

Report 14.546
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Committee Council
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Shareholder resolution in lieu of AGM - Grow Wellington Ltd

1. Purpose

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

2. Background

On 3 September 2014 the Grow Wellington Audit and Risk Committee, under authorisation of the Board, adopted the financial statements of the company for the year ended 30 June 2014. The financial statements included an unmodified audit report.

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.

Greater Wellington Regional Council is still the sole shareholder of Grow Wellington Limited until such time as the Wellington Regional Economic Development Agency (WREDA) is established.

3. Comment

The purpose of holding an AGM for Grow Wellington 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. This is unnecessary as the shareholder can pass a resolution for this purpose as in **Attachment 1**.

A copy of the Grow Wellington Annual Report is also attached (**Attachment 2**). The Wellington Regional Strategy Committee approved the Annual Report on 26 August subject to the Auditor General's assessment.

4. Communication

The Council's decision will be communicated to the Grow Wellington Board.

5. The decision-making process and significance

Officers recognise that the matters referenced in this report may have a high degree of importance to affected or interested parties.

The matter requiring decision in this report has been considered by officers against the requirements of Part 6 of the Local Government Act 2002 (the Act). Part 6 sets out the obligations of local authorities in relation to the making of decisions.

5.1 Significance of the decision

Part 6 requires Greater Wellington Regional Council to consider the significance of the decision. The term 'significance' has a statutory definition set out in the Act.

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.

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) *Authorises the Chief Executive to affix the Council's Common Seal to the resolutions of the sole shareholder (**Attachment 1**).*

Report prepared by:

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Attachment 1: Shareholder Resolutions for Grow Wellington Limited

Attachment 2: Grow Wellington Annual Report 2013/14