

# Written Resolution of the Board

Auckland Tourism Events and Economic Development Limited

<b>Passed:</b>	18 October 2013
<b>Legal Authority:</b>	Clause 12.12 of the Constitution (written resolution) and 12.9 (quorum)
<b>Quorum:</b>	4 Directors
<b>Passed by:</b>	David McConnell Norm Thompson Vivien Bridgwater Franceska Banga Richard Jeffery Danny Chan Helen Robinson
<b>Assented to by:</b>	N/A
<b>Copied to (5 days):</b>	N/A

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## BACKGROUND

The Company is proposing to enter into a deed of indemnity with each of the following directors to indemnify their actions, and to effect insurance for them:

- David McConnell
- Norm Thompson
- Vivien Bridgwater
- Franceska Banga
- Richard Jeffery
- Danny Chan
- Helen Robinson

(together the Directors and each a Director).

## DISCLOSURE OF INTERESTS

The Directors have all disclosed that they are interested in the matters the subject of the resolutions in that they will each be indemnified under the Indemnity Documents.

Each of the interested Directors has entered or agreed to promptly enter details of their interest in the interests register of the Company.

## TABLED


The Indemnity Documents were produced to the Directors prior to the passing of the resolutions set out below.

## RESOLUTIONS


It is resolved that:

1. Disclosure of Interests: The disclosure of interests referred to above be noted.
2. Approval of Indemnity: The Company approve, enter into, execute, deliver and perform its obligations under the Indemnity Documents pursuant to sections 162(3) and (4) of the Companies Act 1993 (Act) and the Company's constitution.
3. Insurance: In accordance with the Indemnity Documents, the Company is authorised to effect insurance for each of the Directors pursuant to section 162(5) of the Act and the Company's constitution (Insurance), subject to the Directors signing a certificate for the purposes of section 162(6) of the Act.
4. Execution: Any Director is authorised to execute the Indemnity Documents and any documents to effect the Insurance requiring execution by the Company on behalf of and in the name of the Company.
5. Approval of Documents: The signature of the Director/s will be conclusive evidence of the approval of the Company to the form of the Indemnity Documents.
6. Other Documents: The Company enter into, execute (where appropriate), deliver and perform its obligations under any document, notice or communication as any Director may deem necessary or expedient under or in connection with the Indemnity Documents. Any Director is authorised on behalf of the Company to give any notices and other communications and take any other action required under or in connection with the Indemnity Documents or the provision of the Insurance on behalf of the Company.

SIGNED AND PASSED by:

  
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David McConnell

  
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Vivien Bridgwater

  
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Norm Thompson

  
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Franceska Barga

  
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Richard Jeffery

  
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Danny Chan

  
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Helen Robinson

(being all of the directors of the Company entitled to receive notice of a board meeting)

**AUCKLAND TOURISM EVENTS AND ECONOMIC DEVELOPMENT LIMITED  
(Company)**

**DIRECTORS' CERTIFICATE REGARDING INSURANCE:  
COMPANIES ACT 1993**

We, the undersigned, being the directors who voted in favour of the **attached** resolution dated on or about the same date as this certificate certify that in our opinion the cost of effecting the insurance is fair to the Company.


**DATED 18 October 2013**

**SIGNED**

SIGNED AND PASSED by:



David McConnell



Vivien Bridgwater




Norm Thompson



Franceska Banga



Richard Jeffery



Danny Chan



Helen Robinson

(being all of the directors of the Company)