

Minutes of the 90th Annual General Meeting of YHA New Zealand
held at the West Plaza Hotel, Wellington on
Saturday 27 November 2021, commencing at 1pm



Members present

- In Person: Cathy Bendig, Valerie Carter, Rita Chin, Darin Cusack, Mark Ebrey, Harry Guitry, Margaret Hills, Julie Hooper, Vivien Jones, Ian Lothian, Maureen McCloy, Ronald Melville, Allan Newsnap, Pam Robertson, Rachael Shadbolt, Gordon Solloway, Gaynor Thacker, John Thacker, Nancy Ward, Chris Watson and John Wilson.
- Via live-stream: Sarah Dunckley, Warwick Goold, Chris Graveston, Ken Griffin, Anne Henderson, Royce Lock, John McCarthy, Ingrid Sage, Gilbert Whalley, Linda-Jean Young and Paul Young.

In Attendance

- Leiali Al-Afrangi (Administration and Communications Coordinator), Simon Cartwright (National Secretary and General Manager), Michele Duguay (Finance Manager) and Brendon Norrie (Business Systems Manager).
- George Forbes (Rhodes and Co., Lawyers), and David Webb (Deloitte, Financial Advisor, via live-stream).

Chair

Ian Lothian

1. Meeting Opening

1.1. Welcome

The Chair opened the meeting and welcomed members to YHA New Zealand's 90th Annual General Meeting. He then reminded the members of YHA's Aims and Objects as set out in YHA's Constitution. He informed members that the meeting would be run in accordance with YHA's values of respect, integrity, passion and excellence, and that it would be managed in accordance with the Standing Orders set out in the Constitution.

He then advised that the AGM was being streamed live via Zoom and was not being recorded.

1.2. Apologies

James Bishop; Hayley Groves; Coral Laughton; Ben Mitchell; Malcolm Wade; Kevin Brewer; Peter Bugler; Ross Butler; Masako Mizusawa; George Murray; Ian Park, Jean Park; Pat Campbell; Fraser Ross; Amanda Gower, Gary Gower; Dave Berry, Pauline Berry; Elaine Hauti-Dewes; Mike Flaws; Ivan Hibberd; Vivienne Strangman; Wendy Wallace; Ann Cooper; Lilian Van Elk; Moira Lipyeat; Clive Croy; Mary Croy; Bob Monks and Chris Sperring.

90/1 Resolved that the above apologies be accepted.

John Thacker and Vivien Jones

1.3. Quorum

The Chair advised that the quorum requirement of 15 members was achieved.

1.4. Adoption of the Agenda

The Chair advised he had received one item of General Business and would call for other items under agenda item 8.

90/2 Resolved that the agenda be approved.

Harry Guitry and Mark Ebrey

2. Introductions

2.1. National Board

The Chair introduced the other National Board members present: Nancy Ward, Darin Cusack, Mark Ebrey, Harry Guitry, Rachael Shadbolt and Maureen McCloy, and advised that Hayley Groves and James Bishop (intern) were apologies.

2.2. Guests

The Chair introduced the guests and thanked them for their attendance: George Forbes (Rhodes and Co. Lawyers) in person and David Webb (Deloitte, Financial Advisor) via live-stream.

2.3. Honorary Vice-Presidents

The Chair advised that he had spoken with YHA's two Honorary Vice-Presidents by phone prior to the meeting, where they had discussed the business of the meeting.

2.4. Honorary Life Members

The Chair introduced the Honorary Life Members present: Harry Guitry, John Wilson, Gordon Solloway along with Gilbert Whalley (via live-stream). He thanked them for their service to YHA and asked the meeting to acknowledge them.

2.5. YHA Staff

The Chair introduced the YHA staff members present at the meeting:

Simon Cartwright, Michele Duguay, Leiali Al-Afrangi, and Brendon Norrie.

3. In Memoriam

The Chair asked the meeting to take a moment to remember those members whose passing has been advised to YHA since the last AGM:

Peggy Jack, Nelson; Honorary Life Member.

Nick Alach, Mangonui; Rosalind Harris, Whangarei; H H Harmsen, Owhango; Ronald Fayle, Wellington; Rosalind Howe, Auckland; Dean Stewart, Christchurch; Malcolm Ross, Auckland; Mervyn Woodham, Christchurch; Warren Hall, Christchurch; Frances Wiggins, Auckland; Michael Horsup, Waitara; Steven Boskell, Christchurch; Molly Green, Taupo; John Smith, Dunedin; Constance Wright, Dunedin; Wendy Botting, Christchurch; Reginald Hawkins, Auckland; Stuart Slack, Nelson; Margaret Collings, Auckland; Rose Gray, Rotorua; and David Crick, Takapuna.

4. Minutes

4.1. Confirmation of minutes of the previous Annual General Meeting

90/3 Resolved that the minutes of the 89th Annual General Meeting are a true and accurate record of the meeting. **Darin Cusack and Rachael Shadbolt**

4.2. Matters Arising

The Chair advised that the governance and membership review is on hold while National Board and management focus on YHA's response to the impact of the Covid-19 pandemic.

5. Announcement of Election Results

5.1. National Board

The Chair read out the Returning Officer's election results and welcomed Nancy Ward and Hayley Groves back to the Board. Nancy Ward thanked the members for the opportunity to continue serving as a Board Member.

The Chair also read out the Notice of YHA Special General Meeting 2021 as advised by the Returning Officer, noting that the SGM had taken place immediately prior to this AGM.

5.2. Honorary Vice-Presidents

The Chair advised that no nominations had been received for the two vacant Honorary Vice President positions. He confirmed that Dave Berry and Bruce Ward continue in their roles through to the end of the 2022 AGM.

5.3. Constitutional Notices of Motion

The Chair announced that no Constitutional Notices of Motion had been received.

6. Annual Report and Financial Statements

6.1. Chair's Address

The Chair summarised the Executive Summary section in the Annual Report and asked if members had any questions in relation to this. There were no questions, however a member proposed that 'revenue elimination' should instead more correctly be written as 'revenue reduction'. The Chair undertook to review this wording.

6.2. General Manager's Address

The General Manager asked if members wished him to go through the SGM presentation again. Members agreed that this was not required.

6.3. Chair's Presentation of the Draft Summary Financial Statements

The Chair reminded attendees that YHA New Zealand does not, as yet, have audited Financial Statements for the year ending June 2021, and that the financial statements available to members were draft information, unaudited and at a high summary level. This delay arose from the process of reaching a Working Capital Facility Agreement with our financier. Auditors are therefore not in a position to finalise an audit at this stage.

The Chair advised that the constitutional requirement for the AGM to receive the audited Financial Statements is therefore not possible at present, but these will be available to members once the audit has been completed. National Board wanted to provide members with some financials and so prepared the high level summary as presented.

Questions were taken from members:

- 1) How will the value of YHA's remaining assets be reported in the financial statements.
 - a. This will be determined by the auditors.
- 2) Is there a requirement for audited accounts to be adopted by members?
 - a. Yes, approval will be sought at a later date.

6.4. Adoption of the Annual Report

90/4 Resolved that the YHA New Zealand 2021 Annual Report be adopted.

Maureen McCloy and Nancy Ward

6.5. Adoption of the Annual Financial Statements

It was agreed that the YHA New Zealand's Financial Statements for the year ending 30 June 2021 could not be adopted until they were in their final form and had been audited.

6.6. Confirmation of Auditors

PwC have been YHA New Zealand's auditors for years. They are independent from YHA and their professionalism is valued greatly.

90/6 Resolved that PwC be confirmed as YHA New Zealand's Auditors for the year ending June 2022.

Ian Lothian and Harry Guitry

7. Award Nominations and Presentations

The Chair announced that no nominations had been received.

8. General Business

8.1. 2022 AGM date and location

The Chair announced that this would be confirmed in due course.

8.2. Donations

The Christchurch Group Member representative enquired as to what Gwyn Rogers' bequest of \$10k had been put towards. It was suggested that these funds were put towards YHA Wanaka, but specifics were not known at the time of the meeting, and the member was advised that answers could be found and relayed to them at a later date.

8.3. General Business

The Chair opened the room for any other business.

- 1) A member asked what was to happen to the Cora Wilding mural from Arthurs Pass, in addition to other items stored in archives.
 - a. The General Manager advised that a discussion on this is to be had by the National Board. The mural is currently secure at National Office, and decisions will be made in regards to the archives. The National Office lease is in negotiations with the landlord, and answers will be had in the coming period.
- 2) A member joining via live-stream addressed the meeting to share his sadness after being involved with YHA New Zealand for over 60 years, and thanked the Board and staff for their support.

The Chair thanked and acknowledged the membership and what they have contributed to build and maintain YHA New Zealand over the years. His thanks extended to current and previous members.

YHA's advisory team were also thanked; George Forbes for his skills and expertise; David Webb and his team at Deloitte for their exceptional support in YHA with how to approach and negotiate with the financier and safeguard YHA's liabilities with staff, creditors and our financier; and to James McMillan at Dentons Kensington Swan in Auckland for his knowledge and advice in solvency management, again safeguarding the Board and YHA.

The Chair thanked all of YHA New Zealand's staff, both current and past, who continued running the business with reduced staffing. A special thanks was given to Simon Cartwright (General Manager) and Michele Duguay (Finance General Manager) for the tremendous load they took on, which personified YHA New Zealand's spirit.

There being no further questions the meeting was closed at 1:48pm.

Notice of Election Results



YHA New Zealand Elections 2021

Confirmed Candidates

Nominations for the YHA New Zealand elections 2021 closed at 12 noon on Friday 10 September 2021. The following confirmed nominations have been accepted.

National Board (two vacancies)

Hayley GROVES Christchurch
Nancy WARD Wellington

As the required number of valid nominations has been received, I declare **Hayley GROVES** and **Nancy WARD** elected to the National Board unopposed and shall take office at the conclusion of the 2021 Annual General Meeting.

No nominations were received for Honorary Vice President.

For further details call the election helpline on 0800 666 044 or contact the Returning Officer, Warwick Lampp at iro@electionz.com.

Warwick Lampp
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