

AUCKLAND DISTRICT LAW SOCIETY INC (ADLS)

ANNUAL GENERAL MEETING

Thursday 2 March 2023

**Held via live streaming and PwC Tower Level 30/15 Customs Street West, Auckland CBD,
Auckland 1010**

MINUTES

Attendees:

The meeting was open to all eligible ADLS Inc Members.

Also in attendance:

Sue Keppel (CEO)
Andrew Simpson (Commercial and Finance Manager)
Jane Carey (Marketing & Membership Manager)
Krystal Marshall (Business Support Manager)
Lythan Chapman (CPD & Events Manager)
Kerry Price (Auditor)
Susan Wells (Minute Taker)

1. Introduction

The President, Marie Dyhrberg KC introduced herself and opened the meeting at 5:31pm

The members were welcomed to the AGM (being held at Link Market's offices and also online).

Members were introduced to the current Council members as detailed below:

- Tony Herring, Vice President
- Andrew Skinner
- Chris Eggleston
- Craig Fisher
- Ellen Snedden
- Julie-Anne Kincade KC
- Michael Wallmannsberger

It was confirmed that the quorum requirement of 25 members has been well met. The President thanked members for attending the AGM.

It was noted that if members have not already read the Annual Report, this is available on the website.

The President advised that formal voting for the motions tabled will be passed by and recorded via the online voting poll system or by completing the voting card for those attending in person.

Instructions on how electronic voting will be undertaken online was provided.

Members were invited to send any messages or questions to the President via the virtual meeting website.

2. Apologies

The President advised that apologies have been received from the following members:

- Team at Thomas & Co
- Brian Palliser
- Roger Donnell
- Rick Shera
- Margaret Malcolm
- Deven Sharma

3. Confirmation of Minutes from the previous AGM held on Thursday 3 March 2022

The minutes of the previous AGM dated 3 March 2022 was received and taken as read. There were no questions or comments from members regarding the minutes.

Motion: That the minutes of the previous AGM dated 3 March 2022 were accepted as a true and accurate record.

Voting results will be available in due course. *Refer to the end of these minutes for the formal outcome of the motion.*

4. President's Review

The President's Review for the year ended 30 September 2022 was received and taken as read.

The President spoke to members. Key points noted included:

- It's important that lessons are learnt from the pandemic and associated lock downs.
- ADLS continues to progress and evolve.
- ADLS is in the strongest financial position it has ever been in
- Proceeds from the sale of the Chancery Chambers building have been invested in separated funds managed by Forsyth Barr
- Over the last 12 months the Council have been focussing on strategic direction and purpose of ADLS. The work being undertaken will reward existing members and attract new members.
- ADLS remains the industry leader in lawyers CPD events
- The ADLS committee members were thanked for their continued efforts and their outstanding work
- ADLS has built on and maintained its standing in the legal community.
- Confident she is leaving ADLS in a strong position moving forward.
- The ADLS CEO, management team and staff were thanked.

There were no questions or additional comments from members.

5. Acceptance of the Annual Report on ADLS Inc to 30 September 2022

The Annual Report which incorporated the Financial Statements for the year ended 30 September 2022, was received and taken as read.

Members questions in relation to the Annual Report or the Financial Statements were noted.

A member asked:

- Why the Committee update in the Annual Report does not acknowledge the Friends Panel. The CEO advised the Friends Panel runs and functions differently from the other groups and is an important group. ADLS plan on reviewing and strengthening this group to support the profession.
- Under Members Special Fund Committee on page 13, the report has no mention of any grants or applications but it mentions friendship, is this related to the Friendship Panel. The mention of friendship in this context is unrelated to the Friendship Panel.
- Who gets LawNews. All members plus associates, affiliates and paid subscribers.
- Of the Council members listed on page 17 – please identify which are paid, elected and appointed. The President advised this will be covered later in the meeting.
- Which Council member terms will end this year. This will also be outlined later in the meeting.
- Will the lack of rental income ADLS is receiving reduce the surplus this coming year. The rental income will be replaced with investment income at a greater amount than the rental income.
- Why there has been a drop in the surplus this year. Total expenses increased by 180k and a \$500k impairment from the Digital Signing project. Tony Herring advised the Digital Signing project was started many years ago. As a result of covid and changes in technology, the Council decided to stop the project. While this is regrettable, it is important ADLS continues to look for appropriate innovation opportunities.
- Who gets discounted membership or free membership. There are a range of membership types and categories.
- The report refers to it being an industry rather than a profession – when and why did this change. The President noted it is a profession and one to be proud of.
- Is Council looking for a replacement building with a property south of Auckland. ADLS is going through a process and looking at a range of options.
- What interest was earned related to the RWT certificate. The interest earned is disclosed on page 31 of the annual report.

There were no other questions or comments raised by members in relation to the Annual Report or the Financial Statements.

Motion: That the Annual report on ADLS Inc to 30 September 2022 be accepted and approved.

Voting results will be available in due course. *Refer to the end of these minutes for the formal outcome of the motion.*

6. Confirmation of President and Elected Councillors

The President advised that there were 3 nominations for Council President. Voting closed yesterday. The results were confirmed by 3 scrutineers. The President announced that the new president is Tony Herring.

The President thanked the other members for standing for election.

The President then confirmed the following as the other Elected Council Members: Angela Mary Elizabeth Parlane, Samira Taghavi and Telise Maree Kelly. The President congratulated the new council members

Andrew Skinner, Chris Eggleston, Craig Fisher and Ellen Snedden are the departing Council members. The President thanked them for their service along with all the other Council members who have supported her throughout her presidency.

7. Appointment of Auditors

For good governance, the Council has decided that after five years they will be rotating the auditor this year.

The President raised the following motion:

That ADLS appoint Crowe as the ADLS Auditor for the 2022/2023 financial year.

The President thanked the previous auditor Grant Thornton for their past work on the ADLS audits.

Voting results will be available in due course. *Refer to the end of these minutes for the formal outcome of the motion.*

8. General Business

The President noted the information issued to members about potentially renaming of ADLS to "The Law Association". Voting on this will take place in a couple of weeks' time. A video was played at the AGM outlining the rationale for the proposed change.

Based on the feedback from that earlier communication, there was general agreement on expanding the name away for the Auckland District Law Society, as ADLS is now a national organisation. Members raised a number of ideas/queries at the AGM in relation to the name change including:

- what marketing advice has been sought. ADLS has worked with TRA and Insight creative. The name is the one that resonated the most with members and non-members who were spoken to.
- Surveying members. Research has already been undertaken through the marketing agencies mentioned above.
- The name ADLS has a value in itself. It would be good to retain the acronym in some way. Any name change will be introduced gradually and will be managed in such a way not to risk the value that name holds. Retaining ADLS in some form was considered but it's not best option from a marketing perspective

- Is the proposed name distinctive enough from the New Zealand Law Society and should it be the New Zealand Law Association. ADLS is a lawyers members association but it deals significantly with the judiciary system and it important to capture this as well.
 - Consider voting on the idea of a name change, and if there is support for that, then vote on the options for a new name. The video explains the reason for the change and there will be more information to come.
 - Interested to know what other names were considered.
 - How much has been spent on the proposed name change, and what is the budget for implementation if it is approved.

The President thanked everyone again for the support she has had as President.

With there being no further business, the President closed the Annual General Meeting at 6.30pm.

The results of the formal voting on the motions in relation to the appointment of Auditors was as follows.

Councils Motion: AGM minutes date 3 March 2022. This motion was passed.

Councils Motion: ADLS Inc Annual report to 30 September 2022. This motion was passed.

Councils Motion: Appointment of Auditors: This motion was passed to appoint Crowe.

Minutes approved this day of 2023

President