



**Minutes of Annual General Meeting held at the Offices of Ernst & Young, Shortland Street, Auckland
on 20 June 2007 at 4.30 p.m.**

1. The Chairman declared the meeting open and duly constituted as a quorum was present.

2. Notice of Meeting

The Notice of Meeting distributed at the meeting was taken as read.

3. Apologies

Apologies were received from:

Wayne Hudson – Bell Gully
Richard Hughes – ING
Nikki Brown – MVision
Steve Hampson – CII
Tony Bishop – iGlobeTreasury
David Flett – Manukau City Council
Ian Frame – Rangatira
Martin Goldfinch – Archer Capital
Mark Edwards – No 8 Ventures

4. Special Business

The Chairman advised the meeting that there were three items of special business.

Special Resolution 1

The Chairman explained the background to the proposal set out in the AGM Notice that the Association's Constitution and Rules be amended so that the Council has the discretion to unanimously agree that an office bearer of the Association will be eligible for re-election to the same office more than once. Hamish Bell and Franceska Banga, the current chairman and vice-chairman of the NZVCA respectively, have expressed a desire to continue in their roles for a further term of one year. The NZVCA Council considers that this would be of benefit to the Association and this amendment is therefore being proposed so that this can be done. The current Rules provide that the chairman and vice-chairman must stand down at the AGM and will not be eligible for re-election in those same office bearer roles and hence the proposed change to the Rules to make this possible.

The Chairman moved "that the existing Rule 4.3 be repealed and replaced by the following:

4.3 Eligibility to be a Council Member

- (a) A person shall not be qualified to be appointed or elected as a Council Member unless that person is a Member or a Member's Representative.

- (b) The office bearers of the Council (and thereby of the Association) shall consist of a chairperson, vice-chairperson, treasurer and Secretary all of whom shall be Members, or Member's Representatives. The Council shall determine which of its Council Members shall be the office bearers as soon as practicable after each annual general meeting and such persons will hold office until successors are appointed following the ensuing annual general meeting. However, no office bearer will be eligible for re-election to the same office more than once and a unanimous resolution of the Council will be required for any re-election of a Council Member to the same office. If the immediate past vice-chairperson is re-elected a Council Member then, unless there is a unanimous resolution re-electing the past chairperson or otherwise to the contrary, he or she shall hold the office of chairperson for that year. .
- (c) At each annual general meeting of the Association at least one half of the other Council Members shall retire but they shall be eligible for re-election. If there is disagreement as to which Council Members should retire, the Council Members to retire will be those who have been longest on Council. In the case of Council Members who became Council Members on the same day, those to retire (unless the affected Council Members otherwise agree amongst themselves) will be determined by lot.
- (d) The Council may at any time by unanimous agreement determine that it is appropriate to have an election for all positions on the Council and may convene an extraordinary general meeting for this purpose. The Council Members shall be entitled to be re-elected and shall not be deemed to have retired until such time as new Council Members have been appointed. Such appointees to the Council shall hold office until the next annual general meeting.”

The motion was seconded by Michael Pollard and put to the meeting. It was passed unanimously.

Special Resolution 2

The Chairman further proposed that the Constitution and Rules be amended to allow NZVCA meetings to be held electronically if so determined by the Council. This would then provide the Association with the option of holding meetings in this way should it wish to do so.

The Chairman moved “that the existing Rules 3.9 and 3.10 be repealed and replaced by the following:

3.9 Voting

- (a) Each Member shall have only one (1) vote on any resolution at any general meeting. A Member's Representative may attend and cast one (1) vote on behalf of the appointing Member. Under no circumstances may a Member have more than one (1) vote.
- (b) No Member shall be entitled to vote on any resolution at any general meeting unless all Fees then payable by it to the Association have been paid.
- (c) All resolutions other than Special Resolutions shall be determined by a simple majority of votes ("Ordinary Resolution").
- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
- (e) Every Member may vote either personally, by proxy, by Member's Representative, or by postal ballot or electronic vote in the manner outlined below.

3.10 Postal and Electronic Votes

- (a) A Member may cast a postal or electronic vote on all or any of the matters to be voted on at the meeting.
- (b) Where a Member wishes to vote by postal or electronic ballot he shall:
 - i. Record his vote on an appropriate postal ballot paper and sign it or respond by email as directed to an electronic voting request; and
 - ii. In the case of a resolution to be passed at a meeting, forward the postal or electronic ballot to the chairperson of the Council so as to be received at least forty-eight (48) hours before the time appointed for the commencement of the meeting.
- (c) The chairperson of a meeting must ensure that a record of postal and electronic votes held by him is annexed to the minutes of the meeting.”

The motion was seconded by Mark Benjamin and put to the meeting. It was passed unanimously.

Special Resolution 3

The Chairman noted that further to the explanation given in respect of the background to Resolution 2 above, it was proposed that the following additional special resolution will be proposed at the AGM:

The Chairman moved “that a new Rule, Rule 3.11, be added as follows:

3.11 Electronic Meetings

Notwithstanding any other provision contained in these Rules, any meeting may, if so determined by the Council, be held electronically in which case the following provisions shall apply in respect of the meeting:

- (a) Written notice of the meeting shall be sent to each of the Members (and may be sent by email). Such notice shall detail all resolutions which are proposed to be passed electronically in lieu of a meeting (providing any supporting information reasonably required to properly consider each resolution) along with details of the period (“Voting Period”) during which Members may vote, which must expire not less than 21 days from the notice being sent out.
- (b) Prior to expiry of the Voting Period, Members may submit comments on any proposed resolution to the Association’s email address. If any such comments are accompanied by a request for such comments to be forwarded to Members or if the Association determines in its reasonable discretion the comments provide a new perspective on the subject of any resolution, the Association will email the comments to all Members as soon as practical.
- (c) Each Member may vote electronically during the Voting Period.
- (d) A resolution at a meeting undertaken as provided for above shall be passed if the requisite majority of Members voting on the resolution (as specified in these Rules for Ordinary and Special Resolutions respectively) vote in favour of the resolution.”

The motion was seconded by Mark Benjamin and put to the meeting. It was passed unanimously.

5. Ordinary Business

- (a) The Chairman highlighted key matters from the appended Report of the Council to the meeting
- (b) The Association's Financial Statements for the year ended 31 March 2007 were tabled for the information of the meeting.

The Chairman moved "That the Report of the Council and the Financial Statements for the year ended 31 March 2007 be adopted".

The motion was seconded by Andrew Lewis and put to the meeting. It was passed unanimously.

- (c) The Chairman provided a summary of the Auditor's report:

The Chairman moved "That the Auditors' Report for financial statement for the year ended 31 March 2007 be adopted".

The motion was seconded by Tony Bishop and put to the meeting. It was passed unanimously.

- The Chairman advised the meeting that Association's Constitution and Rules require that office holders must retire each year. During 2006/2007, there were three office holders, namely the Chairman, Hamish Bell, the vice-Chairman, Franceska Banga and the Secretary/Treasurer, Brent Lawgun. As dealt with in the special business of the AGM (and to be approved by the NZVCA Council after the AGM) the Constitution and Rules have been amended so as to provide the ability for Hamish Bell and Franceska Banga to continue in their respective offices for a further year. Brent Lawgun retired in accordance with the Constitution and Rules and, being eligible, has offered himself for re-election.
- The Chairman advised the meeting that Richard Hughes and Mark Edwards are standing down and not seeking re-election and thanked them for their contributions to the Association.
- The Association's Constitution and Rules also require that half of the non-office bearing Council Members must retire each year. Accordingly, in addition to Richard Hughes and Mark Edwards standing down Tony Bishop, Steve Hampson and Stuart McKenzie retired in accordance with the Constitution and Rules and, being eligible, offered themselves for re-election.
- The Chairman reminded the meeting that Nikki Brown, Darren White, Andrew Lewis, Brent Lawgun and Martin Turner remained on the Council for 2007/2008 as they were not required to offer themselves for re-election.
- The Chairman advised the meeting that the newly constituted Council will be responsible for appointing a new vice-Chairman and Treasurer as soon as possible after the AGM and that, in accordance with the Constitution and Rules, if Franceska Banga is re-elected to the Council she will, as immediate past vice-chairperson, hold the office of chairperson for the next year.
- The Chairman advised the meeting that 4 nominations for Council positions have been received and outline the following summary regarding the Council member election process:

Council member/Nominee name	Member firm
Standing down and not seeking re-election	
Mark Edwards	No 8 Ventures
Richard Hughes	ING
Standing down and seeking re-election	
Tony Bishop	iGlobe Treasury
Steve Hampson	Canterbury Innovation Incubator
Stuart McKenzie	Endeavour Capital
Nominations received for new Council members	
Philippa McCarthy	Direct Capital
Remaining as Council members	
Hamish Bell	ANZ National Bank
Franceska Banga	NZVIF
Andrew Lewis	Simpson Grierson
Brent Lawgun	Goldman Sachs JBWere Private Equity
Nikki Brown	MVision Private Equity Advisers
Martin Turner	Falcon Private Equity
Darren White	Ernst & Young

- The Chairman noted there are 4 nominations for 5 vacant positions and explained that the NZVCA Council is holding discussions with other potential candidates for the 12th Council position and the expectation is that the Council will appoint the 12th Council member within the next 2 months.
- The Chairman moved “that the four nominated people be appointed to the NZVCA Council.” The motion was seconded by Ross George and put to the meeting. It was passed unanimously.

(d) The Association’s Constitution and Rules require that an Auditor be appointed at each Annual General Meeting.

The Chairman moved that “BDO Spicers be appointed as the Association’s auditors for the year ending 31 March 2008”

The motion was seconded by Michael Pollard and put to the meeting. It was carried unanimously.

(e) The Association’s Constitution and Rules require that the membership fees are set each year at the Annual General Meeting.

The Chairman advised the meeting that any change to fees for the year to 31 March 2009 will be determined by new Council and that no change has been effected yet. The fees have not changed for 5 years and the new Council will be looking at this (and other areas of revenue such as sponsorship) to determine the appropriate level of fees for the next financial year.

The Chairman noted that the present fees (exclusive of GST) are:

Full members	\$2,500
Associate members	\$1,200
Investor members	\$1,00
Incubators	\$400
Angels	\$400
Individuals and angel investors	\$200

6. Further Business

There was no further business notified to the meeting in accordance with the Constitution and Rules.

7. Close

The Chairman declared the meeting closed at 5.15 p.m. and thanked all present for their attendance.

Signed as a true record:

.....
Hamish Bell, Chairman

Date: 20 June 2007