

RULES OF DESTINATION SOUTHERN LAKES INCORPORATED

1 NAME

- 1.1 The name of the Society shall be "**DESTINATION SOUTHERN LAKES INCORPORATED**" and in the reading and construction of these Rules the expression "the Society" shall mean "**DESTINATION SOUTHERN LAKES INCORPORATED**".

2 OBJECTS

The objects for which the Society is incorporated are as follows:

- 2.1 To collaborate with the appropriate authorities and relevant interested parties for the creation, management and implementation of a destination management plan for the Queenstown and Wanaka tourism region.
- 2.2 To have a 'future focused regenerative visitor economy for the Southern Lakes region' as the guiding principle of the Society.
- 2.3 To represent the members of the Society for the purpose of advocating on behalf of any International Marketing Alliance in respect of which the Society and its members form part.
- 2.4 Implement any agreed functions of any International Marketing Alliance that the Society might be empowered to undertake on behalf of the members of the Society from time to time.
- 2.5 To do all such other lawful things as are incidental or conducive to performing these objectives and implementing the functions described above in this clause 2.

3 MEMBERSHIP

The Society shall consist of the following members appointed from time to time in accordance with these Rules namely:

- Seven board members of Destination Queenstown Incorporated, provided that if Destination Queenstown shall have less than seven board members at any time, then the board of Destination Queenstown Incorporated shall appoint its additional delegates to the Society so that members of the Society will always include seven representatives of Destination Queenstown Incorporated;
- The Chief Executive Officer of Destination Queenstown Incorporated
- Seven board members of Lake Wanaka Tourism Incorporated, provided that if Lake Wanaka Tourism Incorporated shall have less than seven board members at any time, then the board of Lake Wanaka Tourism Incorporated shall appoint its additional delegates to the Society so that members of the Society will always include seven representatives of Lake Wanaka Tourism Incorporated

- The Chief Executive Officer or General Manager of Lake Wanaka Tourism Incorporated –

(together referred to as “the Members”)

3.1 For the purposes of these rules, the term “Member Organisation” throughout these rules shall mean Destination Queenstown Incorporated and Lake Wanaka Tourism Incorporated or either of them as the case may be.

4 APPOINTMENT OF MEMBERS

4.1 The Members of the Society shall be appointed from time to time contemporaneously with their appointment to their respective roles at their Member Organisation as is described in clause 3 herein

4.2 The appointment as a Member of the Society shall be completed by notice in writing from the secretary of the appropriate Member Organisation advising of the appointment of the individual to their role at the relevant Member Organisation and from the receipt of the said notice, the said individual shall be deemed to be a member of the Society.

4.3 Any notice provided to the Society as described in clause 4.2, shall also record the relevant resignation of any individual from the Member Organisation or the end in tenure or holding of office at the Member Organisation of any Member of the Society.

4.4 A Member may resign his or her membership at any time by letter delivered to the Board by hand or by e-mail addressed to the Chairperson or the Secretary of the Society, but the said resignation shall not be effective until such time as notice of a replacement member has been notified to the Society in accordance with clause 4.2 herein.

5 SUSPENSION AND EXPULSION OF MEMBERS

Any person ceasing to be a Member of the Society, shall, on the termination of their role at the Member Organisation, or on any account whatsoever, forfeit all rights acquired by him as a Member in the Society and the property of the Society.

6 MEMBERS ENTITLEMENTS

All Members may be entitled to admission to all meetings of the Society. Non-members may also be admitted thereto upon such terms as the Board may, from time to time, decide upon.

7 MANAGEMENT

- 7.1 Upon incorporation of the Society, the Members shall control the affairs of the Society directly until such time as the first Board of Directors has been appointed according to clause 13.1 herein. Thereafter, clause 7.2 shall apply.
- 7.2 Upon the appointment of the first Board of Directors, following the procedure set out in clause 13.1, the affairs of the Society shall be administered and managed by the Board of Directors (hereinafter referred to as "the Board", or "Board of Directors")
- 7.3 The Board shall comprise not more than seven (7) members.
- 7.4 The Directors shall be appointed by the Members at the Annual General Meeting of the Society (or at any Special General Meeting of the Society called for that purpose) upon the recommendation of the Board and in the manner prescribed by clause 13.1. The Directors shall assume office immediately after the said meeting has concluded.
- 7.5 The appointed Directors shall -
- hold office for a term of three years;
 - be entitled to apply to the Panel for re-election at the end of their term, provided that the maximum number of terms for any Director shall be three terms of three years each.
- 7.6 The chairperson of the Board of Directors (hereinafter referred to as the "Chairperson"), shall be appointed by the Directors at the first meeting of the Board following the Annual General Meeting of the Society and the Chairperson shall assume office immediately after the said Board meeting has concluded.
- 7.7 The appointed Chairperson shall hold office until the Board Meeting following the conclusion of the Chairperson's relevant term of office as a Director, or following the resignation or removal of the Chairperson in accordance with clause 8.17.
- 7.8 The Directors shall be entitled to one (1) vote at all meetings of the Board of Directors with the Chairperson having a casting vote in the event of equality of voting.
- 7.9 When a vacancy shall occur or shall exist in the Board by reason of death, resignation or otherwise, or shall exist by reason of insufficient appointments at any Annual General Meeting, the Board shall have the power to fill the vacancy or vacancies, and the person or persons so appointed shall hold office until the next Annual General Meeting of the Society.
- 7.10 The Board shall conduct the general business of the Society, and shall meet for such purposes as often as may be required. At such meetings of the Board, five Directors shall be a quorum and minutes of the proceedings shall be entered in a minute book and be read and, if confirmed, signed at the next meeting of the Board.

- 7.11 The members may by ordinary resolution passed at the Annual General meeting, approve a remuneration package for the Chairperson and any one or more of the Directors should that remuneration be necessary. For the sake of clarity it is recorded that the members anticipate that the roles of Director and Chairperson of the Society will be professional, remunerated roles.

8 MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 Meetings of the Board of Directors shall be held as required and the Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they feel fit. Questions rising at any meetings shall be decided by a majority of votes.
- 8.2 The Chairperson, or in his or her absence a Chairperson appointed for the occasion, shall preside at all meetings of the Board and all Annual General and Special General Meetings of the Society, and he shall have thereat a deliberative as well as a casting vote which, if exercised, must be for the purpose of preserving the status quo.
- 8.3 The Chairperson may at any time summon a meeting of the Board of Directors.
- 8.4 The Board of Directors may delegate any of its powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board of Directors.
- 8.5 The Board of Directors may at its discretion appoint any member of the Society to serve on one or more advisory committees with the composition of those committees to reflect the member's interest and expertise.
- 8.6 The Board of Directors will make appointments to the committees referred to above as it sees fit but shall take into account the relevant expertise required of that committee when making appointments to it.
- 8.7 Each committee shall use the same procedures for meetings as are used for meetings of the Board of Directors.
- 8.8 The Board of Directors will appoint a chairperson to each committee and that chairperson shall ensure that the minutes of every committee meeting are taken in accordance with the same procedures as are used for meetings of the Board of Directors.
- 8.9 The committee will report back to the Board of Directors at such times as the Board of Directors shall deem appropriate from time to time.
- 8.10 At any meeting where the chairperson of the committee is not present within five (5) minutes after the time appointed for holding the meeting, the members of the committee present may choose one (1) of their numbers to be chairperson at the meeting.

- 8.11 The committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by majority vote of the members present and in the case of equality of votes, the chairperson of the committee shall have a second or casting vote.
- 8.12 Notwithstanding that it is subsequently found that there was some defect in the appointment of any Director (or of any person acting as a Director to the Board of Directors), or person to any committee, or that any such Director or person was disqualified from being appointed, all acts done or ratified by any meeting of the Board of Directors or committee of the Board of Directors or any person acting as a Director shall be valid as if every such person had been validly appointed and was qualified to be a Director.
- 8.13 A Director who is any way, whether directly or indirectly, interested in a contract or proposed contract with the Society shall declare the nature of his or her interest in a meeting of the Board of Directors as described in cl 9.1 (h).
- 8.14 A Director shall not vote in respect of any contract of arrangement in which he or she is interested and if he or she does so the vote shall not be counted nor shall he or she be counted in the quorum present at the meeting but these prohibitions may at any time be suspended or relaxed to any extent, either generally or in respect of any particular contract, arrangement or transaction by the Society in a general meeting.
- 8.15 Any Director may act by himself or herself or his or her firm in a professional capacity for the Society and he or she or his or her firm shall be entitled to remuneration for professional services as if he or she were not a Director, provided however that nothing herein contained shall authorise a Director or his or her firm to act as an Auditor to the Society.
- 8.16 The Board of Directors shall cause minutes to be made in the books provided for the purpose of recording:
- (a) all appointments of Officers, Representatives and/or staff made by the Board of Directors.
 - (b) the names of the Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors.
 - (c) all resolutions and proceedings at all meetings of the Society and of the Board of Directors and of committees of the Board of Directors.
- 8.17 The office of Director shall be vacated if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (b) becomes of unsound mind, or becomes a protected person pursuant to the Protection of Personal and Property Rights Act 1988; or

- (c) is the subject of an order pursuant to section 382 (1), or 383 (1), or 385 (4) of the Companies Act (prohibition orders); or
- (d) resigns his or her office by notice in writing to the Society or the Board of Directors; or
- (e) has for more than three (3) months been absent without permission from the meetings of the Board of Directors held during that period;

8.18 Meetings of Board of Directors Using Technology

Any member of the Board of Directors may participate in any meeting of the Board of Directors and vote on any proposed resolution at a meeting of the Board of Directors without being physically present. This may only occur at meetings by telephone, through video conferencing facilities or by other means of electronic communication provided that prior notice of the meeting is given to all members of the Board of Directors and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by a member of the Board of Directors in this manner at a meeting held constitutes the presence of that member at that meeting.

9 DIRECTORS POWERS AND DUTIES

9.1 **Duties of Board Members:** The duties of each Board Member are to:

- (a) at all times act in good faith and in the best interests of the Society;
- (b) exercise the powers of the Board for proper purposes;
- (c) act, and ensure the Society acts, in accordance with this Constitution and any Regulations;
- (d) be bound by all Board decisions and act in accordance with the principle of collective responsibility;
- (e) not agree to, nor cause or allow, the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to creditors of the Society;
- (f) not agree to the Society incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that the Society will be able to perform the obligations when it is required to do so;
- (g) exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;

- (h) disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that s/he has such interest. For the purposes of this Rule, an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the Companies Act 1993, (or any equivalent provision under any replacement legislation). Such interest shall also be recorded in the Board's interests register;
- (i) take such other steps as determined by the Board in respect of any interest specified in Rule 9.1(h), which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- (j) not disclose to third parties information that the Board Member would not otherwise have available, other than in his/her capacity as a Board Member, to any person, or make use of or act on the information except:
 - (i) as agreed by the Board for the purposes of the Society;
 - (ii) as required by law; or
 - (iii) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the Companies Act 1993;
- (k) make reasonable efforts to attend all Board Meetings and General Meetings of the Society;
- (l) use their best efforts to consult with Members and the tourism business community of the Members to ensure that the Director is kept informed of and up-to-date with the issues facing the tourism community provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under Rule 9.1(j) and
- (m) participate in any review of the Board's performance.

9.2 Powers of the Board: The Board shall have the power to:

- (a) appoint a Chief Executive of the Society should the Board determine such an appointment necessary;
- (b) define delegations of authority from the Board to the Chief Executive and to Committees;
- (c) adopt and review the annual plan and budget for any relevant financial period of the Society;

- (d) establish committees, commissions, or other groups to carry out any work of the Board by its delegated authority;
- (e) employ, engage or otherwise appoint employees contractors and agents of the Society, and to determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (f) raise funds to fulfil the Objects of the Society;
- (g) open and operate in the name of the Society such bank accounts as deemed necessary;
- (h) make, repeal or amend any Regulations, and any policies and procedures as it thinks appropriate, provided that such policies and procedures are not inconsistent with this Constitution;
- (i) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (j) resolve and determine any disputes or matters not provided for in this Constitution; and
- (k) do all other acts and things which are within the powers and Objects of the Society and which the Board considers are appropriate.

9.3 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Regulations, or the policies or procedures of the Society, the matter will be determined by the Board.

10 DIRECTORS INDEMNITY

10.1 The Society is hereby expressly authorised to indemnify and/or insure any Director or employee against liability for acts and omissions and/or costs incurred in connection with claims relating to liability for any act or omission in his or her capacity as a director or employee of the Society or costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability, provided such liability arises from the proper performance of that Director's or employee's functions, duties and responsibilities on behalf of the Society and provided such liability is not criminal liability.

11 GENERAL MEETINGS

11.1 The financial year of the Society shall close on the 30th day of June in each year to which date the accounts of the Society shall be balanced and as soon as convenient thereafter, shall convene the Annual General Meeting of the members of the Society:

- To receive the report of the Chairperson and financial statement and balance sheet prepared according to generally accepted and recognised accounting principles.
 - To elect any Directors to the Board in accordance with this constitution.
 - For the transacting of any other general business.
 - For the transacting of any special business of the Society of which due notice has been given.
- 11.2 Seven days notice of the time and place for any Annual General Meeting or Special General Meeting shall be given either by notice sent to the last known electronic email address of each member of the Society.
- 11.3 At all General Meetings of the Society –
- (a) twelve (12) members shall constitute a quorum; and
 - (b) notwithstanding any other provision of this constitution, the voting rights of the membership shall be held equally at the meeting of the Society as between
 - (i) The Lake Wanaka Tourism Incorporated and its CEO as members of the Society; and
 - (ii) Destination Queenstown Incorporated and its CEO as members of the Society.
 - (c) The Chairman of the Annual General Meeting or Special General Meeting (as the case may be) shall from the outset of the meeting ensure the satisfaction of clause 11.3 (b) by declaring (if necessary) any one or more of the members present from being disqualified from voting at the meeting to give effect to the equality of voting contemplated by clause 11.3 (b).
- 11.4 Any member intending to move any resolution at the Annual General Meeting of which notice is required shall give notice thereof to the Secretary not less than 14 days before the date of such meeting.
- 11.5 The Board may at any time convene a Special General Meeting and shall do so forthwith on a requisition to the Chairperson in writing of not less than five (5) members of the Board or twelve (12) members of the Society stating the purpose or purposes for which the meeting is required. The meeting shall not transact any other business except that for which the meeting is especially called. Any requisition made by Members shall express the object or objects of the meeting proposed to be called and shall be delivered personally to the Chairperson. Upon receipt of such requisition being notified to the Board it shall forthwith proceed to convene a Special General Meeting of the Society. If the Board does not proceed to convene same within 21 days from the date of requisition, the requisitionists may themselves convene a Special General Meeting.
- 11.6 Unless otherwise provided for by these Rules, every question submitted to a General Meeting shall be decided in the first instance by a show of hands. In the case of an equality of votes the Chairperson shall

both, on a show of hands and at a poll, have a casting vote which, if exercised, must be for the purpose of preserving the status quo.

- 11.7 If a poll be demanded by at least three (3) members at any General Meeting, it shall be taken in such a manner and at such time or place as the Chairperson of the meeting may direct, and at the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 11.8 Should there not be a quorum at the Annual General Meeting or any Special General Meeting the Members present may adjourn the meeting to such time as they consider advisable, and if at such adjourned meeting a quorum be not present those Members who are present shall be a quorum and may transact the business for which the meeting was called. Notice of the time and place of the adjourned meeting shall be given as provided in Rule 11.2.
- 11.9 At all General Meetings unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive.

12 BOARD APPOINTMENTS PANEL

- 12.1 Appointment of the first Board: Upon incorporation of the Society, The Panel (as defined in clause 12.2 below) shall be established as follows –

- (a) the Members at a Special General Meeting called for that purpose, shall appoint three persons to The Panel as the first Board selection panel, such three persons to be appointed by the Members of the Society to fill the roles described in clauses 12.3 (a),(c), and (d); and
- (b) clause 12.3 (b) shall apply for the appointment of the fourth person to The Panel –

and those four (4) persons comprising The Panel shall otherwise adhere with the balance of the provisions of this Constitution as those provisions relate to The Panel for the purposes of recommending to the Members, the candidates for the first Board of Directors for the Society.

- 12.2 Establishment: Other than in the instance described in 12.1 above, when The Panel needs to be convened for the purposes set out in this Constitution, the Chairperson (or his/her nominee as specified in Rule 12.3 (a) shall notify the Board and QLDC (or its CEO as described in Rule 12.3 (b), of this fact, and require them to submit the name(s) of their appointee(s) as specified in Rule 12.3 (Composition). Upon receipt of these names the Chairperson (or the person described in Rule 12.3 (a)) shall convene the board appointments panel (hereinafter referred to as “The Panel”).
- 12.3 Composition: Subject to Rule 12.4, the Panel shall comprise the following four (4) people:

- (a) one (1) person being the Chairperson of the Board (or his/her nominee), or if s/he is seeking reappointment or re-election to the Board, then another Board Member not seeking re-appointment or re-election to the Board as determined by the Board;
- (b) one (1) person being the Chief Executive Officer of Queenstown Lakes District Council (or his/her nominee);
- (c) one (1) nominee who is an independent professional who is experienced in governance and the functions and appointment processes of directors and/or trustees in New Zealand, as determined by the Board; and
- (d) one (1) nominee who is independent of the Board and who has an interest and understanding of the tourism industry and/or destination management in New Zealand, as determined by the Board -

PROVIDED THAT no person will be eligible to be a member of The Panel, or to remain on The Panel, if any of the circumstances listed in 8.17 (a) to (c) (inclusive) (Ineligibility) have occurred, or occur to that person, as if every reference to a Board Member in that Rule is to an appointee to, or a member of, The Panel.

- 12.4 Board Unable to Appoint: If the Board as a whole has been removed, resigns en masse or does not have a quorum and is therefore unable to appoint the persons described in Rule 12.3, The Panel shall be appointed by the method described in clause 12.1 at a Special General Meeting of the members.
- 12.5 Convenor: The convenor of The Panel shall be the Chairperson or his/her nominee, as specified in Rule 12.3(a) (Composition).
- 12.6 Term of Office: The members of The Panel shall remain in office for the period necessary to fulfil their responsibilities in relation to each vacancy of a Board Member for which The Panel was established. There is no limit to the number of occasions a person can be appointed to The Panel.
- 12.7 Responsibilities: The Panel shall be independent of the Board and shall be responsible for:
 - (a) identifying and inviting suitable candidates to apply for appointment as a Board Member;
 - (b) advertising and inviting members of the public to apply for appointment as a Board Member;
 - (c) receiving and assessing applications from candidates for appointment as Board Members, (including undertaking such enquiries and holding interviews and meetings as it sees fit);

- (d) recommending to the General Meeting at which any vacancy in Board arises, the applicants(s) whom The Panel considers would best suit the position(s) of Board Member and for consideration and vote by those present and entitled to vote at a General Meeting; and
- (e) such other related matters as set out in any applicable Regulations.

12.8 Relevant Factors: In recommending persons to be Board Members, The Panel shall appoint or recommend candidates based on merit and in so doing shall take into account the following factors about the candidates and the Board as a whole:

- (a) their prior experience as a director, trustee, or experience in any other governance role;
- (b) their knowledge of, and experience in, tourism generally, at international, national, regional, and/or local level;
- (c) their knowledge of, and experience in, Destination Management generally, at international, national, regional, and/or local level;
- (d) their knowledge of, and experience in, Destination Marketing generally, at international, national, regional, and/or local level;
- (e) their knowledge of, and experience in, Community and Destination Infrastructure generally, at international, national, regional and/or local level;
- (f) their occupational skills, abilities, and experience;
- (g) their knowledge of, and experience in, community organisations generally;
- (h) the need for conflicts of interest on the Board to be minimised;
- (i) the need for a wide range of skills and experience on the Board including skills in business commerce, tourism finance, marketing, law or business generally;
- (j) the need for gender balance on the Board; and
- (k) the need for geographic balance and representation on the Board from across the district represented by the members.

12.9 Restrictions on Activity: No member of The Panel may seek appointment as a Board Member whilst a member of The Panel.

- 12.10 Meetings: The Panel shall meet as and when required and in such manner as it thinks fit, including by teleconference.
- 12.11 Quorum: The quorum for a meeting of The Panel shall be four (4) members.
- 12.12 Decisions: Any decision of The Panel regarding the recommendation to the Members of an individual for the role of Board Member must be unanimous.
- 12.13 Conflicts and Confidentiality: All information received by The Panel, and its deliberations, shall be kept confidential except to the extent required by law. Any member of The Panel who considers s/he may have a potential conflict of interest in considering the appointment or otherwise of any applicant, shall declare that potential conflict to the convenor and if the convenor considers it appropriate to do so, s/he may require that member to vacate their position on The Panel. If the convenor considers s/he may have a potential conflict of interest, he or she shall notify the Board and if the Board considers it appropriate to do so, it may require that member to vacate their position on The Panel.
- 12.14 Vacancies: Any vacancy that arises in the membership of The Panel shall be filled with a replacement member to be appointed by the person or organisation that appointed The Panel member for which the vacancy arises (as specified in Rule 12.3 - Composition).
- 12.15 Removal: The Board may at any time remove any member of The Panel if the Board considers, in its sole discretion, that:
- (a) the member has a conflict of interest which has not been satisfactorily resolved to the Board's satisfaction by the convenor;
 - (b) there are circumstances which may give rise to a question of actual or apparent bias in The Panel's composition and/or process;
 - (c) any of the circumstances listed in Rule 8.17 (a) to (c) (inclusive) (Ineligibility) have occurred to the member.
- 12.16 Procedure: Before removing any member from The Panel, the Board must notify the member of its proposal to remove them and give the member and the other members of The Panel the opportunity to make submissions on the proposed removal.

13 APPOINTMENT & ELECTION OF BOARD MEMBERS

- 13.1 Appointment & Election of Board Members: The Board election process is;
- (a) The Panel shall call for applications for all Board Member positions that are to be vacated due to the expiry of their term of office at an AGM at least sixty (60) days prior to the AGM, or that have arisen

as a result of a casual vacancy after the resignation or removal of any Board Member, or in the instance of the appointment of the first Board, immediately following incorporation of the Society.

- (b) In the instance of the appointment of the first Board of Directors, or in the instance of a casual vacancy where the vacancy on the board will be for longer than 6 months the call for applications shall be made at least thirty (30) days prior to the Special General Meeting called for the consideration of the recommendation of The Panel for the appointment to the Board.
- (c) Applications for Board Member positions shall be made by applicants in the form prescribed by The Panel and received at the registered office of Destination Southern Lakes Tourism not less than thirty (30) days before the date set for the Annual General Meeting or not less than twenty-one (21) days before the date set for the Special General Meeting.
- (d) Upon receipt of any applications for vacancies for Board Member(s) positions, the Chairperson or the Chief Executive (as the case may be) shall refer all the applications to The Panel.
- (e) The Panel shall undertake its responsibilities as set out in Rule 12.7 (Responsibilities) and notify the Chief Executive or the Chairperson of the recommended applicant or applicants whom it considers would best suit the vacant positions of Board Members, for consideration at the General Meeting:
 - (i) by no later than twenty one (21) days prior to an Annual General Meeting (in the case of a vacancy arising due to the expiry of term of office at the AGM); or
 - (ii) as soon as practicable in the case of a casual vacancy or in the case of the selection of the first Board of Directors.
- (f) Upon receipt of the notification from The Panel in Rule 13.1(e) the Chief Executive or the Chairperson shall, as soon as practicable, notify the Members of the recommendations of The Panel of applicants it considers would best suit the vacant Board Member positions at the General Meeting.
- (g) Having considered The Panel's recommendations, if any, the Board Members (by unanimous agreement) shall be determine from that list of recommended candidates, the final list of candidates to be placed before the members at an Annual General Meeting or Special General Meeting for the purpose of conducting an election of Board members.
- (h) At the Annual General Meeting or Special General Meeting an election shall be conducted by secret ballot of the Members then present, such election to be conducted form the list of approved candidates recommended by the Board,

- (i) Each member present at the Annual General Meeting or Special General Meeting shall be entitled to one vote for each vacant Board position to be filled. The highest polling candidate shall fill the first vacancy, the second highest polling candidate shall fill the next available vacancy and so on until all the vacancies have been filled.
- 13.2 Other Positions: Applicants for positions as Board Members may not hold or continue to hold, a position as an employee of, or contractor to, the Society if they are appointed or elected as a Board Member. For avoidance of doubt, an employee or contractor or board member of any Member of the Society may carry on in that role at the same time as holding office as Board member of the Society.
- 13.3 Board May Co-opt: The Board may at any time by unanimous resolution appoint a person as a co-opted Director to the Board in addition to the seven Directors described at clause 7.3.
- 13.4 Iwi and DOC: By way of example only, and without limiting the boundaries for appointments to the Board pursuant to clause 13.3, the Board may appoint representatives from local Iwi or the Department of Conservation as co-opted Board members.
- 13.5 Co-opted term: Co-opted Directors appointed pursuant to clause 13.3 –
 - (a) Shall hold office for a 12 month period;
 - (b) Shall not exceed two in total at any one time.

14 CHIEF EXECUTIVE

- 14.1 Role: The Board may, if it determines necessary to do so, appoint a Chief Executive of the Society who shall be employed for such term and on such conditions as the Board may determine. The Chief Executive shall be under the direction of the Board and shall be responsible for the day-to-day management of the Society in accordance with the any Regulations, policies, and procedures of the Society and within such limitations as may be imposed by the Board.
- 14.2 Attendance at Board Meetings: The Chief Executive shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

15 PRIVATE PECUNIARY PROFIT PROHIBITED

- 15.1 Any income, benefit or advantage shall be applied to the charitable purposes of the Society.
- 15.2 No Member of the Society or any person associated with a Member shall participate or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or any associated Member of any income, benefit or advantage whatsoever.

- 15.3 Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).
- 15.4 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

16 REGISTER OF MEMBERS

Every Member shall be bound by these Rules for the time being of the Society and shall from time to time communicate to the Board his or her electronic email address. All notices of matters posted to such electronic address shall be considered as having duly been given on the day when such notice or letters have been sent. The Board shall be under no obligation to give any notice to any member temporarily or permanently absent from New Zealand.

17 INTERPRETATION OF RULES

- 17.1 The Board shall be the sole authority for the interpretation of these Rules and of the by-laws and regulations made thereunder, and the decision of the Board upon any question of interpretation or upon any matters affecting the Society and not provided for by these Rules or by the by-laws and regulations made thereunder shall be final and binding on the members.
- 17.2 The Board shall be at liberty, from time to time, to invest any monies of the Society, not immediately required, in any of the modes of investment in which the Board considers prudent from time to time.
- 17.3 The Board shall have power to make by-laws for the conduct of the affairs of the Society and for the regulation of their own proceedings and from time to time to add to, rescind, amend and alter the same.
- 17.4 The Board shall have power to enter into contracts, deeds and documents on behalf of the Society as the Board may deem advisable, and at all times to expend or dispose of the funds as the Board may deem best for the carrying out of the objects of the Society, except in the event of the liquidation of the Society.

18 BANK ACCOUNT AND FUNDS OF THE SOCIETY

- 18.1 An account shall be opened in the name of the Society with a trading bank carrying on business at Queenstown and Wanaka and such bank shall be authorised to conduct the banking business of the Society, at the instruction of and/or endorsed by such persons as the Board may, from time to time, by resolution appoint. Pending any such resolution the Chairperson, together with one other member of the Board shall be authorised to conduct the said banking business of the Society.
- 18.2 The Society may be funded by any means necessary for the performance of its objects, and by way of example only, it is anticipated that the Society will be funded by any one or more of the following:

- (a) Levies issued to members of the Society after a resolution of the Annual General meeting approving the same;
- (b) Regional and Territorial authorities;
- (c) Central government ministries and duly appointed authorities;
- (d) National or Regional visitor levies, and/or national border levies;
- (e) Any commercial activities of the Society.

18.3 All monies received by or on behalf of the Society shall be, in the first instance, paid into the bank account of the Society and receipted by either the Secretary or Chairperson.

19 SECRETARY

The Board may appoint a Secretary whom shall keep the Minutes and attend all meetings of the Board and the Society. However, in the absence of a Secretary, the Board has the power to appoint one of its members as substitute secretary for that meeting or meetings to record minutes and send notices. The Secretary shall conduct the correspondence of the Society, issue notices, supply information for the preparation of the annual report and carry out such other duties as the Board may instruct.

20 EMPLOYEES

Either alone or jointly with any Member Organisation, as aforesaid, from time to time, the Society via the Board may hire or employ any person or persons, firm or corporation, as employee or agent or contractor, to perform or carry out any work or services for the Society, and from time to time to dismiss the same, as the Board shall deem necessary.

21 AUDITOR

The Society may appoint an Auditor at the Annual General Meeting if it is deemed necessary to do so by resolution of the members. If appointed, the Auditor shall examine the Society's accounts and certify if the same be correct or otherwise, or as the same may be found.

22 COMMON SEAL & METHOD OF CONTACTING

22.1 The Common Seal of the Society shall be under the control of the Chairperson and kept at the Registered Office of the Society and shall not be affixed to any document except in pursuant of a resolution of the Board passed at a duly constituted meeting thereof and in satisfaction of Section 15(1) of the Act.

- 22.2 Every document to which the Common Seal of the Society is affixed shall be signed by two members of the Board in whose presence the Seal was so affixed.
- 22.3 The Society will be bound to any contract executed in writing by the signature of the Chairperson and one other Director.

23 AMENDMENT OF RULES

- 23.1 Save for the matters described in clause 23.2 and 23.3, these Rules may be added to, repealed or amended by resolution at any Annual General or Special General Meeting provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two thirds of the members voting thereof.
- 23.2 No addition to, deletion, repeal, amendment or alteration of the Society's rules shall be made which would allow personal pecuniary profits to any individual or individuals. The provisions and effect of this clause shall not be removed from these Rules and shall be included and implied into any Rules or other constitutional document replacing these Rules.
- 23.3 No alteration will be permitted if it will affect the tax exemption granted by the Commissioner of Inland Revenue.
- 23.4 The powers of the Society to borrow money shall not be exercised except in pursuance of a resolution passed by a majority of members entitled to vote and present at a General Meeting of the Society of which notice in accordance with these Rules has been given.

24 REGISTERED OFFICE

The Registered Office of the Society shall be at the offices of Destination Queenstown, Level 1/50 Stanley Street, Queenstown 9300, or such other place as the Board may, from time to time, determine.

25 WINDING UP

- 25.1 The Society may, at any time, be wound up by resolution of a simple majority of the members present at any General Meeting of the Society, convened for such purpose by notice to members in writing, such notice to state the object of the meeting and to be posted to members (at their last known address) at least 14 clear days before the day fixed for such meeting of the Society, and such resolutions shall be confirmed by a like majority at a Special Meeting convened for the purpose, held not earlier than 30 days nor later than 40 days after the date on which such resolution shall have been passed and notice of such resolution shall be delivered to the Registrar of Incorporated Societies.

25.2 On winding up, the property of the Society shall be applied firstly to the payment of its debts and liabilities and the costs and expenses of the winding up, and then the surplus property shall not be paid to any member or individual, but the said surplus property shall be paid or distributed to another charitable, not for profit organisation or organisations determined by the Society provided that such organisation shall -

- (a) Be a charitable, not for profit organisation recognised by the Inland Revenue Department; and
- (b) Apply the said surplus property in accordance with the new organisation's charitable objects.

26 INTERPRETATION

26.1 In the reading and interpretation of these Rules, the use of the words importing the male gender shall, unless repugnant to the context, mean and include the female, and words importing the singular number shall, where applicable, mean and include the plural.

26.2 Any reference in these rules to "the Act" is a reference to the Incorporated Societies Act 1908.

27 MATTERS NOT PROVIDED FOR

Any matters not provided for under these rules concerning general routine management of the Society, its property and members may be determined by the Board, provided however, that any question of policy of major importance affecting the welfare of the Society as a whole or its Constitution or objects, shall be submitted to and dealt with by the Society at General Meetings.


DSL Member 1.

Full Name: Richard Thomas

Signature: 

DSL Member 2.

Full Name: Mathew Woods

Signature: 

DSL Member 3.

Full Name: Tim Barke

Signature: 