



Business North Harbour Incorporated

ANNUAL GENERAL MEETING

27 October 2016, 10.30am

Held at Business North Harbour, 12 Parkway Drive, Rosedale, Auckland 0632

Present Members:

Advantage Business Ltd – Ross Keith
Jim Davies – Jim Davies (Property Owner)
Crown Worldwide (NZ) Ltd – Kevin Moore
McVeagh Fleming – Katheryn Chivers
BNZ – Nicky Lukar
PJCK Holdings Ltd - Janet Marshall (Property Owner)
Davenports Harbour Law – Emma Monsellier
The Crate – Ray Lu
Eclipse Recruitment – Lisa Hill
MILT – Robert Elcombe
Vision Accounting Solutions Ltd – Virginia Stallard
Vision Accounting Solutions Ltd – Melanie Kilfoyle
Soft Source Ltd – Mark Leary
Youthline – Lisa Easte
Labryinth Solutions – Vaughan Reed
Hanson Trusts – David Hanson
ASB Bank – Peter Lamberton
Speedy Signs Albany – Chris Cooke
Shortland Holdings Ltd - Peter Jollands
Myers Ltd – Jennifer Myers
GB Pensions – Wendy Cresswell
Maat Group – Paul Tuffin
Insurance and Lending Group – Greg Frittelli
CPA International – Margaret Loh

Observers:

Challenger Safes – Warren Kitchin

A handwritten signature in blue ink, consisting of several overlapping loops and a final horizontal stroke.

Business North Harbour Personnel:

Janine Brinsdon, General Manager

Dave Loader, Crime Prevention Specialist

Shirner Kenny – Marketing and Communication Manager

Debre Kenzelmann, Office Manager/Finance

Sarah de Zwart – Relationship Manager

Tracey Begovic, Project Support

Meeting opened: 10.30am

1. Welcome and Confirmation of Quorum

Chairman Kevin Moore declared the meeting open and confirmed that a quorum of members was present. He welcomed attendees to the AGM and thanked them for their support. He reminded those present that only **FULL** members are entitled to vote. He covered off that he has received two Proxy Votes which he will evoke.

2. Apologies

Members

Zeald – Allan Kent

NumberWorks n Words – Robin Thomas

NumberWorks n Words – Hemi Waretini

Maat Group – Neil Tuffin

Vital Health NZ Ltd – Geoff Ashenden

Gruit Asia Pacific Ltd – Sian Stimson

Red Bikini – Helen Campbell

AUT Millennium and AUT Millennium Trust – Mike Stanley

Seneca Group Ltd – Andrew Kerr (PROXY VOTE given to the Chair)

eProducts – Malcolm MacNaught (PROXY VOTE given to the Chair)

Stakeholders

Lisa Whyte – Upper Harbour Local Board

Steve Branca – Auckland Council BID Governance Advisor

Erica Stanford – East Coast Bays Electorate Office

3. Confirmation of the Minutes of the Annual General Meeting Held on 13 October 2015

The Chairman requested that the minutes of the NHBA 2015 Annual General Meeting, having been circulated, be accepted as read.

'That the Minutes of the Annual General Meeting of the North Harbour Business Association Incorporated, held on 13 October 2015, be confirmed as a true and correct record.'

Moved: Kevin Moore

Seconded: Katheryn Chivers

Result: Agreed

4. Annual Report for the Year to 30 June 2016

• Chairman's Report

The Chairman provided a summary of his written report highlighting the advocacy undertaken throughout the year regarding submissions for the Auckland Council Proposed Unitary Plan, Auckland Council 2015-25 Budget, and Auckland Council Annual Budget 2016/17. He highlighted the delivery of two key projects as approved at the AGM2015. The first being the rebranding from North Harbour Business Association (NHBA) to Business North Harbour, effective February 2016. This project was delivered on time, and to budget. The second key project was the successful North Harbour Business Improvement District (NHBID) Expansion Ballot – completed April 2016. The ballot result provided a clear mandate through a 30.6% votes returned, of these 74.42% in favour of joining NHBID. These results were sanctioned by UHLB and Auckland Council. The expanded membership took effect 1 July 2016, lifting NHBID overall membership to 4500+.

• General Manager's Report

The General Manager provided a summary of her written report covering the continuing development of Business North Harbour's membership service programmes which have benefitted from commercialisation of core stakeholder relationships, the focus on delivering value for our commercial property and business owner membership and the responsibility to leverage impact from the expanded membership base. She highlighted the positive uptake of two new initiatives launched in the year ending 30 June 2016. Namely the C3 programme – designed to link business and students, and the increased focus on special interest groups. For example, the inaugural meeting of the North Shore Commercial Property Group (NSCPG) was held April 2016, and due to the success and demand for specialist information, has now become a core member programme.

She highlighted the strategic position taken over the past three years, to realign programmes – making them more member responsive, rather than stakeholder driven. Increased focus on education and changing behavior – namely across the transport and crime prevention portfolios has delivered dividends with lower than the Auckland average criminal activity and increased evidence, through regional growth, of North Harbour as a location of choice for both business and investment. Managing the outputs of that growth is the challenge for the timeframe covered by the Business Plan.

• Annual Financial Statements

The Chairman presented the financial statements and auditor's report for the 12 months ended 30 June 2016, previously uploaded for review on the Business North Harbour website and provided in hard copy as part of the 2016 Annual Report.

He highlighted the change in reporting through the adoption of the Public Benefit Entity Simply Format Reporting Accrual – NFP structure as recommended by auditors for the year end 30 June 2016. He drew the attendee's attention to changes in External Grant Funding, the receipt of \$156,603 Targeted Rate Funding received in advance (for July – September 2016 period), and the reallocation of employee costs from the historical project expenses to the newly formatted employee related costs. He also referenced to shortfalls in Functions and Events Income against the draft 2016 budget published for the 2015 AGM.

He then asked for any questions. There being none, he requested that the financial statements be approved.

'That the Annual Financial Statements of Business North Harbour Incorporated for the 12 months ended 30 June 2016 be approved.'

*Moved: Kevin Moore Seconded: Peter Jollands Result:
Carried unanimously*

5. NHBA Business Plan for financial years ending 30 June 2017 – 30 June 2019

The General Manager provided a summary of the Business Plan previously uploaded for review on the Business North Harbour website and provided in hard copy as part of the 2016 Annual Report.

6. NHBA Financial Budgets for Financial years ending 30 June 2017 and 30 June 2018

The General Manager briefed the meeting on the financial budgets for the financial years ending 30 June 2017 and 30 June 2018.

In doing so she presented the 2017 budget with a comparison included with the 2017 Forecast presented at the 2015 AGM. The projections for the 2016/17 budget is a nominal profit of \$3561, versus the original position of \$8,713. She highlighted the main changes being the decreased External Grant funding expectations, reduction in Crime Prevention programme expenses in favour of increased investment across the transport portfolio. She also addressed the higher personnel expenses through the explanation of increased capacity across administration/finance and member project management resources. She highlighted that the current levels of personnel were sufficient to deliver the business plan priorities across the expanded NHBID.

The General Manager presented the Draft 2017/18 budget for approval. She highlighted the proposed targeted rate increase of 5%, to fund specific projects which would not be possible without this nominal increase of \$31,321. Should these projects not come to fruition, the 2017/18 budget would be revised.

The Chairman then asked for any questions. There being none, he requested that the financial budgets, previously uploaded for review on the Business North Harbour website and provided in hard copy as part of the 2016 Annual Report, be approved.

'That the Business North Harbour Incorporated Financial Budgets for the financial years ending 30 June 2017 and 30 June 2018 be approved.'

*Moved: Kevin Moore Seconded: Peter Jollands
Result: Agreed and carried unanimously*



7. Special Resolutions

7.1 *'That Business North Harbour Inc. re-signs the Auckland Council Business Improvement District (BID) Policy (2016) Programme Agreement, valid until 15 December 2017.'*

The Chair briefed the meeting on the history of the agreement and explained that it a requirement of the Auckland Council 2016 Business Improvement District (BID) Policy for all associations operating a BID Programme to sign this agreement.

*Moved: Kevin Moore Seconded: Peter Jollands Result:
Carried unanimously through a show of hands*

7.2 *Business North Harbour Inc. Constitutional Rules be altered as shown in the new rules presented at the AGM 2016, and that such alterations be effected by replacing the existing rules with those new rules.*

Reason: Amendments of the Rules of the Business North Harbour Inc. Constitution are required to ensure those Rules are not inconsistent with the Auckland Council 2016 Business Improvement District (BID) Policy.

Proposed rule changes are:

Clause 5: MEMBERSHIP CRITERIA/VOTING RIGHTS

5.6: Each Member which is not an individual shall designate an individual representative to act on its behalf in all matters relating to the Association, and shall notify the Secretary of the representative's details. Any such Member may change their representative, but no such change is effective until notice of the change and the name and contact information of the new representative is received by the Secretary.

*Proposed change: An additional sentence to be added at the end of the above clause:
'The notice must be given in writing, either by electronic means, or via the post'.*

*Moved: Kevin Moore Seconded: Robert Elcombe
Result: Carried unanimously through a show of hands*

Clause 8: REGISTER OF MEMBERS

8.2: Each Member shall advise the Secretary if there is any change to any of the information in the register relating to that Member.

*Proposed change: An additional sentence to be added at the end of the above clause:
'The advice must be given in writing, either by electronic means, or via the post'.*

*Moved: Kevin Moore Seconded: Greg Frittelli
Result: Carried unanimously through a show of hands*



Clause 27: NOTICE

27.1 Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or electronic mail to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Proposed change: Except where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least fourteen (14) calendar days before the date fixed for the holding of the General Meeting, cause to be sent by prepaid post or electronic mail to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

Moved: Kevin Moore Seconded: Katheryn (Kate) Chivers

Result: Carried unanimously through a show of hands

27.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least twenty-one days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Association provided in Rule 27.1 specifying, in addition to the matters required under Rule 27.1, the intention to pass such a resolution as a Special Resolution.

Proposed change: Where the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary shall, at least twenty-one calendar days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member of the Association provided in Rule 27.1 specifying, in addition to the matters required under Rule 27.1, the intention to pass such a resolution as a Special Resolution.

Moved: Kevin Moore Seconded: Virginia Stallard

Result: Carried unanimously through a show of hands

27.5: In any case where a proposed Special Resolution is to approve a budget for the following financial year which is an increase by more than 10% or \$10,000 (whichever is greater) over the previous year's budget, then a notice referred to in Rule 27.2 shall be provided to each Member in such a way as to draw particular attention to it and to clearly distinguish it from any other notice being given at the same time. As a minimum, this shall involve the notice being given in a separate document which does not contain any communication about any other matter and which is headed: IMPORTANT NOTICE TO MEMBERS: Notice of intended special resolution to increase budget by more than 10% or \$10,000.

Proposed change: 27.5: In any case where a proposed Special Resolution is to approve the budget for the following financial year which reflects an increase for the Targeted Rate Levy of more than 10% or \$10,000 (whichever is greater) over the previous year's budget, then a notice referred to in Rule 27.2 shall be provided to each Member in such a way as to draw particular attention to the notice and to clearly distinguish it from any other notice being given at the same time. As a minimum, this shall involve the notice being given in a separate document which is headed: IMPORTANT NOTICE TO MEMBERS: Notice of intended special resolution to increase the Targeted Rate Levy by more than 10% or \$10,000 (whichever is greater).

Moved: Kevin Moore Seconded: Virginia Stallard

Result: Carried unanimously through a show of hands

7.3 'As per clause 12.2.5 of the Business North Harbour Inc. Constitution, as adopted 25 October 2014, to approve at this 2016 AGM a payment of an honorarium to the Chairperson of \$5000 and Deputy Chairperson of \$2500, valid until the 2017 AGM.'

Moved: Kevin Moore Seconded: Vaughan Reed

Result: Carried unanimously through a show of hands

8. Executive Committee Nominations

Under the NHBA Constitution, there are twelve positions available, plus the Chair. The following individuals have been nominated for the 2016-2017 Executive Committee Board.

Nominations	Member Represented
Katheryn Chivers	McVeagh Fleming
Chris Cooke	Speedy Signs Albany
Greg Frittelli	Insurance and Lending Group (ILG)
Murray Fulton	Advantage Business Ltd
Lisa Hill	Eclipse Recruitment
Peter Jollands	Shortland Holdings Ltd
Peter Lambertson	ASB Bank
Janet Marshall	PJCK Holdings Ltd
Emma Monsellier	Davenports Harbour Law
Dean Payn	The Crate
Vaughan Reed	Labyrinth Solutions
Neil Tuffin	Maat Group
Terry Zouch	Kiwibank

The General Manager acknowledged and thanked resigning Board members Kevin Moore (Crown Worldwide), Allan Kent (Zeald), Ross Keith (Advantage Business Ltd) Nicky Lukar (BNZ), Steve Plummer (Centurion Property Management).

She welcomed the first-time Executive Committee members, Chris Cooke, Murray Fulton, Lisa Hill, Peter Lambertson, Dean Payn and Neil Tuffin and thanked the remaining members who are returning to the Executive Committee for a further term.

As the NHBA Constitution allows for thirteen members which equaled the nominees, the nominations were carried without vote.

9. Appointment of Auditor

That RSM Hayes Knight be reappointed Auditor for North Harbour Business Association Incorporated for the year ending 30 June 2017.

Moved: Steve Plummer Seconded: Ken Paterson

Result: Agreed by majority 13 in favour, two opposing votes registered (Virginia Stallard, Robert Elcombe)

10. General Business

The General Manager thanked all for attending and special thanks to the 2016/17 Gold Sponsors for their ongoing support and commitment. The General Manager also acknowledged her team and thanked them on behalf of the board and our members for their work and achievements.

Robert Elcombe from the floor, acknowledged the work of Dave Loader and thanked him for his recent support.

The meeting closed with thanks 11.27am

