

DATED

2021

RULES OF DESTINATION QUEENSTOWN INCORPORATED

MACTODD LAWYERS
Barristers, Solicitors, Notaries Queenstown • Wanaka • Cromwell
Ph: (03) 441 0125- Fax: (03) 442 8116
Email: queenstown@mactodd.clo.nz
PO Box 653
QUEENSTOWN 9348

RULES OF DESTINATION QUEENSTOWN INCORPORATED

1 NAME

The name of the Board is "Destination Queenstown Incorporated" (hereinafter referred to as DQ)

2 INTERPRETATION

The words "Board of Directors" where used in these rules shall be deemed to refer to the Board of Destination Queenstown Incorporated.

The word "Region" shall mean the Queenstown Region, including Arrowtown, Glenorchy and the surrounding environs.

The initials "DQ" where used in these rules shall be deemed to refer to Destination Queenstown Incorporated.

3 REGISTERED OFFICE

The registered office of DQ shall be at 50 Stanley Street, Queenstown or such other place as shall be decided by the DQ from time to time.

4 OBJECTS

The objects of DQ shall be as follows:

- (a) To position Queenstown as the premier visitor destination while promoting the maintenance and integrity of our remarkable environment.
- (b) To encourage managed growth in a sustainable manner which enhances the tourism industry and the community within the Region.
- (c) To co-ordinate and direct the co-operative marketing of the Region in order to achieve:
 - (i) Sustainable growth in the existing core business base of group tours, FIT, passengers and holidaymakers; and
 - (ii) Sustainable growth in the corporate business market including incentive tourism and conferences.

- (d) To encourage the development of higher professional standards in the services and activities provided in the Region.
- (e) To encourage the growth of commercial, cultural, sports and leisure/holiday making activities and facilities within the Region.
- (f) To encourage a diversity of tourism activities to appeal to a wide range of visitors both domestic and international.
- (g) To collate and distribute accurate information and data from which members of DQ can make investment, promotional and industry decisions.
- (h) To develop promotional material which is distinctively designed and effectively distributed.
- (i) To target the markets that will provide maximum economic benefit to the Region's infrastructure.
- (j) To maintain public relations and co-operation with the Queenstown business community, Queenstown-Lakes District Council (QLDC), the greater community and the wider industry and where advantageous to co-ordinate any activities with other local or regional promotional organisations.
- (k) To target and attract visitors to the Region with the aim of satisfying and/or exceeding their expectations with the assistance of a supportive local community
- (l) To achieve a balanced market mix of visitors to the Region to spread the economic benefits of tourism across the local community throughout the year.
- (m) To increase the calibre of existing events within the Region and to facilitate or attract new events so as to increase visitor numbers at specific times of the year.
- (n) To encourage visitors to maximise their length of stay in the Region, with a long term goal of three nights or more on an annual basis.
- (o) To manage DQ in an efficient and cost effective manner to ensure the balanced growth of the tourism infrastructure within the Region and product in accordance with DQ's Strategic Plan.
- (p) To do all such things as are incidental or conducive to the attainment of the above objects.
- (q) To execute the marketing and business objectives as detailed in DQ's Annual Business Plan.

5 BOARD OF DIRECTORS

(a) The affairs of DQ shall be administered by a Board of Directors (hereinafter referred to as the "Board of Directors") comprising:

(i) one (1) appointed representative of the Queenstown-Lakes District Council;
and

(ii) seven (7) elected Directors appointed to represent four sectorial interest groups allocated as follows (the Elected Directors):

- **GROUP A: Accommodation**

1 x small – medium business (Full Time Equivalent -20 employees)

1 x large business (Full Time Equivalent 20+ employees)

No of Directors: 2

- **GROUP B: Activities**

1 x small – medium business (Full Time Equivalent -20 employees)

1 x large business (Full Time Equivalent 20+ employees)

No of Directors: 2

- **GROUP C: Services and Retail**

No of Directors: 1

- **GROUP D: General (being from any interest group)**

No of Directors: 2

(iii) In addition to the eight (8) Directors referred to in sub clauses (i) and (ii) those Directors shall have the ability to co-opt up to two (2) further Directors to the Board of Directors (the Co-Opted Directors). The Co-Opted Directors need not necessarily belong to one of the sectorial interest groups referred to in sub clauses (i) and (ii).

- (b) The Directors referred to in sub-clauses (a) (i), (ii) and (iii) hereof (collectively referred to as the "Directors") shall have full voting rights.
- (c) The Mayor of the Queenstown-Lakes District Council shall be appointed an ex-officio member of the Board of Directors but shall have no voting rights.
- (d) The Elected Directors shall be elected at the Annual General Meeting of the Board and shall assume office immediately after the Annual General Meeting has concluded. The elected Directors shall hold office indefinitely with the proviso that two (2) Elected Directors shall retire on an annual basis but may if they desire make themselves available for re-election. Retirement, should it be required, shall be on the basis that the Director elected first shall be the first to retire. In the event that no Director was elected earlier than any other Director, then retirement shall be by way of agreement between the Directors. In the event that the Directors cannot agree on who should retire in a given year then retirement shall be decided by ballot under the scrutiny of the Chairman.
- (e) The Co-Opted Directors shall hold office until the completion of the next Annual General Meeting at which time they shall retire but be eligible for co-opting on to the new Board of Directors by the newly Elected Directors elected at that AGM.
- (f) The elected Directors shall appoint one of themselves to act as Chairman of the Board of Directors (hereinafter referred to as the "Chairman").
- (g) The appointed Chairman shall hold office until the next Annual General Meeting of DQ.
- (h) Should the elected Directors be unable to appoint one of themselves to act as the Chairman, then these Directors may at their discretion, appoint any registered member to act in the role as Chairman on such terms and for such period as the elected Directors deem necessary.
- (i) The Directors shall be entitled to one (1) vote at all meetings of the Board of Directors with the Chairman having a casting vote in the event of equality of voting.
- (j) In the event of a casual vacancy the Board of Directors shall have the power to appoint another person who shall hold office as a Director until the next Annual General Meeting.
- (k) In relation to the election of the seven (7) Directors referred to in sub-clause (a) (ii) hereof, where definition between sectorial interest groups is difficult, or the candidate for election can claim representation for more than one sector, the candidate shall be required to specify which sectorial interest group he/she wishes to represent upon nomination in accordance with clause 7.

- (l) The Board of Directors shall be responsible for all the corporate undertakings of DQ including the annual marketing, operational activities, budgeting, financial reporting and the preparation and delivery of an annual strategic plan to the Strategic Review Board.

6 DIRECTORS INDEMNITY

- 6.1 DQ 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 DQ 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 DQ and provided such liability is not criminal liability.

7 NOMINATIONS FOR ELECTION TO BOARD OF DIRECTORS

- (a) Nomination of candidates for election to the Board of Directors at an Annual General Meeting (AGM) shall be forwarded to the Chairman in writing ten (10) days prior to the date of the AGM.
- (b) Such written nomination shall state the candidate's name, company or entity represented and sectorial interest group for which the candidate seeks election.
- (c) Any candidate so nominated may not alter the sectorial interest group to which he or she seeks election within ten days of the AGM.
- (d) Any candidate nominated for election to the Board of Directors must be a registered member of DQ in accordance with clause 11 hereof.

8 STRATEGIC REVIEW BOARD

The purpose of the Strategic Review Board ("SRB") is to ensure that DQ retains a broad market and community focus.

- (a) The SRB shall comprise the following members:
 - (i) The QLDC Mayor and two councillors to be appointed by the QLDC;
 - (ii) The Chair, or an appointed alternative, of Queenstown Chamber of Commerce, The Arrows Promotions Association, the Glenorchy Community Association and Tourism New Zealand;
 - (iii) The Board of Directors of DQ;

- (iv) One (1) representative from the following industry sectors to be appointed by the Board of Directors of DQ, Airlines, the Ski Industry, Retail, Wine, Visitor Activities, Trades and Services, Restaurant and Bar, Professional, Ground Transport, Real Estate and Commercial Property Owners, Conference and Incentive, Commercial Education Providers¹ Events Sector, and Information Centres Sector. Where a body exists to represent one of the sectors referred to in this sub clause (iv) that body is to be asked to nominate a representative. Where no sector body exists, the Board of Directors of DQ shall select a representative from that sector;
 - (v) One (1) representative from Queenstown Airport Corporation Limited; (vi) One (1) representative from the New Zealand Police;
 - (vi) One (1) representative from the Department of Conservation;
 - (vii) One (1) representative from Tourism Industry Aotearoa; (ix) One (1) representative from Shaping Our Future;
 - (viii) One (1) representative from each of the following accommodation sectors: Hotels, Luxury Lodges and Resorts, Backpacker Hostels, Holiday Parks, Bed and Breakfasts, Motels and Apartments;
 - (ix) One (1) past member of the Board of Directors.
- (b) The SRB shall be chaired by the Chairman of the Board of Directors who will chair both the Operating and Strategic Review Boards and the meeting procedure shall be as provided in these rules for meetings of the Board of Directors.
- (c) The Strategic Review Board shall meet formally at least once during the year between Annual General Meetings and at such other times as called by the Destination Queenstown Chairman or any six (6) members of the Strategic Review Board. Strategic Review Board Members shall be notified no less than 14 days prior to the date of the meeting. Such notice shall include advice of the matters to be considered at the meeting. Notice may be given in accordance with Rule 22.
- (d) The SRB shall annually review and approve:
- (i) the Strategic Plan forwarded by the Destination Queenstown Directors and Management;
 - (ii) the financial resources to be sought from the Queenstown-Lakes District Council and shall meet to review progress and to consider any other items relating to relationships between the DQ members and the community, including to address any appeal under Clauses 9.7 and 9.8; and

- (iii) In addition to (i) and (ii) above the members of DQ shall be invited to review and submit on the Strategic Plan prior to the final review by the SRB.
- (e) The SRB shall be bound by these rules of the DQ.

9 MEMBERSHIP

9.1 For the purposes of these rules a member shall include:

(a) An individual, company or partnership which has paid or contributed to the current tourism development rate by way of Queenstown Lakes District Council (QLDC) Special Order 1992 AND satisfies sufficient of the criteria set out in clause 9.2 so that in the opinion of DO that individual company or partnership meets the objects of Destination Queenstown Incorporated so as to merit membership.

(i) The words 'paid or contributed' shall mean rates paid directly to QLDC or rates paid by a tenant to a Landlord who pays commercial rates to QLDC.

(b) Any non-commercial QLDC ratepayer or individual, company or partnership trading in the QLDC region who has paid the appropriate membership fee determined by DQ from time to time AND satisfies sufficient of the criteria set out in clause 9.2 so that in the opinion of DQ that non-commercial rate payer, individual company or partnership meets the objects of Destination Queenstown Incorporated so as to merit membership.

9.2 The criteria to be considered by DQ in determining eligibility for membership is as follows: Does the prospective member:

- (a) have a significant operating base in the Wakatipu area;
- (b) provide substantial local employment or local economic activity in the Wakatipu area for employees resident in the QLDC region;
- (c) have individuals, principals, officers or partners resident and/or paying rates in the QLDC region;
- (d) contribute to the wider tourism product or infrastructure of the Wakatipu area;
- (e) have a substantial and consistent presence in the Wakatipu area.

9.3 The decision of DQ as to whether a prospective member satisfies sufficient of the criteria set out in clause 9.2 so as to merit membership shall be made by the Board of Directors by resolution, and should the prospective member disagree with such resolution, the prospective member shall have the right of appeal against such resolution as set out in clauses 9.7 and 9.8.

- 9.4 Any member may resign at any time by giving notice in writing to DQ.
- 9.5 If any member does not abide by the Rules of Destination Queenstown Incorporated, or shall not comply with any resolution, agreement or contract that may be passed, adopted or entered into by Destination Queenstown Incorporated, or in the opinion of the Board of Directors no longer satisfies sufficient of the criteria set out in clause 9.2 so as to merit membership, the Board of Directors may by resolution request in writing such member to resign.
- 9.6 In the event of such member refusing or neglecting to resign within ten (10) days of the delivery of such notice, such member may be expelled by a majority vote of the Board of Directors.
- 9.7 Such member (or prospective member refused membership pursuant to clause 9.3) shall have the right to appeal against such expulsion (or refusal of membership) to a meeting of the Strategic Review Board at one of that Board's scheduled annual meetings. A decision of a bare majority of the members then present and voting will be binding on such member (or prospective member) and on the Board of Directors.
- 9.8 The member (or prospective member) shall give notice of any appeal to the Strategic Review Board within fourteen (14) days from the date of posting a copy of the resolution of the Board of Directors to the address of the member (or prospective member) as held by Destination Queenstown Incorporated.
- 9.9 In the event that Clause 9.5 applies or a members' subscription has been requested and which remains unpaid after the expiration of ninety (90) days from the date of the invoice shall cease to be a member and shall be struck off the membership register by the Board of Directors, providing that:
- (a) in the absolute discretion of the Board of Directors, such member's name may be restored to the register any time upon the payment of all arrears due at the date of striking off.
 - (b) all arrears due at the date of striking off shall be recoverable by DQ notwithstanding such a striking off.
- 9.10 If any invoice issued by DQ to a member remains unpaid at the expiry of 90 days from the date of the invoice, then the Board of Directors (at its entire discretion) may withhold, suspend or remove benefits that the member would otherwise receive, including (but not limited to) the following:
- (a) website listing of the member;
 - (b) conference and incentive leads;
 - (c) email updates (Fortnightly Remarks, Trade Remarks, Press Releases);
 - (d) 90 day forward outlook;

- (e) invitations to attend trade and consumer shows;
- (f) the opportunity to host media and trade;
- (g) other benefits which may arise from time to time.

9.11 The Board shall from time to time have the power to determine the appropriate membership fee to be paid by any entity joining the membership of DQ pursuant to clause 9.1 (b) herein.

10 INTERESTS IN PROPERTY

No member shall have any rights or interest in any funds or property of DQ.

11 REGISTRATION OF MEMBERS OF DQ

The membership register shall consist of:

- (a) The register of commercial ratepayers paying rates on properties located on the Queenstown side of the Crown Saddle as recorded in the Queenstown-Lakes District Council rating records.
- (b) The register kept by DQ recording details of those persons paying rates or a portion of rates to a landlord paying commercial rates who then pays the Queenstown-Lakes District Council.
- (c) The register of those members who have paid their prescribed annual membership fee directly to DQ.

It shall be the responsibility of any individual, company or partnership who has paid rates or a share of rates to a landlord paying commercial rates, to ensure they are registered annually on the membership register of DQ and to provide appropriate evidence of membership eligibility. The register shall be open to inspection subject to any reasonable restriction as the Board of Directors may pass at their discretion.

12 FINANCIAL YEAR

The Financial Year of DQ shall end on the 30th day of June of each year.

13 MEETINGS

(a) Annual General Meeting

- (i) The Annual General Meeting of DQ shall be held no later than the 30th day of September of each year and at such meetings the Board of Directors shall be elected provided however that the so elected Directors shall appoint their own Chairman.

- (ii) All registered members shall be notified of an Annual General Meeting no less than fourteen (14) days prior to the date of such meeting by notice posted to the members at the address held for such members in the register of members. Notice may alternatively be given in accordance with Rule 22.
- (iii) The business to be conducted by the members at the AGM shall include (but not be limited to):
 - 1. The election of directors in accordance with clause 5(d) of this constitution;
 - 2. The consideration and approval (or otherwise) of the annual financial reports of DQ;
 - 3. The consideration and approval (or otherwise) of the chairman's annual report;
 - 4. An opportunity for general business of the meeting to be raised and discussed by the members.
- (iv) In addition to the matters listed in (iii) above, the business of the AGM may include the following items:
 - 1. The consideration of the CEO's annual report into the management of DQ for the relevant preceding year;
 - 2. The consideration of the financial budget for DQ for the forthcoming year;
 - 3. The consideration of the strategic plan for DQ for the forthcoming year.

(b) Special General Meetings

Special General Meetings may be called at the request of twenty-five (25) registered members of DQ provided such members have given the Board of Directors fourteen (14) days prior notice in writing of the business to be discussed. Further the Directors may by majority vote call a Special General Meeting for any purpose. A Notice of such Special General Meeting must be forwarded to each registered member at the address given for such members in the register of members fourteen (14) days prior to the meeting and such Notice shall include the purpose of such Special General Meeting. Notice may alternatively be given in accordance with Rule 22.

(c) General Meetings

General meetings of DQ shall be called as required with notification to all registered members no less than seven (7) days prior to the date of the meeting which Notice shall include details of the matters to be considered at such meetings. Notice may be given in accordance with Rule 22.

(d) Voting at Annual, Special and General Meetings

- (i) Any registered member of DQ shall be eligible to vote at any meetings (Board of Directors meetings excepted) and in the case of members who are companies or partnerships, then only one (1) person may vote at any meeting on behalf of that member, company or partnership and for the purposes of these rules shall be deemed to be a registered member.
- (ii) Voting in all cases will be by way of show of hands or voice or ballot. The manner of such voting shall be determined by the Chairman or Representative of the Chairman chairing such meeting and in all cases other than where a vote is for the purpose of electing Directors or Officers of the Board, a members vote may be made by way of proxy provided however that before any vote is made by proxy, the person holding the proxy of a member shall provide written evidence of the same to the Chairman or his nominee.

14 MEETINGS OF THE BOARD OF DIRECTORS

- (a) 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. In case of the equality of votes, the Chairman shall have a second or casting vote. A Director may at any time summon a meeting of the Board of Directors.
- (b) 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.
- (c)
 - (i) The Board of Directors may at its discretion appoint any registered member of DQ to serve on one or more advisory sub-committees with the composition of those sub-committees to reflect the member's interest and expertise.
 - (ii) The Board of Directors will make appointments to the sub-committee or sub-committees referred to above as it sees fit but shall take into account the relevant market sector of that sub-committee when making appointments to it.
 - (iii) Each sub-committee shall include at least one member of the Board of Directors.

- (iv) The Board of Directors may at its discretion allow administrative staff of DQ to sit on any sub-committee in an advisory capacity and such staff member may fill the role of Secretary on that sub-committee.
 - (v) Each sub-committee shall use the same procedures for meetings as are used for meetings of the Board of Directors.
 - (vi) Each sub-committee shall elect its own chairman and that chairman shall ensure that the minutes of every sub-committee meeting are taken in accordance with the same procedures as are used for meetings of the Board of Directors.
 - (vii) The sub-committee will report back to the Board of Directors at such times as the Board of Directors shall deem appropriate from time to time.
- (d) A Committee may elect a chairman of its meetings and if no such chairman is elected and at any meeting where the chairman is not present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one (1) of their numbers to be chairman at the meeting.
 - (e) 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 chairman shall have a second or casting vote.
 - (f) 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 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.
 - (g) A Director who is any way, whether directly or indirectly, interested in a contract or proposed contract with DQ shall declare the nature of his or her interest in a meeting of the Board of Directors.
 - (h) 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 DQ in a general meeting.

- (i) Any Director may act by himself or herself or his or her firm in a professional capacity for DQ 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 DQ.
- (j) The Board of Directors shall cause minutes to be made in the books provided for the purpose of recording:
 - (i) all appointments of Officers, Representatives and/or staff made by the Board of Directors.
 - (ii) the names of the Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors.
 - (iii) all resolutions and proceedings at all meetings of DO and of the Board of Directors and of committees of the Board of Directors.
- (k) The office of Director shall be vacated if the Director:
 - (i) becomes bankrupt or makes any arrangement or composition with his or her Creditors generally; or
 - (ii) in the case of his membership on the Board of Directors as a Representative of a Company, then in such case should the Company be placed in receivership or liquidation; or
 - (iii) becomes of unsound mind, or becomes a protected person pursuant to the Protection of Personal and Property Rights Act 1988; or
 - (iv) resigns his or her office by notice in writing to DQ or the Board of Directors; or
 - (v) has for more than three (3) months been absent without permission from the Board of Directors from meetings of the Board of Directors held during that period.
- (l) 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.

15 CHAIRMAN

- (a) At all meetings of the Board of Directors the Chairman shall preside and in the case of equality of voting shall have a casting vote.
- (b) Should the Chairman be unable to attend any meetings, the Directors shall thereupon elect from their numbers a Chairperson for that meeting and such Chairperson whilst acting shall have all the powers of the Chairman.
- (c) Remuneration of Chairman

The Chairman may be paid out of the funds of DQ such sum as the Board of Directors may by resolution determine and any such determination shall apply to the year for which the same is passed and to all subsequent years until the Board of Directors shall by resolution alter the same.

16 QUORUM

The quorum necessary for the transaction of the business of the Board of Directors may be affixed by the Board of Directors and unless so fixed shall be five (5) elected Directors.

At an Annual General Meeting, Special General Meeting or General Meeting twenty (20) registered members shall constitute a quorum.

17 FINANCE

17.1 DQ will be funded by the following methods:

- (a) The QLDC commercial rate differential levied to DQ members from time to time and determined by QLDC each year as part of the QLDC annual budget and general rate review; and
- (b) Membership fees and subscriptions levied by the Board pursuant to clause 9.1(b) and 9.11 of this constitution; and
- (c) Third Party funding.

17.2 A Bank account shall be opened in the name of DQ with the Chairman or others as authorised by the Board of Directors having authority to sign on behalf of DQ.

17.3 The Board of Directors shall present a financial statement at each Annual General Meeting of DQ which has been audited by an appointed Auditor who shall not be a Director.

17.4 The Board of Directors shall be empowered to manage DQ's funds and raise finance and loans as required from time to time following advice from DQ's financial advisers and also to purchase equipment or other assets and to enter into Leases for the rental of land and/or buildings.

18 ADMINISTRATION

The Board of Directors or its nominated representatives (including staff) shall maintain the records of DQ and shall conduct correspondence, attend to and enter the minutes of all meetings and also receive subscriptions and lodge all monies in a Bank account to be operated in the name of DQ.

19 DQ WEBSITE

- (a) DQ shall maintain its own website which shall be used as much as possible to pass information to its members.
- (b) In particular DQ's draft business plan shall be loaded onto the website and advertised to the members as being available for scrutiny, comment, distribution and submission.
- (c) The business plan shall be updated on the website annually (or as the Board of Directors may otherwise determine) and such update shall become a forum for debate, amendment and finalisation of the business plan. Subsequent updates shall be the means for the tourism industry to participate in a review of the business plan, measure achievements against strategies undertaken and become a forum for discussion on market changes and development

20 ALTERATION TO RULES OF DQ

The Rules of DQ may be altered, added to or repealed and replaced by new Rules at any General Meeting of DQ with the sanction of a simple majority of the members present at the meeting, provided that ten (10) days' notice in writing (the Notice) of the intention to repeal or alter any existing Rule, or to make any new Rule/s, shall be given by DQ's Administrative Staff to registered members of DQ of the date of the meeting called to consider the Notice.

21 WINDING UP OF DQ

- (a) DQ may be wound up by a resolution passed by a simple majority of its registered members at a General Meeting and confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days following the date on which the resolution to be confirmed was passed.
- (b) In the event of DQ being wound up, all surplus assets and the funds of DQ after payment of all costs, debts and liabilities shall revert to the Queenstown-Lakes District Council.

22 NOTIFICATION

Where any rule contained herein requires notice to be given to members either in writing or otherwise such notice shall be deemed to have been given if DQ has caused such notice to be advertised in a local newspaper or provided to the members of DQ by email (in accordance with DQ's membership database) or posted on the DQ website within the time period required to be given.

23 COMMON SEAL

The Common Seal of DQ shall be kept in the custody of the DQ's Solicitor and shall not be affixed to any instrument or document other than by majority vote of the Board of Directors and in the presence of the Chairman or one (1) other Director, both of whom shall attest to the execution thereof.

24 IGNORANCE OF THE RULES

Ignorance of DQ's rules or By-Laws shall be no excuse for any breach thereof.

25 DEFINITIONS

"Annual General Meeting" (or AGM) shall have the meaning set out in clause 13(a)

"Board" means the Board of Directors of DQ

"Chairman" means the Chairman of the Board appointed pursuant to clause 5(0)

"Co-Opted Director" means a Director co-opted to the Board pursuant to clause 5(a){iii} "Director" means a Director of the Board

"DQ Website" means the website of DQ to be operated in accordance with clause 19

"Elected Director" means a Director elected to the Board to represent one of the sectorial interest groups pursuant to clause 5(a)(ii)

"General Meeting" shall have the meaning set out in clause 13(c)

"Member" means a member of DQ and membership shall have a similar definition

"Membership Register" shall mean the register of members of DQ

"Quorum" shall have the same meaning set out in clause 16 "Rules" means the rules of DQ set out herein

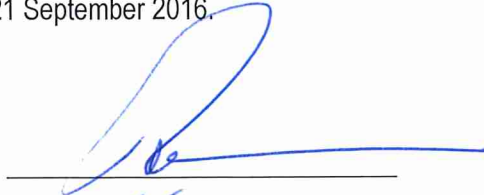
"Sectorial Interest Group" means one of the groups described in clause 5(a)(ii)

"Special General Meeting" shall have the meaning set out in clause 13(b)

"Strategic Review Board" or "SRB" means the board described in clause 8

We the undersigned being members of Destination Queenstown Incorporated hereby confirm that these are the amended rules of Destination Queenstown Incorporated as adopted at the Annual General Meeting of the Society on 21 September 2016.

SIGNED by



Richard Thomas.

Position

Chairman

Date

27/10/21.

SIGNED by



Position

Board Member.

Date

27/10/21.

SIGNED by



Position

Board Member

Date

27/10/21.