

Angel HQ Members' Charter

1. The purpose of this document is to capture rules/ requirements/ expectations of members of Angel HQ Incorporated (Angel HQ or the Club)
2. Angel HQ is an incorporated society that exists to promote Angel Investment within the Wellington Region and wider New Zealand. The Club functions through the hard work and coordination of our members.
3. Membership
 - 3.1. Membership is at the discretion of the Board of Angel HQ (the Board)
 - 3.2. Members must qualify as a wholesale investor under the requirements of the Financial Markets Conduct Act or otherwise meet the requirements set down by the Board from time to time.
 - 3.3. Membership is maintained by meeting the expectations of behavior and participation (see section 4), remaining qualified under relevant legislation and the payment of required annual fees.
 - 3.4. Annual membership fees are currently set at \$575 (inc GST) and the Board may review this figure from time to time.
4. Behavior and participation
 - 4.1. Matters communicated within the Club and at club nights or investment evenings are deemed to be strictly confidential. Members are expected to abide by this confidentiality and to alert the Club Manager or Board of any conflicts of interest (including any potential or perceived conflicts of interest).
 - 4.2. Entrepreneurs/founders and co-founders can expect from the Club (and its members) prompt, objective and constructive guidance in their dealings. We challenge entrepreneurs/founders with respect and in the interests of best outcomes for all parties. We want entrepreneurs/founders to take away knowledge from their interactions with the Club (and our members) even if they don't receive investment from our members.
 - 4.3. We are a club of investors. No expectation of investment is placed on members in the first 6 months of membership. After this time, a

guideline for a minimum investment level would be \$25k of investment over 24 months.

- 4.4. Members are expected to attend at least half of our meetings and investment nights each year.
 - 4.5. There are more ways than just money to contribute to the Club. The Club requires contributions of time, experience and networks to grow and survive. Members are expected to help out where they can, as and when they are available.
 - 4.6. Our deals rely on leadership from Members. This leadership role is essential to our club and requires support from other members. Members commit to support deal leads where they can. This may be with contacts or expertise but also includes prompt responses and considered feedback.
 - 4.7. Members are expected to take an interest in their professional development as Angel investors. This is likely to include participation in free and paid education sessions. The Club sets aside a budget for education and provides a number of subsidies to members for attendance at various such events from time to time.
 - 4.8. Our members represent the club positively to others and are welcome to invite guests to become part of the club. For many of our events it is important that direct invitations are made so guests should be invited through the Club Manager.
 - 4.9. Our members are expected to share appropriate investment opportunities with the Club. Much of our dealflow comes from our members' direct connections.
 - 4.10. Members should not undertake a direct private investment in an opportunity introduced through the Club (outside of the Club) without seeking prior approval from the Board.
5. The Board
 - 5.1. The Board is appointed as set out in our documents of incorporation.
 - 5.2. Board members are expected to attend at least half of the Board meetings in a given year.

- 5.3. Board members also become directors of our nominee company.
- 5.4. Board members are expected to represent the Club positively and take responsibility for the interests of our Members.
- 5.5. The Board may establish Committees from time to time, constituted of board members and other participants who bring relevant skill or capacity.

6. Due Diligence

- 6.1. Our Club recognises the importance of due diligence and its direct impact on the success of an angel deal.
- 6.2. Deal leads and due diligence teams recognise the need to be thorough will be balanced against the need to complete due diligence in a timely manner. When making investment decisions, members will evaluate each deal based on their own research and assessment of the commercial opportunity. Any due diligence report should simply be used as a basis for any further enquiry and verification and members should not rely on it as any more than one opinion.
- 6.3. No investor will place reliance on satisfactory completion of a due diligence process as a sign of the ability or the future success of a venture. Where reliance is placed on due diligence completed by members of our club there is no recourse against those members or the Club. Where reliance is placed on another fund or network's completion of due diligence there is no recourse against that fund, network or the Club.