



## MINUTES OF ANNUAL GENERAL MEETING 2016

<b>Date:</b>	3 June 2016
<b>Time:</b>	8.30pm
<b>Attendees:</b>	Keith Rankin (Chair), Marion Gunn, Fred Housham, Tim Swain, Annabelle Swain, Allan Heald, Ivena Heald, Roger Tucker, Jacqui Cain, Ally Haynes, Chris Haynes, Tony Payne, Jim Roberts, Josie Adams, Craig Nevatt, Michael Burt, Wink Mustchin, Terry Mustchin, Wayne Booth, Judy Booth, Kerrie Churchill, Lynnaire Churchill, Colin McLean, Diane McLean and David Davies.
<b>Apologies:</b>	Shorty Madeley, Pete Richardson.

### 1. Welcome

### 2. Minutes of Previous AGM

The minutes of the 2015 AGM as published on the TBNZ website were accepted.

Moved: Tim Swain

Seconded: Jacqui Cain. Carried

### 3. Matters Arising from Minutes of Previous AGM

There were no matters arising.

### 4. Approval of McLaren Guise as Auditors for the 2016 financial year

Moved: Jim Roberts

Seconded: Craig Nevatt. Carried

### 5. Finance Manager Report

The Financial Report was presented by Jim Roberts and accepted.

Moved: Craig Nevatt

Seconded: Ivena Heald. Carried

**6. Tournament Manager Report**

The Tournament Manager's Report was presented by Fred Housham on behalf of Pete Richardson and accepted.

Moved Kerrie Churchill

Seconded David Davies. Carried

**7. Chief Executive Officer Report**

The Chief Executive Officer's Report was presented by Annabelle Swain and accepted.

Moved: David Davies

Seconded Allan Heald. Carried

**8. Board Report**

The Board report was presented by Keith Rankin and accepted. Accolades were given to Fred Housham for acting as CEO in the interim before Annabelle's appointment. Fred gave a lot of time and effort to TBNZ and we thank him for that.

Moved Craig Nevatt

Seconded Colin McLean Carried

**9. Remits**

No proxy votes were received.

**Remit 2016-01**

This is an amendment to Section 8 of the Constitution to split the first paragraph into two paragraphs and amend the paragraph numbering only. There are no changes to the wording. An error was made during editing of section 8 after the 2015 AGM when the first two paragraphs were somehow joined together, making a nonsense of the clauses which followed in the references to previous paragraphs.

Moved: Jim Roberts

Seconded Josie Adams Passed

**Remit 2016-03**

This amendment is to remove the geographic boundaries that currently apply in Section 4.1 of the Constitution. Removal of the boundaries opens up the pool of candidates and will assist in filling all Board positions.

As this remit was discussed it was noticed that an error had been made in the wording of the Remit as point 4.1 referred to the Board consisting of five members.

It was therefore proposed by the Chairman that Remit 2016-03 at point 4.1 be amended to substitute 'five members' to 'four members' and also within

the remit referring to interpretations, in particular 'OFFICE BEARERS' the wording be amended to 'means four (4) Directors and the Chief Executive Officer'.

Moved that these amendments be made Kerrie Churchill  
Seconded Lynnaire Churchill. Carried unanimously.

It was then proposed that the amendments to Remit 2016-03 be accepted

### **Board of Directors**

#### **4.1 The governance of TBNZ shall be vested in the Board of Directors ("the Board")**

- a. Consisting of four (4) members of TBNZ
- b. A Chief Executive Officer ("CEO") – to be appointed by the Board

## 2 Interpretations

OFFICE BEARERS means four (4) Directors and the Chief Executive Officer

Moved: Chris Haynes

Seconded Lynnaire Churchill Passed

The second part of Remit 2016-03 is in relation to Paragraph 36 Mode of Voting. It is proposed that two paragraphs be amended to read:

"36.4 When there is less than or an equal number of nominee/s for any vacant TBNZ Director position/s, the nominee/s will be elected as unopposed."

36.5 When there are more nominees than vacant TBNZ Director positions, all nominees will participate in one ballot, the nominees receiving the highest number of votes will be elected until all positions are filled."

Paragraph 36.6 to be deleted.

Paragraphs 36.7 – 36.10 be renumbered.

Moved: Chris Haynes

Seconded: Lynnaire Churchill Passed

## **Remit 2016-04**

This amendment is to provide for a representative from the bowling industry to be represented on the Board of Directors.

The purpose: to promote closer working relations between the sport of tenpin bowling and the bowling proprietors.

The representative must be an Owner or Manager of a Sponsor Centre of TBNZ and nominated by a duly recognised Proprietors Association or in the absence of such a body then a nomination and support from 3 additional Sponsor Centres. This position will be known as the Proprietors Representative.

The following sections will require amendment if passed

“Proposed wording:

#### Board of Directors

- a. 4.1 The governance of TBNZ shall be vested in the Board of Directors (“the Board”) consisting of Five (5) members of TBNZ (to be known as “TBNZ Board member”)
- b. A Chief Executive Officer (“CEO”) – to be appointed by the TBNZ Board Members
- c. A Proprietors Representative – to be ratified by the CEO and the TBNZ Board Members

Current Wording:

- 4.2 All members of the Board (with the exception of the CEO) will be duly elected at the Annual General Meeting and be appointed to the Board for a nominal term of two (2) years, but may stand for re-election. A newly appointed director will commence office at the closing of the AGM in which they were appointed and will cease to hold office immediately after the closure of the second AGM subsequent to the AGM in which they were appointed.

Proposed wording:

#### 4.2 Tenure of Directors

- a. All TBNZ Board members (with the exception of the CEO) will be duly elected at the Annual General Meeting and be appointed to the Board for a nominal term of two (2) years, but may stand for re-election. A newly appointed director will commence office at the closing of the AGM in which they were appointed and will cease to hold office immediately after the closure of the second AGM subsequent to the AGM in which they were appointed.
- b. The Proprietors Representative member of the board will be ratified by the CEO and the TBNZ Board Members for a nominal term (2) years, but may stand for re-appointment if supported by a duly recognised Proprietors association or in the absence of such a body then a nomination and support from 3 additional Sponsor Centres. A newly appointed Proprietors Representative member will commence office upon appointment and will cease to hold office immediately after the closure of the second AGM subsequent to the date of which they were appointed.

Current Wording:

- 5 Nominations for the Election of Directors
  - 5.1 Nominations will not be accepted at the Annual General Meeting.
  - 5.2 Any two (2) members may in writing nominate another member as a Board Member. Such nominations must be signed by both nominators and the nominee who must indicate his/her willingness to stand for election. The signed document must be in the hands of the Administration Manager at least seven (7) days prior to the Annual General Meeting.
  - 5.3 Should any position on the Board not be filled at the Annual General Meeting then the Board may appoint a member to the vacant office. The member so appointed shall hold the office until the next Annual General Meeting.
  - 5.4 Any casual vacancy occurring amongst the Board may be filled by the Board and the member so appointed to fill the vacancy shall hold the office until immediately after the closure of the first AGM subsequent to the director’s appointment.

Proposed Wording:

- 5 Nominations for the Election of Directors
- 5.1 Nominations will not be accepted at the Annual General Meeting.
- 5.2 Any two (2) members may in writing nominate another member as a **TBNZ Board Member**. Such nominations must be signed by both nominators and the nominee who must indicate his/her willingness to stand for election. The signed document must be in the hands of the Administration Manager at least seven (7) days prior to the Annual General Meeting.
- 5.3 Should any **TBNZ Board member** position on the Board not be filled at the Annual General Meeting then the Board may appoint a member to the vacant office. The member so appointed shall hold the office until the next Annual General Meeting.
- 5.4 Any casual vacancy occurring amongst the **TBNZ Board members** may be filled by the Board and the member so appointed to fill the vacancy shall hold the office until immediately after the closure of the first AGM subsequent to the director's appointment.
- 5.5 **The Proprietors Representative must be an Owner or Manager of a Sponsor Centre of TBNZ and nominated by a duly recognised Proprietors association or in the absence of such a body then a nomination and support from 3 additional Sponsor Centres**

Proposed Wording:

## 2 Interpretations

**OFFICE BEARERS** means five (5) TBNZ Member Directors, the Chief Executive Officer and a Proprietors Representative

An error in the number of Directors stated in this Remit was noticed and requires amending before voting on accepting the changes in the Remit. It was proposed that paragraph 4.1(a) be amended to read 'four (4) TBNZ Member Directors, the Chief Executive Officer and a Proprietor Representative. Also within the remit referring to interpretations, in particular 'OFFICE BEARERS' the wording be amended to 'means four (4) TBNZ Member Directors, the Chief Executive Officer and a Proprietors Representative

Proposed: Kerrie Churchill

Seconded: Lynnaire Churchill

Carried

With the amendments it was proposed that Remit 2016-04 be accepted.

### Board of Directors

**4.1 The governance of TBNZ shall be vested in the Board of Directors ("the Board") consisting of:**

- a. **Four (4) members of TBNZ (to be known as "TBNZ Board member")**
- b. **A Chief Executive Officer ("CEO") – to be appointed by the TBNZ Board Members**
- c. **A Proprietors Representative – to be ratified by the CEO and the TBNZ Board Members**

## 2 Interpretations

**OFFICE BEARERS** means four (4) TBNZ Member Directors, the Chief Executive Officer and a Proprietors Representative

Proposed: Lynnaire Churchill

Seconded: David Davies

Passed

Chris and Ally Haynes said they would be happy to work towards getting a Proprietor representative onto the Board.

#### **10. Election of Officers**

In the absence of nominations for the two vacant positions there was no election. The Board can co-opt two replacement Board Members

#### **11. Setting of Directors Fees**

The Board stated they would continue to act in an honorary capacity.

#### **12. General Business**

- Chris Haynes asked the Board a question regarding the big picture for TBNZ going forward. CEO Annabelle replied that at present the Board can only plan in the short term while she is sorting out internal changes to the Management Team. There is a 2-3 year plan in place regarding growing the sport.
- A further question from Chris asking if the proposed reduction in ranked tournaments and how it may affect the TBNZ budget. A general discussion between members present and the Board members then took place, the outcome being that the CEO thanked the members for the input she has gathered, and requested that if anyone has further thoughts on the ranking policy and tournaments if they could send their comments to her ASAP so the information can be included in the mix as the review of the policies is happening now.
- A statement made by Ivena Heald (Education Officer) was taken on-board the South Island members present that they should get involved with the centres in further attempts to get tournaments going. However Jacqui advised that the difficulty lies with the centre proprietors not willing to make the necessary upgrades to get their lanes certified and not wishing to support TBNZ tournaments for various reasons. Ivena also talked about education being necessary for Board Members to improve their image.
- A further question from Chris Haynes on what constitutes a recognised event. Craig Nevatt suggested that this item and several of our rules need re-wording to avoid ambiguities. Chris advised that he had been seeking clarification about his 300 game at the 2015 NTC trials not being recognised but has not received any resolution. Chris requested that a deadline be set for this to be resolved so this issue can be closed. Chairperson Keith undertook that the matter would be reviewed and will get back to Chris by the end of June.

Meeting closed at 10.25pm.

Keith Rankin  
Chairperson