

IMPORTED MOTOR VEHICLE INDUSTRY ASSOCIATION INC

Annual General Meeting of Members

FORM OF PROXY

For meeting to be held in **AUCKLAND** on **WEDNESDAY 25th May 2016**

PLEASE READ INSTRUCTIONS ON REVERSE before completing this form.

I/We [Name of company or sole trader]

.....
[BLOCK LETTERS PLEASE]

of [Address]

being a member of the IMVIA, appoint

[Name of person].....

[BLOCK LETTERS PLEASE]

of

[see note 2.2 (a)]

or failing him/her, the chairperson of the meeting as my/our proxy to vote for me/us on my/our behalf as indicated below at the General Meeting of members to be held on **25th May 2016 at 2.30pm.**

Signatures [see note 2.2 (b)]

Witness:

1.....
[Position]

2.....
[Position]

Please Print Name/s

1.
2.
Date.....

Name of Witness:
Address of Witness:

Completion of this form of proxy will NOT prevent you from attending and voting at the meeting.

THIS FORM MUST BE RETURNED BY 1.00PM Monday 23rd May 2016.

1 VOTING - APPOINTMENT OF AUTHORISED REPRESENTATIVES AND PROXIES:

1.1 Incorporated Companies

- a. Options - A member which is an incorporated company may vote by:
 - i. Appointing an *authorised representative* (usually an officer or senior employee of the company) to personally attend and vote at the meeting; or
 - ii. Appointing a *proxy* (usually the chairperson of the meeting or some other person attending the meeting) to vote at the meeting on its behalf.It is not, of course, possible for the company itself to vote "in person".
- b. Use of Forms - The Proper IMVIA "Appointment of Authorised Representative" or "Proxy" form should be used to appoint an authorised representative or proxy and the notes at the foot of the relevant form (repeated at 2 below) should be followed strictly to ensure that the appointment is valid. These forms are available from the IMVIA on request.
- c. Alternate Authorised Representative - If your current authorised representative is not able to attend the meeting, a replacement authorised representative who is available to attend, can be appointed by completing a new "Appointment of Authorised Representative" form and producing the form to the Secretary of the IMVIA before the commencement of the meeting. Alternatively, if you do not have someone available to attend the meeting you could choose to appoint a proxy (using the proper IMVIA "Proxy" form).

1.2 Sole Traders:

- a. Options - A member who is a sole trader may vote at the meeting in person, or by appointing a *proxy* (usually the chairperson of the meeting or some other person attending the meeting) to vote at the meeting on his or her behalf.
- b. Use of Proxy Form - The proper IMVIA "Proxy" form should be used to appoint a proxy and the notes at the foot of the form (repeated at 2.2 below) should be followed strictly to ensure that the appointment is valid. These forms are available from the IMVIA on request.

- 1.3 Restriction on Number of Proxy votes able to be exercised - A member present may not exercise more than one proxy vote, i.e. a member can exercise its own vote and one proxy vote for another member, but may not exercise other proxy vote(s) held. This rule applies as well to any proxy(ies) held by an authorised representative of a company member.

2. COMPLETION OF "APPOINTMENT OF AUTHORISED REPRESENTATIVE" OR "PROXY" FORMS (NB These notes are cross-referenced to sections of the forms and must be read in conjunction with the relevant forms.)

2.1 Appointment of Authorised Representative Form:

- a. In the case of a company, this form must be signed in accordance with section 180 of the Companies Act 1993. i.e. by (i) Two or more directors; or (ii) if there is only one director, by that director whose signature must be witnessed; or (iii) if the constitution of the company so provides, a director, or other person or class of persons whose signature or signatures must be witnessed; or (iv) one or more attorneys appointed by the company in accordance with section 181 of the Companies Act 1993.
- b. This form must be produced to the Secretary of the IMVIA before the commencement of the meeting at which the authorised representative is to attend and vote for the company member.

2.2 Proxy Form:

- (a) If you desire to appoint a proxy other than the chairperson of the meeting, please insert his/her name and address.
- (b) In the case of a company, this form must be signed in accordance with section 180 of the Companies Act 1993. i.e. by (i) Two or more directors; or (ii) if there is only one director, by that director whose signature must be witnessed; or (iii) if the constitution of the company so provides, a director, or other person or class of persons whose signature or signatures must be witnessed; or (iv) one or more attorneys appointed by the company in accordance with section 181 of the Companies Act 1993.
- (c) To be valid, this form of proxy, by mail, email, fax or delivery, must reach the offices of the IMVIA at 501 Mt Wellington Highway, Auckland 1.00 pm May 24th 2016, (if posted FastPost - to P O Box14-143, Auckland, mailed no later than 20th May 2016) together with, if appropriate, the power of attorney or other authority under which it is signed or a certified copy of that power or authority.
- (d) In the case of a sole trader, this form must be signed by the sole trader whose signature must be witnessed.

Mail to P O Box 14-143, Auckland, 1741
Or Fax to 09-5733062
EMAIL to bev@imvia.co.nz