

SCHEDULE 3

Section 160

PROCEEDINGS OF THE BOARD OF A COMPANY

1. Chairperson—

- (1) The directors may elect one of their number as chairperson of the board.
- (2) The director elected as chairperson holds that office until he or she dies or resigns or the directors elect a chairperson in his or her place.
- (3) If no chairperson is elected, or if at a meeting of the board the chairperson is not present within 5 minutes after the time appointed for the commencement of the meeting, the directors present may choose one of their number to be chairperson of the meeting.

2. Notice of meeting—

- (1) A director or, if requested by a director to do so, an employee of the company, may convene a meeting of the board by giving notice in accordance with this clause.
- (2) Not less than 2 days' notice of a meeting of the board must be sent to every director who is in New Zealand, and the notice must include the date, time, and place of the meeting and the matters to be discussed.
- (3) An irregularity in the notice of a meeting is waived if all directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all directors entitled to receive notice of the meeting agree to the waiver.

3. Methods of holding meetings—

A meeting of the board may be held either—

- (a) By a number of the directors who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or
- (b) By means of audio, or audio and visual, communication by which all directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

4. Quorum—

- (1) A quorum for a meeting of the board is a majority of the directors.
- (2) No business may be transacted at a meeting of directors if a quorum is not present.

5. Voting—

- (1) Every director has one vote.
- (2) The chairperson does not have a casting vote.
- (3) A resolution of the board is passed if it is agreed to by all directors present without dissent or if a majority of the votes cast on it are in favour of it.
- (4) A director present at a meeting of the board is presumed to have agreed to, and to have voted in favour of, a resolution of the board unless he or she expressly dissents from or votes against the resolution at the meeting.

6. Minutes—

The board must ensure that minutes are kept of all proceedings at meetings of the board.

7. Unanimous resolution—

- (1) A resolution in writing, signed or assented to by all directors then entitled to receive notice of a board meeting, is as valid and effective as if it had been passed at a meeting of the board duly convened and held.
- (2) Any such resolution may consist of several documents (including facsimile or other similar means of communication) in like form each signed or assented to by one or more directors.
- (3) A copy of any such resolution must be entered in the minute book of board proceedings.

8. Other proceedings—

Except as provided in this Schedule, the board may regulate its own procedure.