

Annual General Meeting

Agenda

Birkenhead Town Centre Association Inc.
Trading as Birkenhead Village Association

Meeting to be held The Birkenhead Library
Hinemoa Birkenhead Auckland

Monday 13th October 2025 at 5:45 pm for 6.30 pm start

1. Present

2. Apologies:

Resolution 1: *That the Birkenhead Town Centre Association Inc. accept the apologies.*

Move:

Second:

CARRIED:

3. Minutes

The Minutes of the previous AGM held on Wednesday 25th September 2024 to be confirmed as a true and correct record of the business transacted.

Resolution 2: *That the Birkenhead Town Centre Association Inc. receive and confirm the 2024 AGM Minutes of the Birkenhead Town Centre Association Inc held at 6pm on Wednesday 25th September.*

Move:

Second:

CARRIED:

4. Executive Committee Reports

4.a) Chairperson's written report

Resolution 3: *That the Birkenhead Town Centre Association Inc. receive the 2024/2025 Executive Committee Reports (being the report of the Executive Committee on activities for the 1 July 2024 to 30 June 2025 financial year).*

Move:

Second:

CARRIED:

4.b) Manager's written report

Resolution 4: *That the Birkenhead Town Centre Association Inc. receive the 2024/2025 Manager's Report (covering the objectives/achievements for the 1 July 2024 to 30 June 2025 financial year).*

Move:

Second:

CARRIED:

5.a) Treasurer's end of year report (Treasurer Adrianne Leslie of The Hive Accounting)

Resolution 5: *That the Birkenhead Town Centre Association Inc. receive and accept the Treasurer's AGM 2025 report.*

Move:

Second:

CARRIED:

5.b) End of year financial statements, performance report and audit to 30 June 2025.

Resolution 6: *That the Birkenhead Town Centre Association Inc. receive and approve the Annual Financial Statements for the Financial Year 1 July 2024 to 30 June 2025.*

Move:

Second:

CARRIED:

5.c) Proposed Income & Expenditure Budget for 1 July 2026 to 30 June 2027 No increase to the Targeted Rate

Resolution 7: *That Birkenhead Town Centre Association Inc. receive and approve the proposed income and expenditure budget for the 1 July 2026 to 30 June 2027 Financial Year. That the Association note that there will be no increase in the Association's BID targeted rate grant for 2026/2027 resulting in a BID targeted rate amount of \$229,027. Further ask the Kaipatiki Local Board recommend to the governing body the amount of \$229,027 be included in the Auckland Council draft 2026/2027 annual budget consultation process.*

Move:

Second:

CARRIED:

5.d) Business Plan for 1 July 2026 to 30 June 2027.

Resolution 8: *That Birkenhead Town Centre Association Inc. approves the Business Plan for the period 1 July 2026 to 30 June 2027. That the Association note that the Executive Committee has authority under the Rules of the Association to make changes to the Business Plan as necessary through the period.*

Move:

Second:

CARRIED:

6. Election of Members to Executive Committee and Chairperson

14.1 The Executive Committee shall consist of:

14.1.1 A Chairperson and

14.1.2 not less than four persons but no more than nine persons who are full members of the Association

6.a) Chairperson Nominations

6.a.i) Chairperson

16.1 The Chairperson shall be elected to that position in accordance with rule 15.

The nominations for Chairperson are [nominees to be announced at the AGM].

An election for the appointment of the Chairperson shall be carried out.

Chairperson Nomination Form (in Draft)

Resolution 10: *That the Birkenhead Town Centre Association Inc. appoints [Name] as the Chairperson for 2025/2026.*

Move:

Second:

CARRIED:

Rule 15. Nominations of candidates for election as members of the Executive committee:

15.1.1. Shall be made in writing signed by two Full Members of the Association and accompanied by the written consent of the candidate and

15.1.2 shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

6.b) Committee Nominations

Rule 15. Nominations of candidates for election as members of the Executive Committee:

15.1.1. Shall be made in writing signed by two Full Members of the Association and accompanied by the written consent of the candidate and

15.1.2 shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

The nominations for the Executive Committee will be announced at the AGM.

An election of members for the Executive Committee shall be carried out in accordance with 15.1.1 as set out above.

Resolution 9: *That the Birkenhead Town Centre Association Inc. approves the election of [Names of Elected Member] to the Executive Committee for 2025/2026.*

Move:

Second:

CARRIED:

6.b.ii) Treasurer

The appointment of the Treasurer shall be carried out in accordance with Rule 17.1 as set out below.

17.1 The Treasurer shall be appointed to that position by the Executive Committee.

6.b.iii) Secretary

The appointment of the Secretary shall be carried out in accordance with Rule 16.2 as set out below.

16.2 The Secretary shall be appointed to that position by the Executive committee.

7. Appointment of Auditor

18. Auditor

18.1 The Auditor shall be appointed by the Association on an annual basis to carry out the functions set out in the rule.

Resolution 11: *That the Birkenhead Town Centre Association Inc appoint Hart & Co as Auditor for the Birkenhead Town Centre Association Inc. for the 2025/2026 financial year.*

Move:

Second:

CARRIED:

8. General Business

8.1 Special Resolution 12: *That the Birkenhead Town Centre Association Inc apply to reregister with the Registrar of Incorporated Societies*

Move:

Second:

CARRIED:

8.2 Special Resolution 13: *That the Birkenhead Town Centre Association Inc each of the proposed changes to the current Constitution in form attached to this Resolution*

Move:

Second:

CARRIED:

8.3 Speaker from Watercare on Sewerage Upgrade

Meeting Closed:

Proposed Changes to the Constitution

The Executive Committee of the Birkenhead Town Centre Association Incorporated Society (**Association**) propose the following changes to their Constitution to satisfy the requirements of the new Incorporated Societies Act 2022 (**Act**). These changes will first be submitted to Auckland Council for feedback and then submitted to the members of the Association for feedback.

1. The definition of “Act” is replaced with a reference to the new legislation.

“Act” means the Incorporated Societies Act 2022, as amended from time to time.”

2. The rights of a person to have more than one voting right is not as clear as it could be. The existing clause 5.2 could be replaced with:

“5.2 For the avoidance of doubt, a natural person or one legal entity may be a Full Member only once at the same time even though that person may be entitled under rule 5.1 to be a Full Member on more than ground.

Note: This rule does not stop a person having two different legal entities who are each eligible to be a Full Member of the Association. Each Full Member could nominate the same individual to represent the two legal entities.

3. The Act requires an Interests Register to be maintained by the Association. A new clause 12.3 could be added:

“12.3 The Executive Committee will maintain a register of interests in accordance with section 73 of the Act.”

4. The election process of the Chairperson is not as clear as it could be. The existing clause 16.1 could be replaced with:

“16.1 The candidates for the role of Chairperson will be nominated prior to the Annual General Meeting using the same process contained in clause 15. Each candidate for the role of Chairperson must be a Full Member of the Association.

The Chairperson will be elected using the same process contained in clause 15.

- 5. The new role introduced by the Act of *Contact Person* is included. If the chairperson is to be the *Contact Person*, then new clauses 16.5 and 16.6 could be added:**

“16.5 The Chairperson will act as the contact person for the Association.

16.6 Any change in the contact person or that person’s name or contact details shall be advised to the Registrar of Incorporated Societies within 20 days of that change occurring, or the Association becoming aware of the change.”

- 6. The Association’s ability to take out director and officer liability insurance and the Association’s indemnity of its Committee could be expressly recorded. New clauses 34.3 – 34.5 could be added:**

34.3 The Association indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.

34.4 With the prior approval of the Executive Committee, the Association may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.

34.5 The Association is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:

(a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and

(b) costs incurred by the Officer for any claim or proceeding relating to that liability.

- 7. The reference to the Common Seal as a method of signing documents be modified, as Common Seals are no longer mandatory. The existing clause 37 could be replaced with:**

“37.1 A contract or other enforceable obligation may be entered into by the Association:

37.1.1 if a deed, by:

(a) *two or more members of the Executive Committee; or*

(b) *a member of the Executive Committee, or other person or class of persons, whose signature or signatures must be witnessed; or*

(c) *affixing its common seal.*

37.1.2 *if some other form of contract or written agreement, by a person acting under the Association's express or implied authority."*

8. A new Disputes Resolution clause 41 is added.

"41.1 The Association shall adopt the dispute resolution procedures as set out in the Act."