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CONSTITUTION OF  
AIRWAYS CORPORATION OF NEW  
ZEALAND LIMITED

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# CONSTITUTION OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED

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# CONSTITUTION OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED

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*Date:*

## **PART A: INTRODUCTION**

### **INTERPRETATION**

#### **1 Defined terms**

##### **1.1 The following expressions have the following meanings:**

*Act* means the Companies Act 1993;

*Company* means the company whose name is Airways Corporation of New Zealand Limited at the date of this constitution, whether or not the company subsequently changes its name;

*constitution* means this constitution as it may be altered from time to time in accordance with the Act;

*shareholders* means all the Shareholding Ministers; and *shareholder* means any Shareholding Minister;

*Shareholding Ministers* means all Ministers of the Crown who hold shares in the Company on behalf of the Crown; and *Shareholding Minister* means any such Minister;

*written or in writing* in relation to words, figures and symbols includes all modes of presenting or reproducing those words, figures and symbols in a tangible and visible form.

##### **1.2 Expressions which are defined in the Act (whether in section 2, or elsewhere for the purposes of a particular subsection, section or sections) have the meanings given to them by the Act. Where an expression is defined in the Act more than once and in different contexts, its meaning will be governed by the context in which it appears in this constitution.**



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**2 Construction**

- 2.1 Headings appear as a matter of convenience and do not affect the interpretation of this constitution;
- 2.2 The singular includes the plural and vice versa, and words importing one gender include the other genders;
- 2.3 A reference to an enactment or any regulations is a reference to that enactment or those regulations as amended, or to any enactment or regulations substituted for that enactment or those regulations;
- 2.4 The Schedules form part of this constitution.

**THE RELATIONSHIP BETWEEN THIS CONSTITUTION AND THE ACT**

**3 Effect of the Act on this constitution**

Without limiting any other enactment, the Company, the Board, each director, and each shareholder have the rights, powers, duties, and obligations set out in the Act except to the extent that they are negated or modified, in accordance with the Act, by this constitution.

**4 Effect of this constitution**

This constitution has no effect to the extent that it contravenes the Act, or is inconsistent with it.

**5 Shareholders may alter or revoke this constitution**

The shareholders may alter or revoke this constitution by special resolution.

**STATE-OWNED ENTERPRISES ACT 1986**

**6 State Enterprise**


The Company is a State Enterprise (as defined in section 2 of the State-Owned Enterprises Act 1986) for the purposes of the State-Owned Enterprises Act 1986.

**PART B: SHARES AND SHAREHOLDERS**

**SHARES**

**7 Company's shares**

At the time of reregistration of the Company under the Companies Act 1993, the Company has the shares set out in the Fourth *Schedule*.



**8 Board to issue shares**

- 8.1 Every share in the Company must be held on behalf of the Crown by a Minister of the Crown.
- 8.2 Neither the Board nor any other person may issue any shares, or securities convertible into shares, or options to acquire shares, in the Company unless the issue (including the terms of the issue) is expressly authorised in writing by the shareholders.
- 8.3 Subject to *clause 8.2*, the Board may issue further shares that rank as to voting or distribution rights, or both, equally with or prior to any existing shares in the Company. Any such issue will not be treated as an action affecting the rights attached to the existing shares.

**9 No statutory pre-emptive rights**

Section 45 of the Act does not apply to the Company.

**10 Board may make calls**

The Board may make calls on any shareholder for any money that is unpaid on that shareholder's shares and not otherwise payable at a specified time or times under this constitution or the terms of issue of those shares or any contract for the issue of those shares. The First *Schedule* governs calls on shares.

## DISTRIBUTIONS

**11 Shares in lieu of dividends**

The Board may not exercise the powers under section 54 of the Act except in accordance with a written authority to do so signed by the shareholders.

## MEETINGS OF SHAREHOLDERS

**12 Company must hold annual meeting of shareholders**

- 12.1 Subject to section 120(2) and (2A) of the Act, the Board must call an annual meeting of shareholders to be held:
- 12.1.1 once in each calendar year; and
  - 12.1.2 not later than 15 months after the date of the previous annual meeting of shareholders; and
  - 12.1.3 not later than 6 months after the balance date of the Company.

However no annual meeting need be called and held if everything required to be done at the meeting is done by resolution passed in accordance with *clause 14*.

12.2 The Company must hold the meeting on the date on which it is called by the Board to be held.

**13 Company may hold special meetings of shareholders**

Without limiting section 121 of the Act, a special meeting of shareholders entitled to vote on an issue:

13.1 may be called at any time by the Board or by any shareholder; and

13.2 must be called by the Board on the written request of any shareholder.

**14 Written shareholders' resolution instead of holding a meeting**

Without limiting section 122 of the Act, a written resolution signed by at least 75 percent of the shareholders who would be entitled to vote on that resolution at a meeting of shareholders, and who together hold at least 75 percent of the votes entitled to be cast on that resolution, is as valid as if it had been passed at a meeting of those shareholders. Any such resolution may consist of several copies of the resolution, each signed by one or more shareholders. A copy of a resolution, which has been signed and sent by facsimile or any similar means of communication, will satisfy the requirements of this clause.

**15 Proceedings at meetings of shareholders**

The Second *Schedule* governs the proceedings at meetings of shareholders.

**PART C: DIRECTORS**

**APPOINTMENT AND REMOVAL**

**16 Number of directors**

The number of directors shall be determined by the shareholders, and may be varied from time to time by the shareholders, but shall not be fewer than 2 nor more than 9.

**17 Appointment of directors and chairperson and deputy chairperson**

17.1 The shareholders may at any time or times by written notice signed by them to the address for service of the Company, appoint or reappoint -

17.1.1 any natural person as a director; and

17.1.2 any director as the chairperson or deputy chairperson of directors -

and any such appointment or reappointment of a director or of a chairperson or deputy chairperson of directors shall be effective from the time specified in the notice or, if no such time is specified, from the time the notice is received at the address for service of the Company.

17.2 Every appointment of a director or chairperson or deputy chairperson of directors shall be for such term (if any) as is specified in the notice of appointment, but no such term shall exceed three years unless the shareholders consider it necessary or desirable in any particular case (in which case the term shall not exceed 3 years and 3 months).

17.3 If there is a deputy chairperson of directors, he or she may, in the absence of the chairperson, act as the chairperson, and any reference in this constitution to a chairperson shall include a reference to the deputy chairperson acting as chairperson in accordance with this clause.

#### 18 Removal of directors

Any director may be removed from office under section 156 of the Act.

#### VACATION OF OFFICE

#### 19 Office of director vacated in certain cases

19.1 The office of director is vacated if the term of appointment of the person holding that office expires, or if -

19.1.1 that person dies; or

19.1.2 that person becomes disqualified from being a director pursuant to section 151 of the Act; or

19.1.3 that person resigns that office in accordance with *clause 20*; or

19.1.4 that person is removed from office in accordance with this constitution or the Act; or

19.1.5 where that person holds that office at the pleasure of the shareholders, the shareholders determine by written notice signed by them to the address for service of the Company that the office shall be vacated.

19.2 The office of chairperson is vacated if the term of appointment of the person to that office expires, or if that person ceases to hold office as a director.

## **20 Directors' resignation procedure**

20.1 A director may resign office by delivering a signed notice of resignation in writing to the address for service of the Company. The notice is effective when it is received at that address or at a later time specified in the notice.

20.2 Forthwith on receiving notice of resignation from a director in accordance with *clause 20.1*, the Company shall give written notice of such resignation to the shareholders.

## **MANAGING DIRECTOR**

### **21 Power to appoint, reappoint and remove managing director**

21.1 Subject to *clause 21.2* the shareholders may from time to time by written notice signed by them to the address for service of the Company:

21.1.1 appoint a person as the managing director of the Company for a fixed term (not exceeding 3 years) or otherwise;

21.1.2 remove any such managing director;

21.1.3 at any time not earlier than 3 months before the expiration of a period of appointment of a managing director (whether or not it is the first such period) renew the appointment for a further period not exceeding 3 years -

and any appointment, removal, or reappointment of a managing director shall be effective from the time specified in the notice or, if no such time is specified, from the time the notice is received at the address for service of the Company.

21.2 Subject to *clause 21.3*, no managing director shall be appointed, removed, or reappointed pursuant to *clause 21.1* unless the appointment, removal, or reappointment, and the terms thereof, have been recommended by the Board to the shareholders.

21.3 A managing director shall be subject to the same provisions as regards resignation, removal and disqualification as the other directors of the Company, and, notwithstanding any contract between him or her and the Company, if he or she

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shall cease to hold the office of director from any cause, he or she shall thereby immediately cease to be the managing director.

21.4 Any managing director removed pursuant to this *clause 21* shall have no right or claim to continue in office and his or her only remedy against the Company, if any, shall be in damages.

21.5 A managing director shall receive in addition to remuneration and benefits for services as a director (if any), such remuneration and benefits as the Board may determine.

## **22 Managing director's powers**

Subject to section 130 of the Act, the Board may from time to time, on such terms and conditions as it thinks fit, confer upon a managing director such of the powers of the Board exercisable under the Act or this constitution as it thinks fit. The Board may at any time withdraw, revoke or vary the powers so conferred or any of them.

## PROCEEDINGS OF THE BOARD

### **23 Meetings of the Board**

The Third *Schedule* governs the proceedings at meetings of the Board. The Third Schedule to the Act does not apply to proceedings of the Board.

### **24 Written resolutions of Board permitted**

24.1 A resolution in writing signed or assented to by all of the directors then entitled to receive notice of a meeting of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held.

24.2 Any written resolution may consist of several copies of the resolution, each signed or assented to by one or more of the directors. A copy of a written resolution, which has been signed and is sent by facsimile or any similar means of communication, will satisfy the requirements of this clause.

### **25 Committee proceedings**

The provisions of this constitution relating to proceedings of the Board shall, insofar as they are not altered by regulations made by the Board, also apply to proceedings of any committee of directors.

**INTERESTED DIRECTORS****26 Interested director may not vote**

26.1 A director of the Company who is interested in a transaction entered into, or to be entered into, by the Company may not (subject to *clauses 26.1.1 and 26.2*) vote on a matter relating to the transaction; but may -

26.1.1 vote on any matter to which either of *clauses 33 and 34* apply;

26.1.2 attend a meeting of directors at which a matter relating to the transaction arises, and be included among the directors present at the meeting for the purpose of a quorum;

26.1.3 sign a document relating to the transaction on behalf of the Company;  
and

26.1.4 do anything else as a director in relation to the transaction,

as if he or she were not interested in the transaction.

26.2 The shareholders may suspend or relax the prohibition on interested directors voting to any extent in respect of any particular transaction by written notice signed by them to the address for service of the Company.

**REMUNERATION****27 Board's power to authorise remuneration and other benefits is limited**

27.1 Subject to *clause 27.3* but notwithstanding section 161(1) of the Act, the amount of remuneration or other benefits payable by the Company to directors for services as a director, or in any other capacity (excluding managing director), shall be determined by the shareholders from time to time by written notice signed by them to the address for service of the Company.

27.2 Subject to *clauses 21.5 and 27.3*, the power of the Board to authorise:

27.2.1 the payment of compensation by the Company to a director for loss of office;

27.2.2 the making of loans by the Company to a director or the giving of guarantees by the Company for debts incurred by a director; and

27.2.3 the entering into of a contract to do any of the things set out in this clause 27.2 -

is subject to the written approval of the shareholders.

27.3 The Board may authorise the reimbursement by the Company of reasonable travelling, hotel, and other expenses incurred by directors in attending meetings of the Board or shareholders or in relation to any other affairs of the Company.

#### ALTERNATE DIRECTORS

### 28 Directors may appoint and remove alternate directors

28.1 Every director may:

28.1.1 appoint any person who is not disqualified by the Act from being a director and whose appointment has been approved in writing by the shareholders to act as an alternate director in his or her place either for a specified period, or generally during the absence or inability to act from time to time of such director; and

28.1.2 remove that person from that office -

by giving written notice to that effect to the address for service of the Company.

28.2 An alternate director shall look to the director appointing him or her and not the Company for remuneration, but shall have the same rights as a director to be recompensed by the Company for reasonable travelling, hotel, and other expenses incurred by him or her in attending meetings of the Board or of the shareholders or in relation to any other affairs of the Company.

### 29 Alternate director has powers of appointor

29.1 While acting in the place of the director who appointed him or her, an alternate director has, and may exercise and discharge, all the powers, rights, duties and privileges of that director (including the right to sign any document, including a written resolution, and to act as chairperson, but excluding the right to appoint an alternate). He or she is also subject to the same terms and conditions of appointment as that director, except in respect of remuneration.

29.2 A director who is also an alternate director is entitled to exercise his or her voting and other powers as an alternate director in addition to and independently of the exercise of his or her powers as a director; except that, in determining whether a

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quorum is present at a meeting of the Board, any such director shall be counted once only.

**30 Termination of appointment of alternate director**

The appointment of an alternate director terminates automatically if the director who appointed him or her ceases to be a director.

**PART D: GENERAL**

**CHANGE OF COMPANY NAME**

**31 A director may apply to change Company name**

A director may apply to the Registrar of Companies to change the name of the Company if:

31.1 the Board has approved the director doing so; and

31.2 the shareholders have given written approval of the change of name.

**CHANGE OF REGISTERED OFFICE OR ADDRESS FOR SERVICE**

**32 Board to notify shareholders of change of registered office or address for service**

Whenever the Board gives notice to the Registrar of a change in the registered office or the address for service of the Company, the Board must at the same time give written notice of the change to the shareholders.

**INDEMNITY AND INSURANCE FOR DIRECTORS AND EMPLOYEES**

**33 Company may indemnify directors and employees for certain liabilities**

33.1 The Company may indemnify every director or employee of the Company or any related company out of the assets of the Company to the maximum extent permitted by law.

33.2 If the directors, or any employee or agent of the Company, or any other person acting in the interests of the Company, become personally liable, either absolutely or contingently, for the payment of any sum primarily due from the Company, the Board may cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the persons or person so becoming liable from any loss in respect of such liability.

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33.3 The directors shall comply with section 162 of the Act in respect of any indemnity given under *clause 33.1 or 33.2*.

**34 Company may effect insurance for directors and employees**

34.1 With the prior approval of the Board, the Company may effect insurance for a director or employee of the Company or a related company to the maximum extent permitted by law.

34.2 The directors shall comply with section 162 of the Act in respect of any insurance given under *clause 34.1*.

**COMPANY SECRETARY**

**35 Company secretary to be nominee or chairperson**

For the purposes of section 22(4) of the State-Owned Enterprises Act 1986, the secretary of the Company shall be such person (if any) as the Board nominates from time to time for that purpose and, if the Board has not nominated any such person, the chairperson of the Board.

**MANNER OF CONTRACTING**

**36 Manner of execution of contracts by the Company**

A contract or other enforceable obligation may be entered into by the Company as follows:

36.1 an obligation which, if entered into by a natural person, is, by law, required to be by deed, may be entered into on behalf of the Company in writing signed under the name of the Company by -

- (a) two or more directors; or
- (b) a director, or any person authorised by the Board for that purpose, whose signature must be witnessed; or
- (c) one or more attorneys appointed by the Company in accordance with section 181 of the Act;

36.2 an obligation which, if entered into by a natural person, is, by law, required to be in writing, may be entered into on behalf of the Company in writing by a person acting under the Company's express or implied authority; and

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36.3 an obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Company in writing or orally by a person acting under the Company's express or implied authority.

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**FIRST SCHEDULE - CALLS ON SHARES**

## INTERPRETATION

**1 Clause references**

Unless stated otherwise, references to clauses are references to clauses in this Schedule.

## CALLS ON SHARES

**2 Shareholders must pay calls**

Every shareholder on receiving written notice in accordance with *clause 3* specifying the time or times and the place of payment must pay, in accordance with that notice, the amount called to be paid in respect of any shares that he or she holds. The Board may revoke or postpone a call, or require a call to be paid by instalments.

**3 Period of notice for calls**

The period of notice required for a call on shares shall be that prescribed in the terms of issue of the shares. Where no such period is specified in the terms of issue, the period of notice shall be such period as is agreed between the shareholders and the Board or, in the absence of agreement, 12 months.

**4 Call made when Board resolution passed**

A call is regarded as having been made at the time when the Board resolution authorising the call was passed.

**5 Joint holders are jointly and severally liable**

The joint holders of a share are jointly and severally liable to pay all calls for that share.

**6 Unpaid calls will accrue interest**

If an amount called is not paid in full at the time specified for payment, the person from whom the amount is due must pay the Company interest on the amount that remains unpaid at a rate determined by the Board and calculated from the time specified for payment until the day of actual payment. The Board may waive some or all of the payment of that interest.

**7 Amounts payable under terms of issue treated as calls**

Any amount that becomes payable on issue or at any specified date under this constitution or under the terms of issue of a share or under a contract for the issue of a share, will be regarded as being a call duly made and payable on the specified

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date. If the payment is not made, the relevant provisions of this constitution will apply as if the amount had become payable by virtue of a call made in accordance with this constitution.

**8 Board may differentiate between holders as to calls**

On the issue of shares, the Board may differentiate between the holders of shares as to the amount of calls to be paid and the times of payment.

**9 Board may accept payment in advance for calls**

Where a shareholder is willing to advance some or all of the money unpaid and uncalled on any share or shares of that shareholder, the Board may accept the amount advanced on the Company's behalf. The Board may pay interest on that amount at a rate agreed between the Board and that shareholder for the period between the date that the amount is accepted and the date that the amount becomes payable pursuant to a call or the date specified for its payment.

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**SECOND SCHEDULE - PROCEEDINGS AT MEETINGS OF SHAREHOLDERS****INTERPRETATION****1 Construction**

- 1.1 Unless stated otherwise, references to clauses are references to clauses in this Schedule.
- 1.2 A reference in this Schedule to a shareholder present at a meeting or entitled to vote at a meeting includes a reference to a proxy of a shareholder and any person who may lawfully act at the meeting on behalf of a shareholder.

**NOTICE****2 Written notice must be given to shareholders, directors and auditors**

Written notice of the time and place of a meeting of shareholders must be sent by the person calling the meeting to every shareholder entitled to receive notice of the meeting and to every director and any auditor of the Company not less than 10 working days before the meeting.

**3 Notice must state nature of business**

The notice must state:

- 3.1 the nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgement in relation to it; and
- 3.2 the text of any special resolution to be submitted to the meeting.

**4 Irregularities in notice may be waived**

Any irregularity in a notice of a meeting is waived if all the shareholders entitled to attend and vote at the meeting attend the meeting without protest as to the irregularity or if all such shareholders agree to the waiver.

**5 Omission of notice does not invalidate meeting**

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to that notice, does not invalidate the proceedings at that meeting.

**6 Notice of an adjournment**

- 6.1 If a meeting is adjourned for less than 30 days no notice of the time and place of the adjourned meeting need be given other than by announcement at the meeting from which the adjournment took place.
- 6.2 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same way as notice was given of the meeting from which the adjournment took place.

**MEETING AND QUORUM****7 Methods of holding meetings**

- 7.1 A meeting of shareholders may be held either:

7.1.1 by a number of shareholders, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

7.1.2 by means of an audio, or audio and visual, communication by which all shareholders participating and constituting a quorum can simultaneously hear each other throughout the meeting.

- 7.2 Meetings may be held under *clause 7.1.2* only if the notice of meeting so specifies or the Board decides that the Company should do so.

**8 Business to be transacted only if a quorum is present**

Subject to *clauses 10* and *11*, no business may be transacted at a meeting of shareholders if a quorum is not present.

**9 Quorum for shareholders' meeting**

A quorum for a meeting of shareholders is present if two shareholders are present.

**10 Meeting convened at shareholders' request dissolved if no quorum**

If a quorum is not present within 30 minutes after the time appointed for a meeting convened on the written request of one or more shareholders, the meeting will be dissolved automatically.

**11 Other meetings to be adjourned if no quorum**

If a quorum is not present within 30 minutes after the time appointed for a meeting (other than a meeting to which *clause 10* applies), the meeting will be adjourned to the same day in the following week at the same time and place, or to such other day, time, and place as the Board may appoint. If at the adjourned

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meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the shareholders present will constitute a quorum.

#### CHAIRPERSON

**12 Chairperson of Board to be chairperson of meeting**

The chairperson of the Board, if any, will chair the meeting.

**13 Shareholders may elect chairperson if chairperson of Board not available**

If there is no chairperson of the Board or if the chairperson of the Board is not present within 5 minutes of the time appointed for the commencement of the meeting or is unwilling to act, the shareholders present may appoint a person to be chairperson of the meeting.

**14 Chairperson's power to adjourn meeting**

The chairperson of a meeting at which a quorum is present:

14.1 may adjourn the meeting with the consent of the shareholders; and

14.2 must adjourn the meeting if directed by the shareholders to do so.

The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

#### VOTING

**15 Voting by show of hands or voice vote at meeting**

In the case of a meeting of shareholders held under *clause 7.1.1*, unless a poll is demanded, voting at the meeting will be by a show of hands or by voice vote, as the chairperson may determine.

**16 Voting by voice if audio-conference meeting**

In the case of a meeting of shareholders held under *clause 7.1.2*, unless a poll is demanded, voting at the meeting will be by the shareholders signifying individually their assent or dissent by voice.

**17 Votes of joint holders**

Where two or more persons are registered as the holders of a share, the vote of the person named first in the share register and voting on a matter must be accepted to the exclusion of the votes of the other joint holders.

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**18 Shareholder does not lose voting rights if calls unpaid**

A shareholder is entitled to vote at any meeting of shareholders whether or not all sums due to the Company by that shareholder in respect of any share registered in that shareholder's name have been paid.

**19 Chairperson not allowed casting vote**

In the case of an equality of votes, whether on a show of hands, voice vote or on a poll, the chairperson is not entitled to a casting vote.

**20 Chairperson's declaration of result**

20.1 Unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution voted on under *clause 15* or *clause 16* is carried by the requisite majority or lost, shall be conclusive evidence of that fact.

20.2 The result of a poll declared by the chairperson of the meeting shall be the resolution of the meeting at which the poll was demanded on the issue for which the poll was taken.

**POLLS****21 Poll may be demanded by shareholders**

Subject to clause 5(4) of the First Schedule to the Act, at a meeting of shareholders, a poll may be demanded, either before or after a vote by show of hands or voice vote, by any shareholder.

**22 Time at which poll to be taken**

A poll must be taken forthwith after it is demanded.

**23 Counting votes cast in a poll**

If a poll is taken, votes must be counted according to the votes attached to the shares of each shareholder present and voting.

**24 Proxy allowed to demand a poll**

The instrument appointing a proxy to vote at a meeting confers authority to demand, or join in demanding, a poll, and a demand by a person as proxy for a shareholder has the same effect as a demand by the shareholder.

CONSTITUTION OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED (SECOND SCHEDULE)

PROXIES

**25 Proxies permitted**

A shareholder may exercise the right to vote by being present in person or represented by proxy.

**26 Proxy to be treated as shareholder**

A proxy for a shareholder is entitled to attend and be heard at a meeting of shareholders as if the proxy were the shareholder.

**27 Appointment of proxy must be in writing and specify restrictions**

A proxy must be appointed by a notice in writing that is signed by the shareholder, and the notice must state whether the appointment is for a particular meeting or a specified term not exceeding 12 months. A proxy need not be a shareholder of the Company.

**28 Notice of proxy to be produced before meeting**

No proxy is effective in relation to a meeting unless the notice of appointment, or a copy of the notice, is produced before the start of the meeting.

**29 Form of notice of proxy**

A notice appointing a proxy shall be in such form as the Board or the shareholders may direct.

NO POSTAL VOTING

**30 Postal votes are not permitted**

A shareholder may not exercise the right to vote at a meeting by casting a postal vote.

MINUTES

**31 Board must keep minutes of proceedings**

The Board must ensure that minutes are kept of all proceedings at meetings of shareholders and that a record is kept of all written resolutions of shareholders. Minutes which have been signed correct by the chairperson of the meeting are evidence of the proceedings at the meeting unless they are shown to be inaccurate.

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**SHAREHOLDER PROPOSALS****32 Shareholder proposals by written notice**

A shareholder may give written notice to the Board of a matter the shareholder proposes to raise for discussion or resolution at the next meeting of shareholders at which the shareholder is entitled to vote, and clause 9 of the First Schedule to the Act shall apply accordingly.

**OTHER PROCEEDINGS****33 Meeting may regulate other proceedings**

Except as provided in the Act and in this Schedule, a meeting of shareholders may regulate its own procedure.

**THIRD SCHEDULE - PROCEEDINGS OF THE BOARD****NOTICE OF MEETING**

- 1 Director or employee under director's instructions to convene meetings**  
A director, or an employee of the Company at the request of a director, may convene a meeting of the Board by giving written notice in accordance with this Schedule.
- 2 Notice to contain certain details**  
The notice of meeting must include the date, time and place of the meeting and the matters to be discussed.
- 3 Period of notice required to be given to directors**  
At least 5 days' notice of a meeting of the Board must be given to every director who is in New Zealand. If a director, who is for the time being absent from New Zealand, supplies the Company with a facsimile number or address to which notices are to be sent during his or her absence, then notice must be given to that director. Otherwise notice need not be given to any director for the time being absent from New Zealand. However, if he or she has an alternate director who is in New Zealand, then notice must be given to that person. Where the chairperson or, in the chairperson's absence from New Zealand, any other director believes it is necessary to convene a meeting of the Board as a matter of urgency, shorter notice of the meeting of the Board may be given, so long as at least 24 hours' notice is given.
- 4 Notice to be sent to director's address**  
The notice of meeting must be sent to the address or facsimile number which the director provides to the Company for that purpose, but if an address or facsimile number is not provided, then to his or her last place of employment or residence or facsimile number known to the Company.
- 5 Directors may waive irregularities in notice**  
Any 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.

**MEETING AND QUORUM**

- 6 Methods of holding meetings**  
A meeting of the Board may be held either:
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CONSTITUTION OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED (THIRD SCHEDULE)

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

**7 Quorum for Board meeting**

The quorum necessary for the transaction of business at a meeting of the Board is a majority of the directors. Subject to *clause 8* of this Schedule, no business may be transacted at a meeting of the Board unless a quorum is present.

**8 Meeting adjourned if no quorum**

If a quorum is not present within 30 minutes after the time appointed for a meeting of the Board, the meeting will be adjourned automatically until the same day in the following week at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the directors present will constitute a quorum.

CHAIRPERSON

**9 Chairperson to chair meetings**

The chairperson of the Board will chair all meetings of the Board at which he or she is present.

**10 Directors may appoint chairperson of meeting if chairperson of Board is not present**

If no chairperson is appointed, 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, then the directors present may appoint one of their number to be chairperson of the meeting.

VOTING

**11 Voting on resolutions**

Each director has one vote. 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. A director present at a meeting of the Board may abstain from voting on a resolution, and any director who abstains from voting on a resolution will not be treated as having voted in favour of it for the purposes of the Act.

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CONSTITUTION OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED (THIRD SCHEDULE)

**12 Chairperson has casting vote**

In the case of an equality of votes, the chairperson of directors has a casting vote, except when only two directors vote.

MINUTES

**13 Board must keep minutes of proceedings**

The Board must ensure that minutes are kept of proceedings at meetings of the Board and that a record is kept of all written resolutions of directors. Minutes which have been signed correct by the chairperson of the meeting are evidence of the proceedings at the meeting unless they are shown to be inaccurate.

OTHER PROCEEDINGS

**14 Board may regulate other proceedings**

Except as set out in this Schedule, the Board may regulate its own procedure.

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CONSTITUTION OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED (FOURTH SCHEDULE)**FOURTH SCHEDULE - SHARES IN THE COMPANY**

At the time of registration of the Company under the Companies Act 1993, the Company has 41,100,000 shares. No money is payable for calls or otherwise on those shares.