



Report 10.558
Date 22 September 2010
File M/30/09/01
WRS 08/05/01
Committee Council
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Shareholder resolutions in lieu of Annual General Meetings

1. Purpose

To seek approval from the Council, as sole shareholder of Grow Wellington Limited and WRC Holdings Limited, not to hold an Annual General Meeting (AGM) for Grow Wellington Limited and WRC Holdings Limited.

2. Significance of the decision

The matters for decision in this report do not trigger the significance policy of the Council or otherwise trigger section 76(3)(b) of the Local Government Act 2002.

3. Background

3.1 Grow Wellington Limited

On 27 August 2010 the Directors of Grow Wellington Limited adopted the financial statements of the company for the year ended 30 June 2010. The financial statements included an unqualified audit report.

3.2 WRC Holdings Limited

On 22 September 2010 the Directors of WRC Holdings Limited will adopt the financial statements of the company for the year ended 30 June 2010. The financial statements will include an unqualified audit report.

3.3 The Companies Act 1993

Under section 120 of the Companies Act 1993, the board of a company must call an annual general meeting of shareholders to be held no later than six months after the “balance date” of the company. However, it is unnecessary for the company to hold a meeting if everything required to be done at that meeting is done by written resolution of the shareholders, passed in accordance with section 122 of the Companies Act 1993.

4. Comment

The purpose of holding an AGM for Grow Wellington Limited and WRC Holdings Limited would be for the Council to reappoint Audit New Zealand on behalf of the Controller and Auditor-General as the companies' auditors, and to pass a resolution regarding the auditors' fees and expenses.

On 1 September 2010, the Wellington Regional Strategy Committee was presented with Grow Wellington Limited's annual report, which included its financial statements for the year ended 30 June 2010. A copy of the Grow Wellington Annual Report is attached (refer **Attachment 3**).

If the Council approves the WRC Holdings Limited financial statements for the year ended 30 June 2010, an AGM will be considered unnecessary. If the Council approves the financial statements it will be recommended that Council resolve not to hold an AGM in respect of the 2009/10 year, pursuant to section 122 of the Companies Act.

5. Communications

No communications are required.

6. Recommendations

That the Council:

- (1) *Receives the report.*
- (2) *Notes the content.*
- (3) *As sole shareholder of Grow Wellington Limited Resolves by way of the written resolutions contained within Attachment 1 to not hold an Annual General Meeting.*
- (4) *Subject to the approval of WRC Holding's financial statements for the year ended 30 June 2010, as sole shareholder of WRC Holdings Limited Resolves by way of the written resolutions contained within Attachment 2 to not hold an Annual General Meeting.*
- (5) *Authorises the Chief Financial Officer to affix the Council's Common Seal to the resolutions of the sole shareholder (Attachments 1 and 2).*

Report prepared by:

Report approved by:

Margaret Meek
Senior Policy Analyst

Barry Turfrey
Chief Financial Officer

Attachment 1: Shareholder Resolutions for Grow Wellington Limited
Attachment 2: Shareholder Resolutions for WRC Holdings Limited
Attachment 3: Grow Wellington Annual Report 2010 (under separate cover)