

## 1 Delegation of Powers to Managing Director

In accordance with Article 11.1 of the Articles of Association of RZZT CIC, the Directors of RZZT CIC delegate the powers enumerated in schedule 1 of this instrument to the Managing Director.

## 2 Appointment of Managing Director

- (1) The Managing Director shall be appointed by the Directors after consultation with the Members.
- (2) Notwithstanding subsection (1), the Directors may defer the decision to appoint the Managing Director to the Members.
- (3) A decision made by the Members in accordance with subsection (2) shall be made by ordinary resolution.

## 3 Who May Be Appointed Managing Director

A person may be appointed as Managing Director if, in the opinion of the Directors, the person has relevant qualifications and experience, taking into account the size and maturity of the Company at the time.

## 4 Managing Director to Be Director

- (1) A person appointed as Managing Director shall be a Director or, if they are not already a Director, be appointed as a Director.
- (2) A person appointed as Managing Director shall remain a Director after they cease to be Managing Director, unless they otherwise cease to be a Director.

## 5 Tenure of Managing Director

- (1) Subject to section 6, a person appointed as Managing Director shall be appointed Managing Director for a period of 12 months.
- (2) A Managing Director's tenure may be renewed for successive periods of 12 months.

## 6 Termination of Managing Director

- (1) A person shall cease to be the Managing Director if:
  - (a) they are removed from the role of Managing Director by the Directors;
  - (b) they notify the Directors in writing of their resignation from the role of Managing Director;  
or
  - (c) they otherwise cease to be a Director.
- (2) The Directors must give the Managing Director 14 days' notice that they will cease to be the Managing Director, unless the reason for removal is misconduct, incompetence or criminality on the part of the Managing Director, as determined by the Directors.

## 7 Guiding Principles

The Managing Director must:

- (a) ensure the effective, efficient and innovative management of the Company;
- (b) provide strong and clear leadership;
- (c) act and behave with integrity at all times;
- (d) observe all internal policies, codes and guidelines set by the Directors;
- (e) promote a positive internal culture; and
- (f) maintain awareness of the external environment and position the Company accordingly.

## 8 Managing Director to Report Generally

The Managing Director shall inform the Directors as soon as feasible of:

- (a) unforeseen risks, of whatever nature, to the Company;
- (b) unforeseen interruptions to the Company's operations;
- (c) any matters that require the action or attention of the Directors; and
- (d) any matters that would assist the Directors in fulfilling their governance responsibilities.

## 9 Managing Director to Report Quarterly

- (1) The Managing Director shall report to the Directors on a quarterly basis, in such form as the Directors require.
- (2) Subject to subsection (3), the quarterly reports shall be due on the following dates:
  - (a) 8 October;
  - (b) 8 January;
  - (c) 8 April; and
  - (d) 8 July.
- (3) In the event that a reporting date does not fall on a business day, the relevant quarterly report shall be due on the next business day following the reporting date.
- (4) A quarterly report shall contain information about:
  - (a) the status of policies, strategies, directions and plans set or approved by the Directors;
  - (b) all events which have or may have an impact on the Company's activities and well-being; and
  - (c) any other matters as may be prescribed by the Directors.

## 10 Directors' Reserve Power

The Directors may direct the Managing Director to take, or refrain from taking, specific action.

## 11 Further Delegation

The Managing Director must not further delegate any of the powers delegated to the Managing Director without approval of the Directors.

## 12 Remuneration

- (1) Unless stated otherwise, the Managing Director shall be subject to all Company instruments concerning remuneration for out-of-pocket expenses.
- (2) The conflict of interest provisions in the Company's Articles of Association shall expressly apply to the Managing Director with regard to the Managing Directors' remuneration.

## 13 Certain Obligations Require Directors' Approval

- (1) The Managing Director must not commit the Company to:
  - (a) any financial obligations other than reasonable and ordinary business transactions; or
  - (b) any irrevocable obligation such as a partnership, sponsorship or endorsement, whether of a financial nature or otherwisewithout the prior approval of the Directors.
- (2) The Managing Director must not commit the Company to any transaction, obligation or liability the value of which exceeds US \$100.00 or 1% of the monthly income of the company, whichever is greater, without the prior approval of the Directors.

## Schedule 1 Powers and Responsibilities of the Managing Director

Subject to other provisions of this instrument, the Directors delegate to the Managing Director all powers necessary for the Managing Director to:

- (a) develop business plans, budgets and strategies for the Directors' consideration;
- (b) implement business plans, budgets and strategies approved by the Directors;
- (c) implement guidelines set by the Directors and ensure the Company operates within those guidelines;
- (d) make reasonable and ordinary business expenditure not exceeding any thresholds set by the Directors in this or any other instrument;
- (e) identify and manage risks, and develop risk-reduction and crisis-management strategies for the Directors' consideration;
- (f) cooperate with the Company Secretary in managing financial and other reporting, control and monitoring mechanisms;
- (g) appoint and oversee key management and staff; and
- (h) administer the day-to-day activities of the Company.