



**I, Matthew Lawson, Tumu Whakarae | Chief Executive, hereby give notice  
that  
an Ordinary Meeting of Council will be held on:**

**Date: Tuesday, 7 July 2026**  
**Time: 1:00 pm**  
**Location: Council Chamber, Wairoa District  
Council, Coronation Square, Wairoa**

# **AGENDA**

## **Ordinary Council Meeting**

**7 July 2026**

**MEMBERSHIP:** His Worship the Mayor Craig Little, Cr Benita Cairns, Cr Jeremy Harker, Cr Roslyn Thomas, Cr Michelle Tahuri, Cr Trevor Waikawa, Cr Sara Bird

The agenda and associated papers are also available on our website: [www.wairoadc.govt.nz](http://www.wairoadc.govt.nz)

For further information please contact us 06 838 7309 or by email [info@wairoadc.govt.nz](mailto:info@wairoadc.govt.nz)



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**1 KARAKIA****2 APOLOGIES FOR ABSENCE****3 DECLARATIONS OF CONFLICT OF INTEREST**

Members need to stand aside from decision-making when a conflict arises between their role as a member of the Council and any private or other external interest they might have.

This note is provided as a reminder to members to review the matters of the agenda and assess and identify where they may have a pecuniary or other conflict of interest, or where there may be a perception of a conflict of interest.

If a member feels they do have a conflict of interest, they should publicly declare that at the start of the meeting, or at the relevant item of business, and refrain from participating in the discussion or voting on that item.

If a member thinks they may have a conflict of interest, they can seek advice from the Chief Executive or the Chief Operations Officer (preferably before the meeting). It is noted that while members can seek advice, the final decision as to whether a conflict exists rests with the member.

**4 CHAIRPERSON'S ANNOUNCEMENTS****5 LATE ITEMS OF URGENT BUSINESS****6 PUBLIC PARTICIPATION**

A maximum of 30 minutes has been set aside for members of the public to speak on any item on the agenda. Up to 5 minutes per person is allowed. As per Standing Order 15.1 requests to speak must be made to the Chief Executive Officer at least one clear day before the meeting; however this requirement may be waived by the Chairperson.

**7 MINUTES OF THE PREVIOUS MEETING**

Ordinary Meeting - 2 June 2026

Extraordinary Meeting - 30 June 2026

**MINUTES OF WAIROA DISTRICT COUNCIL  
ORDINARY COUNCIL MEETING  
HELD AT THE COUNCIL CHAMBER, WAIROA DISTRICT COUNCIL, CORONATION SQUARE,  
WAIROA  
ON TUESDAY, 2 JUNE 2026 AT 1:01 PM**

**PRESENT:** His Worship the Mayor Craig Little, Cr Benita Cairns, Cr Jeremy Harker, Cr Roslyn Thomas, Cr Michelle Tahuri, Cr Trevor Waikawa, Cr Sara Bird

**IN ATTENDANCE:** **Matthew Lawson** (Tumu Whakarae | Chief Executive), **Gary Borg** (Tumu Whakarae Tuarua | Deputy Chief Executive & Pouwhakarae – Pūtea/Tautāwhi Rangapū | Group Manager - Finance and Corporate Support), **Hinetaakoha Viriaere** (Pouwhakarae Whakamahere me te Waeture | Group Manager Planning and Regulatory), **Kamal Narang** (Pouwhakarae – Hua Pūmau | Group Manager - Assets and Infrastructure), **Frances Manase** (Kaiurungi Mana Ārahi | Governance Officer), **Sarah Newton** (Contracts Manager – Roothing), **Tyler Trafford-Mission** (Planner), **Kate Standing** (Executive Principal), **Hira Campbell** (Transport Asset Manager), **Lawrence Yule**

**1 KARAKIA**

The opening karakia was given prior to the meeting.

**2 APOLOGIES FOR ABSENCE**

Nil

**3 DECLARATIONS OF CONFLICT OF INTEREST**

Cr Harker declared a conflict of interest in relation to Item 8.2- *ROAD NAMING - WHAKAMAHI SUBDIVISION (RM240026)*

**4 CHAIRPERSON'S ANNOUNCEMENTS**

His Worship the Mayor introduced Sarah Newton as the new Contracts Manager for Roothing.

**5 LATE ITEMS OF URGENT BUSINESS**

Nil

**6 PUBLIC PARTICIPATION**

Gordon Preston spoke during Public Participation regarding Local Government Reform. Council advised that work is underway to identify and consider potential solutions to the matters raised.

**7 MINUTES OF THE PREVIOUS MEETING**

**RESOLUTION 2026/17**

Moved: Cr Jeremy Harker

Seconded: Cr Benita Cairns

That the minutes and confidential minutes of the Ordinary Meeting held on 5 May 2026 be confirmed.

**CARRIED**

## **8 GENERAL ITEMS**

### **8.1 SPEED MANAGEMENT AND TRAFFIC CALMING MEASURES**

#### **RESOLUTION 2026/18**

Moved: Cr Benita Cairns

Seconded: Cr Sara Bird

That Council receives the report and:

- Defers the proposed permanent 30km/h speed limit on Marine Parade (from the intersection of King Street/Marine Parade to the intersection of Delhi Street/Marine Parade) until further district-wide consultation on proposed speed limit changes has been undertaken.
- Approves the implementation of a variable 30km/h speed limit at pick up and drop off times outside Kohanga on Nuhaka- Opoutama Road and Kaiwaitau Road, subject to statutory requirements and NZTA approval.
- Approves, in principle, the replacement of the three temporary bolt-down speed bump/pedestrian crossings on Queen Street and Lucknow Street with permanent concrete speed tables and formal pedestrian crossings, including consideration of converting the existing passive crossing on Marine Parade to a formal zebra crossing and investigating the appropriate location of the proposed pedestrian crossing on Queen Street, and directs the Chief Executive to prepare detailed designs and cost estimates for presentation to a future Council meeting for approval.
- Refers the proposed speed management and traffic calming measures to the Māori Standing Committee for consideration and feedback; AND
- Requires that community consultation be undertaken on all proposed speed management and traffic calming measure locations, including those not otherwise subject to mandatory consultation requirements, prior to final implementation.

**• CARRIED**

The Transport Asset Manager introduced the report and sought clarification on whether the existing rubber traffic calming devices would be removed and replaced with permanent infrastructure, relocated, or removed and replaced with painted crossing treatments.

It was noted that the proposed 30km/h speed limit on Marine Parade requires public consultation, followed by Council approval and NZ Transport Agency Waka Kotahi (NZTA) approval.

At 1:23pm, Cr Harker left the meeting.

## **8.2 ROAD NAMING - WHAKAMAHI SUBDIVISION (RM240026)**

### **RESOLUTION 2026/19**

Moved: His Worship the Mayor Craig Little

Seconded: Cr Trevor Waikawa

That Council:

1. Receives the report; and
2. Requests that the applicant be provided with Council's feedback and be asked to submit two proposed road names should the development require the naming of two roads; and
3. Defers consideration of the road naming application until the additional information has been received.

**CARRIED**

The Planner introduced the report and the below points were discussed:

- That Council policy does not provide for pre-approved road names, and that developers may propose names for Council consideration, with Council retaining the final decision.
- There are currently no development plans for the industrial private right of way, and it was suggested that future planning consider separate naming for different sections, including entrance access and the cul-de-sac.
- The road naming policy is due for review.

At 1:45pm, Cr Bird left the meeting.

At 1:46pm, Cr Harker returned to the meeting.

At 1:48pm, Cr Bird returned to the meeting.

## **8.3 UPDATES TO DELEGATIONS MANUAL**

### **RESOLUTION 2026/20**

Moved: Cr Sara Bird

Seconded: Cr Trevor Waikawa

That Council approves the proposed amendments to the Wairoa District Council Delegations Manual attached as Appendix 1, including the removal of individual names and their replacement with position titles.

**CARRIED**

**8.4 LOCAL GOVERNMENT REFORM - MEMORANDUM OF UNDERSTANDING****RESOLUTION 2026/21**

Moved: Cr Benita Cairns

Seconded: Cr Sara Bird

That Council

1. Receives the report AND
2. Agrees to enter into the Memorandum of Understanding as attached to this report.

**CARRIED**

The Chief Executive introduced the report and the below discussions were highlighted:

- The proposal is not fully aligned with current legislative settings and requires further review before it can be progressed.
- A discussion was held regarding the Memorandum of Understanding (MoU). There was a raised concern regarding the Hawke's Bay approach potentially directing how Wairoa District Council engages with Māori.
- It was noted that Council may withdraw from the MoU approach if it so chooses.

**9 RECEIPT OF MINUTES FROM COMMITTEES/ACTION SHEETS**

Nil

**10 PUBLIC EXCLUDED ITEMS****RESOLUTION TO EXCLUDE THE PUBLIC****RESOLUTION 2026/22**

Moved: His Worship the Mayor Craig Little

Seconded: Cr Trevor Waikawa

That the public be excluded from the following parts of the proceedings of this meeting at 2:11pm.

The general subject matter of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48 of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

<b>General subject of each matter to be considered</b>	<b>Reason for passing this resolution in relation to each matter</b>	<b>Ground(s) under section 48 for the passing of this resolution</b>
<b>10.1 - 2027-30 NATIONAL LAND TRANSPORT PROGRAMME SUBMISSION</b>	s7(2)(h) - the withholding of the information is necessary to enable Council to carry out, without prejudice or	s48(1)(a)(i) - the public conduct of the relevant part of the proceedings of the meeting would be likely to result in the

	disadvantage, commercial activities	disclosure of information for which good reason for withholding would exist under section 6 or section 7
<b>CARRIED</b>		

**RESOLUTION 2026/23**  
Moved: His Worship the Mayor Craig Little  
Seconded: Cr Trevor Waikawa  
That Council moves out of Closed Council into Open Council at 2:19pm.

**CARRIED**

The closing karakia was given by Cr Waikawa at 2:20pm

The minutes of this meeting were confirmed at the Ordinary Council Meeting held on 7 July 2026.

.....  
**CHAIRPERSON**

**MINUTES OF WAIROA DISTRICT COUNCIL  
EXTRAORDINARY COUNCIL MEETING  
HELD AT THE COUNCIL CHAMBER, WAIROA DISTRICT COUNCIL, CORONATION SQUARE,  
WAIROA  
ON TUESDAY, 30 JUNE 2026 AT 11:03 AM**

**PRESENT:** His Worship the Mayor Craig Little, Cr Benita Cairns, Cr Jeremy Harker, Cr Roslyn Thomas, Cr Michelle Tahuri, Cr Trevor Waikawa, Cr Sara Bird

**IN ATTENDANCE:** **Matthew Lawson** (Tumu Whakarae | Chief Executive), **Juanita Savage** (Chief of Operations), **Gary Borg** (Tumu Whakarae Tuarua | Deputy Chief Executive & Pouwhakarae – Pūtea/Tautāwhi Rangapū | Group Manager - Finance and Corporate Support), **Kamal Narang** (Pouwhakarae – Hua Pūmau | Group Manager - Assets and Infrastructure), **Hinemoa Hubbard** (Kaiurungi Mana Ārahi | Governance Officer), **Kate Standring** (Executive Principal), **Martin Bacon** (Senior Accountant), **Michael West** (Business Analyst)

**1 KARAKIA**

A karakia was held before the meeting.

**2 APOLOGIES FOR ABSENCE**

Nil

**3 DECLARATIONS OF CONFLICT OF INTEREST**

Nil

**4 PUBLIC PARTICIPATION**

Nil

**5 LATE ITEMS OF URGENT BUSINESS**

**LATE ITEM 6.4 - CONTRACT FOR THE PROVISION OF VALUATION SERVICES**

**RESOLUTION 2026/24**

Moved: His Worship the Mayor Craig Little

Seconded: Cr Trevor Waikawa

That the report titled “Contract for the Provision of Valuation Services” be received as a late item, as the contract expires today.

**CARRIED**

## 6 GENERAL ITEMS

### 6.1 ADOPTION OF THE 2026-27 ANNUAL PLAN

#### RESOLUTION 2026/25

Moved: Cr Jeremy Harker

Seconded: Cr Benita Cairns

1. That Council **Adopts** the Annual Plan for the period 1 July 2026 to 30 June 2027 in accordance with section 95 of the Local Government Act 2002; and
2. **Authorises** the Chief Executive to direct officers to make any minor editorial or formatting amendments required prior to final publication.

**CARRIED**

The Group Manager of Finance and Corporate Support noted:

- The average rates increase was 2.8% (budget to budget), with most ratepayers expected to see an increase in the 1% range, supported by subsidies, reserve funding, and additional rating revenue from land conversions captured following the early adoption of the 2025/26 Annual Plan.
- Drinking water charges would increase the most of all water charges.
- The need to monitor contractual commitments and external cost pressures.
- Costs had been reduced without impacting levels of service.

Council noted concerns with the Māori translations and requested editorial amendments by the Chief Executive.

Council acknowledged the work of the Finance Group.

### 6.2 RESOLUTION TO SET RATES FOR THE YEAR COMMENCING 1 JULY 2026

#### RESOLUTION 2026/26

Moved: Cr Michelle Tahuri

Seconded: Cr Roslyn Thomas

That Council sets the rates under the Local Government (Rating) Act 2002 for the financial year commencing 1st July 2026 in accordance with the resolution attached as **Appendix 1**

**CARRIED**

### 6.3 UPDATE TO FEES AND CHARGES

#### RESOLUTION 2026/27

Moved: Cr Sara Bird

Seconded: Cr Roslyn Thomas

That Council adopts the fees and charges schedule attached as **Appendix 1**, prices to be effective from 1 July 2026, subject to any notice periods required by contract or statute.

**CARRIED**

The Group Manager of Finance and Corporate Support noted:

- Fee revenue had been included for each activity.
- Markets were exempt from hawker fees.
- Hairdresser fees had been removed following legislative changes.

Council:

- Queried the application and annual fees for alcohol licences.
  - Staff advised the application fee covered registration, while the annual fee contributed to the cost of inspections and ongoing monitoring.
- Requested that the market exemption from hawker fees be more clearly defined.

#### **6.4 CONTRACT FOR THE PROVISION OF VALUATION SERVICES**

##### **RESOLUTION 2026/28**

Moved: Cr Roslyn Thomas

Seconded: Cr Jeremy Harker

That Council approves the contract for the provision of valuation services and database management services proposed by Quotable Value Limited for a period of 6 years commencing 1 July 2026 at an estimated total cost of \$920,000.

**CARRIED**

#### **7 PUBLIC EXCLUDED ITEMS**

##### **RESOLUTION TO EXCLUDE THE PUBLIC**

##### **RESOLUTION 2026/29**

Moved: Cr Trevor Waikawa

Seconded: Cr Roslyn Thomas

That the public be excluded from the following parts of the proceedings of this meeting at 11:54am.

The general subject matter of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48 of the Local Government Official Information and Meetings Act 1987 for the

passing of this resolution are as follows:

<b>General subject of each matter to be considered</b>	<b>Reason for passing this resolution in relation to each matter</b>	<b>Ground(s) under section 48 for the passing of this resolution</b>
<b>6.1 - Possible Land Acquisitions</b>	s7(2)(h) - the withholding of the information is necessary to enable Council to carry out, without prejudice or disadvantage, commercial activities  s7(2)(i) - the withholding of the information is necessary to enable Council to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)	s48(1)(a)(i) - the public conduct of the relevant part of the proceedings of the meeting would be likely to result in the disclosure of information for which good reason for withholding would exist under section 6 or section 7

**CARRIED**

**RESOLUTION 2026/30**

Moved: Cr Trevor Waikawa

Seconded: Cr Jeremy Harker

That Council moves out of Closed Council into Open Council at 12:33pm.

**CARRIED**

**The Meeting closed with a closing karakia by Cr Michelle Tahuri at 12:35pm.**

**The minutes of this meeting were confirmed at the Extraordinary Council Meeting held on 7 July 2026.**

.....  
**CHAIRPERSON**

**Actions Sheet 2026**

<b><u>ACTION</u></b>	<b><u>MEETING THE ACTION WAS RAISED IN</u></b>	<b><u>OFFICER RESPONSIBLE</u></b>	<b><u>COMMENTS</u></b> (Update 2/07)	<b><u>STATUS</u></b>	<b><u>PUBLIC EXCLUDED</u></b>
Report any cost-savings benefits and present the final location for the North Clyde Playground to Council by 31 March 2026	<b>16/12/2025</b> <i>(Item 8.4)</i>	Group Manager of Assets & Infrastructure	Discussions and a Site Visit took place 30 June 2026. More information provided in Item 10.1	<b>In Progress</b>	No
Provide an updated policy table	<b>5/05/2026</b> <i>(Item 8.2)</i>	Chief Executive	A policy table has been provided on the Elected Members Portal.	<b>Completed</b>	No
Review the Pensioner Housing Policy and Positive Ageing Policy, and report back to Council through a workshop once the review is complete.	<b>5/05/2026</b> <i>(Item 8.2)</i>	The Group Manager of Planning and Regulatory	A workplan is in place.	<b>In Progress</b>	No
Arrange a workshop with the Māori Standing Committee to review the Māori Policy	<b>5/05/2026</b> <i>(Item 8.3)</i>	Governance	A workshop was held on 16 June 2026.	<b>Completed</b>	No
Present the Speed Management and Traffic Calming Measures Report to the Māori Standing Committee for consideration and feedback.	<b>2/06/2026</b> <i>(Item 8.1)</i>	Hira Campbell	This was briefly discussed at the Māori Standing Committee meeting held on 23 June 2026 but will be presented to the next meeting on 25 August 2026.	<b>In Progress</b>	No

## 8 GENERAL ITEMS

### 8.1 TAB VENUE POLICY

**Author:** Matthew Lawson, Tumu Whakarae | Chief Executive

**Authoriser:** Matthew Lawson, Tumu Whakarae | Chief Executive

**Appendices:** 1. WDC Board (TAB) Venue Policy (2026) [↓](#)

#### RECOMMENDATION

The Tumu Whakarae | Chief Executive RECOMMENDS that Council:

- a) adopts the draft TAB Venue Policy as attached as a proposal; and
- b) resolves to commence a Special Consultative Procedure pursuant to section 83 of the Local Government Act 2002 seeking public input and submission on the proposal.

#### BACKGROUND

- 1.2 Pursuant to section 96 of the Racing Industry Act 2020, Council is required to adopt a TAB Venues Policy.
- 1.3 The policy is required to be reviewed every three years. The previous policy has lapsed.
- 1.4 In adopting a policy, Council must have regard to the social impact of gambling within the Wairoa District and must specify whether or not new TAB venues may be established, and if so, where they may be located.
- 1.5 In considering the policy on whether new TAB venues may be established in Wairoa District, Council may have regard to any relevant matters including (but not limited to)
  - a) the characteristics of Wairoa District or any part of Wairoa District
  - b) the location of kindergartens, early childhood centres, schools, places of worship and other community facilities;
  - c) the cumulative effects of additional opportunities for gambling in the district.
- 1.6 These considerations are not exhaustive, and Council may have regard to other matters provided that they are reasonable.
- 1.7 The draft policy has been developed on the basis that no new TAB venues will be allowed and that relocation of existing TAB venues will also not be allowed. If this is not what Council wants the policy to say after considering the matters referred to above, then we should amend the policy and have the amended policy go out as the proposal for public consultation.

## 2. OPTIONS

- 2.1 The options identified are:
- a. Council is required to have a TAB Venue Policy. It is not an option to simply have no policy.
  - b. As a result, Council either needs to adopt the policy as attached or adopt a policy amended after discussion at the meeting.
  - c. Once the draft policy is agreed as the proposal for consultation, it has then a matter of engaging the special consultative procedure in accordance with section 83 of the Local Government Act 2002.

Cultural wellbeing	Economic wellbeing	Social Wellbeing	Environmental Wellbeing
Valued and cherished community.	Strong and prosperous economy.	Safe, supported and well-led community.	Protected and healthy environment

## 3. CORPORATE CONSIDERATIONS

### What is the change?

- 3.1 The change is that Council will have a compliant TAB Venue policy.

### Compliance with legislation and Council Policy

- 3.2 The change is necessary to achieve compliance with the Racing Industry Act 2020.
- 3.3 Any proposed TAB venue will be required to comply with the provisions of the District Plan and the Resource Management Act as applicable.

### Māori Standing Committee

- 3.4 This matter has not been referred to the Māori Standing Committee.

## 4. SIGNIFICANCE

- 4.1 This matter is not considered to be a significant decision.
- 4.2 Public input and feedback will be obtained using the special consultative procedure.

## 5. RISK MANAGEMENT

- 5.1 In accordance with the Council's Risk Management Policy the inherent risks associated with this matter are:

<b>Human</b>	<b>Financial</b>	<b>Regulatory</b>
low	low	high
<b>Operations</b>	<b>Employees</b>	<b>Image &amp; Reputation</b>

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low	low	moderate
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**Who has been consulted?**

The proposal once adopted will be subjected to a special consultative procedure under section 83 of the Local Government Act 2002.

**Confirmation of statutory compliance**

In accordance with section 76 of the Local Government Act 2002, this report is approved as:

- a. containing sufficient information about the options and their benefits and costs, bearing in mind the significance of the decisions; and,
- b. is based on adequate knowledge about, and adequate consideration of, the views and preferences of affected and interested parties bearing in mind the significance of the decision.

# BOARD (TAB) VENUE POLICY



**WAIROA**  
DISTRICT COUNCIL

<b>Stored:</b>	Hyperlink
<b>Approved by:</b>	Council
<b>Department:</b>	External Policy
<b>Date Approved:</b>	
<b>Next Review Date:</b>	July 2029
<b>Reviewed:</b>	July 2026
<b>Revision No:</b>	3
<b>Relevant:</b>	Racing Industry Act 2020 Racing Act 2003

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## PURPOSE

The purpose of this Policy is to:

- Ensure the Council and the community have influence over the location of new TAB venues in the Wairoa District.
- To recover costs where appropriate.

## OVERVIEW

This Policy is made for the purposes of sections 96 and 97 of the Racing Industry Act 2020. Previous versions of this Policy were made under section 65D of the Racing Act 2003.

This Policy has been developed to enable the Council to consider and determine consent applications. As required by the Act, all decisions by Council to grant or decline consent must be made in accordance with this Policy.

## SCOPE

This policy covers stand-alone TAB Board Venues, which are owned or leased by the New Zealand Racing Board. Council consent is not required under the legislation to establish a TAB facility in a bar, hotel or club. If a TAB Board Venue wishes to host gaming machines a separate application must be made under Council's Class 4 Gambling Venues Policy (noting the establishment of new venues is currently prohibited) and the TAB Board Venue must also meet the additional criteria set out in that policy.

## GOALS

The Council supports the primary purposes of the Racing Industry Act 2020 which are:

- To provide effective governance arrangements for the racing industry; and
- To facilitate betting on galloping, harness and greyhound races and other sporting events; and
- To promote the long-term viability of New Zealand racing.

In terms of this Policy, the objectives of the Council are to:

- Ensure that community input, via the Local Government Act 2002 Special Consultative Procedure (Section 83) is sought from the community in preparation of the Policy.

## WHERE TAB VENUES MAY BE ESTABLISHED

No new TAB venues can be established in the Wairoa District.

## RELOCATION OF BOARD VENUES

Subject to any requirements of the Racing Industry Act 2020, Council will not permit the relocation of existing board venues.

## POLICY REVIEW

This Policy will be reviewed on a three-yearly basis.

This Policy may be reviewed at any time where there is an urgent concern or request from the community.

## 8.2 GAMBLING VENUE POLICY

**Author:** Matthew Lawson, Tumu Whakarae | Chief Executive

**Authoriser:** Matthew Lawson, Tumu Whakarae | Chief Executive

**Appendices:** 1. WDC Class 4 Gaming Venue Policy (2026) [↓](#)

### RECOMMENDATION

- a) The Tumu Whakarae | Chief Executive RECOMMENDS that Council adopts the draft Class 4 Venue Policy as attached (or as amended) as a proposal; and
- b) resolves to commence a Special Consultative Procedure pursuant to section 83 of the Local Government Act 2002 seeking public input and submission on the proposal.

### BACKGROUND

- 1.1 Pursuant to section 101 of the Gambling Act 2003, Council is required to adopt a Class 4 Venue Policy.
- 1.2 The policy is required to be reviewed every three years. The previous policy has lapsed.
- 1.3 In adopting a policy, Council must have regard to the social impact of gambling within the Wairoa District and must specify whether or not new Class 4 venues may be established, and if so, where they may be located.
- 1.4. If class 4 venues are to be allowed, Council may specify any restrictions on the maximum number of gaming machines that may be operated at that venue.
- 1.5. The Policy may include a relocation policy setting out if and when Council will grant consent in respect of a venue within its district where the venue is intended to replace an existing venue within the district.
- 1.6. In determining its policy on whether class 4 venues may be established in the district, where any venue may be located, and any restrictions on the maximum number of gaming machines that may be operated at venues, the territorial authority may have regard to any relevant matters, including:
  - (a) the characteristics of the district and parts of the district:
  - (b) the location of kindergartens, early childhood centres, schools, places of worship, and other community facilities:
  - (c) the number of gaming machines that should be permitted to operate at any venue or class of venue:
  - (d) the cumulative effects of additional opportunities for gambling in the district:
  - (e) how close any venue should be permitted to be to any other venue:
  - (f) what the primary activity at any venue should be.
- 1.7 These considerations are not exhaustive, and Council may have regard to other matters provided that they are reasonable.

- 1.8 The draft policy has been developed on the basis that no new Class 4 venues will be allowed and that relocation of existing Class 4 venue will also not be allowed. If this not what Council wants the policy to say after considering the matters referred to above, then we should amend the policy and have the amended policy go out as the proposal for public consultation.

## 2. OPTIONS

- 2.1 The options identified are:
- a. Council is required to have a Class 4 Venue Policy. It is not an option to simply have no policy.
  - b. As a result, Council either needs to adopt the policy as attached or adopt a policy amended after discussion at the meeting.
  - c. Once the draft policy is agreed as the proposal for consultation, it has then a matter of engaging the special consultative procedure in accordance with section 83 of the Local Government Act 2002.

Cultural wellbeing	Economic wellbeing	Social Wellbeing	Environmental Wellbeing
Valued and cherished community.	Strong and prosperous economy.	Safe, supported and well-led community.	Protected and healthy environment

## 3. CORPORATE CONSIDERATIONS

### What is the change?

- 3.1 The change is that Council will have a compliant Class 4 Venue policy.

### Compliance with legislation and Council Policy

- 3.2 The change is necessary to achieve compliance with the Gambling Act 2003.
- 3.3 Any proposed class 4 venue will be required to comply with the provisions of the District Plan and the Resource Management Act as applicable.

### Māori Standing Committee

- 3.4 This matter has not been referred to the Māori Standing Committee.

## 4. SIGNIFICANCE

- 4.1 This matter is not considered to be a significant decision.
- 4.2 Public input and feedback will be obtained using the special consultative procedure.

## 5. RISK MANAGEMENT

- 5.1 In accordance with the Council's Risk Management Policy the inherent risks associated with this matter are:

6. Human	Financial	Regulatory
low	low	high
Operations	Employees	Image & Reputation
low	low	moderate

## 7. CORPORATE CONSIDERATIONS

### What is the change?

7.1 The change is that Council will have a compliant Class 4 Venue Policy.

### Compliance with legislation and Council Policy

7.1 The change is necessary to achieve compliance with the Gambling Act 2003.

7.2 Any proposed Class 4 venue will be required to comply with the provisions of the District Plan and the Resource Management Act as applicable.

### Who has been consulted?

The proposal, once adopted, will be subjected to a special consultative procedure under section 83 of the Local Government Act 2002.

### Confirmation of statutory compliance

In accordance with section 76 of the Local Government Act 2002, this report is approved as:

- a. containing sufficient information about the options and their benefits and costs, bearing in mind the significance of the decisions; and,
- b. is based on adequate knowledge about, and adequate consideration of, the views and preferences of affected and interested parties bearing in mind the significance of the decision.

# CLASS 4 GAMING VENUE POLICY



**WAIROA**  
DISTRICT COUNCIL

<b>Stored:</b>	Hyperlink
<b>Approved by:</b>	Council
<b>Department:</b>	External Policy
<b>Date Approved:</b>	
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## PURPOSE

The purpose of this Policy is to:

- Enable Council and the community to have influence over the location of Class 4 Gambling Venues in the Wairoa District.
- Control the extent of Class 4 gambling within the Wairoa District to prevent and minimise harm, particularly problem gambling.
- Reduce the number of gaming machines in the Wairoa District to the extent permitted by legislation.
- Recover costs where appropriate.

Council operates a 'sinking lid' policy meaning no new Class 4 venues or gaming machines will be permitted and the total number will reduce over time as existing venues cease operation.

## OVERVIEW

This Policy is adopted under section 101 of the Gambling Act 2003.

Under the Act, applicants for Class 4 gaming venue licences must obtain consent from the relevant territorial authority. Territorial Authorities are required to have a policy specifying whether Class 4 venues may be established and where they may be located.

This Policy provides the framework for Council to consider and determine applications for territorial authority consent. All decisions must be made in accordance with this Policy.

## SCOPE

This policy applies to all Class 4 gambling venues within the Wairoa District that are licensed under the Gambling Act 2003.

## GOALS

Council supports the objectives of the Gambling Act 2003 to ensure that:

- 

The Council supports the primary objectives of the Gambling Act which are to ensure that:

- Gambling is primarily used to raise funds for community purposes.
- Harm caused by gambling is prevented or minimised.
- Communities have input into decisions about gaming availability.
- The growth of gambling is controlled.

Council recognises the disproportionate impact of gambling harm on vulnerable communities and is committed to minimising harm within the Wairoa District.

## DEFINITIONS

<b>Class 4 Gambling</b>	Gambling conducted using gaming machines (pokies), where the net proceeds are applied to authorised purposes.
<b>Gaming Machine</b>	A device that operates a game of chance and may award money or prizes.
<b>Territorial Authority Consent</b>	Approval from Council required before a Class 4 venue licence can be granted by the Department of Internal Affairs.
<b>Venue</b>	A premises where Class 4 gambling is conducted.

## GAMBLING VENUES

No new Class 4 gambling venues will be established in the Wairoa District.

## GAMING MACHINES

Council will not grant territorial authority consent to:

- Establish gaming machines at any venue not already operating such machines; or
- Increase the number of gaming machines operating at any existing Class 4 venue beyond the number already consented or licensed at the time this Policy came into force; or
- Re-establish gaming machines at any venue where a Class 4 licence has lapsed and territorial authority consent is required.

## RELOCATION OF CLASS 4 VENUES

Council will not permit the temporary or permanent relocation of existing class 4 gambling venues, except where required by law.

Where two or more existing clubs legally and physically merge, the resulting entity may be permitted to operate gaming machines at one existing site. The maximum number of machines permitted will be the lesser of:

- The total number of machines previously licensed across the merging venues; or
- 24 gaming machines.

## PRIMARY ACTIVITY OF CLASS 4 GAMBLING VENUES

The primary activity of any Class 4 gambling venue must be one of the following:

- The sale of liquor or liquor and food; or
- Sporting or club-based activities; or
- Race and sports betting conducted at a TAB venue.

## DECISION MAKING CRITERIA

In considering any application (including club mergers), Council will have regard to:

- The purpose and intent of this Policy.
- The location and nature of the venue;
- The potential for gambling-related harm within the community;
- The extent to which the application is consistent with the sinking lid approach;
- Relevant statutory requirements under the Gambling Act 2003.

## APPLICATION FEES

Application fees will be set by Wairoa District Council and will include consideration of:

- The cost of processing applications, including consultation and hearings;

- The cost of triennial policy reviews;
- The cost of monitoring and inspecting venues for compliance.

Fees will be reviewed as part of Council's Annual Plan Fees and Charges review process.

### **POLICY REVIEW**

This Policy will be reviewed every three years.

Council may review this Policy at any time if required due to legislative changes, emerging issues or community concerns.

### 8.3 SETTING UP THE WAIROA WATER CCO

**Author:** Matthew Lawson, Tumu Whakarae | Chief Executive

**Authoriser:** Matthew Lawson, Tumu Whakarae | Chief Executive

**Appendices:** 1. QRS Constitution [↓](#)

#### 1. PURPOSE

- 1.1 The purpose of this report is to commence the special consultative procedure for the establishment of the council-controlled organisation identified in councils water service delivery plan for the delivery of three waters services within Wairoa district from one July 2027.

#### RECOMMENDATION

The Tumu Whakarae | Chief Executive RECOMMENDS that Council :

- a. Agrees that no further consultation is required on the establishment of a Council Controlled organisation in order to meet Council's obligations under s 82 of the Local Government Act 2002.
- b. Agrees to the formation of a Council Controlled limited liability company with the proposed name of Wairoa Water Limited or such alternative name as the Council considers appropriate.
- c. Agrees to the proposed Wairoa Water Limited being 100% owned by Wairoa District Council as a Council Controlled Organisation.
- d. Agrees that upon registration of Wairoa Water Limited with the Companies Office, Council register a constitution in the form attached as Appendix A.
- e. That upon registration and until directors are appointed to Wairoa Water Limited in accordance with Council's current policy for the appointment of Directors, three of Council's current elected members are appointed as directors of Wairoa water Limited.

#### 2. BACKGROUND

- 2.1 On 2 September 2025 Council adopted a Water Services Delivery Plan for the delivery of water supply, wastewater and stormwater services to connected properties within Wairoa District (the WSDP).
- 2.2 The WSDP was required to be approved by the Department of Internal Affairs. Such approval was given by the Executive Director of the Water Services Reform Programme pursuant to section 30(1)(b) of the Local Government (Water Services Preliminary Arrangements) Act 2024 on 8 December 2025.
- 2.3 The Local Government (Water Services Preliminary Arrangements) Act 2024 requires the WSDP to be implemented in accordance with the content of the WSDP.
- 2.4 The WSDP proposed that water services in Wairoa District would be provided by a stand-alone Council Controlled Organisation referred to in the WSDP as the Wairoa Water Services Council Controlled Organisation WWSCCO.

2.5 Pursuant to section 56 of the Local Government Act 2002, before a local authority may establish or become a shareholder in a council-controlled organisation, the local authority must consider undertaking consultation in accordance with section 82 of the Local Government Act 2002

2.6 Section 82 provides:

**82Principles of consultation**

(1) *Consultation that a local authority undertakes in relation to any decision or other matter must be undertaken, subject to subsections (3) to (5), in accordance with the following principles:*

(a) *that persons who will or may be affected by, or have an interest in, the decision or matter should be provided by the local authority with reasonable access to relevant information in a manner and format that is appropriate to the preferences and needs of those persons:*

(b) *that persons who will or may be affected by, or have an interest in, the decision or matter should be encouraged by the local authority to present their views to the local authority:*

(c) *that persons who are invited or encouraged to present their views to the local authority should be given clear information by the local authority concerning the purpose of the consultation and the scope of the decisions to be taken following the consideration of views presented:*

(d) *that persons who wish to have their views on the decision or matter considered by the local authority should be provided by the local authority with a reasonable opportunity to present those views to the local authority in a manner and format that is appropriate to the preferences and needs of those persons:*

(e) *that the views presented to the local authority should be received by the local authority with an open mind and should be given by the local authority, in making a decision, due consideration:*

(f) *that persons who present views to the local authority should have access to a clear record or description of relevant decisions made by the local authority and explanatory material relating to the decisions, which may include, for example, reports relating to the matter that were considered before the decisions were made.*

(2) *A local authority must ensure that it has in place processes for consulting with Māori in accordance with subsection (1).*

(3) *The principles set out in subsection (1) are, subject to subsections (4) and (5), to be observed by a local authority in such manner as the local authority considers, in its discretion, to be appropriate in any particular instance.*

(4) *A local authority must, in exercising its discretion under subsection (3), have regard to—*

- (a) *the requirements of section 78; and*
- (b) *the extent to which the current views and preferences of persons who will or may be affected by, or have an interest in, the decision or matter are known to the local authority; and*
- (c) *the nature and significance of the decision or matter, including its likely impact from the perspective of the persons who will or may be affected by, or have an interest in, the decision or matter; and*
- (d) *the provisions of Part 1 of the Local Government Official Information and Meetings Act 1987 (which Part, among other things, sets out the circumstances in which there is good reason for withholding local authority information); and*
- (e) *the costs and benefits of any consultation process or procedure.*

(5) *Where a local authority is authorised or required by this Act or any other enactment to undertake consultation in relation to any decision or matter and the procedure in respect of that consultation is prescribed by this Act or any other enactment, such of the provisions of the principles set out in subsection (1) as are inconsistent with specific requirements of the procedure so prescribed are not to be observed by the local authority in respect of that consultation.*

2.7 Having regard to the principles of consultation outlined in section 82(1)(3)(4) &(5), the fact that the WSDP was the subject of specific consultation before being adopted and the fact that Council is required to establish a WWSCCO as proposed in the WSDP, there is no option but to form a stand-alone CCO. As a result, there are no alternative options, so further consultation is not considered necessary and is not recommended.

2.8 If Council considers further consultation should be undertaken before establishing the WWSCCO, that can be discussed at the meeting and the resolutions adjusted accordingly.

2.9 A proposed constitution of the Company has been drafted by reference to the provisions of the Local Government Act 2002, the Companies Act 1993 and using the QRS constitution as a template. To the degree possible, it makes sense to have consistency between the constitutions of the two Wairoa District council CCO’s.

**3. OPTIONS**

3.1 That having adopted the WSDP, the only option is to resolve to create a Council Controlled organisation.

3.2 Council may consider amendment to the proposed Company Constitution. No amendments are recommended.

3.3 This option contributes to the following community outcomes

Cultural wellbeing	Economic wellbeing	Social Wellbeing	Environmental Wellbeing
Valued and cherished community.	Strong and prosperous economy.	Safe, supported and well-led community.	Protected and healthy environment

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**4. CORPORATE CONSIDERATIONS**

**What is the change?**

4.1 Council will have a Council Controlled Organisation to which three water services can be transferred in accordance with the WSDP.

**Compliance with legislation and Council Policy**

4.2 This decision is necessary in order to comply with the WSDP as required by the Local Government (Water Services Preliminary Arrangements) Act 2024

**What is the cost?**

4.3 The costs of implementing the WSDP are detailed in that plan.

**What is the saving?**

4.4 There are no savings arising from this decision.

4.5 Any savings and or improvements in water service delivery are detailed in the WSDP.

**Māori Standing Committee**

4.6 This matter has not been referred to the Māori Standing Committee.

**5. SIGNIFICANCE**

5.1 The formation of the Council controlled Organisation is required by the WSDP. That is not a significant decision.

**6. ADOPTION OF THE WSDP IS A SIGNIFICANT DECISION BUT THAT DECISION WAS MADE ON 2 SEPTEMBER 2025 AND WAS SUBJECT TO APPROPRIATE CONSIDERATION AT THAT TIME. RISK MANAGEMENT**

6.1 In accordance with the Council’s Risk Management Policy the inherent risks associated with this matter are:

Human	Financial	Regulatory
low	low	low
Operations	Employees	Image & Reputation
low	low	low

**Confirmation of statutory compliance**

In accordance with section 76 of the Local Government Act 2002, this report is approved as:

- a. containing sufficient information about the options and their benefits and costs, bearing in mind the significance of the decisions; and,
- b. is based on adequate knowledge about, and adequate consideration of, the views and preferences of affected and interested parties bearing in mind the significance of the decision.

DATED THE      DAY OF                      2026

**CONSTITUTION**

**Wairoa Water Limited**

**WAIROA WATER LIMITED CONSTITUTION****1. INTERPRETATION**

In this Constitution unless the context otherwise requires:

- 1.1 **Act:** "Act" means the Companies Act 1993;
- 1.2 **Board:** "Board" means the Board of Directors of the Company;
- 1.3 **Constitution:** "Constitution" means this Constitution as amended from time to time;
- 1.4 **Company:** "Company" Wairoa Water Limited;
- 1.5 **Shareholder:** "Shareholder" means the Wairoa District Council or the successor of that Shareholder;
- 1.6 **Local Authority:** "Local Authority" shall have the meaning ascribed to that term in section 5 of the Local Government Act 2002;
- 1.7 **Local Authority Trading Enterprise:** "Local Authority Trading Enterprise" shall have the meaning ascribed to that term in section 594B of the Local Government Act;
- 1.8 **Local Government Act:** "Local Government Act" means the Local Government Act 1974;
- 1.9 **Statement of Corporate Intent:** "Statement of Corporate Intent" means such statement as provided for in accordance with the requirements set out in sections 594S-594U of the Local Government Act; and

**2. CONSTRUCTION**

- 2.1 **Companies Act:** Words or expressions not defined in this Constitution but defined in the Act shall be deemed to have the same meaning as they have in the Act.
- 2.2 **Headings:** Headings are for ease of reference only and shall not be deemed to form any part of the context or to affect the interpretation of this Constitution.

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- 2.3 **Months:** References to months shall be deemed to be references to calendar months.
- 2.4 **Persons:** References to persons shall be deemed to include references to individuals, companies, corporations, firms, partnerships, joint ventures, associations, organisations, trusts, states or agencies of state, government departments, state owned enterprises, local authorities and local authority trading enterprises, in each case whether or not having separate legal personality.
- 2.5 **Plural and Singular:** Words importing the singular number shall include the plural and vice versa.
- 2.6 **Statutes and Regulations:** References to a statute include references to regulations, orders or notices made under or pursuant to such statute or regulation made under the statute and references to a statute or regulation include references to all amendments to that statute or regulation whether by subsequent statute or otherwise and a statute or regulation passed in substitution for the statute or regulation referred to as incorporating any of the provisions.
- 2.7 **Writing:** References to written material or to material in writing shall be deemed to include material which is written, printed, typewritten, painted, engraved, photocopied, lithographed or otherwise represented or reproduced in visible form.
- 2.8 **Implied Provisions:** The provisions of the Act are negated, modified, adopted and extended by the Constitution as hereinafter provided.

### 3. SHARE CAPITAL

- 3.1 **Initial Capital:** The initial capital of the Company shall consist of XXX ordinary shares.
- 3.2 **Ordinary Shares:** Ordinary shares shall confer the rights set out in section 36(1) of the Act, namely -
- 3.2.1 **Votes:** the right to one vote on a poll at a meeting of the Company on any resolution which the meeting is authorised to pass, including any resolution to -
- (a) appoint or remove a director or auditor;
  - (b) adopt a new constitution;
  - (c) alter the Company's constitution;

- (d) approve a major transaction (as defined in section 129(2) of the Act;
- (e) approve an amalgamation of the Company under Section 221 of the Act;
- (f) put the Company into liquidation.

**3.2.2 Dividends:** the right to an equal share in dividends authorised by the board.

**3.2.3 Distribution of Surplus Assets:** the right to an equal share in the distribution of the surplus assets of the Company.

#### 4. CALLS ON SHARES

- 4.1 Board May Make Calls:** The Board may from time to time make such calls as it thinks fit upon the shareholders in respect of any moneys unpaid on their shares and not by the conditions of issue thereof made payable at a fixed time or times, and each shareholder shall, subject to receiving at least 14 days written notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified the amount called. A call may be revoked or postponed as the Board may determine.
- 4.2 Timing of Calls:** A call may be made payable at such times and in such amount as the Board may decide.

#### 5. REFUSAL TO REGISTER TRANSFERS

- 5.1 Directors' Right to Refuse Registration:** Subject to compliance with the provisions of section 84 of the Act, the Board may refuse or delay the registration of any transfer of any share to any person, whether that person is an existing shareholder or not:
- 5.1.1 Required by Law:** if so required by law; or
  - 5.1.2** where registration of the transfer would place the Company in breach of the Local Government Act 2002 or any other legislative requirement.

#### 6. NEW ISSUE OF SHARES

- 6.1 New Share Issues:** Subject to compliance with the Act, the Board may issue shares at any time, to any person, and in any number it thinks fit.

- 6.2 **Pre-emptive Rights:** The pre-emptive provisions of section 45 of the Act apply to a new issue of shares.

## 7. ACQUISITION OF COMPANY'S OWN SHARES

- 7.1 **Authority to Acquire Own Shares:** For the purposes of sections 59 and 60(1)(b)(ii) of the Act, the Company is hereby expressly authorised to purchase or otherwise acquire shares issued by it.

- 7.2 **Authority to Hold Own Shares:** The Company may hold shares acquired by it to the fullest extent permitted by law.

## 8. RESOLUTION IN LIEU OF SHAREHOLDERS MEETING

- 8.1 **Resolutions in Lieu of Meeting:** A shareholders resolution in lieu of meeting authorised by section 122 of the Act may consist of several documents in like form, each signed by one or more shareholders. A facsimile of any such signed resolution shall be as valid and effectual as the original signed document with effect from completion of its transmission.

## 9. DIRECTORS

- 9.1 **Number of Directors:** Unless and until otherwise determined by Shareholders the number of directors shall be not less than three nor more than six of whom not more than one shall be a member or employee of any Local Authority.

- 9.2 **Tenure of Office:** Each director of the Company shall hold office until:

9.2.1 **Removal:** removal in accordance with the Constitution; or

9.2.2 **Vacation of Office:** vacation of office pursuant to section 157 of the Act or in accordance with this Constitution.

- 9.3 **Appointment and Removal by Shareholders:** The directors of the Company shall be such person or persons as may from time to time be appointed by the Shareholder by notice in writing to the Company but so that the total number of directors shall not at any time exceed the maximum number, if any, fixed pursuant to clause 9.1. Every director shall hold office subject to the provisions of this Constitution and may at any time be removed from office by notice in writing to the Company by the shareholder. Director's may be appointed together unless an ordinary resolution requires any director's appointment to be voted on individually.

- 9.4 **Statutory Requirements:** Any appointment or retirement of directors and the composition of the board shall at all times comply with section 594R of the Local Government Act and section 20(3) of the Transit Act.
- 9.5 **Disqualification of Directors:** The office of a director shall be vacated if the director:
- 9.5.1 **Incapacity:** becomes a mentally disordered person within the meaning of the Mental Health (Compulsory Assessment & Treatment) Act 1992;
  - 9.5.2 **Ceases to be member or employee:** being a member or employee of any Local Authority at the time of his or her appointment as a director ceases for any reason to be such a member or employee; or
  - 9.5.3 **Becomes member or employee:** not being a member or employee of any Local Authority at the time of his or her appointment as a director becomes such a member or employee and, as a consequence, the Company is in breach of section 594R of the Local Government Act or section 20 of the Transit Act.
- 9.6 **Cross Directorships:** A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such director shall be accountable to the Company for any remuneration or other benefits received by him or her as a director or officer of, or from his or her interests in, any such other company unless the Company otherwise directs or the law requires.
- 9.7 **Professional Directors:** Any director may act by himself or herself or his or her firm in a professional capacity for the Company, and a director or firm shall be entitled to remuneration for professional services as if he or she were not a director provided that nothing herein contained shall authorise a director or his or her firm to act as auditor to the Company.
- 9.8 **Director's Remuneration and Other Benefits:** The board shall not exercise any of the powers contained in or implied by section 161 of the Act without the prior written approval of the Shareholder.
- 9.9 **Alternate Directors**
- 9.9.1 **Nomination of Alternate:** Each director shall have the power from time to time to nominate, by notice in writing to the Company, any person not already a director and who is acceptable to the majority of other directors to act as an alternate director in his or her place either for a specified period or

generally during the absence from time to time of such director and in like manner to remove any such alternate director.

- 9.9.2 Rights and Powers:** Unless otherwise provided for by terms of his or her appointment, an alternate director shall have the same rights, powers and privileges (including the right to receive notice of meetings of the board but excluding the power to appoint an alternate director) and shall discharge all the duties of and be subject to the same provisions as the director in whose place he or she acts:
- 9.9.3 Remuneration:** An alternate director shall not be remunerated otherwise than out of the remuneration of the director in whose place he or she acts and shall ipso facto vacate office if and when the director in whose place he or she acts vacates office.
- 9.9.4 Notice:** Any notice appointing or removing an alternate director may be given by delivering the same or by sending the same through the post or by facsimile to the Company and shall be effective as from the receipt thereof.

## 10. PROCEEDINGS OF DIRECTORS

- 10.1 Third Schedule:** The provisions of the Third Schedule to the Act are deleted and replaced as provided in this clause 10.
- 10.2 Regulation of Meetings, Quorum and Convening:** The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business by the board may be fixed by the board and, unless so fixed, shall be two directors appointed in accordance with clause 9. A director may, and an employee at the request of a director shall, at any time, by any means of communication, summon a meeting of the board. It shall not be necessary to give notice of a meeting of the board to any director for the time being absent from New Zealand.
- 10.3 Voting:** Questions arising at any meeting of the board shall be decided by a majority of votes. The chairperson shall not have a second or casting vote. No business shall be transacted when a quorum is not present.
- 10.4 Vacancies:** The continuing directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number necessary for a quorum, the continuing directors or director may act only for the purpose of increasing the number of directors to the number necessary for a quorum or for the purpose of summoning a special meeting of the Company.

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- 10.5 Chairperson:** The Board shall elect a chairperson of its meetings at the first meeting of the Board following each Annual General Meeting; but if no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for the meeting, the directors present may choose one of their number to be chairperson of the meeting.
- 10.6 Resolution in writing:** A resolution in writing, signed by a majority of the directors for the time being entitled to receive notice of a meeting of the board shall be as valid and effectual as if it had been passed at a meeting of the board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more directors. A facsimile of any such signed resolution shall be as valid and effectual as the original signed document with effect from completion of its transmission.
- 10.7 Method of meeting:** A meeting of the board may be held either -
- 10.7.1 Physical:** by a number of the directors who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or
- 10.7.2 Other:** by means of audio, or audio and visual, communication by which all directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 10.8 Minutes:** The board shall ensure that minutes are kept of all proceedings at meetings of the board.

## 11. DUTIES OF DIRECTORS AND BOARD

- 11.1 Statement of Corporate Intent:** The business of the Company shall be managed by the Board in accordance with the Statement of Corporate Intent.
- 11.2 Interest of Shareholder:** For the purposes of section 131(2) of the Act each director of the Company is expressly permitted to act in a manner which he or she believes is in the best interests of the Shareholder even though it may not be in the best interests of the Company.
- 11.3 Consent for Shareholding:** Notwithstanding anything else contained in this Constitution or the Act the Board may not subscribe for, purchase, or otherwise acquire shares in any other company or other person without the prior written approval of the Shareholder.

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## 12. DIRECTORS' INDEMNITIES

- 12.1 **Indemnity and Insurance:** The Company is expressly authorised to indemnify and/or insure any director or employee against liability for acts or omissions and/or costs incurred in connection with claims relating thereto of the type specifically contemplated by subsections (3), (4) and (5) of section 162 of the Act to the maximum extent permitted by those subsections.

## 13. ACCOUNTS

- 13.1 **Availability for Inspection:** In addition to complying with the provisions of the Act the Company shall also comply with sections 594ZA and 594ZB of the Local Government Act.
- 13.2 **Statement of Corporate Intent:** In each financial year of the Company the directors of the Company shall deliver to the Shareholder a Statement of Corporate Intent.
- 13.3 **Accounts to be Prepared:** Within two months after the end of the first half of each financial year of the Company the directors shall deliver to the Shareholder a report of the Company's operations during that half-year. Such half-year report shall include the information required by the Statement of Corporate intent to be included therein.
- 13.4 **Reports to be Delivered to Members:** Within three months after the end of each financial year of the Company the directors shall deliver to the members:
- 13.4.1 **Operations:** a report on the operations of the Company and those of its subsidiaries during the financial year; and
- 13.4.2 **Financial Statements:** audited consolidated financial statements for that financial year in respect of the Company and its subsidiaries; and
- 13.4.3 **Auditor's Report:** the auditor's report on:
- (a) those financial statements; and
- (b) the performance targets and other measures by which performance has been judged in relation to the objectives.
- 13.5 **Contents of Operations Report:** Every report under clause 13.4 shall:

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**13.5.1 Information Contained:** Contain such information as is necessary to enable an informed assessment of the operations of the Company and its subsidiaries including a comparison of the performance of the Company and its subsidiaries with any relevant Statement of Corporate Intent; and

**13.5.2 Dividends:** State the maximum dividend (if any) recommended to be payable by the Company in respect of its equity securities (other than fixed interest securities) for the financial year to which the report relates.

**13.6 Contents of Financial Statements:** The audited consolidated financial statements under clause 13.4.2 shall consist of those reports required under Section 5942 of the Local Government Act.

**13.7 Audit:** In accordance with section 594ZC of the Local Government Act the Audit Office shall be the auditor of the Company.

#### 14. NOTICES

**14.1 Service:** A notice may be served by the Company upon any director or shareholder either personally or by posting it by fast post in a prepaid envelope or package addressed to such director or shareholder at such person's last known address or by delivery to a document exchange or by facsimile to the facsimile telephone number of such director or shareholder.

**14.2 Time of Service by Facsimile:** A notice served by facsimile shall be deemed to have been served on the day following completion of transmission thereof.

**14.3 Time of Service by Post:** A notice sent by post or delivered to a document exchange shall be deemed to have been served:

**14.3.1 In New Zealand:** in the case of a person whose last known address is in New Zealand, at the expiration of 48 hours after the envelope or package containing the same was duly posted or delivered in New Zealand; and

**14.3.2 Outside New Zealand:** in the case of a person whose last known address is outside New Zealand, at the expiration of 7 days after the envelope or wrapper containing the same was duly posted by fast post in New Zealand.

**14.4 Proof of Service:** In proving service by post or delivery to a document exchange it shall be sufficient to prove that the envelope or package containing the notice was properly addressed and posted or dispatched with all attached postal or delivery charges paid. In proving service by facsimile,

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it shall be sufficient to prove that the document was properly addressed and sent by facsimile.

- 14.5 Service on Joint Holders:** A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the share register in respect of the share.

**9 RECEIPT OF MINUTES FROM COMMITTEES/ACTION SHEETS**

Nil

**10 PUBLIC EXCLUDED ITEMS**

**RESOLUTION TO EXCLUDE THE PUBLIC**

**RECOMMENDATION**

That the public be excluded from the following parts of the proceedings of this meeting.

The general subject matter of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48 of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

<b>General subject of each matter to be considered</b>	<b>Reason for passing this resolution in relation to each matter</b>	<b>Ground(s) under section 48 for the passing of this resolution</b>
<b>10.1 - PX - Assets &amp; Infrastructure Updates</b>	s7(2)(b)(ii) - the withholding of the information is necessary to protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information  s7(2)(h) - the withholding of the information is necessary to enable Council to carry out, without prejudice or disadvantage, commercial activities	s48(1)(a)(i) - the public conduct of the relevant part of the proceedings of the meeting would be likely to result in the disclosure of information for which good reason for withholding would exist under section 6 or section 7