# DRAFT MINUTES

## CEREBRAL PALSY SOCIETY ANNUAL GENERAL MEETING

| | |
|---|---|
| **Name:** | Cerebral Palsy Society of New Zealand Inc |
| **Date:** | Sunday, 19 October 2025 |
| **Time:** | 2:00 pm to 3:45 pm (NZDT) |
| **Location:** | Zoom, Zoom |
| **Board Members:** | Daniel Clay (Chair), Emma Lovett, George Hewitt, Helena Chan, Meg Smith, Treasurer/Independent Director Peter Wynne-Jones, Reuben Woods |
| **Attendees:** | Clare Williams, Ms. Sally Blyth |
| **Guests/Notes:** | Members: Amy Hogan, Ira Turvey, Murray Waring, Daniel Clay, Kris Edwards, James Edley, Allison Franklin, Emma Lovett, Helena Chan, Meg Smith, Reuben Woods.<br><br>Staff: Clare Williams; Melanie Louden, Caroline Junges, Carol Avard, Peter Rawlings, Theo van de Klundert, Emily Pavey, Anna Mackey,<br><br>Board: Peter Wynne-Jones; |

# 1. Welcome, Attendance & Apologies

## 1.1 Welcome & Opening Karakia

Daniel Clay, Chair, opened the AGM a Karakia and welcomed staff and members to the meeting. A quorum was confirmed.

The GM provided some housekeeping details and advised that the meeting would be recorded.

## 1.2 Member Apologies

An apology was noted from Tiresa Sio.

## 1.3 Confirm Minutes of 2024 AGM

### CP Society's 2024 AGM

The Minutes of the CP Society's 2024 AGM were approved as a true and correct record of the meeting.

Agreed unanimously.

| | |
|---|---|
| **Decision Date:** | 19 Oct 2025 |
| **Mover:** | Daniel Clay |
| **Seconder:** | Treasurer/Independent Director Peter Wynne-Jones |
| **Outcome:** | Approved |

# 2. Matters Arising

## 2.1 Matters Arising

There were no Matters Arising.

# 3. Reports

## 3.1 President's Report

Daniel Clay, Chair, presented his report, as circulated.

## 3.2 Treasurers Report

Peter Wynne-Jones, Treasurer, presented his report as circulated.

Daniel Clay, Chair, thanked Peter for his work.

## 3.3 CPS Board Interests Register

The Interests Register was noted.

# 4. Major Decisions and Discussions

## 4.1 Appointment of Auditor

**Appointment of Auditor**

The Board resolved to initiate a competitive tender process for the appointment of new external auditors for the Cerebral Palsy Society for 2025/2026 financial year.

Agreed unanimously.

| | |
|---|---|
| **Decision Date:** | 19 Oct 2025 |
| **Mover:** | Daniel Clay |
| **Seconder:** | Treasurer/Independent Director Peter Wynne-Jones |
| **Outcome:** | Approved |

## 4.2 Membership Fees

**Membership Fees**

The Board approved that the fees for the year July 2026 to June 2027 remain unchanged at:
i. $10 per annum for Individual Membership
ii. $15 per annum for Family Membership
iii. $10 per annum for Associate Membership (Friends of the Society)

Agreed unanimously.

| | |
|---|---|
| **Decision Date:** | 19 Oct 2025 |
| **Mover:** | Daniel Clay |
| **Seconder:** | Reuben Woods |
| **Outcome:** | Approved |

## 4.3 Remits for consideration

The Chair went through the five Remits as presented and announced the voting and results, noting a 75% threshold is required for a Remit to be passed.

**Remit 1: Special Resolution to Adopt a New Constitution.**

Votes Received

- For 89
- Against 9
- Abstain 3
- INFORMAL 0
- BLANK 1

102 votes were cast on this resolution. 87% voted "For".

The Chair therefore declared that Resolution 1 is ACCEPTED.

**Remit 2: Appointment of Regional Member Spokespersons.**

Votes Received

- For 76
- Against 13
- Abstain 10
- INFORMAL 0
- Blank 3

102 votes were cast on this resolution. 74% voted "For".

The Chair therefore declared that Resolution 2 is DECLINED.

**Remit 3: Creation of a "Friends of CPS" Database.**

Votes Received

- For 85
- Against 9
- Abstain 6
- INFORMAL 0
- Blank 2

102 votes were cast on this Resolution. 83% voted "For".

The Chair therefore declared that Resolution 3 is ACCEPTED.

**Remit 4: Member Proposal Submission & Multi-Reading Voting Process.**

Votes Received

- For 62
- Against 24
- Abstain 14
- INFORMAL 0

- Blank 2

102 votes were cast on this resolution. 60% voted "For".

The Chair therefore declared that Resolution 4 is DECLINED.

**Remit 5: Reinstate the Annual Members Dinners.**

Votes Received

- For 68
- Against 16
- Abstain 16
- INFORMAL 0
- Blank 2

102 votes were cast on this resolution. 66% voted "For".

The Chair therefore declared that Resolution 5 is DECLINED.

Reuben Woods outlined the importance of Remit 1 being accepted to ensure the CP Society remains in line with the new Incorporated Societies Act which comes into effect in April 2026.

Daniel Clay thanked Reuben and his legal team for their expertise and work done on the Constitution, and other matters, which is not charged for.

## 4.4 Q&A Session

A question was received from member Murray Waring.

- Under the proposed new Constitution clause 12.2 why doesn't the CP Society's liability insurance cover such costs in the policy?

Reuben Woods read out Clauses 12.1 and 12.2, noting one is indemnity for Officers and the other is insurance for Officers.

Reuben provided a response as follows:

The clauses authorise the CP Society to put in place Directors & Officers (D&O) cover which would respond to a claim against Officers in connection with the discharge of their duties as directors or officers. It is customary for the CP Society to pay the costs of D&O insurance, with is currently in place and will be maintained under the new Constitution. This is consistent with market practice and it is recommended that all officers have cover.

Reuben clarified that, in order for CPS to indemnify and take out such insurance, it has to be authorised to do so within the Constitution. Such insurance covers the liabilities that are customary and authorised by this provision in the Constitution, noting the costs of the insurance are paid for by CP Society.

Daniel Clay clarified that the revised Constitution carries over powers from the previous one.

There were no other questions.

## 4.5 Election of Officers

There were five vacancies on the Board and the call for nominations resulted in four nominations. This meant no election was required and the following people were elected unopposed.

- Daniel Clay

- Murray Waring
- Kris Edwards
- Tiresa Sio

Daniel offered congratulations to the three new Board members, noting that the Board is looking forward to working with them.

# 5. Close Meeting

## 5.1 Close the meeting

**Next meeting:** Cerebral Palsy Society Executive Board Meeting - 12 Nov 2024, 7:00 pm

Daniel thanked members for their attendance and closed the AGM with a Karakia.

**Signature:**____________________ **Date:**_________________________