

Minutes of the Annual General Meeting of The
Society for Creative Anachronism New Zealand,
Inc. held on Sunday the 23rd of November 2008
at 179 Pembroke Road, Wilton, Wellington.

November 24, 2008

Meeting Opened 12:00

Attendees

SCANZ members and officers:

- Scott Campbell - SCANZ Chair
- Alasdair Muckart - SCANZ Secretary
- Melissa Muckart - SCANZ Registrar

SCANZ members:

- Martin Forest
- Robyn Ramsden
- Selwyn McCallum
- Wendy Rowsell
- Maura Muir
- Helen Lyon
- Peter Lyon
- Matt Oswyn
- Hannah Mason

- Maggie Forest
- Richard Dagger

Non-Members present:

- Robyn McCallum

Apologies:

- Meghann Exley - SCANZ Committee Member
- Peter Hyde - Interim SCANZ Treasurer

A total of 14 voting members were present 10 postal votes were recieved giving a total voting pool of 24 members for motions at the meeting.

Minutes of Previous AGM

Only two members present were at the previous meeting, the minutes from the previous meeting have been on the website for some time with no comments arising, so minutes deemed to be accepted.

At this stage of the meeting a complaint was lodged by Martin Forest that the rules on the website are outdated, the rule updates made at the previous AGM have not been published to the membership. It was noted at this point that the updated rules containing the changes made at the previous AGM have not been lodged with the companies office so they are not in force. This means one of the proposed changes listed against wording that is not currently part of the rules. This does not affect the proposed new wording in the motion so it was accepted by those at the meeting that voting on this item can continue.

Chairman's Report

Motion that the chairs report be accepted Moved Scott Campbell , Seconded Alasdair Muckart. Passed unanimously.

Treasurer's Report

Executive Summary

The Financial report was presented by Richard Dagger, the Darton Reeve on behalf of Peter Hyde, the interim SCANZ Treasurer. The report was prepared

in August after the close of the financial year and very shortly after Peter took over the role.

Payment of kingdom levies omitted (?) from previous reports are corrected in the current report.

Membership income down this year due to move to e-pegasus associated costs of pegasus printing and posting also lowered.

Astrolabe Herald now has access to the astrolabe account.

US Affiliation fees not paid during previous financial period owing to issues with communications with SCA, Inc. Issues now resolved and monies paid but outside the current reporting period.

SCANZ Inc is in a sound financial position, have achieved the financial position with cash reserves that was intended when the SCANZ was formed.

Discussion

There were several questions raised regarding the report in hand, understanding that many of the issues raised have been dealt with since the report was written, but not yet reported. These questions could not be answered during the meeting but will be forwarded to Peter and the committee to answer.

Question from Maggie Forest as to the extent of the liabilities associated with outstanding levies owed to SCANZ, Inc but no levies are listed in the liabilities section of the report.

It was noted that the operating buffer was originally intended to cover the insurance excess for all three financial groups simultaneously as well as the expenses associated with initially retaining legal advice, and that the original albeit unwritten, intent of the founding committee was to maintain membership costs at their original rates until such a buffer had been established. The question was raised by Maggie Forest as to whether the current surplus is sufficient to cover those costs.

Comment from Martin Forest that by his reading we only have around \$7k because Kingdom travel fund belongs to kingdom not SCANZ, so should be listed as a liability. Comment from Maggie Forest that listing this as an asset until such time as there are NZ based crowns to pay it to is valid accounting.

Concerns were raised by Martin Forest, and echoed by others present that changes were made to membership rates without any consultation or notification back to the membership prior to those changes being made and that decisions on the membership rates may have been made based on assets listed in the balance sheet that should be liabilities. Scott Campbell said that with respect to the membership fee adjustment, there were many requests for fees to be reduced/reviewed. In response Maggie Forest pointed out that requests for the committee to maintain the status quo, or even to increase costs, aren't likely to be actively sent to the committee so lowering of membership costs should be done in consultation with the membership and with an awareness of the associated changes to the long-term financial position of The Society.

Comment from Selwyn McCallum that the buffer should also cover one year's operating expenses of the society because in certain circumstances of things going badly wrong the companies office could suspend our "trading", taking of new memberships, without completely ceasing our operations at which point the reserve would need to cover the operating expenses while the issues are sorted out, as well as any costs associated with sorting the issues out.

Query from Alasdair Muckart as to whether the committee ever examined the consequences of, and procedures for re-incorporating the society in the event that we do go bankrupt for some reason. Comments from Maggie Forest, who in her role as registrar has been on the SCANZ committee mailing list since it's inception, that this has not been covered. Action on the committee to look into this issue.

Through no fault of the interim treasurer, the ledger as presented is not accurate because there are outstanding liabilities missing (kingdom levies). The information presented is all he had at the time the report was prepared but there may need to be an SGM at CF to approve the financial report.

Vote to Approve the Financial Report

Motion from Scott Campbell that the treasurer's report be accepted.

Motion was not seconded and so failed for lack of a second.

It was noted at this point that the issues with the financial report presented are in no way due to any failing of Peter's preparation of the report, simply that owing to the state of the records there is data that both Peter and the AGM were missing at the time the report was prepared and the AGM was held. There is no suggestion that there are any issues with the financial state of the SCANZ, only that the report as tabled may not accurately reflect that state and therefore cannot be approved by the AGM and submitted to the companies office.

Further Discussion on Financial Report

Question from Scott as to whether a failure to approve the accounts halts the AGM. Alasdair, Martin and Maggie say that it should not. An AGM has to be held for the purposes of approving the accounts, but a failure to approve the accounts does not preclude other agenda items from being dealt with.

The failure of the AGM to approve the accounts requires that there be an SGM held as soon as practical in order to review the accounts so that an approved report can be lodged with the companies office, as the society is legally required to do. The unanimous opinion of those present was that Canterbury Faire would be the best time for such a meeting, both in terms of it's timing and in terms of it being a physical gathering of a significant portion of the mem-

bership. The committee will discuss this possibility with the Canterbury Faire stewards and present these minutes and the updated rules to the membership as soon as possible so that notification of the SGM can be sent out at the earliest possible opportunity.

Motions for Revision of the SCANZ Constitution

Motion 1

Discussion

No discussion only a note that typos in the agenda "member ship" should be corrected in the rules.

Vote

24 in favour, 0 against, 0 abstaining. MOTION 1 CARRIED UNANIMOUSLY.

Motion 2

Discussion

Minor confusion that this could allow Registrar and Treasurer to be the same person, it was explained that this only removed the prohibition on being the SCAA Treasurer or Registrar, and did not change the current status with respect to SCANZ offices. No further discussion.

Vote

24 in favour, 0 against, 0 abstaining. MOTION 2 CARRIED UNANIMOUSLY.

Motion 3

Discussion

Comment from Melissa Muckart that the membership amounts are in the agenda only for information, passing this motion will not enshrine the membership costs in the rules.

Question from Helen Lyon as to what a family membership is/was. Explanation that this is a holdover from the days of paper pegasus and family membership offered a "subscribing" membership without the cost of pegasus. This is no longer required because of the availability getting e-pegasus.

Vote

24 in favour. 0 against. 0 abstentions. MOTION 3 CARRIED UNANIMOUSLY.

Motion 4

Discussion

Scott, as chairman, asked that this minor housekeeping motion be considered last, after discussion of the remaining motions. General acceptance from those present. The vote was taken after the discussion and voting on the remaining motions but is recorded here for clarity.

Vote

24 for, 0 against, 0 abstaining. MOTION 4 PASSED UNANIMOUSLY.

Motions 5a and 6b

Discussion

These motions were discussed and considered together. Motion 5a and 6b are basically the same with the chair and vice-chair being the other way around.

It was noted that 6b means less likelihood of having a burned-out chair at the end of their tenure. It was noted by the authors of motion 5a that had they been aware of the existence of the committee's motion (6b) they would have withdrawn their motion.

Question from Helen Lyon as to time on the committee. Clarified as 3 years + an optional 6 months.

Clarification from Melissa Muckart that you can only vote "yes" on one of the motions because they contradict each other but you can vote "no" on both.

Vote on Motion 5a

2 in favour, 21 against, 1 abstaining. 8% IN FAVOUR. MOTION 5A FAILED.

Vote on Motion 6b

22 in favour, 1 against, 1 abstaining. 92% IN FAVOUR. MOTION 6B CARRIED

Motion 7

Discussion

It was noted that the motion only sets expectation of notice period for resignation from the committee, the process of resignation and replacement of

committee members is otherwise unchanged by this motion.

Vote

23 in favour, 0 against, 1 abstaining. 96% IN FAVOUR. MOTION 7 CARRIED

Motion 8

Discussion

Question from Martin Forest as to whether this removes geographic representation on the committee. Clarification from Richard & Melissa that this does not change the selection process at all, only the nomination process.

Comment from Martin Forest that this looks like the beginning of a system like the US uses where the committee is self-selecting. Response from Alasdair Muckart and Richard Dagger that there is no such mechanism being proposed in the remaining motions and that such a proposal, if presented in the future, would be vigorously opposed by the authors of this motion.

Comment from Selwyn McCallum that Motions 8 and 9 should have been submitted as a single motion. Comment from Alasdair Muckart that these were originally one motion but we were asked by the committee to split them.

Request from Selwyn McCallum that motion 9 be discussed and voted on before motion 8. General assent from those present. Motion 8 discussion parked pending discussion and voting on motion 9.

Further discussion on motion 8.

Discussion and voting on motion 8 was continued after the conclusion of voting on motion 9.

Question from Martin Forest that this allows people to get straight back on the committee. Clarification that this does NOT replace 5.2(a) which sets the 12 months cooling off period, only 5.2(b) and (c). Clarification about what you had to be a member of, whether this applied to affiliate members as well. It was pointed out that “The Society” is defined in the rules as being SCANZ specifically, not its affiliates.

Vote on Motion 8

21 in favour, 1 against, 2 abstaining. 86% IN FAVOUR. MOTION 8 CARRIED

Motion 9

Discussion

Martin Forest made the point that this allows for feedback to be sent to the committee on nominated members without any recourse from them. Comment

from Alasdair and Melissa that this is no different from today. Further discussion on that point occurred later.

Question from Peter Lyon as to whether if motion 9 passes and motion 10 does not can we have a functioning committee with only two people. Comment from Alasdair Muckart that they can't really because of an even number of people. Comment from Martin that with 3 people this isn't that different from today since you need two committee members to action things, so the numbers remain the same. Comment from Robyn Ramsden that this can work and has in the past.

Question from Martin Forest about the feedback issue, concern raised that this allows for anonymous slanderous feedback to be sent to the committee with no recourse on the part of the nominated party who the feedback concerns. Explanation from Alasdair Muckart that anonymous feedback is never considered or acted on by the committee, also that the situation created by this motion is no different than the situation today in terms of feedback on nominees also that "in confidence" does not mean that the feedback cannot go to the nominated member, or even the membership at large, it simply means that the name of the person who sent the feedback is not disclosed outside of the committee.

Selwyn McCallum pointed out that the committee has no more say than any 3 other members. With the exception of legal circumstances such as undischarged bankruptcy that would prohibit a person being appointed to the committee, concerns aside all this does is allow the committee to know about issues and potentially discuss them with the nominated party, but it doesn't give them any extra power to do anything.

It was specifically noted by Scott Campbell in the reading of this motion that this is an addition to section 5.2, it does not remove any of the existing material in that section.

Vote on motion 9

22 in favour, 1 against, 1 abstaining. 92% IN FAVOUR. MOTION 9 CARRIED

Motion 10

Discussion

Various clarification discussion around why we need to have an SGM, not just a polling of the populace. Clarification from various people that the intent is to have a formal process around the call for that vote, which we have established in the rules for an SGM. Ultimately a future amendment could potentially allow for a non-SGM voting procedure.

General observation that there is nothing in the rules that specifically states that the meeting has to be physical, it can be carried out as a phone conference, via email etc.

Comment from Peter Lyon that care needs to be taken to ensure that nobody is excluded for lack of access to telephone or email etc.

Comment from Robyn Ramsden that it would be preferable for there to be a vote of confidence if there is a single member on the nomination list. Comments from Richard Dagger and Alasdair Muckart that if there is only one person on the list that other members should really either put up and nominate themselves or accept the people who are on the list. Wendy Rowsell commented that this could mean a committee member changes out with no notification at all to the membership. Alasdair Muckart commented that while this is technically possible it could be dealt with for now with a commitment from the committee that they will notify the membership of all pending changes to the committee and establish some written procedures to this effect. Agreement on that point from the two committee members present.

Selwyn McCallum commented that there should be a call for clarifying motions published as soon as possible for the SGM at which the revised financial report will be voted on.

Comment from Helen Lyon that the amended rules with highlighted changes should be published to the membership along with the minutes so people can see what has changed.

Vote on motion 10

19 in favour, 3 against, 2 abstaining. 79% IN FAVOUR. MOTION 10 CARRIED

Motion 11

Some discussion around the reasoning behind this. Helen Lyon asked what it is that the committee does. Explanation from various people that the committee in essence buys insurance and charges for membership to pay for that insurance.

Alasdair Muckart clarified that there is nothing in-game that the committee does. Richard Dagger pointed out that an important function of the committee is to hold the SCA US Inc. to account for changes to corpora etc.

Selwyn McCallum asked why people would vote against this motion so he could understand the downsides. Martin Forest, Scott Campbell, Alasdair Muckart & Richard Dagger attempted to explain reasons people have said they are opposed to this motion. Richard Dagger questioned the risk that one group with 50% of the membership could block-vote whoever they wanted into the committee. Clarification from the registrar that there is no group with anything approaching 50% of the total membership in the country.

Peter Lyon noted from the perspective of someone who has been on the fringes for some time and is quite new to active participation that a lot of the negative intergroup factions and infighting that he had heard of previously hasn't been in evidence at all while he has been playing.

Vote

18 in favour, 4 against, 1 abstention, 1 no-vote. 78% IN FAVOUR. MOTION 11 CARRIED

Notification of Failed Motions Requiring Committee Action

Only motion 5a failed, but since motion 6b passed achieving the same outcome no further action is required.

General Business and Matters Arising

Motion from Richard Dagger that the committee adopt a policy that prior to any vote being taken on appointment to the committee the membership be notified and the list of nominees be checked to ensure it is still current. Seconded by Wendy Rowsell.

- 14 in favour. 0 against. 0 abstaining. MOTION CARRIED UNANIMOUSLY.

Motion from Martin Forest that the committee adopt a policy that prior to dismissing a committee member or an officer of the society that the committee make best efforts to communicate with the person in question either by telephone or in person. Seconded by Maggie Forest.

- 14 in favour. 0 against. 0 abstaining. MOTION CARRIED UNANIMOUSLY.

Motion from Selwyn McCallum that these rule changes be submitted to the companies office and published to the populace as soon as possible. So that preparation for the SGM can happen in time. Seconded Alasdair Muckart

- 14 in favour. 0 against. 0 abstaining. MOTION CARRIED UNANIMOUSLY.