

Agenda

Society for Creative Anachronism (New Zealand) Inc. Annual General Meeting

Monday 15th July, 2024

Introduction

This is a postal meeting with electronic voting. Votes are to be emailed to registrar@sca.org.nz before Friday 2nd August, 2024.

The counting of votes will be done by the SCANZ Registrar (Elizabeth Kent). The quorum for voting at the AGM is 27.

1. Minutes of the 2023 AGM

The draft minutes of the 2023 AGM are to be found on the website with the rest of the documents for this AGM.

Please vote to accept or reject the minutes, by deleting one of the two following sentences as appropriate:

1. I vote **for** the acceptance of the minutes of the 2023 AGM as a true and accurate record.
1. I vote **against** the acceptance of the minutes of the 2023 AGM as a true and accurate record.

3. Report from the President

Please find the President's Report available with the rest of the documents for this AGM.

4. Annual End-of-year Accounts

The Treasurer's Report and End-of-Year Accounts for 2023/2024 Financial Year are attached to the email accompanying this agenda.

Please vote to accept or reject the report, by deleting one of the two following sentences as appropriate:

4. I vote to **accept** the End-of-Year Accounts for 2023/2024.
4. I vote to **reject** the End-of-Year Accounts for 2023/2024.

5. Motions Submitted by Members

No motions were put forward by members.

6. Motions Submitted by the Committee

Motion 6.1:

Insert as section 7 in the Rules of the Society, and renumber all following sections:

"For the purposes of the Act, people in the following roles would be considered Officers of the Society:

- SCANZ Committee Members as per section 5

- *The Corporate Officers (Treasurer, Registrar and Web Administrator) as per section 6*
- *The Kingdom Seneschal*
- *The Kingdom Chancellor of the Exchequer*
- *The Deputy Exchequer of the Exchequer for New Zealand (if filled).*

These people will have their details registered as officers of the society with the required statutory authorities.

Any use of the word "officer" in society policies, laws, handbooks or other publications should not be taken to imply that role is an officer for the purposes of the Act."

Commentary from the Committee: The question of who is named as an officer of the society under the new Act is a matter of some complexity. We have sought legal opinion on this from Parry Field Lawyers Ltd on this and received advice (full memorandum available on request). The key issue is whether someone in a role exerts "significant influence" over the governance of the society. There are many facets to whether someone might potentially have such influence, and the lawyers advise that there is as-yet no case law on this as pertains to incorporated societies. Thus the closest approximation of the role of a director of a company is the best guidance at this time. A key part as well is that the influence should be over the Society (SCANZ and Lochac, not the whole SCA) not an individual branch or local affairs.

In considering this matter, several other roles were examined by the lawyers and the committee. The legal opinion received did not state for any of these roles whether they felt the role would categorically be considered an officer or not by the courts, but rather indicated the relative likelihood of one role against the others. Factors such as the typical length of term, powers as stated in Kingdom Law, and actual use of the role to influence people in major decisions must all be taken into account.

The committee's reasons for not including the following roles in the list of officers for the purposes of the Act is as follows:

- Crown - While the Crown clearly has a lot of ability to make things happen, and Kingdom Law requires their approval in a range of procedures (e.g. approving officer handbooks), the length of term is short, and they have limited scope to alter how the society does things. They get regular updates from the Kingdom Seneschal, but aside from that would have little direct involvement with other Kingdom Officers. It is noteworthy that the role of the Crown in issues resolution and disputes procedures is expected to be reduced/eliminated by proposed changes, as such matters are more appropriately dealt with by other officers and the SCALA Board and SCANZ Committee. Indeed the ultimate sanctions (revocation and denial of memberships, and the ability to revoke peerages) are already reserved to the Board/Committee. We note that the Crown does have a position on the Council of the Purse, which does manage the Kingdom finances, however the actual scope of that role is largely limited to approving Crown event budgets, and other kingdom expenditure which is typically limited to Crown Travel expense reimbursement, regalia, etc.

- Territorial Baronages - People in these roles can have significant influence particularly in their own group, and to some extent wider, however that influence doesn't extend to

influencing the governance of the Society as a whole. The lawyers noted that "the nature of their roles means they can exert significant influence in group dynamics, although this largely depends on the individual in the role."

It's true they could wield a lot of influence if major decisions are being voted on, though arguably no more than other senior members such as Peers. Baronages have basically no more capacity to direct the actions or influence the Committee than any other member.

- Branch Seneschals and Treasurers - The lawyers noted "We suggest people in these roles may also be regarded as officers due to the length of their services and degree of influence." . The Committee's opinion is that these roles are more akin to middle management positions, in that while they have influence over the running of their own group, and would likely be consulted on matters such as draft policy, the roles do not exert significant influence over the Society as a whole.

The committee also notes that regardless of which people we specify as officers, in the event of a prosecution, anyone who may be deemed to have had significant influence over the matter in question could be called as defendant. The proposed Associations Liability Insurance (discussed elsewhere in this agenda) would cover all persons involved in such matters, again regardless of who is specifically named in our constitution as an officer. Thus while we believe the roles stated in the proposed motion would almost certainly be considered officers by virtue of the powers granted to them in the constitution, there is little value in including others and doing so would create more administration than is necessary

6.1. I vote to **accept** the motion

6.1. I vote to **reject** the motion

Motion 6.2:

Insert the following as section 4.5.b in the Rules of the Society:

"All disputes shall be resolved according to the "Issues Resolution Policy and Procedures" included as Appendix 1 of these Rules."

The Issues Resolution Policy can be accessed [here](#)

Commentary from the Committee:

As part of the requirements of the new Incorporated Societies Act the rules of the society (constitution) must include our dispute resolution procedures, which must adhere to the concepts of natural justice. By having these procedures in the rules it ensures that members and officers know how to make a complaint and how complaints will be dealt with.

Although a template is provided as part of the Act, societies may choose to have their own. Lochac has been separately working on updating these policies and procedures and the Committee believes these will be acceptable. We also believe it is important that these procedures are common across all of Lochac, which is why we feel that adopting this policy and procedure document is better than having a separate set of rules in the constitution.

By making the Issues Resolution Policy and Procedures document part of the constitution, it will not be able to be changed without the majority vote of SCANZ members, which is important (and presumably the intent of the changes in the Act) since these procedures require the consent of those that are affected by them.

For more information see

<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/dispute-resolution-procedures/>

6.2. I vote to **accept** the motion

6.2. I vote to **reject** the motion

Motion 6.3:

Alter Part II, section 13a and 13.1a

From

13. a) The Society may be wound up in the manner provided for in the Act

13.1 a) Application of Surplus Assets a. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other organisation or body having objects similar to the objects of the first organisation, or to some other charitable organisation, within New Zealand

To

13 a) "The Society may be wound up in the manner provided for in the Act with all surplus assets after the payment of all costs, debts, and liabilities are to be distributed to a similar medieval reenactment not-for-profit entity/entities"

Note from committee:

We are required under the 2022 Incorporated Societies Act to include in our constitution: "The nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register (Section 26, 1, I). As hopefully this moment is so time in the future and we will not know what other similar types of groups will exist at this time we have chosen to provide a class of not-for-profit entity rather than give specifics. In order to enable others to continue to our goal of educating people about the middle ages it was felt that the dispersal of our assets amongst a similar type of group would enable our work to continue in the future even if the SCA is no longer in existence."

Parry Field has information about the New Act and more information around this requirement can be found here:

<https://www.parryfield.com/the-new-incorporated-societies-act-2022-and-your-constitution-name-purposes-and-winding-up/>

6.3. I vote to **accept** the motion

6.3. I vote to **reject** the motion

Motion 6.4:

SCANZ has received a quote for Associations Liabilities Insurance from our insurance provider Marsh. This insurance will cover legal fees incurred should officers need legal defense as well as any fines that the Society may incur.

We need to decide which of these quotes we accept.

Option 1 - Limit of Liability - \$500,000

Excess - \$2,000

Annual Premium - \$2,430.00 plus GST

Option 2 – Limit of Liability - \$1,000,000

Excess - \$2,000

Annual Premium - \$3,205.00 plus GST

Option 3: Do not take on Associations Liabilities

Notes from the Committee:

These costs will almost certainly involve an increase in membership fees as the annual premiums for either option would be more than half of the annual SCANZ income. That will be worked out in the next financial year when we have the costings for changes to our IT infrastructure. We would recommend Option 2 for insurance as it provides us with more coverage.

Further information from the insurer about the various options can be found in the appendix to this document

6.4 I vote for **Option 1**

6.4 I vote for **Option 2**

6.4 I vote for **Option 3**

7. Nomination to the Committee

We have received two nominations to the committee, from Kerry McSaveney and Sandra Wheeler

Kerry said:

Hi there,

I'd like to apply for a role on the SCANZ committee.

I have previously had multiple double shifts as Kingdom Earl Marshal and Kingdom Archery Marshal before that.

I am currently one year into a two-year term as the Society Marshal's emergency replacement deputy and the Deputy Society Marshal for Special Projects, though holding this Society office does not prevent me from holding another.

I have Opinions™ about the role of SCANZ in the kingdom's business because I don't want kingdom officers incurring liability for our committee without consent. Happy to help sort out the new rules of incorporation that will be required during the term.

Mundanelly I am a Principal Advisor at a government ministry, used to writing policy and procedure, navigating legislation, and identifying and mitigating risk.

Let me know if you need anything further.

Angele de Savigny, OP
Kerry McSaveney

Sandra said:

Unto the SCANZ committee does Mistress Aveline Goupil send warm greetings,

I would like to place myself forward for consideration as a member of SCANZ. I have undertaken multiple offices during my 14 (or so) years as a member of the SCA, both at a Kingdom and a NZ level. This included a stint as Kingdom Deputy Exchequer, where I gained some exposure to the broader workings of SCANZ from a mundane perspective.

Outside of the SCA, I have broad experience working with business leadership at a strategic and tactical levels and identifying and managing change at multiple levels (people, process, technology). Roles I have held over this time include Business Analyst, and multiple Architecture roles (currently moonlighting as Enterprise/Business Architect as well as undertaking Solution Architecture).

While I have been quiet for the past few years due to mundane work commitments, that space has stabilised and I am looking to contribute more actively to the SCA once again.

I believe that I have useful experience and skills to contribute to SCANZ, and look forward to the opportunity to do so.

En Service,
Mistress Aveline Goupil (aka Sandra Wheeler), OP.

7. I vote for **Kerry McSaveney** to join the Committee

7. I vote for **Sandra Wheeler** to join the Committee

Appendix: Further information on Association Liabilities Insurance

These quotes include a Marsh documentation fee of \$100.00

Automatic extensions

Unless otherwise specified below, the Limit of Indemnity and the Policy Excess applies to all Automatic extensions.

Extension	Sub Limit
Advancement of defence costs	Amount payable for Defence Costs
Automatic Reinstatement Committees	Defence Costs
Continuity of cover	
Court attendance costs	\$20,000
Dishonesty of employees	
Emergency defence costs	10% of the amount payable for Defence Costs
Employment liability	
Estates, legal representatives and spousal liability	
Extended reporting period	
Fair Trading Act	
Health and safety defence costs	Amount payable for Defence Costs
Intellectual property	Defence Costs
Insured versus insured	
Investigations and inquiries	Amount payable for Defence Costs
Joint venture	Defence Costs
Loss of documents	
New subsidiary	
Outside position	
Public relations expenses	\$25,000
Punitive or exemplary damages	\$1,000,000 or the limit of indemnity, whichever is the lesser (Excess – the greater of \$10,000 or the Excess specified in the Schedule)

Endorsements:

Molestation exclusion - This policy does not cover any Claim arising from or in connection with any actual or alleged, molestation, interference with or mental or physical abuse of any person.

Infectious Diseases Exclusion: Financial Lines – Associations

Your policy is amended as follows:

This Policy does not cover any claim, liability, cost or expense directly caused by or attributable to the existence of an Infectious Disease.

Definitions

Infectious Disease means any:

- a) disease determined to be a Quarantinable Infectious Disease as defined by the Epidemic Preparedness Act 2006 or in respect of which a state of emergency has been declared under the Civil Defence Emergency Management Act 2002 including any amendment, replacement, re-enactment, successor, equivalent or similar legislation including delegated legislation; or
- b) outbreak of infectious disease declared as a pandemic or epidemic by the World Health Organisation or the New Zealand government or any New Zealand government agency; or
- c) disease determined by the World Health Organisation to be a Public Health Emergency of International Concern (PHEIC).

Sanctions Exclusion

This Sanctions Exclusion applies despite anything to the contrary in the policy or any endorsement.

Sanctions Exclusion

This policy is deemed not to provide any cover, and no payment will be made or benefit provided, to the extent that the provision of such cover, payment, or benefit may breach or risk exposure to any:

1. Sanction, prohibition or restriction under United Nations resolutions; or
2. Trade or economic sanction, law or regulation of New Zealand, Australia, the United Kingdom, the United States of America or the European Union.

Any equivalent clause applying to the policy is superseded by the Sanctions Exclusion above. An equivalent clause may exclude, restrict, or deny cover, payments, services and/or benefits due to any sanction, prohibition, penalty, or restriction of any United Nations resolution, or the trade or economic sanctions, laws, or regulations of any country, and/or the European Union.

I also bring your attention to my Financial Disclosure Statement which has been updated to reflect the new Government compliance changes and outlines the advice I can provide together with information on our fee and brokerage structure and Complaint and Dispute Resolution process.