



**Minutes of the Waiheke Historical Society Incorporated
Annual General Meeting 14 April 2024**

The meeting commenced at 2.00 pm.

- 1) **Apologies:** Jan Betterton-Smith, Mark James, Irene and Trevor Warbrook, Betty Tattersall and Tanya Batt

Resolution: *that the apologies as tabled be accepted*
Moved: *Margaret Milligan*
Seconded: *Sue Philcox* **Adopted**

- 2) **Members Present:** Christine Beardon, Priscilla Tobin, Janet November, Jan Vail, Dot Malan, Betty Willis, Mary Batten, Rae McCormick, Malcolm and Sue Philcox, Rosemary Burns, Logan Moss, Alison Hunt, Juliet Hay, Heather Glover, Margaret Milligan, Don Baillie, and Denise Biggs. It was confirmed that there was a quorum of more than ten financial members. This was checked off against the list circulated at the door.

In attendance: Also present were: Shirley McMillan-Roache, Roger Franc, Lana and Murray Peat

- 3) **Proxies Received and accepted:** Nil

- 4) **Minutes of the last Annual General Meeting** were available at the meeting in hard copy, on the television screen and had been circulated previously to the members.

Logan Moss asked the meeting if there were any other matters from the 2023 AGM minutes that were not covered under General Business today.

Sue Philcox queried the size of the maps we had handed out to the Hop on Hop Off buses and whether they were available to buy at the Museum. The answer was in the affirmative.

Resolution: *that the minutes of the AGM held on 30 April 2023 be accepted as a true and correct record*
Moved: *Dot Malan*
Seconded: *Margaret Milligan* **Adopted**

- 5) **Matters Arising:** Nil

- 6) **President's Report:** Logan Moss read his updated President's report to the meeting. It had already been circulated earlier in the year, prior to the meeting.

He reported that the museum has recovered well from the pandemic and visitor numbers are now ahead of our previous best year which was 2019. The recent Eco-Fest Kai for the Community festival organised by Tanya Batt had also helped. We have had over 40 different nationalities visiting and display a map so visitors can say where they are from.

The museum has opened to various private tour groups as well at times outside normal visiting hours and Logan thanked volunteers for ensuring that this happened.

Our most important development has been the refurbishment of Champion Cottage. We received a \$25,000 grant from Foundation North who have signed off that they are satisfied with the result. Logan thanked Juliet Hay for applying on behalf of the museum and seeing the project through professionally. We have a new water tank now connected and the garden is in the process of being replanted.

Unfortunately, we are facing similar refurbishing issues with the other two cottages, for which grants will need to be found.

The Historical Society had been approached by the Maritime Museum, which applied for a grant from the Lotteries Commission to allow it to work with a range of smaller museums to digitise their collections and allow them to share information better. The grant, had it been successful, would have been for approximately \$3 million. Unfortunately, this did not come to fruition.

The museum has been hosting Heritage Sundays each month instead of a once-a-year Open Day and these have been well received in the main, particularly the Wellermen concert in February which 60 people attended. We are on the lookout for suggestions from the membership as to what other workshops/concerts might be enjoyed. We would particularly welcome volunteers who might be able to host an event themselves.

Action - Sue Philcox volunteered butter making.

Logan explained that we are now distributing a newsletter each season, to better acquaint the public with up-to-date information regarding the museum and its activities.

There will be a call for further working bees during the year. Our focus has been taken off this item for the past few months, but we shall be calling for volunteers to help with these during the year.

We are also instituting recording and transcribing oral histories once again. This was originally done back in the 80s and it is time now to ask the current long-term residents on the island for their input.

Attention has also been diverted from refurbishing our displays, by attention being concentrated on the refurbishment of Champion Cottage but we hope to make good on these during the upcoming winter.

An idea mooted has been a visit planned each month to other museums using public transport. More about this to follow.

As in many organisations support is hard to get and hold onto. Museums Aotearoa will be turning out the lights in museums across the country tomorrow to highlight the drop in funding.

Action – Sue Philcox volunteered to fundraise, using her ex-police dog.

Resolution: *that the President's Report be approved*
Moved: *Christine Beardon*
Seconded: *Juliet Hay* **Adopted**

- 7) **Financial Report:** Mark James, Treasurer, was unfortunately unable to attend the meeting but his financial report was distributed by email, as well as hard copies at the meeting and on the television screen at the meeting.

Mark James's report to the meeting reads as follows:

"In 2023 the Historical Society finally shook off the Covid blues and got back to normal. Visitor numbers are back in the pre-Covid range and in 2023 were not far off our record year of 2019, as the charts below will testify. In terms of income from donations, 2023 was our highest result ever – not only from the recovering

visitor numbers, but also due to a few particularly generous benefactors over the past couple of years. If 2022 was the year of the republication of *Dixie Day's Waiheke Pioneers*, 2023 was the year of the refurbishment of *Champion Cottage*. A generous \$25,000 grant from Foundation North, procured for the purpose by Juliet Hay, has allowed this urgent work to proceed and this has dominated our financial numbers for 2023. Keane and Goodwin Cottages will be the next subjects of our maintenance budget. We embarked on 2024 with good cashflow and a solid bank balance. Long may it continue. I recommend that we keep My Green Bookkeeper as our account reviewer for 2024. Mark James"

Logan Moss reported that there had been some large donations this last year and funds had been boosted by the republication of *Waiheke Pioneers*. We are in a relatively healthy situation.

Priscilla Tobin asked whether there was any chance that the museum place solar panels on the roof to cut down the cost of power. Logan Moss explained that this was not an option. It had already been investigated previously but we have five buildings and would need a battery to store. Also, these units are not designed to be retrofitted.

Action – Alison Hunt (secretary) to place on the agenda for the incoming committee to possibly research again

Resolution: *that Treasurer's Report for the year ended 31 December 2022 be adopted as presented*
Moved: *Juliet Hay*
Seconded: *Jan Vail* **Adopted**

8) Nominations for the committee and election of officers:

The secretary announced that she had received nominations for Logan Moss, Mark James, Alison Hunt, Dot Malan, Juliet Hay, Margaret Milligan, and Don Baillie.

She then read out the nominations for the office holder positions:

President:	Logan Moss	
	Nominated:	Sue Philcox
	Seconded:	Alison Hunt
Vice President		
And Treasurer:	Mark James	
	Nominated:	Alison Hunt
	Seconded:	Margaret Milligan
Secretary:	Alison Hunt	
	Nominated:	Dot Malan
	Seconded:	Priscilla Tobin

The Secretary read out the nominations for the committee positions received prior to the meeting:

Juliet Hay	Dorothy Malan
Margaret Milligan	Don Baillie

This being fewer than the number of members allowed by the Constitution, the President asked if there were further nominations for the committee. There being none, the following motion was put:

Resolution: *That the following nominated members be accepted as officers for 2024 – Logan Moss (President), Mark James (Vice President and Treasurer) and Alison Hunt (Secretary) and that the following nominated members be accepted as committee members for 2024 – Margaret Milligan, Don Baillie, Juliet Hay, and Dot Malan.*
Moved: *Sue Philcox*
Seconded: *Jan Vail* **Adopted**

9) General Business

a) Changes to the Constitution

Juliet Hay spoke to these changes, on behalf of Mark James. Some changes had been made a year or so ago, but new ones are now necessary. The Incorporated Societies Act 1908 has been replaced by the Incorporated Societies Act 2022, and the new act has much more to say than the old one had with regards to the required contents of a society's constitution.

These are:

- The Annual General Meeting must be held within six months of the society's balance date (which for us is 31 December), so by 30 June. The old constitution said 31 August.
- The new law requires us to specify voting procedures at meetings. Mostly this was already in the constitution, but some items were missing: o Whether decisions are made by simple majority or some other way (always by simple majority) o Whether proxy votes are allowed (yes, if those actually attending the meeting agree) and whether they count towards a meeting quorum (no) o Whether the meeting's chair has a vote (no, except to break a tie vote)
- Notice to members of upcoming general meetings can be sent by email and/or published in social media (the old constitution specified postal mail and print media).
- The constitution needs to state how a person ceases to be a member of the society, and how society officers can be removed.
- The constitution should distinguish between society officers and other committee members. The old constitution was unclear about this.
- We need to specify who can call a meeting (we already had this for general meetings but not for committee meetings).
- We need to identify a contact person for the society (the president, but they can delegate this to someone else).
- The constitution must specify how we will dispose of the society's assets if we should vote to dissolve.
- We are no longer required to keep an official seal of the society.

The following items were voted upon:

3. Membership

Any member may cease to be a member by simple letter of resignation or by ceasing to pay the annual Subscription

Moved from the chair that the recommended changes to this section be adopted - passed

4. Subscription

Any member who is in arrears with the Subscription for more than one year shall cease to be a member.

Moved from the chair that the recommended changes to this section be adopted - passed

5. Officers

The Officers of the Society shall be a President, not more than two Vice Presidents, a Secretary, a Minute Secretary and a Treasurer

Moved from the chair that the recommended changes to this section be adopted - passed

6. Committee

Nominations for election of Officers or as other members of the Committee shall be received by the Secretary not later than five working days before the date of the Annual General Meeting.

Moved from the chair that the recommended changes to this section be adopted - passed

Any Officer may call for a meeting of the Committee at a time and place and in a manner to be agreed upon by the Committee members. Committee meetings may be in person or by electronic means. Actions and decisions at a Committee meeting shall be made by majority vote of those present except as otherwise specified in these rules. All such actions and decisions shall be recorded in the meeting minutes. Should any vacancy occur on the Committee, the remaining members of the Committee shall have the power to fill such vacancy in the interim. The Committee shall have the power to co-opt any member for special circumstances. Such co-opted members may participate in discussions but shall not have a vote at Committee meetings.

Moved from the chair that the recommended changes to this section be adopted - passed

8. President

The President or, if absent, a Vice President shall act as Chair at all General Meetings and Committee meetings and shall be responsible to the Committee to see that the rules of the Society are carried out. If neither President nor a Vice President is present the other members present shall elect a Chair. The Chair shall not have a vote at the meeting except in the case of an equality of votes. The President shall serve as the Contact Person for the Society, but may from time-to-time delegate this responsibility to another member of the Committee

Moved from the chair that the recommended changes to this section be adopted - passed

13. Annual General Meeting

An Annual General Meeting shall be held not later than the last day of June in each year. Notice of the Annual General Meeting shall be advertised in the local press and/or social media at least ten working days prior to meeting.

The business of the Annual General Meeting shall be:

- a. To confirm the minutes of the previous Annual General Meeting and of any Extraordinary General Meetings held during the year.
- b. To receive the report and financial statement of the accounts of the outgoing Committee.
- c. To elect the Office bearers and Committee for the ensuing year.
- d. To appoint the Society's Patron.
- e. ~~Voting may be by show of hands, by ballot, or, in special circumstances by electronic or postal vote.~~
- e. To transact any business, notice of which has been circulated to each member at least ten working days previously.
- ~~g. Notice of the Annual General Meeting shall be advertised in the local press at least fourteen days prior to meeting.~~

All decisions of the Annual General Meeting shall be made by majority vote except as otherwise specified in these rules. Voting may be by show of hands, by ballot, or, in special circumstances (as decided by the Committee), by electronic or postal vote. The acceptability of proxy votes, if any, shall be at the discretion of the meeting.

Moved from the chair that the recommended changes to this section be adopted - passed

14. Extraordinary General Meeting

An Extraordinary General Meeting may be called by the Secretary on the instructions of the Committee, or MUST be called if five members make a written request to the President. Electronic and/or postal notifications shall be sent to the last known addresses of all Society members at least ten working days before the date of the meeting, stating the business for which the meeting is called. No other business except that as stated may be transacted. Voting procedures shall be the same as for an Annual General Meeting.

Moved from the chair that the recommended changes to this section be adopted - passed

15. Quorum

Quorum The quorum at any Committee meeting shall be five and at any Annual or Extraordinary General Meeting shall be ten members personally present. In circumstances where a face-to-face meeting is not possible or not practical, the Committee may authorise a meeting by teleconference. Attendees at such a teleconference shall be deemed 'personally present' for the purposes of these rules. If any members are voting by proxy, they shall not be counted towards the quorum.

Moved from the chair that the recommended changes to this section be adopted - passed

~~18. Common Seal~~

~~The Common Seal of the Society shall be in the custody of the Secretary and may be affixed to any document only in the presence of two members of the Committee who shall sign the document as witnesses.~~

Moved from the chair that the recommended changes to this section be adopted - passed

18. Alteration to Rules

These rules shall not be added to or amended except pursuant to a resolution passed at an Annual General Meeting or an Extraordinary General Meeting, due notice of such meeting and such business having been circulated to members at least ten working days before the meeting. The resolution must be passed by a majority of at least three quarters of the members present.

Moved from the chair that the recommended changes to this section be adopted - passed

19. Winding Up

The Society may be wound up or dissolved by a majority vote of an Annual General Meeting or Extraordinary General Meeting. Notice of a motion to wind up or dissolve the Society shall be published to all members twenty working days in advance of such meeting.

Moved from the chair that the recommended changes to this section be adopted - passed

If any property remains after the winding up or dissolution of the organization and the settlement of all the Society's debts and liabilities, that property shall be distributed to one or more New Zealand registered charities, in such a manner as to further the charitable purposes of the Society and in accordance with its rules and applicable New Zealand law. The General Meeting that votes to wind up or dissolve the Society may select the charity or charities to receive such property.

Betty Willis asked about the assets the Museum holds and whether they have been donated or were simply on loan. Logan Moss explained that when an article is given to the Museum the donee is asked whether it is a loan or not. Any articles on loan would be returned in the case of winding up.

Moved from the chair that the recommended changes to this section be adopted - passed

22. Disputes and Grievances

Any member of the Society shall have the right to bring to the attention of the Committee a dispute or grievance regarding the governance of the Society or the behaviour of its Officers. The Committee shall consider all sides of the dispute or grievance in accordance with the principles of fairness, impartiality and natural justice.

Any member who is dissatisfied with a decision of the Committee may request that the matter be discussed at a subsequent General Meeting, and the General Meeting may, at its discretion, discuss it. The General Meeting shall have the power to overturn any decision of the Committee, and/or to alter the composition of the Committee, including to remove or replace any Officer of the Society.

Either the Committee or the General Meeting may refer any matter under dispute to an independent arbitrator to be selected by that meeting.

Moved from the chair that the recommended changes to this section be adopted - passed

b) Matters Arising from the floor in 2023

Unused artifacts - the question had been raised as to whether we could have an auction of unused artefacts. Once a clear-out of the store cupboard had been completed there had been a successful sale last year.

Regular monthly emails – A suggestion we follow the lead of the Garden Club and send out emails updating members. The Museum have instead instituted a quarterly newsletter designed to let members know newsworthy matters. This newsletter is also available on the Museum website.

The Museum’s contribution to the Heritage Festival in September – This had been planned jointly as a display with the Waiheke Library, but the librarian assigned the task left the library and this did not go ahead, due to constraints of time.

Approach Goldies Vineyard to ask if they would be prepared to host an event featuring early Waiheke Winemakers – Logan Moss reported that this is on the “to do” list this year.

Don Baillie to distribute rack cards to the Maritime Museum – Don attempted to carry out this task but was denied the privilege by the Maritime Museum.

c) Subscription increase

Logan Moss proposed we increase the current subs of \$20 to \$30 from next year. Any member will then have the authority to bring two x guests along when visiting.

Moved Logan Moss
Seconded Priscilla Tobin adopted

d) Any other business

Alison Hunt outlined the Museum’s desire to create a Heritage Garden at the Museum. She had broached the subject at the last Garden Club meeting and although nobody had come forward at the meeting, she did have the name of a member there who offered her phone number.

Jan Vail asked where it would be and mentioned that flax had been planted years ago but that this was now proving a problem. Priscilla Tobin said we need something low maintenance as these gardens quickly get out of hand. Another query was whether we would have enough volunteers to get this under way. Logan Moss said he wants to establish a committee to look at the viability and asked volunteers to sign up the sheet produced by Alison Hunt.

Action – Alison Hunt to follow up Garden Club member who may be able to help and to distribute a volunteer sheet

Closing:

Logan Moss declared the meeting closed at 3.25 pm and invited those present to stay for a talk being given by Murray Peat who is writing a book about the early history of Onetangi. Murray has self-published two other novels and is currently interviewing long-term residents on the island. He showed a selection of old photos which were enjoyed, particularly by those who had been on Waiheke a long time themselves and were able to share their own brief recollections. The talk was followed by afternoon tea.