

Meeting

Minutes



What	SPECIAL GENERAL MEETING
Where	Auckland Marine Rescue Centre
When	10:00am 7 th March 2020

1. OPENING & WELCOME

Following a safety briefing and housekeeping announcement by Georgie Smith, Acting CEO, President & Chairperson Graham Brown formally opened the meeting at 10:05am and welcomed those attending.

He introduced Steve Hayes, CNR Auditor and John Saunders, Police Maritime Unit as scrutineers, Andrew Tetzlaff, Simpson Grierson legal advisor to CNR in respect of this meeting, and Liz Norquay minute taker. Notified those present that the meeting was being recorded. Graham added that this meeting is to be followed by the CNZ SGM, which is scheduled to be held at 11:30am.

2. CONFIRMATION OF QUORUM

In accordance with Rule 42.1 of CNR's Constitution, twenty-five Voting Members must be present at a General Meeting to constitute a quorum. With an obviously large number of Voting Members present the requirements for a quorum were satisfied.

3. APOLOGIES

Coastguard Hokianga representatives

Coastguard North Kaipara representatives

Andrew Robertson

No further apologies from the floor.

Motion

That the apologies be accepted.

Jim Livett/Bennett Medary

CARRIED

4. NOTICE OF MEETING ERROR

Graham said it had been brought to CNR's attention that some Supporter Members may not have received the notice of meeting in accordance with the specific requirements set out in our constitution.

- Rule 44 of our Constitution provides that any irregularity, error or omission in any Notices, Agenda and relevant papers for the Meeting, or the omission to give notice to

Members to whom notice is required to be given and any other procedural error in the organisation of a Meeting shall not invalidate the meeting nor prevent the Meeting from considering the business of the meeting provided that:

- the irregularity is minor and does not produce any material unfairness to a significant number of Members;
- I, in my discretion as Chair, consider that it is still appropriate for the SGM to proceed despite the irregularity, error or omission; and
- a motion to proceed is put to the meeting and a majority of votes cast is obtained in favour of the motion to proceed.

The Chairman said he was satisfied that it is appropriate for the SGM to proceed

Motion

That any procedural irregularity, error or omission in giving the written notice of meeting to Supporter Members be waived in accordance with Rule 44.

Jo Davis/Gordon Cattermole

CARRIED

Bob Rowsell said paying subscriber members of which there are approx. 26,000 had not been sufficiently informed so were unaware of the meeting and how significant it is. Graham replied that anyone with an interest in Coastguard would click into the headings in the Notice of Meeting posed on the CNR Website and therefore see all relevant information displayed. Mr Rowsell felt notification was not constitutional and asked that his comments be recorded.

Graham said a majority by show of hands were in favour of the motion therefore the meeting will proceed and it is his intention that the resolutions will be put and voted on.

5. DISCUSSION – PROJECT HORIZON

- Graham Brown said the purpose of this special general meeting is to vote on the Resolutions as outlined in the Notice of Meeting. Project Horizon focuses on the integration of the 4 Regional Bodies and CNZ, resulting in one robust organisation with one Board and one management team, leaving units as independent and autonomous entities in their own right – continuing as the voting Members of CNZ.
- Coastguard is facing challenges which require us to change our organisation if we are to address these effectively. Declining volunteer numbers on a national scale is a serious issue – this is just one example of the challenges that we must address and without a cohesive and united approach, Coastguard's long-term future is at risk.

- CNR Board believes Project Horizon will provide crucial benefits to the organisation as a result of a much more unified and streamlined governance and management structure.

Because the Resolutions outlined in the Notice of Meeting are inter-related, both were discussed together and voted on as two separate Resolutions.

Graham asked if any Member wished to speak in relation to the Resolutions?

Alan Martin said a yes vote would mean the end of personal votes but one vote per Unit and the democracy enjoyed today is gone. He wanted to know how ARAFA funding could be maintained because it is secured through an Act for Auckland Units. ARAFA Act presumably cannot be changed by the vote here.

Chairperson asked Callum Gillespie, CEO of CNZ to answer on the ARAFA point.

Callum Gillespie said he is confident funding will continue and there are direct talks underway between Auckland Council and CNZ. He is working rigorously for Coastguard with AC funding ring fenced for Auckland Units.

Matt Rea-Rankin said he was once against a merge however now sees the organisation has matured and can overcome boundaries to make a better Coastguard and save more lives at sea.

Craig Fisher spoke as a Coastguard member and previous Auditor partner of CNR. He said registered Charities operate in an increasingly complex environment and a review and reform of Incorporated Societies is planned which will expose them to more reporting and financial scrutiny. Units may feel burdened with administrative obligations and be open to risk when their focus needs to be saving lives at sea.

He concluded that a yes vote made very good strategic and sustainable sense.

Chris Wilks asked, would Units give up Charity Status to CNZ, what would Phase 2 mean? Chairperson stressed that the meeting was only concerned with the two Resolutions on the Agenda today.

Jenny Rowsell questioned what help a yes vote would give an active volunteer day-to-day. She wanted to see how the volunteer experience is enhanced.

Graham Brown said the national body needs to be agile to act in a cohesive and streamlined way and act for the needs of the volunteer.

Graeme Ogg believed that for volunteer sustainability there needs to be a national volunteer strategy (a key component of Project Horizon). A united Coastguard would give active volunteers resources to deal with tasks that distract them from the mission of saving lives at sea. He said compliance is getting more onerous for Units and felt a yes vote would allow CNZ to get equipped with the tools to assist Units (HR, Incorporated Society democracy issues) and manage effective and sustainable organisation.

Rendt Gorter said he supports Project Horizon however shares scepticism of what help will come for the volunteer day-to-day.

Jo Davis said years ago he was against organisational restructure however now believes an agile organisation able to implement strategy at a pace that fits the modern world is essential. And believes that would be the result of a yes vote. One person one vote may be missing however individual involvement was not, as shown by the engagement undertaken on consultation for Project Horizon.

Motion: *That the meeting proceed to voting.*

**Neil Bradley/Colin Lee
CARRIED**

6. VOTING ON RESOLUTIONS AND COUNTING OF VOTES

Graham stated that based on the constitution voting is by show of hands or by secret ballot. As requests had been received from three parties for voting by secret ballot, he asked the meeting to confirm voting on the Resolutions will be by way of secret ballot.

Motion: *That voting to be conducted by secret ballot.*

**Alan Martin/Jo Davis
CARRIED**

Each Voting Member received one voting paper at the time of registration and one vote for each proxy held by them.

Staff members passed among the attendees with Ballot Boxes and all voting papers were gathered for vote counting under the eye of Scrutineers.

Meeting adjourned 10:40am

7. VOTE AND RESULTS OF VOTE

Chairperson Graham Brown reconvened the meeting at 11:10am and announced the results, stating that the total votes cast was 413.

- For Resolution 1 (To amend CNR's existing constitution by adopting the changes set out in the proposed form of CNR's constitution provided separately to all Members and dated 7 March 2020, new constitution). For 334. Against 79. Resolution 1 is therefore passed.
- For Resolution 2 (To approve Project Horizon as defined in the Notice of Meeting and that the Board be authorised to do all things, and sign all documents, as the Board considers are reasonably necessary in conjunction with, or to give effect to, Project Horizon as it applies to CNR). For 332. Against 81. Resolution 2 is therefore passed.

The approval of Resolution 1 and Resolution 2 are conditional on, and subject to both Resolutions being passed for the passing of either one to be valid. Therefore, the Resolutions together are passed, subject to CNZ approval at the meeting to commence today at 11:30am.

8. CLOSE

Graham thanked everyone for attending and mentioned special thanks to CNZ and CNR staff for their efforts on arrangements for today.

Motion. *That the meeting be closed.*

Jim Livett/Josh Haslemore

CARRIED

Meeting closed at 11:15am

President

Date approved