Thames Music Group Inc (TMG)

Annual General Meeting Minutes
25 July 2025
St George's Church Hall, Committee Room, 1.30pm

Welcome

Present:
Committee: Rachel Gamby, Terri Churton, Tony Winter, Jeweline Sly, Anna Dunwoodie
Members: Barbara Tegg, Elizabeth Jones (patron)

Apologies: Alison Shannon, Joyce Doull, Beverley Groves, Warren Sly

Minutes of 2024 AGM:

1- Minutes of the 2024 AGM were circulated to members on 11/6/2024 and a link to them was provided in the 20/7/2025 newsletter regarding TMG's 25/7/25 concert.
2- Note: We departed from what was said in the 2024 AGM concerning the date of the 2025 AGM to give us more time to work on the new constitution.
3- No amendments requested.

Resolution:
I move that the TMG 2024 AGM minutes be accepted:
Moved by: Rachel G
Seconded by: Tony W
Carried: Yes

President's Annual Report:

1- The attached Annual Report was read.

Resolution:
That the members of Thames Music Group Incorporated resolve to accept the President's Annual Report for the year ended 31 March 2025, as presented to the Annual General Meeting.
Moved by: Rachel G
Seconded by: Anna D
Carried: Yes

Treasurer's Financial Report:

1- The attached Annual Report was read.

Thank you to Terri Churton for a very thorough and detailed report which is in the form needed to be submitted for reporting to the Charity Comm.

Resolution: Acceptance of the Treasurer's Financial Report
Resolution:
That the members of Thames Music Group Incorporated resolve to accept the Treasurer's Financial

Report and Financial Statements for the year ended 31 March 2025, as presented to the Annual General Meeting.
Moved by: Terri C
Seconded by: Rachel G
Carried: Yes

Resolutions required to reregister TMG under the Incorporated Societies Act 2022

Background – Re-registering Thames Music Group Incorporated (provided by Terri Churton, read by Rachel Gamby)

The Incorporated Societies Act 2022 came into effect on 5 October 2023 and replaces the previous 1908 Act. All existing incorporated societies, including Thames Music Group Incorporated, are required to **re-register under the new Act by 5 April 2026** in order to continue operating as an incorporated society.

The purpose of the new Act is to modernise the law for incorporated societies, making it clearer and more robust, with an emphasis on good governance, accountability, and member participation.

Re-registration is **not automatic** — each society must apply for re-registration, and as part of that process:

- A new constitution compliant with the 2022 Act must be adopted by the members.
- The society must resolve at a general meeting to re-register under the 2022 Act.
- Office holders must confirm they are eligible and consent to serve.

If we do not re-register by 5 April 2026, the society will cease to be incorporated and lose its legal status as a separate entity.

To move forward with re-registration, the committee has prepared a draft updated constitution that complies with the 2022 Act. Members will be asked at this AGM to pass the necessary resolutions so that the committee can submit our application for re-registration.

Resolutions Required

The following formal resolutions are proposed for consideration and approval at this Annual General Meeting:

1. That the Thames Music Group Incorporated apply to re-register under the Incorporated Societies Act 2022.
2. That the updated constitution, as circulated to members, be adopted as the society's new constitution.
3. That the following persons are elected/appointed as the committee members and contact person(s) to be named in the application for re-registration.
4. That the committee be authorised to take all steps necessary to complete the re-registration process.

1. Resolution to Re-register

That Thames Music Group Incorporated applies to re-register under the Incorporated Societies Act 2022 and authorises the committee to take all necessary steps to complete the re-registration process.

Moved by: Rachel Gamby
Seconded by: Elizabeth Jones
Carried: Yes

2. Resolution to Adopt Revised Constitution

That the draft constitution of Thames Music Group Incorporated, as presented to this meeting and attached to these minutes, is approved and adopted as the constitution of the society, effective upon successful re-registration under the Incorporated Societies Act 2022.

Moved by: Rachel Gamby
Seconded by: Terri Churton
Carried: Yes

3. Resolution to Elect Committee Members

That the following persons are elected as the committee members of Thames Music Group Incorporated for the coming year and to continue as the society's committee upon re-registration:

President: Rachel Gamby
Secretary: Anna Dunwoodie
Treasurer: Terri Churton
Committee Member: Jeweline Sly
Committee Member: Alison Shannon
Committee Member: Tony Winter
Committee Member: Warren Sly

Moved by: Anna Dunwoodie
Seconded by: Jeweline Sly
Carried: Yes

4. Resolution to Appoint Contact Person(s)

That the following person(s) be appointed as the contact person(s) for Thames Music Group Incorporated for the purposes of the Incorporated Societies Act 2022:

President: Rachel Gamby
Treasurer: Terri Churton

Moved by: Anna Dunwoodie
Seconded by: Barbara Tegg
Carried: Yes

Resolution: Auditor Appointment for the 2026 Financial Year

Background (provided by Terri Churton, read by Rachel Gamby)**:**
Under the rules of Thames Music Group Incorporated and in accordance with the requirements of the Charities Act 2005, an audit of the financial statements is not mandatory for societies whose annual operating expenditure is below the statutory threshold for a mandatory audit.

For the financial year ending 31 March 2026, the Society's annual operating expenditure is expected to remain below the threshold that would require an audit under the Act.

5. Resolution: Auditor Appointment for the 2026 Financial Year

That the members of Thames Music Group Incorporated resolve not to appoint an auditor for the financial statements of the Society for the year ending 31 March 2026, on the basis that the Society's operating expenditure is below the statutory audit threshold and no audit is required by law or by the Society's constitution.

Moved by: Rachel Gamby
Seconded by: Elizabeth Jones
Carried: Yes

General Business:

1. Impacts of Constitution on TMG governance and operations:
    - We intend to apply for Charitable Incorporated Society status.

    - Conflicts of Interest - Constitution requires committee to declare any conflict of interest Something to consider at future TMG committee mtgs, AGMs & SGMs

    - Consent and Certificate of Officer - all committee members have consented and signed.

        - Types of Members
            - Two special types of members existed under TMG's old rules.

        Patron: Reconfirm Elizabeth Jones
        Life Member: Reconfirm Joyce Doull

    - Two new Life Members have been nominated:
        - Jan Kitchen (for her 20 years of service on the TMG committee, including 10 years as TMG President)
        - Beverley Groves (for 5 years of extraordinary marketing services)
    - The constitution includes a new type of special member – Honorary Member - created to improve the security and care of the TMG piano. Three St. George's Church Vestry members have been nominated as Honorary TMG Members:
        - Rev'd Brendon Wilkinson
        - Allan Judd, and
        - Rod Mead

6. Resolution to Appoint Special Types of Members

That the following person(s) be confirmed or reconfirmed as special types of Members:

- Patron (reconfirm): Elizabeth Jones

- Life Member (reconfirm): Joyce Doull
- Life Members (confirm): Jan Kitchen and Beverley Groves
- Honorary Member (confirm): Rev'd Brendon Wilkinson, Allan Judd, and Rod Mead

Moved by: Rachel Gamby
Seconded by: Terri Churton
Carried: Yes

2. Annual subscription
   The TMG committee voted to raise membership dues for 2025 to $25 (an increase of $5) and chose to keep concert fees unchanged.(As per minutes 23/8/24 TW/AD, all in favour)
   Barbara – tend to think people don't get around to membership
   Simplified things by changing to a calendar year
   Lose track of the fact it's a new calendar year and they haven't paid their dues
   Elizabeth Jones recommended personalised email to each member informing them that their subscription is due for the current year's concert series
   Club Hub website

7. Resolution to Raise the subscription fee for the 2026 Financial Year

That the membership subscription for the 2025 concert series (in the 2026 financial year) be raised from $20 to $25 per person.

Moved by: Rachel Gamby
Seconded by: Tony Winter
Carried: Yes

Next AGM Meeting: 26 June 2026.

Thames Music Group Inc (TMG)

PRESIDENT'S ANNUAL REPORT - 25 JULY 2025

During the last financial year TMG enjoyed a wide range of Sunday performances, including Gliss Harps (harp ensemble), NZ Trio (chamber music), Jonathan Dunlop (piano), UngKlang (Danish female a cappella chorus), John Wells (organ and piano), Auckland Youth Orchestra, Auckland Youth Choir, NZ Chamber Soloists (chamber quartet), and Boya Guzheng (Chinese Zither Ensemble). Of those, UngKlang was far and away the most successful concert. They had a unique and beautiful sound. Happily, we had a record audience of 200+ to appreciate them. We were very fortunate to have had Mads Granum connect us with them. Without his suggestion, and his having donated half of his performance fee, from his December 2023 concert, towards paying them, we would not have been able to benefit from their being in New Zealand for the World Choir Games.

Several groups and local individuals have played in our Friday concert series, including Thames Talent (local guitar and vocal artists), University of Waikato Students (one concert featuring vocal students, another featured instrumental students), Thames Talent (a choir and musical entertainers from two local retirement communities), St Francis School Students (primary school students), Thames High School (music students), Irahapeti and Friends (harpsichord, with vocals and other instruments), and Elsa Klein (harp).

The 2024 TMG concert series, for the second calendar year in a row, had a total of 17 concerts – one extra Sunday concert. Our performers and audience continue to appreciate what a beautiful concert venue the St. George's Anglican Church is, both visually and aurally, with its excellent acoustics. In addition to our grantors Trust Waikato and Creative Communities Scheme, we acknowledge and thank the church at each and every concert for their generosity in permitting TMG to use the church as a venue, and for housing our piano which they've been doing for 42 years.

At the beginning of the 2024-25 financial year TMG engaged Michael Ashby to replace the hammers of TMG's piano. This work means that the TMG piano will remain a concert-standard instrument for approximately another 20 years, as long as we keep fully servicing the piano every three years (in addition to regular tuning and ensuring the piano heater is kept on at all times). The need for a piano policy, to ensure that the piano is cared for and maintained correctly, and establishment of records concerning the piano's maintenance history were identified and the TMG committee has begun to work on both.

An extensive budget exercise was undertaken in the latter half of 2024 to better understand which concerts run at a net gain and which run at a loss. The resultant spreadsheets have improved all committee members' grasp of TMG's finances and informed our development of a compensation policy, which will go into effect in 2026, as well as the decision to raise the annual membership fee from $20 to $25.

In November, TMG committee member, Tony Winter, conducted a bid process to source the most comprehensive and affordable piano insurance policy. TMG was able to secure a good policy taking us through to November 2025, however the insurance market is such that, there is no guarantee that we will be able to continue to obtain cover for all the most likely risks, so the TMG committee has established a term deposit as a piano replacement fund, which we hope will eventually permit TMG to self-insure the piano.

TMG's volunteer committee members perform a huge amount of work over the eight or nine months a year during which we offer our concert series. The concert 'season' is usually from March to October, but in 2024 we had our last Sunday concert in early November. We had very little down time between our 2024 concert series and the 2025 concert series beginning. From November to February committee members and four of our sub-committees kept working on their areas of responsibilities, and on continuing to update our jobs manual to record sub-committee roles and responsibilities: concert programming; fundraising; marketing; and the new constitution. The latter two areas were particularly busy.

The marketing sub-committee lost a key member when Beverley Groves resigned from both the TMG committee and her role doing the vast majority of TMG's marketing. She graciously agreed to continue to design TMG's concert posters, but it has been a huge challenge to redistribute the considerable array of other marketing activities she had put in place during her 5-year tenure on the committee. Since her departure the members of the marketing sub-committee have learned just how extensive Beverley's contribution has been in expanding TMG's exposure and audience, and we've had a steep learning curve coming to grips with new tasks and responsibilities. Anna Dunwoodie has taken a lead role in coordinating our efforts and updating the marketing section of the jobs manual.

The constitution sub-committee and the full TMG committee has worked hard preparing the constitution for the 2025 AGM. We've discussed making the TMG's etiquette document, the jobs manual, performer agreement templates, our piano policy and piano maintenance history, and the performer compensation policy TMG's bylaws (as permitted in the last clause of the constitution).

The concert programming committee always works one year ahead, scheduling next year's programme even as this year's programme is being delivered. The programme for the following year is confirmed by October before that next calendar year. In January and February of 2025, we received two 2025 Sunday performer cancellations, which necessitated some quick work to identify replacements and still get the TMG bookmarks printed before our first March 2025 concert.

The fundraising committee met often in January and February to both produce reports for our two major funders and reapply for grants. The budget work conducted in late 2024 was extremely helpful in the preparation of both the reports and the grant applications.

One of the biggest challenges that the TMG committee has, is maintaining a sufficient number of committee members. We were fortunate to have both Jeweline and Warren Sly join the committee in 2024, but we also lost two members. In addition to Beverley's resignation, we lost Glen Sylvester when she unexpectedly had to resign in late 2024. I'd like

to take this opportunity to thank Glen for her service. We've also had a change in personnel in a key Executive Officer role. Alison Shannon indicated in early 2024 that she would like to step down from the Treasurer role, which she had diligently performed for six years. I am very grateful to Alison for agreeing to remain in the role until late 2024, when we were able to recruit Terri Churton as both a new committee member and Treasurer. I would like to take this opportunity to formally thank Alison for all her years as Treasurer.

Only five of our seven members on the committee are regularly available for most concerts. We often have only four committee members on deck on concert days, and on more than one occasion we've had only three, which creates some logistical challenges.

It has been a year of getting our house in order in preparation for adopting and implementing our new constitution. We've made huge strides on many fronts but we still need to recruit a few more committee members so that we can continue to successfully deliver on the mission and vision of our TMG committee forebears.

Kind regards and thanks,

Rachel Gamby

Statement of Cash Received and Cash Paid

Thames Music Group
For the year ended 31 March 2025

'How was it funded?' and 'What did it cost?'

	NOTES	2025	2024
Operating Activities			
Cash Received			
Donations, koha, bequests and other fundraising	1	2,808	975
General grants received	1	2,000	2,500
Membership fees and subscriptions	1	2,630	1,800
Sale of goods or services (commercial activities)	1	17,325	17,783
Interest received	1	161	246
Total Cash Received		**24,924**	**23,303**
Cash Paid			
Costs related to sale of goods or services (commercial activities)	2	(11,812)	(8,200)
Other costs related to delivery of entity objectives	2	(11,918)	(10,840)
Grants and donations paid	2	-	(4,205)
Other cash paid	2	(3)	(3)
Total Cash Paid		**(23,733)**	**(23,248)**
Cash surplus or (deficit) from operating activities		**1,191**	**56**
Increase/(Decrease) in Bank Accounts and Cash		**1,191**	**56**
Cash and Cash Equivalents			
Cash and cash equivalents at beginning of period		12,161	12,106
Net change in cash for period	4	1,191	56
Cash and cash equivalents at end of period		13,353	12,161

Notes to the Performance Report

Thames Music Group
For the year ended 31 March 2025

	2025	2024
1. Analysis of Receipts		
Donations, koha, bequests and other fundraising		
Concert Friday Koha	2,338	725
Donations	470	250
Total Donations, koha, bequests and other fundraising	**2,808**	**975**
General grants		
Creative Communities Grant	1,000	1,500
Trust Waikato Donation	1,000	1,000
Total General grants	**2,000**	**2,500**
Membership fees and subscriptions		
Membership Subscriptions	2,630	1,800
Total Membership fees and subscriptions	**2,630**	**1,800**
Sale of goods or services (commercial activities)		
Concert Sunday Income	16,405	17,783
Mulitcard Income	920	-
Total Sale of goods or services (commercial activities)	**17,325**	**17,783**
Interest, dividends and other investment receipts		
Interest Income	161	246
Total Interest, dividends and other investment receipts	**161**	**246**

	2025	2024
2. Analysis of Payments		
Costs related to sale of goods or services (commercial activities)		
Performer Payment (Sunday)	11,812	8,200
Total Costs related to sale of goods or services (commercial activities)	**11,812**	**8,200**
Other costs related to delivery of entity objectives		
Advertising & Printing	1,867	1,489
Church Hire (St George's Vestry)	2,915	3,000
Insurance (Piano)	207	743
Performer Payment (Friday)	2,550	2,300
Repairs and Maintenance (Piano)	3,926	3,009
Royality Fees	297	-
Sundry Expenses	97	299
Travel - National	60	-
Total Other costs related to delivery of entity objectives	**11,918**	**10,840**
Grants and donations paid		
Donations (St George's Restoration Fund)	-	4,205
Total Grants and donations paid	**-**	**4,205**

	2025	2024
Other operating payments		
Bank Fees	3	3
Total Other operating payments	**3**	**3**

	2025	2024
3. Cash Received or Paid for Other Activities		
Investments		
Westpac Term Deposit	(7,000)	-
Total Investments	**(7,000)**	**-**
Equity		
Opening Balance	32,161	32,106
Current Year Earnings	1,191	56
Total Equity	**33,353**	**32,161**

	2025	2024
4. Bank accounts and cash		
Westpac 00 Bank Account	4,980	9,075
Westpac 28 Bank Account	1,373	3,086
Total Bank accounts and cash	**6,353**	**12,161**

	2025	2024
5. Significant Assets		
Westpac Term Deposit	7,000	-
Yamaha Grand Piano	20,000	20,000
Total Significant Assets	**27,000**	**20,000**

6. Related Party Transactions

There were no transactions involving related parties during the financial year.

7. Correction of Errors

The entity has elected to use the Tier 4 (NFP) Standard issued by the External Reporting Board (XRB). All transactions are reported on a cash basis. Last year was based on a Statement of Income and Expenditure only.

8. Events After the Financial Year End

There were no events that have occurred after the financial year end that would have a material impact on the Performance Report (Last year - nil).