

Kerikeri Cruising Club Inc

AGM Papers

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Notice of Annual General Meeting

The Kerikeri Annual General Meeting will be held at 7.30pm on Thursday 27 September 2018 in the Kerikeri Cruising Club Clubhouse, 346 Opito Bay Road, Kerikeri.

Agenda

1. Apologies
2. Minutes of the AGM held September 2017
3. Matters Arising
4. Commodore's Report
5. Treasurer's Report
 - a. Presentation of the Budget & Determination of Subscriptions
6. Sub-Committee Reports
7. Election of Officers
8. Election of Sub-Committees
9. Election of Sub-Committee Chairpersons
10. Election of General Committee
11. Election of Life Members

The Kerikeri Cruising Club General Committee nominates Jim Murdoch & Simon Willis for Life Membership of the Club.

12. General Business

Kerikeri Cruising Club Inc

Minutes of the
Annual General Meeting
Held Monday 28 September 2017
Meeting held at Kerikeri Cruising Clubhouse, Doves Bay.
The meeting commenced at 7.48pm

1 Welcome

The Commodore, D France, welcomed members to the Kerikeri Cruising Club (KCC) Annual General Meeting (AGM).

2 Attending

D France (Commodore), and 41 members as per Attendance Register (on file).

3 Apologies

J Mark	I Browning	K & G Turner	A & C Jones
J Gossage	R Barnaby	B & M Douglas	J Graham
D & W Galbraith	P Woods	R & J Tingey	

It was resolved that the apologies be accepted.

Proposed D Godbert/Seconded A Wells - Carried

4 Minutes of the Annual General Meeting held 29 September 2016

The minutes of the previous Annual General Meeting (AGM) held on 29 September 2016 had been circulated prior to the meeting and were taken as read.

It was resolved that the minutes of the previous Kerikeri Cruising Club AGM 29 September 2016 with the addition the suggestion of S Willis as a Life Member be accepted.

Proposed L Ayr/Seconded D Godbert - Carried

5 Matters Arising

None raise

6 Commodore's Report

D France presented the Commodore's Report covering the activities of the Club during 2016/2017 (copy filed).

It was resolved that the Commodore's Report be accepted.

Proposed L Haslar/Seconded B Carter- Carried

7 Treasurer's Report

7.1 Financial Report

D Smith noted that audited accounts had been distributed.

It was resolved to accept the Kerikeri Cruising Club Audited Annual Accounts & Audit for 1 July 2016 - 30 June 2017.

Proposed D Smith/Seconded J Murdoch - Carried

7.2 Budget, Subscriptions & Fees

D Smith noted that the budget for 2017/2018 year had been distributed prior to the AGM.

It was resolved to accept the Kerikeri Cruising Club budget for 1 July 2017 - 30 June 2018.

Proposed D Smith/Seconded S Miller - Carried

It was resolved that the Kerikeri Cruising Club subscriptions & fees remain unchanged from the previous year.

Proposed D Smith /Seconded D Godbert - Carried

8 Sub-Committee Reports

8.1 Marina

J Murdoch presented the Marina Committee report (copy on file).

8.2 Keelboat

D Wise presented the Keelboat committee report on behalf of C Jones (copy on file).

8.3 Centreboard

R McCready presented the Centreboard committee report on behalf of T Dalbeth-Hudson (copy on file).

8.4 House & Social

D Keen presented the House & Social committee report (copy on file).

It was resolved that the committee reports be accepted.

Proposed A August/Seconded K Staff - Carried

9 Election of Officers

The following officers were nominated, seconded and elected to office.

Office	Nominee	Nominator & Seconder	Election
Commodore	Peter Wilson	D France/D Keen	Advance nomination. No other nominations - Elected
Patron	Doug Galbraith	P Wilson/D Keen	Advance nomination. No other nominations - Elected
Honorary Solicitor	Law North	D France/M MacDiarmid	Nominated from the meeting. No other nominations - Elected
Auditor	BDO	D France/M MacDiarmid	Nominated from the meeting. No other nominations - Elected
Vice-Commodore	Dave Keen	D France/P Wilson	Nominated from the meeting. No other nominations - Elected
Treasurer	Dean Smith	P Wilson/D Keen	Advance nomination. No other nominations - Elected
Secretary	Tim Bingham	P Wilson/R Haslar	Advance nomination. No other nominations - Elected
Rear Commodore	Doug France	P Wilson/D Keen	Advance nomination. No other nominations -

			Elected
Northland Yachting Association	Derry Godbert	P Wilson/D Keen	Nominated from the meeting. Carried

10 Election of committees

10.1 Centreboard

The following members were nominated & seconded in advance & duly elected to the Centreboard sub-committee (maximum 7 members).

Nominee	Nominator/Seconded	
Garry Colebrook	G Pye/D France	There being sufficient nominations received these nominees were deemed to be elected.
Geoff Pye	T Dalbeth-Hudson/D France	
Derry Godbert	K Staff/I Godbert	
Tony Dalbeth-Hudson	G Pye/D France	
Ric McCready	P Wilson/R Haslar	
Tania Quin	V France/D France	
Harley Warren	V France/D France	

10.2 House & Social

There were no advance nominations the House & Social sub-committee (maximum 7 members). Nominations from the floor were called for. None were received.

10.3 Keelboat

The following members were nominated & seconded at the AGM and duly elected to the Keelboat sub-committee (maximum 7 members).

Nominee	Nominator/Seconded	
Andy August	D Wise/V France	There being insufficient nominations received these nominees were deemed to be elected.
Vonnie France	D Wise/A August	
Craig Jones	L Ford/V France	
Daniel Wise	V France/A August	
Leroi Ford	C Jones/V France	

There being 2 further vacancies, nominations from the floor were called for. None received.

D Wise was nominated, seconded and deemed elected to chair the Keelboat committee.
Proposed / - No other nominations, Elected

10.4 Launch & Cruise

The following members were nominated & seconded in advance of the AGM and deemed elected to the Launch and Cruise sub-committee (maximum 7 members).

Nominee	Nominator & Seconded	Election
Bruce Carter	M MacDiarmid/D France	There being insufficient nominations received these nominees were deemed elected.
John Rowe	P Wilson/R Haslar	
Alistair Stephenson	J Rowe/D France	
Kit Staff (Chair)	D Godbert/I Godbert	

There being 3 further vacancies, nominations from the floor were called for. No further nominations

11 Election of General Committee

The maximum number of general committee members is 14 including the officers and sub-committee chairs. The following members were nominated & seconded in advance of the AGM for positions on the General committee & were deemed elected.

Nominee	Nominator/Seconded	
		There being sufficient nominations received to fill the
Ric McCready	P Wilson/R Haslar	

Kit Staff	D Godbert/I Godbert	vacancies the nominees were deemed elected.
Alastair Wells	D France/V France	

12 General Business

12.1 Constitution Amendments

Resolution	<p>That the 2017 Kerikeri Cruising Club Annual General Meeting approved the following changes to the Kerikeri Cruising Club Incorporated Constitution & Rules. That:</p> <p>Clause 4.11.1 be changed to read “The business affairs of the marina must be managed by the Marina Committee on behalf of the Club, pursuant to the authority delegated under Kerikeri Cruising Club Marina Trust Deed of Undertaking. The Committee in their management must comply with the requirements contained in the following documents:</p> <ul style="list-style-type: none"> • Deed of Trust • Berth Holders Licence & Rules <p>These documents will take precedence in all matters pertaining to the management and affairs of the marina.”</p> <p>Clause 4.11.2 be changed to read “The Marina Committee has, and may exercise, all the powers necessary for managing, directing and supervising the management of the business affairs of the marina, except to the extent that this Constitution expressly requires those powers to be exercised by the Berth Holders and the Club’s General Committee.”</p> <p>Clause 5.1.3 be changed to read “Berth Holders’ meetings will be conducted in accordance with the schedule contained in the Kerikeri Cruising Club Marina Deed of Undertaking.”</p> <p>Clause 5.5.3 be changed to read “The quorum at all Annual and Special General Meetings of the Berth Holders shall be in accordance with the current Kerikeri Cruising Club Marina Trust Deed of Undertaking.”</p> <p>Clause 9.2 “First Committee Members will be the existing Marina Company Board, with the four most senior serving directors being due for retirement under Rule 9.1.4 at the next Annual or Special General Meeting of the Berth Holders.” be removed</p>
	<p>an additional clause 10 (see below) be inserted</p> <p>10 KERIKERI CRUISING CLUB MARINA TRUST</p> <p>10.1 Objective</p> <p>To ensure the Kerikeri Cruising Club Marina Trust Deed of Undertaking is complied with.</p> <p>10.2 Membership of the Board</p> <p>As per the current Kerikeri Cruising Club Marina Trust Deed</p> <p>10.3 Retirement of the Board</p> <p>As per the current Kerikeri Cruising Club Marina Trust Deed</p> <p>10.4 Disqualification and Removal from the Trust</p> <p>As per the current Kerikeri Cruising Club Marina Trust Deed</p> <p>The clause 14, definition “Issuer Kerikeri Cruising Club” Be removed</p> <p>The clause 14, definition of Major Financial Transaction (Marina) be changed to “In any financial year expenditure equal to or greater than that permitted under the Kerikeri Cruising Club Deed of Trust.”</p>

Proposed P Wilson/Seconded J Murdoch : Carried

2) Clause 4.9 - The duties of the Rear Commodore - the obligation to chair the House & Social Committee has been removed. The Chair of this committee already has a seat on the General Committee.

Resolution	That the 2017 Kerikeri Cruising Club Annual General Meeting approved the following changes to the Kerikeri Cruising Club Incorporated Constitution & Rules. That: Clause 4.9 be changed to read
	“RESPONSIBILITY OF THE REAR COMMODORE It shall be the duty of the Rear-Commodore to assist the Commodore and the Vice-Commodore in the discharge of their duties, to officiate in their absence.”
	Proposed P Wilson/Seconded L Ayr : Carried

3) Clause 4.2.2 - The ability of the Commodore to be present at any sub-committee meeting has been extended to the other two Flag Officers.

Resolution	That the 2017 Kerikeri Cruising Club Annual General Meeting approved the following changes to the Kerikeri Cruising Club Incorporated Constitution & Rules. That: Clause 4.2.2 be changed to read “The Sub Committees shall consist of: Marina Committee consisting of seven (7) Members; Keel Boat Committee with a maximum of seven (7) Members; Centreboard Committee with a maximum of seven (7) Members; Launch/Cruising Committee with a maximum of seven (7) Members; House/Social Committee with a maximum of seven (7) Members. With the exception of the Marina Committee any Club Member with voting rights shall be eligible for election to a Sub-Committee. The Flag Officers shall be entitled to attend all Sub Committee meetings as an ex- officio Member. The Sub-Committees shall meet as and when necessary for the efficient conduct of their business.”
	Proposed P Wilson/Seconded I Derrick : Carried

4) Throughout the Constitution - reference is made to methods of communication with members, in forms that are now, or are becoming, redundant. These terms have been updated to better reflect current methods of electronic communication.

Resolution	That the 2017 Kerikeri Cruising Club Annual General Meeting approved the following changes to the Kerikeri Cruising Club Incorporated Constitution & Rules. That: Clause 2.3.2 be changed to read “Fails to observe any of these rules or if he/she shall have been guilty of any act, practice or conduct which in the opinion of the General Committee brings discredit on the Club or lowers its status or to be prejudicial to the interest of the Club, provided always that any complaint coming under this sub-clause shall be brought before a Special Meeting of the General Committee of the Club for that purpose. The Member affected shall have SEVEN (7) DAYS previous notice stating the nature of the complaint sent to them by receipted notification, and shall have the right to appear and be heard. If such meeting by a resolution passed by the votes of at least TWO THIRDS of the Members present thereat shall resolve to suspend, reprimand, warn or require an apology from the Member, notified to them by receipted notification, they shall thereupon cease to enjoy the privileges of Membership of the Club for the duration of the suspension as declared by the findings of the special meeting except that he/she may within TWENTY ONE (21) days lodge an appeal to be heard before a Special General Meeting convened for the purpose. The decision of the Special General Meeting shall be final. The final decision shall be notified to all Members.”
	Clause 2.4.2 be changed to read “If the Member shall fail to observe any of these rules or if he/she shall have been guilty of any act, practice or conduct which in the opinion of the General Committee brings discredit on the Club or lowers its status or to be prejudicial to the interest of the Club, provided always that any complaint coming under this sub clause shall be brought before a Special Meeting of the General Committee of the Club for that purpose. The Member affected shall have <u>SEVEN (7) DAYS</u> previous notice stating the nature of the complaint notified to him/her by delivery of letter to the last known address, and shall have the right to appear and be heard. If such meeting by a resolution passed by the votes of at least <u>TWO THIRDS</u> of the Members present thereat shall resolve to exclude the Member, notified to them by receipted notification, they shall thereupon

	<p>cease to be a Member except that he/she may within <u>TWENTY ONE DAYS (21)</u> days lodge an Appeal to be heard before a Special General Meeting convened for the purpose. The decision of the Special General Meeting as determined by simple majority shall be final. The final decision shall be notified to all Members.”</p>
	<p>Clause 5.3 be changed to read</p> <p style="text-align: center;">“NOTICE OF MEETING</p> <p>5.3.1 Fourteen days’ notice of an Annual or Special General Meeting of the Club shall be given to the Members by circular and by a notice on the notice board stating the object and business of such meeting. Postage or electronic communication of the circular shall be made to Members not less than 18 days prior to the date of the meeting. Proof of such posting shall be sufficient evidence that adequate notice has been given. Proof of electronic communication having been sent shall be sufficient evidence where the Member has supplied such an address to the Club.</p> <p>5.3.2 Fourteen days’ notice of an Annual or Special General Meeting of the Berth Holders shall be given to the Berth Holders by circular and by a notice on the notice board in the Clubhouse stating the object and business of such meeting. Postage or electronic communication of the circular shall be made to Berth Holders not less than 18 days prior to the date of the meeting. Proof of such posting shall be sufficient evidence that adequate notice has been given. Proof of electronic communication having been sent shall be sufficient evidence where the Member has supplied such an address to the Club.”</p>
	<p>Clause 5.6.3 be changed to read</p> <p>“Provisions for meeting by electronic communication: For the purposes of this Constitution the contemporaneous linking together by electronic communication of Committee Members (not less than the quorum), whether or not any one or more of the Members is out of New Zealand, shall be deemed to constitute a meeting of the Committee and all provisions of this Constitution as to meetings of the Committee shall apply to such meeting by electronic communication so long as the following conditions are met: All Committee Members for the time being entitled to receive Notice of a meeting shall be entitled to a Notice of meeting by electronic communication and to be linked by electronic communication for the purposes of such meeting. Notice of any such meeting may be given by electronic communication, and Each of the Committee Members taking part in the meeting by electronic communication must be able to communicate to each of the other Committee Members taking part at the start of the meeting; and At the start of the meeting each Committee Member must acknowledge his/her presence for the purposes of meeting of the Committee to all other Committee Members taking part. Committee Members may not leave the meeting by disconnecting their electronic communication unless they have previously obtained the express consent of the Chairman of the meeting and a Committee Member shall be presumed to have been present and form part of the quorum during the meeting by electronic communication unless he has previously obtained the express consent of the Chairman to leave the meeting in accordance with this clause. If certified as correct by the Chairman of the meeting a minute of the proceedings at such meeting by electronic communication shall be sufficient evidence of such proceedings and the observance of the necessary formalities. For the purposes of this Constitution “electronic communication” shall include all devices, which permit instantaneous communication.”</p>
	<p>Proposed P Wilson/Seconded K Staff : Carried</p>

10.1 Gantry

Will be reinstated as soon as possible.

10.2 General Enquiries & Comments

There being no further business, the meeting closed at 8.39pm

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P Wilson (Commodore)

.....
D Keen (Vice-Commodore)

DRAFT