

A woman with long brown hair is shown in profile, looking towards a glowing lightbulb. Her hand is raised, with fingers slightly spread, as if she is about to touch the bulb. The scene is dimly lit, with the primary light source being the glowing filament of the bulb. Another similar bulb is visible in the background, also glowing. The overall mood is contemplative and focused.

MainPowerTrust

A GUIDE FOR CANDIDATES
2020 TRUSTEE ELECTION

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INTRODUCTION

This booklet outlines information which may be of interest to you as a candidate for the MainPower Trust 2020 Trustee Election.

If an election is required, it will be conducted pursuant to the requirements of the Trust Deed, using postal and internet voting, with election day being Friday 6 March 2020.

Anthony Morton from electionz.com has been appointed as Returning Officer for this election. The Returning Officer is responsible for carrying out the election in accordance with the provisions of the Trust Deed. electionz.com Ltd is an election management company based in Christchurch and have carried out Returning Officer duties for MainPower Trust since 2005.

There are seven Trustees of the MainPower Trust, all of whom must be Qualifying Customers of MainPower. Trustee elections are held every three years, and prior to each election up to three Trustees will retire (generally the longest-serving), although they can stand for re-election if they wish. The retiring trustees are Jim Abernethy, Jo Ashby and Hugh Lindo. At least two of the retiring trustees have indicated that they will not stand for re-election.

GENERAL INFORMATION ABOUT THE TRUST

BACKGROUND

The Trust was established in October 1995 to hold the shares in MainPower New Zealand Ltd on behalf of qualifying customers.

The MainPower Trust is the organisation that owns the shares of MainPower New Zealand Ltd on trust for the benefit of the communities of North Canterbury and Kaikoura and for qualifying customers. More than 90% of MainPower customers are qualifying customers.

Trustees are required to act as diligent shareholders and in particular, to monitor the performance of the directors of MainPower New Zealand Ltd and exercise the rights of the shareholders for the benefit of the trust fund and of the qualifying customers as beneficiaries.

MainPower New Zealand Ltd is a company with operating revenues in excess of \$50 million per annum.

The Trustees are required to appoint the Directors of MainPower New Zealand Ltd.

The Trustees have no power, authority or discretion to participate in the management or operation of MainPower New Zealand Ltd or any subsidiary except to the extent that may be necessary to fulfil their obligations.

TRUSTEE MEETINGS AND REMUNERATION

Trustee meetings are generally held on weekday afternoons every two months in Rangiora. The meeting venue is confirmed as part of the meeting agenda which is distributed prior to each meeting. The meetings typically last up to 4 hours.

Trustees are paid an annual honorarium. In certain circumstances additional meeting fees may be applicable.

In addition to the honorarium any approved expenses carried out on behalf of the Trust will be reimbursed, including mileage for attendance at meetings.

ROLE OF TRUSTEES

In addition to their rights as shareholders under the Companies Act 1993, the Trustees' principal duties under the Trust Deed include:

- Holding the shares of MainPower NZ Ltd and other investments in trust for the beneficiaries.
- Appointing Directors to the Board of MainPower NZ Ltd
- Receiving, and if necessary, requiring modifications to, an annual Statement of Corporate Intent for MainPower NZ Ltd
- Receiving an Annual Report from MainPower NZ Ltd
- Monitoring the performance of MainPower NZ Ltd
- Assessing any proposals that are received from MainPower NZ Ltd, that could result in change to the voting powers of the Trustees as shareholders; and to then engage in the prescribed consultation with beneficiaries.
- At least every six years carrying out an Ownership Review and consulting with beneficiaries on the continued 100% ownership of MainPower New Zealand Limited.

TERM OF OFFICE

The Trust Deed requires up to three trustees to retire every three years. The retiring trustees will generally be the longest serving trustees. On that basis, elected trustees can typically expect to hold office for at least six years before needing to retire by rotation. Retiring trustees can stand for re-election if they choose. Jim Abernethy, Jo Ashby and Hugh Lindo are the retiring trustees. At least two of the retiring trustees will not be seeking re-election.

CANDIDATE ELIGIBILITY REQUIREMENTS

CUSTOMER STATUS

To be eligible to be elected as a Trustee, a candidate **must** be a “qualifying customer” as defined by the Trust Deed.

“Qualifying Customer” for the purposes of Trust elections, means a person who, according to the Company’s records:

- (i) is a customer on the Roll Date specified and:
- (ii) who is liable (directly or indirectly) for one or more of the following fixed line charges:
 - For a Qualifying Customer classified by the Company as a *residential customer* - a fixed line charge. A residential customer responsible for a fixed line charge in respect of “Night Special” supply is not a Qualifying Customer under this definition:
 - For a Qualifying Customer classified by the Company as an *irrigation customer* - a motor capacity charge;
 - For a Qualifying Customer classified by the Company as a *street lighting or unmetered supply customer* - a street lighting charge in accordance with the Company’s approved street lighting pricing schedule (such charge being deemed for the purpose of this Deed to be a fixed line charge);
 - For a Qualifying Customer classified by the Company as an *other non-residential customer* - a fixed line charge - but excludes a Customer classified by the Company as a *temporary supply customer*;

ELIGIBILITY CRITERIA

Pursuant to Clause 3 of Schedule 3 of the Trust Deed, a person is not permitted to be a Trustee if he or she is:

- (a) a mayor or councillor of any District Council;
- (b) a Director or employee of the Company;
- (c) an officer or employee of the Trust;
- (d) a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 299 of the Insolvency Act 2006;
- (e) a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
- (f) a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence;
- (g) a person disqualified from being a director of a company under section 382 of the Companies Act 1993;
- (h) a person in respect of whom an order has been made under section 383 of the Companies Act 1993;
- (i) a person who is not a parliamentary elector for the purposes of the Electoral Act 1993;
- (j) a person who is not a qualifying customer;
- (k) a person to whom a written notice has been given in accordance with section 385 of the Companies Act 1993;
- (l) a person who is mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992;
- (m) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988; or
- (n) a person who is not on the Roll as at the Roll Date.

Candidates are required to sign the nomination form acknowledging that they meet the requirements of Clause 3 of Schedule 3 of the Trust Deed.

NOMINATION PROCESS

NOMINATION FORMS AND CLOSING DATE FOR NOMINATIONS

- Nominations open on Monday 30 December 2019.
- Nominations close at 5pm on Friday 24 January 2020.
- A public notice calling for nominations will be placed in the Christchurch Press, Northern Outlook and Kaikoura Star newspapers from Friday 27 December 2019 and on the Trust's website www.mainpowertrust.org.nz.
- Each nomination must be made on the appropriate official nomination form. Nomination forms and candidate information packs are available from the Trust Secretary's office at Koller & Hassall Ltd, 267 High Street, Rangiora, from Monday 30 December 2019 or from the Trust's website www.mainpowertrust.org.nz or from the Returning Officer on 0800 666 033.
- Each nomination form must be accompanied by a **deposit of \$200**. The deposit will be refunded if the candidate is elected or, if not elected the total number of votes received by the candidate is more than 25% of the votes received by the lowest polling successful candidate. The deposit is to be paid by cash, cheque (made out to **MainPower Trust**) or online banking (see nomination form for details).
- The nomination form must be accompanied by a candidate profile statement (maximum of 150 words), a recent photo of the candidate, plus a copy of a recent power account for the candidate. The candidate's ICP number (which appears on the power account) must be provided on the nomination form. Note - The candidate's name should be listed on the power a/c. If the power a/c is in a trust or business name etc the candidate must be able to prove their association with that entity.
- Each candidate must be nominated by two qualifying customers, whose names appear on the roll. A candidate cannot nominate himself or herself.
- The candidate must sign the nomination form to confirm their consent to be nominated. If a candidate is unable to sign the nomination form directly (e.g. absent overseas), a letter of consent signed by the candidate is acceptable to attach to the nomination form.
- If a candidate is commonly known in the community by a slightly different name (e.g. Edward Smith is commonly known as Ted Smith) and has been known by this name for at least the last six months (to the satisfaction of the Returning Officer), the commonly known name may appear on the nomination form and voting papers.
- MainPower Trust nomination forms can be lodged with the Returning Officer direct at the office of electionz.com, 3/3 Pukaki Road, Christchurch, or at the Trust Secretary's office at 267 High Street, Rangiora.
- Nomination forms can be mailed to the Returning Officer, but should the Returning Officer receive it **after** the close of nominations, the nomination is invalid. Given the possibility of unforeseen mail delivery problems, lodgement of nomination forms by post is **not** recommended. If a candidate chooses to lodge their nomination by post it is recommended they take copies of all the documents before mailing them.
- Once lodged, nomination forms are checked to ensure both the candidate and nominators are eligible (current qualifying customers whose names appear on the roll).
- The lodgement of nomination forms should not be left to the last minute. Should a nomination form be lodged late on the day when nominations close, and be incorrectly completed, or an ineligible nominator is provided, there may be insufficient time to correct the situation and the nomination form could be rejected.

Please do not leave lodging your nomination to the last minute!!

CANDIDATE PROFILE STATEMENTS

Candidates are required to provide a candidate profile statement with the nomination form. In the event an election is required, these will be collated by the Returning Officer and forwarded to qualifying customers with the voting papers.

Candidates are encouraged to provide their candidate profile statement and photo electronically by email. Please email them to the Returning Officer at nominations@electionz.com.

The profile statements:

- **Must not exceed 150 words;**
- Should be prepared as a Microsoft Word document (or similar format);
- Must not include any content likely to offend qualifying customers;
- Must be confined to information concerning the candidate, and the candidate's policies and intentions if elected to the Trust; and
- Should be spell checked.

The Returning Officer is not required to verify or investigate any information included in a candidate profile statement, other than to verify any factual information about the Trust or the Company. The Returning Officer will take no responsibility for the accuracy of the content, however may suggest corrections to spelling or grammar if appropriate.

A disclaimer concerning the accuracy of the information contained in the statements will be published in the profile statement document.

The photos:

- Must be recent (taken within last 12 months) and must also be provided with the nomination paper
- Should be of the candidate alone i.e. not part of a group
- Should preferably be delivered electronically to the Returning Officer i.e. included as a separate attachment on the email with the candidate profile statement
- Photos supplied electronically should be a minimum of 300 dpi and supplied in jpeg format i.e. .jpg file
- Should be provided in colour. The Returning Officer will crop them to the correct size for printing

Any hard copy photos supplied will not be returned to candidates.

PROCEDURES AFTER THE CLOSE OF NOMINATIONS

- Confirmation of the accepted nomination will be given to each candidate by email as soon as the nomination form is verified
- As soon as possible after the close of nominations, the Returning Officer will email each candidate a list of the final nominations.
- Once nominations have closed, a list of all candidates will be publicly notified in the Christchurch Press, Northern Outlook and Kaikoura Star.
- If an election is required, the Returning Officer will then collate the candidate profile statements and photos into a candidate profile document for distribution to electors with the voting papers.
- Candidate names will be printed on the voting paper in random order.

QUERIES

Any queries regarding nominations and the content, format, or method of submitting a profile statement and photo must be directed to the Returning Officer, Anthony Morton, prior to submitting the nomination form.

ELECTION PROCESS

If more than three nominations are received an election will be held to determine the new Trustees. The election will be conducted by postal and internet voting. A summary of the main election dates is listed below:

Friday 27 December 2019	Publication of Call for Nominations/ Notice of Election
9am on Monday 30 December 2019	Nominations Open
5pm on Friday 24 January 2020	Close of Nominations
Wednesday 5 February 2020	Publication of Confirmed Candidates
Monday 10 February 2020	Voting Papers Lodged with New Zealand Post
Friday 6 March 2020	ELECTION DAY - Voting closes at 12 noon
Wednesday 11 March 2020	Publication of Election Results
Friday 20 March 2020	Commencement Day for Successful Candidates

If an election is required, voter packs will be sent to all qualifying customers. The voter packs will consist of a voting paper, a candidate profile sheet and a postage paid return envelope for those wanting to postal vote.

Qualifying customers with multiple connections will receive a voting paper for each distinct connection. Where power accounts are in a joint or company name, the parties involved will need to decide who should exercise the vote on behalf of that entity.

ELECTION CAMPAIGNING AND HOARDINGS

CAMPAIGNING

- Election campaigning can commence anytime but must cease by the close of voting at 12 noon on Friday 6 March 2020.
- Voting Papers are not permitted to be collected from electors by candidates or their assistants. Each elector is required to post or deliver his or her own voting paper to the Returning Officer.
- No election campaigning material may contain an imitation voting paper which has the names of the candidates with any direction or indication as to the candidate a person should vote for, or in any way contain such direction or indication likely to unduly influence the voter.
- No election material can contain any untrue statement defamatory of any candidate and calculated to influence the vote of any elector.
- No election material may include any use of the MainPower NZ Ltd or MainPower Trust logo or letterhead.

ELECTION HOARDINGS

Any queries regarding election signs must be made to the respective District Councils, i.e. Waimakariri, Hurunui, and Kaikoura. Each council has its own specific rules regarding placement and sizes of election hoardings and signs etc.

All signs or structures must be removed by Friday 6 March 2020 at the latest.

ROLL

- The roll will be compiled from lists of consumers provided by the retailers of power within the Trust's area. The Returning Officer to the best of his ability will verify the integrity of the roll from the retailers' databases.
- Details appearing in the roll are electors names (listed alphabetically by surname, then first names), and ICP connection number. The qualifying address of the elector is shown alongside. No postal addresses or occupations will be made available to comply with privacy provisions.
- The roll's information will be valid as at 24 January 2020. If a qualifying customer has obtained a connection after this date, the customer will not be on the roll.
- Customers who believe they are eligible to vote but are not on the roll will need to provide evidence to the Returning Officer (copy of latest retail account showing ICP number) either prior to 6 March 2020, or make application for a Special Vote once the voting papers have been posted.

