

Report 09.643  
Date 1 November 2009  
File M/30/09/01

Committee Council  
Author Margaret Meek, Policy Analyst

## **WRC Holdings Limited - shareholder resolutions in lieu of Annual General Meeting**

### **1. Purpose**

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

### **2. Significance of the decision**

The matters for decision in this report do not trigger the significance policy of the Council or otherwise trigger section 76(3)(b) of the Local Government Act 2002.

### **3. Background**

#### **3.1 WRC Holdings Limited**

On 24 September 2009 the Directors of WRC Holding Limited adopted the financial statements of the company for the year ended 30 June 2009. The financial statements 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 1993.

### **4. Comment**

#### **4.1 WRC Holdings Limited**

The purpose of holding an AGM for WRC Holding Limited would be for the Council to reappoint Audit New Zealand on behalf of the Controller and

Auditor-General as the company's auditors, and to pass a resolution regarding the auditors' fees and expenses.

The Council, as shareholder, approved the financial statements of WRC Holdings Ltd at its meeting on 29 September (Report 09.603).

## 5. Communications

No communications are required.

## 6. Recommendations

*That the Council as sole shareholder of WRC Holdings Limited:*

- (1) **Receives** the report.
- (2) **Notes** the content.
- (3) **Resolves** by way of the written resolutions contained within Attachment 1:
  - (a) *To appoint Audit New Zealand (as required by section 70 of the Local Government Act 2002) as the auditor of the Company to:*
    - (i) *hold office from the date of this resolution until the conclusion of the Company's next annual meeting; and*
    - (ii) *audit the Company's financial statements and the group financial statements for the accounting period after the date of this resolution.*
  - (b) *That the auditor's fees and expenses are to be determined by the directors of the company (or their appointed officers) in consultation with the auditor.*
  - (c) *Not to hold an Annual General Meeting.*
- (4) **Authorises** the Divisional Manager – Corporate and Strategy to affix the Council's Common Seal to the resolutions of the sole shareholder (**Attachment 1**).

Report prepared by:

Report approved by:

Margaret Meek  
Policy Analyst

Barry Turfrey  
Chief Financial Officer

Attachment 1: Shareholder Resolutions