# Kerikeri Cruising Club Inc
# AGM Papers

## Notice of Annual General Meeting

The Kerikeri Cruising Club Annual General Meeting will be held at 7.00pm on Thursday 3 October 2024 in the Kerikeri Cruising Club Clubhouse, 346 Opito Bay Road, Kerikeri.

## Agenda

1. Apologies
2. Minutes of the AGM held September 2023 (see page 2)
3. Minutes of the Special General Meeting held December 2023 (circulated with this agenda: SGM Minutes Dec 2023)
4. Minutes of the Special General Meeting held September 2024 (circulated with this agenda: SGM Minutes Sep 2024)
5. Matters Arising
6. Commodore's Report
7. Treasurer's Report
    a. Audited Financial Statements to 30 June 2024.
    b. Presentation of the Budget & Determination of Subscriptions (circulated with this agenda:
8. Sub-Committee Reports
9. Election of Officers
10. Election of Sub-Committees
11. Election of Sub-Committee Chairpersons
12. Election of General Committee
13. General Business
    a. Fuel Jetty Update
    b. Clubhouse Update
    c. Reclamation Title

# Kerikeri Cruising Club Inc

Minutes of the
Annual General Meeting
Held Thursday 12 October 2023
Meeting held at Kerikeri Cruising Clubhouse, Doves Bay.
The meeting commenced at 7pm

## 1 Welcome

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

## 2 Attending

A Wells (Commodore), and 57 members as per Attendance Register (on file).
40 members are required for a quorum.

## 3 Apologies

R Barnaby
P Woods
D & V Keen
J & J Mark
R & L Haslar
D & A Warren
D Galbraith

> *It was resolved that the apologies be accepted.*
> *Proposed A Wells/ Seconded B Carter - Carried*

## 4 Minutes of the Annual General Meeting held 29 September 2022

The minutes of the previous Annual General Meeting (AGM) 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 2022 be accepted.*
> *Proposed A Wells/Seconded D Godbert – Carried*

## 5 Matters Arising

None raised

## 6 Commodore's Report

A Wells presented the Commodore's Report covering the activities of the Club during 2022/2023 (copy filed).

> *It was resolved that the Commodore's Report be accepted.*
> *Proposed A Wells /Seconded T Bingham – Carried*

## 7 Treasurer's Report

### 7.1 Financial Reports Performance Report to June 2022

Dean Smith presented the Treasurer's report (copy on file).
Suggestion that the audit & accounting functions be separated to different accounting firms

> *It was resolved that the Kerikeri Cruising Club audited Financial Accounts to 30 June 2023 be accepted.*
> *Proposed D Smith/Seconded T Bingham : Carried*

### 7.2 Budget, Subscriptions & Fees

D Smith spoke to the budget, proposed fees & subscriptions for 2023/2024 year that had been distributed prior to the AGM.

> *It was resolved that the budget, subscriptions & fees for the year commencing 1 December 2023 as proposed below:*
> *Family $275*
> *Senior $200*
> *Youth $78*
> *Long Distance $150*
> *Social $78*
> *Crew $78*
> *Long Service $150*
> *Dinghy Rack $39*
> *Dinghy Locker $159*
> *Trailer park $649*
> *Pile Mooring $911*
> *Access FOB $10 for new memberships*
> *be accepted.*
> *Proposed D Smith /Seconded T Bingham – Carried*

## 8 Sub-Committee Reports

### 8.1 Marina

M Lucas presented the Marina Committee report on behalf of P Woods (Marina Committee Chair).

> *It was resolved that the committee report be accepted.*
> *Proposed M Lucas/Seconded B Carter - Carried*

### 8.2 Keelboat

J Power presented the Keelboat Committee report (copy on file).

> *It was resolved that the committee report be accepted.*
> *Proposed J Power/Seconded P Webb - Carried*

### 8.3 House & Social and Launch & Cruise Committees

No House & Social/Launch & Cruise Committee report was presented.

### 8.4 Centreboard

No Centreboard Committee report was presented.

## 9 Elections

Nominations from the floor can only be accepted if the nominee is present to accept the nomination or written confirmation to acceptance of the nomination is available. Nomination forms for nominations received in advance are kept on file.
The following officers were nominated, seconded and elected to office.

| Office | Nominee | Election |
|---|---|---|
| Patron | Doug Galbraith | Advance nomination<br>No other nominations - Elected |
| Commodore | Mark Turner | Advance nomination.<br>No other nominations - Elected |
| Vice-Commodore | Bingham, Tim; Carter, Bruce | Advance nominations |

There being two nominations for the position of Vice-Commodore, an election by ballot was held. Results below.

| | | |
|---|---|---|
| Treasurer | Dean Smith | Advance nomination. |

| | | |
|---|---|---|
| | | No other nominations - Elected |
| Secretary | David Brock | Nominated by T Bingham/A Wells.<br>No other nominations - Elected |
| Rear Commodore | Alastair Wells | Advance nomination.<br>No other nominations – Elected |
| Honorary Solicitor | Law North | Nominated by M MacDiarmid/D Smith.<br>Elected |
| Auditor | BDO | Advance nomination<br>No other nominations - Elected |

# 10 Election of committees

Nominations for sub-committee positions from the floor can only be accepted if the nominee is present to accept the nomination or written confirmation of acceptance of the nomination is available.

## 10.1 Centreboard

Centreboard sub-committee (maximum 7 members).
There being no nominations received in advance, nominations from the floor were called for.
The following members were nominated & seconded at the meeting.

| Nominee | Nominator/Seconder | |
|---|---|---|
| P Kee | D Godbert/T Bingham | There being insufficient nominations received these nominees were deemed to be appointed.<br><br>Elected |
| B Edwards | | |
| M Kee | | |
| D Godbert | G Colebrook/T Bingham | |

There being one vacancy, further nominations were called for. None received.
Chair of the Centreboard Committee to be advised.

## 10.2 Keelboat

Keelboat sub-committee (maximum 7 members).
The following members were nominated & seconded in advance of the meeting.

| Nominee | Nominator/Seconder | |
|---|---|---|
| John Power | | There being sufficient nominations received in advance these nominees were deemed to be appointed.<br><br>Elected |
| Simon Cain | | |
| Natasha Fraser | | |
| Phil Webb | | |
| Ken Tyler | | |
| Leroi Ford | | |
| Ian Derrick | | |

Chair person to be advised.

## 10.3 Launch & Cruise

Launch and Cruise sub-committee (maximum 7 members). The work of the Launch & Cruise Committee has been completed by the House & Social Committee in recent years.
There being no advance nominations or nominations from the meeting, it was suggested that any Club member interested in organising cruising events contact or join the House & Social Committee.

## 10.1 House & Social

House & Social sub-committee (maximum 7 members).
There being no nominations received in advance, nominations from the floor were called for.
The following members were nominated & seconded.

| Nominee | Nominator/Seconder | |
|---|---|---|
| R Dempster | M Lucas/G Lucas | There being insufficient nominations received these nominees |

| | | |
|---|---|---|
| G Lucas | R Dempster/M Lucas | were deemed to be appointed.<br><br>Elected |

There being further vacancies, further nominations were called for. None received.
Chair person to be advised.

### 10.2 Marina Committee

The Marina Committee is elected by the berth licence holders AGM which was held on 25 September 2023. The Marina Committee consists of P Woods (Chair), T Milicich, M Carere, M Lawton, M Lucas, R Dempster, M Simpson.

## 11 Election of Vice-Commodore

The result of the election for the role of Vice-Commodore was announced. T Bingham was elected to the position. Thank you to both candidates.

> *It was resolved that the ballots be destroyed.*
> *Proposed T Bingham/Seconded A Wells - Carried*

## 12 Election of General Committee

The maximum number of general committee members is 14 including the officers and sub-committee chairs.
The following nominations were received in advance.

| Nominee | |
|---|---|
| Bruce Carter<br>Murray Reid | These nominees were deemed to be appointed. |

There being insufficient nominees in advance, nominations from the floor were called for. None received.

## 13 Proposed Alteration of Constitution & Rules

Background
A new Incorporated Societies Act was passed into law on 6 April 2022. The new Act intends to make incorporated societies' governance functions more robust by aligning director duties more closely with those in the Companies Act. Examples of this include introducing officers' duties and requirements for dispute resolution processes. Some of the required changes require amendments to the Constitution, others can be included in the Club's policy & other documents.

There is a transition period during which incorporated societies will continue to be subject to the 1908 Act until they decide whether they wish to re-register under the 2022 Act or consider alternative options.

Societies that fail to re-register between October 2023 and April 2026 will cease to be incorporated and will be removed from the Register.

Re-registration will involve filing a constitution that is compliant with the new Act. Over the past 12 months, the Club's General Committee has reviewed the existing Club Constitution & Rules & as a result recommends the following changes to ensure it complies with the new requirements.

### Complaints Procedure

The General Committee recommends the complaints procedure below and suggest it be added to the Constitution as item 2.4 under 2.0 Members, headed as "2.4 Complaints Procedure" and move "Expulsion" to 2.5

Inclusion of a complaints procedure is a requirement for our compliance with the Incorporated Societies Act 2022. The procedure below was taken from the Incorporated Societies website. If the Club chooses to write its own procedure, we may require a lawyer and we will likely have to produce a document that is essentially the same.

# Proposed Complaints Procedure

2.4 Complaints procedure

(1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
(a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
(b) sets out the allegation to which the dispute relates and whom the allegation is against; and
(c) sets out any other information reasonably required by the society.

(2) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
(a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
(b) sets out the allegation to which the dispute relates.

The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

(4) A complaint may be made in any other reasonable manner permitted by the society's constitution.

3 Person who makes complaint has right to be heard

A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.

If the society makes a complaint,—
(a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
(b) an officer may exercise that right on behalf of the society.

(3) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—
(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
(c) an oral hearing (if any) is held before the decision maker; and
(d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

4 Person who is subject of complaint has right to be heard

(1) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the **respondent**)—
(a) has engaged in misconduct; or
(b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
(c) has damaged the rights or interests of a member or the rights or interests of members generally.

The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

If the respondent is the society, an officer may exercise the right on behalf of the society.

(4) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—

(a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
(d) an oral hearing (if any) is held before the decision maker; and
(e) the respondent's written statement or submissions (if any) are considered by the decision maker.

5 Investigating and determining dispute

(1) A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
(2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

6 Society may decide not to proceed further with complaint

Despite clause 5, a society may decide not to proceed further with a complaint if—

(a) the complaint is trivial; or
(b) the complaint does not appear to disclose or involve any allegation of the following kind:
(I) that a member or an officer has engaged in material misconduct:
(ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act:
(iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:
(c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
(d) the person who makes the complaint has an insignificant interest in the matter; or
(e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
(f) there has been an undue delay in making the complaint.

7 Society may refer complaint

(1) A society may refer a complaint to—
(a) a subcommittee or an external person to investigate and report; or
(b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(2) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

8 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
(a) impartial; or
(b) able to consider the matter without a predetermined view.

> *It was resolved that the Complaints Procedure (above) be added to the Kerikeri Cruising Club Constitution & Rules & the proposed changes to the Constitution be accepted.*
> *Proposed T Bingham/Seconded D Smith - Carried*

# 14 General Business

## 14.1 Northland Regional Council Bio-security Fee – D Godbert & A August

KCC is tasked by the Northland Regional Council with collecting fees for each marina/pile mooring for attempts at Fanworm control and monitoring. The Club has objected to this in the past and some members would like continued objection and dissatisfaction brought to the councils attention again. This is a long-term planning year for NRC so a submission would be timely.
The Club is legally required to pay the fee. The fee is invoiced to the Club as the owner of the marina & pile moorings.

> *It was resolved that a strongly worded letter by written by the Commodore on behalf of the membership objecting to the ongoing unfair collection of the bio-security fee & that fee collecting on behalf of the regional council is unfair.*
>
> *Proposed D Godbert/Seconded A August – Carried*

## 14.2 Clean Club

B Carter presented the Clean Club concept to the AGM & thanked D Keen, & F Corbett for their assistance.

There being no further business, the meeting closed at 8.24pm

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M Turner (Commodore) T Bingham(Vice-Commodore)