

# Society of Architectural Historians, Australia & New Zealand

SAHANZ INCORPORATED IN SOUTH AUSTRALIA

## Minutes of the Annual General Meeting of SAHANZ

Brisbane Powerhouse Centre for the Live Arts

Monday 7 October 2002, 9-11am

### Present

Ellen Andersen	Geoff Hanmer	Christine McCarthy
Mike Austin	Gevork Hartoonian*	Bill McKay
Eugene Keefer Bell	Glen Hill	Antony Moulis (Treasurer)
Joanna Besley	Rachel Hurst	Kirsten Orr
Richard Blythe	Kerry Jordan	Michael Ostwald
Deidre Brown	Peter Kohane*	Rory Spence
Justine Clark	Andrew Leach (Secretary)	Naomi Stead*
Ursula de Jong	Hannah Lewi (Comm.)	Susan Stewart
Scott Drake (Comm.)	Mike Linzey	Sarah Treadwell
Harriet Edquist	Douglas Lloyd-Jenkins	Igea Troiani
Doug Evans*	Desley Luscombe	Nigel Westbrook
Julia Gatley	John Macarthur (President)	Julie Willis (part) (Comm.)
Maryam Gusheh	Harry Margalit	*not SAHANZ members

Meeting opened 9am

### 1. Apologies

Philip Goad	Robin Skinner
Sandra Kaji-O'Grady	Judith Trimble
Jonathan Mané-Wheoki	Paul Walker
Gill Matthewson	Julie Willis (late)

### 2. Minutes of 2001 Annual General Meeting [3 October 2001]

Minutes of 2001 AGM tabled. No discussion.

*Motion to accept 2001 AGM minutes.*

H Edquist  
D Luscombe  
*carried*

### 3. Matters arising

None raised.

### 4. Reports

#### *Secretary's Report*

A Leach reported that the main efforts of the preceding year had been to increase the base number of members, and to encourage the existing membership to maintain their financial status. Members to date numbered approximately 110 (including approximately 20 subscriptions from conference delegates).

#### *Discussion*

U de Jong asked for clarification that there was no membership status for ordinary members other than 'financial'.

M Linzey noted that the means do not exist for members to independently check their status, asking if a list could be published on the Society's website.

D Luscombe raised the issue of member's privacy.

J Macarthur proposed that a list containing only names of current financial members be posted on line, to which there was no objection raised.

#### *Treasurer's Report*

A Moulis reported a change of accountant to a Brisbane-based firm Brian Tucker Accounting, which had conducted an audit to the end of the current financial year (30 June 2002). Presented balance sheets and profit and loss account to 30 June 2002.

No discussion.

*Motion to accept the auditor's report.*

U de Jong  
D Luscombe  
*carried*

#### *President's Report*

J Macarthur reported that the main goals of the current executive's first year were to increase membership, to establish an operational web presence for the Society, and to realign the Society's practices with its legal requirements under South Australian law. This latter issue was not identified by the executive at the time of their election, but arose as a consequence of planning for the Additions to Architectural History conference. This included sourcing the binding constitution, identifying and complying with a constitutional requirement for a committee of seven, comprising the executive and each of the officers elected by the 2001 AGM, plus Scott Drake, who had been seconded to the committee during the year. It also included appointing a public officer in South Australia; Scott Drake had accepted this role.

JM précised each of Special Resolutions #1-5 with the background investigations and limitations that required their changes. He noted the need to discuss the fifth SR in particular, and identified the first four special resolutions as necessary for compliance with South Australian law with regards to the non-distribution of profit to members upon wind-up (#1), for the clarification of executive terms, and for a simpler administration of the Society (postal votes and electronic communication).

JM introduced Special Resolution #5 as the product of legal advice (for which the full text was available to members on request) sought by the executive once the non-compliant state of SAHANZ had been identified. JM identified the primary advantage of a move towards a company structure as providing a freedom to conduct business outside of South Australia that the current constitution does not technically allow (though he noted that authorities do not pursue out-of-state activities as a point of practice). He introduced it as a resolution providing the committee with permission to investigate and prepare a series of motions to be presented to the 2003 AGM in Sydney.

JM invited comments on the Special Resolutions within discussion on the President's Report.

#### *Discussion*

M Linzey introduced the third option of a cooperative society, though he could not elaborate on the structure of this form of governance. (JM stressed that Board Matters had provided two options within the advice, continued operation as an incorporated society or change to company structure.)

G Hanmer raised four questions:

Who would the company directors would be? (JM: the sitting committee.)

How will they be insured against financial liability? (JM will ask lawyer to investigate that issue.)

What are the GST implications of this shift? (JM will seek further legal advice on that point.)  
How would the committee's responsibilities change as a result of the shift to company structure?  
(JM did not see that responsibilities would change substantially.)

D Luscombe said that she would like to see the outcome of the investigation before making a decision. JM stressed that SR#5 merely allowed the committee to proceed with deeper investigations so that a fully informed decision may be made by the 2003 AGM.

U de Jong asked if any other architectural history body has moved to this structure. (JM: Advice received by executive was that a number of incorporated societies operating across different states (or a number of countries) had moved to this model.)

JM advised that one of the factors contributing to the Society's lapses in reporting and compliance was that it did not have a permanent postal address. JM suggested that, depending on the outcome of the investigation, a firm of accountants be hired to act as the permanent public officer of SAHANZ in South Australia, and act to forward official correspondence.

D Luscombe: which is the cheaper option? (JM: While a set up cost is involved, the ongoing costs of reporting and auditing will not be larger than what SAHANZ ought to have been paying to this point.)

G Hill: Can the time frame be reduced so that decisions are not entirely deferred to the 2003 AGM? (JM: The committee can present issues and motions in advance of the next AGM.)

C McCarthy: Are their options within NZ company and incorporated society laws? (JM: The lawyer had not been advised to seek solutions outside of Australia.)

H Edquist asked JM to repeat the pressing issues forcing change at this point. Expressed concern that the executive workload would increase. (JM stressed the main issue is the ability to legally operate outside of South Australia).

R Blythe suggested employing an accountant with offices throughout Australia and NZ, noting that costs were not necessarily prohibitive.

J Gatley again raised the possibility of a society incorporated within NZ.

#### *Fabrications Editors' Report*

J Willis reported that Fabrications 12:1 was released recently, and that 12:2 would be published shortly. A Call for Papers had been released for 13:1. Fabrications suffered from a small number of people interested in submitting material. The journal maintains a good subscriber list, including several large research libraries (including Avery and Loeb). Editors are responding to a suggestion to publish the current contents page on line.

The Editors, in cooperation with S Kaji-O'Grady, are compiling a complete set of proceedings and Fabrications issues. Solicited members help to make holdings more complete.

JW identified the question of a searchable index, noting that while it is prohibitive to index entire proceedings, will follow up options for a searchable index of paper and article titles/authors.

#### *Discussion*

D Lloyd-Jenkins suggested publishing a list of requested titles on line.

JM clarified role and processes of editorial board members. Board members (who should be actively involved in the Society) are appointed by the committee to determine the general direction of Fabrications. Editors, also appointed by the committee, are charged to follow the general

direction set out by editorial board policy, but have control over the content of each issue within those guidelines.

R Blythe asked if the Society could continue its practice of electing Editors, to which JM reminded the meeting that to do so would require a change in constitution. J Clark suggested that choosing editors for the Society's journal was a suitable task for the committee to perform on behalf of members.

JW: Fabrications run on a tight budget. Signalled the need for more funds to be available on a continuing basis.

#### *Saunders Grant Report*

JM reported that six applications had been received. A candidate had been identified by the committee, and a decision was pending, awaiting the clarification of a detail in the application.

#### *Additions Conference Committee Report*

JM reported that it was unclear if the conference would make a profit, as all invoices had not yet come in. The conference committee received 192 abstracts evolving into 106 double refereed and published papers in the conference proceedings.

#### *Discussion*

D Luscombe expressed a note of thanks on behalf of the meeting. Applause.

B McKay asked if there would be a debriefing by the conference committee. JM responded that there would be some reflection on the conference within the next committee meeting. BM suggested that the conference committee may consider distributing feedback sheets to aid the planning of future conferences. JM reminded the meeting of the role of sahanz-list as a discussion vehicle, and that discussion about the conference would be welcome through that medium. DLJ asked the conference committee to produce a report on the conference.

#### *20<sup>th</sup> Annual Conference Committee Report*

Gevork Hartoonian and Peter Kohane spoke to a proposal to host the forthcoming 20<sup>th</sup> annual conference in Sydney as an effort spread across University of New South Wales, University of Newcastle, University of Sydney, and University of Technology Sydney. The organising committee would comprise of PK, GH, Xing Ruan, Naomi Stead, and Michael Ostwald among others.

GH introduced a theme examining the past 50 years of architectural history in Australia and New Zealand in terms of 'influences'. He felt that broad themes of progress, history, theory, criticism, education, and journalism might address that term. Spoke of the need to balance a themed conference with the Society's goals to support young scholars working on a broad range of topics.

#### *Discussion*

JW identified a possible clash with the AASA conference; M Ostwald to coordinate (being on both committees).

JM requested information on conference date and a call for papers timetable in the near future.

## **5. Motions**

### *Affirmation of 2001 Election Results*

*Motion that the 2001 election results be affirmed by the meeting.*

No discussion.

carried

*Election of Committee Member*

One nomination received: Scott Drake. S Drake congratulated on his addition to the committee.

*Special Resolutions #1-5*

Resolutions #1-4 proposed by chair as a block of resolutions [discussion held in the context of president's report].

*Special Resolution #1*

*THAT the Constitution of the Society of Architectural Historians be amended by inserting the following Rule 3A, immediately after the existing Rule 3, in recognition of the non-profit nature of the Society:*

*"3A. NO DISTRIBUTION OF PROFITS*

*3A.1 The assets and income of the Society shall be applied solely in the furtherance of the Objects set out in Rule 3 and no portion shall be distributed directly or indirectly to the Members of the Society, except as remuneration, on arms length terms, for services provided to the Society, or as reimbursement of expenses properly incurred on behalf of the Society and which have been approved by the Committee.*

*3A.2 For the avoidance of doubt, the members of the Committee of the Society shall not be entitled to any fee for discharging their role as members of the Committee, but are entitled to reimbursement for all reasonable expenses which are incurred in the course of their duties and which have been approved by the Committee.*

*3A.3 In the event of the Society being dissolved or wound up, the assets and funds that remain after satisfaction of all debts and liabilities of the Society shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members."*

*Special Resolution #2*

*THAT Rule 5.3 of the Constitution of the Society of Architectural Historians be deleted and the following new clause 5.3 be inserted in its place:*

*"5.3 All Officers and Ordinary members of the Committee elected pursuant to this Constitution will serve for 2 years from the date of their election to the Committee and shall be eligible to be nominated for re-election at the Annual General Meeting at which they are required to retire under this Rule 5.3."*

### Special Resolution #3

*THAT Rule 5.5 of the Constitution of the Society of Architectural Historians be deleted and the following new clause 5.5 be inserted in its place:*

*“5.5 The election shall take place in such manner as determined by the Committee from time to time, and in particular the Committee may declare:*

- (a) that members who are unable to attend the Annual General Meeting can lodge a postal vote for the election, to be added to the votes cast in person at the Annual General Meeting, in which case the postal vote shall be held in the manner determined by the Committee; or*
- (b) that members who are unable to attend the Annual General Meeting can lodge a vote for the election by electronic means or using other reasonably commonly accepted visual communication technology, in which case the vote by such means shall be held in the manner determined by the Committee; or*
- (c) that a combination of the means referred to in paragraphs (a) and (b) can be used for the election.”*

### Special Resolution #4

*THAT Rules 6.2, 6.3 and 6.4 each be amended by adding the words “Subject to clause 6.4A,” at the beginning of each of those Rules and that a new clause 6.4A be inserted as follows:*

*“6.4A Despite any other provision, the Committee may give notices and call meetings (“**Communications**”) by mail, as provided by Rules 6.2, 6.3 and 6.4, or by any other electronic means or using other reasonably commonly accepted visual communication technology, provided that each member may elect from time to time to receive such Communications by mail where alternate means adopted by the Committee under this Rule 6.4A are not available, for any reason, to that member.”*

### Further discussion

R Blythe queried use of word ‘association’ in Special Resolution #1, 3A.3 in light of the future possibility of SAHANZ becoming a company. Wording changed to be more inclusive:

*3A.3 In the event of the Society being dissolved or wound up, the assets and funds that remain after satisfaction of all debts and liabilities of the Society shall be transferred to any body with similar purposes which is not carried on for the profit or gain of its individual members.”*

### Revised Special Resolution #1 reads:

*THAT the Constitution of the Society of Architectural Historians be amended by inserting the following Rule 3A, immediately after the existing Rule 3, in recognition of the non-profit nature of the Society:*

#### *“3A. NO DISTRIBUTION OF PROFITS*

*3A.1 The assets and income of the Society shall be applied solely in the furtherance of the Objects set out in Rule 3 and no portion shall be distributed directly or indirectly to the Members of the Society, except as remuneration, on arms length terms, for services provided to the Society, or as reimbursement of expenses properly incurred on behalf of the Society and which have been approved by the Committee.*

3A.2 For the avoidance of doubt, the members of the Committee of the Society shall not be entitled to any fee for discharging their role as members of the Committee, but are entitled to reimbursement for all reasonable expenses which are incurred in the course of their duties and which have been approved by the Committee.

3A.3 In the event of the Society being dissolved or wound up, the assets and funds that remain after satisfaction of all debts and liabilities of the Society shall be transferred to any body with similar purposes which is not carried on for the profit or gain of its individual members.”

Chair  
carried

#### Special Resolution #5

*THAT the Committee of SAHANZ:*

- (a) investigate further the ability to transfer of the assets and undertaking of SAHANZ from its present structure as an association incorporated in South Australia to a company limited by guarantee, retaining substantially the present rights of the members of the Society, and subject to the costs of establishing such a company and transferring the Society’s assets and undertaking to it not being prohibitive; and*
- (b) if satisfied by these enquiries, to prepare the appropriate resolutions for submission to the Annual General Meeting of SAHANZ to be held in 2003 to achieve the relevant incorporation, transfer of assets and undertaking and winding-up of the present Society incorporated association structure.”*

#### Further discussion

G Hill suggested investigating all possible options in addition to the two identified by this Resolution, and to circulate an evaluation and opinion in order for recommendations to be made before Sydney AGM .

#### Special Resolution #5 revised to read:

*THAT the Committee of SAHANZ:*

- (c) investigate further the ability to transfer of the assets and undertaking of SAHANZ from its present structure as an association incorporated in South Australia to a company limited by guarantee or another form of structure that reflects the aims of the Society, retaining substantially the present rights of the members of the Society, and subject to the costs of establishing such a new structure and transferring the Society’s assets and undertaking to it not being prohibitive;*
- (d) report to members during the next twelve months the outcome of this investigation and the decision of the committee to bring a change of structure to the 2003 annual general meeting; and*
- (e) if the decision of the committee is to change from the present structure, and if it has identified a satisfactory alternative structure, to prepare the appropriate resolutions for submission to the Annual General Meeting of SAHANZ to be held in 2003 to achieve the relevant incorporation, transfer of assets and undertaking and winding-up of the present Society incorporated association structure.”*

Chair  
carried

#### *Honorary Membership*

Judith Brine, John Stacpoole and Mark Wigley were proposed as honorary members of the Society. The meeting generally conceded that to extend honorary membership at the end of a successful

career was an appropriate gesture. R Blythe and D Lloyd-Jenkins questioned the decision of extending honorary membership to mid career figures on the basis of their current influence. JM suggested that, as a result of the discussion, he would write to J Brine and J Stacpoole and offer honorary membership to the Society.

M Linzey suggested the committee investigate further categories of membership, such as fellow or life fellow.

#### *21<sup>st</sup> Annual Conference Bid*

JM stressed that the committee felt that it was most appropriate for a city to host a conference rather than a single institution. H Edquist signalled that RMIT University is prepared to host the 2004 conference. J Willis and U de Jong indicated that 2005 may be a more preferable date.

#### **6. Discussion: Future Directions of SAHANZ**

JM indicated that the committee felt that the money in the bank could be used to establish a modest publication programme, and will be approaching members shortly to solicit book proposals.

H Edquist felt that fellowships for young scholars may be another use of those funds. JM reminded the meeting of the role of the David Saunders Grant in this. JW suggested that publication proposals ought to include the work of young scholars.

JM raised the issue of conferences becoming too large for a conference committee to manage. He raised as a topic for future discussion a secondary layer of regional SAHANZ meetings supplementing the larger international conferences.

#### **7. Other business**

No other business raised.

Meeting closed 10.45am