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RULES OF
SUSTAINABLE BUSINESS NETWORK INCORPORATED

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RULES OF SUSTAINABLE BUSINESS NETWORK INCORPORATED

1. NAME

The name of the society shall be the **SUSTAINABLE BUSINESS NETWORK INCORPORATED**

2. INTERPRETATION

In these rules the following words shall have the following meanings, unless the context shall otherwise require:

"Act" means the Incorporated Societies Act 1908 or any legislation in substitution.

"Associate Membership" means an associate member admitted in accordance with Rule 6.3;

"Members" means the persons or representatives referred to in Rule 6.2;

"National Annual General Meeting" means the Annual General Meeting held by the National Board in accordance with Rule 15.1;

"National Board" means the National Board of the Society appointed in accordance with Rule 9;

"National Chairperson" means the Chairperson of the National Board elected in accordance with Rule 11.4;

"National Executive Officer" means the person who may be appointed by the National Board in accordance with Rule 13.1;

"National Vice-Chairperson" means the Vice-Chairperson of the National Board elected in accordance with Rule 11.4;

"Society" means the Sustainable Business Network Incorporated.

"Year" means the financial year of the Society.

Words importing the singular shall be deemed to include the plural and vice versa.

All references to "members" shall equally apply to ordinary members, Honorary Members, Honorary Life Members, and Associate Members.

3. REGISTERED OFFICE

3.1 The registered office of the Society shall be situated at such place within New Zealand as the National Board shall from time to time determine.

3.2 The National Board shall notify the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908 whenever the situation of the registered office is changed.

3.3 As of the date of the registering of these Rules, the registered office of the Society is situated at Level 3, Old Sofrana House, 18 Customs Street East, Auckland City.

4. OBJECTS

4.1 The objects for which the Society is established are:

- (a) To promote environmentally and socially responsible business practice in New Zealand and support businesses on their journey towards sustainability;
- (b) To provide networking opportunities and support for New Zealand businesses that wish to develop their capacity to be socially and environmentally responsible;
- (c) To gather, develop and provide information and materials on the many aspects of social and environmental responsibility for members of the Society and to educate and assist members in pursuing a social and environmental agenda;
- (d) To build on and share examples of environmentally and socially responsible business both within New Zealand and overseas; and
- (e) To publicly promote environmental and social responsibility in business and the aims and values of the Society and its members.

5. ACTIVITIES AND POWERS

5.1 For the purpose of attaining the objects as set out in Rule 4.1, the Society may engage in the following activities:

- (a) Make necessary regulations and by-laws for the governance, control and management of the Society generally;
- (b) Purchase, lease, hire or otherwise acquire if necessary land, buildings, vehicles and other real or personal property which the Society may from time to time deem necessary or expedient or useful in connection with any of the Society's undertakings or activities and that either alone or in conjunction with any other society, association, person, firm or corporation to build, erect, alter or improve or contribute towards the cost of building, erecting or improving any such buildings or other property as aforesaid;
- (c) Invest any of the Society's funds in such investments or assets as the Society may from time to time decide upon (notwithstanding the same may be of a wasting, speculative or reversionary nature); and
- (d) Do all such other matters and things as in the opinion of the National Board shall be conducive to the attainment of any of the foregoing objects or to the exercise of any of the foregoing powers.

5.2 The Society may do all such acts, matters and things and may enter into and make such agreements as are incidental or conducive to the carrying out the objects of the Society, and in particular, the Society may:

- (a) Purchase, organise, conduct, maintain or manage such amenities, facilities and services as the National Board considers to be appropriate;
- (b) Liaise, consult, work in conjunction and make arrangements with any individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities, and with the government of New Zealand or of any city, district or region thereof;
- (c) Execute and deliver any deed or document whatsoever which may be required or seem expedient to be executed by the Society;
- (d) Apply for and acquire any licences or permits deemed necessary by the National Board;
- (e) Sell, exchange, improve, lease, hire, mortgage, dispose, invest, reserve, or otherwise deal with or turn to account, any real or personal property of the Society and borrow with or without security;
- (f) Solicit, receive, enlist and accept financial and other support from individuals, trusts, corporations, foundations, firms, partnerships, associations, societies, institutions, organisations and authorities and from the government of New Zealand or of any city, district or region thereof;
- (g) Organise, assist in and co-ordinate the raising of funds by any lawful means;
- (h) Pay and employ such person, persons or body corporate for such duties relating to the objects or administration of the Society on such terms as the National Board shall think fit; and
- (i) Receive and accept gifts and donations and to deal with or apply such gifts and donations in such manner as the National Board shall from time to time decide.

5.3 The income and property of the Society shall be applied solely towards the promotion of its objects as set forth in Rule 4.1 and no portion of the Society's income or property shall be distributed or applied for the private pecuniary profit of any member or other person. Nothing in this Rule shall prevent the payment in good faith of remuneration to any of its officers or servants or to any of its members in return for any services rendered to the Society.

6. MEMBERSHIP

6.1 Membership of the Society shall be open to persons, including bodies corporate, operating or involved in businesses, or governmental authorities, who are interested in or adopt the objectives and values of the Society in their manner of operation or, who are interested in advancing New Zealand through environmentally and socially responsible business, or any other person whose membership the National Board considers would be consistent with or further the objects of the Society.

6.2 The membership of the Society shall consist of:-

- (i) The persons who, or the representatives of which, shall sign the Application for Incorporation of the Society;

- (ii) Persons who may subsequently be admitted to membership as hereinafter provided;
 - (iii) Honorary Members and Honorary Life Members being persons elected for a stated term or for life at a General Meeting of the Society on the recommendation of the National Board in recognition of services rendered to the Society and subject to such privileges as the Society may decide.
- 6.3 In addition to the classes of membership set out in Rule 6.2, the National Board shall have the power at its discretion to create a class of membership to be known as "Associate Membership" which shall have accorded to it such privileges of membership as the National Board shall decide.
- 6.4 Applications from persons wishing to join the Society are to be made in writing and will be considered at the next meeting of the National Board. The National Board may in its discretion, accept or refuse any application for membership. Each person so applying shall furnish such information as the National Board may require.
- 6.5 All members shall be entitled to one vote at any general meeting in respect of each membership.

7. CESSATION OR SUSPENSION OF MEMBERSHIP

- 7.1 Membership may be terminated by:
- (a) The member, by giving notice in writing to the National Board. Such notice must be given at least 7 days prior to the National Annual General Meeting or the member will be liable for the subscription for the ensuing year provided that in all cases members shall remain liable for all debts that member may owe to the Society at the date of termination of membership;
 - (b) Resolution of the National Board, if a member wilfully disobeys any of the rules or by-laws or is guilty of any conduct rendering the member in the National Board's opinion unfit or unsuitable to be a member of the Society and deserving of expulsion. Before such termination of membership, the member shall be given the opportunity to attend the meeting to hear any accusations against the member, ask questions and give explanations and the meeting shall hear what the member has to say by way of defence; or
 - (c) Resolution of the National Board, if a member has failed to pay any subscription, fee or levy for more than three (3) calendar months from the due date.
- 7.2 Membership may be suspended by resolution of the National Board, if a member wilfully disobeys any of the rules or by-laws or is guilty of any conduct rendering the member in the National Board's opinion unfit or unsuitable to be a member of the Society and deserving of suspension but not expulsion. Before such suspension, the member shall be given the opportunity to attend the meeting to hear any accusations against the member, ask questions and give explanations and the meeting shall hear what the member has to say by way of defence.
- 7.3 Termination or suspension of membership shall not relieve the member from liability for fees, subscriptions, levies or other liabilities owing to the Society which have been incurred or arisen prior to termination.

8. FEES, SUBSCRIPTIONS AND LEVIES

- 8.1 Each member shall pay to the Society any subscription fee or levy which may be determined and set by the National Board from time to time in the manner determined by the National Board. If no fee, subscription or levy is determined in any one year then the fee, subscription or levy set the previous year shall apply.
- 8.2 All membership fees or levies shall be due and payable on the anniversary of the members joining date in each year, except those of new members which shall be on the date of their election and must be paid within one month of the due date. Should fees not be paid within such period then the National Board may charge interest for late payment. The National Board shall have the power to pro-rata the subscription for new members in the year of joining.
- 8.3 The National Board may also decide what further fees, including entrance fees and levies, if any, shall be paid for any purpose covered by these rules.

9. NATIONAL BOARD

- 9.1 The National Board shall administer the affairs of the Society. The National Board shall consist of five members or their representatives to be elected by the members of the Society at National Annual General Meetings or appointed in accordance with this Rule 9. An additional maximum of five members or their representatives may be co-opted by the National Board to provide skills and experience necessary to achieve the Society's objectives.
- 9.2 The members of the Board (as defined in the previous rules of the Society) existing as at the date of the adoption of these Rules shall be deemed to be members of the National Board directly elected by the members of the Society in accordance with this Rule 9. If the number of members of the National Board as at the date of adoption of these Rules exceeds five, one or more members sufficient to reduce the number of National Board members to five must retire with immediate effect. That National Board member or members shall be agreed by the National Board or, failing agreement by the National Board, shall be elected by lot from those members not being the National Chairperson or National Vice-Chairperson, who shall for the purposes of these Rules be deemed to be the National Chairperson and National Vice-Chairperson.
- 9.3 Only members or their representatives may be nominated as National Board members. Nominations for membership of the National Board shall be made in writing by a member (with the nominee's written consent attached) and delivered to the National Board or the person designated by the National Board in any notice requesting nominations no later than 14 days prior to the National Annual General Meeting.
- 9.4 If the numbers of nominations received for membership of the National Board are insufficient to fill the vacancies on the National Board, nominations shall be taken from the floor at the National Annual General Meeting.
- 9.5 If the number of nominations received for membership of the National Board is greater than the number of positions on the National Board then a vote shall be taken to elect the National Board of all members present in person, or represented by proxy at the National Annual General Meeting.

- 9.6 The term of office for each National Board member shall for a two year term from the date of appointment until every second National Annual General Meeting. Each year 50% of Board members positions come up for re-election, if there are odd numbers of Board members those position vacancies will vary from year to year. Any retiring National Board member shall (subject to these Rules) be eligible for re-election.
- 9.7 The office of a member of the National Board shall be vacant:
- (a) If the member absents himself or herself without leave from three consecutive meetings of the National Board;
 - (b) If the member shall resign by notice in writing to the National Board;
 - (c) If the Society in general meeting shall pass a resolution removing the member from office;
 - (d) If the member ceases to be a member of the Society; or
 - (e) Upon the death of the member.
- 9.8 Should a vacancy arise during the term of office of any member of the National Board, the National Board may appoint any person to fill any such vacancy until the conclusion of the next National Annual General Meeting.
- 9.9 Members of the National Board shall be entitled to reimbursement of out-of-pocket expenses reasonably incurred by them in the execution of their duties as Board members.
- 9.10 National Board members may personally or by his or her company, partner or employee, be paid for services, supply or otherwise provided the consideration is no more favourable to that member than would be available under an arm's length transaction in the open market and no such contract or agreement shall be liable to be voided by reason of the National Board member has an interest in it. Such National Board member shall not however vote on any matter in which he or she is interested, nor shall that member be counted to make up the quorum present at the meeting for that particular matter.

10. POWERS OF NATIONAL BOARD

- 10.1 The National Board shall be responsible for the entire management and control of the Society's affairs and property both real and personal except to the extent to which such management and control is in the hands of a Regional Advisory Board. Without limiting or restricting the generality of the power to administer the affairs of the Society, the National Board may, at its discretion and upon and subject to such terms and conditions as it thinks fit:
- (a) Promote the vision and objectives of the Society to the community at large but particularly to the business community in New Zealand and by so doing, to promote membership of the Society;
 - (b) Consider and adjudicate on any apparent infringement of the Rules of the Society;
 - (c) Settle any question which may arise and which is not especially provided for in these rules;

- (d) Regulate its own affairs in such a manner as it may deem fit;
- (e) Purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and erect, alter, improve, maintain, furnish and equip land and buildings for the purposes of the Society;
- (f) Invest and deal with the funds of the Society not immediately required for the carrying out of the objects of the Society in or upon mortgage of real estate in New Zealand or upon deposit in any bank carrying on business in New Zealand or in or upon New Zealand Government securities or any other investments that are authorised by the law of New Zealand for the investment of trust funds;
- (g) Sell, exchange, lease, bail or otherwise deal with or dispose of any real or personal property of the Society;
- (h) Borrow or raise amounts of money not exceeding \$50,000 at any time either by bank overdraft or otherwise and secure the repayment thereof by the issue of mortgage, bonds, debentures or any other security over all or any of the Society's property;
- (i) Apply the funds of the Society for the purpose of carrying out in whole or in part the objects of the Society or any of them or in any other manner from time to time authorised by the Society in general meeting;
- (j) Engage professional services and employ such administrative, secretarial or other staff as may from time to time be necessary to carry out the objects of the Society and pay salaries, wages or honorariums to persons employed by the Society and to the officers of the Society;
- (k) Set the application fee for membership and for associate membership;
- (l) Have power to receive and give receipts for all legacies, contributions, donations or other moneys bequeathed made or given to the Society.
- (m) Co-opt members onto the National Board from time to time as and when the need arises;
- (n) Establish special interest groups and sub committees to consider specific issues as and when the need arises;

11. PROCEEDINGS OF NATIONAL BOARD AND ELECTION OF OFFICERS

- 11.1 The National Board shall meet at such times and places as it may from time to time decide (at least three times in each financial year) and a meeting shall be called on the requisition of either the National Chairperson, or any two National Board members. Any such meeting so requisitioned shall be held within fourteen (14) days of the receipt of such requisition.
- 11.2 At any meeting of the National Board a majority of Board members present in person, video link, teleconferencing or by proxy shall constitute a quorum and the National

Chairperson shall in case of equality of voting have a deliberative as well as casting vote.

- 11.3 A resolution entered in the minutes of the National Board shall be valid and effectual as if passed at a meeting properly called. The electronic version and hardcopy of the minutes will be kept in the registered office.
- 11.4 The National Board shall at its first meeting after the National Annual General Meeting of the Society in each year elect a National Chairperson and a National Vice-Chairperson.
- 11.5 During the period between the National Annual General Meeting and the first meeting of the National Board after such National Annual General Meeting, the National Chairperson and the National Vice-Chairperson of the Society shall be the persons holding these offices immediately prior to such National Annual General Meeting provided that, in the case of the National Chairperson and the National Vice-Chairperson, if such persons are not re-elected or re-appointed to the National Board then the persons who have served on the National Board for the longest period of time shall be the National Chairperson and National Vice-Chairperson respectively during the said period.
- 11.6 Every National Board member shall be entitled to appoint a proxy to represent him or her at any meeting of the National Board. The instrument appointing a proxy shall be in writing under the hand of the appointor and must be received by the National Board prior to the time of the relevant meeting. A proxy must be a member of the National Board.
- 11.7 No proceeding of the National Board shall be invalid due to there being a vacancy or vacancies in the number of members on the National Board.
- 11.8 Seven clear days notice shall be given of all meetings of the National Board except in the case of special urgency, shorter notice may be given if no objection is raised by any member of the National Board. No notice need be given to any member of the National Board absent from New Zealand.
- 11.9 The National Board may make such rules, regulations and by-laws (not inconsistent with these Rules) for the conduct of its business and the general management and control of the affairs of the Society as it considers necessary, provided that any such rule, regulation or by-law may be rescinded or overruled by a majority vote taken at a general meeting of the Society.
- 11.10 Every member may submit written representations to the National Board on any matter, and the National Chairperson shall circulate such written representations to the Board for discussion at a National Board Meeting. Unless invited by the National Chairperson no member shall have the right to attend or speak at a National Board meeting.

12. NATIONAL BOARD DELEGATION

- 12.1 The National Board shall have the power to delegate all or any portion of its power to any sub-committee, person or persons as the National Board in its sole discretion may deem fit.

13. NATIONAL EXECUTIVE OFFICER

- 13.1 If, in the opinion of the National Board, the financial position of the Society permits, the National Board may appoint a National Executive Officer of the Society for such term, at such remuneration and upon such conditions as it may think fit.
- 13.2 The National Board shall have power to suspend or remove the National Executive Officer.
- 13.3 The National Board may vest in the National Executive Officer such powers and authorities as it may from time to time determine and the National Executive Officer shall exercise all such powers and authorities subject at all time to the control of the National Board.
- 13.4 The National Executive Officer shall not be a member of the National Board but shall on the request of the National Board attend its meetings and at the discretion of the National Board, shall be heard on any matter but shall not be entitled to vote.

14. NATIONAL FINANCES, ANNUAL REPORT AND AUDIT

- 14.1 The financial year of the Society shall end on the 31st of March in each and every year.
- 14.2 An auditor or reviewer shall be appointed at every National Annual General Meeting. The National Board may appoint the auditor or reviewer if the National Annual General Meeting omits to do so. The National Board shall determine any remuneration for the auditor or reviewer. The auditor or reviewer should be a member of the New Zealand Institute of Chartered Accountants and should have a current Public Practise Certificate.
- 14.3 The Society shall have the power to open and operate any Bank Account or accounts at the discretion of the National Board. Any such accounts may be operated upon, the cheques and other withdrawals signed and/or endorsed by such person or persons as the National Board may from time to time decide provided that the National Board may in particular authorise one person to endorse cheques to be paid to the credit of any Bank Account of the Society.
- 14.4 The National Board shall ensure that all instruments for the payment of moneys by the Society for amounts up to \$5,000 are signed by any two signatories delegated by the National Board. For payments \$5,000 and over one of those signatories shall be a member of the Audit and Risk Committee.
- 14.5 The National Board shall keep or cause to be kept complete and proper records of all moneys received and disbursed by, or on behalf of, the Society and shall secure proper receipts for all moneys disbursed;
- 14.6 The National Board shall report the financial position of the Society annually to the National Annual General Meeting of the Society. The report(s) shall be prepared in accordance with appropriate standards and audited, or reviewed, as the Board may determine.

15. NATIONAL GENERAL MEETINGS

- 15.1 The Society shall in each year hold a general meeting as its National Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.
- 15.2 The National Annual General Meeting shall be held each year, at such time and place as the National Board appoints, provided that such meeting shall be held within six months of the end of each financial year of the Society.
- 15.3 The National Board shall submit a report of the affairs of the Society for the past year at each National Annual General Meeting;
- 15.4 All general meetings other than National Annual General Meetings shall be called National Special General Meetings.
- 15.5 The National Board may at any time convene a National Special General Meeting of the Society and National Special General Meetings shall also be convened on the written requisition signed by no fewer than twenty per cent of the members of the Society. Any such requisition must state the general nature of the business to be brought forward and must be delivered to the National Board.
- 15.6 Notices of National Annual or National Special Meetings of the Society shall be delivered to members not less than 14 days before the day fixed for the meeting and shall state the date, hour and place of the meeting. In the case of a National Special General Meeting the notice shall also state the general nature of the business to be discussed. The accidental omission to give notice of a meeting to any member or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of that meeting.
- 15.7 Each member may appoint a proxy who may exercise the vote of the member. At any general meeting of the Society every member present either in person or by proxy shall be entitled to one vote. A proxy shall be appointed by written notice signed by the appointing member and the notice shall state whether the appointment is for a particular meeting or for a specified term not exceeding 12 months.
- 15.8 The appointment of a proxy will not be effective in relation to a general meeting of the Society unless a copy of the notice of appointment is produced no later than immediately prior to the meeting.
- 15.9 Unless otherwise instructed in the proxy term, the proxy may vote as he thinks fit. The proxy shall be in the following format:

I of
being a member of the abovenamed Society, hereby appoint
..... of
(being a member of the Society) as my proxy to vote for me on my behalf at
the National Annual/Special (as the case may be) General Meeting of the
Society to be held on the day of , and at any adjournment
thereof.

This form is to be used in favour of/against the resolution that

.....

Unless otherwise instructed, I acknowledge that my proxy may vote as he/she sees fit.

Signed thisday of

.....

- 15.10 No business shall be conducted at any general meeting unless a quorum of members is present in person or by proxy at the time the meeting proceeds to business. A quorum is the greater of 5 per cent of current financial members or 30 current financial members or their proxies. If within 30 minutes from the time appointed for the meeting a quorum is not present the meeting, if convened upon a requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day, time and place in the next week or to such other day, time or place as the National Board shall determine and if at the adjourned meeting no quorum is present within half an hour of the time appointed for the meeting the members present shall be deemed to be a quorum..
- 15.11 The National Chairperson shall preside at any general meeting of the Society, or if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the National Vice-Chairperson, but if he or she is not present within 30 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect a Chairperson from among the members of the National Board present at the meeting and willing to act. If no member of the National Board is present and willing to act then from among the members generally and the person so elected shall remain in the chair until the arrival of the National Chairperson or National Vice-Chairperson or a member of the National Board willing to act as Chairperson.
- 15.12 At any general meeting a resolution put to the vote of the meeting shall be decided by voice or by show of hands if so requested by any member.
- 15.13 Questions arising at any general meeting shall be decided by a majority of votes and in case of an equality of votes, the Chairperson of the meeting shall be entitled to a casting vote in addition to his or her own deliberative vote.
- 15.14 A declaration of the Chairperson of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact.
- 15.15 The National Board shall keep or cause to be kept as far as possible correct minutes of all meetings of the National Board and national meetings of the Society;
- 16. COMMON SEAL**
- 16.1 The National Board shall provide for the safe custody of the common seal of the Society which shall only be used by the authority of and pursuant to a resolution duly passed by the National Board and every instrument to which the common seal is affixed shall be signed by one member of the National Board and countersigned by a second member of the National Board.

17. ALTERATION OF RULES

- 17.1 The provisions and effect of any tax exemption clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 17.2 The Rules of the Society may be altered, added to, repealed or replaced by a resolution of a three-fifths majority of the votes recorded by those present at any National General Meeting. The notice calling it shall specify the proposed alteration, repeal or substitution but nothing in this rule shall prohibit the amendment at any National General Meeting of any proposal which has been specified in the notice calling the meeting.

18. WINDING UP

- 18.1 If upon the winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other organisation or body having charitable objects similar to the objects of the first organisation, or to some other charitable organisation or purpose within New Zealand.
- 18.2 Any such meeting to consider a resolution to dissolve the Society shall be a National Special General Meeting. Any resolution to dissolve the Society submitted to such meeting shall be decided by a simple majority. A second National Special General Meeting shall be called not earlier than 30 days after the first such Special General Meeting as aforesaid and a resolution to confirm the resolution to dissolve the Society shall be submitted to such meeting and shall be decided by a simple majority. In the event that the resolution to confirm the resolution to dissolve the Society is lost, the resolution to dissolve the Society shall also be deemed to be lost. The procedure contained in this clause shall be followed except where it is inconsistent with the provisions of section 24 of the Incorporated Societies Act 1908 or any amendment or re-enactment thereof.

19. PAYMENTS TO MEMBERS

- 19.1 No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.
- 19.2 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from the document, and shall be included and implied into any document replacing this document.

20. SERVICE OF NOTICES

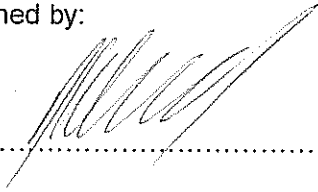
- 20.1 A notice may be served by the Society on any member either personally or by sending it by electronic mail, facsimile transmission, or through the post in a pre-paid envelope addressed to such member at his or her address as notified to the National Board from time to time. A notice may be served by any member on the Society by delivery to the National Board, by electronic mail, facsimile transmission or through the post in a pre-paid envelope addressed to the Society at the address notified by the National

Board from time to time. A notice so sent shall be deemed to have been served three working days after the day on which the notice has been sent."

21. INDEMNITY

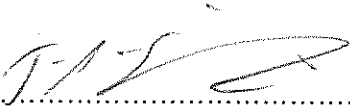
- 21.1 Every member of the National Board or other officer or servant of the Society shall be indemnified by the Society against all costs, losses and expenses which any such officer or servant may incur or become liable for any reason of any contract entered into or act or thing done by him or her as an officer or servant or in any way in the discharge of his or her duties provided that such actions are done in pursuance of the objects or interests of the Society and come within the express or implied authority of the person so acting.

Signed by:


.....

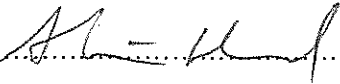
.....
Dan Ormond
Printed Name

.....
Co-Chairperson
Affiliation


.....

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Jamie Sinclair
Printed Name

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Co-Chairperson
Affiliation


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Aisen Howard
Printed Name

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Board member
Affiliation