

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 28 September 2017 in the Kerikeri Cruising Club Clubhouse, 346 Opito Bay Road, Kerikeri.

Agenda

- 1. Apologies
- 2. Minutes of the AGM held September 2016
- 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. General Business
 - a. Proposed Changes to the Kerikeri Cruising Club Constitution

Kerikeri Cruising Club Inc

Minutes of the
Annual General Meeting
Held Monday 29 September 2016
Meeting held at Kerikeri Cruising Clubhouse, Doves Bay.
The meeting commenced at 7.35pm

1 Welcome

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

2 Attending

D France (Commodore), and 48 members as per Attendance Register (on file).

3 Apologies

P Asquith	K Ohlendorf	G & A Pye	
D & W Galbraith	T & T Dalbeth-Hudson	D Smith	V Sexton
L & L Read	M & H Johnson	R & J Tingey	
S Miller	M Carere	H & F Smith	
J & C Murdoch	K & G Turner	A Jones	

It was resolved that the apologies be accepted.

Proposed L Haslar/Seconded B Upperton - Carried

4 Minutes of the Annual General Meeting held 29 September 2015

The minutes of the previous Annual General Meeting (AGM) held on 29 September 2015 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 2015 be accepted.

Proposed P Wilson/Seconded A August - Carried

5 Matters Arising

YNZ SEM fees - review by General Committee: if Club wants to run yacht races must be a member & pay fees. YNZ also represents KCC on other issues - aquaculture
Was immediate past Commodore to Rear Commodore considered as a succession plan.

6 General Business Notified

1. Life Membership Nomination
2. Mast Gantry - G Colebrook
3. Life Membership Nomination - B Upperton
4. Clubhouse photos of club members - N Little

7 Commodore's Report

D France presented the Commodore's Report covering the activities of the Club during 2015/2016 (copy filed).

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

8 Treasurer's Report

8.1 Financial Report

D Smith noted that audited accounts had been distributed; the Club had opted out of the being an Issuer & that the financial statements were simpler as a result.

It was resolved to accept the Kerikeri Cruising Club Audited Annual Accounts & Audit for 1 July 2015 - 30 June 2016.

Proposed M MacDiarmid/Seconded K Staff - Carried

Visitor pool income

8.2 Budget, Subscriptions & Fees

D Smith noted that the budget for 2016/2017 year had been distributed prior to the AGM. Notable items: ongoing maintenance/refurbishment

It was resolved to accept the Kerikeri Cruising Club budget for 1 July 2016 - 30 June 2017.

Proposed T Bingham/Seconded K Staff - Carried

Last year's budget & actuals to go with this year's - J Durham

15% increase in subscription - not justified J Durham

Financial Report cannot be understood as they are consolidated - please provide Club profit & loss to members

T Corcoran - please note in the minutes that the increase in fees will be tagged for major maintenance/refurbishment.

It was resolved that the subscription fees be increased the same 15%

Proposed A August/Seconded R Douglas:

It was resolved that the Kerikeri Cruising Club subscriptions & fees have the following changes applied from 1 December 2016 (see below):

<i>Family</i>	<i>\$200 change to \$230</i>
<i>Senior</i>	<i>\$150 change to \$170</i>
<i>Youth</i>	<i>\$50 change to \$55</i>
<i>Social</i>	<i>\$50 change to \$55</i>
<i>Long distance</i>	<i>\$110 change to \$120</i>
<i>Long service</i>	<i>\$110 change to \$120</i>
<i>Crew</i>	<i>\$50 change to \$55</i>
<i>Pile moorings</i>	<i>\$630 change to \$675</i>
<i>Trailer parks</i>	<i>\$535 change to \$545</i>
<i>Dinghy lockers</i>	<i>\$105 no change</i>
<i>Dinghy racks</i>	<i>\$15 no change</i>

Proposed P Wilson/Seconded P Harris - Carried

9 Sub-Committee Reports

9.1 Marina

P Harris presented the Marina Committee report (copy on file).

9.2 Keelboat

C Jones presented the Keelboat committee report (copy on file).

9.3 Centreboard

G Colebrook presented the Centreboard committee report (copy on file).

9.4 House & Social

P Wilson presented the House & Social committee report (copy on file).

It was resolved that the committee reports be accepted.

Proposed P Wilson/Seconded D France - Carried

10 Election of Officers

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

Office	Nominee	Nominator & Seconder	Election
Commodore	Doug France	D Galbraith/T Bingham	Advance nomination. No other nominations - Elected
Patron	Doug Galbraith	D France/T Bingham	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	C Rymer	A August/L Ayr	Nominated from the meeting. No other nominations - Elected
Treasurer	Dean Smith	D France/T Bingham	Advance nomination. No other nominations - Elected
Secretary	Peter Wilson	D France/D Galbraith	Advance nomination. No other nominations - Elected
Rear Commodore	Alastair Wells	D France/P Wilson	Advance nomination. No other nominations - Elected
Northland Yachting Association	Derry Godbert	G McCarty/K Staff	Nominated from the meeting. Carried

11 Election of committees

11.1 Centreboard

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

Nominee	Nominator/Seconder	
Garry Colebrook	D France/P Wilson	There being sufficient nominations received these nominees were deemed to be elected.
Geoff Pye	D France/M MacDiarmid	
Tony Dalbeth-Hudson	D France/P Wilson	
Ric McCready	D France/P Wilson	

There being 3 further vacancies, nominations from the floor were called for.

Derry Godbert	D France/M MacDiarmid	
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P Wilson/D Keen

11.2 House & Social

The following members were nominated & seconded in advance of the AGM and deemed elected to the House & Social sub-committee (maximum 7 members). The House & Social Committee is chaired by the Rear Commodore.

Nominee	Nominator/Seconder	
Zara Harris	V France/P Wilson	There being insufficient nominations received these nominees were deemed to be elected.
Kaye Quin	D France/P Wilson	
Dave Keen	D France/J White	

There being 3 further vacancies, nominations from the floor were called for.

Nominee	Nominator/Seconder	
Laura Jerome	P Wilson/K Quin	There being sufficient nominations received these nominees were deemed to be elected.
Lloyd Jerome	P Wilson/K Quin	
Jacqui Beer	P Wilson/K Quin	

The Rear Commodore shall chair the House & Social Committee¹.

11.3 Keelboat

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

Nominee	Nominator/Seconder	
Craig Jones	L Ford/F Smith	There being insufficient nominations received these nominees were deemed to be elected.
Daniel Wise	C Jones/F Smith	
Leroi Ford	D Wise/F Smith	

There being 4 further vacancies, nominations from the floor were called for.

Nominee	Nominator/Seconder	
Hans Smith	C Jones/K Staff	There being insufficient nominations received these nominees were deemed to be elected.
Florence Smith	C Jones/K Staff	

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

11.4 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 & Seconder	Election
Kit Staff	D France/P Wilson	There being insufficient nominations received these nominees were deemed elected.

There being 6 further vacancies, nominations from the floor were called for. No further nominations
K Staff was nominated, &, there being no other nominations, deemed elected to chair the Launch & Cruise committee.

12 Election of General Committee

The maximum number of general committee members is 14 including the officers and sub-committee chairs. There were 4 vacancies on the General Committee. The following members were nominated & seconded in advance of the AGM for positions on the General committee & were deemed elected.

Nominee	Nominator/Seconder	
Tim Bingham	D France/P Wilson	There being sufficient nominations received to fill the vacancies the nominees were deemed elected.
Jim Murdoch	D France/M MacDiarmid	
Ric McCready	D France/P Wilson	
David Keen	D France/J White	

¹ Kerikeri Cruising Club Incorporated, Constitution & Rules, Amended September 2013, clause 4.9

13 General Business

13.1 Mast Gantry

A remit to the AGM had been received "That the mast haulout Samson post and derrick be reinstated as soon as possible" from G Colebrook & M Sexton.

Gantry - has been used successfully for decades carry on

T Corcoran - gantry use has massive Health & Safety Act implications

D Godbert - issue to be looked at by the General Committee

P Hooper - Health & Safety needs to be taken seriously, gantry issue needs to be thoughtfully considered not reinstated in haste.

That the mast haul out Samson post and derrick be reinstated as soon as possible" from G Colebrook & M Sexton

Amendment That the GenCom look at the reinstatement of the mast gantry subject to a full review of the health & safety issues & the management of the gantry.

Proposed D Godbert/Seconder R Douglas: Carried

That the GenCom look at the reinstatement of the mast gantry subject to a full review of the health & safety issues & the management of the gantry.

Proposed D Godbert/Seconder R Douglas: Carried

13.2 Life Membership Nomination

It was resolved that Blair Tuke be elected a Life Member of the Kerikeri Cruising Club.

Proposed N Little/Seconded D Godbert

Nominated by the Kerikeri Cruising Club General Committee - Carried

13.3 General Enquiries & Comments

NZ Youth Championships in December 2016 open to all NZ kids.

There being no further business, the meeting closed at 9.20pm

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D France (Commodore)

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C Rymer (Vice-Commodore)

Proposed Subscriptions & Fees 2017/2018

No changes are proposed for the fee or subscription rates for the 2017/2018 year.

Subscription or Fee Type	2017/2018 Proposed	2016/2017
Family	\$230	\$230
Senior	\$170	\$170
Youth	\$55	\$55
Social	\$55	\$55
Long distance	\$120	\$120
Long service	\$120	\$120
Crew	\$55	\$55
Pile moorings	\$675	\$675
Trailer parks	\$545	\$545
Dinghy lockers	\$105	\$105
Dinghy racks	\$15	\$15

Proposed Changes to the Kerikeri Cruising Club Incorporated Constitution & Rules

In conjunction with changes being made to the Kerikeri Cruising Club Marina Berth Licence, Marina Berth Licence Rules, the formation of the Kerikeri Cruising Club Marina Trust & the removal of Trustees Executors Ltd as the Statutory Supervisor, the Club's General Committee makes the following recommendations for changes to the Club's Constitution.

These amendments are now submitted to the KCC AGM for the members to approve of the changes.

The changes fall into four separate areas, and will be voted on for approval by the members, individually.

1) Relates to the newly formed Marina Trust, and is referred to in Clause 10.

References to the "Deed of Participation" throughout the constitution have been altered to reflect the Marina Trust.

These changes are of utmost importance, to bring our constitution into line with the newly formed Marina Trust.

Resolution	
	That the 2017 Kerikeri Cruising Club Annual General Meeting approved the following changes to the Kerikeri Cruising Club Incorporated Constitution & Rules. That:
	<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 To ensure the Kerikeri Cruising Club Marina Trust Deed of Undertaking is complied with.</p> <p>10.2 Membership of the Board As per the current Kerikeri Cruising Club Marina Trust Deed</p> <p>10.3 Retirement of the Board As per the current Kerikeri Cruising Club Marina Trust Deed</p> <p>10.4 Disqualification and Removal from the Trust 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>

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	<p>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</p> <p>“RESPONSIBILITY OF THE REAR COMMODORE</p> <p>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.”</p>
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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	<p>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.”</p>
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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:
	<p>Clause 2.3.2 be changed to read</p> <p>“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.”</p>
	<p>Clause 2.4.2 be changed to read</p> <p>“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 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>“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:</p> <p>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:</p> <p>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</p> <p>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</p> <p>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.</p> <p>Committee Members may not leave the meeting by disconnecting their electronic communication</p>

<p>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.</p> <p>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.</p> <p>For the purposes of this Constitution “electronic communication” shall include all devices, which permit instantaneous communication.”</p>
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