



Relationships Aotearoa Incorporated (In Interim Liquidation) Interim Liquidators' First Report

Charitable Trust number:210500

Introduction

Relationships Aotearoa Incorporated (In Interim Liquidation) ("the Society") was placed into interim liquidation by the High Court at the request of the Registrar of Incorporated Societies on 12 June 2015 pursuant to the Companies Act 1993 and the Incorporated Societies Act 1908. John Fisk and Jeremy Morley are the appointed joint and several interim liquidators of the Society.

The appointment of interim liquidators was subsequent to an order of the High Court at Wellington dated 19 May 2015, ordering that John Fisk and Jeremy Morley may be appointed liquidators of the Society under section 280 of the Companies Act 1993. The appointment of interim liquidators is subject to the following terms:

- The originating application, the affidavit in support, and the order made by the Court be served on all known creditors of the Society at the same time and in the same manner as the liquidators' first report.
- That the creditors of the society have leave to apply to the Court within 10 working days to set aside the appointment of Messrs Fisk and Morley as Interim Liquidators of the Society.

Restrictions

This report has been prepared by us in accordance with and for the purpose of section 255 of the Companies Act 1993, pursuant to section 26(3) of the Incorporated Societies Act 1908. It is prepared for the sole purpose of reporting on the state of affairs with respect to the Society and the conduct of the liquidation.

This report is subject to the restrictions set out at Appendix A. In particular, all information contained in this report is provided in accordance with section 255 of the Companies Act 1993. Furthermore, in preparing this report we have relied upon and not independently verified or audited information or explanations provided to us.

Attachments

Please find attached the following documents:

- Appendix A - Restrictions to the report
- Appendix B - Notice of Interim Liquidators' Decision to Dispense with Meeting of Creditors



- Appendix C - Listing of known creditors and their addresses as required by section 255(2)(c) of the Companies Act 1993. This listing is based on information available to the interim liquidators at the date of this report. If you are aware of other creditors not included in this listing please urgently advise the interim liquidators.
- Appendix D - Creditors Claim Form
- Appendix E - Copy of the without notice application to the High Court and the order of the High Court, as referred to above.
- Appendix F - Copy of the “affidavit in support” as referred to above.

Background

The Society was incorporated on 5 April 1954 as the National Marriage Guidance Council of New Zealand and the Society changed its name to Relationships Aotearoa Incorporated in December 2012. The Society was New Zealand’s largest professional counselling and family therapy provider and provided counselling services across New Zealand, predominantly in respect of contracts held with the Ministry of Social Development, the Ministry of Justice, the Department of Corrections and the Earthquake Commission.

Reasons for Liquidation

Following on-going financial difficulties, the Board of Governance of the Society requested the Registrar of Incorporated Societies appoint liquidators to the Society. Following this request the Society ceased trading on 9 June 2015, prior to the appointment of interim liquidators.

An application by the Registrar of Incorporated Societies for appointment of liquidators is to be heard in the Wellington High Court on 14 July 2015.

During the liquidation we will investigate the actions of the directors to ensure all relevant legislation has been complied with.

Assets and potential realisations

As at the date of interim liquidation the Society’s assets consisted of cash holdings (which were frozen on our appointment), various IT and office equipment located at each of the 35 offices across the country, book debts, and work completed but not invoiced.

Following our attention to time critical matters, an investigation into the book debts and work completed will be performed to determine their recoverability.

An investigation into the Society will be carried out to determine if there are any other assets of which we are not aware and if there are any other potential avenues for recovery.

Confidential patient records

Prior to our appointment, management arranged for hard copies of the client records at each office to be boxed and secured at each site. At the date of this report, the interim liquidators are in the process of having these records moved to a central location. Following consent from clients, these files may then be transferred to a new provider of counselling services or may be returned to the clients themselves.



Insolvent transactions and potential breaches of legislation

An investigation into the books, records and affairs of the Society will be conducted to determine:

- if any insolvent transactions have occurred; and
- if there have been any breaches of legislation by the Society or its officers

If any insolvent transactions or breaches of legislation have occurred we will consider making any claims that will increase the recovery available to creditors.

Where sufficient evidence exists, breaches of legislation will be reported to the relevant authorities.

Employees

Prior to our appointment we understand all previous employees of the Society had their employment with the Society terminated and had been paid in full. Since our appointment we have been working to confirm this.

We understand that another provider of counselling services has re-employed approximately 60% of the counselling staff.

As Interim Liquidators we are seeking to retain the services of a small number of the Society's office staff on an as-needed basis to assist with the retrieval and clarification of Society and client records.

Creditors with security interests

A search of the Personal Property Securities Register disclosed the following security interest(s) registered against the Society at the date of liquidation:

Financing Statement	Secured Party	Date	Collateral Type	Asset(s) Description
F50FR15D9DoS7336/C0009	Sharp Corporation Of NZ Limited	22/07/2009	Goods - Other	Various specified copiers
F283M46G7402ET09/C0001	Flexigroup NZ SPV3 Limited	21/12/2010	Goods - Other	Telephone systems and equipment
FW18T6F3741R6B59/C0001	Flexigroup NZ SPV3 Limited	28/02/2011	Goods - Other	Telephone systems and equipment
FR7249P59B87TJ31/C0001	Flexigroup NZ SPV3 Limited	23/12/2011	Goods - Other	Telephone systems and equipment
FW5S9J939922GY50/C0001	Flexigroup NZ SPV3 Limited	20/03/2012	Goods - Other	Telephone systems and equipment
F21593FN1U9U9792/C0001	Flexigroup NZ SPV3 Limited	27/03/2012	Goods – Other	Telephone systems and equipment
FJ74MKoY2J298152/C0008	Fleetpartners NZ	19/04/2012	Goods – Motor Vehicles	Suzuki Swift GHJ432
FU1P3T7oVS495433/C0007	Fleetpartners NZ	01/10/2013	Goods – Motor Vehicles	Suzuki Swift HBU929
F2696J3BoR4Z1H27	Telecom Rentals Limited	20/08/2014	Goods - Other	All present and after acquired personal property

Preferential Creditors

To date we have not received any claims from preferential creditors. We have yet to receive a preferential claim from the Inland Revenue Department in respect of unpaid PAYE and GST, but



have been informed that at the date of liquidation a credit balance was held by the Inland Revenue Department.

Financial Statements

The most recent available annual financial statements are for the year ended 30 June 2014, however we have received access to the Society's bookkeeping software which is up to date as of 29 May 2015.

Conduct and estimated completion date of liquidation

It is not practicable to provide an estimated date for the completion of the liquidation at this stage.

Should you have any information that you believe would lead to realisations for the benefit of creditors, please set it out in writing, attaching copies of all documentary evidence, and send it to the interim liquidators. Please note that the interim liquidators can only act on written information as telephone or other conversations will be regarded as hearsay by any Court.

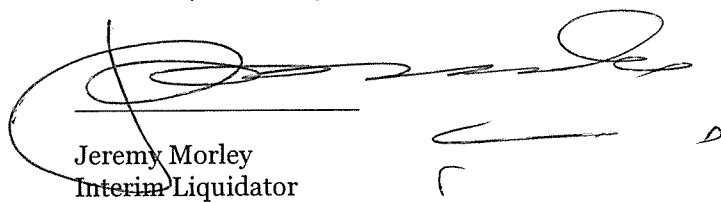
Reporting

Reports on the conduct of the liquidation and on proposals for completion of the liquidation will be prepared and distributed six monthly in accordance with section 255 of the Companies Act 1993. A final report will also be prepared and distributed in accordance with section 257 of the Companies Act 1993 at the completion of the liquidation.

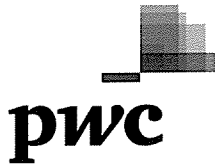
Contact Details

The interim liquidators can be contacted at PricewaterhouseCoopers, 113-119 The Terrace, Wellington, (PO Box 243, Wellington) or on telephone (04) 462 7053. Enquiries should be directed to Richard Nacey during normal business hours. If you have not already done so, please submit your proof of debt as soon as possible.

Dated: 24 June 2015



Jeremy Morley
Interim Liquidator



Appendix A

Restrictions

All information contained in this report is provided in accordance with section 255 of the Companies Act 1993 pursuant to section 26 of the Incorporated Societies Act 1908.

The statements and opinions expressed herein have been made in good faith, and on the basis that all information relied upon is true and accurate in all material respects, and not misleading by reason of omission or otherwise.

We have not independently verified the accuracy of information provided to us, and have not conducted any form of audit in respect of the Society. Accordingly, we express no opinion on the reliability, accuracy, or completeness of the information provided to us and upon which we have relied. Whilst all care and attention has been taken in compiling this report, we do not accept any liability whatsoever arising from this report.

The statements and opinions expressed in this report are based on information available as at the date of the report.

We reserve the right, but will be under no obligation, to review or amend our report, if any additional information, which was in existence on the date of this report was not brought to our attention, or subsequently comes to light.

We have relied on forecasts and assumptions prepared by the Society about future events which, by their nature, are not able to be independently verified. Inevitably, some assumptions may not materialise and unanticipated events and circumstances are likely to occur. Therefore, actual results in the future will vary from the forecasts upon which we have relied. These variations may be material.

In addition the following should be noted:

- Certain numbers included in tables throughout this report have been rounded and therefore do not add exactly.
- Unless otherwise stated all amounts are stated in New Zealand dollars.



Appendix B

IMPORTANT NOTICE – PLEASE READ

Notice of Interim Liquidators' Decision to Dispense with Meeting of Creditors pursuant to Section 245 of the Companies Act 1993

Having regard to the assets and liabilities of the society, the likely result of the liquidation of the company and other relevant matters, the interim liquidators have decided pursuant to Section 245 of the Companies Act 1993 to dispense with the meeting of creditors. The reason for this is that there are no issues that would require consideration by creditors.

You are advised that should you desire a meeting for the purposes of appointing an interim liquidator in place of John Fisk and Jeremy Morley, and/or a Liquidation Committee, notice in writing to the interim liquidators is required within 10 working days of receiving this notice.

You are also advised that section 314 of the Companies Act 1993 permits any creditor or shareholder of the society to request the interim liquidators in writing (at any time during the course of the liquidation) to call a meeting of creditors or shareholders for the purpose of:

- voting on a proposal that a liquidation committee be appointed to act with the liquidator;
- and
- to choose the members of the committee.

Dated: 24 June 2015

Jeremy Morley
Interim Liquidator

Appendix C

Relationships Aotearoa Incorporated (In Interim Liquidation) Schedule of Creditors As at 12 June 2015

Name	Address		City
31 Counsellors*			
Active Cleaning Services (2013) Ltd	16 Parata Street	Two Mile Bay	Taupo 3330
AG Investment Ltd	350 Plymouth Road RD 4	New Plymouth 4374	
Airtech NZ Ltd	PO Box 8314	Riccarton	Christchurch
Alarm Solutions 2002 Ltd	PO Box 7634	Christchurch 8240	
AlSCO - Auckland	PO Box 8860	Symonds Street	Auckland
AlSCO NZTS (Wellington)	PO Box 885	Palmerston North 4440	
Aqua Synergy Group Ltd T/A Aqua Filter NZ	PO Box 300419	Albany	Auckland 752
AquaLife Ltd (Sanitising Division)	PO Box 11456	Papamoa	
Archford Trust	143 Tancred Street	Ashburton	
As We Think Ltd	PO Box 476	Levin 5540	Horowhenua
Baiken Investments Ltd (@ Your Request)	PO Box 47808	Posonby	Auckland
Barnardos	PO Box 50358	Porirua 5022	
Breakthrough Strategies Limited	PO Box 87229	Meadowbank	Auckland
Budget Rent A Car	Private Bag 92144	Penrose	Auckland
Butler Family Trust	142 Collingwood Street	Nelson 7010	
Chandras	25 Whitshire Mews	Royal Heights	Auckland
Chatsworth Partnership	c/o Collis Blake	90 Fairfield Road	Levin 5510
Cherrywood Four Square	56 Cherrywood Drive	Otumoemai	
Chubb Protective Services	Private Bag 92207	Victoria Street West	Auckland 1142
Code 9 Ltd	PO Box 13001	Christchurch 8141	
Coleman Cleaning	PO Box 9291	Tauranga 3142	
Colin Edwards Trust	Parua Cemetery Road RD	Whangarei	
Colin Gordon Bower	16 Beswick Street	Timaru	
Contact Energy	PO Box 38097	Wellington Mail Centre	Lower Hutt 5045
Continental Motel	67 Kamo Road	Kensington	Whangarei
Country Foods Gisborne	20 Parkinson St	Awapuni 4010	
Creditcorp House	709 Great King Street	Dunedin 9016	
Davey Water Products Ltd	PO Box 14	Wellington	
Department of Corrections	Private Box 1206	Wellington 6140	
Eastbay REAP	Private Bag 1005	Whakatane 3120	
Ebner Cleaning Services Ltd	17 Queens Drive	Kilbirnie	Wellington 6022
EFTPOS	PO Box 3457	Wellington 6140	
Ella Rose Total Lawn Care	PO Box 1	Hawera 4640	
Eric James Forster	PO Box 838	Hastings	
Exclusive Cleaning Services Ltd	PO Box 4457	Palmerston North 4442	
Fisher Print Ltd	PO Box 98	Feilding 4740	
Fliway Transport Ltd	PO Box 73-011	Auckland Airport	Manukau 2150
Forsyth Island Limited	PO Box 5373	Wellington 6145	
Fox River Communications	119 Northland Road	Northland	Wellington 6012
Fujitsu New Zealand Limited	PO Box 3547	Wellington 6140	
Full Circle (DOSS Ltd)	Private Bag 92044	Victoria Street West	Auckland 1142
Fusion5	PO Box 10111	Wellington 6143	
Genesis Energy	Private Bag 3131	Hamilton 3240	
Grace Cleaning & Maintenance Serv	247 Mangorei Road	New Plymouth	
Grey District Council	Po Box 382	Greymouth	
Grindz Cafe	50 1st Avenue	Tauranga	
Halliwell's Trust (Tinkers Gold)	C/- Messrs Halliwell's Solic	PO Box 422	Hawera
Harvey Norman	2-10 Owens Place	Mt Maunganui	Tauranga
Health on Mahoe	160 Mahoe Street	Te Awamatu	
Houseworx	1005 Onamaluta Road RD4	Northbank	Blenheim
HSM Monitoring Ltd	PO Box 8022	Havelock North 4157	
Inland Revenue Department	PO Box 2198	Wellington	
Integra Strategic PR	PO Box 25125	Wellington 6146	
Integra Strategic Property No.2 Ltd	PO Box 25-125	Wellington 6146	
Just Water	Private Bag 92 811	Penrose	Auckland
K & JK Unka	16 Murray St	Hawera	
Kaitaia Landlord	Level 2, Te Aupouri House	Kaitaia 0441	
Katikati Community Resource Centre	45 Beach Road	Katikati	
Lauriston Holdings	PO Box 614	Dunedin 9054	
Les Rawlings Family Trust	378 Gleniti Road RD4	Timaru 7974	
Macquarie Equipment Finance Ltd	PO Box 2006	Shortland Street	Auckland

Name	Address		City
MediaWorks	PO Box 468	Gisborne 4040	
Mercure Hotel	8 Customs Street East	Auckland 1010	
Meridian Energy Limited	PO Box 2128	Christchurch 8140	
Merivale Community Inc	10 Kesteven Ave	Parkvale	Tauranga 3112
Ministry of Justice	19 Aitken St	Wellington	
Ministry of Social Development	P O Box 1556	Wellington 6140	
Morrinsville Community House Inc	PO Box 37	Morrinsville 3340	
Mr Green Commercial	PO Box 302-819	North Harbour	Auckland 0751
New World Metro Willis Street	68 Willis Street CBD	Wellington 6142	
Ngati Hine Health	PO Box 1127	Whangarei	
Nirajan Investments	Level 2, 1B Buscomb Ave	Auckland 0650	
North Shore City Council	1 the Strand	North Shore	Auckland
NZ Couriers Ltd	PO Box 1022	Hamilton	
NZ Safety	Private Bag 92100	Auckland 1142	
Ocean Clean Limited	24 Cheyenne St	Sockburn	Christchurch
Office Products Depot Ltd	PO Box 102040	NSMC	Auckland
Omokoroa Print & Copy	37 McDonnell Street	Omokoroa	
Palmerston North City Council	Private Bag 11034	Palmerston North	
Papamoa Community Support Centre	95 Hartford Ave	Papamoa	
Parsotam Trust	PO Box 21096	Flagstaff	Hamilton 3249
Pascoe Properties	PO Box 667	Nelson	
Pathways Health Ltd	PO Box 307	Hamilton 3240	
Prime Lawns 2008 Ltd	40 Carr Street	Kamo	Whangarei
R&R Trust	PO Box 660	Whakatane 3158	
Railside by the Green	41 Hetana Street	Matamata	
Recall NZ Ltd	PO Box 12-616	Penrose 1642	
Rentokil Initial Ltd	Private Bag 92-905	Onehunga	Auckland
Rossway Subs Ltd	396 Victoria Ave	Whanganui	
Scope Design Ltd	26 Lyall Parade	Lyall Bay	Wellington 6022
Scott & Angela Family Trust	Po Box 146	Gisborne	
Silicon Systems Limited	73 Sydney St	Petone 5012	
South Waikato District Council	PO Box 429	Tokoroa	
St Johns In the City (Wgtn)	PO Box 27148	Wellington 6141	
Station Ltd, Shay Solutions	PO Box 12032	Penrose	Auckland 1643
Storage2U 2012 Ltd	PO Box 28088	Christchurch 8024	
Strengthening Families Discretionary Fund	PO Box 1556	Wellington	
Taranaki Dairy and Food Ltd	390 Tukapa St RD1	New Plymouth 4371	
Tauranga Methodist Church	PO Box 2019	Tauranga 3140	
Tauranga Methodist Church	100 Thirteenth Ave	Tauranga 3140	
Tauranga Riding for the Disabled Inc	44 Ngapeke Road	Welcome Bay RD5	Tauranga 3175
TaxiCharge NZ Ltd	Private Bag 99931	Newmarket	Auckland 1149
TEAM - Traffic Engineering & Manage Ltd	P O Box 21803	Henderson	
Techrentals NZ Ltd	PO Box 12032	Renrose	Auckland 1642
Thackeray Trust	PO Box 846	Napier	
Thames Community Centre	PO Box 288	Thames	
The Harakeke Centre	PO Box 36612	Christchurch 8146	
The Parsotam Trust	PO Box 21096	Hamilton 32149	
The Willemssen Family Trust	1350 Hinemoa Street	Rotorua	
Thrifty Car Rental Ltd	PO Box 39010	Christchurch	
TLC Home Services Ltd	PO Box 54	Moana 7845	
Trinity Hotel	166 Willis Street	Wellington	
Trustpower Ltd	Private Bag 12023	Tauranga Mail Centre	Tauranga 3143
Vitae	PO Box 37-749	Parnell	Auckland 1151
Vodafone	Private Bag 92143	Auckland	
Waihi Community Resource Centre	4 Mueller Street	Waihi	
Waiora Community Trust	PO Box 595	Taupo 3351	
Warehouse Stationary Ltd	PO Box 9429	Newmarket	Auckland
Waterford Security	PO Box 9873	Wellington	
Westfield	PO Box 76213	Manukau	Auckland
Whitianga Community Services Trust	2 Cook Drive	Whitianga 3510	
Wise Group	PO Box 307	Hamilton 3240	
WRAC Ltd	PO Box 8171	Cherrywood	Tauranga 3145
Yellow Pages Group	PO Box 17345	Greenlane	Auckland 1546

*These were counsellors contracted to Relationships Aotearoa - details withheld for privacy reasons.

Form 1
Unsecured Creditor's Claim
Section 304 (1) Companies Act 1993

Relationships Aotearoa Incorporated (In Interim Liquidation) - "the Society"

Creditor Details:

Name and postal address

.....
.....

Email Address:

.....

Telephone Number:

.....

Reference (if applicable):

.....

Reserved for Office Use:

Claim admitted / rejected for voting purposes

Claim admitted / rejected for payment:

- Preferential Claim for: \$.....
- Ordinary Claim for: \$.....
- Deferred Claim for: \$.....

Signed:

Dated:

Note: If the decision to admit or reject the claim is amended, regulation 8 of the Companies Act 1993 Liquidation Regulations 1994 requires that it be recorded in writing.

Claim Details:

I,

.....
(If claim is made on behalf of creditor, specify relationship to creditor and authority)

claim that, at the date the Society was put into liquidation, it was indebted to the abovenamed creditor for the sum of

\$
(Amount in words and figures)

Omit whichever does not apply

- I hold no security for the amount claimed; or
- I am surrendering my security and I am claiming as an unsecured creditor; or
- I am claiming as a preferential creditor

Signed: Date:

Important Information:

Under section 304 (1) of the Companies Act 1993 any claim by an unsecured creditor against a company in liquidation must be made in this prescribed form and must-

- (a) Contain full particulars of the claim; and
- (b) Identify any documents that evidence or substantiate the claim.

Full particulars of the claim are set out, and any supporting documents that substantiate the claim are identified, on the reverse of this form. The liquidator will require the production of any supporting documents and accordingly, these should be attached to expedite the processing of the claim.

It is an offence under section 304(6) of the Companies Act 1993 to -

- (a) Make, or authorise the making of, a claim that is false or misleading in a material particular knowing it to be false or misleading; or
- (b) Omit, or authorise the omission, from a claim of any matter knowing that the omission makes the claim false or misleading in a material particular.

Privacy Act 1993*

Any personal information collected is for the purpose of administering the liquidation in accordance with the Companies Act 1993. The information will be used and retained by PricewaterhouseCoopers, Business Recovery Services, PO Box 243, 113-119 The Terrace, Wellington and will be released to other parties only with your authorisation or in compliance with the Privacy Act 1993. You may have access to and request correction of any personal information.

*Not applicable, if creditor is not an individual within the meaning of the Privacy Act 1993.

Form 1 – continued Particulars of Claim

Supporting documents must be attached.

[illegible]

GST Registration number: _____

Total GST included in claim:

**IN THE HIGH COURT OF NEW ZEALAND
WELLINGTON REGISTRY**

CIV-2015-

UNDER sections 24 and 26 of the Incorporated Societies Act 1908
sections 280 and 286 of the Companies Act 1993

IN THE MATTER OF an application for an order that John Howard Ross Fisk and
Jeremy Michael Morley may be appointed liquidators of
Relationships Aotearoa Incorporated

BETWEEN **JOHN HOWARD ROSS FISK and JEREMY MICHAEL
MORLEY** of Wellington, Chartered Accountants and
Insolvency Practitioners

Applicants

AND **RELATIONSHIPS AOTEAROA INCORPORATED** an
incorporated society having its registered office at Level 8,
Southmark House, 203-209 Willis Street, Wellington

Respondent

**ORIGINATING APPLICATION (WITHOUT NOTICE) FOR ORDER THAT
APPLICANTS MAY BE APPOINTED LIQUIDATORS**

Dated: 11th May 2015

TO: the Registrar of the High Court at Wellington

This document notifies you that –

1. The applicants, John Howard Ross Fisk and Jeremy Michael Morley, apply for orders:
 - (a) Permitting this application to be brought by way of an originating application under Part 19 of the High Court Rules;
 - (b) That the applicants may be appointed liquidators of Relationships Aotearoa Incorporated (the **Society**);
 - (c) Dispensing with service of this application and the affidavit in support of the application on the Society; and directing that this originating application and the affidavit in support (and the order made by the Court) be served on all known creditors of the Society at the same time and in the same manner as the liquidators' first report under section 255 of the Companies Act 1993 (the **Act**);
 - (d) That the creditors of the Society have leave to apply to the Court within 10 working days of such service to set aside the applicants' appointment as liquidators of the Company; and
 - (e) The applicants' costs of this application are to be an expense incurred by the applicants in carrying out their duties as liquidators of the Company.
2. The grounds on which each order is sought are as follows:
 - (a) It is in the interests of justice for this application to be commenced by way of an originating application;
 - (b) The application relates to a routine but urgent matter and the interests of justice require the application to be determined without serving notice of it;
 - (c) The Society is in an untenable financial situation and will soon be insolvent. Its board wishes to table a resolution, to be voted on by the

Society's members, to place it into liquidation and to appoint the applicants as joint and several liquidators;

- (d) Pursuant to section 280(1)(cb) of the Act, the applicants are prima facie disqualified from acting as liquidators of the Society as the applicants and the applicants' firm, PricewaterhouseCoopers have, within the two years immediately before the proposed commencement of the liquidation, provided advisory services to the Society on its options and had continuing business relationships with some of the secured creditors of the Society (other than through the provision of banking or financial services);
- (e) The applicants are well known to this Court as experienced and reputable Insolvency Practitioners, having acted on a very large number of liquidation appointments (including many Court ordered appointments);
- (f) Nothing in the applicants' and PricewaterhouseCoopers' relationships with the Society or the secured creditors of the Society should cause concern in the applicants being appointed liquidators of the Society, or will impugn the applicants' discharge of their professional duties and responsibilities when acting as liquidators;
- (g) The above directions sought as to service of copies of the application (at the same time and in the same manner as the liquidators' first report) will mean that there will be no prejudice to creditors of the Society, the Society itself, or its members or any class of members, arising from such an order being made; and
- (h) Appearing in the affidavit of Jeremy Michael Morley sworn and filed herein.

3. This application is made in reliance of Part 19 of the High Court Rules, sections 24 and 26 of the Incorporated Societies Act 1908, sections 280 and 286(4) of the Companies Act 1993, *Re Huntleigh Downs Limited*, CIV-2009-485-1498, High Court, Gendall AJ, 11 August 2009, *Re Inglis & Co Limited*, CIV-2009-485-1336, High Court, Gendall AJ, 16 July 2009, and *Re Rapson Holdings* HC Auckland CIV-2010-404-2319, 26 April 2010.

I certify that this application complies with the Rules.

Dated at Wellington this 11th day of May 2015



R J Gordon
Solicitor for the applicant

This originating application is filed by Richard J Gordon, solicitor for the applicants, of the firm of Minter Ellison Rudd Watts. The address for service of the applicants is at the offices of Minter Ellison Rudd Watts, 125 The Terrace, Wellington 6011

Documents for service on the applicants may be left at the address for service or may be:

- (a) posted to the solicitor at 125 The Terrace, Wellington 6011
- (b) transmitted to the solicitor by facsimile to number: (04) 498 5001.

DUPLICATE

IN THE HIGH COURT OF NEW ZEALAND
WELLINGTON REGISTRY

CIV-2015-485-454

Under the Incorporated Societies Act 1908 and the Companies Act 1993

In the matter of an application to put an incorporated society into liquidation

Between THE REGISTRAR OF INCORPORATED SOCIETIES
Plaintiff

And RELATIONSHIPS AOTEAROA INCORPORATED, a duly incorporated society (registration number 210500) having its registered office at Level 8 Southmark House, 203-209 Willis Street, Wellington
Defendant

**INTERLOCUTORY ORDER OF SMITH AJ APPOINTING INTERIM LIQUIDATORS TO
RELATIONSHIPS AOTEAROA INCORPORATED**

Dated: 16 June 2015



Presented for Filing by:

Luke Cunningham & Clere
Barristers & Solicitors
PO Box 10-357
WELLINGTON

Tel: (04) 472-1050
Fax: (04) 471-2065

Solicitor on the record:

Timothy Guy Hanmer Smith – tgs@lcc.co.nz; (04) 473 2160

To the defendant:

1. The interlocutory application made by the plaintiff on 10 June 2015 was re-determined by the Honourable Associate Judge Smith on 16 June 2015.
2. Following a hearing on 16 June 2015, after hearing from Mr R May on behalf of the plaintiff and Dr Jane Allison representing the defendant, the Court orders that the appointment of John Howard Ross Fisk and Jeremy Michael Morley as interim liquidators of the defendant (by order made at 11:05 am on 12 June 2015) is terminated, and Mr Fisk and Mr Morley are re-appointed interim liquidators of the defendant on the terms set out in this order.
3. Mr Fisk and Mr Morley are to take possession of all property owned or managed by the defendant.
4. The court also limits and restricts the powers of the interim liquidators to the following acts: maintaining the value of assets owned or managed by the defendant incorporated society in accordance with section 246(1) of the Companies Act 1993. The duties to be performed by Mr Fisk and Mr Morley as interim liquidators of the defendant are to take such lawful steps as they may consider necessary or desirable to maintain the value of those assets.
5. The interim liquidators shall have the rights and powers of a liquidator to the extent necessary or desirable to maintain the value of assets owned or managed by the defendant incorporated society in terms of section 246(2) of the Companies Act 1993, those rights and powers being set out in section 260 of the Companies Act 1993 in conjunction with Schedule 6 of that Act.
6. The Court does not limit the rights and powers of the interim liquidators under section 246(3).
7. In making this order the court read the following documents:
 - 7.1. Statement of claim in proceeding for putting incorporated society into liquidation dated 8 June 2015;
 - 7.2. Notice of proceeding for putting incorporated society into liquidation;
 - 7.3. Interlocutory application on notice for appointment of interim liquidators;



- 7.4. Affidavit of John Robert McPherson dated 9 June 2015 (1) verifying statement of claim; and (2) supporting application for appointment of interim liquidators;
 - 7.5. Affidavit of Colin Brian Foy dated 9 June 2015;
 - 7.6. Affidavit of John Howard Robert Fisk dated 10 June 2015;
 - 7.7. Consent to act as liquidators signed by Jeremy Morley and John Fisk;
 - 7.8. Consent to act as interim liquidators signed by Jeremy Morley and John Fisk;
 - 7.9. Memorandum of counsel for the plaintiff dated 10 June 2015; and
 - 7.10. Joint memorandum of the plaintiff and defendant dated 11 June 2015.
8. These orders are made at 1:40 pm on 16 June 2015.

Dated: 16 June 2015

Signature: 
Registrar/Deputy Registrar

Denia Nunns



IN THE HIGH COURT OF NEW ZEALAND
WELLINGTON REGISTRY

DUPLICATE

CIV 2015-485-349

UNDER

Sections 24 and 26 of the Incorporated Societies Act 1908
sections 280 and 286 of the Companies Act 1993

IN THE MATTER OF an application for an order that John Howard Ross Fisk and
Jeremy Michael Morley may be appointed liquidators of
Relationships Aotearoa Incorporated

BETWEEN

**JOHN HOWARD ROSS FISK and JEREMY MICHAEL
MORLEY** of Wellington, Chartered Accountants and
Insolvency Practitioners

Applicants

AND

RELATIONSHIPS AOTEAROA INCORPORATED an
incorporated society having its registered office at Level 8,
Southmark House, 203-209 Willis Street, Wellington

Respondent

ORDER MADE BY THE COURT

Dated: *R* May 2015



MinterEllisonRuddWatts
LAWYERS

PO BOX 2793 DX SP20009 WELLINGTON 6140
TELEPHONE +64 4 498 5000
FACSIMILE +64 4 498 5001
SOLICITOR ACTING: CHARLOTTE CAREY
charlotte.carey@minterellison.co.nz
PARTNER RESPONSIBLE: RICHARD GORDON
richard.gordon@minterellison.co.nz

TO: The respondent
 AND TO: Any other person affected by this order

1. The originating application made by the applicants, John Howard Ross Fisk and Jeremy Michael Morley, on 11 May 2015 was determined by Associate Judge Smith on 19 May 2015.
2. The determination was made without a hearing.
3. The following orders were made:
 - (a) Permitting the applicants' application to be brought by way of an originating application under Part 19 of the High Court Rules;
 - (b) That the applicants may be appointed liquidators of Relationships Aotearoa Incorporated (the **Society**);
 - (c) Dispensing with service of the applicants' application and the affidavit in support of the application on the Society; and directing that the originating application and the affidavit in support (and the order made by the Court) be served on all known creditors of the Society at the same time and in the same manner as the liquidators' first report under section 255 of the Companies Act 1993;
 - (d) That the creditors of the Society have leave to apply to the Court within 10 working days of such service to set aside the applicants' appointment as liquidators of the Society; and
 - (e) The applicants' costs of this application are to be an expense incurred by the applicants in carrying out their duties as liquidators of the Society.

Dated at Wellington this ~~19th~~ day of May 2015

Signature:




 Joyce Velasco

(Deputy) Registrar

**IN THE HIGH COURT OF NEW ZEALAND
WELLINGTON REGISTRY**

CIV-2015-

UNDER

sections 24 and 26 of the Incorporated Societies Act 1908
sections 280 and 286 of the Companies Act 1993

IN THE MATTER OF

an application for an order that John Howard Ross Fisk and
Jeremy Michael Morley may be appointed liquidators of
Relationships Aotearoa Incorporated

BETWEEN

**JOHN HOWARD ROSS FISK and JEREMY MICHAEL
MORLEY**
Applicants

AND

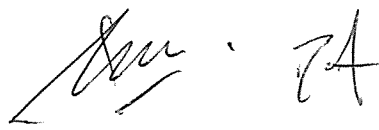
RELATIONSHIPS AOTEAROA INCORPORATED
Respondent

**AFFIDAVIT OF JEREMY MICHAEL MORLEY IN SUPPORT OF ORDER THAT
APPLICANTS MAY BE APPOINTED LIQUIDATORS**

Dated: 11th May 2015

MinterEllisonRuddWatts | LAWYERS

PO Box 2793 DX SP20009 WELLINGTON 6140
TELEPHONE +64 4 498 5000
FACSIMILE +64 4 498 5001
SOLICITOR ACTING: CHARLOTTE CAREY
charlotte.carey@minterellison.co.nz
PARTNER RESPONSIBLE: RICHARD GORDON


of Wellington

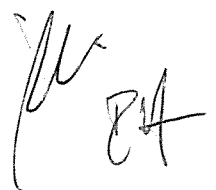
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I, Jeremy Michael Morley, Chartered Accountant and Insolvency Practitioner, swear:

1. I am a chartered accountant, and am a director in the national firm of accountants and business advisors, Pricewaterhouse Coopers (**PwC**). I confirm that I am authorised to swear this affidavit on behalf of the other applicant, John Howard Ross Fisk, who is also a chartered accountant and a partner of PwC.
2. I make this affidavit in support of our application for an order under sections 280 and 286 of the Companies Act 1993 (**Act**) that we be permitted to be appointed liquidators of Relationships Aotearoa Incorporated (the **Society**). A copy of the Society's certificate of incorporation is annexed and marked "**A**".

Appointment as Liquidators and "Continuing Business Relationships"

3. Annexed and marked "**B**" is a copy of my curriculum vitae. A copy of Mr Fisk's curriculum vitae is annexed and marked "**C**". As set out therein, we both have considerable experience in the field of insolvency and administrations as liquidators appointed in voluntary liquidations and Court ordered liquidations.
4. At the request of the Society, I, and others at PwC, have recently undertaken an investigation into the Society's financial affairs, and provided advice to the Society and its board in determining the next courses of action following the recommendations made after that investigation. That work also involves preparing the Society for an orderly wind down over the next month, as the process for the Society appointing liquidators through a resolution of its members at forthcoming meetings as noted below, is finalised. I consider that the Society's operation is no longer viable nor sustainable, and the board of the Society has confirmed to me that they wish to table a resolution pursuant to s 24 of the Incorporated Societies Act 1908 and s 241(2)(a) of the Act, to be voted on by the Society's members, appointing Mr Fisk and me as liquidators.
5. While normally Mr Fisk and I would simply accept such an appointment, here there is a preliminary issue. We and our firm, PwC, provide professional services to the Society (as noted above) and to some of its secured creditors. These services have been provided in the two years prior to the proposed commencement of the liquidation. As such, under section 280(1)(cb) of the



Act, *prima facie* Mr Fisk and I are disqualified from acting as liquidators of the Society – unless the Court orders otherwise.

6. The services provided by PwC to the secured creditors of the Society are set out in the consent to act which I annex marked “D”. Although these relationships represent a theoretical conflict of interest, neither myself, nor Mr Fisk considers that there is any real conflict as:
 - 6.1 the professional services to the secured creditors are provided by other offices and departments within PwC. Mr Fisk and I are not involved in the provision of these audit services;
 - 6.2 none of the services provided by PwC to the secured creditors of the Society do, or have in the past, in any way related to either the affairs of the Society, or the members of the Society or any class of them;
 - 6.3 the service provided by PwC to the Society is not a continuing business relationship and is limited to orthodox advisory work, in particular the recent investigation undertaken into the Society’s financial issues, and the work being undertaken to prepare the Society for liquidation; and
 - 6.4 we can see no potential prejudice to the Society, or the creditors, or members of the Society or any class of them by virtue of these associations. Further, the Society’s board is aware of the preliminary issue and has proposed the resolution to members that Mr Fisk and I be appointed liquidators. But even if the creditors of the Society should disagree, the orders we are seeking would provide an early opportunity for them to bring about our removal as liquidators.
7. Mr Fisk and I are all well aware of our responsibilities and professional duties owed as liquidators, and as officers of the Court. We will faithfully discharge those obligations.

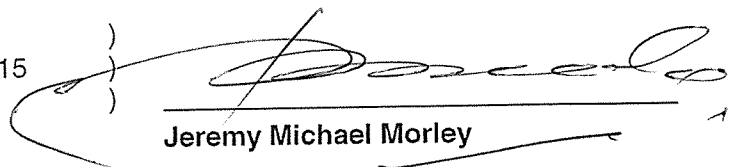
Procedural Matters

8. If Mr Fisk and I are appointed liquidators of the Society we are required to send a report to every known creditor of the Society under section 255 of the Act within five working days of our appointment. We consider that it would be

appropriate to serve this application and any order made on the creditors of the Society at the same time and in the same manner as those reports.

9. I believe it is appropriate to have this matter dealt with on a without notice basis as any delays in proceeding on notice would only delay liquidation and add unnecessary cost (which would be detrimental to the Society and its creditors). The Society urgently needs to be placed into liquidation and should not be permitted to continue to operate whilst insolvency is plainly imminent (which would only be a risk to creditors).
10. In addition, the orders that are sought preserve the creditors' right to challenge our appointment as liquidators of the Society in Court and/or have us removed at a normal creditors' meeting convened under the Act.

Sworn at Wellington
this 14th day of May 2015
before me:


Jeremy Michael Morley


A Solicitor of the High Court of New Zealand

Daniel William Hunt
Barrister and Solicitor of the High Court of New Zealand

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CERTIFICATE OF INCORPORATION

RELATIONSHIPS AOTEAROA INCORPORATED 210500

This is to certify that NATIONAL MARRIAGE GUIDANCE COUNCIL OF NEW ZEALAND TRUST BOARD was incorporated under the Incorporated Societies Act 1908 on the 5th day of April 1954 and changed its name to MGNZ INCORPORATED on the 3rd day of August 1991 and changed its name to RELATIONSHIP SERVICES INCORPORATED on the 4th day of November 1994 and was reregistered as a Incorporated Society (Other) on the 14th day of February 2012 and changed its name to RELATIONSHIPS AOTEAROA INCORPORATED on the 17th day of December 2012.

EXHIBIT NOTE

This is the annexure marked "A" referred to in the within affidavit of **JEREMY MICHAEL MORLEY** and sworn at Wellington this 11th day of May 2015 before me

Signature _____
A Solicitor of the High Court of New Zealand

Daniel William Hunt
Barrister and Solicitor of the High Court of New Zealand

Mandy McDonald

Registrar of Incorporated Societies
6th day of May 2015



For further details visit www.societies.govt.nz

Certificate printed 6 May 2015 16:00:33 NZT




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EXHIBIT NOTE

This is the annexure marked "B" referred to in the affidavit of **JEREMY MICHAEL MORLEY** and sworn at Wellington this 11th day of May 2015 before me

Signature [Signature]
A Solicitor of the High Court of New Zealand

Daniel William Hunt
Barrister and Solicitor of the High Court of New Zealand

	<p>Jeremy Morley Director Advisory - Wellington</p> <p>E: jeremy.morley@nz.pwc.com T: +64 4 462 7208 M: +64 27 681 1242</p>
<p>Qualifications and experience</p>	<ul style="list-style-type: none"> • Bachelor of Arts in Political Science / Public Policy (Victoria University) • Postgraduate Diploma in Accounting (Victoria University) • Full Member CA College – NZ Institute of Chartered Accountants • 30 years' experience
<p>Summary professional profile</p>	<p>Jeremy has more than 30 years of business experience in New Zealand. He has worked on numerous financial reconstruction assignments covering business appraisals and pre-lending reports for major financial institutions, monitoring and budget review roles for lenders, management of various business restructuring, receivership and liquidation assignments.</p> <p>These assignments have included significant work in the education area where he has prepared reports and provided advice to the Tertiary Education Commission on a number of matters including Carich Training Centre Limited, ElectroTechnology ITO, the proposed merger between Lincoln University and Telford Rural Polytechnic, and options available to TEC to monitor the operations of PTEs and sub-contracted provision. Jeremy has also undertaken a number of internal audit assignments within the University sector</p> <p>Jeremy was an integral member of the Crown Manager's team at Te Wananga o Aotearoa since the commencement of the assignment.</p> <p>Subsequently, Jeremy spent two years as CFO and COO at Te Wananga o Aotearoa. During this period, TWA emerged as one of New Zealand's soundest tertiary institutions, in financial terms. He remains as advisor to Te Wananga o Aotearoa on issues of strategy, governance, academia, finances and operations.</p>
<p>Key areas of expertise</p>	<ul style="list-style-type: none"> • Change Management • Insolvency • Restructuring • Financial • Operational including corporate services • Academic



Relevant projects	<ul style="list-style-type: none">• Te Wananga o Aotearoa – member of the Crown Manager's team from 2005 to 2008 and CFO / COO from 2008 to 2010.• Tertiary Education Commission – advice and reporting on a number of matters as they affect the operations of the Tertiary Education sector.• Tertiary Education Institutes – advice and reporting to individual TEIs on a range of matters.• NZ Universities – internal audit assignments on IT capex, capital asset management and budgetary policy and systems• Government Departments – advice and project management to a number of Departments including Ministry of Social Development, Ministry of Education, Ministry of Justice and Ministry of Economic Development.• Trading banks – advice and reporting to all the major trading banks on restructuring of individual client debt facilities and operations.• Corporates – advice and reporting to a number of small to large corporate on financial, operational and restructuring matters.• Development of TEI sector training programmes.
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Daniel William Hunt
Barrister and Solicitor of the High Court of New Zealand


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EXHIBIT NOTE

This is the annexure marked "C" referred to in within affidavit of JEREMY MICHAEL MORLEY and at Wellington this 11th day of May 2015 before me

Signature _____
A Solicitor of the High Court of New Zealand



	<p>John Fisk Partner Wellington</p> <p>E: john.fisk@nz.pwc.com T: +64 4 462 7486 M: +64 21 492 052</p>
Summary professional profile	<p>John is the National Leader of Restructuring at PwC and has over 25 years' experience providing business recovery services and advice on a broad range of assignments. John has worked with Boards and management dealing with difficult financial issues and providing guidance in their dealings with key stakeholders.</p> <p>Financial institutions and other key stakeholders have regularly asked John to carry out business appraisals in a wide range of industries where concerns have been raised on financial viability or where additional funding has been requested. He has been appointed receiver to numerous companies and is regularly appointed by shareholders and the High Court as a liquidator.</p> <p>John was responsible for the establishment of the New Zealand Investigations and Forensic Services team in 2005. He has carried out forensic accounting assignments for a range of private businesses and government organisations. He has provided evidence for the New Zealand Serious Fraud Office and presented evidence in Court. He has also been asked to prepare evidence for the New Zealand Securities Commission in regard to finance company failures.</p> <p>John spent three years in London working on a variety of insolvency and investigation assignments, including being responsible for a number of major loan recoveries on BCCI (In Liquidation), one of the largest bank failures in the world at that time and investigations into Polly Peck Plc. More recently, he has been appointed receiver to Lombard Finance & Investments Limited and Tritec Manufacturing Limited (manufacturer of Mountain Buggy). He is the Receiver of Strategic Finance Limited, Pike River Coal Limited, and most recently was appointed Receiver and Liquidator of the Ross Asset Management group which was involved in New Zealand's largest PONZI fraud.</p> <p>John has undertaken a number of specialised financial reviews and assignments for, or on behalf of, New Zealand government departments including engagements by The Treasury, Financial Markets Authority and Inland Revenue. Over a nine year period John acted as a financial expert witness for Radio New Zealand in its long running employment dispute with Ms Lynne Snowden.</p> <p>For a period of three years John was a Trustee on the Board of Wanganui Collegiate School and was heavily involved in the preparation for the school to be integrated into the State School system.</p>



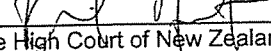
Key areas of expertise	<ul style="list-style-type: none">• Change Management• Insolvency• Restructuring• Financial• Operational including corporate services
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uD

CONSENT TO ACT AS LIQUIDATORS

EXHIBIT NOTE

This is the annexure marked "D" referred to in the within affidavit of **JEREMY MICHAEL MORLEY** and sworn at Wellington this 11th day of May 2016 before me

Signature 
A Solicitor of the High Court of New Zealand

Daniel William Hunt
Barrister and Solicitor of the High Court of New Zealand

PwC
CHARTERED ACCOUNTANTS

John Howard Ross Fisk and Jeremy Michael Morley
Telephone No: (04) 462 7000
Facsimile No: (04) 462 7492
P O Box 243, Wellington 6140

CONSENT TO ACT AS LIQUIDATORS

Pursuant to section 24 of the Incorporated Societies Act 1908, and section 282 of the Companies Act 1993, we, John Howard Ross Fisk, Chartered Accountant of Wellington, and Jeremy Michael Morley, Chartered Accountant of Wellington, HEREBY CONSENT to being appointed joint and several Liquidators of Relationships Aotearoa Incorporated (incorporation no. 210500) (the Incorporated Society), pursuant to a resolution to be voted on by the Incorporated Society's members, and confirm that:-

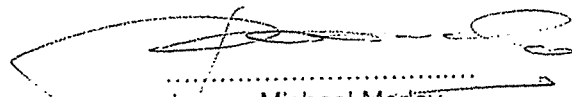
1. We know of no bar under section 280 of the Companies Act 1993 which would disqualify us from acting as Liquidators of the said Incorporated Society, other than:
 - (a) a continuing business relationship with the following parties who have registered a security interest on the Personal Property Securities Register:
 - i) Flexigroup (New Zealand) Limited (formerly Flexirent Capital (New Zealand) Limited) has a collateral security over specified goods supplied to the Incorporated Society. PricewaterhouseCoopers provides audit services to Flexigroup (New Zealand) Limited.
 - ii) Fleet Partners NZ Limited has a collateral security over specified goods of the Incorporated Society. PricewaterhouseCoopers provide tax services to Fleet Partners NZ Limited.
 - iii) Telecom Rentals Limited has a collateral security interest over specified goods property of the Company and over specific goods supplied to the Incorporated Society. PricewaterhouseCoopers does not currently provide any professional services to Telecom Rentals Limited directly, however it does provide non-audit services to its parent company, Spark New Zealand Trading Limited.
 - (b) Services provided by the proposed liquidators to the Incorporated Society. These services are limited to advisory work, in particular an investigation into the financial affairs of the Incorporated Society. This is not expected to be a continuing relationship.
2. Should we become aware of any further reason under section 280 of the Companies Act 1993 prior to the date of our appointment, we shall advise the Court accordingly.
3. The remuneration of the liquidators and their staff be based on the rates normally charged by PwC, Chartered Accountants, for such assignments.

DATED at this/Hnd day of
at 11.5am/pm

May

2015


John Howard Ross Fisk


Jeremy Michael Morley

The address for the proposed liquidator is:

PwC, Chartered Accountants
113-119 The Terrace, Wellington, 6140
Telephone (04) 462 7000 Facsimile (04) 462 7492