



## MINUTES OF AFRIKA BURNS CREATIVE PROJECTS NPC ANNUAL GENERAL MEETING

Saturday, 27 October 2018 – 10h00 to 13h30

### **ATTENDANCE REGISTER (26 voting Members out of 27 total)**

#### IN ATTENDANCE

- |                                    |                         |
|------------------------------------|-------------------------|
| 1. Bendzulla, Sam                  | 14. Van Noordwyk, Nicci |
| 2. Brand, Rian                     | 15. Weinek, Robert      |
| 3. De Bruin, Scheepers             | 16. Wessels, Adriaan    |
| 4. Doyle, Timothy                  |                         |
| 5. Fletcher, Faldelah              | Andrade, Marcos         |
| 6. Fletcher, Paul                  | Case, Abi               |
| 7. Gerhard, Mickey                 | Kirsten, Sonica         |
| 8. Linsell, Liz                    | Liebman, Rick           |
| 9. Lyle, Travis                    | Morris, Cara            |
| 10. Lang, Tristan (online) (proxy) | Schroeder, Robert       |
| 11. McDermid, Wayne                | Smith, Shannon          |
| 12. Schiess, Monique               | Vusani, Nokubonga       |
| 13. Tanner, Lorraine               | Xhelollari, Egi         |

#### APOLOGIES

17. Baard, Bradley
18. Marques, Isa (proxy)
19. Marsh, Alex (proxy)
20. Maud, Verity
21. Sheridan, Helena
22. Strauss, Werner (proxy)
23. Woolfson, Jacqui

#### ABSENT

24. Goddard, Simon
25. Grose, Paul
26. Honig, Paul
27. January, Jano

### **1. WELCOME BY CHAIRPERSON**

The meeting opened at 10h05 and the Chairperson welcomed everyone present. There were no objections to his chairing the meeting.

### **2. APOLOGIES AND PROXIES, ESTABLISHMENT OF QUORUM, CONFIRMATION OF EXISTING DIRECTORS AND MEMBERS FOR VOTING PURPOSES**

APOLOGIES: 7  
NO APOLOGIES: 4  
ELIGIBLE VOTES: 26 out of 27 (QUORUM – 16 present)  
PROXIES: 4

### **3. CONFIRMATION OF MINUTES OF 2017 AGM**

Accepted with no objections.

#### **4. REPORTS 2018**

**4.1 Managing Directors Report** – Please see *Addendum (4.1) Managing Directors Report October 2018*

**4.2 Outreach Report** - Please see *Addendum (4.2) Outreach Low Res FY18*

**4.3 Creative Development Report** –Please see *Addendum (4.3) Creative Development Low Res FY18*

#### **5. APPROVAL OF YE2018 DRAFT FINANCIAL STATEMENTS**

Please see *Addendum (5) Afrika Burns Creative Projects NPC - July 2018 Draft - 24.10.2018*

The draft Annual Financial Statement was approved with no objections. AfrikaBurn has achieved an unqualified audit for the 8<sup>th</sup> year in a row.

The following questions were put forward:

- Interest rate on the capital reserve  
A: This is lower than achievable in a fixed term account or other investment vehicle, but the funds must remain fluid for operating requirements.
- The increase in signage costs  
A: This additional spend was for the official provincial road signage produced for the R355 in partnership with Western and Northern Cape Roads.
- The increase in salaries spend  
A: DPW stipends were previously reflected as an Event expense but have been moved across to Salaries at the auditor's recommendation.
- What are the Directors emoluments?  
A: Where a Director is also employed by AfrikaBurn in another capacity (e.g. as a portfolio lead), the emolument is the remuneration they earn in respect of this role. It is separate and distinct from any fee paid for their work as a Director.

#### **6. APPROVAL OF AUDITORS' REMUNERATION FOR PAST YEAR AND APPOINTMENT OF AUDITORS FOR 2019.**

The Auditors' remuneration was approved with no objections.

A S Pocock Inc. were again appointed as the auditors, with no objections.

The proposal to appoint CMDS to prepare the books for audit going forward was accepted with no objections.

#### **7. DIRECTORS: CONFIRMATION OR RESIGNATION OF EXISTING DIRECTORS (NEW DIRECTOR VOTES POSTPONED UNTIL FEBRUARY 2019)**

Resignations/cycles ending this year: Travis Lyle, Julia Savage, Tola Okunlola, Adriaan Wessels. With thanks for their service.

Appointments this cycle: Abi Case, Lorraine Tanner, Monique Schiess.

It was noted that the election of members and directors should be done at the AGM. It was noted that the Directors Oversight Committee and the Members Secretariat are not functioning sufficiently well to support the processes around the assessment and appointment of new Members and Directors. It was noted that best practice dictates that Directors should not define and manage these processes. These challenges remained unresolved and the Directors are asked to devise a way forward.

Nominations for new Directors and Members should open in November.

**8. MEMBERS: CONFIRMATION OR RESIGNATION OF EXISTING MEMBERS (NEW MEMBER NOMINATIONS DEFERRED UNTIL 1 NOV 2018, VOTING END FEBRUARY 2019)**

Resignations this cycle: Graeme Allen, Simon O'Callaghan, Tola Okunlola. With thanks for their service.

**9. CHANGES TO MEMBERS MEMORANDUM (INCL. "TRAINING WHEELS")**

Please see *Addendum (9) Draft proposed track changes to Members Memorandum*

Proposed changes to the Members Memorandum were presented and discussed. These included that nominations / applications for Membership remain open year-round, and that the application and approval process include an extended "training wheels" period, allowing applicants to understand the scope of engagement required before committing, and providing opportunity for more informed voting.

The Member Liaison will incorporate the proposed changes into the current Members Memorandum and circulate for comment and resolution. Voting on the revisions will take place at the Special Members Meeting in February 2019.

**10. PROPOSAL FOR "DEMOCRATISING THE BURN"**

Please see *Addendum (10) Community Elected Members Proposal*

Two variations were presented and discussed.

- a) allowing for Affiliates to vote for all members
- b) allowing for community elected members to a maximum of one third of the full membership.

It was noted that adopting either variation would necessitate a change to the MOI, which sets out and governs how elections are held, and that for this same reason a trial run could not be conducted prior to formal adoption.

*Proposal withdrawn pending further discussion (16 yes, 3 abstain)*

The Member Liaison will incorporate the proposed changes into the current MOI along with other changes from this AGM and circulate for comment and resolution. Voting on the revisions will take place at the Special Members Meeting in February 2019.

**11. PROPOSAL TO AMEND THE VOTING PRACTICE IN THE ELECTION OF DIRECTORS**

Please see *Addendum (11) Proposal to amend the voting practice in the election of the Directors*

*Proposal passed. (17 yes, 2 abstain)*

**12. PRESENTATION OF PROPOSAL TO AMEND THE OBJECTIVES OF AFRIKA BURNS CREATIVE PROJECTS NPC, IN SUPPORT OF PBO APPLICATION (TO BE VOTED ON ELECTRONICALLY POST-AGM)**

Please see *Addendum (12) MOI AfrikaBurn amended OOct 2018 draft 1 NSC*

The proposed changes to the MOI were presented and will be circulated to Members for further engagement ahead of electronic voting. The principle of Radical inclusion will be expanded to better reflect AfrikaBurn's position on this in the South African context.

**13. INTELLECTUAL PROPERTY PROPOSAL**

Please see *Addendum (13) Intellectual Property Proposal*

*Deferred for further discussion and voting at SMM (16 votes - simple majority).*

**14. PRESENTATION OF LAND PARCEL AND PROPOSAL TO PURCHASE (TO BE VOTED ON ELECTRONICALLY POST-AGM)**

Please refer to *this link (20MB file) for the Land Presentation:*

[https://drive.google.com/open?id=1Ei3081VIHqkZ4UljpxstzqinS\\_d7qowqG\\_4eSyVv0IQ](https://drive.google.com/open?id=1Ei3081VIHqkZ4UljpxstzqinS_d7qowqG_4eSyVv0IQ)

The parameters associated with each potential site will be tabulated and distributed to members for consideration ahead of voting.

**15. APPROVAL OF CAPITAL EXPENDITURE**

Cashflow projections were presented showing the impact of several scenarios on the capital reserves. These projections informed discussion and decision-making around the proposed capital expenditure.

Please see *Addendum (15.1) capital expenditure narrative, and Addendum (15.2) afrikaburn\_cashflow\_2019*

The following critical purchases were presented to Members (**approved by Directors within their mandate**)

- |  |         |
|--|---------|
| 1. 2 x pipe cars (1 x Rangers, 1 x Mutant Patrol): | R45 000 |
| 2. Scullery Tent (2 <sup>nd</sup> hand):           | R5 400  |
| 3. FM Transmitter (RFT):                           | R9 500  |

The following critical capital expenditure was presented as supported by Directors and was **approved by Member vote**.

- |  |          |
|--|----------|
| 4. 64 flowbins (toilets and drinking water): | R110 000 |
| 5. Cook tent (kitchen):                      | R12 800  |
| 6. 2 x glass door fridges:                   | R3 000   |
| 7. 1 x chest freezer:                        | R6 600   |
| 8. Rebar drill (2 <sup>nd</sup> hand):       | R17 000  |

Other Capital requests:

- |  |            |                 |
|--|------------|-----------------|
| 9. Nissan Bakkie (towing vehicle):       | R150 000   | <b>approved</b> |
| 10. Generator 66 kVa:                    | R176 000   | deferred        |
| 11. Trailer for Gennie:                  | R31 000    | deferred        |
| 12. DB board and power plugs for Gennie: | R31 000    | deferred        |
| 13. Gas Oven:                            | on auction | deferred        |
| 14. 2 x trailer:                         | R50 000    | deferred        |

Deferred Capital requests (held over to the next financial year):

- |                       |          |                         |
|-----------------------|----------|-------------------------|
| 15. 3-6 ton truck:    | R140 000 | deferred until FYE 2020 |
| 16. Fencing for gate: | R43 000  | deferred until FYE 2020 |

The purchase of the Navara was approved: 16 yes

**16. General**

No additional items were put forward.

**17. Close of Formal AGM**

The meeting was closed at 13h30, with thanks from the Chairperson to everyone present.