

Minutes of the 89th Annual General Meeting of YHA New Zealand
held at the Aldersgate Centre, Christchurch on
Saturday 20 March 2021, commencing at 9.00am.



Members present

- Colin Bendall, Dave Berry, Pat Campbell, Ann Cooper, Darin Cusack, Mark Ebrey, Ken Griffin, Hayley Groves (via live-stream), Harry Guitry, Warren Hall, Ivan Hibberd, Vivien Jones, Moira Lipyeat, Ian Lothian, John McCarthy (via live-stream), Maureen McCloy (via live-stream), Masako Mizusawa, George Murray, Jaya Prasannan (left meeting at 9:45am), Paul Reid, Ray Salter, Rachael Shadbolt, Gordon Solloway, Vivienne Strangman, Alan Tunnicliffe, Wendy Wallace, Bruce Ward, Nancy Ward, Mollie Woods, and Lolita Young.

In Attendance

- Leiali Al-Afrangi (Administration and Communications Coordinator), Rachelle Chadwick (Accounts Officer), Steve Kelsen (National Secretary and General Manager, Business Support), Brendon Norrie (Digital Systems Manager), Nikhil Rampal (Systems & Support Administrator), and Mark Wells (Chief Executive).
- George Forbes (Rhodes and Co., Lawyers), Adri Smit (Price Waterhouse Coopers, Auditors), and David Webb (Deloitte, financial advisors, via live-stream).
- John Reid (a member's father)

Chair

Nancy Ward.

1. Meeting Opening

1.1. Welcome

The Chair opened the meeting and welcomed members to the 89th Annual General Meeting of the YHA. She then reminded the members of YHA's Aims and Objects as set out in YHA's Constitution. She informed members that the meeting would be run in accordance with YHA's values of respect, integrity, passion and excellence, and that it would be managed in accordance with the Standing Orders set out in the Constitution.

She then advised that the AGM was being streamed live via Zoom and that the live-stream would be recorded.

1.2. Apologies

Bruce Bertram, Mollie Bertram, James Bishop, Bruce Church, Robert Clarkson, Clive Croy, Mary Croy, Amanda Gower, Gary Gower, Rod Hamilton, Peggy Jack, Coral Laughton, Ben Mitchell, Bill Morris, Henry Nugteren, Jean Park, Ian Park, Donald Paterson, Grant Platt, Gaynor Thacker, John Thacker, and Gilbert Whalley.

89/1 Resolved that the above apologies be accepted.

1.3. Quorum

The Chair advised that the quorum requirement of 15 members has been achieved with 30 Senior Financial Members present.

1.4. Adoption of the Agenda

The Chair advised she had received one item of General Business and would call for other items under agenda item 9.

89/2 Resolved that the agenda be approved.

2. Introductions

2.1. National Board

The Chair introduced the other National Board members present: Darin Cusack, Ian Lothian, and Rachael Shadbolt, and advised that Hayley Groves was attending via live-stream. She also introduced the National Board Members Elect who were present, Mark Ebrey and Harry Guitry.

1.1. Guests

Mark Wells introduced the guests and thanked them for their attendance: George Forbes (Rhodes and Co.), Adri Smit (Price Waterhouse Coopers), and David Webb (Deloitte).

1.2. Honorary Life Members

The Chair introduced the Honorary Life Members present: Dave Berry, Harry Guitry, Moira Lipyeat, Gordon Solloway, and Bruce Ward. She thanked them for their service to YHA and asked the meeting to acknowledge them.

1.3. YHA Staff

The Chair introduced the YHA staff members present at the meeting:

Mark Wells, Steve Kelsen, Leiali Al-Afrangi, Rachele Chadwick, Nikhil Rampal, and Brendon Norrie.

2. In Memoriam

The Chair asked the meeting to take a moment to remember those members whose passing has been advised to YHA since the last AGM: Malcolm White (Greymouth); Charlie Smith (Paraparaumu), Derek Lipyeat (Christchurch); Arthur Bluck (Napier); Erin Ryan (Christchurch); Helen Margaret Trew (Timaru); Janice Craw (Christchurch); Ann Blair (Rangiora); Andrew Glover (Tuakau); Angus MacDonald (Auckland); Valda Hendrikse (Hamilton); Lorna Weeks (Hamilton); Valerie Amos (Lower Hutt); Dorothy Hyland (Pukekohe); William Bell (Auckland); John Atkinson (Lower Hutt); and Dorothy Bendall (Tauranga).

3. Minutes

3.1. Confirmation of minutes of the previous Annual General Meeting

89/3 Resolved that the minutes of the 88th Annual General Meeting are a true and accurate record of the meeting and be approved.

3.2. Matters Arising

The Chair advised that the governance and membership review is on-hold while the National Board and management focus on YHA's response to the Covid-19 pandemic and its impact on YHA.

4. Announcement of Election Results

4.1. National Board

The Chair offered her thanks to the candidates who offered themselves for election. She advised that four nominations had been accepted for the four vacancies and that Ian Lothian, Maureen McCloy; Harry Guitry; and Mark Ebrey had been declared elected by the Electoral Officer (*Appendix 1*).

4.2. Honorary Vice-Presidents

The Chair advised that no nominations had been received for the two vacant Honorary Vice President positions and that, as a result, Dave Berry and Bruce Ward would continue as the only two Honorary Vice Presidents.

4.3. Constitutional Notices of Motion

The Chair announced that no Constitutional Notices of Motion had been received.

5. Annual Report and Financial Statements

5.1. Chair's Address

The Chair reported that the 2019/20 year had started well, with positive trading results. She also noted that this positive performance was tempered somewhat by cashflow constraints which will be reported on by management.

However, Covid-19 was a shock-event that no amount of scenario planning could have prepared YHA for. It had a dramatic impact on revenue, which created serious challenges for YHA. The Governance workload increased markedly as a result, and required a more hands-on role to support management and navigate through the situation.

Financial challenges were met in the short-term through support from the BNZ, Government Covid-19 wage subsidy support, cost management, and a reduction in staffing levels to a skeleton structure. In the medium-term the financial challenges were met through the sale of hostel properties, and this is also reported on by management.

The Chair thanked Deloitte for the major role it played in securing interim BNZ support and in the development and execution of the sale of properties, which was the only alternative option to winding up YHA.

She also spoke about governance challenges faced by the National Board during the year. Specifically, the Board:

- had to manage a number of changes in members with the resignation of Ken Griffin prior to year-end and the further, separate, resignations of Ross Butler, Jaya Prasannan and Mark Ebrey in the early part of first quarter of the current financial year.
- Co-opted Darin Cusack and Rachael Shadbolt in the first quarter of our current year and made its first intern-director appointment of James Bishop
- were required to work through some financial claims and some conduct matters. The matters were investigated by both an independent lawyer engaged by the Board specifically for people conduct purposes, and by the auditors, who extended their audit procedure in relation to financial matters.

The Chair advised that for privacy reasons she is not at liberty to divulge any further details, other than to report that these investigations are at an end, that our auditors found no evidence of fraud or any illegal acts, and that no further actions by the Board are envisaged.

She noted that, regrettably, these governance challenges had caused considerable distraction and cost for YHA at a time when there was a need for a single-minded focus on our financial position.

In relation to YHA's financial performance and ability to continue as a going concern, the Chair reported that the Board considers our financial result satisfactory given the loss of revenue through the last quarter and the revaluation of land and buildings. She advised that YHA faces an ongoing financial challenge and has put in place the Covid-19 Operational Plan to manage our costs and so meet these challenges.

She also reported that the Board has cautious optimism about our future, which the Chief Executive addresses in his presentation.

The Chair highlighted to members the tremendous hard work and dedication that the Chief Executive and management team have put into YHA during the year and she thanked them on behalf of the Board.

She also acknowledged her Board colleagues, noting that they have performed beyond the call-of-duty and made positive contributions to both our organisational and governance challenges.

In summary, the Chair noted that, like many businesses and especially the tourism industry, it has been a very tough year for YHA. But she stated that "we are still here and we are enthusiastically looking forward to rebuilding the YHA and putting it on a firm financial footing."

5.2. Chief Executive's Address

The Chief Executive welcomed members to the AGM, noted his sadness at being at an AGM where Derek Lipyeat was absent, and offered his condolences to Moira.

The Chief Executive spoke to the power point attached as *Appendix 2*. This included:

- Reference to YHA's Mission, Values, Commitments which, he informed members, underpin all YHA'S actions and decisions
- The current hostel network of 33 which includes 11 YHA-operated hostels, and 22 third-party operated hostels. He advised that YHA Auckland City and YHA Rolleston House had been closed as they were not needed to meet demand. He also reported that our associate partners at Ohakune and Oamaru (Red Kettle) are about to leave the network as they have been sold, and that other associates are struggling for survival.
- Pre-Covid-19 key performance metrics included:
 - Occupancy levels of 78% which were up on the prior year (77%)
 - Overnights up 15.5% on the year before, reflecting the impact of Tekapo which had occupancy of 90%
 - Yield of \$37.93, a 2% increase year on year
 - An 18% increase in accommodation revenue
 - Our Dog Friday revenue of \$993k gross and \$142k net, and
 - A market split of 16% domestic guests and 84% international travellers.
- Pre-Covid-19 cash-flow pressure which led to:
 - A breach in our debt covenant and engagement with YHA's bank, the BNZ
 - A review of our financial management and reporting to ensure improved alerts and transparency, and
 - The instigation of the Living Within Our Means project with a goal of increasing revenue and reducing costs by \$800,000 annually.
- The Covid-19 pandemic leading to border closures in March 2020 and:
 - March accommodation revenue of \$1.05 million compared to \$1.37m in the prior year
 - The closure and re-opening of the network
 - A fourth quarter drop in revenue of 78%, from \$2.67 million to \$571,000
- The Board and management immediately responded by:
 - Implemented marketing tactics appropriate for the local market
 - Applying for and receiving the Government's Covid-19 wage subsidy
 - Confining expenditure to essential costs only
 - Seeking rent relief from landlords
 - Working with creditors on deferred payment terms
 - Reducing our workforce to a skeleton staff and implementing salary sacrifice by senior staff
 - Initiating a dialogue with the BNZ
 - Development of scenario based financial modelling
 - Determination that up to \$6 million of additional borrowing was needed to support trading losses through Covid-19
 - The engagement of a specialist recovery team from Deloitte, and
 - The development of a divestment strategy
- To recapitalise YHA, the following actions were taken:
 - The surrender of the Rolleston House lease at a cost of \$75,000 but saving over \$800,000 over the remaining term of the lease

- Selling the YHA Auckland City property for its \$7 million valuation
- Entering into a partnership relationship with Real Property Limited (RPL) which included:
 - o The sale and leaseback of Rotorua, Wellington, Tekapo and Wanaka properties
 - o A loan from RPL to YHA
 - o Financial support for YHA through the Covid-19 period
 - o Revaluation of properties post Covid-19 with the potential reduction in the amount of the loan
 - o First right of refusal for RPL should YHA sell other property, and
 - o Future development opportunities together.
- Following these actions:
 - YHA has cleared its debt to the BNZ, paid overdue creditors, and has a fund of working capital
 - Trading to 31 December 2021 has exceed expectations by \$580,000
 - Our domestic FIT market has increased by 67% on the previous year, and
 - We are forecasting cash on hand at 30 June 2021 of \$2.5 million.
- The Board and management have implemented a Covid-19 Operational Plan which has an overall goal of ensuring that YHA survives to participate and thrive in a recovering tourism sector. It has three core dimensions:
 - Financial Performance – making sure our working capital outlasts the border closure
 - Leadership and Communication – ensuring informed and positively engaged stakeholders, including staff and members
 - Product Review – maximising the return from our facilities

The Chief Executive informed members that YHA’s position remains precarious and requires very careful management. He reported that the National Board and management have taken, and continue to take, those actions which will ensure YHA’s participation in a recovering sector, and noted that this comes with a cost to both our staff and our facilities. Nevertheless, he spoke of his cautious optimism on the back of the vaccine roll-out, positive signs in relation to the opening of a trans-Tasman bubble, the relationship with RPL, YHA’s balance sheet, and our planning and positioning.

In conclusion the Chief Executive acknowledged the dedication and professionalism of the National Board, his Senior Leadership Colleagues, and YHA staff.

5.3. Presentation of the Annual Financial Statements

The General Manager, Business Support (GMBS) spoke to the power point attached as *Appendix 3*. During the presentation he reported:

Pre-Covid

- With annual budget targets of \$16.8 million revenue, a deficit of \$1.5 million, and a net cash inflow of \$1.2 million YHA was within \$25,000 of budget at the end of February
- However, late in 2019 the Board and management became concerned about YHA’s limited reserves and the impact a shock event could have on cashflow. Also, poor weather and flooding in the South Island during December 2020 impacted our pre-Christmas trading
- Based on the poor December results we breached our covenant with the BNZ
- We also realised that our forecasting included outdated assumptions which over-estimated our predicted cash holdings
- As a result, it became apparent that planned future reductions in our overdraft limit couldn’t be offset by expected income
- A Strategy Workshop took place in January 2020, facilitated by Deloitte, to plan how to address this and to build financial resilience. That workshop determined that we needed to do several things:

- Rebuild our financial forecasting models and have them externally reviewed
- Improve our management and Board reporting to improve disclosure and make it easier to predict future problems
- Take steps to increase revenue and reduce costs – LWOM project (introduction of revenue manager, YHA Tours product, and cost reductions)
- Reassure the bank and refinance the debt

Post-Covid

- Because of border closures and the New Zealand lockdowns FY20 revenue was \$3.4m below budget (excluding the Crown’s Covid-19 Wage Subsidy). We were very pleased with our ability to reduce costs when the borders closed and hostel managers deserve a great deal of thanks for their positive response to YHA’s financial situation. However, hostels have a lot of fixed costs (including rent, rates, insurance, compliance, and repairs and maintenance), so our total expenditure savings in the second half of the financial year was \$1.2 million.
- At the same time, we rebuilt our financial forecasting models and had them externally reviewed.
- With the assistance of Deloitte, the Board and management considered our medium and long-term response. YHA needed sufficient funds to be able to cover operating losses until tourism numbers recover. However:
 - With borders closed there was limited ability to increase revenue
 - The BNZ had advised we were ‘outside it’s risk appetite and it was unwilling to increase debt (beyond short term increases to overdraft)
 - We looked at mothballing hostels and partial mothballing but only very limited savings were possible
 - As a charity, YHA’s ability to find new funding is limited and although we considered options including philanthropy and Crown funding neither was forthcoming.
 - Our conclusion was that the only realistic and achievable solution was asset sales

Financial Statements

- Although there was little difference in our year-on-year revenue, FY20 revenue was \$3.4m below budget (excluding the Crown’s Covid-19 Wage Subsidy) reflecting the effect of lockdown
- We were very pleased with our ability to reduce costs when the borders closed, with savings against budget of \$1.2 million in the second half of the year
- Interest increased in FY20. This was partly planned in relation to Tekapo, but also due to the increasing overdraft we needed to operate through Covid-19
- The biggest impact on YHA’s bottom line was the write-down in asset values:
 - Tourism assets were selling for 15-25% below their pre-Covid-19 valuations
 - Although Auckland City sold at its pre-Covid valuation, this was because it could be easily converted to alternate use
 - YHA’s other hostels’ values at year-end were at a 20% discount on pre-Covid-19 valuations
 - With tourism properties were being sold at 15-25% below their pre-Covid-19 valuations we had to reflect that reduction in our hostel assets – shaving \$4.4m off their values. We also had to write off the goodwill on YHA Rotorua, adding a further \$1.4m to the deficit.
 - This market value was reflected in the sale price to RPL. However, the sale and purchase agreements allow for the repricing of the sale transaction once borders reopen, this ensures that the sale price is not at a distressed value
- Altogether that adds up to a \$9m deficit and our Association Funds have gone down by the same amount. However, despite the deficit, our net cash outflow from operations was only \$0.9m and the achievements of Hostels Managers and National Office in minimising our cash-burn have been outstanding.

The GMBS advised members that the significant delay in preparing the Annual Financial Statements and the Annual Report were the result of the impact of Covid-19 on YHA's asset values and our consideration of the going concern assumption.

The going concern assumption which underpins financial statements is the reasonable, and provable, belief that your organisation will survive for at least 12 months beyond the date when the financial statements are approved. If that assumption doesn't apply it means that you're in a position where you must seriously contemplate winding up. You may be forced into a fire-sale of assets so you can't expect to get their full value. In our case, the Board needed to be in a position where it could honestly state that, despite Covid-19, YHA would survive at least another 12 months. We also needed to be able to provide evidence of both going concern and the value of our hostel assets that to our auditors we needed the hostel sales process to be complete.

The GMBS referred members to the 'disclaimer' issued by YHA's auditor. He advised that, because we don't know when borders will reopen, there is material uncertainty about our future revenue. And, although YHA has money in the bank, it cannot operate forever if borders remain closed. YHA's auditors draw attention to this and note that they "were unable to obtain sufficient appropriate audit evidence" to determine whether we are a going concern. Adri Smit, YHA's auditor, then spoke to the meeting using an 'amber traffic light' analogy to explain the disclaimed opinion.

The GMBS also advised members that allegations were made to YHA's auditors about: (1) the completeness and accuracy of reporting to the Board; and (2) the potential existence of substantial unrecorded liabilities. In response auditors extended their usual procedures to investigate these allegations and specifically tested for fraud. They found some historic unrecorded liabilities which were not material, and no concrete evidence to suggest that this was the result of any intentional manipulation.

In conclusion the GMBS outlined YHA's financial forecasting and explained that the current central forecast shows: FY21 revenue of \$6.5 million (compared to \$14.5 million in FY20); a cash outflow of \$4.8 million; and cash on hand at 30 June of \$2.5m. He noted that cash management remains critical and YHA is continuing to reduce its costs by:

- Restructuring senior management
- Seeking further rental reductions
- Making more reductions in National Office costs (e.g. ICT and marketing), and
- Continuing to look for efficiencies in hostel operations.

5.4. Adoption of the Annual Report

Before moving that the 2020 Annual Report be adopted the Chair called for questions from the floor.

- What has been the impact of Covid-19 on staffing?
 - The GMBS advised that staffing has reduced from peak-season staffing of approximately 160, including casual and fixed term staff, to approximately 65 full-time-equivalent staff
- What has happened with the lease of National Office?
 - The GMBS replied that our landlord was very supportive during the Covid-19 lockdown in 2020 and gave us a significant discount on our lease payments. We are now negotiating with him about a reduction in rented floorspace and this is expected to result in a reduction in our lease obligations.
- What is the hurdle for sufficient appropriate evidence to convince auditors that YHA is a going concern? And is the situation being faced by YHA the same as 90% of other tourism operators?
 - Adri Smit, PwC auditor, responded by reading the relevant section of her opinion and noted that auditors would require greater certainty about the Board's plans around asset sales or other possible sources of additional funding to support operations through and beyond Covid-19. She also agreed that this uncertainty is widespread amongst tourism operators.

- What is the expected consequence of a trans-Tasman travel bubble opening?
 - The CE advised that Australia has been YHA's fourth biggest source market and has the potential to generate significant overnights per year and is therefore very significant to us.
- There was consideration of the sale of Auckland International, Mt Cook and Queenstown Central. Why were these not included in the sale to RPL?
 - The CE advised that these were less desirable to a buyer because they are all on leased land, and the four hostels that were sold had levels of trading which better supported the payment of rent. The GMBS also reported that the transaction value of \$30 million was at a level which gave YHA the cash we expected to need to trade through Covid-19 while not selling too many of our hostel assets.
- What's the range of expectation between the central financial forecast and the less optimistic forecasts?
 - The GMBS advised that the central forecasts assume the resumption of travel from Australia in October and then progressively from other countries beginning in January 2022. The worst-case scenario forecasts show that YHA continues to have working capital through until February 2022, and the best case through until end of 2022. However, the Board and management are still seeking to reduce costs, and this will extend those projections, and the opening of borders with Australia which may take place in April will also improve those forecasts.
- Why doesn't the Annual Report reflect the contribution made to YHA by the Chair who resigned during 2020?
 - Following his resignation, that Chair asked that communication with members about him should simply note his resignation. Also, in approving the Annual Report the current National Board members had to make a judgement about YHA's status as a going concern. When drafting the Annual Report, we needed to avoid any implication that previous Board members had been involved in that decision, and therefore references to prior Board members is very limited.
- If we sell more assets what have we got to fall back on?
 - The CE queried whether YHA exists to hold property or to provide accommodation to travellers. He noted that YHA's challenge is to ensure that we achieve a level of trading that it can sustain, irrespective of whether we continue to hold property. He also advised that YHA still has assets and a reasonable balance sheet. The CE also advised that, if we have to consider selling more assets, we will first need to complete the financial analysis that tells us that selling those assets is supporting a more sustainable business model. If not, then we come back to the going concern question about whether we can continue to trade.
- A member pointed out that there was an error of fact in the audit statement "*... unless the National Board either intend to liquidate the Association or cease operations ...*" as the Board only has the power to recommend such a course of action to the members for decision by ballot.

89/4 Resolved that the YHA New Zealand 2020 Annual Report be adopted.

5.5. Adoption of the Annual Financial Statements

It was noted that, in adopting the Annual Financial Statements, the membership is not making a statement about the going concern of the organisation.

89/5 Resolved that YHA New Zealand's Financial Statements for the year ending 30 June 2019 be adopted.

5.6. Confirmation of Auditors

89/6 Resolved that PwC be confirmed as YHA New Zealand's Auditors for the year ending June 2021.

6. Award Nominations and Presentations

The Chair announced that Ray Salter had been nominated for an Honorary Life Membership. She outlined his service on the YHA National Board and acknowledged the significant contribution Ray has made to the organisation over a long period of time.

89/7 Resolved by acclamation that the Annual General Meeting award Honorary Life Membership to Ray Salter.

7. General Business

7.1. 2021 AGM date and location

The Chair announced that the next AGM will be held in Wellington on 30 October 2021.

7.2. Electoral Process

A member expressed concern that elections had been postponed as a result of the deferral of the AGM. The Chair asked George Forbes, YHA's constitutional lawyer to respond. He advised that the Constitution links the timing of the electoral process with the AGM, and the dates of the election had been moved in sync with the AGM. The CE also advised that, following the deferral of the AGM, more members had become eligible for nomination to the National Board and deferring the election provided them with an opportunity to participate in the democratic process.

The member also advised that he had been the nominator of a candidate who had been deemed ineligible for election by the National Board. He considered that, as the nominator, he should have been formally advised of that Board decision. He also suggested that, although no election had taken place, the Candidate Statements provided by those candidates appointed to the National Board, should have been circulated to members.

Another member supported and encouraged the Board to co-opt suitably qualified Board members so that the Board can be drawn from a broader group than just YHA members.

In response to a question, the Chair advised that the Board had exercised its right under the Constitution to exclude one candidate from Board elections due to a conflict of interest.

7.3. Communication

A member encouraged the Board and management to communicate regularly with members and suggested the regular use of emails. The CE replied that YHA is committed to its communication with members and its most regular method is through YHA News, which is emailed and/or mailed to members. He asked that members who are not receiving YHA News to contact National Office so we can add them to the distribution list.

7.4. Constitutional Review

A member suggested to the Board that it begin discussions with members regarding the Constitution so that members can consider possible changes before the new Incorporated Societies Bill becomes law.

7.5. Property

A member asked whether the Hereford Street Hostel has sufficient fire escapes. The CE advised that staff are very mindful of safety and that all hostels comply with fire safety regulations.

7.6. Future Planning

In response to a question, the Chair advised that the Board and management's focus at the moment is survival and the Covid-19 Operational Plan was developed as a result, but that, in time, YHA would return to its historic practice of operating both strategic and annual plans.

8. Closure

Prior to closing the CE acknowledged the commitment of Board members to YHA, advising members that the Board had gone beyond the call of duty in 2020. He also acknowledged the work of staff over the previous year and in supporting the AGM.

There being no further questions the meeting was closed at 12:04pm.

Notice of Election Results



YHA New Zealand Elections 2021

Confirmed Candidates

Nominations for the YHA New Zealand elections 2021 closed at 12 noon on Friday 29 January 2021. The following confirmed nominations have been accepted.

National Board (four vacancies)

EBREY Mark	Taumarunui
LOTHIAN Ian	Christchurch
GUITRY Harry	Cromwell
McCLOY Maureen	Christchurch

As the required number of valid nominations has been received, I declare **Mark EBREY, Ian LOTHIAN, Harry GUITRY** and **Maureen McCLOY** elected to the National Board unopposed and shall take office at the conclusion of the Annual General Meeting to be held on Saturday 20 March 2021.

No nominations were received for Honorary Vice President.

For further details call the election helpline on 0800 666 044 or contact the Returning Officer, Warwick Lampp at iro@electionz.com.

Warwick Lampp
Returning Officer – YHA New Zealand
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