NEW ZEALAND WIND ENERGY ASSOCIATION INC. (NZWEA) 2025 SPECIAL GENERAL MEETING (SGM)

The SGM of NZWEA was held on 17th September, 11am via MS Teams

1. **CHAIR'S WELCOME**

   The Chair, Peter McCafferty, welcomed members to the SGM, noting the importance for NZWEA and all societies to re-register with the NZ Companies Office in order to comply with the new Incorporated Societies Act 2022 (the 2022 Act).

2. **PURPOSE OF THE SGM**

   The CEO, Kevin Hart, thanked the Chair and noted that this SGM is a formal process to consider and pass 4 resolutions in order to comply with the 2022 Act.

   The purpose of the SGM is therefore to:

- **Agree** to reregister NZWEA under the 2022 Act.
- **Approve** the 2025 Constitution (version 10 and amended clause 11.4 b) that complies with the 2022 Act.
- **Confirm** who the Officers will be, noting that each Officer must also:
  - consent in writing to be an Officer, and
  - certify they are not disqualified under the terms outlined in the 2022 Act.
- **Confirm** who the contact person/s will be.

The quorum required 43 member votes, and the CEO confirmed that a quorum had been achieved. There were 33 proxy votes received, with 15 attending the meeting, making a total of 48 member companies.

The CEO asked if there were any questions, which there were none.

3. **RESOLUTIONS**

   The 4 resolutions needed to be voted on were:

1. **Agree** to reregister NZWEA under the 2022 Act.
2. **Approve** the 2025 Constitution (version 10) that complies with the 2022 Act. Noting the additional change to clause 11.4 b):

"no more than one employee, officer or agent of any particular Member (or its Related Company) may be a Board Member at any time unless otherwise expressly agreed by the Members at a General Meeting" [~~number of Board Members who are employees, officers, agents or shareholders of any one Company (or any Related Company of that Company) shall not exceed one (1) at any one time~~].

The revised wording removes the 'shareholder restrictions' but preserves the right for Members to review this on a case-by-case basis at a General Meeting, to encourage a diverse presentation of members on the board.

3. **Confirm the Officers, as follows:**
   a. Chair & Board Members:
      - Chair - Peter McCafferty, Beca - ending at the **2025** AGM
      - Board - Peter McCafferty, Beca – ending at **2026** AGM
      - Board - Alistair Tippett, Hiringa Energy – ending at the **2025** AGM
      - Board - Tim Stringfield, Aurecon – ending at the **2025** AGM
      - Board - Chris Moore, Meridian Energy – ending at the **2025** AGM
      - Board - Ryan Park, Contact Energy – ending at the **2025** AGM (alternate to Jim Pearson, Manawa)
      - Board - Paul Botha, Roaring40's - ending at the **2026** AGM
      - Board - Peter Spencer, JERA Nex bp – ending at the **2026** AGM
      - Board - Matthew Tolcher, Mercury Energy – ending at the **2026** AGM

   b. Working Group Chairs
      i. Bobby Ball, VHNZ – Chair of the NZWEA HSE Working Group – ending on **31st December 2026**
      ii. Nick Cozens, Beca – Chair of the NZWEA Offshore Wind Working Group – ending on **30th June 2026**

   c. Chief Executive Officer - Kevin Hart, NZWEA

4. **Confirm NZWEA's contact person** for the NZ Companies Office, as follows:

   a. Kevin Hart, NZWEA - Chief Executive Officer

The CEO asked if there were any questions before voting on the 4 resolutions. Rose Divjak, of DNV asked if the change to resolution 2 was valid for those who had voted by proxy. The CEO confirmed that the votes were valid as the CEO had been delegated to vote on their behalf as per their signed proxy submission.

4. VOTING

The CEO conducted a vote for each of the 4 resolutions, where Members:

1. **Agreed** to reregister NZWEA under the 2022 Act.
2. **Approved** the 2025 Constitution (version 10 and clause 11.4 b amendment) that complies with the 2022 Act
3. **Confirmed** the Officers
4. **Confirmed** NZWEA's contact person

All 4 resolutions were voted on unanimously. The results were 48 Member Companies, acting as a quorum, needing a total minimum of votes of 341 to pass. There were 455 votes received all in favour, via proxy and in person.

5. **NEXT STEPS**
   With all 4 resolutions being unanimously approved, the confirmed officers will now be asked to sign a Consent & Declaration form. Once these have been received, NZWEA will hold the Consents on file and will confirm with the NZ Companies Office and the Charities Commission that they consent and qualify as part of the reregistration process.

6. **CLOSURE**
   The meeting closed at 11:15am.