



**Confirmed Minutes of the Second Annual General Meeting of
Lake Edge Resort Limited
Held on Saturday 04 May 2024 at the Resort, Taupō**

The meeting commenced at 1:00pm

1. Welcome

The Chairman, Rick Martin, thanked the 23 owners representing 37 shares who attended the AGM, and expressed gratitude to them for their support. Rick asked that the shareholders present at the meeting agree to Wayne Keats chairing the meeting due to issues with his hearing aids. All agreed.

Wayne took the chair. He introduced Alison Day who would be taking the minutes of the meeting and who had assisted Karryn Raikes in scrutineering the voting. It was declared that Alison is a neighbour of Rick Martin.

2. Apologies

There were many apologies from shareholders either in person, in writing or by way of postal vote and/or proxy.

Apologies for non-attendance received on the day -- Christopher Leigh and Richard Reid.

Apologies accepted.

3. Declaration of Proxies

119 Owners representing 216 shares responded by Postal Vote, Proxy and Notice of Attendance.

In accordance with the company constitution, shareholders holding a minimum of 15% of the shares in the company are required to have either postal voted and/or be in attendance to achieve a quorum.

The Chairman advised that the Returning Officer certified that Postal Votes were received from 44 shareholders representing 77 shares. In total 71 shareholders holding 114 shares postal voting or were present at the meeting meaning a quorum was achieved.

Proxies representing 115 shares were received and were given to the following shareholders who were in attendance.

Proxy	Shares
Chairperson	18
Chairperson of the Meeting	8
Clinton Green	3
Wayne Keats	4
Vic Longley	2
Rick Martin	75
Marjorie Symonds	4
unallocated	1
Total	115

4. To approve the Minutes of the Annual General Meeting held on the 29th April 2023

Rick Martin informed those present that a Certificate of Duty showing postal voting at meetings is required to be attached to the 2023 minutes. This was handed out and moved that the certificate be attached to the as yet unconfirmed minutes of the 2023 AGM and to all future AGM minutes.

Moved : Rick Martin

Seconded: John Wilson

Motion Carried

5. Matters Arising from the 2023 Minutes

There were no matters arising.

6. Chairman's Report

The report had been circulated prior to the meeting.

Several queries were raised:-

- What was the process for forfeiture of shares and what does forfeiture of shares mean? (Paul Reid)
RM explained that if levies were unpaid a shareholder forfeited their shares, and the long-term debt was written off. The shares were held in trust by two directors and could be sold but are done so as to not to disadvantage other shareholders wishing to sell.
- Why had there been a delay in appointing a new manager? (Paul Reid)
RM explained that a new manager had not yet been appointed as several changes had occurred at the resort which highlighted the need for a review of the systems and procedures. This would entail the development of new policies, procedures, and job descriptions. Three members of staff (Candice, Karryn and Shona) had been approached with a view to filling the position of manager but declined the offer as they are all happy to continue in their current roles. All are excellent at the job and would be encouraged to help with training.
- Will the job be advertised?
RM - Yes as soon as the role has been determined and a job description developed.
- What is the status of the proposed refurbishments outlined in the long-term plan?
RM - Refurbishments have not yet commenced but some items will be replaced in the next 12 months. Quotes are being obtained for the replacement of showers, vanity basins and toilets. Units will be refurbished over a period. Work is planned to commence in 2024
- Has consideration been given to heating the swimming pool using solar heating?
Paul Reid - This would be a costly option

It was proposed "That the Board Report to Shareholders be received."

Moved: Rick Martin

Seconded: Don Symonds

Carried

7. To receive, consider and approve the financial statements for the year ended 31 December 2023.

“That this meeting approves the 2023 Unaudited Annual Accounts as presented with this information pack on the understanding that the accounts will be audited once the Financial Markets Authority has made its determination on the Exemption Application.”

- In answer to a shareholder concern at the low interest received as shown in the annual account Rick Martin commented that the funds shown in the Balance Sheet mainly represented income received in the last weeks of December 2023. He advised all LERL bank accounts are held with ASB. Current Term Deposit Interest Rates are 6% plus.
- A question was raised concerning the depreciation value of the properties. RM explained that a revaluation had been made for Insurance purposes, but a resale valuation had not been carried out because of the expense, however a resale valuation would be obtained by the end of 2024. RM also explained the tax situation for LERL as a ‘tier two’ not for profit company.

Moved: Rick Martin

Seconded: Wayne Keats

Carried

8. Board Election

Three shareholders put their names forward for the two vacant board positions. The candidates were David Curtis, Don Boddie, Wayne Keats

Final Vote Count

<i>David Curtis</i>	<i>28 Votes</i>
<i>Don Boddie</i>	<i>182 Votes</i>
<i>Wayne Keats</i>	<i>212 Votes</i>

Don Boddie and Wayne Keats were declared elected to the Board.

9. Motions For Consideration

9.1 Proposed Motion

“Subject to the requirements of s 161 of the Companies Act 1993, this meeting approves the board to authorise remuneration to the Taupo Based Chairperson or Executive/Managing Director, should one be appointed, up to a maximum of \$5,000.00 for work involved in the management of the company in the 2024 financial year.”

Moved: John Wilson

Seconded: Clinton Green

Carried

10. Shareholder proposals

10.1 "All people standing for election are named, direct votes for each candidate are allocated separately and shown, total votes per candidate shown separately (includes proxy votes), and Proxy vote allocation is shown against the person holding the Proxy."

Moved: Brian Whelan Seconded: Kathryn Whelan

Mr Whelan advised the meeting that this motion was put as the Certificate of Duty was not available and had not been attached to the 2023 Minutes.

In answer to questions from Mr Vic Longley it was agreed that the Certificate of Duty as presented at the meeting was acceptable to the proposer and seconder of the motion.

The original motion was withdrawn and replaced by

"That the Certificate of Duty as presented to the 2024 Annual General meeting is to be attached to the Minutes of all Lake Edge Resort Limited Annual General Meetings".

Moved: Brian Whelan Seconded: Kathryn Whelan Resolution Carried

10.2 "All Reimbursement and remuneration of LERL Directors to be individually shown in the Financial Statements for the 2023 Financial Year and all subsequent years."

Moved: Brian Whelan Seconded: Kathryn Whelan

Those present at the meeting discussed the need to separate out this expense. Rick Martin advised the meeting that any motion passed would need to be from the Year end accounts in 2024 as the 2023 accounts were already approved.

Wayne Keats explained the type of expenses that are reimbursed; mileage to attend up to three actual meetings and attend three to five Zoom meetings each year. Reimbursement is not indicative of the amount of time spent.

After further discussion it was proposed to amend the motion to;

"That from 2024 onwards remuneration to Board Directors would be shown in the accounts as two separate items;

i. Expenses paid to the Chairperson.

ii. Expenses paid to the Board.

And that no further breakdown of these expenses will be required".

Moved: Brian Whelan Seconded: Kathryn Whelan Carried

10.3 Wayne asked if there were any more proposals.

Response -- No

11. Long Term Maintenance and Funding Plan.

"That this meeting approves The Long-Term Maintenance and Funding plan for the ten-year period 2024 to 2033. This plan to be reviewed and updated by the Lake Edge Resort Limited Board and reported back at each Annual General Meeting of Shareholders."

RM explained that a budget had been allocated for the proposed work to be carried out in 2024 and various organisations had been asked to provide a quote for the work. Work would commence as soon as the contracts had been agreed. Budgets for the ten-year plan show an exponential increase.

This year there could be a small savings as Taupo District Council had reduced the rates because each unit is no longer rated separately.

Moved: Don Boddie

Seconded: Marjorie Symonds

Carried

12. Insurance Certificate.

Accepted

13. General Business

- A shareholder raised a concern at the age of the current board and suggested that positions should be term limited. This was not generally agreed with by others at the meeting.
- The meeting was advised that while shareholders elect Directors to the Board it is the Board who elect the Chairperson. Any proposal to change this would need to be put to shareholders to adopt as it would require a change to the Company Constitution
- In answer to a statement regarding his tenure as chairman Rick Martin announced his intention to stand down from the Board in 2026.
- It was generally accepted that the company needs to attract younger people to stand for Board positions. The current Board has already begun looking at succession planning and will be reporting back to shareholders.
- A shareholder asked if amendments voted for at the AGM alter the result of a motion. The answer given was, No due to the number of proxies given in advance of the meeting. Many of these had also given voting instructions which were treated in the same manner as postal votes.
- It was suggested that future postal voting provided an additional option, to abstain. This was agreed.

There was no other general business.

Signed as Confirmed:

The Meeting closed at 2.17pm


Wayne Keats, Chairman 17 May 2025