

25 November 2022

Sunridge Estate Body Corporate S62811

674 Ranginui Rd, RD 5, Tauranga

Draft Minutes of the Annual General Meeting

Date: Held - Friday 25 November 2022,

Time: 2pm

Venue: On site House 16 - at the Sunridge Estate, 674 Ranginui Rd, RD 5, Tauranga



Please find enclosed the draft minutes and following attachments pertaining to your Body Corporate's Annual General Meeting.

📎 Your Body Corporates Annual Ratified Budget for the year **1 December 2022 – 30 November 2023**.

📎 Your Body Corporates Annual Ratified Levy apportionment for the Budgeted expenses.

You are receiving this email as your preferred method of contact as noted on the Owners Register. Your Levy invoice will follow in an additional email.

Should you require any additional information or documents, these can be requested via e-mail or post. For any associated postage, a postage and manual processing charge may apply.

You are welcome to contact our office during working hours should you have any request or query, and we will happily assist you where possible.

Our preferred contact method is via email to assist with clarity – info@nzbodycorp.co.nz

PRESENT:

Owners Present in Person: Derek Stembridge (BC **Chairperson**) & Heather Stembridge (18), Ken & Patricia Scott (2), Michael Warren (5), Robert Shaw (6), David Gordon (8), Elizabeth Gordon (9), Graham Divehall (11), Owen Palmer (13), Kathy Cranch (14), Maureen Kinchant (16), Gay Barretta (17), Jan Viljoen (22).

Proxies Received: Shirley Miller (3) in favour of Owen Palmer (13)
John Henderson (4) in favour of Robbie Shaw (6)

Postal Votes Received: (Nil)

BC Administration Present: (NZBCL) - Tony Brindle as your Body Corporate Administration Manager.

AGENDA & MOTIONS

1.0 WELCOME FROM THE CHAIRPERSON & QUORUM REQUIREMENTS: (No Motion)

All present were welcomed to the AGM by the BC Chairperson. It was confirmed that 25% of the principal units and their proxies were present which constituted a quorum, s 95(1) – UTA Act 2010.

2.0 APPOINTMENT OF THE MEETING CHAIRPERSON (reg11 (1c); (Ordinary Resolution)

Duties of meeting chairperson - to chair each general meeting (unless it is agreed at the start of a general meeting that another person will chair that meeting)

"That Tony Brindle - NZBCL be appointed to Chair the Annual General Meeting".

Moved: Derek Stembridge (18)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: Owen Palmer (13)
Against (Nil)

Carried Unanimously
Abstain (Nil)

3.0 HOUSE KEEPING: (Completed) (No Motion Required)

4.0 CONFLICTS REGISTER: (No Motion Required) (No Conflicts recorded)

- 5.0 APOLOGIES, PROXY APOLOGIES, PROXY, AND POSTAL VOTES:** (Ordinary Resolution)
Apologies: Jan Naish-Wallis (1), Shirley Miller (3), John & Toni Henderson (4), Rosaleen Shaw (6), Natsuyo Gordon (8), Susan Divehall (11), Tony Clark & Jessie Hoggard (12), Kevin & Pee Carmichael (19), Mariska Viljoen (22).
“That the apologies, proxies and postal votes received be accepted”.
- Moved:** Owen Palmer (13) **Seconded:** Kathy Cranch (14) **Carried Unanimously**
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22. **Against** (Nil) **Abstain** (Nil)
- 6.0 MINUTES OF PREVIOUS AGM MEETING:** (Ordinary Resolution)-(Attached)
“That the minutes of the Annual General Meeting held 3 December 2021 be approved and adopted as a true and correct record of that meeting”.
- Moved:** Owen Palmer (13) **Seconded:** Derek Stembridge (18) **Carried Unanimously**
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22. **Against** (Nil) **Abstain** (Nil)
- 7.0 RECEIVING OF THE ANNUAL CHAIRPERSON/COMMITTEE REPORT:** (Ordinary Resolution)
The BC Chairperson read out his committee report. The Body Corporate Committee had completed all its powers and duties in accordance with Regulation 11(1) (a) - (m), and section 108 (1) of the UTA Act 2010, excluding those items outlined in section 108 (2). Further, that NZ Body Corporate were contracted to provide the administrative support to the Chairperson/Committee. The financial statements distributed with the notice of meeting and the following AGM minutes should be read in conjunction with this report.
Derek thanked his committee, Robbie Shaw, and Ken Scott, NZBCL and their team for all the excellent work they had been doing. Derek cited the Robbie Shaw saying - **The Estate is as welcoming as the day he and Heather arrived.**
The floor showed their appreciation accordingly.
“That the body corporate chairperson/committees report be accepted”
- Moved:** Derek Stembridge (18) **Seconded:** Kathy Cranch (14) **Carried Unanimously**
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22. **Against** (Nil) **Abstain** (Nil)
- 7.1 Robbie Shaw (6) - Garden report was taken as read**
- 8.0 ELECTION OF A BODY CORPORATE CHAIRPERSON:** (Ordinary Resolution)
At the Annual General Meeting, the body corporate **must** nominate and elect a chairperson in accordance with s89(2) of the UTA Act 2010 and (reg10) of the Regulations 2011 by Ordinary Resolution. A candidate for election as Chairperson must be nominated by another unit owner in the unit title development and consent to the nomination.
- Proposed:** Derek Stembridge (18) **Nominated by:** John Henderson (4)
- “That Derek Stembridge (18) be appointed as Chairperson of the Body Corporate under Regulation 10, as of the date of this resolution until the next AGM”.*
- Moved:** John Henderson (4) Proxy **Seconded:** Ken Scott (2) **Carried Unanimously**
For: 2,3,4,5,6,8,9,11,13,14,16,17,22. **Against** (Nil) **Abstain** (18)
- 9.0 FORMATION OF THE COMMITTEE & QUORUM:** (s112) – (Ordinary Resolution)
*“That the Body Corporate will form a committee comprising of those Unit Owners listed, **Maximum Seven (7), Minimum Five (5)** members and a **Quorum** will be no less than **Three (3)**”, with the following named nominees be declared elected as the Committee in accordance with the provisions of Section112(2) of the Unit Titles Act 2010, and Regulations 22 and 24 in the Unit Titles Regulations 2011 until the next held AGM of the Body Corporate”.*
- Those nominated for election to the Committee are:**
- | Name | Unit | Name | Unit |
|------------------|------|-----------------|------|
| Ken Scott | (2) | John Henderson | (4) |
| Owen Palmer | (13) | Kathy Cranch | (14) |
| Derek Stembridge | (18) | Graham Divehall | (11) |
- Moved:** Elizabeth Gordon (9) **Seconded:** Maureen Kinchant (16) **Carried Unanimously**
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22. **Against** (Nil) **Abstain** (Nil)

- 10.0 DELEGATION OF THE BODY CORPORATE DUTIES AND POWERS s108(1), reg11(a-m) (Special Resolution)**
Under Section 108 (1) of the Act the Body Corporate may, by Special Resolution, delegate any of its powers and duties to the Committee, excluding the powers and duties set out in Section 108(2). The Body Corporate may also delegate the Chairperson's powers and duties to the Committee. For the sake of completeness, the Chairpersons duties are set out Regulation 11 of the Unit Titles Regulations 2011.

"That the body corporate delegates to the Committee:

- i. *"All the duties of the Body Corporate Chairperson under reg 11 (1 a - m), along with all other Body Corporate Chairperson powers and duties conferred elsewhere by the Unit Titles Act 2010 and Unit Titles Regulations 2011;" And,*
- ii. *All the general powers and duties of the body corporate that may be delegated in accordance with s 108(1) of the Unit Titles Act 2010, excluding the powers and duties set out in s 108(2), provided that in accordance with s 110, no delegation affects or prevents the performance of any duty or the exercise of any power by the body corporate, or affects the responsibility of the body corporate for the actions of the body corporate committee acting under the delegation, And,*
- iii. *"Further instructs that the body corporate Committee is to report annually (or more often as the Committee deems necessary) to the body corporate in relation to the delegation of powers and duties" And,*
- iv. *"That the delegation does not enable the Committee to rescind or override resolutions and directives passed at a general meeting, nor act in contradiction to any restrictions (financial or otherwise) placed on the Committee either contained within the Body Corporate Operational Rules or passed at a general meeting".*

Moved: Graham Divehall (11)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: Heather Stembridge (18) **Carried Unanimously**
Against (Nil) **Abstain** (Nil)

- 11.0 MANAGEMENT OF FUNDS & BANK SIGNATORIES - (Special Resolution)**
"That the authorized representatives being, the chairperson and the NZBCL Administration Manager continues to operate the established bank account/s for the payment of invoices, monitoring levy contributions, other deposit/s and general management of the accounts as required to perform the financial responsibilities of the Body Corporate"

Moved: Owen Palmer (13)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: Ken Scott (2) **Carried Unanimously**
Against (Nil) **Abstain** (Nil)

- 12.0 CONFIRMATION OF THE FINANCIAL POSITION: (Ordinary Resolution) (Attached)**
"That the financial Position for the period ending 30 September 2022 as presented by NZ Body Corporate Limited – via the BC Xero accounting be approved".

Moved: Elizabeth Gordon (9)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: Graham Divehall (11) **Carried Unanimously**
Against (Nil) **Abstain** (Nil)

- 13.0 AUDIT/REVIEW/VERIFICATION - (Special Resolution)**
"That in accordance with Section 132(8) of the Unit Titles Act 2010 NO audit, review or verification is required on the financial statements for the period ended 30 September 2022."

Moved: Owen Palmer (13)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: Kathy Cranch (14) **Carried Unanimously**
Against (Nil) **Abstain** (Nil)

- 14.0 PROPOSED RATIFIED OPERATING BUDGET for year ending 30 November 2023 (Ordinary Resolution) - (Attached)**
"Resolved that in accordance with (s121) of the Unit Titles Act 2010, for the year ending 30 November 2023 that the Operating Fund budget, set at \$60,665 inclusive of GST for the 12-month period - being raised by equal apportionment, - payable in One (1) Lump Sum payment due on 1 December 2022, OR, By four (4) quarterly instalments due on - 1 December 2022, 1 March 2023, 1 June 2023, with the final payment 1 September 2023)", and,
"That the chair/committee are authorised under Regulation 17 of the Unit Titles Regulation 2011, to enter into all necessary obligations to give effect to all expenditure provided for within the budget".

Moved: Derek Stembridge (18)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: David Gordon (8) **Carried Unanimously**
Against (Nil) **Abstain** (Nil)

- 14.1 BC Administration Managers Note:**
The Body Corporate owners acknowledge that they have been advised by NZ Body Corporate Limited that the levies should be raised in accordance with the legislative requirements of s121(2), and that the raising of the levies by equal apportionment is ultra vires to the Unit Titles Act 2010 and they therefore may be potentially exposed, and furthermore the BC agrees to indemnify NZ Body Corporate Limited.

14.2 **NZBCL** – had received an e-mail from (Unit 1, Ms. J Naish-Wallis) stating that the equal apportionment was ultra-vires to the Unit Titles Act 2010.
Mr J Henderson – believed that it may well be ultra-vires, however the UTA Act 2010, s121(2a) stated, the levies must be calculated as follows - in the case of the operating account, long-term maintenance fund, and any contingency fund, in proportion to each unit owner's utility interest. Others stated that the Sunridge Estate had always completed levy payments by equal apportionment – including Ms Naish-Wallis and therefore it should stay as wanted by the majority. All present agreed with no against.

NZBCL – Tony further reiterated, that (s121) makes it clear that any levy for operating account, long term maintenance and contingency, must be raised on unit entitlement basis. Though owners maybe unanimous in that they do not wish to comply with s 121, then their belief is that they can raise levies other than on a utility interest basis (i.e. equal apportionment). However, ordinarily, any minority owner could challenge the resolution and levy raise as being ultra vires the Act, and/or seek minority relief. A further risk is the BC's ability to enforce and recover an outstanding levy or to seek an order in the Tribunal for payment of an outstanding levy, as the BC would need to acknowledge that the levy was not raised in accordance with s 121. Despite the above associated risks, the BC has elected to proceed on the historical equal apportionment basis. Therefore the BC Administration will continue to document its disclaimer to protect itself.

Special/Designated Resolution: Levy Payments be raised by way of equal apportionments

“That the Sunridge Estate Body Corporate S62811 has resolved by special resolution at this general meeting, to reassess the utility interest, for each unit on a fair and equitable basis, having regard to the relevant benefits and the costs to units, **And; “That** by designated resolution - the Sunridge Estate Body Corporate S62811 has resolved to continue to raise their Unit levies - in the case of the operating account, long-term maintenance fund, and any contingency fund - by equal apportionment.

Moved: Robbie Shaw (6)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: David Gordon (8)
Against (Nil)

Carried Unanimously
Abstain (Nil)

Notice of the designated resolution is attached to these general meeting minutes.

14.3 **Defibrillator Purchase** – John and Toni Henderson (4) were thanked for arranging this and its purchase.
Unit 9 – asked if there was any limit to what the Committee can spend up to. Owen and Robbie explained that the Committee do not spend BC money without it being approved first. Especially if there were any large sums required.
NZBCL – Tony explained that all/any spending is normally associated with the budget line items, or the long-term maintenance plan/ funds. If there was going to be a large spend required – this would normally be addressed via the full body corporate. As a matter of transparency – all accounts and spending are addressed by the Committee – with the chain of checking being – the BC Administration, who batches the monthly accounts to the Chair Derek and also Owen. Once they have checked them and approved for payment, only then once – are monies paid out of the Sunridge BC bank account. Both Derek and Owen have 24/7 read access to the body corporate Xero accounting program. All present were satisfied with this explanation.

15.0 **LEVY COLLECTION: (Ordinary Resolution)**

“That in accordance with the provisions of Sections 124 – 128 of the Unit Titles Act 2010: the Body Corporate Chairperson/Committee is authorised to instruct NZ Body Corporate Limited to recover any unpaid levies, or other unpaid debt owed by a unit owner to the body corporate, collectively, with interest set at 10% per annum and any additional costs incurred in collection of the debt, using the NZ Body Corporate Limited collection process as so (noted below), which may include an application to the appropriate decision maker.

Moved: Owen Palmer (13)
For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Seconded: Robbie Shaw (6)
Against (Nil)

Carried Unanimously
Abstain (Nil)

NZ Body Corporate Limited (NZBCL) Levy Collection Process:

(NZBCL) Levy Collection Procedure is to e-mail/send an arrears notice at 7 days and 14 days overdue, e-mail/send a reminder letter at 28 days overdue stating interest at 10% per annum will be applied (administrative fees in accordance with the debt collection process will be applied), at 42 days overdue e-mail/send a demand letter (administrative fees in accordance with the debt collection process will be applied), at 60 days overdue e-mail/send a Final Demand letter (administrative fees in accordance with the debt collection process will be applied) advising legal action will be instigated if the debt remains unpaid within 14 days from date of final demand letter, with any costs incurred in the collection of the debt recoverable from the unit owner.

16.0 INSURANCE: (Ordinary Resolution)

"That the Body Corporate agrees that the

- i. Insurance cover be placed for full re-instatement value of the common property through the Broker's **Rothbury Insurance Brokers**, and underwritten by **NZI Insurance Company** for the period **22 July 2022 to 22 July 2023** at the quoted premium, **and**,
- ii. The Body Corporate agrees to continue with 'Office Bearers' Liability insurance, for the elected officers conducting Body Corporate business.

Moved: Owen Palmer (13)

Seconded: Elizabeth Gordon (9)

Carried Unanimously

For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Against (Nil)

Abstain (Nil)

- 16.1 **Unit 1** – referenced in an e-mail - that there was no need for office bearers' insurance re the cost etc. Robbie Shaw explained that Unit 1 may have it all wrong price and reason. The office bearer's insurance was a necessity for the officers of the body corporate. The cost was \$936 per annum, the balance was Common property insurance. NZBCL – Tony explained that all committee members should have liability protection, while serving as officers for the body corporate. It would be unlikely that any body corporate owner would stand for an elected position on a voluntary basis knowing they had no protection. This was reaffirmed by all those present.

17.0 LONG TERM MAINTENANCE FUND (Special Resolution)

"That the Body Corporate shall continue with the long-term maintenance fund to be held separately from all other funds, in accordance with (s117) of the Act as at the date following the date of this resolution. And:
The amount of **\$7,000** and any excess monies from the prior budget be transferred from the operating account into the LTMF). The fund may only be applied towards spending relating to the long-term maintenance plan, and state the amount determined by the body corporate to be applied to maintain each fund item associated to that item each year and must, by special resolution, approve any amount to be spent on any (1) one maintenance item if the amount exceeds the amount specified for that item in the long-term maintenance plan by more than 10%.

Moved: Robbie Shaw (6)

Seconded: Heather Stenbridge (18)

Carried Unanimously

For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Against (Nil)

Abstain (Nil)

18.0 HEALTH & SAFETY: (Ordinary Motion)

Discussion Points.

- 📌 H & S Management Systems & Risk Assessment
- 📌 Any/all Accidents or near misses

"That the Body Corporate in conjunction with 'NZ Body Corporate Limited' will continually review and update all associated items including the hazard register for the complex, pertaining to the Health and Safety at work Act 2015 that came into force in April 2016, on a regular basis.

Moved: Derek Stenbridge (18)

Seconded: Kathy Cranch (14)

Carried Unanimously

For: 2,3,4,5,6,8,9,11,13,14,16,17,18,22.

Against (Nil)

Abstain (Nil)

18.1 Health & Safety at work Act 2015 (noting)

The HSWA introduces the concept of a Person Conducting a Business or Undertaking (PCBU) as the principal duty holder. A legal opinion received, is that, as the Body Corporate will carry out work from time-to-time which this work is considered to be an "undertaking" it is therefore a PCBU. PCBUs are also directed to induct contractors to their site when they attend to work in the common areas. When engaging a contractor to work in the common areas, prior to the contractor commencing their work, the Committee/Building Manager/or any applicable party is to provide the contractor with a copy of the Body Corporate's H&S Plan and confirm that the contractor also has an appropriate H&S Plan in place for themselves as a contractor.

- 18.2 **Graham Divehall** asked where the register was kept? NZBCL – Tony explained that it was in the BC file at the Administration office. However, if the Committee wished, they could hold one onsite, but would still need to inform the BC Administration of contractor accidents. Any contractor accident has to be recorded in the register and NZBCL with time, date, type of accident and any photos. This is a protection for the BC in the event that it escalates to a more serious situation.

19.0 GENERAL BUSINESS (No Motion)

There may be items listed under general business, however these in some cases are simply listed to make you all aware of them. Most will be able to be dealt with in and by your Chairperson and BC Administration.

The General Meeting is only able to discuss matters that are on the agenda and have been sent out to unit owners in advance to be voted on (s101(3)). Any matter that is not on the agenda for the general meeting may be discussed at the meeting. Unless all the eligible voters are present at the meeting, no resolution may be voted on or made in respect of that matter except to include that matter on the agenda for a subsequent general meeting.

19.1 PROPOSED FUTURE MEETING DATE FOR THE AGM

Next Proposed AGM - Friday 24 November 2023 @3.30pm

Please place these in your calendar as you may wish to contribute agenda items for discussion at that AGM meeting.

19.2 PU6 - Robbie Shaw –

***Views;** There needs to be awareness and consideration of how owners' trees and plantings, along with vehicles impede their neighbours line of site.*

***Cats –** There is a large bird population at Sunridge due to rodent trapping. It has been very noticeable lately of cats stalking birds. Could owners of cats please place a bright collar or a bell on the collar. Thanks.*

19.3 Owen Palmer – *Although it had been mentioned in the Chairpersons report, he wished it noted – that a big thank you be extended to Ken Scott and Robbie Shaw for all their continued hard work around the estate. All showed their appreciation in the normal manner.*

19.4 Street Lighting Power – *Owen Palmer has been pursuing the ongoing Trustpower situation regarding the lighting reticulation. Trustpower has been sold and the belief is that the purchasers are still obliged to look after the common area street lighting system. Owen is continuing to look at pursuing via the Tribunal at a modest cost. All greed for Owen to continue.*

19.5 Maureen Kinchant (16) *was thanked for the use of her garage to hold the meeting in as it was too cold by the pool.*

As there is no further business the meeting closed at 3.15pm. The members are thanked for your attendance.

NZ Body Corporate Limited

For, and on behalf of 'Sunridge Estate Body Corporate S62811'

Derek Stembridge (18)

'Chairperson of the Body Corporate'

Dated; Friday 25 November 2022,

Tony Brindle

'Administration to the Body Corporate'

Dated; Friday 25 November 2022,