholding,

shall be eligible for membership upon becoming a permanent employee of the Company or a company in which Air New Zealand has a Substantial Shareholding PROVIDED HOWEVER that the Board may in its absolute discretion, on application being made to it by the relevant Member, continue the membership of any Member who has been transferred by the Company or a company in which Air New Zealand has a Substantial Shareholding to a posting outside New Zealand.

5.2 No person may transfer their membership in the Society to any other person.

5.3 No employee who is on leave without pay from normal employment shall be eligible to join the Society, unless the Board, in its absolute discretion, decides otherwise.

5.4 No person who is for the time being on sick leave, whether with or without pay, shall be eligible to join the Society.

5.5 All employees of the Company, or of a company in which Air New Zealand has a Substantial Shareholding, wishing to become Members of the Society shall complete the application form and provide it to the Administrators, and the applicant shall then be elected to membership by a majority vote of the Board at its next meeting following the receipt of such application.

5.6 The Board may decline any application to join the Society, if the Board decides that the applicant is not suitable to become a Member and the Board is obliged to give reasons for such refusal.

6. RESIGNATION

6.1 Any Member may resign from the Society by giving 30 days' notice in writing to the Secretary. For the avoidance of doubt, the following rules shall apply to such resignation:

(a) The effective date of the resignation shall be the 30th day after the Member's notice in writing calculated from the date of receipt of such notice by the Secretary.

(b) Except with the consent of the Board, once received by the Secretary no resignation may be withdrawn.

6.2 Every person ceasing to be a Member of the Society will forfeit all right to or claims upon the Society or its property and funds, subject always to any claims due and approved to that Member on the date on which that Member ceases to be a Member, but not then paid.

7. **BENEFITS**

7.1 The Board shall manage the Fund for the purpose of providing such benefits, welfare and/or other assistance as the Society in Annual General Meeting shall direct (the **Benefits**), subject always to the discretions of the Board set out in these Rules and/or necessary for the good and provident management of the Fund and the Society.

8. **ELIGIBILITY FOR BENEFITS**

8.1 Members are not eligible to receive Benefits from the Fund until they have contributed to the Fund for a continuous period of 3 months, PROVIDED THAT in special cases, the Board may, in its absolute discretion, provide Benefits to any Member notwithstanding that they would not otherwise be eligible for Benefits under the provisions of this Rule.

8.2 The:

- (a) Trustee or Administrator of the estate of any deceased Member; or
- (b) the Official Assignee in the bankruptcy of any bankrupt Member,

will, upon providing proper proof of that position to the Secretary or the Board, be entitled to payment of any amounts due and payable to the Member before death or bankruptcy, up and until the date of such death or adjudication in bankruptcy.

9. **SUBSCRIPTIONS**

9.1 Current employee Members shall pay subscriptions fortnightly to the Fund, and former employees shall pay six or twelve monthly subscriptions, at the Board's discretion, at such a rate as the Society may determine at its Annual General Meeting, on recommendation from the Board.

9.2 Notwithstanding Rule 9.1, the Board shall, in its sole discretion, and having regard to the current financial position of the Society, be empowered to vary the subscriptions, with such varied subscriptions to be considered and ratified or modified at the next Annual General Meeting or Special General Meeting.

9.3 Subscriptions to the Fund shall be made by deduction from the wage or salary of the Member, by the prior written agreement between the Member and the Company, or otherwise in such manner as the Board may specify from time to time.

9.4 Any Member whose contribution is in arrears for more than 3 months shall automatically be declared to be an unfinancial Member (an Unfinancial Member), provided that:

- (a) When such contribution is made by direct deduction by the Company from the Member's wage or salary, any failure by the Company to pay the contribution to the Society will not constitute grounds for such declaration, and
- (b) In any other case, the Member may apply to the Board, including reasonable and proper reasons why the Member's circumstances mean that he or she should not be declared to be an Unfinancial Member. The Board may, at its discretion, waive the payment of contributions by that Member for any specified period if, in the Board's opinion, the Member's circumstances justify that waiver.

9.5 Any:

- (a) Unfinancial Member;
- (b) owes any other moneys to the Society which has not been paid when it falls due,

will not be entitled, as of right, to:

- (c) any Benefit from the Fund, unless the Board in its sole discretion decides to make any payment, following the Member applying to the Board, including reasonable and proper reasons why the Member's circumstances mean that they should continue to receive Benefits; or
- (d) vote at any General Meeting.

9.6 Every Member of the Society shall authorise the Administrators in writing to deduct from the salary, wages, sick pay or other monies payable to the Member by the Company as the case may be:

- (a) Contributions payable to the Fund, and
- (b) any levies which may from time to time be imposed by the Society, and
- (c) any arrears of any payments owing by the Member to the Fund of the Society.

9.7 Past employees and special Members shall pay subscriptions six or twelve monthly at the discretion of the Board.

10. LEVIES

10.1 If, in the opinion of the Board, the Fund is at any time insufficient to meet payments of Benefits by the Fund, the Board may, in its sole discretion, issue a general levy:

- (a) on any one Member or any number of Members or all of the Members; and
- (b) of an amount not to exceed the value of four weekly subscriptions,
- (c) provided that, the Board will not issue more than one levy to a Member in any period of four weeks.

11. LIMITATION TO DRAWING ON THE FUND

11.1 Notwithstanding anything else in these Rules, payment to Members of any Benefits payable under any Rules shall not at any time exceed the amounts for the time being in the Fund.

11.2 In the event that there be an insufficient amount in the Fund to make payment to Members entitled to Benefits in accordance with these Rules, payments shall be made to those Members on a pro rata basis.

11.3 When sufficient funds become available in the Fund (if ever), the outstanding amount of any Benefit not paid in full by reason of Rule 11.2 shall be paid.

11.4 Members shall not be entitled to any interest, costs or damages of any kind for any reduction to the amount of a Benefit caused by the operation of Rule 11.2.

11.5 The Board may from time to time determine different categories of membership in accordance with any policies adopted by the Board from time to time.

12. ACCIDENT COMPENSATION

12.1 Except as provided in Rule 12.2, no payment shall be made to any Member under these Rules in any case where a Member is absent from their employment with the Group by reason of sickness, accident or other incapacity for which they are receiving payments from any source (including the

Accident Rehabilitation and Compensation Insurance Corporation Act 1992 or any Act passed in substitution or amendment thereof and any other medical insurance scheme) providing that pending the settlement of any such claim the Board may grant an interim Benefit to any such Member, repayable to the Fund upon settlement of the claim.

- 12.2 Where the cost of any Treatment necessitated by an accident exceeds the amount of reimbursement payable under the Accident Compensation Act and its amendments and any medical insurance, a Benefit payment may be made at the discretion of the Board.

13. BOARD OF THE SOCIETY

13.1 General

- (a) The Society will be administered by the Board.
- (b) The Board will be a committee of management for the purposes of the Act.
- (c) The Board will be established to guide all matters of policy of the Society with the powers, obligations and functions set out in these Rules including such powers and functions as may be necessary to enable the Board to fulfil the Society's objects as set out in Rule 3 and as otherwise permitted by the Act.
- (d) The members of the Board will be appointed in accordance with Rule 13.2. Any election required shall occur at the Annual General Meeting except in the case of a casual vacancy or in the case of a Company Board Member.

13.2 Composition of the Board

- (a) The Board will comprise a minimum of 9 members and a maximum of 12 members.
- (b) A member of the Board must be either a current employee or past employee of the Group.
- (c) A member of the Board may be appointed as follows:
 - (i) Three Board members will be appointed by the Company (Company Board Members) by notice in writing from the Company to the Board:
 - (A) A Company Board Member will hold the offices of Chairperson, Secretary and Treasurer of the Board.
 - (B) The Chairperson, Secretary, and Treasurer will hold office until such time as a successor is appointed by the Company, or upon their death or resignation from the Board, or cessation of Membership of the Society.
 - (C) For the avoidance of doubt, a Company Board Member is not required to retire by rotation.
 - (ii) Six Board Members who are Current Employees of the Group may be elected by a majority of Members at a General Meeting (Employee Board Members). Employee Board Members must be made up as follows:
 - (A) 2 Board Members must be from the Northern Region of New Zealand;
 - (B) 1 Board Member must be from the Central Region,
 - (C) 2 Board Members must be from the Southern Region, and

- (D) 1 Board Member must be a Past Employee.
- (iii) Up to three other Board members from those Members who have offered themselves (if any) for election for the Board may be elected by a majority of Members at a General Meeting.
- (d) Except as provided in these Rules, all Board Members will hold office for a maximum period of three years commencing upon the termination of the Annual General Meeting at which they are elected.
- (e) Notwithstanding that Board Members will hold office for three years, in every subsequent year after the adoption of these Rules one third of the elected Board Members (other than Company Board Members) for the time being or, if their numbers are not a multiple of three, then the number nearest one third shall retire from office.
- (f) The Board Members to retire in every year shall be those who have been longest in the office since their last election, but as between persons who became Board Members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (g) A retiring Board Member shall be eligible for re-election.
- (h) If at any time there is a vacancy on the Board, the Board shall have the power, by a simple majority, to appoint up to three persons (provided that the maximum number of Board Members of twelve is not exceeded) who the Board considers in its sole discretion bring expertise and experience to the Board. Such invited Board Members shall only hold office for one year but may be immediately re-invited to the Board by a majority vote of the Board.
- (i) If a Board Member resigns the resignation takes effect from the next scheduled Board meeting or at the absolute discretion of the Chairperson.

13.3 Meetings of the Board

- (a) The Board will meet not less than once each quarter and not later than the 30th day of March, June, September and December in every year on a date, time and at a venue to be determined by the Board.
- (b) In addition, the Board may meet at such other times as it considers necessary to transact any business of the Society by any member of the Board or the Secretary giving not less than two business days' notice of the proposed meeting.
- (c) At any meeting of the Board, a simple majority of Board Members must be present to constitute a quorum. No business may be transacted at a meeting of the Board unless a quorum is present.
- (d) If at any meeting the Chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Board present may choose one of the Company appointed Board members to be the Chairperson for that meeting and, if there is no other Company appointed Board member present, any one of their number to be Chairperson of the meeting.
- (e) Each Board member has one vote. A resolution of the Board is passed if it is agreed to by a simple majority of the Board members present and voting at the meeting. In the event of a tie, the Chairperson shall have a casting vote. A member of the Board present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless that member of the Board expressly dissents or expressly abstains from voting on, or votes against, the resolution.
- (f) A meeting of the Board may be held either:

- (i) by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (ii) by means of audio, or audio and visual, communication by which all the members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- (g) A resolution in writing or via electronic medium signed and/or agreed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. These resolutions need to be formally recorded in the minutes at the next Board meeting. Resolutions that are not agreed need to be placed on the next meeting's agenda for consideration.
- (h) The Board must ensure that minutes are kept of all proceedings at meetings of the Board.
- (i) All acts done by any meeting of the Board are valid notwithstanding:
- (i) any defect in the appointment of any member of the Board or person acting as a member of the Board; or
 - (ii) that any member of the Board or person acting as a member of the Board at that meeting was disqualified; or
 - (iii) any irregularity in a notice of meeting.
- (j) Except as set out in these Rules, the Board may regulate its own procedure.

13.4 Powers of the Board

For the avoidance of doubt and without in any way limiting the objects of the Society, the Board, in considering, making and implementing any decisions taken by it, and in exercising all or any of the functions or powers conferred upon it by the Act and by these Rules, may in addition exercise all or any of the following powers:

- (a) To delegate any of its functions and powers to such person or sub-committee as the Board thinks fit. Any person or sub-committee so appointed shall, in the exercise of the functions and powers so delegated, conform to any instructions that may from time to time be conveyed to it by the Board. Any such delegation shall not prevent the Board generally from acting in regard to the matter delegated.
- (b) To make regulations for the benefit and management of the Society and to make such alterations to regulations as from time to time may be necessary provided no regulations made will be inconsistent with these Rules.
- (c) To acquire by purchase, donation or otherwise and whether on lease or other tenancy or bailment of any description any property real or personal and for the Board to manage at its discretion for the benefit of the Society and its Members.
- (d) To employ persons on such terms as the Board thinks fit.
- (e) To enter into contracts (including contracts of employment and contracts of borrowing) in order to further the objects of the Society.
- (f) To invest any part of the Fund in the profits of the Society not immediately required for the objects of the Fund in any security permitted by law for investment of trust funds or in any other security approved by the Board and to vary and enforce and realise any such security, and to open and maintain accounts of the Society's moneys in any bank, provided

that all such investments shall be made where necessary in accordance with provisions of the Act.

- (g) To do all things deemed by the Board to be necessary, convenient or incidental to the carrying out of the objects of the Society including a variation of the Benefits payable under these Rules.
- (h) To use the profits (if any) of the Society for the provision of Benefits payable under these Rules, or for such general purposes of the Society as the Board thinks fit.
- (i) To act in co-operation with any institution, board, authority, society, club, body or committee for the promotion of the objects of the Society.
- (j) To contract or engage any specialist or expert to advise the Board on any matter or issue.
- (k) To do all things as are incidental or conducive to the attainment of the foregoing objects or any of them, and all of these powers shall be only exercised in accordance with the provisions of the Act.

13.5 Reimbursement of Board Members' Expenses – No Remuneration

Members of the Board will be entitled to reimbursement from the Society for out of pocket expenses incurred while on the business of the Society not already payable by the Company but otherwise no Board Members or Member will be entitled to any remuneration for services provided to the Society.

13.6 Removal from Office or the Board of a Society Member:

A member of the Board hereof shall be removed from office:

- (a) if the Board member ceases to be an employee of the Group; or
- (b) if a majority of the Members in General Meeting approve the Board member's removal from the Board, or
- (c) in the event of the Board member's death or illness or unauthorised absence from more than three consecutive meetings of the Board.

14. **PAYMENT**

- 14.1 Notwithstanding the provisions of Rule 13.5 above, the Board may, at its sole discretion, determine and authorise the payment of suitable payment to the Auditor and Treasurer of the Society for the year just ending, with such determination to be made annually at the last Board meeting prior to the Annual General Meeting of the Society.

15. **FINANCIAL PROVISIONS**

- 15.1 The Treasurer shall keep such proper and sufficient books of accounts as the Board may from time to time direct and shall forthwith, after the 31st day of March in every year prepare a statement of accounts comprising:
 - (a) A balance sheet of the assets and liabilities of the Society on such 31st day of March;
 - (b) A cash summary of receipts and payments for the year;
 - (c) An income and expenditure account for the year; and

(d) Any other reports the Board deems necessary.

16. **AUDIT**

The Board must arrange for the financial statements of the Society to be audited in accordance with the requirements of the Act, unless the Members have determined that the Society opt out of the requirement to audit the financial statements of the Society in accordance with the Act.

17. **ANNUAL REPORT**

17.1 The Board shall prepare and publish an annual report and shall submit copies thereof accompanied by copies of the statement of accounts, including the report of the Auditor, to the Annual General Meeting. A copy of the last published report and accounts of the Society shall be available for inspection by Members of the Society at the Registered Office.

18. **ALTERATION OF RULES**

18.1 Any provisions of these Rules, including the objects of the Society, may at any time be altered by resolution of the Board provided that no such resolution shall be effective unless within three months after the date of it, those amendments are approved by the Society at its next Annual General Meeting or a Special General Meeting.

18.2 Any resolution purporting to amend these Rules shall lapse unless approved by the Society in accordance with Rule 18.1.

18.3 Any approved resolution purporting to amend these Rules shall be effective upon registration in accordance with the Act.

19. **DISSOLUTION**

19.1 The Society may be wound up by resolution of the Society at a General Meeting called for that purpose, and approved by a resolution in accordance with the Act at that General Meeting. Upon the Society being wound up the assets shall be distributed or applied in accordance with the voluntary winding up rules prescribed by the Companies Act 1993.

20. **EXECUTION OF DOCUMENTS**

20.1 The authorised signatories for documents required to be signed by the Society shall be any two of the Chairperson, the Secretary or the Treasurer, with copies and/or summaries of all documents signed to be tabled at the next Board Meeting.

21. **BANK ACCOUNTS**

21.1 A banking account shall be opened in the name of the Society at a Bank as the Board may from time to time approve and all sums of money paid into such banking accounts.

21.2 Direct credit transfers on the Society's banking accounts shall be drawn only on the authority of the Board and shall be signed or electronically approved by any two of the duly authorised Board members.

21.3 The Board may authorise non-Board members to operate the Society's accounts in such manner as it thinks fit.

22. **EXPULSION**

22.1 The Board may at any time in its absolute discretion, on a proper case being made out and after the Member has been advised of the issues affecting the Member and has had a fair opportunity to test any allegations and respond to the same, by a simple majority, cancel the membership of

any Member of the Society and that person shall forthwith cease to be a Member of the Society. The Board shall be required to give an explanation to the Member for any membership termination under the provisions of the Rule.

- 22.2 The Board may appoint (at any time) a sub-committee and/or direct an existing, subcommittee of the Board to deal with matters of discipline (including without limitation matters which may result in the expulsion of a Member). Such sub-committee shall be called the Disciplinary Committee which shall hear all those involved in any dispute and shall make a finding in respect of any matter put before it.

23. **DISPUTES**

- 23.1 Every dispute between the Society or an officer thereof and a Member or person claiming through a Member or claiming under the Rules or any part of them, shall be decided by arbitration in accordance with the Arbitration Act 1996 and its amendments or any Acts passed in substitution thereof.

24. **MEETINGS**

- 24.1 The Annual General Meeting will be held between the 1st day of April and the 25th day of June in each year at such time and place as the Board may determine.

- 24.2 Notice of a General Meeting in writing and/or in electronic form must be sent to each Member, member of the Board and the Auditor at least 14 clear days' prior to the date of the proposed General Meeting. The notice must specify the place, the day and the hour of the General Meeting and the general nature of the business to be transacted at the meeting and the text of any resolutions to be put to the meeting. Notice will be in the form as the Board may from time to time determine.

- 24.3 Every Member shall be entitled to attend, speak and vote at such meetings.

- 24.4 The Chairperson of the Board shall preside as Chairperson at every General Meeting of the Society or, if there is no such Chairperson or he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the meeting shall appoint a Chairperson who shall be one of the members of the Board but if no other Board Members are present, a Chairperson shall be appointed from the Members present, and any Chairperson presiding at a General Meeting of the Society shall have a casting vote if votes are equal.

- 24.5 A Special General Meeting may be called at any time by:

- (a) the Board on its own authority; or
- (b) on the written requisition of one-half of the Members entitled to vote at the last Annual General Meeting of the Society who are still Members as at the date of the requisition and sent to the Secretary stating the purposes of the Special General Meeting.
- (c) Notice must be sent in accordance with Rule 24.2 and only that business specified in the notice shall be considered at that Special General Meeting.

- 24.6 At every Annual General Meeting and Special General Meeting every question shall be decided by a show of hands unless five Members present demand a poll, in which case a ballot shall be promptly taken. On a ballot, votes may be given either personally or by proxy but each Member voting personally or by proxy shall be entitled to one vote only in respect of their own membership and one vote for each proxy held. The instrument appointing a proxy shall be in writing under the hand of the appointer, and a proxy shall be a Member of the Society, provided however that no proxy can be appointed a proxy for more than three Members.

24.7 The instrument appointing a proxy shall be deposited at the Registered Office of the Society not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the Member named in the instrument proposes to vote.

24.8 The quorum of an Annual General or Special General Meeting shall be twenty (20) Members personally present or by proxy and entitled to vote there and provided however that no business shall be transacted at any Annual General or Special General Meeting unless the quorum requisite shall be present at the commencement of the meeting, and continue throughout.

25. **EXERCISE OF DISCRETION**

25.1 Except as expressly provided in these Rules, the Board shall not be required to give any reasons or explanation in respect of the exercise or otherwise of any discretionary decision it makes pursuant to these Rules.

26. **CAPITAL**

26.1 The capital of the Society shall be twenty thousand dollars (\$20,000.00) divided into ten thousand (10,000) Shares of two dollars (\$2.00) each:

- (a) Each Member of the Society will be required to hold at least one Share in the capital of the Society or such other minimum number of Shares as the Society shall, in a General Meeting, fix and determine, provided that no Member shall hold an interest exceeding six hundred dollars (\$600.00) in the capital of the Society.
- (b) Payment for the Share or Shares allocated to each Member shall be made in the manner set forth in Rule 9.3 .

27. **TRANSFER OF SHARES**

27.1 A Share register book shall be kept by the Secretary in which the Secretary will enter the full name, place of residence, occupation and date of entrance of each Member, the number of Shares held by that Member, the value of each share, the amount paid up on that Share and the date at which that Member ceased to hold any Share. Every transfer of a Share will be registered in the same way.

27.2 No Share shall be transferred to any person or persons who is not a Member of the Society, provided that a person whose application for membership of the Society has been approved in accordance with Rule 5.5 shall be deemed to be a Member of the Society for the purposes of this Rule.

27.3 The Board, by a simple majority of the Board members present at the meeting at which a transfer of a Share or Shares is considered, may refuse in writing to register the transfer if they are of the opinion:

- (a) it would be contrary to the interests of the Society to do so; or
- (b) the transfer is not in accordance with these Rules.

27.4 Every instrument of transfer of Shares shall comply with the following provisions:

- (a) the form of the instrument of transfer shall be any usual or common form or any other form which the Board may approve;
- (b) the instrument of transfer must be signed or executed by or on behalf of the transferor; and

- (c) where the Shares being transferred are not fully paid up, the instrument of transfer must also be signed or executed by or on behalf of the transferee.

28. FORFEITURE AND REDEMPTION OF SHARES

28.1 If a Member fails to pay any call, levy or contribution on the day appointed for payment thereof the Board may at any time afterwards during such time as any call, levy or contribution remains unpaid send a written notice by registered post to the Member at that Member's registered address requiring payment of so much of the call, levy or contribution as is unpaid. The notice shall name a day (not earlier than 28 days from the date of posting of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment on or before the time appointed all Shares owned by the defaulting Member will be liable to forfeiture. If the requirements of any such notice are not complied with, any Shares in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by resolution of the Board to that effect.

- (a) The Shares of a Member who leaves his employment with the Company for any reason or who is adjudged bankrupt shall be redeemed by the Society at the then amount paid up on each such share, provided that such a Member or the Official Assignee may transfer his Shares to another Member of the Society.
- (b) The Shares of a deceased Member shall be deemed to have been redeemed by the Society on the payment in full of the Funeral Benefits except that where a holding is in excess of \$500, the Shares shall be redeemed at face value.
- (c) Upon the death of a past employee Member, any Shares held by the Member shall be redeemed at face value.
- (d) Any Share forfeited or redeemed under these Rules may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and, at any time before a sale or other disposition, any forfeiture may be cancelled on such terms as the Board thinks fit.

29. COMMON SEAL

29.1 The Common Seal of the Society shall be kept in the custody of the Secretary and shall have imprinted upon it the following words:

"The Common Seal of the Air New Zealand Staff Welfare Society Limited"

29.2 The Common Seal shall be used only by the authority of the Board and every instrument to which the seal is affixed shall be signed by the following persons:

- (a) The Chairperson; and
- (b) the Secretary or the Treasurer.