

## **Plimmerton Residents' Association Inc**

### **Minute**

Date: 08.09.20

Subject: Cancellation of AGM due to Covid 19 Level 2 restrictions and use of electronic means to pass resolutions

The 2020 Annual General Meeting of Plimmerton Residents' Association (PRA) was to be held on Monday 17 August at Plimmerton Boating Club, Plimmerton.

The date and venue had been widely publicised by the following means:

- Email newsletter to subscribers
- Website ([www.plimmerton.nz](http://www.plimmerton.nz))
- FaceBook
- Letterbox flier to households in Plimmerton and Camborne
- Posters

On Wednesday 12 August the Covid 19 Alert Level 2 restrictions were imposed. This restricted gatherings to no more than 100 people with requirements for social distancing and contact tracing. With over 200 financial members eligible to vote, it would not be possible to hold the AGM under Level 2 while allowing all eligible members to exercise their voting rights.

The PRA executive committee conferred by email and discussed the situation with the host venue, Plimmerton Boating Club (PBC). PBC advised that they would not host the AGM under Level 2 restrictions.

The continuation of Alert level 2 was confirmed on Friday 14 August.

On Saturday 15 August the committee agreed the following resolution by email:

"That the AGM scheduled for 17 August be postponed due to current Covid 19 level 2 restrictions."

Moved: Warrick Procter      Seconded: Robin Jones      Carried: Unanimous

We notified the postponement to members and residents by email to subscribers and a FaceBook post.

A sub group of 6 executive committee members plus one committee nominee met on 18 August to consider the options. The notes of this meeting were circulated to the executive committee (see attached below "*AGM Next Steps Meeting Note 18.8.20*") and a formal resolution was put by email (19.8.20):

"That, owing to the cancellation of the Plimmerton Residents' Association 2020 AGM due to Covid 19 Level 2 restrictions, the executive committee has considered options to conduct the formal business in a timely manner, and has decided to complete this by electronic means, using email, website and electronic voting. It is noted that this action falls outside the specific requirements of our constitution but is allowed under exceptional Covid 19 legislation."

Moved: Robin Jones      Seconded: Allan Dodson      Carried: Unanimous

On Sunday 23 August an email was sent to our newsletter subscriber list to explain the process, refer subscribers to the AGM documents that were posted on our website, and call again for any further nominations for the executive committee. We asked that any issues, questions or further nominations be advised within 7 days.

On Sunday 30 August we emailed all Financial members eligible to vote again referring them to the website documents and asking them to vote on three formal resolutions as follows by the following Sunday 6 September. We hand delivered a copy of the email to those without a valid email address.

Resolution 1:

"That the minutes of the 2019 AGM of the Plimmerton Residents' Association held on 12 August 2019 be accepted as a true and proper record."

Moved: Allan Dodson

Seconded: Dave Anderson

Resolution 2:

"That the Financial Statement to 30 June 2020 be approved."

Moved: Don Gray

Seconded: Robin Jones

Resolution 3:

"That the following be appointed to the Executive Committee of the Plimmerton Residents' Association for the 2020-21 year:

Dave Anderson (nominated Allan Dodson/seconded Warrick Procter)

Carolyn Williams (nominated Allan Dodson/seconded Warrick Procter)

Don Gray (nominated Allan Dodson/seconded Warrick Procter)

David Verrinder (nominated Allan Dodson/seconded Warrick Procter)

Robin Jones (nominated Allan Dodson/seconded Warrick Procter)

Peter Walters (nominated Allan Dodson/seconded Warrick Procter)

Warrick Procter (nominated Allan Dodson/seconded David Verrinder)

Roger Watkin (nominated Carolyn Williams/seconded Allan Dodson)

Moved: Allan Dodson

Seconded: Chris Collins

We received replies from 32 eligible households, with results as follows:

Resolution 1:

For: 28	Abstain: 4	Against: 0	<i>Carried</i>
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Resolution 2:

For: 30	Abstain: 2	Against: 0	<i>Carried</i>
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Resolution 3:

For: 30	Abstain: 2	Against: 0	<i>Carried</i>
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We believe that the replacement of the formal business of our 2020 AGM with electronic means was necessary under the Covid 19 Level 2 restrictions (which are still in force) and that the process followed ensured was sound and satisfactory. Our members had access to all the necessary documents and information through our website ([www.plimmerton.nz](http://www.plimmerton.nz)), had ample opportunity to comment or raise issues, and all eligible financial members were given the opportunity to vote on the three formal resolutions that would have been put at the AGM.

David Anderson (co-Chair 2019-2020)

Allan Dodson (co- Chair 2019-2020)

For Plimmerton Residents' Association Inc

9 September 2020

**Notes of meeting on Tuesday 18 August 2020 held by Plimmerton RA executive committee members to address next steps following cancellation of AGM due to Covid 19 Level 2 restrictions, at Plimmerton Deli.**

Present: Allan, Dave A, Warrick, Don, Robin, Carolyn (and committee nominee Roger Watkin)  
Apologies: David Verrinder, Peter Walters

The executive committee has agreed unanimously by email vote (motion put on 15.08.20) that we cannot hold our AGM in person under Level 2 Covid 19 restrictions.

This meeting of the above Executive Committee members was held to discuss the situation and decide on a way forward.

Our options were to:

1. Hold the physical AGM at a later date, although no date can be set until Covid 19 level 1, and there is no certainty that the same restrictions will not apply again in future.
2. Hold a virtual AGM by Zoom or Skype to cover the formal business.
3. Use email, website and electronic voting of financial members to conduct the formal business.

We understand that the exceptional legislation put in place for Covid 19 restrictions covering charities and incorporated societies (the "COVID-19 Response [Further Management Measures] Legislation Bill") allows us to use methods outside those specifically allowed in our constitution (such as electronic means, including electronic voting) to achieve the requirements of our constitution in regard to our AGM.

Normally we would have to hold the AGM by 31 August. The Companies legislation allows an automatic extension until 30 November, and the use of electronic means, provided we follow the designated process. (NB This involves formal advice to the Registrar (see attached form)).

We discussed the way forward. Our constitution requires us to hold an AGM to fulfil the following obligations:

***ANNUAL GENERAL MEETING*** *The Association shall hold an Annual General Meeting not later than 31 August each year at which paid up financial members will –*

- (a) approve a financial statement;*
- (b) review the activities of the Association; and*
- (c) elect an Executive [Committee] of at least 5 members and not exceeding 12.*

Given the uncertainty surrounding the timeframe for Level 2 conditions, we agreed it is preferable to complete the AGM requirements (outlined above) using electronic means so our association can move forward into the new financial year with a new committee in place and can meet its community goals and statutory obligations.

It is therefore proposed that the formal business of the PRA AGM 2020 be actioned by electronic means. This is a variation to the rules and guidelines of the PRA Constitution May 2018.

We currently have 219 eligible financial members. The group felt it would be too technologically challenging to hold a virtual AGM using Zoom or Skype, as we do not have in-house resources to support this, and we also felt it could be a deterrent to member participation.

We therefore propose to proceed with Option 3, "Use email, website and electronic voting of financial members to conduct the formal business."

The following process is proposed:

1. Formal vote by executive committee by email to confirm the process:

Resolution:

"That, owing to the cancellation of the Plimmerton Residents' Association 2020 AGM due to Covid 19 Level 2 restrictions, the executive committee has considered options to conduct the formal business in a timely manner, and has decided to complete this by electronic means, using email, website and electronic voting. It is noted that this action falls outside the specific requirements of our constitution but is allowed under exceptional Covid 19 legislation."

Moved: Robin Jones

Seconded: Allan Dodson

2. Email all Financial members (Email 1) (plus general advice via newsletter & Facebook) to explain process and refer all to documents already posted on PRA website (minutes of 2019 meeting, Chair report, Community Shed report, Financial statement). Also advise nominations for incoming committee, and ask for any further nominations. We'll ask that any issues, questions or further nominations be advised within 7 days.

3. After 7 days, email all Financial members (updated list), (Email 2), again referring them to the website documents and asking them to vote on the formal resolutions as follows:

Resolution 1:

"That the minutes of the 2019 AGM of the Plimmerton Residents' Association held on 12 August 2019 be accepted as a true and proper record."

Moved: Allan Dodson

Seconded: Dave Anderson

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David Verrinder (nominated Allan Dodson/seconded Warrick Procter)

Robin Jones (nominated Allan Dodson/seconded Warrick Procter)

Peter Walters (nominated Allan Dodson/seconded Warrick Procter)

Warrick Procter (nominated Allan Dodson/seconded David Verrinder)

Roger Watkin (nominated Carolyn Williams/seconded Allan Dodson)

*[and any additional nominees received]*

Moved: Allan Dodson

Seconded: Chris Collins

*(NB neither are standing for re-election)*

The Financial members will be asked to agree/disagree/abstain by email to Plimmerton RA gmail address for each of the three resolutions by a certain date, which will be 7 days after the email is sent.

Please note that a quorum of ten financial members is required. There is one vote per household that have paid subs in 2019-20 or 2020-21 financial years.

It was noted that this process is in effect more rigorous in terms of checking voter eligibility than the usual AGM process.

4. We declare the results of the electronic vote for each resolution and declare that the incoming committee is duly elected (or not).

5. We complete the Notice of Use of Electronic Means form to advise the Companies Registrar, (and note this in our Performance Report to Charities Services due by 31.12.20)

The meeting agreed that all social aspects of the AGM including external speakers and Covid 19 awards should be deferred until current Covid 19 levels are relaxed. To be discussed at a later date.

Specific actions:

1. Minute today's meeting and circulate to exec committee, requesting formal vote to proceed (ROBIN)
2. Prepare list of confirmed Financial members and email addresses & load to PRA Gmail contacts as a group (Financial Members 2019-2020/2020-2021) by Sunday 23 August (DON/WARRICK/ROBIN)
3. Draft emails for steps 2 (Email 1) and 3 (Email 2) above – ROBIN draft and CAROLYN check
4. Send Email 1 by bcc (WARRICK/ROBIN)
5. Monitor responses ALLAN
6. Send Email 2 for formal vote by bcc (WARRICK/ROBIN)
7. Check responses and tally up Emails sent/ Replies received/ Those in favour/ Those against) (ALLAN (and someone independent to cross-check?))
8. Advise Allan of process for new members to join MailChimp Newsletter group/ action automatic sign up if new member (CAROLYN/WARRICK)