

Minutes

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

Sunday 18 June 2023

Introduction

This is a postal meeting with electronic voting.

The counting of votes will be done by the SCANZ Registrar (Elizabeth Kent). The quorum for voting at the SGM is 24.

Opening comments from the Committee

The government passed new legislation in April 2022 defining the rights and responsibilities of incorporated societies. Part of this new legislation requires us to re-register and changes to be made to our Rules. Most of the changes in the Act are aimed at smaller groups so will not affect SCA (NZ) Inc, however some administrative changes to the Rules are required. This SGM includes a number of initial motions to begin that process, the most significant of which is to change the date of the AGM. Further motions to change other rules will follow at the next AGM to continue the process of aligning our rules to the new Act. The committee has reviewed the new Act itself and also guidance available at <https://www.parryfield.com/home/blogs/resources-for-the-incorporated-societies-act-2022/> in formulating these motions.

Motion 1:

Alter Part 1, section 2 "Definitions", item 8 of the Rules from

8. *"The Act" is the Incorporated Societies Act 1908 with amendments incorporated.*

To:

8. *"The Act" is the Incorporated Societies Act 2022 with amendments incorporated.*

Note from the Committee: Updates the Rules to refer to the new Act.

Accepted unanimously

Motion 2:

Alter Part 2, section 6.1.1.a.2 of the Rules (regarding the duties of the Registrar) from:
"Keep a list of all members, containing their name, address, occupation and date of membership and any subsequent changes to these, as per section 22 of the Act, and submit this list to the Companies Office if requested to do so; and"

To:

"Keep a list of all members, containing their name, address, occupation and date of membership and any subsequent changes to these, as required by the Act, and submit this list to the Companies Office if requested to do so; and"

Note from the Committee: removes the specific section reference which is no longer valid.

Voted to accept 23, voted against 1 – with the note that as we no longer need to collect occupation information on the membership, that should be removed from the clause

Motion 3:

Alter Part 2, section 7.b of the Rules (relating to Financial Reporting) from:

“As required by section 23 of the Act, the Society Treasurer or their appointed representative shall present the end-of-year accounts to the AGM of the Society for approval by the membership, a copy of which is to be forwarded to the Companies Office within four (4) weeks of that meeting accompanied by a certificate stating they have been approved by a general meeting of the membership. “

To:

“As required by The Act, the Society Treasurer or their appointed representative shall present the end-of-year accounts to the AGM of the Society for approval by the membership, a copy of which is to be forwarded to the Companies Office within four (4) weeks of that meeting accompanied by a certificate stating they have been approved by a general meeting of the membership. “

Note from the Committee: removes the specific section reference which is no longer valid.

Accepted unanimously

Motion 4:

Alter Part 2, section 9.1.a of the Rules (“Annual General Meetings”) from:

“An AGM shall be held for the purposes of obtaining the members’ approval of the end-of-year accounts as required by section 23 (2) of the Act. The AGM shall be held within the period 4 weeks either side of the 15th November and hosted by alternating Geographical Branches as determined by the committee. The Society Treasurer must be present either in person or by proxy. If the meeting is a Postal meeting, then the requirement for Geographical Branch hosting is removed, and the Society Treasurer shall make the end-of-year accounts available to the members before or at the time the agenda is published, and shall make reasonable efforts to answer member’s queries regarding the accounts prior to the cut-off date for the receipt of votes. ”

To:

“An AGM shall be held for the purposes of obtaining the members’ approval of the end-of-year accounts as required by the Act. The AGM shall be held within the period 4 weeks either side of the 15th July and hosted by alternating Geographical Branches as determined by the committee. The Society Treasurer must be present either in person or by proxy. If the meeting is a Postal meeting, then the requirement for Geographical Branch hosting is removed, and the Society Treasurer shall make the end-of-year accounts available to the members before or at the time the agenda is published, and shall make

reasonable efforts to answer member's queries regarding the accounts prior to the cut-off date for the receipt of votes.

Note from the Committee: removes the specific section reference which is no longer valid, and changes the date of the AGM from around mid-November to around mid-July. This is to meet the requirement of section 84.1 of the Act which requires that the AGM is held within 6 months of the balance date for financial reporting, which in our case is 31 March. It's easier to change the date of the AGM than it is to change the balance date. The proposed date is approximately 12 weeks after 15th April, which is when group reeves are required to have completed their end of year financial reports, allowing sufficient time for the financial reports to be completed by the Treasurer, and included with the Agenda which must be published a minimum of 4 weeks before the AGM.

Accepted unanimously

Motion 5:

Conditional on Motion 4 passing, alter Part 2, section 5.1.b from:

“The normal term for Committee members shall be three years, with terms ending at the close of the 3rd AGM following their appointment. In the event that a committee member is elected at an SGM less than six months before an AGM, they may choose to serve until the fourth AGM following their appointment. ”

To:

“The normal term for Committee members shall be three years, with terms ending at a date no later than 60 days after the close of the 3rd AGM following their appointment. The exact date shall be specified in the motion to select their replacement. The start of the term of the replacement committee member shall be the same date. In the event that a committee member is elected at an SGM less than six months before an AGM, they may choose to serve until a date no later than 60 days after the fourth AGM following their appointment. ”

Note from the Committee: The current rules have been intermittently applied in recent years, with actual practice for the new committee member to begin their duties at the start of the new calendar year rather than immediately after the AGM. Moving the changeover date from the exact date of the AGM to a later date will streamline handover processes by allowing a more defined handover period between the AGM and when the new committee member takes up their duties. It should be noted that the terms of the current committee members will be shorter than usual, by approximately 4-5 months due to the change to the AGM date.

Accepted unanimously

Motion 6:

Alter Part 2, section 13.a of the Rules (“Winding Up”) from:

“The Society may be wound up in the manner provided for in sections 24-26 and 28 of the Act. “

To:

“The Society may be wound up in the manner provided for in the Act. “

Note from the Committee: removes the specific section reference which is no longer valid. Note that section 14.d of the Rules states “No addition to or alteration or recession of the rules shall be made if it affects the non-profit aims, personal benefit clause, the winding up clause, or this clause. “, however this is overridden by sections 9 and 10 in Schedule 1 of the Act which allows societies to amend their rules to facilitate reregistration despite any existing rules to the contrary. See

<https://www.legislation.govt.nz/act/public/2022/0012/latest/LMS155267.html> for details.

These changes to our rules would take effect immediately, not on reregistration, though the Act allows the option of either.

Accepted unanimously