

Clutha Health Incorporated

(Incorporation No. 887717)

(Society)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting (**Meeting**) of the Society will be held on Wednesday 6 August 2025 at 7.30pm at the Rosebank Lodge 265 Clyde Street, Balclutha.

The business of the Meeting will be to consider the proposed resolutions set out below.

AGENDA:

1. Welcome by the Chairman.
2. Apologies.
3. Discussion around the proposed restructure of the Society from an incorporated society to an incorporated charitable trust and the interim amendments proposed to the Society's existing constitution (**Constitution**) pending the restructure being completed and the Society being wound up.
4. Acknowledge approval from the Board and Clutha District Council regarding proposals.
5. **Proposed Resolution 1: Approval of Restructure**

To consider and pass the following ordinary resolution:

To approve the proposed restructure of Society from an incorporated society to a charitable trust, which includes:

- *establishment of a new charitable trust by the Society to be known as "Clutha Health Trust" (which is to be incorporated as a charitable trust board and registered as a charity with Charities Services) (**New Trust**);*
- *the Society gifting all of its assets and transferring all of its operations, obligations and liabilities to the New Trust by way of Deed of Transfer in the form approved by the Board after the New Trust is registered as a charity; and*
- *the Society being wound up and removed from the Register of Incorporated Societies after the above has occurred.*

(See Explanatory Notes)

6. Proposed Resolution 2: Amendment to the Constitution

If Resolution 1 has passed, to consider and pass the following special resolution:

To approve the proposed amendment to the Society's Constitution by adding a new clause 22A after the existing clause 22 of the Constitution with immediate effect from the date of this resolution as follows:

22A *Notwithstanding any other provision of this Constitution, from the date of this amendment until the date that the Society is wound up and removed from the Register of Incorporated Societies:*

- (a) *Nothing in clauses 22 to 26 or 27.2 of this Constitution shall apply, so that*

no current elected or appointed Board Members are required to retire from office.

- (b) All current Board Members may continue to hold office but may at their discretion resign from office at any time by giving written notice to the Society.*
- (c) The Clutha District Council (**Council**) may at any time by written notice to the Society appoint any eligible person to be a Board Member to fill a vacancy if the number of Board Members is below the minimum number set out in clause 1.3 of this Constitution.*

(See Explanatory Notes)

7. To consider any other general business which may properly be brought before the Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'H. C. Anderson', written in a cursive style.

Hamish Anderson
Chairman

EXPLANATORY NOTES - PROCEDURAL MATTERS

All members of the Society are entitled, and encouraged, to attend the Meeting.

Any members of the Society that wish to attend the Meeting must RSVP to cluthahealthinc@chf.co.nz, and if required by the Board to confirm membership, must have completed and returned an application form for membership to the Society prior to the Meeting commencing.

Resolutions

Resolution 1, relating to the proposed restructure of Society from an incorporated society to a charitable trust and subsequent wind up of the Society, is an ordinary resolution and requires approval by a simple majority (greater than 50%) of those members entitled to vote and voting on the resolutions to pass.

Resolution 2, relating to the proposed amendments to the Constitution if Resolution 1 passes, requires approval by a resolution passed by a 75% majority of those Board Members present at the Meeting (rather than members of the Society) to pass in accordance with clause 36 of the Constitution (noting that the prior written consent of the Council has already been obtained in relation to the proposed amendments).

See further explanatory notes to the Resolutions below.

The Resolutions will only be put to the Meeting once.

Proxy Votes

Any member of the Society (**Member**) entitled to attend and vote at the Meeting must vote by being present in person other than a body corporate which may vote by proxy.

A proxy must be appointed by a written notice in the form accompanying this Notice of Meeting and signed by the authorised signatory for the body corporate. A proxy need not be a Member but is entitled to attend and be heard as if the proxy were the Member.

To be effective, the proxy and the power of attorney (if any) under which it was signed, or a certified copy, must be delivered to the registered office of the Society at 3-7 Charlotte Street, Balclutha, 9230 at least 48 hours before the start of the meeting, being by 7.30pm on Monday 4 August 2025.

Corporate Representatives

A body corporate which is a Member may appoint a representative to attend the Meeting on its behalf by a resolution of its board members or other governing body and that representative shall be entitled to exercise the same powers on behalf of the body corporate that they represent.

To: Clutha Health Incorporated

Appointment of Proxy for _____ (body corporate member)

I/We _____

of _____

being a member/members of the above-named Society, hereby appoint:

of _____

or failing him/her, _____

of _____

as my/our proxy to vote for me/us on my/our behalf at the extraordinary meeting of Clutha Health Incorporated to be held at:

on _____ commencing at _____ am/pm

and at any adjournment of the meeting.

I/We direct my/our proxy to vote in the following manner (please complete the table below and tick an option for each Resolution):

Resolution number	For	Against	Proxy Discretion	Abstain
Resolution 1 – Approval of Restructure				
Resolution 2 – Amendment to the Constitution				

Signed: _____

Date: _____ 2025

FURTHER EXPLANATORY NOTES TO THE RESOLUTIONS

1. Introduction

- 1.1. The Incorporated Societies Act 2022 (**New Act**) requires the Society to re-register under the New Act if it wishes to continue operating as an incorporated society. If it does not re-register, the Society will cease to exist.
- 1.2. The Board has been considering the Society's options for the future and proposes that rather than applying to re-register under the New Act, the Society will be restructured as a charitable trust, which requires the following actions:
 - (a) establishing a new charitable trust to take over the assets and operations, obligations and liabilities of the Society (**New Trust**);
 - (b) gifting all of the Society's assets, and transferring all of the Society's operations, obligations and liabilities to the New Trust; and
 - (c) winding up the Society and removing it from the Register of Incorporated Societies (**Societies Register**) once (b) has been completed,(**Restructure**).
- 1.3. The Board and the Clutha District Council have both approved the Restructure and propose for it to be completed as soon as possible and prior to 5 April 2026. The Restructure cannot be completed until the New Trust is registered as a charity with Charities Services. As the indicative timeframe for registering a new charity is currently several months, there is a possibility that the Restructure may not be completed prior to the next election for Elected Board Members being due to be held.

2. Resolution 1 – Approval of the Restructure

- 2.1. The Board proposes to establish the New Trust to which the Society will gift all of its operations, assets, obligations and liabilities to put the Society in a position to be wound up.
- 2.2. Under clause 37 of its Constitution, the Society can only transfer its surplus assets on being wound up to other charitable bodies which include, amongst their main objects, similar objects to the Society, with preference to those societies which would benefit the inhabitants of South Otago. This means the Society cannot gift its assets and transfer its operations, obligations and liabilities to the New Trust until the New Trust is registered as a charity. The Board will ensure that the main objects of the New Trust include similar objects to the Society which would benefit the inhabitants of South Otago and that the New Trust is incorporated as a charitable trust board and registered as a charity to ensure the Restructure is in compliance with this clause.
- 2.3. Following registration of the New Trust as a charity, the Society will, by a deed of transfer, gift all of its operations, assets, obligations and liabilities to the New Trust, including:
 - (a) the Society's freehold interest in the properties contained in records of title OT17B/485, OT18D/930, OT18D/931, OT243/283, OT256/271, OT267/205, OT7A/967 (**Properties**);
 - (b) 312,500 shares held by the Society in Clutha Community Health Company Limited (**Shares**); and
 - (c) all other assets (whether tangible or intangible, and whether real or personal property), including all rights, title, interests and claims of every kind in relation to those assets (however they arise), and any things in action, powers, privileges, trusts, and authorities, and all debts, obligations, contracts, engagements, operations, undertakings and liabilities (contingent or otherwise) of the Society,(the **Gift**).

2.4. Following completion of the Gift, the Board will take all necessary steps for the Society to be wound up and removed from the Societies Register. As the Society will have no assets or liabilities remaining, the Board will apply to the Registrar of Incorporated Societies to be dissolved and removed from the Societies Register.

2.5. By passing Resolution 1, the Members approve the Restructure, which includes:

- (a) the establishment of the New Trust (on terms approved by the Board);
- (b) the Gift to the New Trust (on terms approved by the Board); and
- (c) the Society being wound up and removed from the Societies Register following the Gift.

3. Resolution 2 –Amendment to the Constitution

3.1. As currently drafted, the Constitution requires 5 Board Members to be elected every 3 years at the same time and in the same manner as the Local Body triennial elections for Clutha District Council. This means that an election of Board Members is required to be held this year on Saturday 11 October 2025 by postal vote. The Society is responsible for the cost of the election of Board Members.

3.2. Given the proposed Restructure, it does not make practical sense for the Society to incur significant time and costs to hold a full election of Board Members when it is intended to be wound up shortly afterwards.

3.3. The Board therefore proposes to amend the Constitution by adding an additional clause 22A to the Constitution as follows so that the Society is not required to hold elections of Board Members pending completion of the Restructure, and to provide for all current Board Members to remain in office until the Restructure is completed unless they give notice to retire earlier, in which case the Clutha District Council may appoint any new elected Board Members in lieu of an election being held:

22A *Notwithstanding any other provision of this Constitution, from the date of this amendment until the date that the Society is wound up and removed from the Register of Incorporated Societies:*

- (a) Nothing in clauses 22 to 26 or 27.2 of this Constitution shall apply, so that no election or appointment of Board Members is required to be held and no current elected or appointed Board Members are required to retire from office.*
- (b) All current Board Members may continue to hold office but may at their discretion resign from office at any time by giving written notice to the Society.*
- (c) The Clutha District Council (**Council**) may at any time by written notice to the Society appoint any eligible person to be a Board Member to fill a vacancy if the number of Board Members is below the minimum number set out in clause 1.3 of this Constitution*

3.4. For the purposes of clause 36 of the Constitution, the Council has signed a written resolution giving its prior written consent to the amendment described above.

3.5. By passing Resolution 2, the Board Members present at the Meeting agree to amend the Constitution as set out above pending the Restructure being completed.

3.6. If Resolution 2 passes at the Meeting, 3 members of the Society may be requested to sign a written notice of the amendment to the Constitution to confirm that the amendment has been made in accordance with the Constitution, as required under section 21(2) of the Incorporated Societies Act 1908