

BUSINESS CENTRAL INC., WELLINGTON REGIONAL CHAMBER OF COMMERCE AND EMPLOYERS AND MANUFACTURERS' ASSOCIATION CENTRAL

**ANNUAL GENERAL MEETINGS
4.00PM TUESDAY, 6 DECEMBER 2022**

**CAPGEMINI, LEVEL 4, 80 WILLIS STREET, WELLINGTON
AND VIA ZOOM**

PRESENT:

First Name	Last Name	Company
Jo	Healey	Chair
Karun	Shenoy	Wellington Chamber President
Siah	Hwee Ang	Board Member

IN ATTENDANCE:

Simon Arcus	Chief Executive, Business Central/Wellington Chamber of Commerce
Cheryl Wilson	Business Central (Secretary)
Charlotte Collins	Business Central
Jesse Blizzard	Business Central

IN ATTENDANCE VIA ZOOM:

First Name	Last Name	Company
Mark	Oldershaw	WelTec/Whitireia
Adele	Rose	3R Group Ltd
Richard	Stone	Jackson Stone & Partners
Peter	Cullen	Life Member
Mike	Gorinski	The Palms Medical Centre Ltd
Timmy	Chantarajorn	BDO Wellington Audit Ltd
Spiro	Anastasiou	SenateSHJ
Jude	Hadfield	Ttro
Jonathan	Dean	Mt Ruapehu
Justin	Straayer	Urban Hub
Jos	Dames	Dames
Byron	Terris	Iron Duke Partners Ltd
Denny	Vermeij	Madison Recruitment
Charles	Norwood	Excel Digital
Paul	Retimanu	Manaaki Management
Laurie	Hatchard	Garden Barn
Peter	Steel	Life Member

1. WELCOME AND APOLOGIES

The meeting opened at 4.00pm.

Business Central Council Chair, Jo Healey, welcomed everyone to the Annual General Meeting of Business Central Inc., Wellington Regional Chamber of Commerce and Employers and Manufacturers' Association Central. It was noted that meeting using electronic means, the same we did last year, allows all our members across the Central NZ region to join us.

The Chair advised that the Zoom polling function would be used to consider any motions, with the anonymous vote result shared on the screen.

She advised that the meeting would be recorded and to note that this is a closed meeting and not open to general media.

Simon Arcus, Chief Executive referenced the apologies which were received for this meeting.

APOLOGIES

First Name	Last Name	Company
Don	Shanks	DG Shanks Chartered Accountant
Alison	Rudzki	Ruahine Kindergarten Assn
Paul	King	(Business Mentor)
Jenny	Te Punga-Jurgens	Whanganui Central Baptist Kindergarten & Creche Trust
Philip	Wiggins	Wiggy Tax Enterprises
Sheryl	Smith	New Zealand Association of Counsellors

PROXIES IN FAVOUR OF THE CHAIR

First Name	Last Name	Company
Vaughan	Renner	
Paul	Ramsay	Equinox IT
Donna	Tunncliffe	Hutt Valley Sexual Abuse Support & Healing

The Chair acknowledged those that have been members who have passed away in the last year and asked that we all take a moment to remember and reflect on their contribution to the region's business community.

We remembered particularly -

Mike Olsen, who was a company director and the former deputy mayor of the Dannevirke Borough Council, who died at Kapiti on January 21 after a short illness. Mike was highly active in the business community and served two terms on the Board of the Wellington Chamber.

A moment's silence was observed to remember Mike Olsen and other members who we have lost, being particularly mindful of those that have been impacted by Covid-19 and the continuing pandemic that we have experienced this year.

The Chair noted that as is our previous practice, all three Annual General Meetings were to be held jointly due to the shared membership of each entity.

The Chair asked if there were any questions regarding this, as they relate to any of the three organisations. There being none, the Chair **Moved** that the business of the meeting be conducted jointly in respect of each of Business Central Inc., Wellington Regional Chamber of Commerce and Employers and Manufacturers' Association Central, together.

**Seconded Karun Shenoy
CARRIED**

2. CONFIRMATION OF MINUTES FROM PREVIOUS MEETING

The Chair confirmed the meeting would now consider the minutes of the three meetings held last year, with three separate motions, but in this one meeting.

2.A Confirmation of Minutes of Business Central Inc.

The Minutes of Business Central Inc. AGM held on Tuesday 23 November 2021 have been circulated, made available to members and published on the website.

The Chair **Moved** that these Minutes be confirmed as a true and accurate record.

**Seconded Karun Shenoy
CARRIED**

2.B Confirmation of Minutes of Wellington Regional Chamber of Commerce

The Minutes of Wellington Regional Chamber of Commerce AGM held on Tuesday 23 November 2021 have been circulated.

The Chair **Moved** that these Minutes be confirmed as a true and accurate record.

**Seconded Karun Shenoy
CARRIED**

2.C Confirmation of Minutes of Employers and Manufacturers' Association Central

The Minutes of Employers and Manufacturers' Association Central AGM held on Tuesday 23 November 2021 have been circulated.

The Chair **Moved** that these Minutes be confirmed as a true and accurate record.

**Seconded Karun Shenoy
CARRIED**

3. MATTERS ARISING

There were no matters arising from the previous minutes.

4. ANNUAL REPORT FOR YEAR ENDED 30 JUNE 2022 FOR BUSINESS CENTRAL INC., WELLINGTON REGIONAL CHAMBER OF COMMERCE AND EMPLOYERS AND MANUFACTURERS' ASSOCIATION CENTRAL

The Chair confirmed that a copy of the Annual Report was provided prior to today as well as a report from herself which was provided with the invitation to the Annual General Meeting. Chamber President, Karun Shenoy then spoke to his report included in the Annual Report. Simon Arcus, Chief Executive, closed the discussion of the Annual Report and paid particular thanks to our members who are at the heart of all we do.

The Chair thanked Karun and Simon and asked if there were any questions from the floor.

There being no questions, the Chair **Moved** that the report of the Chair to members, and the annual report for the period ending 30 June 2022 be received.

Seconded Karun Shenoy
CARRIED

5. ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

The consolidated accounts for Business Central Inc., Wellington Regional Chamber of Commerce and Employers and Manufacturers' Association Central are for 12 months trading from 1 July 2021 to 30 June 2022.

The accounts had been audited and the audit is unqualified.

The Chair asked if anyone had any questions regarding the Annual Accounts, as they relate to any of the three organisations. No questions received.

The Chair **Moved** that the Annual Accounts for the period ending 30 June 2022, as circulated, be received in respect of each of Business Central Inc., Wellington Regional Chamber of Commerce and Employers and Manufacturers' Association Central.

Seconded Karun Shenoy
CARRIED

6. CONSTITUTIONAL AMENDMENT

Members have before them a proposed change to Clause 18.8 of our Constitution and Rules to allow alignment between the Business Central Constitution and the now amended Business New Zealand Constitution.

A background had been provided to the changes in the Annual General Meeting papers. In summary the changes

- reduce the number of Business Central members on the Business NZ board from three members to two
- amend the designation of the people who hold seats on the board, and
- allow for alternate appointments.

It is important to note that the proposed amendment is best characterised as administrative in nature and is required for consistency between constitutions. A commentary on any risk matters relating to the proposed change was provided for members in the papers.

The Chair noted that the Business Central board was consulted by Business NZ prior to the amendments being made and agreed to support these changes. The board recommends these changes to members.

The Chair **Moved** a resolution to amend Clause 18.8 of the Constitution and Rules of Business Central as proposed in the paper before members.

**Seconded Siah Hwee Ang
CARRIED**

7. APPOINTMENT OF NEW BOARD MEMBERS: ANNOUNCEMENT OF COMBINED COUNCIL MEMBER RATIFICATION VOTE

We now turn to the appointment of board positions.

The Chair advised that herself, Karun Shenoy and Adele Rose stood for re-election to the Council of Business Central.

According to the Constitution there was a position available on the Council representing Business Central. The Nominations Committee of the Council, recommended to the Council that Chad Johnston, General Manager of Wellington Rydges and a member of the Te Awe Māori Business Network, be put forward as a candidate for the board. At its October meeting the Council confirmed that Chad Johnston would be nominee for this position.

Members were invited to vote in a ratification process which has taken place prior to this meeting, consistent with Clause 16 of our Constitution and Rules.

The Chair advised the outcome of the Ratification process provided for in the Constitution and Rules of Business Central is that all three incumbent members of the board are re-appointed. Congratulations to Adele Rose our Deputy Chair and Karun Shenoy.

The Chair confirmed that Chad Johnston has also been appointed to the Business Central board for an initial two-year term and warmly welcomed Chad to the Board.

8. APPOINTMENT OF AUDITORS

At the 2021 Annual General Meeting of all three entities, it was advised that a tender for the Business Central group entities' audit and provision of tax services would be undertaken.

This was duly done, and BDO was the successful bid.

The board has considered the current environment for audit services which has a very constrained supply of auditors and availability. In response to this we have begun discussion with the Business NZ Network about the possibility of a joint tender for audit services, or alternatively tendering with some members of the network.

The Chair noted that Business NZ Network group insurance services are now provided in a similar joint arrangement.

A joint tender would capitalise on synergies and similarities in the Business NZ Network, and we consider it would be an attractive offer to the audit market. We anticipate an outcome of these discussions by the end of January 2023.

Should the Business NZ discussions not result in a joint tender the board will tender for services for the Business Central group entities' audit and provision of tax services.

The Chair **Moved** a resolution to tender for the provisions of the Business Central group entities' audit and provision of tax services for the financial period ending 30 June 2023.

**Seconded Siah Hwee Ang
CARRIED**

8. GENERAL BUSINESS

The Chair asked if there was any other business that members would now like to raise, as general business, to be addressed at this meeting in respect of any of Business Central Inc., Wellington Regional Chamber of Commerce and Employers and Manufacturers' Association Central.

There were no matters raised.

The Chair declared the combined Annual General Meeting for each of Business Central Inc., Wellington Regional Chamber of Commerce and Employers and Manufacturers' Association Central, closed, and thanked everyone for their attendance.

The meeting closed at 4.35pm