

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

SHORTLAND WETLANDS CENTRE LIMITED

Updated as of 20/10/2019

INTERPRETATION

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless the context otherwise requires:

“the company” means the Company registered as “SHORTLAND WETLANDS CENTRE LIMITED”;

“the Act” means the

“month” means calendar month;

“the office” means the registered office of the company;

“the directors” means the sole (or any less number not being less than a quorum) of the directors of the company for the time being assembled at a meeting of directors in accordance with these Articles;

“secretary” includes any person appointed to perform the duties of secretary for the time being and includes an Honorary Secretary;

“writing” includes printing, lithography and typewriting and all other modes of representing or reproducing words in visible form and the derivatives of “writing” include corresponding meanings;

“the seal” means the Common Seal of the company;

“notice” includes all written communications to members;

words which have a special meaning assigned to them in the Act have the same meaning in these Articles;

words importing the singular number include the plural and vice versa;

words importing one gender include the other genders;

“persons” and words importing “persons” include firms corporations companies associations organisations and institutions and vice versa.

COMMENCEMENT OF BUSINESS

2. The business of the company may be commenced as soon as convenient after the incorporation thereof.

MEMBERS

3. The number of members of the company shall be unlimited.
4. The ordinary members of the Company shall be those natural persons who apply to be ordinary members and are accepted as such by the Board.

ORDINARY MEMBERS

5.deleted

6. deleted

7.deleted

8. (a)  
(b) Every ordinary member shall pay to the company an annual subscription of such amount as is from time to time prescribed by the directors.  
(c) Annual subscriptions of ordinary members shall become due and payable on each anniversary of such date as the directors shall determine.
9. (a) Every member shall have the right to receive notices of all general meetings of the company and to attend speak and vote in person or by proxy thereat together with such other rights and privileges if any as may from time to time be given by these Articles of Association or prescribed by the directors.  
(b) The rights and privileges of a member as such shall be personal shall not be transferable and shall cease on the cessation of their membership.  
(c) On matters arising at a general meeting, ordinary members have one vote only.  
(d) Ordinary members shall have a minimum of 28 days standing as a member in order to be eligible to vote at a general meeting.  
(e) Ordinary members shall have a minimum of 28 days standing as a member in order to be eligible to nominate for election as a director.
10. A person shall cease to be an ordinary member:
  - (a) Upon their death.
  - (b) If by notice in writing to the secretary they wish to resign.
  - (c) If their annual subscription if any is unpaid for more than three months after it has become due and the directors determine that they shall cease to be a member.
  - (d) If in the opinion of the directors they have been guilty of conduct which brings discredit upon the company and they determine that they shall cease to be a member; provided that in this case:
    - (i) a registered letter has been sent to such member at their address appearing in the register of members informing them that it is proposed to proceed under this paragraph giving particulars of the alleged conduct in question and giving them an opportunity to appear before the directors and show cause why they should not make a determination under this paragraph, and
    - (ii) such opportunity has been given to them.

11. deleted

12. deleted

13. deleted

14. deleted

PATRONS

15. The patrons of the company shall consist of such persons as shall be appointed to that position

from time to time by and at the discretion of the directors.

16. Patrons may be appointed by the directors in recognition of money or monetary value furnished to the company and the appointments in each case shall date from appointment by the directors and shall be for such period of time as the directors determine at the time of appointment.
- 17.
- 18.
19. deleted

#### DIRECTORS AND MANAGEMENT OF THE COMPANY

20. The company will be managed a Board consistent with these Articles and with relevant legislation.

#### Composition of Board

21. (a) The Board of Directors shall comprise:
  - (i) Six (6) Directors being ordinary members elected by the ordinary members at annual general meetings.
  - (ii) No more than 3 persons who are appointed by the Board on the basis of the skills and experience they would contribute to the effective functioning of the Board.
- (b) The failure of any nomination or appointment as director pursuant to Article 21 (a) shall not invalidate any act or acts of the directors provided a quorum as specified in these Articles is present in respect of any act done or resolution of directors duly passed.

#### Terms of Directors

- (a) Each elected Director shall have a term of 2 years.
- (b) Existing Directors are eligible to stand for re election.
- (c) Appointed Directors shall have a term until the AGM following their appointment.
- (d) Existing appointed Directors whose term has expired are eligible for reappointment to the Board at the Board meeting immediately following the AGM.

AMENDED  
13 Dec 2018

- 21B (a) Each Annual General Meeting shall have the power to fill any vacancy of an elected Director which would otherwise exist at the conclusion of the meeting by electing a nominated ordinary member to the vacancy, pursuant to Article 21C. \
- (b) A Director so elected shall hold office until the conclusion of the second annual general meeting following the annual general meeting at which the director was elected.

#### Nomination and Election of Directors

- 21C Nominations of candidates for election to the Board
  - (a) shall be made in writing, signed by two ordinary members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and who shall be an ordinary member; and
  - (b) shall be delivered to the secretary not less than 5 working days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 21D. (a) A director appointed pursuant to Article 21 (a) shall hold office until the conclusion of their term unless they retire before that time.
- 21E (a) If insufficient nominations are received to fill all elected positions, the candidates nominated shall be deemed to be elected.
  - (b) if insufficient nominations are received, any vacant positions remaining shall be deemed to be casual vacancies.
  - (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  - (d) If the number of nominations received exceeds the number of vacancies to be filled a

- secret written ballot shall be held.
- (e) Each member eligible to vote at the annual general meeting shall indicate their or her preferred nominees by placing a vote against the name of each preferred nominee up to the number of vacancies.
  - (f) The nominee receiving the highest number of votes shall be the first elected, the nominee receiving the second highest number of votes shall be the second elected, and so on.
  - (g) Where it is not possible to separate nominees for a vacancy on the tallied votes, the vacancy shall be determined by a draw from a hat.
  - (h) The Secretary shall act as returning officer for any such ballot.
  - (i) If the Secretary is a current director standing for re election the Chair shall appoint an alternative returning officer.

#### Employees Not to be Directors

- 21F. (a) A person who is a salaried full-time or permanent part-time employee of the company shall not be eligible for election or appointment as a director pursuant to Article 21 (a) or (b).
- (b) For the purposes of this Article, a director may receive an honorarium or allowance whilst acting in an administrative or management capacity for the company but shall not be considered to be an employee.
- 21G. The board may require any employee of the company to attend meetings of the board of directors from time to time.

#### Retirement of Directors and Casual Vacancies

22. A director may retire from office upon giving seven (7) days notice in writing to the secretary of their intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the directors.
23. In the event of any vacancy or vacancies occurring among the directors the continuing directors may act notwithstanding such vacancy or vacancies but so that if their number falls below five (5) the directors shall not except for the purpose of filling vacancies act so long as the number is below that minimum.
24. Any casual vacancy occurring among the directors may be filled up by a resolution signed by not less than a majority of the other directors. A person appointed by the directors to fill a casual vacancy shall hold office for a term the same as their predecessor.

#### Chair

25. The directors shall elect from among their number a Chair and a Vice-Chair each of whom subject to these Articles shall hold office as such until the next annual general meeting after their election but shall be eligible for re-election.
26. Any casual vacancy occurring in the office of Chair or Vice-Chair shall be filled by the directors and the person so elected shall hold office for the residue of the term of office as their predecessor but shall be eligible for re-election.

#### Resignation & etc. of Directors

27. A director shall be deemed to have vacated their office if they:
- (a) cease to be director by virtue of the Act;
  - (b) become bankrupt or makes any arrangement or composition with their creditors generally;
  - (c) become prohibited from being a director of a company by reason of any order made under the Act;
  - (d) become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- (e) resign their office by notice in writing to the company;
- (f) for more than four months are absent without permission of the directors from meetings of the directors held during that period.

28.

#### Secretary and Treasurer

- 29. (a) The directors may appoint a secretary as provided by the Act for such term and at such remuneration and upon such conditions as they think fit and any secretary so appointed may be removed by the directors.
  - (b) The directors may appoint any member as Honorary Secretary and remove any person so appointed.
30. The directors may define the powers authorities discretion's functions and duties of the secretary Honorary Secretary Honorary Treasurer and of any other officer of the company and from time to time may hold or limit any such powers authorities discretion's and duties in such manner as they think fit.

#### Minutes

31. The directors shall cause to be kept in books provided for that purpose the minutes of:
- (a) all appointments of officers made by the directors;
  - (b) the names of the directors present at each meeting of the directors and of any committee of the directors;
  - (c) all resolutions and proceedings at all meetings of the company and of the directors and of committees of the directors.

#### Quorum at Directors' Meetings

- 32. (a) The Directors may meet together for the dispatch of business adjourn or otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Until otherwise resolved by the Directors a quorum of directors shall be one half of the number of directors holding office or where this is not a whole number the next whole number above one half.
- (b) For the purposes of a quorum or any other Board meeting related matter, where mutually agreed by the Board and the relevant Director(s), participation in a Board meeting of a Director(s) by electronic means, such as via telephone or voice over internet communication is to be regarded as attendance at a Board meeting.

#### Chairing of Directors' Meetings

33. The Chair or in their absence the vice-Chair shall take the chair at all meetings of the directors and if at any such meeting of such officers shall not be present within ten minutes after the time appointed for holding the same the directors present shall choose one of their number to be Chair of the meeting.

#### Voting at Directors' Meetings

34. Questions arising at directors' meetings shall be decided by a majority of the votes of the directors present and voting and in case of an equality of votes the Chair of the meeting shall have a second or casting vote.

#### Request by Directors for Meeting

35. Upon the written request of any three directors the Chair or vice-Chair or in their absence the secretary shall convene a special meeting of directors to be held within fourteen (14) days after the receipt of that request. The written request shall set forth the objects for which the meeting is required.

#### Committees

36. The directors may delegate any of their powers to committees consisting of such director or directors as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any rules that may from time to time be imposed upon it by the directors. The meetings and proceedings of any such committee consisting of two or more directors shall be governed by the provisions herein contained for regulating the meetings by the provisions herein contained for regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any rule made by the directors under this Article.

#### Effect of Defect in Appointment of Director

37. All acts done by any meeting of directors or by a committee of directors or by any person acting as a director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and duly qualified.

#### Resolutions Outside of Meetings

38. A resolution in writing signed by all directors shall be as valid and effectual as if it had been passed at a meeting of directors duly called and constituted.

#### GENERAL MEETINGS

40. Annual general meetings shall be held once in every calendar year at such time not being more than fifteen months after the holding of the last preceding annual general meeting and place as may be prescribed by the directors or in default at such time in the third month following that in which the anniversary of the company's incorporation occurs and at such place as the directors shall appoint. In default of a general meeting being so held a general meeting shall be convened by any two members in the same manner as nearly as possible as that in which general meetings are to be convened by the directors.
41. All general meetings other than annual general meetings shall be called general meetings.
42. The directors may whenever they think fit and shall whenever required pursuant to the Act convene a general meeting.
43. If at any time there are not within the State sufficient directors capable of acting to form a quorum a director or any two members of the company may convene a general meeting in the same manner as nearly as possible as that in which such meetings may be convened by the directors.

#### Notice of General Meetings

44. Subject to the provisions of the Act relating to special resolutions fourteen (14) days notice at the least exclusive of the day on which the notice is served or deemed to be served but inclusive of the day on which the notice is dispatched specifying the place day and hour of meeting and in case of special business the general nature of that business shall be given in manner hereinafter mentioned or in such other manner if any as may be prescribed by the company in general meeting to such persons as are under the regulations of the company entitled to receive such notices from the company but general meetings may be convened by such shorter notices as may be agreed upon pursuant to relevant legislation.
45. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any member shall not invalidate the proceedings at any meeting.

#### Special Resolutions

46. All business shall be deemed special that is transacted at an extraordinary general meeting and all shall be deemed special that is transacted at an annual general meeting with the exception of the consideration of the accounts balance sheets, election of directors, and the report of the directors and auditor prescribed by the Act and fixing of the remuneration of the auditor.

Quorum at General Meetings

47. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.
48. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the request of members shall be dissolved; in any other case the members present, being not less than three, shall constitute a quorum.

Chairing of General Meetings

49. The Chair of directors or in their absence the vice-Chair shall preside as Chair at every general meeting of the company and if at any meeting neither of such officers be present within ten minutes after the time appointed for holding the same the members present shall choose some one of their number to be Chair of the meeting.

Adjourning of General Meetings

50. The Chair may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting at General Meetings

51. (a) A question arising at a General Meeting shall be determined on a show of hands. Unless a poll is demanded before, or on the declaration of a show of hands, then a declaration by the Chair shall constitute evidence of the outcome of the resolution without proof of the number or proportion of votes recorded in favour of or against that resolution.  
(b) At a general meeting, a poll may be demanded by the Chair or by not less than three Full Members present in person or by proxy at the meeting
52. If a poll is duly demanded it shall be taken in such manner as the Chair directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
53. In the case of an equality of votes whether on a show of hands or on a poll the Chair of the meeting at which the show hands or the poll takes place shall be entitled to a second or casting vote.
54. A poll duly demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. A poll duly demanded at a meeting on any other question shall be taken at such time at that meeting as the Chair of the meeting directs.

Proxies at General Meetings

55. (a) Every member present in person and every member present in the case of an individual by their proxy and in the case of a body corporate by its representative duly appointed in writing shall have one vote.  
(b) The instrument appointing a proxy or representative shall be in writing under the hand of the appointor or their attorney duly authorised in writing. A proxy or representative need not be a member of the company.  
(c) An instrument appointing a proxy or representative may be in or to the effect of the following form, or any other form which the directors may approve:

I,  
being a member of Shortland Wetlands Centre Limited hereby appoint



of  
as my representative/proxy to vote for me and on my behalf at the general meeting of  
the company to be held on \_\_\_\_\_ and at any adjournment thereof.

SIGNED the \_\_\_\_\_ day of \_\_\_\_\_ 20.  
In the presence of:

#### COMMON SEAL

56. The seal of the company shall not be affixed to any instrument except by a resolution of the directors and in the presence of two (2) directors each of whom shall sign every instrument to which the seal is to be affixed.

#### ACCOUNTS

57. The directors shall cause proper accounting and other records to be kept and shall distribute copies of every annual profit and loss account and balance sheet including every document required by law to be attached thereto accompanied by a copy of the auditor's report thereon as required by the Act provided however that the directors shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to a date not more than three months before the date of the meeting.

#### INSPECTION OF RECORDS

58. The directors shall from time to time determine in accordance with the Memorandum of Association at what times and places and under what conditions or regulations that accounting and other records of the company shall be open to the inspection of members not being directors. No member not being a director shall have any right of inspecting any account book or paper of the company except as conferred by statute or by the Memorandum of Association or authorised by the directors or by the company in general meeting.

#### AUDIT

59. A properly qualified auditor or auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Act and of the Memorandum of Association.

#### NOTICES

60. A notice may be given by the company to any member wither personally or by sending it by post to them at their registered address or if they have no registered address within the State to the address if any within the State supplied by him to the company for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other case at the time at which the letter would be delivered in the ordinary course of post.
61. Subject to Article 4 notice of every general meeting shall be given in any manner herein before authorised to:
- (a) every member except those members who having no registered address within the State have not supplied to the company an address within the State for the giving of notices to them; and
  - (b) the auditor or auditors for the time being of the company.

No other person shall be entitled to receive notices of general meeting.

#### WINDING UP

62. The provisions of Clauses 8 and 9 of the Memorandum of Association relating to the winding up or dissolution of the company shall have effect and be observed as if the same were repeated in these regulations.

#### INDEMNITY

63. Every director auditor secretary and other officer for the time being of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending

any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

BY-LAWS, RULES AND REGULATION

64. The directors shall have power from time to time to make such by-laws rules and regulations not inconsistent with the Memorandum of Association of the company as in the opinion of the directors are necessary and desirable for the proper control administration and management of the company's operations finances affairs interests effects and property and the duties obligations and responsibilities of the members and to amend or rescind from time to time any such by-laws rules or regulations.