

Report 12.491
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Committee Council
Author Margaret Meek, Senior Democratic Services Advisor

Shareholder resolution in lieu of Annual General Meeting

1. Purpose

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

2. The decision-making process and significance

The matters requiring decision in this report have been considered by officers against the requirements of Part 6 of the Local Government Act 2002.

2.1 Significance of the decision

Officers have considered the significance of the matter, taking the Council's significance policy and decision-making guidelines into account. Officers recommend that the matter be considered to have low significance.

Officers do not consider that a formal record outlining consideration of the decision-making process is required in this instance.

3. Background

3.1 WRC Holdings Limited

On 25 September 2012 the Directors of WRC Holdings Limited adopted the financial statements of the company for the year ended 30 June 2012. The financial statements included an unmodified audit report.

3.2 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 WRC Holdings Limited would be for the Council to reappoint Audit New Zealand on behalf of the Controller and Auditor-General as the Company's auditors, and to pass a resolution regarding the auditors' fees and expenses.

If the Council approves the WRC Holdings Limited financial statements for the year ended 30 June 2012, 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 2011/12 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) *Subject to the approval of WRC Holding's financial statements for the year ended 30 June 2012, as sole shareholder of WRC Holdings Limited **Resolves** by way of the written resolutions contained within **Attachment 1** to not hold an Annual General Meeting.*
- (4) ***Authorises** the Chief Financial Officer to affix the Council's Common Seal to the resolutions of the sole shareholder (Attachments 1).*

Report prepared by:

Report approved by:

Margaret Meek
Senior Democratic Services
Advisor

Bruce Simpson
Chief Financial Officer

Attachment 1: Shareholder Resolutions for WRC Holdings Limited