



Young IT Professionals Network Incorporated

Registered Office:
c/- Spikefin Limited
Level 4, 61-63 Thorndon Quay
Wellington

Postal Address:
PO Box 24499
Manners Street
Wellington

Notice of 2007 Annual General Meeting

Notice is given that the 2007 Annual General Meeting of Members of Young IT Professionals Network Incorporated trading as Unlimited Potential (the "Society") will be held at the Wellington Convention Centre, 111 Wakefield Street, Wellington on Thursday, 1 November 2007, commencing at 6.00pm.

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.
- (iii) If the fees are approved, to pass the following resolution:

That the fees recommended by the National Executive and contained in the notice of Annual General Meeting be approved.

- (iv) If the fees are varied by the Ordinary members at the Annual General Meeting, to pass the following resolution:

That the fees as varied at the Annual General Meeting be approved.

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, audited balance-sheet 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, audited balance-sheet 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 4(c) 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 2007 AGM, reflects the financial year of trading being from 1 April 2006 to 31 March 2007 being the final date of our financial year.

(c) Auditor

- (i) To appoint Sarnia Doney as the auditor of the Society to hold office until the conclusion of the 2008 annual general meeting of the Society and to authorise the National Executive to fix the auditor's remuneration, and accordingly to resolve as follows:

That Sarnia Doney be appointed as the auditor of the Society to hold office until the conclusion of the 2008 annual general meeting of the Society, and that the National Executive be authorised to fix the auditor's remuneration.

Explanatory note

- Rule 7.2 states that part of the purpose of the Annual General Meeting is to appoint an auditor for the coming financial year.

6. Special Business

(a) Election of Committee Members

- (i) Chris Aspros, Mike Balk, Jo Booth, Nicola Horwood and Gordon Paynter 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.
- (ii) Ruth McDavitt and Arun Stephens both filled casual vacancies 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.
- (iii) Alan Doak and Patrick Rogers voluntarily retire from the National Executive.
- (iv) To receive nominations for the National Executive, the nominees being Jo Booth, Tim Copeland, Sarah Lock, Ruth McDavitt, Arun Stephens and Jayne Wallis.

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
- (v) To conduct elections of Committee Members in accordance with the Rules of the Society (if required).

Explanatory note

- Rule 8.1(d) provides that if the number of positions available exceeds the number of nominations, no election is necessary.
- The National Executive can have up to 12 members. There are nine positions available and six nominations were received. There is therefore no election necessary.

(b) Change of Rules

- (i) To consider changing the name of the Society and, if thought fit, to resolve by 75% majority:

That Rule 1.1 of the Society's Rules be revoked and substituted with the following:

"1.1 Name: The name of the Society shall be Unlimited Potential ICT Professionals' Network Incorporated."

Explanatory note

- The Society has always traded as Unlimited Potential and the National Executive believes that the legal name of the Society should reflect the trading name.
 - Any alteration to the Rules must be passed by a 75% majority.
- (ii) To consider changing the quorum required at meetings of the National Executive and, if thought fit, to resolve by 75% majority:

That Rule 8.4(a) of the Society's Rules be revoked and substituted with the following:

"(a) Quorum: At all meetings of the National Executive one half of the currently appointed members of the National Executive shall constitute a quorum."

Explanatory note

- The current quorum is eight or two thirds of the currently appointed members of the National Executive, whichever is the least. The National Executive believes that it is in the interest of the Society to lower the quorum so that decisions can be made at meetings when Committee Members are unable to attend.
- Any alteration to the Rules must be passed by a 75% majority.

7. Nominations for Life Membership

- (i) To consider and, if thought fit, to pass by two-thirds majority of Ordinary Members present in person or by proxy at the Meeting the following resolution:

That, in consideration of her special service to the Society, Nicola Horwood be designated as a Life Member of Young IT Professionals Network Incorporated.

- (ii) To consider and, if thought fit, to pass by two-thirds majority of Ordinary Members present in person or by proxy at the Meeting the following resolution:

That, in consideration of his special service to the Society, Tony Rule be designated as a Life Member of Young IT Professionals Network Incorporated.

Explanatory notes

- Rule 5.5 provides that on the recommendation of the National Executive a person may be considered for Life Membership in light of special services the person has rendered to the Society.

Young IT Professionals Network Incorporated

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 Annual General Meeting of Members of the Society to be held at the Wellington Convention Centre, 111 Wakefield Street, Wellington on Thursday, 1 November 2007, commencing at 6.00pm. 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:

<i>Resolution:</i>	<i>(Tick the box that applies)</i>	
	<i>For</i>	<i>Against</i>
5(a)(iii): That the fees recommended by the National Executive and contained in the Notice of Annual General Meeting be approved.	<input type="checkbox"/>	<input type="checkbox"/>
5(a)(iv): That the fees as varied at the Annual General Meeting be approved.	<input type="checkbox"/>	<input type="checkbox"/>
5(b)(i): That the report, audited balance-sheet 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.	<input type="checkbox"/>	<input type="checkbox"/>
5(c)(i): That Sarnia Doney be appointed as the auditor of the Society to hold office until the conclusion of the 2008 annual general meeting of the Society, and that the National Executive be authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

(Tick the box that applies)
For Against

Resolution:

6(b)(i): That Rule 1.1 of the Society's Rules be revoked and substituted with the following:

"1.1 Name: The name of the Society shall be Unlimited Potential ICT Professionals' Network Incorporated."

6(b)(ii): That Rule 8.4(a) of the Society's Rules be revoked and substituted with the following:

"(a) Quorum: At all meetings of the National Executive one half of the currently appointed members of the National Executive shall constitute a quorum."

7(i): That, in consideration of her special service to the Society, Nicola Horwood be designated as a Life Member of Young IT Professionals Network Incorporated.

7(ii): That, in consideration of his special service to the Society, Tony Rule be designated as a Life Member of Young IT Professionals Network Incorporated.

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 Unlimited Potential, PO Box 24499, Manners Street, Wellington so as to ensure that it is received by 5pm on 30 October 2007 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 he or she thinks fit.