

Delegations Policy – NZ Shareholders Association

DELEGATED AUTHORITIES POLICY FOR NATIONAL BOARD MEMBERS, SUB COMMITTEES AND BRANCHES

Principle

The purpose of this Policy is to allow members of the Board or sub-committees, Branches, Employees and Contractors to function without having to refer all expenditure to the full Board for approval.

These Delegated Authorities apply to all Capital, Operational Expenses and Contractual Matters.

Delegated Amounts and Conditions

1. The Delegated Authority is limited to **\$10,000** (excl GST) in the aggregate per project/purchase/agreement.
2. These apply to a Board Member or group of Board members acting together e.g. a subcommittee. The delegated authority is a fixed sum and cannot be applied per member when Board members act together or as a sub-committee. (i.e. 7 Board Members working on the same project do not have an authority of \$70,000).
3. Associate board members involved in any expenditure will be bound by this authority and any approval process required.
4. The Delegated Authority specifically excludes any form of Contingent Liability prior to it being entered into. Such Contingent Liabilities are required to be referred to the full Board **prior** to being entered into.
5. Where an amount has been specifically allowed for in the Annual Forecast/Budget the Forecast/Budget amount shall apply. Amounts in excess of the Forecast/Budgeted figure must be referred to the full Board prior to being incurred - the Delegated Authority cannot be added to a Forecast/Budgeted figure.
6. Where any contract or amount refers to expenditure in the preceding financial year for a contract, project or expense the NZSA Chair shall have authority to commit to such contract, project or expense provided it is not more than 120% of the amount paid in the preceding financial year.

7. In exceptional circumstances the Delegated Authority limit can be increased from \$10,000 to **\$15,000** with the approval of both the NZSA Chair and one other Director, provided none of these people benefit from the increase; i.e. they cannot approve their own increase.
8. If there is a requirement that an Agreement be entered into in excess of these limits, Board authority may be obtained by means of an email request sent to all full Directors. A clear majority of full Directors must respond affirmatively for authority to be granted.
9. Associate Directors will not have voting rights over expenditure.
10. Branch Signing: Two members of the National Office or each Branch shall have to sign all payments or agreements entered into by Branch.
11. Branch Contingent Authorities: The Branch shall not be able to enter into any Agreement with a Contingent Liability without the prior written authority of the National Board.
12. Branch Operational Limit: No Branch may enter into any Agreement or series of Agreements to spend more than their approved budget at the beginning of the Financial Year to which they apply. No Branch shall enter into a agreement with a contingent liability without the prior written authority of the CEO.

Adopted at the August 2025 NZSA Board meeting.