



Unlimited Potential ICT Professionals' Network Incorporated

Registered Office:
c/- Deloitte, Deloitte House, 10 Brandon Street, PO Box 1990, Wellington 6140
Attention: Stephen Nicholas

11 October 2011

Notice of 2011 Annual General Meeting

Notice is given that the 2011 Annual General Meeting of Members of Unlimited Potential ICT Professionals' Network Incorporated trading as Unlimited Potential (the "Society") will be held at **Deloitte House, Level 16, 10 Brandon Street, Wellington on Wednesday, 26 October 2011**, commencing at **5.30pm**.

If you are unable to attend the Annual General Meeting, you may appoint a proxy to attend and vote for you. A form allowing you to do so is attached to this notice. Please follow the instructions on that form.

Agenda

- 1. Notice convening the meeting**
- 2. Apologies**
- 3. List of proxies**
- 4. Chairman's Report**
- 5. General business**

(a) Recommendation of Fees

- (i) The National Executive recommends that the membership joining fees and subscription fees remain at no charge.
- (ii) To consider and approve or vary the National Executive's recommendation of fees, as the Ordinary Members think fit.

That the membership joining fees and subscription fees remain at no charge as recommended by the National Executive.

Explanatory note

- Rule 6.3 requires that the National Executive's recommendation of fees be considered at the Annual General Meeting, and approved or varied as the Ordinary Members think fit, provided that no fee shall be less than the amount recommended by the National Executive.

(b) Financial Statements and Reports

- (i) To receive, consider and, if thought appropriate, approve a report and statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year, together with details of any mortgage, charge or security affecting any property of the Society and, if appropriate, resolve the following:

That the report and statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year, be approved and that a Member of the National Executive may issue a certificate to the Registrar to the effect that such approval has been given.

Explanatory notes

- Rule 7.2 states that part of the purpose of the Annual General Meeting is to receive a report and associated documentation as described in 4(c) above and Rule 8.7 requires the National Executive to prepare and submit such a report and associated documentation.
- No mortgage, charge or security affects any property of the Society
- Section 23 of the Incorporated Societies Act 1908 requires the Society to deliver annually to the Registrar a statement (which contains the particulars contained in the documents described in 5(b)(i) above) accompanied by a certificate of an officer of the Society to the effect that the statement has been submitted to and approved by the members of the Society at a general meeting.
- This, the 2010 AGM, reflects the financial year of trading being from 1 April 2009 to 31 March 2010 being the final date of our financial year.

6. Special Business

(a) Election of National Executive Committee Members

- (i) Tom Reidy is to retire after 3 years on the National Executive; and
- (ii) Martin Ehrenstein, Anamika Vasil, Chloe Dallaway, Bowen Pan are to retire by agreement in accordance with Rule 8.

Explanatory note

- Rule 8.1(a) of the Society's Rules requires that at in each financial year, four of the National Executive Members shall retire from office. The four longest serving members must retire. Committee Members to retire in each year shall be those Committee Members who have been longest in office since their last election, but in the event that Committee Members have served the same term, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

- (iii) Nikki Burns filled a casual vacancy in the National Executive and retire at this Meeting.

Explanatory note

- Rule 8.2(a) of the Society's Rules provides that the National Executive can appoint a Member to fill any casual vacancy. Any person so appointed must resign at the next Annual General Meeting.
- (iv) To receive the following nominations for the National Executive: Martin Ehrenstein, Nikki Burns and any other persons listed on the Society's website (up.org.nz) on 21 October 2011.

Explanatory note

- Rule 8.1(b) of the Society's Rules provides that retiring Committee Members shall be eligible for re-election at the meeting in relation to any vacancy arising in connection with the Meeting.
- Rule 8.1(d) provides that if the number of positions available exceeds the number of nominations, no election is necessary.

7. Nominations for Life Membership

The National Executive would like to nominate the following person for Life Membership, to show our appreciation to, and acknowledge the contribution of, a long serving Committee Member of the Society.

That Ruth McDavitt be designated a Life Member of the Society.

Explanatory note

- (i) Rule 5.5 provides that on the recommendation of the National Executive a person may in consideration of special services rendered to the Society, be designated a Life Member at any Annual General Meeting of the Society. The approval of two-thirds of Ordinary Members present in person or by proxy at any Annual General Meeting shall be necessary to designate a Life Member.

Unlimited Potential ICT Professionals' Network Incorporated AGM (October 2011) Instrument Appointing a Proxy

Section 1: Member Details

Full name: _____

Full address: _____

Section 2: Appointment of Proxy

I/We appoint

Full name(s): _____

Full address(es): _____

as my/our proxy to exercise my/our vote at the 2011 Annual General Meeting of Members of Unlimited Potential ICT Professionals' Network Incorporated trading as Unlimited Potential (the "Society") will be held at **Deloitte House, Level 16, 10 Brandon Street, Wellington** on **Wednesday, 26 October 2011**, commencing at **5.30pm**, and at any adjournment of that meeting. If the person I/we have appointed is unable to be my proxy then I/we appoint:

Full name(s): _____

Full address(es): _____

Section 3: Voting Instructions

Option A

I/We direct my/our proxy to vote in the following manner:

(Tick the box that applies)

Resolution:

5(a): That the membership joining fees and subscription fees remain at no charge as recommended by the National Executive.

For

Against

5(b): That the report and statement of accounts for the preceding financial year and an estimate of the receipts and expenditure for the current financial year, be approved and that a Member of the National Executive may issue a certificate to the Registrar to the effect that such approval has been given.

7: That Ruth McDavitt be designated a Life Member of the Society

Option B

Unless otherwise instructed the proxy will vote as he or she thinks fit.

[Delete whichever option is not desired]

Signed by the Member named in Section 1

_____ Date: _____

Notes

1. As an Ordinary Member you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote. A proxy need not be a Member of the Society.
2. If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.
3. For this proxy form to be valid, you must complete it and send it to c/- Deloitte, Deloitte House, 10 Brandon Street, PO Box 1990, Wellington 6140 (Attention: Stephen Nicholas) by 5pm on Friday 21 October 2010, being at least 48 hours (two working days) before the start of the meeting. If it has been signed under a power of attorney please send a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney with this proxy form.
4. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as they think fit.