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## Notice of use of electronic means

Section 22, COVID-19 Response (Requirements for Entities—Modifications and Exemptions) Act 2020

**IMPORTANT** — This notice, along with the supporting document, will be published on the appropriate public register.

### Entity name

Greater East Tamaki Business Association Inc. (GETBA)

### Registration number (if any)

639532

### NZBN (if any)

I give notice that the entity named above is relying on section 10 of the COVID-19 Response (Requirements For Entities—Modifications and Exemptions) Act 2020 ("the Act") to use electronic means for certain matters because, due to the outbreak of COVID-19, it is not reasonably practicable to do the matter by non-electronic means.

(Please see notes on page 2).

Please select all that apply

- Having or recording information in writing
- Calling or holding meetings, including for the purpose of establishing a quorum
- Voting (subject to requirements of section 11 of the Act)
- Giving or receiving information
- Making or keeping new records
- Providing access to records or information held by or on behalf of the entity
- Signing any instrument
- Retaining any information.

### Attach the following document

Please make sure that the following document is uploaded with this notice

- A copy of the record that outlines the reasons for the belief of the majority of its governing officers referred to in section 10(1)(b) (and section 10(1)(a) if relevant)).

## Notice given by

Name

Henry Jansen, Partner, Wynyard Wood and Association Secretary

Position

Governing officer

Authorised agent (Accountant/Lawyer etc)

## Presenter details

Name: Jane Tongatule

Email address: gm@getba.org.nz

Telephone number: 021993380

Postal address:

PO Box 58260 Botany  
Auckland 2163



To the Registrar

2 September 2020

**Resolution from Committee meeting held on 19 August 2020:**

The GETBA Committee agrees to undertake a Notification of Modification to GETBA's rules ("the Constitution"), and a Notification of Use of Electronic Means, in case the COVID-19 Alert Level means it is not reasonably practicable to hold the GETBA AGM in person as per GETBA's current Constitution and Auckland Council BID Policy. The Notifications are for the period to 30/11/2020 and are made pursuant to the COVID-19 Response (Requirements for Entities - Modifications and Exemptions) Act 2020 ("the Act").

**Reasons:**

The GETBA Committee believe that it is not reasonably practicable to comply with GETBA's current Constitution that requires an AGM to be held in person and at such place as GETBA Committee think fit, if the COVID-19 Alert Level's restrictions for gatherings precludes it. If this is the case the Committee intends to hold the AGM via Zoom. The Committee members agree that any modifications to the Constitution go no further than reasonably necessary and apply only for the temporary period up to 30/11/2020.

Pursuant to the Act, we believe on reasonable grounds that the Constitution will be substantively complied with and will not be substantively compromised by using Zoom for those purposes because (1) GETBA members attending by Zoom will be counted on screen to provide the 20 member quorum for the meeting and can subsequently vote by a show of hands at the meeting or by poll, in each case, on screen and (2) GETBA members not attending by Zoom can appoint a proxy to vote on their behalf using the Zoom process.

In forming our belief, we have had regard to (among other things) the fact that all GETBA members who are entitled to vote will have a reasonable opportunity to vote and participate in the process and none of those persons will suffer a material detriment through using Zoom because effectively the form and content of a normal, face to face meeting at a place as required by the Constitution will be maintained by the Zoom process.

In addition, to the extent that our proposal to use Zoom requires modifications to the Constitution (specifically relating to the form of meeting, voting, giving or receiving information and the use of electronic means to call meetings or vote), those modifications are not inconsistent with any enactment or rule of law or equity.

We believe that because of the outbreak of COVID-19 it is not reasonably practicable for any of us to comply with the requirements or restrictions of the Constitution relating to the GETBA AGM and the modifications referred to above go no further than is reasonably necessary in the circumstances.

We also believe on reasonable grounds that the modifications are not oppressive, unfairly discriminatory, or unfairly prejudicial to any member of GETBA, any creditor of GETBA or any other person, on the basis that: (1) effectively, the AGM will take place in its normal course subject to these timing and electronic changes so that members are unaffected; (2) the changes deal only with reporting requirements at the AGM and do not disadvantage creditors; and (3) no other person, to our knowledge, having made reasonable inquiry, will be

affected by these short term changes made in order to deal with the COVID-19 pandemic. Pursuant to s 17 of the Act, the modifications will expire by 30 November 2020, subject to any extensions under the Act.

All information relating to the AGM will be available on our website, <https://getba.org.nz>.

**Certificates and Records:**


In relation to the Act, we will (1) inform all GETBA members of the provisions of s 10 on which we are relying, as required by ss 12(1)(c) and 18(1)(b); (2) (through this resolution) keep the certificates and records required by ss 11(1)(b), 12(1)(d) and 18(1)(a); (3) file the written notices required by ss 12(1)(d) and 18(1)(c) with the Registrar of Incorporated Societies (Forms COVID19-s12 and s18) and (4) take all such other actions as may be required under the Act in relation to the GETBA Zoom AGM.

**Signatures:**

Brendan Kelly, Chair



Henry Jansen, Secretary



Liz Groenewegen, Treasurer



David Lindsay, Committee member



Nick Biland, Committee member



Nick Steele, Committee member



Andrew Turner, Committee member

