



7 August 2020

**IHC Group**  
**National Office**  
Level 15  
57 Willis Street  
PO Box 4155  
Wellington 6140  
0800 442 442  
[www.ihc.org.nz](http://www.ihc.org.nz)

Dear Member

## Notice of the 2020 Annual General Meeting

IHC hereby gives notice of the 2020 IHC Annual General Meeting:

**Date:** 3.30 pm Friday 11 September 2020

**Venue:** Miramar Room  
Rydges Wellington Airport  
28 Stewart Duff Drive  
Rongotai  
WELLINGTON 6022

Please find enclosed the Agenda for the 2020 IHC Annual General Meeting which includes the minutes of the 2019 IHC Annual General Meeting and a remit for proposed amendments to the Society's Constitution and Rules.

These documents are also available on IHC's website [www.ihc.org.nz](http://www.ihc.org.nz)

The financial statements will be published on IHC's website prior to the meeting.

Please note that only IHC members and invitees are permitted to attend the meeting.

A handwritten signature in black ink, appearing to read 'R Jones'.

Ralph Jones  
**Group Chief Executive**



NOTICE IS HEREBY GIVEN OF THE  
**2020 IHC Annual General Meeting**  
3.30 pm Friday, 11 September 2020  
*Miramar Room, Rydges Wellington Airport*  
*28 Stewart Duff Drive, Rongotai, Wellington*

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## A G E N D A

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**1. Calling of Meeting**

**2. Obituaries**

**3. Welcome**

**4. Apologies**

**5. Meeting Rules & Procedures**

- (a) IHC is an incorporated society and its meetings are private. Only members are entitled to attend, speak and vote at meetings, though non-members may be invited from time to time.
- (b) A time limit for speakers to remits, resolutions and motions shall be as follows:
- |                     |  |
|---------------------|--|
| Mover               | 5 minutes  |
| Seconder            | 3 minutes  |
| Subsequent speakers | 3 minutes  |
| Extension of time   | Limited to a further two minutes provided approved by the AGM on a case by case basis. |
- (c) Voting in the first instance shall be by voice or if requested by show of hands. If four members present who are entitled to vote demand a ballot, voting will be by ballot. All members of more than three months standing are eligible to vote under Rule 11.1. The Chair shall have a deliberative vote and in case of any equality of votes, a casting vote also.
- (d) Members wishing to speak are requested to signal the Chair and when called upon stand in their place and state their name before speaking.

- (e) Any item of General Business must be given to the Board Chair before the commencement of Agenda Item 9.
- (f) Filming or recording of the meeting by any means, including but not limited to cameras, cell phones and tape recorders, will not be permitted at any time during the meeting unless expressly approved by the Chairperson in writing and a copy of the written approval is produced before the start of the meeting. Any member in breach of this rule shall be immediately removed from the meeting.

**6. Confirmation of the 2019 Annual General Meeting Minutes (Attached)**

Confirmation of the minutes of the Annual General Meeting held in Wellington on 13 September 2019.

**7. Matters Arising From Minutes**

**8. Presentation of the Annual Report**

IHC's 2019 / 2020 Annual Report is presented in more detail on IHC's website <http://www.ihc.org.nz>

8.1 Report of the IHC Board Chair

8.2 Report of the IHC Group Chief Executive

8.3 Report of the Chair of the IHC Audit Committee and the adoption of the IHC Financial Statements for the year ended 30 June 2020. The Audited Financial Statements will be available on IHC's website from 7 September 2020 and at the meeting.

8.4 Report of the Chair of the Risk Committee

8.5 Report of the Chair of the Member Council

**9. Board Appointments Committee**

**9.1 Appointment of Board Members**

A report on appointments to the IHC Board and subsidiary entities will be presented to the meeting.

**10. Election of Patrons**

**11. Appointment of the Auditor**

To resolve that KPMG be appointed as IHC auditors for the 2020 / 2021 year.

**12. Annual Membership Subscription**

To recommend that the annual membership subscription for 2020 / 2021 be set at \$5 per member.



**13. Remit - Proposed Amendments to IHC's Constitution and Rules**

To resolve that the remit regarding proposed amendments to the Society's Constitution and Rules as set out in the background paper provided to Members be adopted.

Note: Notice of the IHC Board's intention to bring a remit before the Annual General Meeting was notified to Members in accordance with the procedures set out in Rules 11.5 and 11.6.

**14. New Zealand Life Membership Award**

Christine Lee has been nominated for New Zealand Life Membership and approved by the IHC Board in accordance with Rule 8 of the Constitution and Rules. Christine served as New Zealand Vice President from 2010–2013 and made a special contribution both to the IHC Board and in her role as Chair of the Advocacy Committee of the Board. Christine was also Waikato South Association Chair for eight years and has been involved with the Association since 2002.

Life Membership will be awarded to Christine at the meeting.

**15. General Business**

**16. Next Meeting**

**17. Thanks and Closing**

Ralph Jones  
**IHC Group Chief Executive**

Minutes of the  
2019 Annual General Meeting  
Held in Wellington  
13 September 2019

# Minutes

## **IHC Annual General Meeting Held at 5 pm Friday, 13 September 2019 The Rydges Hotel, 75 Featherston Street, Wellington**

The meeting was opened with a karakia by Danny Tauroa, Member Council member and Association Chair Counties.

### **1. Resolution**

It was agreed that the notice given for the calling of the meeting be taken as read.

### **2. Obituaries**

The Board Chair asked delegates to stand in silent tribute to those associated with IHC who had passed away during the year.

### **3. Welcome**

The Board Chair welcomed attendees to the Annual General Meeting of the Society with special acknowledgement to IHC New Zealand Life Members present being Jan Dowland, John Hanning, Shelley Payne, Barbara Rocco, Tony Shaw, Donald Thompson, Maureen Wood and himself.

### **4. In Attendance**

Refer Attachment 1.

### **5. Apologies**

Apologies were received and the names read out to the meeting as per attached list.

### **6. Meeting Procedures**

The Board Chair outlined the meeting procedures.

## 7. Confirmation of the 2018 AGM Minutes

**It was resolved** that the minutes of the Annual General Meeting held in Wellington on 7 September 2018 already approved by the Board of Governance, be confirmed as a true and correct record.

**Moved:** Hamish Taverner  
**Seconded:** Shelley Payne  
**Carried**

## 8. Matters Arising From Minutes

There were no matters arising from the minutes of the previous meeting.

## 9. Presentation of the Annual Report

The following Annual Reports were presented to the meeting:

- |  |                 |
|--|-----------------|
| i) Board Chair   | – Neil Taylor   |
| ii) Chief Executive  | – Ralph Jones   |
| iii) Audit Committee (including the Annual Financial Statements for the year ended 30 June 2018) | – Neil Taylor   |
| iv) Risk Committee   | – Michael Quigg |
| v) Member Council  | – Barbara Rocco |

The Board Chair invited members to ask questions regarding the Annual Report.

Rob Steele, former member of the IHC Board, congratulated the society for a good year.

Rob wished to reiterate to the Board the requirement for measures when developing strategies and the importance of targets when setting objectives and acknowledged this had been included in the report from the Chair of the Member Council.

The Chief Executive responded with agreement that targets and KPIs (key performance indicators) were very important and that as part of the development of the new strategy, we would be looking to further improve measures. The Statement of Service Performance in the Financial Accounts was part of that process.

**It was resolved** that the 2018 / 19 Annual Report and Group Financial Statements for the year ended 30 June 2019 be adopted.

**Moved:** Hamish Taverner  
**Seconded:** Janet Derbyshire  
**Carried**

## **10. Board Appointments Committee**

### **10.1 Appointment of Board Members**

The Board Chair invited Tony Shaw, Chair of the IHC Board Appointments Committee to address the meeting. Tony outlined the role of the Committee and the process followed for the appointment of new Board members.

The reappointment of Neil Taylor and Michael Quigg for a second three year term, being the third and final three year term for Michael Quigg, was advised.

Tony also advised the meeting of the appointment of Suzanne Win to fill one of two vacancies on the IHC Board following the resignation of Jason Hollingworth and that there was a vacancy yet to be filled following the resignation of Rob Steele. .

## **11. Election of Patrons**

**It was resolved** that Sir Roderick and Lady Gillian Deane be elected joint patrons for the ensuing year.

**Moved:** Neil Taylor  
**Seconded:** Maureen Wood  
**Carried**

## **13. Appointment of Auditor**

**It was resolved** that KPMG be appointed as auditors for the 2019 / 2020 year.

**Moved:** Tony Shaw  
**Seconded:** Robin Millen  
**Carried**

## **14. Annual Membership Subscription**

**It was resolved that** annual membership subscription for 2019 / 2020 be set at \$5 (five dollars) per member.

**Moved:** Danny Tauroa  
**Seconded:** Ally Attwell  
**Carried**

## **15. General Business**

There were no items for general business.

## **16. Next Meeting**

The Board Chair advised that the date of the next Annual General Meeting would be advised.



## 17. Thanks and Closing

The Board Chair thanked the members for their participation.

The meeting concluded at 5.55 pm with a karakia.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## Annual General Meeting 2019 Those attending

### OFFICERS

1.	Neil Taylor	Board Chair, New Zealand Life Member
2.	Ralph Jones	Chief Executive

### NZ LIFE MEMBERS

3.	Jan Dowland	New Zealand Life Member
4.	John Hanning	New Zealand Life Member
5.	Barbara Rocco	New Zealand Life Member, Board Member and Member Council Chair
6.	Shelley Payne	New Zealand Life Member
7.	Lynne Renouf	New Zealand Life Member
8.	Tony Shaw	New Zealand Life Member, Chair Board Appointments Committee
9.	Donald Thompson	New Zealand Life Member, Accessible Properties Board
10.	Maureen Wood	New Zealand Life Member and Association Chair West Central Auckland

### BOARD MEMBERS

11.	Lynne Lane	Board Member
12.	Michael Quigg	Board Member
13.	Pauline Winter	Board Member

### MEMBER COUNCIL

14.	Pip O'Connell	Association Chair North Otago
15.	Janet Derbyshire	Association Chair Tauranga
16.	Kay Pearce	Association Chair North Canterbury
17.	Robyn Stark	Member Council
18.	Danny Tauroa	Association Chair Counties

### ASSOCIATION CHAIRS

	Danny Tauroa	Counties
	Maureen Wood	West Central Auckland
	Janet Derbyshire	Tauranga
19.	Owen Cathcart	Waikato West
20.	Tricia Wilson	Mana
21.	Hamish Taverner	Rangitikei

22. Pamela Houia-McGreevy	Eastern Bay of Plenty
23. Robin Millen	Thames Valley
24. Mary Vujcich	Hawke's Bay
25. Vanessa McLellan	North Taranaki
26. Keith Rea	Waikato South
27. Ally Attwell	Manawatu
28. Philip Calvert	Hutt Valley
Kay Pearce	Canterbury
29. Aileen Wyld	Christchurch
30. Vivienne Fiddes	Clutha
31. Juli Marshall	Southland
Pip O'Connell	North Otago

### ASSOCIATION COMMITTEE MEMBERS

32. Sharon Ellis	West Central Auckland
33. Wendy Wood	West Central Auckland
34. Mike Moloney	Counties
35. Sandra Peter	Tauranga
36. Sheryl Newlove	Tauranga
37. Cassandra Williams	Tauranga
38. Linda Millen	Thames Valley
39. Carol Millard	Thames Valley
40. Christine Lee	Waikato South
41. Annette Davidson	Waikato South
42. Robert Pearson	Waikato South
43. McLellan	North Taranaki
44. Rebekah Martin	Hamilton
45. Kimberly Wilson	Hamilton
46. Olive Gallagher	Rotorua
47. Waata Houia	Eastern Bay of Plenty
48. Chris Kitto	Hawkes Bay
49. Sharlene Barker	Rangitikei
50. Tyrone Barker	Rangitikei
51. Chalyce Attwell	Manawatu
52. Maria Callis	Manawatu
53. Marianne Poole	Manawatu
54. Lisa Willey	Manawatu
Lynne Renouf	Mana
55. Lin Muir	Mana
56. Judith Burney	Wellington

57. Charles Blades	Wellington
58. Don Bagnell	Wellington
59. Judy Burney	Wellington
60. Christine Brennan	Christchurch
61. Athol Parish	Christchurch
62. Christine Fraser	North Canterbury
63. Deborah Anderson	Otago
64. Sue Clark	Otago
65. Lynda Mooij	Southland
66. Jackie Palmer	Southland
67. Corrina Holland	Southland
68. Chantelle Gutsell	Southland

### MEMBERS

69. Allan McCullough	Hutt Valley
70. Ngaire Smith	Wellington
71. Colin Smith	Wellington
72. Fiona Jones	Wellington

### INVITED GUESTS

73. Vivienne Taylor	New Plymouth
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### IN ATTENDANCE

74. Donna Mitchell	General Manager Service Strategy & Development
75. Greg Orchard	Chief Executive Accessible Properties Limited
76. Andrew Procter	General Manager Corporate Services
77. Gina Rogers	General Manager Communications
78. Janine Stewart	General Manager IHC Programmes
79. Jacob West	Communications
80. David Corner	Self Advocate
81. Sue Lockhart	Executive Assistant National Office

<b>OVERALL TOTALS</b>	
Officers	2
NZ Life Members (incl. Association Chairs)	8
Board & Board Committee Members	3
Member Council (incl. Association Chairs)	5
Association Chairs (18 out of 33)-LM & MC	13
Association representatives / deputies	37
Members	4
Invited Guests	1
In Attendance	8
<b>TOTAL PRESENT AT MEETING</b>	<b>81</b>

# Annual General Meeting 13 September 2019

## Apologies

1.	Lady Gillian	Deane	Joint Patron
2.	Sir Roderick	Deane	Joint Patron
3.	Charlie	Waigth	New Zealand Life Member
4.	Suzanne	Win	IHC Board Member
5.	Anne	Gilbert	Wellington
6.	Euan	Wright	Chair Audit Committee
7.	David	Laird	Whangarei
8.	Denise	Mackres	North Harbour
9.	Richard	Slocombe	Cornwall & South East Auckland
10.	Norah	McCarthy	Cornwall & South East Auckland
11.	Georgina	McMillan	Auckland
12.	Sally	Holbrook	Tauranga
13.	Diane	Mara	Member Council
14.	Glenn	Marshall	Hawkes Bay
15.	Jasmine	Morrison	Hamilton
16.	Liz	Lewis	Hamilton
17.	Robert	Allen	Whanganui
18.	Anne	Fulcher	Whanganui
19.	David	Howorth	Horowhenua
20.	June	Heyes	Waikanae
21.	Lin	Muir	Mana
22.	Vicki	Owen	Wellington
23.	Judith	Parkington	Wellington
24.	Gill	Burson	Nelson
25.	Rose	Keen	Ashburton
26.	Eric	Robertson	Otago
27.	Sylvia	Robertson	Otago
28.	Jan	Stevens	Otago
29.	Jim	Tattersfield	Gore



# BOARD REMIT PROPOSED AMENDMENTS TO CONSTITUTION & RULES

## 1. Summary

IHC’s Constitution and Rules (“Constitution”) was last amended in September 2015. The majority of the changes were as a direct consequence of the proposed changes to IHC’s governance and included the establishment of the Board Appointments Committee and Member Council, and Transition Provisions that applied before 2016 (refer page 6).

We have recently undertaken a review of the Constitution and concluded that although our governance arrangements remain relevant and there are no significant redrafting of rules required, it would be prudent to make some minor amendments for clarification purposes or where practice has shifted and the rule is no longer relevant - for example the Transition Provisions are no longer required.

The following is a summary of the proposed Constitution amendments. Duncan Cotterill (Lawyers) have assisted in the drafting of the amendments.

A new Constitution with the changes marked up will be available on the website and copies will be available at the Annual General Meeting (AGM).

The IHC Board has agreed that IHC’s Constitution and Rules (“Constitution”) should be reviewed for clarification purposes only and propose the following amendments:

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### (3) Definitions

#### National Office

It is suggested the definition of “National Office” should be updated to be distinct from the registered office. The amendment reads:

**“National Office” means the ~~Registered Office of the Society~~ *15<sup>th</sup> Floor, 57 Willis Street, Wellington or any subsequent office where the Chief Executive is based from time to time.***

#### IHC Distinguished Service Award Recipient

A “Branch Life Member” refers to a person elected as a Branch Life Member prior to 2008 or a recipient of an IHC Distinguished Service Award. The “IHC Distinguished Service Award” means the award conferred in accordance with Rule 9. A Branch Life Member is a historic term and it is noted that an IHC Distinguished Service Award recipient will always be a Branch Life Member. It is suggested the Constitution should be updated to change the terminology and reference to a Branch Life Member to an IHC Distinguished Service Award recipient throughout.

The definitions of Branch Life Member and IHC Distinguished Service Award would be amended as follows:

*“Branch Life Member” means a person elected as a Branch Life Member prior to 2008 or a recipient of an IHC Distinguished Service Award recipient.*

*“IHC Distinguished Service Award recipient” means ~~the award~~ **Branch Life Members and a person who receives the IHC Distinguished Service Award as conferred in accordance with Rule 9.***

Following this, references to a “Branch Life Member” in the Constitution should be updated to an “IHC Distinguished Service Award recipient” throughout.

### (6) Membership

There are two proposed changes to the Constitution surrounding membership of IHC.

#### (6.6) Definition of Financial Year

It is currently unclear when a membership is deemed to be in arrears. A suggested amendment to clarify the position is as follows:

*6.6 Before the end of the Society’s financial year an invoice for the annual subscription for the next ensuing financial year shall be sent to each Member and the subscription shall be deemed to be in arrears if unpaid by ~~the following~~ **31 October (being four (4) months from the commencement of the financial year).**”*

#### (6.7) Three year Membership Subscriptions

A new Rule 6.7 provides for prepaid membership periods of up to three years. This will save on administration time and costs. The suggested rule reads:



**6.7 Members may elect to pay their annual subscription for three (3) years in one (1) payment at the amount fixed in accordance with Rule 6.5 in the year in which they elect to prepay their subscription. Members who elect to pay their subscription in this way shall not be required to pay any increased annual subscription fees for the second and third year of their membership period. Such prepaid subscriptions are non-refundable if the Member resigns from the Society or whose membership is otherwise terminated from the Society.**

## **(11) Attendance at Annual General Meeting**

There has been concern about who may attend the Annual General Meetings of IHC.

Attendance at and participation in meetings of a society are limited generally to those entitled by the rules to take part or as set by the chair of the meeting at the time.

It is proposed that the default position for General Meetings is that members only are entitled to attend. The chair can from that default position elect to invite non-members.

The suggested new rules read as follows:

**11.9 Attendance at a General Meeting of the Society is limited to the current Members and the Board.**

**11.10 The Chair of the Board may from time to time invite non-members to attend General Meetings of the Society.**

## **(12) IHC Board of Governance**

There are three proposed procedural changes to the IHC Board of Governance rules.

### **(12.4.2) Filling a Vacancy**

It is proposed that the Board Appointments Committee convene when necessary to appoint a Member of the Society to fill a vacancy on the Board. This removes the requirement that the office is assumed from the date of the next Annual General Meeting, providing clarity that the term of that appointed member shall commence on the date of appointment. The amendment would read:

**~~12.4.2 The Board Appointments Committee shall notify the Chief Executive of the appointed Board Members who are to assume office from the date of the next Annual General Meeting no later than 30 days prior to the Annual General Meeting~~ convene when necessary to appoint a Member of the Society to fill a vacancy on the Board and shall notify the Chief Executive of that appointment.**

### **(12.6) Removal of Temporary Appointment**

If the proposed amendment of Rule 12.4.2 is accepted, then Rule 12.6 will need to be deleted and Rule 12.7 will need to be amended. By removing the requirement that the appointed Member assumes office from the AGM, the need to clarify the effective appointment period is redundant.

Remove Rule 12.6.

~~12.6 Despite anything else in Rule 12 the Board Appointments Committee may appoint any Member of the Society to fill a vacancy on the Board arising under Rule 19.3. The appointment shall be effective only until the next Annual General Meeting.~~

Rule 12.7 would become Rule 12.6 and should be amended to remove reference to the Annual General Meeting.

~~12.6~~ The term of office for all Board members shall be three (3) years from the date of appointment ~~expiring at the conclusion of the relevant Annual General Meeting~~. A Board member shall be eligible for re-appointment for two (2) subsequent and consecutive terms of three (3) years.

## **(14) Board Appointments Committee**

There are three proposed procedural changes to the Board Appointments Committee rules.

### **(14.2.4) Composition**

A proposed Rule 14.2.4 would allow for the Board to delegate appointment duties to the chair of the Board as it sees fit. This allows for the power to be maintained by the Board, whilst allowing for the Board to choose to delegate such powers to the chair for efficiency. The new rule reads:

**14.2 Composition:** *The Board Appointments Committee shall consist of the following members:*

**14.2.1 Deemed Members:**

- *The chair of the Board; and*
- *The chair of the Member Council.*

**14.2.2 A Life Member appointed by the Board**

**14.2.3 Two (2) nominees being independent professionals experienced in governance and director/board appointment processes in New Zealand as determined and appointed by the Board**

**14.2.4 The Board may at any time delegate responsibility to the chair of the Board for the appointment of the Life Member under Rule 14.2.2 and the independent professionals under Rule 14.2.3.**

### **(14.3.2) Terms**

The proposed amendment to Rule 14.3 removes the need for periodic Board Appointment Committee terms of three years with the possibility of re-appointment. The maximum term of a nominee or Life Member does not change. The amendment reads:

**14.3 Term:** *The term of office for the members of the Board Appointments Committee shall be:*

**14.3.1 For Deemed Members so long as they continue to hold their relevant office; and**

~~14.3.2 For the nominees and Life Members appointed by the Board, three (3) years from the date of appointment. Such members shall be eligible for re-election for two (2) subsequent and consecutive terms of three (3) years and thereafter shall cease to be eligible a period that is at the discretion of the Board, but for a term of no longer than nine (9) years.~~

#### **(14.5) Frequency of Meetings**

The proposed amendment to Rule 14.5 removes the requirement of the Board Appointments Committee to meet at least twice a year. Instead, the Committee will only be required to meet when necessary or desirable. The amendment reads:

~~14.5 **Frequency of meetings:** The Board Appointments Committee will meet as often as it considers necessary or desirable, but in any event at least twice a year and no later than thirty (30) days prior to the Annual General Meeting of the Society, to discuss candidates for appointment to the Board and to appoint the Board.~~

#### **(19.1) Eligibility and Disqualification**

There has been confusion in respect of rule 19.1 as to whether a spouse or partner of a non-member employee may be eligible for appointment to positions listed in that rule. The proposed amendment expands the rule to encompass spouses and partners of non-member individuals who are still associated with IHC. Under the new rule, a spouse or partner of an employee of IHC, neither of whom are Members, would be excluded from voting, nominating and being appointed to positions as specified in rule 19.1. The suggested amendment reads:

~~19.1 No member or spouse or partner of a Member or non-member, who is or has within the preceding year been employed by the Society (or any wholly owned subsidiary Company of the Society) on a permanent basis, or a spouse or partner of such member or non-member, shall be eligible:~~

#### **(21.1.1) Member Council Quorum**

The current Constitution does not allow for the quorum to sit without the chair present. To ensure the quorum can still sit even in the chair's absence, the proposed amendment would allow for a delegate to take the chair's place. The suggested amendment reads:

~~21.1.1 Member Council: 5 members including the chair of the Member Council, or in the chair's absence, a delegate appointed by the chair;~~

#### **(26) Transitional Provisions**

Rule 26 is a transitional provision that applied prior to the 2016 Annual General Meeting. As this meeting has now passed, the rule should be deleted in its entirety. The rule reads:

~~26 **Transitional Provisions**~~

~~26.1 The following transitional provisions shall apply prior to the 2016 Annual General Meeting being the first Annual General Meeting under these Rules:~~

~~26.1.1 Existing elected Board members shall continue until the expiry of their term of appointment.~~

~~26.1.2 The existing president and vice presidents of the current Board shall continue as Board members until the expiry of their term of appointment but shall cease to be president and vice presidents of the Board.~~

~~26.1.3 Any existing co-opted Board members shall cease to be members of the Board from the date on which these rules come into force.~~

~~26.1.4 Any vacancy occurring on the Board prior to the 2016 Annual General Meeting may be filled by the Board provided the Board Appointments Committee is not yet operational and able to make the appointment. Any appointment made by the Board pursuant to this clause shall be effective only until the next Annual General Meeting.~~

~~26.1.5 The number of terms served by a Board member shall include any terms served prior to the date of adoption of these Rules.~~

Tony Shaw  
IHC Board Chair