

MINUTES (in Review)

ANNUAL GENERAL MEETING 2021



Name:	Cerebral Palsy Society of New Zealand Inc
Date:	Sunday, 17 October 2021
Time:	2:00 pm to 2:45 pm
Location:	In Person, 8 Railway Street, Newmarket, Auckland 1023
Board Members:	Emma Lovett, Daniel Clay, Meg Smith (Chair), Merryn Straker, Pippa Huddleston, Reuben Woods
Attendees:	Renata Kotua, Clare Williams, Mrs. Sally Blyth
Guests/Notes:	Pre-registrations for the AGM: Amy Hogan; Melanie Loudon; Elizabeth Miniarapa; Marcia Nelson; Amy Clay, Michael Turner; Paul Munckhof; Rachel Mullins; Dominic Hagar; Karen Moore; Jaron Marsh; Nicola Bark; George Hewitt; Ira Turvey; Angela Shardlow; Sara Sheehan; Steven Lovett; Harvey Brunt; Toni Glass; Sean Parker; Kurt Peterson; Thomas Harvey; Murray Waring; Michael Northcott; Sally & Alex Thomas; Varinder Kashap; Don Heta; Tayce Manning; Alice Hedgeman; Paddy Tollan; Melissa Neville; Allison Franklin; Marshall Shields; Marlene Green; Michelle Edwards; Trish McQueen; Joy Ho; Maqymseah Ninces; Meisha Farmer; Sarah Bate; Kat Thomas; Stuart Burnett;

1. Welcome, Attendance & Apologies

1.1 Welcome

Emma Lovett, CPS President and Chair, introduced herself and welcomed everyone. She advised members the meeting was being recorded.

Renata Kotua opened the meeting with a Karakia.

The Board members introduced themselves: Renata Kotua (Vice President), Merryn Straker (Treasurer), Meg Smith (Secretary), Reuben Woods, Daniel Clay, Pippa Huddleston.

The Chair thanked Electionz for their support for the AGM.

1.2 Apologies

Apologies received from: Jarod McClintock; Mandy Slade; Jane Hickman; Mike Hamill; Christian Solomona; Cleighpartra Montford; Leon Keegan; Bridget McLaren

Apology received from Kate Hedges via email during the meeting.

At the start of the meeting 18 members were in attendance which and after more members joined throughout the meeting there were 29 participants in attendance.

Participants present: Trish Mcqueen; Allison Franklin; Elizabeth Miniarapa; Ira Turvey; Jaron Marsh; Kat Thomas; Maqymseah Ninces; Marcia Nelson; Marlene Green; Meisha Farmer; Melissa Neville; Michael Turner; Murray Waring; Nicola Bark; Paddy Tollan; Paul Munckhof; Sally Blythe; Sara Sheehan; Sara Bate; Thomas Harvey; Melanie Loudon; Amy Hogan; Emma Lovett; Renata Kotua; Meg Smith; Merryn Straker; Pippa Huddleston; Daniel Clay & Reuben Woods

1.3 Confirm Minutes of 2020 AGM



Minutes of 2020 AGM of CPS

The Minutes of the 2020 AGM of Cerebral Palsy Society were approved as a true and correct record of the meeting.

Decision Date: 17 Oct 2021
Mover: Pippa Huddleston
Seconder: Reuben Woods
Outcome: Approved

It was noted that the 2020 President's Report is rejected by Gemma Overton.

2. Matters Arising

2.1 Matters Arising

No matters arising noted from previous AGM.

It was noted that the 2020 Chair's report was rejected by Gemma Overton.

3. Reports

3.1 President's Report

The President read her President's Report 2021.

She thanked Electionz for their generous assistance in running the online voting system for the Board election process, which had resulted in good engagement from members.

Highlights noted:

- A period of significant change over the past year, with a new strategic direction and opportunities for the future.
- Advocacy is a focus for the future.
- The grants process has been streamlined and a new E-card system introduced to provide more flexibility and accessibility around financial assistance for members.
- Online activities have been welcomed by members.

A vote of thanks was offered to GM Clare Williams and her team for their invaluable input.

The President's statement from the meeting has been attached to this meeting recording.



President's Report 2021

The President's Report 2021 was received and noted.

Decision Date: 17 Oct 2021
Mover: Reuben Woods
Seconder: Merryn Straker
Outcome: Approved

3.2 Financial Reports

Board Treasurer Merryn Straker read her Treasurer's Report 2021.

Highlights noted:

- CP Society is in a healthy financial position with a surplus which enables the Board to confidently pursue the new strategic plan.
- The loan made by CP Society to CIL has been impaired by \$500k.
- EAL investment funds increased from \$30.6m to \$35.4m as at 30 June 2021.
- The new E-card system enables accurate assessment of use by members and accurate records of liabilities which was not accessible in the previous voucher system.
- The subsidised Electionz platform has reduced cost, improved access and provides benefit to the CP Society.

The Treasurers feedback statement has been included in these minutes.



Treasurer's Report 2021

The Treasurer's Report 2021 was received and noted.

Decision Date:	17 Oct 2021
Mover:	Pippa Huddleston
Seconder:	Daniel Clay
Outcome:	Approved

3.3 CPS Board Interests Register

The CPS Board Interests Register was noted. No questions were received in relation to the Interests Register.

4. Major Decisions and Discussions

4.1 Appointment of Auditor

The majority of votes were in favour of the resolution which was recommended for approval and agreed.



Appointment of Auditor

The Board approved the appointment of RMS Hayes as auditor for the 2022/2023 financial year.

Decision Date:	17 Oct 2021
Mover:	Merryn Straker
Seconder:	Renata Kotua
Outcome:	Approved

4.2 Membership Fees

The majority of votes were in favour of the resolution which was recommended for approval and agreed.



Membership Fees

The Board approved the Membership Fees for the year July 2022 to June 2023 remain unchanged at:

- \$10 per annum for Individual Membership
- \$15 per annum for Family Membership
- \$10 per annum for Associate Membership (Friends of the Society)

Decision Date: 17 Oct 2021
Mover: Pippa Huddleston
Seconder: Meg Smith
Outcome: Approved

4.3 Remits for consideration

The GM read out the remit proposed by Renata Kotua.

The majority of votes were in favour of the remit and the GM declared that the remit be accepted.



Proposed remit

The remit proposed by Renata Kotua was approved.

Clause 15 of the Constitution requires that nominees for the Board must be a Member. Under clause 15.3 of the Constitution the Board may co-opt up to two additional Directors until the next AGM (noting that co-opted board members do not have voting rights). Independent directors can play a very important governance role on boards, improving corporate credibility, playing an important role in risk management, and sometimes filling skill gaps. With this in mind we would like to delete and replace clause 15.3 to provide as follows:

15.3 The Board may co-opt up to two additional independent Directors who, for the avoidance of doubt, are not required to be Members. Independent Directors may be appointed for terms of up to two years, however at no time will the Board have more than two independent directors. Independent directors will have full voting rights.

Decision Date: 17 Oct 2021
Mover: Renata Kotua
Seconder: Meg Smith
Outcome: Approved

4.4 Q&A Session

Amy and Melanie joined the panel for the Q&A Session.

Several questions were addressed:

- Question by Allison Franklin: "Is the logo staying as is?" Response by Emma: The CP Society will look at the possibility of rebranding but no decisions have been made regarding the logo. Any changes will be done with full opportunity for member input.
- Question by Trish McQueen: "Will CP get the money back as it is members' money?" The meeting noted Trish McQueen's strong feelings that, based on the information released to members and from her perspective, members' funds appear to have been misused and she considers that it should be paid back. Board Response: The Board sought legal advice and have worked to implement the recommendations of the BDO report regarding CIL. The Board continues to consider the contents of the report and is focused on the future and driving the strategic plan forward. As the matter is a complex one and not clear cut, the Board is ensuring it follows the correct process and is receiving advice from independent legal experts regarding all matters in relation to the report.

- Question by Nicola Barke: "Is the BDO Report available publically?" Board Response: "The Board confirmed that the BDO report will not be made public due to confidentiality and privacy issues. Relevant points have been shared with members as appropriate."
- Question by Sara Bates: "Has the The Charities Commission indicated any follow up action or made comment regarding the previous filed audited financial statements?" Board response: "The newly formed Board had disclosed the independent BDO report in its entirety to the Charities Commission and after asking some questions regarding the conduct of the Board and the investment arm of CP Society and enquired of the Board's plans for the future. The strategic direction has been shared with the Charities Commission and they have no concerns or further questions regarding the organisation."
- The issue of taxi fare surcharges was raised by Murray Waring, this was noted and the GM and her team will consider this when they focus on the "Get Out There" programme. Murray was directed to discuss this directly with the operations team.
- Question by Nicola Barke: "Did you look at getting the money back from company directors?" Board response: "The board received a fair bit of advice from experts and have considered and may continue to consider whether any action will be taken as the situation is not clear cut". The Board noted that members should not make allegations of impropriety lightly without being in full possession of the facts. The BDO report used the term "unorthodox" with regard to the CIL investments, and the board considers this terminology appropriate."

4.5 Election of Officers

The Chair thanked those who had put their names forward for election, adding that there had been a good turnout for voting.

The GM read out the Election results.

- Daniel Clay
- George Hewitt
- Pippa Huddleston
- Emma Lovett
- Katherine Thomas
- Reuben Woods

Congratulations were offered and new Board members George and Katherine were welcomed.

The Chair offered thanks to the unsuccessful candidates.

5. Close Meeting

5.1 Close the meeting

Next meeting: No date for the next meeting has been set.

Emma thanked everyone for participating in today's AGM in this new way forward of virtual AGMs which will be the way forward even next year as this allows everyone the opportunity across the country to participate. Renata closed the meeting with a karakia

Signature: _____

Date: _____