

## 9. TRAVIS FINANCE LTD: AGM AND DIRECTOR APPOINTMENT

<b>General Manager responsible:</b>	Director of Strategic Investment
<b>Officer responsible:</b>	Director of Strategic investment
<b>Author:</b>	Bob Lineham, DDI 941-8411

### PURPOSE OF REPORT

1. The purpose of this report is to authorise the holding of the Annual General Meeting of Travis Finance Limited by an entry in the minute book of the company and to appoint a replacement director of the company.

### EXECUTIVE SUMMARY

2. Travis Finance Limited is now a shell company. It was previously the company which the Council used to purchase the Travis Wetland but several years ago the land was transferred to the Council. The company is being retained as a shell company in case there is some further use for it but in the meantime there is no current operating purpose for the company. Nevertheless certain formalities must be carried out to comply with legislation.
3. The accounts for the year ended 30 June 2005 have now been completed and audited (a copy has been circulated to Councillors) and it is necessary to have an annual meeting for the company or to record an entry in the minute book in lieu of an annual meeting. The latter is proposed in view of the non operational status of this company.
4. The company was set up under the old Local Government Act which required that two external directors be appointed to each company. The three directors since the company was established were Peter Taylor, Mark Russell and Bob Lineham. No remuneration was payable to these directors. Mark Russell has now resigned and Peter Taylor has indicated that he wishes to resign from this position. It is proposed that Roy Baker be appointed to the board to replace Peter Taylor. As this is effectively a caretaker role two internal directors are all that is required in the meantime to maintain the requirements of the Companies Act.

### FINANCIAL AND LEGAL CONSIDERATIONS

5. Section 122 of the Companies Act allows a company to meet its obligations for an annual general meeting by the recording of a resolution in its minute book signed by the shareholders.
6. The new Local Government Act no longer has a requirement that there be at least two directors of each Council Controlled Trading Organisation who are not elected members or Council staff. The appointment of Roy Baker and Bob Lineham as the only directors of this company is therefore now legally possible.

### STAFF RECOMMENDATIONS

It is recommended that the Council:

- (a) Authorise the affixing of the common seal of the Council to an entry in the minute book of Travis Finance Limited for the year ended 30 June 2005 and subsequent years while the company remains non operational.
- (b) That Roy Baker be appointed as a director of Travis Finance Limited to replace Peter Taylor.
- (c) That Mark Russell and Peter Taylor be thanked for their service as directors of the Travis Group since it was established.