Minutes: Special General Meeting, 22 October 2026

Minutes of a Special General Meeting of the Upper Clutha A & P Society, called to vote on proposed amendments to the Society's Constitution.

Date	Thursday 22 October 2026
Time	5.00pm – 7pm
Venue	Rugby Club, Wanaka
Chair	Keith Cooper, Board Chair
Notice of meeting	Dated 9 October 2026, with explanatory notes on the proposed amendments
Present	108 members, per the attendance register. 108 votes were cast on the show of hands. 104 paper voted
In attendance	Attached
Apologies	Jill Bruce, Doug Stalker, Lynne and Ralph Fegan, Katrina Thomas, Kay Curtis, Jeff & Julia Grant, Daryl King, Bill Gibson
Quorum	Over 10 present for quorum
Proxies	No proxy votes confirmed by the Chair in answer to a question from the floor
Minute taker	Recorded & Lou Aubrey

1. Welcome

The Chair, Keith Cooper, opened the meeting and welcomed members. He noted the Society's results from the 2026 Show, reporting that the financial, feedback and entries results were strong and that attendance was a record. He also noted the Society's recent recognition at Wanaka Business Awards.

2. Background to the 2018 governance change

At the Chair's invitation, Grant Ruddenklau, inaugural Board Chair, outlined the history and intent of the Board structure introduced in 2018:

- Before 2018 the Society operated through committees and a progression of officer roles (Junior Vice President, Vice President, President, Immediate Past President), with no separate governance function and limited continuity.
- By 2016 to 2018 the Society held significant retained earnings and the Show was returning a regular surplus. The existing structure was considered to carry risk for the Society, its staff and its members.
- A governance model was developed with external assistance, forming a Board (initially five members) and separating governance from management.
- The change also reflected the Society's wider objectives in a changing community, including addressing the rural and urban divide and showcasing rural life. He cited the upcoming Farm Day as an example.
- Other aims were better use of staff and upskilling in the difference between governance and management.
- He said the intent had always been that the full membership would be able to vote. The constitution had not been fully updated to reflect this, which he described as an oversight he was pleased to see addressed.

3. Procedure

The Chair outlined the procedure for the meeting:

- Discussion was restricted to the motion and the proposed constitutional amendments. No other business could be introduced.
- No amendments to the proposed constitution could be made at the meeting.
- The current constitution does not provide for general business at the AGM. The proposed constitution does. If the amendments were adopted, matters raised could be addressed at the AGM. If they were not adopted, general business could not be addressed at the AGM.
- Voting in the board election would be limited to members attending the AGM in person. The proposed amended constitution allows for online voting.

4. Presentation of the proposed amendments

Dell Taylor, Board member, who led the constitution review, thanked members for the turnout and outlined the work done. The Board had worked with Todd Walker on several drafts to modernise the constitution and reflect how the Society and the Show now operate. Most changes are tidying up and are set out in the explanatory notes circulated with the notice of meeting.

She described the respective roles:

- The Board governs the Society and oversees risk, including health and safety. Responsibility ultimately rests with the Board.
- Management runs the Show and its day-to-day operation. The Board is not involved in day-to-day operations and does not wish to be.

She spoke to the two main changes.

Board election process. Since 2018 board elections have been held before the AGM and the results ratified at the AGM. The current constitution does not provide for this. The amendments remedies this and facilitates online voting.

Committee structure. The current constitution makes no provision for committees beyond their approval at the AGM. The amendments set out a structure. Committees may decide how they select their members and will continue to work with management to deliver the Show. The Board would have an overriding ability to decline to approve, or to remove, a committee member where necessary. Under the current structure, neither the Board, management nor the committees can remove anyone. He said the change allows management to get on with running the Show and gives the Board no further powers beyond this.

Tony Shaw said he was speaking on behalf of a number of long-standing members concerned about the proposed constitution. He said members had been given insufficient time to review changes that went beyond tidying up and modernising, and that the Society is a membership organisation formed by members for members.

Point of order: The President raised a point of order that discussion return to the constitution. The Chair upheld the point of order.

5. Motion

> *That the members adopt the proposed amendments to the Constitution as circulated to members in the notice of meeting dated 9 October 2026.*

Moved: Dell Taylor. Seconded: Prue Kane

The Chair opened the floor for discussion on the motion.

6. Discussion

6.1 Timing of the meeting

A member from the floor, Boyd Ottrey, questioned whether the meeting should proceed. He said members had been given nine days to consider the amendments while the Chair had had two years and nine months to prepare them, and suggested the matter be left to the AGM. The Chair ruled the comment outside the scope of the meeting.

6.2 Concerns raised by Tony Shaw

Mr Shaw then set out the following concerns:

- Notices. Rule 75 of the current constitution allows notices by post, advertisement or the website. Some members did not receive the email notice of this meeting, which he understood related to the way members had signed up. No newspaper notice was published, and the website notice was hard to find. He asked that notices be sent by post or email, advertised, and posted prominently on the website.
- Online voting. Online voting for board elections has been used since 2018 without provision in the constitution. He questioned the validity of board elections since 2018 and said online voting had denied members their right to vote at an AGM. Dell Taylor replied that the existing constitution contains an Acts of Committee clause that validates acts despite a defect in appointment, and acknowledged that the election process had not aligned with the existing constitution.
- Candidate information. He said the 250 word limit on candidate biographies did not allow candidates to describe their experience and proposed one to two pages.
- Meet the candidates. He asked that a meet the candidates session be mandatory rather than at the Board's discretion.
- Life members. Members currently vote on life memberships. The amendments would give this power to the Board.
- General Manager's role. He said having the GM's duties set by the Board reduces members' visibility, and that the constitution should set clear parameters with members having a say in the role.
- Committees (proposed rules 41 and 42). He said these rules give the Board full responsibility to appoint and remove committees and their chairs, whereas members currently have a say. Dell Taylor replied that the Board needs the authority to remove a committee member where there is a concern.

6.3 Proposed adjournment

Mr Shaw said the members he represented did not oppose many of the changes but believed the meeting should be adjourned to allow all members proper input: "do it once and do it right". He moved that the meeting be adjourned for that purpose, acknowledging that this would mean no online voting at the forthcoming AGM.

Ruling: The Chair ruled that the motion to adjourn could not be accepted, as the meeting had been properly convened to consider the circulated motion. He said that if the amendments were adopted, the concerns raised could be put together and addressed at the AGM.

6.4 Further discussion

- Mr Tippet spoke of his involvement with other shows and organisations and the need for time to get the constitution right for this Show.
- The Chair said the amendments do not change how the Society operates. They record correctly in the constitution what has been happening since 2018.

- A member asked why the review had taken so long, noted that some board members have served multiple terms, and said constitution reviews had also been missed in 2018 and 2024. Another member supported an adjournment and further consultation.
- The Chair said the principal reason for the meeting was to open the forthcoming board election to all members, including online voting, rather than limiting it to those attending the AGM.
- A member asked whether the Society could be at risk with the Charities Commission. Dell Taylor said the Society is fully compliant with its obligations on the Charities Register and is incorporated under the A&P Societies Act 1908..
- A member noted inconsistent wording on whether the President "will", "shall" or "may" chair committees. The member also raised conflicts of interest where committee members enter competitions in their own areas, citing a committee member who had won approx. $2,000 in prizes. In response it was noted that committee members cannot also be board members, which avoids conflict between governance and competition entrants, and that committees work with management to run the Show.
- A member said most committees can manage their own members. The Chair clarified that the Board's role is to approve committees, not appoint them, and that there is currently no mechanism to remove a committee member. A member noted a valued committee member who had to resign from a committee on joining the Board.
- A member asked why there is no limit on board terms. It was noted there has never been a limit on board terms, members can vote board members out, and the Show President has a two-year term with the right of renewal for one further term. The matter could be discussed further at the AGM.
- In answer to a question, the Chair explained the effect of the vote. If carried: all members will be able to vote online, and general business is able to be discussed at the AGM. If lost: no general business at the AGM unless notified as a resolution, and board voting limited to members present at the AGM. He noted historical AGM attendance of about 35 out of 700 members. A member said 10 to 30 was more typical, and another suggested attendance may have been affected by online voting.
- A member asked whether there was time to put a resolution to the AGM to review the constitution. The Chair said yes within constitution rules , but that this would not resolve online voting for the coming election.
- A member asked for figures on online votes compared with total membership.
- Maurice Noone spoke in support. He said there is one class of member and all should have an equal say whether or not they can attend in person, and that the proposal enables that. He suggested the Board take the concerns raised on board and work through them with members afterwards.

7. Vote

The motion was put to the meeting on a show of hands, counted by scrutineers.

Show of hands	Votes
For	71
Against	37
Total votes cast	108
Votes required to carry	72

The motion was not carried on the show of hands, falling one vote short of the 72 required.

4 members left the meeting

Poll: A poll was demanded by three members, Dell Taylor, Keith Cooper and Mike Scurr . The Chair called a poll by written ballot, and voting papers were distributed and completed.

Poll (written ballot)	Votes	
For	64	
Against	40	
Total votes cast	104	
Votes required to carry	69	72

The motion was not carried on the show of hands, falling 5 votes short of the 69 required.

8. Close

There being no further business the Chair thanked all members for their attendance , the meeting closed at 7pm.