



Unlimited Potential ICT Professionals' Network Incorporated

Registered Office:

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

Tuesday 29 January 2013

Notice of Annual General Meeting for the 2011/12 financial year

Notice is given that the Annual General Meeting of Members of Unlimited Potential ICT Professionals' Network Incorporated trading as Unlimited Potential (the "Society") for the 2011/12 will be held at **Deloitte House, Level 16, 10 Brandon Street, Wellington** on **29 January 2013**, 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 2012 AGM, reflects the financial year of trading being from 1 April 2011 to 31 March 2012 being the final date of our financial year.

6. Special Business

(a) Election of National Executive Committee Members

- (i) **Paul Spence and Dave Keyes** are to retire from the National Executive; and
- (ii) **Stephen Nicolas, Jacob Rosevear and Jo Booth** 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) **Karen Bender and Nick Churchouse** 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: **Stephen Nicholas, Jo Booth, Jacob Rosevear, Martin Ehrenstein, Peter Kerr, Prashanta Mukherjee, Karen Bender, Nick Churchouse, Waylon Kenning.**

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.