

# Professional Historians' Association of New Zealand/Aotearoa (PHANZA)

## Annual General Meeting

8 October 2016

St Andrews on the Terrace Conference Rooms 1 and 2, 30 The Terrace, Wellington

Meeting opened 6pm

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**Present:** Karen Astwood, Imelda Bargas (Chair – 1-5.1, 9), Eileen Barrett-Whitehead, Sarah Burgess (proxy vote for Paul Diamond), Peter Clayworth (until item 9, clause 9. Proxy vote for Megan Cook), Sandra Gorter, David Green, Paul Husbands, Jamie Jacobs, Michael Kelly (Chair – 5.2 to 8, 10), Amanda Mulligan, Barbara Rouse, Hilary Stace (until item 9, clause 6), Margaret Tennant (until item 9), Blyss Wagstaff, Aileen Wood.

### 1. Apologies

Neill Atkinson, Grace Bateman, Megan Cook, Georgie Craw, Bronwyn Dalley, Paul Diamond, Debbie Dunsford, Rachael Edgerton, Marguerite Hill, Jennifer Loughton, Lucy Mackintosh, Malcolm McKinnon, Gavin McLean, John Martin, Kathryn Mercer, Sonja Mitchell, Ewan Morris, Jessie Munro, Natasha Naus, Claudia Orange, Elizabeth Pishief, Helen Reilly, Barry Ridley, Ben Schrader, Louise Shaw, David Verran, David Young, Lyn Williams.

### 2. Minutes from previous AGM (14 August 2015)

**The minutes were approved:** Paul Husbands/Peter Clayworth.

### 3. Matters arising from the minutes

4.2. The Treasurer noted that a portion of the accumulated funds from the chequing account was transferred into the interest-bearing account.

### 4. Reports

The annual reports from the three officers were discussed.

#### 4.1. President's report (Ewan Morris)

In the President's absence, the Secretary noted several points from the report:

- The President is currently living in Scotland and, as such, will not be standing for re-election.
- His pleasure at being able to present proposed Constitution amendments at this AGM (item 9), after considerable committee and member feedback, which will modernise the Constitution as well as make it clearer and easier to work with.
- The committee's continued advocacy work on behalf of the members, which this year included submissions on the draft Incorporated Societies Bill, commenting on government department records disposal schedules, and meetings with Archives New Zealand and the National Library.
- Imelda Bargas, co-opted onto the committee during the year to act as the Ministry for Culture and Heritage's representative when the President left for Scotland, is not standing for election to the committee. The President thanked Imelda for contribution.

There were no questions from the floor about the President's report.

The President's expressions of appreciation for the committee's hard work during the year was confirmed by the meeting with acclamation.

**The President's annual report was endorsed and approved:** Paul Husbands/David Green. Passed with acclamation.

#### **4.2. Treasurer's report and Annual Statement of Accounts** (Eileen Barrett-Whitehead)

The Treasurer noted several points from the report and Annual Statement of Accounts:

- The Association's finances are healthy.
- The website redevelopment expenses feature in the current financial year's accounts and are not as costly as originally anticipated. Therefore, the surplus will still be reasonably substantial and the committee will consider an appropriate way/s to expend it.
- The financial reporting will change next year to comply with the External Reporting Board's models for not-for-profit organisations.

There were no questions from the floor about the Treasurer's report.

**The Treasurer's Report and Annual Statement of Accounts for the Year Ended 30 June 2016 was endorsed and approved:** Sandra Gorter/Hilary Stace. Passed with acclamation.

#### **4.3. Secretary's report** (Karen Astwood)

The Secretary noted several points from the report:

- The committee had eight ordinary meetings during the year, exceeding the requirement in the Constitution.
- The committee may decide it is appropriate to appoint another to the membership sub-committee in Ewan Morris' place.
- The website redevelopment was a significant task for the Secretary and Marguerite Hill this year. Although launched in the current financial year, most of the content writing and design decisions were made during the reporting period and the website sub-committee thank all those who contributed to the project.
- The Wellington mini-conference organising group was also thanked for their efforts. This event will be reported on at the next AGM.
- *Phanzine* continues to be well-received by members and the December issue was guest edited by Margaret Pointer before Marguerite Hill and Margaret Tennant took over as co-editors. The meeting showed its appreciation for this through acclamation.

There were no questions from the about the Secretary's report. The Secretary's work during the year was acclaimed.

**The Secretary's annual report was endorsed and passed:** Blyss Wagstaff/Margaret Tennant. Passed with acclamation.

## **5. Election of Officers**

### **5.1. President**

The Chair called for nominations from the floor for the office of President.

**Michael Kelly was nominated by Hilary Stace, seconded by Sandra Gorter. Michael Kelly was unanimously voted (by show of hands) to the office of President.**

The Chair was vacated at this point and the new President took over. The President outlined his previous involvement on the committee and his intention of bringing his enthusiasm and experience to the role.

## **5.2. Treasurer**

The Chair/President called for nominations from the floor for the office of Treasurer.

**Eileen Barrett-Whitehead was nominated by David Green, seconded by Aileen Wood. Eileen Barrett-Whitehead was unanimously voted (by show of hands) to the office of Treasurer.**

The Treasurer noted she is not likely to stand for re-election to this office next year.

## **5.3. Secretary**

The Chair/President called for nominations from the floor for the office of Secretary.

**Karen Astwood was nominated by Margaret Tennant, seconded by Imelda Bargas. Karen Astwood was unanimously voted (by show of hands) to the office of Secretary.**

The Secretary noted she is not likely to stand for re-election to this office next year.

## **6. Election of PHANZA Committee**

The Secretary noted interest in co-opting further Wellington-based committee members during this year, primarily to ensure a quorum is physically present at meetings in case the video conferencing technology fails. If the proposed Constitution amendments (item 9) are approved, the committee will also be able to co-opt further regional representatives.

The Chair/President called for nominations from the floor for members of the committee.

The following committee members were elected by unanimous vote (show of hands):

- **Sandra Gorter** (Auckland) - nominated by Karen Astwood and seconded by Eileen Barrett-Whitehead.
- **Marguerite Hill** (Auckland) - nominated by Paul Husbands and seconded by David Green.
- **Paul Husbands** (Wellington) - nominated by Sarah Burgess and seconded by Peter Clayworth.
- **Margaret Tennant** (Palmerston North) - nominated by Eileen Barrett-Whitehead and seconded by Hilary Stace.

The election of the PHANZA's Officers and Committee was passed with acclamation.

## **7. Election of PHANZA's auditor**

The Chair/President called for nominations from the floor for the election of the auditor.

**Our current auditor, Peter Scholtens, was nominated by Eileen Barrett-Whitehead, seconded by Imelda Bargas. Peter Scholtens was elected by acclamation.**

## 8. Life Membership

The Chair/President referred the meeting to the citation in support of the nomination to award Bronwyn Dalley PHANZA Life Membership, noting Bronwyn's absence from the meeting due to recovery from an illness. The citation clearly demonstrates she meets the criteria of outstanding service to PHANZA and/or the history profession.

From his own experience, the Chair/President outlined Bronwyn's outstanding professional career and how she was instrumental in PHANZA's creation. Through her PHANZA work she has pursued the aim of ensuring professional standards are maintained so the work historians do is respected. The Chair/President also noted Bronwyn is an excellent role model for women historians and her mentoring of young historians through programmes such as Victoria University of Wellington's Museum and Heritage Studies course.

**The Chair/President motioned to confer Life Membership on Bronwyn Dalley in recognition of her outstanding service to PHANZA and the history profession. Imelda Bargas/Barbara Rouse. Carried unanimously and met with acclamation.**

## 9. Constitution Review

The Chair was vacated by the President and Imelda Bargas resumed as Chair for this item. The Chair referred the meeting to the accompanying papers on voting procedure, the proposed Constitution amendments and explanation for the amendments.

**In accordance with the document 'Voting on proposed Constitutional amendments at the PHANZA AGM', the Chair proposed the meeting vote on the proposed changes per clause, not by each sub-clause. Carried unanimously.**

Voting on it each clause then commenced:

- Clause 1 (Name): **Unanimous vote passed to retain this clause unchanged.**
- Clause 2 (Aims): **Unanimous vote passed to retain this clause unchanged.**
- Clause 3 (Membership): **Unanimous vote passed to adopt the proposed amendments to this clause.** The Chair noted that the committee considered whether to create associate membership, but decided that on balance there would be little benefit to PHANZA by having separate classes of membership.
- Clause 4 (Suspension or termination of membership): **Majority vote passed to adopt the proposed introduction of this clause.** Responding to a question, the Secretary outlined the process for removing from the membership list members who do not pay their annual subscriptions. Non-paying members are sent several email reminders to pay their subscription fee, including a deadline for payment. Once that deadline has passed they are contacted again with a final payment deadline and if payment is not received by that time then the Membership Sub-committee proposes to the Committee that they approve removal of that member from the list.
- Clause 5 (Annual fees): **Majority vote passed to adopt the proposed amendments to this clause.**
- Former Clause 5 (Branches): **Majority vote passed to adopt the proposed removal of this clause.**
- Clause 6 (Executive Committee): **Unanimous vote passed to adopt the proposed amendments to this clause.**

- Clause 7 (Annual General Meeting): Proposed change to 7(g) referred back to the Committee for further consideration. There was debate about the appropriate quorum for an Annual General Meeting – the proposed 15 financial members, or 10 per cent rounded to the nearest whole number. Because the meeting decided to vote clause by clause, the entire clause will be considered again at the 2016–17 Annual General Meeting.
- Clause 8 (Extraordinary General Meeting): **Unanimous vote passed to retain this clause unchanged.**
- Clause 9 (Method of voting): **Unanimous vote passed to adopt the proposed amendments to this clause.**
- Clause 10 (Constitution): **Unanimous vote passed to adopt the proposed amendments to this clause.**
- Clause 11 (Control of funds): **Unanimous vote passed to adopt the proposed amendments to this clause.** The Treasurer explained the process for approving accounts – upon receipt of accounts they are considered by, and approved for, payment at a committee meeting. Two committee members sign-off the account at the meeting. The Treasurer then schedules the online payment and it needs to be authorised by another before it is actioned.
- Former Clause 12 (Auditor): **Majority vote passed to adopt the proposed removal of this clause.** A comment from the floor noted the member was comfortable with the committee appointing the auditor/reviewer because they have closer dealings with the process and are better placed to decide on an appropriate person to engage.
- Clause 12 (Financial statements): **Majority vote passed to adopt the proposed removal of this clause.**
- Clause 13 (Winding up): **Unanimous vote passed to retain this clause unchanged.**

## 10. General Business

The Chair was vacated by Imelda Bargas and the President resumed as Chair for this item.

### 10.1. Surplus spending

From the Chair, the President raised the question of potential ideas for spending some of the financial surplus. One idea was to consider a scholarship fund which could be supplemented on an on-going basis by raising the subscription fee marginally. Ideas from the floor included: holding the AGM in another centre, although it was pointed out that this has not been successful in the past; holding more events around the country and flying committee/Wellington-based organisers there since past experience has shown it is difficult to find local members to run events; and, spend some surplus funds on promotion/marketing to raise PHANZA's profile.

The President noted that the committee will consider this question and welcome further idea contributions from members.

**The meeting closed at 7:20pm.**