



Report 04.590
Date 30 September 2004
File M/30/9/1

Committee Policy, Finance and Strategy and Council
Author David Harmer Policy Analyst

WRC Holdings Limited - Resolutions in lieu of AGM

1. Purpose

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

2. Background

On 14 September 2004 the Directors of WRC Holding Ltd adopted the financial statements of the company for the year ended 30 June 2004, which included an unqualified 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.

3. Comment

The purpose of holding an AGM for WRC Holding Ltd would be for the Council to approve the company’s financial statements, 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.

In view of the fact that the Council has already approved the WRC Holdings Ltd financial statements for the year ended 30 June 2004, an AGM is unnecessary. Furthermore, due to the upcoming local body elections, it would be less practical to hold an AGM this year. It is therefore recommended that Council resolve not to hold an AGM in respect of the 2003/04 year, pursuant to section 122 of the Companies Act (**Attachment 1**).

WRC Holdings Ltd last held an AGM on 4 November 2003. The minutes of that AGM are attached (**Attachment 2**). Ordinarily, the minutes would be confirmed at the subsequent AGM. However, if no AGM is to be held this year, the Council should endorse the minutes prior to confirmation by the Directors at the next ordinary meeting of the Company.

4. Communications

There are no communications issues associated with this report.

5. Recommendations

That the Committee recommend to Council that, as sole shareholder of WRC Holdings Ltd, it:

- (1) Resolves by way of the written resolutions contained within Attachment 1 not to hold an AGM;*
- (2) Authorises the Council Secretary to affix the Council's Common Seal to the resolutions of the Company (Attachment 1); and*
- (3) Endorses the minutes of the Annual General Meeting of WRC Holdings Limited held on 14 December 2000 (Attachment 2).*

Report prepared by:

Report approved by:

David Harmer
Policy Analyst

Wayne Hastie
Council Secretary