



## Special General Meeting 2026

*The Food Writers New Zealand Special General Meeting was held online via Zoom on Tuesday 17 February at 7.30pm.*

**Meeting Called By:** FWNZ Board

**Present:** Lea Stening, Fiona Smith, Olena Williams, Michelle Blau, Carolyn Lister, Maria Middlestead, Lauraine Jacobs, Amber Bremner, Celia Hay, Ginny Grant, Sam Heeney-Governo, Tash McGill, Mandy Everall, Vicky Tasker, Tracy Curphey, Fiona Hugues, Andrea Bidios, Jan Bilton, Trudi Nelson, Kathy Paterson, Michelle Jones, Nalini Baruch, Mary Taylor

**Apologies:** Liz Cameron (proxy Lauraine Jacobs), Julie North (proxy Sam HG) Jo Bridgford (proxy Tash McGill), Colleen O'Conner, Pip Duncan, Barbara Neilsen, Alice Shopland, Alice Taylor, Michelle Morfett (proxy Celia Hay), Tracy Berno (proxy Celia Hay via email – no proxy form received vote does not count), Gail Todd (Jan Bilton advised proxy for Gail - no proxy form received vote does not count)

**Minutes Taken By:** Rachel Nui

	DESCRIPTION
1	<p><b>MEETING OPENS</b></p> <p><b>Meeting Officially starts at 7.05pm</b></p> <p>Sam HG thanked those for their time and attending the meeting.</p>
2	<p><b>APOLOGIES</b> – Rachel Nui read out the apologies and proxies to members present as noted above.</p>
3	<p><b>QUORUM REQUIRMENTS:</b> Quorum requirements meet for the 2026 Special General Meeting</p>
	<p><b>Sam HG:</b> A big thanks to the committee for their work and support through what has been a challenging time – reminder to all to be respectful during meeting everyone is trying their best</p>

#### **4 Purpose of the Special General Meeting**

Sam HG addressed the members with the following:

As per president report FWNZ is unable to sustain in current format

Brainstorming meeting on 27 November was attended by 13 members including committee members

Consensus that members are not feeling value from membership – however there was no clear direction on what represents value to members.

Professional membership has been on significant decline over the past 24-36months while Corporate membership has also declined.

Various scenarios for the future of the organisation discussed, including winding up the society. Some considerations have come to light - issues regarding refunds to members and FWNZ obligations under the Incorporated Societies Act 2022.

Financials show FWNZ is still solvent through to the end of the financial year. If we operate until the end of the financial year(31 July) FWNZ can then apply for a dissolution of the incorporated society.

If we operate until end of financial year and then close we can apply for dissolution stating we have ceased operations, have distributed all remaining assets as per constitution and have passed resolution at general meeting to apply for dissolution - this process is deemed appropriate for societies that have fulfilled their purpose and or are no longer active.

Alternative is to go into voluntary liquidation which and all that goes with it including investigations. All funds would be frozen, months of investigations and we would have no administrator to help due to frozen funds. This is a scenario that we would like to avoid.

**Sam HG** opened the floor for any questions/comments.

#### **5 Members Discussion:**

**Celia H:** Last meeting there was no meeting about compliance around liquidation and asked where advice has come from.

**Sam HG:** The information has come from the Incorporated Societies Act 2022 and advised the link can be sent to members with meeting notes from today's meeting and explained the due diligence done. Sam confirmed to Celia that the Board was originally unaware of the legal requirements prior to Rachel N (admin) looking into background research on how refunds could or could not be administered then we would not have realized all the procedures imposed for winding up an organisation under the Act.

<https://is-register.companiesoffice.govt.nz/help-centre/ending-an-incorporated-society/placing-a-society-into-liquidation/>

**Celia H:** Asked Rachel N to elaborate on Sams comments and advise where the information was found.

**Rachel N:** Information received from a phone call with the Incorporated Societies who advised that they are unable to offer any legal advice and this would need to be sourced by FWNZ independently if required and that under the new act that all not-for-profit organisations registered under the Incorporated Societies are legally bound by the rules of the ACT.

Rachel read out the following information to the members: The Act states that a society must not be carried on *for the financial gain of any of its members*. This includes distributing profits, surplus assets, or similar financial benefits to members. It also defines not-for-profit purpose to mean that the society cannot distribute funds or surplus assets to members as a financial benefit.

Surplus assets must go to Not-For-Profit Entities under section **216 Rules for disposal of surplus assets:**

[https://www.legislation.govt.nz/act/public/2022/0012/latest/LMS101110.html?search=sw\\_096be8ed81ff32fa\\_216\\_25\\_se&p=1&sr=1](https://www.legislation.govt.nz/act/public/2022/0012/latest/LMS101110.html?search=sw_096be8ed81ff32fa_216_25_se&p=1&sr=1)

**Celia H:** queried information around being insolvent and solvent. Two definitions on looking up further information and advising FWNZ can apply to the Incorporated Societies to be removed. We don't need to appoint a liquidator.

**Olena W:** Asks about the option of becoming a club and what would be involved.

**Sam HG:** explains the potential benefits and challenges. It would need to be group led, volunteer lead with no overhead costs. This would need to be investigated further.

**Lauraine J:** The scenario Sam presented is that we operate through to July and suggested how FWNZ should operate through to this date. Recommended ceasing all activities, communication and administration to preserve funds and questions the need for ongoing expenses. Requested to know the current cash assets.

**Sam HG:** Current funds \$21K and to operate until end of July 2026 including liabilities would leave approximately \$5K. Sam also went over alternative scenarios with different wind-up date.

**Lauraine J:** Requested clarification on where all the funds were going if only around \$5k left by end of July.

**Sam HG:** Went over the monthly overheads and advised its approx. \$2k per month to run Food Writers and advised details on this was advised in the end of year financial report presented at the AGM.

**Lauraine J:** Suggested ceasing all operations so no costs be incurred.

**Sam HG:** Emphasizes the need to serve members and fulfilling the constitution and the potential legal implications of ceasing operations. Sam opened the floor to members' view on this.

**Jan B:** Asked if members then opened a club could all the funds be given to the club.

**Sam HG:** Advised that this would be deemed to benefit the members and not permitted under the 2022 Act.

**Lea Stening:** Commented about other organisation's she is part of and the struggle to keep members committed and similar issues arising with other groups. We do need a plan – are we better putting resources into a plan to encourage other members? Terrible to see it wind up. What can the funds be used for or can we look to merge with other organisation's such as Chefs association but stay as an Incorporated Society and be associated with them?

**Olena W:** shares experiences from other organisation's that have transitioned to charitable trusts with pros and cons of this.

**Sam HG:** In response to Lea S – would need to do due diligence with this and investigate further.

**Maria M:** in response to Lea – may be too late for this. If we do completely wind up needs to be done in the most cost effective and simple method possible. Suggested donating funds to **Garden to Table**. Also suggested a final gathering as a symbolic function/send off to the organisation.

**Sam HG:** Agrees with Maria's comments. Sam lists potential recipients for any surplus funds to not-for-profits, including various charitable trusts.

**Lauraine J:** Suggested NZ Food Communicators Scholarship as part. Would like to go back to preserve as much funds as possible. Does not see the value in continuing or a gathering as the social side of FWNZ has long gone.

***Kathy Paterson left the meeting***

**Celia H:** Advised that all that needs to be done is two motions 1/ to wind up the FWNZ and 2/ when to wind it up. Also need to preserve funds to donate at the end.

**Sam HG:** Clarified the legal standing under the ACT as unable in this meeting to vote on winding up FWNZ. Options we have tonight are to discuss donations and how we move forward and operate for next four or five months. We do need to call another meeting in July towards end of financial year and at that meeting we will agree and vote to stop FWNZ. Unable to vote to wind up FWNZ tonight.

**Ginny G:** Was under the understanding that because we are solvent we do not have to go through the liquidation process. We can do that before the end of the financial year.

**Sam HG:** Sam directed Ginny to NZ Companies Office - Ending an Incorporated Society as all the information is there. Members are able to vote to end the society by placing it into voluntary liquidation – and that is the definition as per the website.

**Celia H:** The purpose of tonight's meeting was to have a vote on how to continue so we will need an agreement to wind up the association. Celia agrees with Ginny that we

need to vote and is happy to make a motion to wind up the association subject to the clarification from the Incorporated societies office about the process.

*Celia's motion was not seconded.*

**Sam HG:** Sam reiterated the current roles on the Board and the legal requirements that have been investigated. We cannot vote tonight to wind up the organisation. We continue to operate FWNZ until the next General meeting in July where we will vote to wind up officially and move from there.

#### **Trudi Nelson left the meeting**

**Tash MG:** Agreed that liquidation is unnecessary. Best way forward is to dissolve the current administration structure so we can remove the financial burden after July. Then we can operate wholly as a volunteer group afterward.

Clarifying points - there has been lots of paperwork and administration going out to the members over the years. First one was flagged back with Niki Bezzant and was noted in presidents reports again after this. It has never been about wanting to cease our operation or to close down the community and connections.

The administrative structure that we are currently in is expensive to operate mainly around the Governance and financial responsibilities of being an Incorporated Society. There have been changes made around Incorporated Societies.

Tash clarified that members can vote on an agreement about the direction of FWNZ but cannot vote on winding up the organisation tonight as that is essentially a vote to liquidate.

**Sam HG:** Thanked Tash for clarifying

**Olena W:** Does make sense – we do need to do something about the overburdening. Understands how hard it is for the leadership team to deal with all the requirements. Would like to keep the community.

**Lea S:** Commented about where donated funds would go and would be happy to stay connected to the community/association and just wind up the administrative side and stay together as a group. Would love to see funds going towards more education-based groups.

**Nalini B:** Current system is outdated and cannot attract members and funding. How and why will another form retain the interest in the membership? Is there not enough being offered to retain members. What has really gone wrong? The only reason we are having financial difficulty is because we do not have the funding which is dependent on membership. We don't have enough Corporate and members to fund the organisation. If we still want to keep FWNZ going, how do we bring it back to what we want it to be?

**Tash MG:** Leadership of the organisation is always volunteer based and has its constraints. One significant contextual piece is that our corporate membership has always subsidized individual memberships. Corporate members did previously need FWNZ as an organisation to provide access to the Food Writers community. Social media and digital connectivity have changed the way the brands and producers connect with Food Writers and Food Communicators and FWNZ was no longer

required. The organisation started to decline with the reduction of corporate memberships subsidizing costs.

**Nalini B:** Spoke about pros and cons of the corporate membership and perceived alignments of brands with members and this could be a reason why corporate membership has declined.

**Tash MG:** Covered some of the opportunities offered to corporate members by FWNZ and feedback received regarding not seeing the value in membership.

**Lauraine J:** Agreed with Tash's comments.

**Sam HG:** Consensus from the meeting is that we continue to operate through to the end of the financial year and come together again near the end of the financial year to vote to dissolve the organisation. The request is that funds are only spent on necessary costs and not serve our members over the next 5 months.

**Lauraine J:** Social media including FB can continue and communication between each other can continue. Recommends stopping Digest.

**Tash:** Board has stripped everything back and Tash will volunteer to continue Digest to the end of the financial year for the members, so we continue to offer the member benefits in good faith. There will still be costs involved to exit out in the end.

**Celia H:** Advised that she would like to put forward a motion to dissolve FWNZ which was the purpose of the meeting. And her view is that the information provided is incorrect. Members have the power of the association to instruct the Board in this matter.

**Sam HG:** Reiterated that we are unable to put that motion in place as discussed. We will still need to come together at the end of July to dissolve the organisation which will be minuted and that will go to the Incorporated Societies at that point in time. That is the legal process required. Sam appreciates the reason for the meeting, however until a few hours ago we were not aware of the legality of wrapping up FWNZ. We now have that information, and the direction of the meeting has changed slightly. We should vote to move forward to the end of the financial year. Principal is the same.

**Tash:** We can agree to move forward towards dissolution now and then we take the final vote in July. We are legally required to take the dissolution vote at the end of financial.

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**Motion:** *Move that the membership represented tonight at the SGM 17FEB2026 agrees the FWNZ organisation in its current format and structure is no longer fit for purpose: we agree to continue to operate with conservative management until the 31st of July 2026 end of financial year, at which point there will be a SGM to determine the next steps for the organisation.*

**Moved:** Tash McGill

**Seconded:** Andrea B

**For:** Lea Stening, Fiona Smith, Olena Williams, Michelle Blau, Maria Middlestead, Lauraine Jacobs, Amber Bremner, Carolyn Lister, Sam Heeney-Governo, Tash McGill,

	<p>Mandy Everall, Vicky Tasker, Tracy Curphey, Fiona Hugues, Andrea Bidios, Jan Bilton, Michelle Jones, Nalini Baruch, Mary Taylor, Julie North (proxy vote) Jo Bridgford (Proxy Vote)</p> <p><b>Against:</b> Ginny Grant</p> <p><b>Abstain:</b> Celia Hay, Michelle Morfett (proxy Celia)</p> <p><b>Trudi Nelson &amp; Kathy Paterson left the meeting prior to voting</b></p>
7	<p><b><u>CLOSE OF MEETING:</u></b></p> <p>Lauraine J set the motion to close the AGM</p> <p><b><i>Motion: To close the Special General Meeting of the NZ Guild of Food Writers at 8.21pm</i></b></p> <p><b>Moved: Lauriane Jacobs                      Seconded: Olena Williams</b></p> <p><b>Carried:</b> Lea Stening, Fiona Smith, Carolyn Lister, Olena Williams, Michelle Blau, Maria Middlestead, Lauraine Jacobs, Amber Bremner, Sam Heeney-Governo, Tash McGill, Mandy Everall, Vicky Tasker, Tracy Curphey, Fiona Hugues, Andrea Bidios, Jan Bilton, Michelle Jones, Nalini Baruch, Mary Taylor, Julie North (proxy vote) Jo Bridgford (Proxy Vote), Celia Hay, Michelle Morffet (proxy vote)</p>