



Minutes of the Newtown Residents' Association Annual General Meeting held at the Newtown Hall on 18th September 2017.

Present: Rhona Carson (Chair), Steve Cosgrove (Minutes), Keith Powell, Martin Hanley, Anna Kemble Welch, Léonie Walker, Tom Law, Carol Comber, Peter Frater, Walter Jobstl, Sam Somers, Jan Hall, Effie Rankin, Don McDonald, Peter Cooke, Stephen Pritchard, Steve Dunn, Ken Allan, Kevin Lethbridge, Cheryl Robilliard.

Apologies: Jane Patterson, Melelisa Togatama, Daphne Pilaar, James Coyle.

Minutes of 2016 AGM – have been circulated, taken as read. Motion that the Minutes be confirmed as a accurate record: Moved Carol, seconded Martin – carried.

Matters arising:

- Could AGM minutes be approved earlier, because they sit online watermarked as DRAFT for a whole year, and look unauthorised when referenced, for example in funding applications? Moved Tom / Steve C that the minutes be circulated amongst those present, for review and correction (as necessary) then verified more promptly at a monthly meeting. Then officially confirmed at the following AGM. Carried.
- Issues resolution office - Donald McDonald has had contact with a new person there.

President's Report

The report has been available online, and physical copies were circulated.

Rhona Carson, President, summarised her report under these headings

- Newtown Festival success and establishment of the Newtown Festival Trust
- Wellington South Licensing Trust History has been published
- City Council progress - particularly Ray Tuffin's appointment
- Thanks to Council for support and funding
- Newtown Community Garden group has been revived
- Meet the candidates meeting went well – a thank you to all involved
- Repurposing the Caltex site for temporary use by Mechanical Tempest, Rebicycle and the Dance-o-Mat looks very promising
- Submissions and consultations for the year
- Newtown Neighbours' Night 24th February – very successful
- Our Town Newtown is in the stage of analysing data gathered
- Keep Newtown Clean is continuing on a quarterly basis.

Rhona / Anna That the report be accepted – carried.

Martin / Steve C That this meeting thanks Rhona for her excellent and endless effort over the past year. Passed by acclamation

Interim Financial Report

Our Treasurer is away and has put in apologies for this meeting. Because of this and a late change of auditor audited accounts will not be available at this meeting. Rhona gave a brief report of the current financial position and proposed deferring consideration of the accounts till the October meeting.

Noted that the Association will need it's own Public Liability insurance. This will have significant financial implications, and will be discussed at a later meeting.

There was a slight surplus in the Residents' Association accounts due to a large donation of community fundraising by David Wilcock from Amadeus Hair, thank you David.

Newtown Festival made a surplus of over \$12,700 in the 2016/17 financial year.

Project money is now in a separate account - specifically for Our Town Newtown expenses.

Details will be in the final accounts.

Moved Tom / Rhona "That the annual accounts be referred to a future monthly meeting for approval."
Carried.

Newtown Festival Director's Report:

Martin Hanley, Newtown Festival Director, brought a copy of the annual report the Festival made to Wellington City Council, the major funder. He read some points from it.

- There had been an intention for the Festival to be formally evaluated in a joint project between WCC and the Festival, but this was disrupted by earthquake issues affecting Council staff. Martin read a report made of statistics available from existing sources.
- The full 34 page Festival report back and 47 page event information pack spoken to are available for viewing at the Festival office for anyone who is interested. Its 30 page supplement covering other events supported by the Festival was circulated at the meeting.
- Martin reviewed the process of the establishment of the Newtown Festival Trust.

Transferring responsibility for the Newtown Festival to the newly formed Newtown Festival Trust followed:

Martin circulated the following paper (*in italics*), and discussed it point by point. There are several motions detailed in the paper, and these were put to the meeting after the report had been discussed, and were passed, unanimously with the clarification amendments as noted.

Newtown Residents' Association has been an Incorporated Society since 1963. There has been an active group of local residents and business people doing constructive things on behalf of our Newtown community since 1885.

Last year's AGM in September 2016

Appointed the 2017 Newtown Festival Committee: Anna Kemble Welch, Tom Law, James Coyle, Rhona Carson, Keith Powell, Andrew Leggott, Simon Wood

Continued the appointment of Martin Hanley as Newtown Festival Director

Appointed the Festival Review Team

Passed the annual resolution empowering the Festival Director and the Festival Committee to manage and run the event.

The 2016 AGM acknowledged the sunset nature of these Newtown Festival arrangements for 2017, and foreshadowed the Association's intention to formalise the handover to a Newtown Festival Trust at such time as the Trust had been established and was legally and operationally ready to become the body under which the Festival Committee will operate. The 2016 AGM also noted that at the time this occurs the Association's Festival Review Team will disband.

Charitable Trust

Newtown Residents' Association setting up the Newtown Festival Trust has been a 7 month process. Thanks to generous pro-bono assistance from Chapman Tripp on the 1/7/17 the Trust deed was signed and witnessed, establishing the Newtown Festival Trust. We began with a small core of 2 foundation trustees, James Coyle and Anna Kemble Welch.

The Trust Board was incorporated on 17/7/17.

The Newtown Festival Trust successful registered as a charity on the 8/8/ 2017.

The Trust's official Registration Number is CC54715.

The Newtown Festival Trust was granted donee status with the IRD one week later, on the 15/8/2017.

The Newtown Residents' Association continues to have donee status with the IRD so any donations to the Newtown Residents' Association, or to the Newtown Festival Trust are both tax deductible.

The Trust is registered for GST

Newtown Festival Trust's Insurances of \$10,000,000 public risk insurance, and \$1,000,000 worth of Association cover became operational on the 12/09/2017.

Hand Over

In the next 3 or so weeks the Trustees will finally be operationally ready to assume responsibility for the Newtown Festival. The imminent last steps in this process are the next 3 Trustees formally joining the Trust Board, and Westpac completing the opening of the Trust's bank accounts.

For formally handing over Newtown Festival to the Trust there will be a transfer of ownership document to be signed by the Trust and the Residents' Association. (A copy of this will be circulated to the Association Executive for final confirmation by email before it is signed)

For the handover to happen this AGM is an historic occasion that needs to pass a series of 5 resolutions setting the transfer in motion and confirming the key details (along with empowering the Festival Committee one last time):

Motion 1 *"The Newtown Residents' Association has operated the Newtown Festival (the biggest annual street fair and free music festival in New Zealand) in Newtown, Wellington, for the last 23 years. At this AGM the Association agrees to transfer that honour and the rights and responsibilities relating to it to the Trustees of the Newtown Festival Trust for them to take the Festival forward."*

Discussion of this motion noted that the handover will not be completed until there are five trustees in place, and discussed how to phrase an amendment to the motion to clarify this.

Motion 2 *"This meeting approves the signing of the upcoming transfer of ownership document will be by the Association President Rhona Carson, Vice President Martin Hanley, and executive member Peter Frater on behalf of the Newtown Residents' Association. (in recognition of their roles in the Association and their historic long term involvement with the event)"*

The transfer agreement will record this, but the Association needs to also formally approve:

Motion 3 *"That the Newtown Residents' Association will:*

- 1. Transfer all the funds in the Residents' Association Festival bank account to the Newtown Festival Trust's (new) bank account.*
- 2. Keep the Association's existing Newtown Festival account open so the Festival maintains its financial records online and so the existing Festival account can continue to receive payments from payers with those old account details preloaded who pay without looking at their invoice. [Comment: 523 stallholders booked a stall for 2017, so we have a lot of repeat payers.]*
- 3. Not use that suffix for anything else, nor rename the account, till such time as the Newtown Festival Trust requests the account be closed. [Comment: for archival reasons this might not be for 20 years, maybe never]*
- 4. Agree to always promptly transfer any monies paid to in to the Association that were intended for the Festival.*
- 5. Allow online banking viewing rights for selected officers and trustees of the Newtown Festival Trust to all the Association's online banking so incoming payments intended for the Festival can*

be identified as needing transferring. [Comment: for trading reasons at peak times the Festival might need to be checking this several times a day, whereas the Residents' Association volunteer treasurer might sometimes look at the accounts only once a month. To "all accounts" is needed because every year 3% of payers use the wrong suffix and pay the Association operating account, rather than the Festival account.]

6. *Allow online banking payment creator status within the Association's online banking for selected officers of the Newtown Festival Trust so the Festival staff can set up transfer payments to the Festival ready for the Association's authorisers to approve. [Comment: at this point in time we have office holders in common, but this may not always be the case in the future, so this operating protocol needs to be approved.]"*

With the imminent handover of the running of the Newtown Festival to the Newtown Festival Trust there is no need to appoint the Association's Festival Review Team to assist with the 2018 event:

Motion 4 *"That this year's AGM expresses its thanks to the Festival Review Team - Steve Dunn, Peter Frater and Ken Allen for their many years of support and contribution to organising the Newtown Festival."*

During the discussion of motion 4 thanking the review team Ken Allan asked for it to be recorded that the group hadn't met for a year. Steve Dunn added that they felt they had not been kept as informed as much they expected to be in the weeks leading up to this year's Festival.

[Post meeting clarification: Their last face to face meeting was on 25th October 2016, which confirmed approval of the revised operating budget for 2017].

To avoid the Festival Committee operating in a legal limbo in these next few weeks, prior to the hand over, we need to extend the Festival Committee's appointment along with a version of the usual annual operating resolution:

Motion 5 *"That this year's AGM extends the appointment of the current Newtown Festival Committee, wishes them well going forward to their new Trust, and every success with running the 2018 event. For one final time the AGM authorises the Newtown Festival Director to manage the 2018 event, manage its budget, make payments in accordance with the approved budget and to make funding applications for the event.*

And in the (unlikely) event that there is a funding application that needs to be filed before the Trust has become the Festival's parent body then the AGM approves that the Festival Committee will (as per usual operating protocol) circulate that application for Association Executive approval by email resolution."

The five motions were then put to the meeting.

Motion 1 Moved Martin Hanley / Ken Allan

"The Newtown Residents' Association has operated the Newtown Festival (the biggest annual street fair and free music festival in New Zealand) in Newtown, Wellington, for the last 23 years. At this AGM the Association agrees to transfer that honour and the rights and responsibilities relating to it to the Trustees of the Newtown Festival Trust for them to take the Festival forward."

The motion was passed with the amendment:

Moved Rhona Carson / Steve Cosgrove *"Transfer will occur when the Trust has 5 trustees and is fully functional and ready to assume responsibility for the Festival."*

Motion 2 Moved Martin Hanley / Steve Cosgrove

"This meeting approves the signing of the upcoming transfer of ownership document will be by the Association President Rhona Carson, Vice President Martin Hanley, and executive member Peter Frater on behalf of the Newtown Residents' Association. (in recognition of their roles in the Association and their historic long term involvement with the event)" The motion was passed with the amendment:

Moved Rhona Carson / Steve Cosgrove *"The transfer of ownership document will be circulated to the Association Executive for confirmation by email before it is signed."*

Motion 3 Moved Martin Hanley / Carol Comber

Authorising transfer of funds and ongoing bank account access and viewing protocols to the Festival's existing account – as outlined in detail *in italics* above.

Passed

Motion 4 Moved Rhona Carson / Martin Hanley

“That this year’s AGM expresses its thanks to the Festival Review Team - Steve Dunn, Peter Frater and Ken Allen for their many years of support and contribution to organising the Newtown Festival.”

Passed by acclamation

Motion 5 Moved Martin Hanley / Keith Powell

“That this year’s AGM extends the appointment of the current Newtown Festival Committee, wishes them well going forward to their new Trust, and every success with running the 2018 event. For one final time the AGM authorises the Newtown Festival Director to manage the 2018 event, manage its budget, make payments in accordance with the approved budget and to make funding applications for the event.

And in the (unlikely) event that there is a funding application that needs to be filed before the Trust has become the Festival’s parent body then the AGM approves that the Festival Committee will (as per usual operating protocol) circulate that application for Association Executive approval by email resolution.”

Passed with the amendment:

Moved Steve Dunn / Rhona Carson “Upon transfer to the Trust the Residents’ Association appointment of, and involvement with, the Festival Committee will cease.”

The Chair moved a vote of thanks to Martin and Anna for their work on the transition process and documentation. Carried by acclamation.

Election of Officers:

President - Anna called for nominations. Steve C nominated Rhona. There were no other nominations so **Rhona Carson** was declared elected.

Treasurer: Jane Patterson - Rhona / Peter

Vice Presidents : Martin Hanley (Rhona / Steve C), Kevin Lethbridge (Rhona / Tom)

Secretary: There were no nominations, so Rhona Carson will continue in the dual role.

Executive Committee: James Coyle, Cheryl Robilliard, Carol Comber, Steve Cosgrove, Stephen Pritchard, Keith Powell, Sam Somers, Effie Rankin.

As there were fewer nominations than positions available on the Executive the nominees were elected unopposed.

Expressions of interest in the Secretarial position would be welcome.

Noted that in the newsletter, Rhona invited others to volunteer for the Exec, and has not received any interest.

Note that Kevin will continue to handle membership, and Steve C will continue as Minute Secretary.

Rhona moved a vote of thanks to Steve Dunn, who stood down from the Executive this year, for his long running support of the Association as a past President and Executive member over many years.

Carried with acclamation. Steve responded to say that he would continue as a member, interested in Association affairs.

Appointment of Festival Director

Moved Tom Law / Sam Somers "That this year's AGM continues the appointment of Martin Hanley as Newtown Festival Director."

Notice of Motion:

Martin is going to move at the next AGM that the Constitution be changed to reflect:

- The position of Secretary no longer be mandatory.
- The position of Treasurer be made mandatory.

[Post Meeting Clarification:

Further research of the Association's rules clarifies that the secretary change to non-mandatory actually happened in the 2010 rule updates. The rules do define the position as the officer required to hold the Association's official seal. The rules allow us to have a person taking multiple roles on the executive, and for the secretary to delegate the seal holding to the President, Vice President or Treasurer. So enough flexibility exists regarding filling / not filling / job sharing the secretary position to make this foreshadowed rule change unnecessary. Given we no longer have a mandatory executive role rule in the Constitution it seems unnecessary to burden the Association with a compulsory Treasurer position to fill Martin is no longer intending to move either of these for next year's AGM to consider.]

AGM ended at 9:16.

*****ADDENDUM**

After the meeting it was realised that Peter Frater had not been nominated as a member of the Executive. This was an oversight as Martin had intended to make this nomination. The Executive has the power to make appointments between General Meetings, so a quick email around the Executive on 19th September approved this additional nomination, and Peter was added to the Executive.

Monthly meeting business:

Following the conclusion of the AGM there was a discussion about objecting to a licence application from the Zoo Bar to enable them to stay open from 8am till 2am the following day, 7 days a week. Rhona will write and submit this objection on behalf of the Association. Rhona mentioned that The Office has asked for a similar extension. This can be discussed at a later meeting, but it was noted that this Bar is not in a residential street, and we have heard no reports of trouble there.