

*The Sharebrokers Act, 1908.—Rules of the Stock Exchange Corporation of New Zealand.*

Head Office, Stamp Duties Department,  
Wellington, 1st November, 1932.

THE following rules of the Stock Exchange Corporation of New Zealand have, as required by the provisions of section 11 of the Sharebrokers Act, 1908, been approved by the Governor-General in Council.

GEO. W. FORBES,  
Acting Minister of Stamp Duties.

#### RULES.

1. THE Stock Exchange Corporation of New Zealand (hereinafter called "the Exchange") shall consist of members engaged in the purchase and sale of shares, stocks, debentures, debenture stocks, bonds, obligations, securities, mortgages, and monetary transactions.

#### OBJECTS.

2. The objects and purposes of the Exchange are to provide, regulate, and maintain a suitable building, room, or rooms in the City of Auckland and such other place or places as the committee shall determine for the promotion and facilitation of dealings in stocks, shares, and monetary transactions; to establish just and equitable principles in the transaction of business; to adjust controversies between its members; and to maintain uniformity in its rules and usages.

#### MEMBERS.

3. Any person who shall hold a license under the Sharebrokers Act, 1908, shall be entitled to be a member of the Exchange upon the terms and conditions hereinafter appearing.

#### MANAGEMENT.

4. (a) The management of the Exchange shall be vested in a committee consisting of Victor Benbow McInnes, Stanley Grange, Richard Glover-Clark, and such committee shall have (subject to these rules) the direction and control of the affairs of the Exchange until the general meeting of members in the month of May next.

(b) At such general meeting and at every succeeding annual general meeting one-third of the committee, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office. A retiring member of committee shall retain office until the dissolution or adjournment of the meeting at which his successor is appointed.

(c) The one-third or other nearest number first to retire shall, unless the members of committee agree among themselves, be determined by lot; in every subsequent year the one-third or other nearest number who have been longest in office shall retire. As between two or more who have been in office an equal length of time, the member of committee to retire shall, in default of agreement between them, be determined by lot. The length of time a member of committee has been in office shall be computed from his last election or appointment where he has previously vacated office.

(d) A retiring member of committee shall be eligible for re-election.

(e) The Exchange at any general meeting at which any members of committee retire in manner aforesaid shall fill up the vacated offices by electing a like number of qualified persons to be members of committee, and without notice in that behalf may fill up any other vacancies.

(f) If at any general meeting at which an election of members of committee ought to take place the places of the retiring members of committee are not filled up, the retiring members of committee or such of them as have not had their places filled up shall, if willing, continue in office until the ordinary meeting in the next year, and so on from year to year until their places are filled up, unless it shall be determined at such meeting to reduce the number of members of committee.

(g) The Exchange in general meeting may from time to time increase or reduce the number of members of committee, and may also determine in what rotation such increased or reduced number is to go out of office.

(h) The Exchange may by extraordinary resolution remove any member of committee before the expiration of his period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the member of committee in whose place he is appointed would have held the same if he had not been removed. Any casual vacancy occurring among the members of committee may be filled up by the members of committee, but any person so chosen shall retain his office so long only as the vacating member of committee would have retained the same if no vacancy had occurred.

(i) No person not being a retiring member of committee shall, unless recommended by the members of committee for election, be eligible for election to the office of member of committee at any general meeting unless he or some other member intending to propose or nominate him has at least seven clear days before the meeting left at the office a notice in writing under his hand signifying his candidature for the office, or the intention of such member to propose or nominate him.

(j) Meetings of the committee shall be held at such place and at such times and such notice thereof shall be given as the committee shall from time to time determine. Unless the committee otherwise determines, the secretary shall give to the members of the committee notice of each meeting not later than the day before the date on which such meeting is to be held.

(k) A member of the committee shall not at any meeting take any part in any proceedings relating to any complaint concerning such member, or otherwise having reference to the conduct of such member, or relating to any other matter in which such member has a special interest, and such member shall not be entitled to vote at any subsequent meeting of members dealing with any such subject or matter.

(l) A member of the committee shall not take part in any of its meetings pending the investigation of a charge affecting himself.

(m) The surviving or continuing members on the committee, notwithstanding any vacancy in their number, may act until the vacancy be filled up.

(n) At meetings of the committee all questions shall be decided by a majority of the members present.

(o) The quorum for meeting of the committee shall be four (4).

(p) The secretary shall have the custody of all books and papers. He shall present at each annual general meeting a statement of the finances of the Exchange to the end of the previous year, duly audited by the auditor.

(q) In the absence of the secretary from any meeting, or in case of his suspension, the chairman shall carry out his duties or may appoint another member to do so.

(r) The chairman shall preside at all meetings of the Exchange and of the committee, but in the event of his absence the members present shall elect a chairman for that occasion.

(s) The chairman of any meeting shall have entire control thereof, and shall regulate the order and manner in which the business shall be conducted. The decision of the chairman shall be final in all cases submitted to him.

(t) In all cases at any meeting when on a division the votes are equal, the chairman shall have a second or casting-vote.

(u) In the event of any member or members obstructing the business of the meeting or being guilty of any breach of etiquette, of which the chairman shall be the sole judge, the chairman shall have power to inflict such fine, not exceeding £5, as he may deem advisable.

(v) The financial year of the Exchange shall close on the 31st day of March. A general meeting of members shall be held annually in the month of May, at which the business shall be to receive from the treasurer a balance-sheet showing the financial position of the Exchange and also generally to conduct any business provided for in these rules.

(w) At any annual general meeting, after all business herein provided for shall have been disposed of, it shall be competent for any member to bring under the notice of the meeting any business or matter within the object or purposes of the Exchange, and to give notice of any proposition to be considered at a future meeting.

(x) A special general meeting may be called by the committee at any time.

(y) No other business shall be transacted at a special general meeting except that stated in the notice convening the meeting, and no resolution shall be passed, or other business transacted, which is not included within the objects and purposes for which the meeting is convened. No amendment shall be allowed upon any resolution contained in the notice convening any meeting not directly pertinent thereto.

(z) Any general meeting shall have power *inter se* to adjourn from time to time as may be found necessary. Whenever an adjournment to a future day has been decided on, notice thereof shall be given in such manner as may be determined by the chairman of the meeting. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting so adjourned.

(aa) Every member shall have one vote, and all questions shall be decided by a majority of the members present and voting, except in cases otherwise provided for in these rules. Voting by proxy shall not be permitted.

(bb) The quorum for general and special meetings shall be not less than one-third of the total members of the Exchange for the time being entitled to vote.