

Business Whangaparaoa Inc

Annual General Meeting Minutes

Thursday 08 December 2022 at 5.30 pm at Paraoa Brewing Co

1. Welcome

Welcome from our Chair, Gwenda Holster-Dowler who advised this meeting had been called and notice issued in accordance with the Rules of Business Whangaparaoa Inc.

She confirmed the purpose of the AGM tonight was to –

- Receive reports on activities from the past year from 2021 to 2022
- Approve the annual financial statements up to 30 June 2022
- Discuss and approve the budget for the following financial year to 2023
- Pass a Special Resolution for a couple of amendments to our Rules
- Elect an Executive Committee for the association
- Elect a chairperson, treasurer and or secretary of the Executive Committee

2. Attendees and Apologies

Attendees - Executive: Gwenda Holster-Dowler – Chair, Stephanie Lowe – Treasurer, Sarah Carr – Secretary/Business Activator, Karen Browne

Members Attending: Brett Fraser, Leigh Robins, David Robins, Sam Mills (Hibiscus and Bays Local Board), David Dennis, Danni Yu, Mario Lee, Ulliana Lee, Chris Norris, Amanda Flemming, Bruce Waller, Anna Oleynik

Non-Members Attending: James Bamford, Lizelle Erasmus

Apologies: Dave Matthews, Troy Clarry, Betsy Kettle

3. Confirmation of Minutes

Gwenda called for any questions regarding the Minutes of the last AGM on 10 December 2021. Minutes had been distributed with the AGM notice.

There being no questions and no matters arising the Minutes of the 2021 AGM were confirmed.

Passed: Gwenda Holster-Dowler

Seconded: Karen Browne

4. Annual Reports – Chair and Manager

Chair Report

Gwenda's report had been distributed with AGM notice. She briefly ran through this and once again wanted to acknowledge the work and time Janet Fitzgerald had put in to supporting Business Whangaparaoa. Janet has now stepped down from the Local Board. She also acknowledged the work of Sarah Carr as Business Activator in keeping everything ticking over the year.

Business Activator

Sarah ran through the Annual Report focusing on the events we have managed to hold over the year. She advised that Business Whangaparaoa continued to run great events and was now working collaboratively with a number of local organisations. Membership continues to need a push. One of our biggest achievements (although not yet active) is our tourism trail, the Whangaparaoa Coastal Trail. We were also quite heavily involved locally in the Auckland Whale Tails campaign and had secured from this a whale tail for our trail sponsored by New World Whangaparaoa.

Passed: Stephanie Lowe

Seconded: Brett Fraser

5. Financial Reports – Treasurer

The Treasurer's Report had been distributed with the AGM Notice. Stephanie confirmed the opening balance for the year at \$11,135.

Income for the year to 30 June 2022 had been \$19,627

Expenses for the year to 30 June 2022 had been \$38,571

A breakdown of these figures is in the Treasurer's Report.

The closing balance was \$57,085

The reason there is a high closing balance is Grant funding for the Whangaparaoa Coastal Trail was deposited to our accounts in June 2022. Because most of this will be used in the 2022-23 financial year however the funds have been allocated to the following financial year (\$50,466 - which was \$45,000 + GST).

There being no further questions the Treasurer's Report was approved.

The Annual Financial Reports as prepared by Turnbull & Associates were approved.

Passed: Sarah Carr

Seconded: Karen Browne

6. Approval of the currently active 2022-23 Indicative budget – Income and Expenditure budget

The budget was presented by the Treasurer advising current funds at 31 October 2022.

The current status of BW funds is low with the association very reliant on Grant funding. We were granted \$15,000 from the Local Board Economic Fund in September 2022.

Gwenda confirmed to top this up she has been, and will continue to, apply to Gaming Funds. She has had no success to date.

Amanda Flemming believes all members should help to increase membership.

Chris Norris has been working in the Silverdale Business Association BID team and advised they have a self-funding model which he believes could be used by Business Whangaparaoa also. It is based on a monthly measured basis so not reliant on any specific time scale.

Bruce enquired why we can't hold the AGM earlier in the financial year. Sarah advised this is the timeframe the accountant requires to prepare the annual accounts. This is a common time scale.

It was proposed that Business Whangaparaoa should hold a Strategic Planning meeting early in the financial year and we will seek the input from members.

All members should also be invited to attend the monthly Executive meetings. Perhaps in a 'Members Voice' segment. Details to be discussed.

Bruce asked for an explanation of what exactly a BID is. Sarah confirmed it is a model where funds to run the business association come from a levy on commercial premises. There are several different models that can be adopted.

It was also felt we should try to involve landlords more in our proceedings and not just the local business tenants.

A number of great suggestions have come forward and these will be discussed and implemented as appropriate by the Executive Committee early in the new year.

The budget as it stands was approved.

Passed: Gwenda Holster-Dowler

Seconded: Karen Browne

7. Special Resolution

Gwenda confirmed that a Special Resolution had been presented in the AGM notice and was here before us for 3 minor amendments to our current Incorporated Society Rules as follows –

Business Whangaparaoa propose at this General Meeting on Thursday 9 December 2022 at 5.30 pm to pass the following Special Resolution:

- a) *"That the Business Whangaparaoa Incorporated existing Rules be altered as from 1 January 2023 in relation to Clause 18.5 to refer to a quorum of "four".*

The new clause will read –

18.5 For the purpose of Executive Committee meetings, a quorum shall be established if the number of members of the Executive Committee attending and entitled to vote is more than 50%, or a minimum of 4 of the total number of voting members of the Executive Committee for the time being.

Reason: Amendments of the Rules of Business Whangaparaoa Incorporated are required to ensure those Rules reflect the current numbers of available members of the Business Executive in order to be able to conduct business for the incorporated society.

An amendment will also be effected as follows –

- b) *"That the Business Whangaparaoa Incorporated existing Rules be altered as from 1 January 2023 in relation to Clause 19.1.1 to remove the reference to "Associate Members"*

The new clause will read –

19.1.1 each member who is a Full Member shall be entitled to one vote; and

Reason: To be in line with previous rule amendments removing the option of Associate Memberships until after a BID is achieved.

An amendment will also be effected as follows –

- c) *"That the Business Whangaparaoa Incorporated existing Rules be altered as from 1 January 2023 in relation to Clause 19.2.2 to amend the minimum quorum number in line with the amendment proposed in a)*

The new clause will read –

19.2.2 by a number of voting members that exceeds 50% or a minimum of 4 of the total number of such members present at the meeting and entitled to vote on the matter.

Reason: To be in line with rule amendment to the minimum quorum number as referred to in a) above

These amendments are presented herewith and have been circulated to Members prior to this meeting and that such alterations be effected by replacing the existing Rules with those New Rules.”

There being no objections to the proposed amendments these were passed.

Passed: Chris Norris

Seconded: Stephanie Lowe

8. Election of Executive Committee

Election of members

The current Executive Committee members are: Gwenda Holster-Dowler, our Business Activator and Secretary Sarah Carr, Treasurer Stephanie Lowe, Karen Browne, Troy Clarry and Dave Matthews.

Gwenda Holster-Dowler, Sarah Carr, Stephanie Lowe and Troy Clarry have all advised they are happy to continue as members of the Executive.

The resignations of Karen Browne and Dave Matthews were accepted.

The remaining Executive team wanted to acknowledge the hard work done by both team members, particularly Karen who has been on the Executive team since the early days and wanted to thank them both for their time.

Appointment of new Executive Committee Members

In accordance with Clause 14.4.2 of our Rules we received the following nominations supported by two Members for positions on the Executive team –

- Betsy Kettle
- David Dennis and Danni Yu (in a shared role)
- Ulliana and Mario Lee (in a shared role)
- Leigh and David Robbins (in a shared role)
- Chris Norris

The nominees were invited up to give a short background on themselves and all were very well received.

Bearing in mind there are enough vacant places on the Executive Committee, and bearing in mind no objections, Gwenda propose these new members be accepted.

Passed: Brett Fraser

Seconded: Amanda Flemming

Bruce wanted to add that all were great new members and he is excited about the associations future.

9. Election of officers (Chairperson, Secretary and Treasurer) for 2022-23:

The current officers are Gwenda Holster-Dowler – Chair, Stephanie Lowe – Treasurer, Sarah Carr - Secretary

Gwenda advised she would like to stand down as Chair.

Stephanie Lowe indicated she is happy to continue in the role of Treasurer and Sarah will also remain as Secretary for the coming year.

In a call to the floor for a new Chair, Chris Norris, advised he would stand if this was accepted to those present. There being no objections Chris was appointed the new Chair for Business Whangaparaoa for 2022-23.

Passed: Brett Fraser

Seconded: Danni Dennis

10. General Business (items for information only)

Bruce wanted to introduce Anna Oleynik who is the new Centre Manager at Coast Whangaparaoa. Anna told us a little about herself and she looks forward to working with Business Whangaparaoa.

A reminder to Executive members meetings are the second Friday of each month at 7.00 am, currently at Café Manly or via Google Meet. This can be under review depending on what suits all new Executive members.

There being no further matters the meeting was closed at 6.40 pm.

I hereby certify that this is a true and correct record of the Minutes of this Meeting.

Signed:

.....

Chris Norris

Business Whangaparaoa Chair