



MINUTES OF AFRIKA BURNS CREATIVE PROJECTS NPC ANNUAL GENERAL MEETING

Saturday, 28 October 2017 – 10:00 – 15h00

RSVP'S

NO	NAME	MEMBER	DIRECTOR	OPS	GUEST
IN ATTENDANCE:					
1	Allen, Graeme	X			
2	Bendzulla, Samantha	X	X	X	
3	Brand, Rian	X			
4	de Bruin, Scheepers	X		X	
5	Doyle, Timothy	X		X	
6	Fletcher, Faldelah	X		X	
7	Fletcher, Paul	X			
8	Gerhard, Michael	X			
9	Goddard, Simon	X			
10	Grose, Paul	X			
11	Honig, Paul	X			
12	Lang, Tristan	X			
13	Linsell, Elizabeth	X			
14	Lyle, Travis	X	X	X	
15	Marsh, Alex	X			
16	O'Callaghan, Simon (online)	X			
17	Okunlola, Tola (online)	X	X		
18	Schiess, Monique	X		X	
19	Sheridan, Helena	X		X	
20	Strauss, Werner (online)	X			
21	Tanner, Lorraine	X		X	
22	van Noordwyk, Nicci	X		X	
23	Weinek, Robert	X	X	X	
24	Wessels, Adriaan (non-voting)	X	X		
25	Woolfson, Jacqui	X		X	
26	Case, Abi			X	
27	Holmes, Paul			X	
28	Little, Brian			X	
29	Savage, Julia		X	X	
30	Lang, Bryan (Twilight)				X
31	Redpath, Jean				X
32	van Loggerenberg, Noellyne				X
33	Goldschmidt, Tom			X	
34	Hoffenberg, Jonathan				X
35	Zahn, Markus				X
NOT IN ATTENDANCE:					
1	Baard, Bradley (proxy received)	X			
2	January, Jano (no proxy)	X			
3	Marques, Isa (proxy received)	X		X	
4	Maud, Verity (proxy received)	X			
5	McDermid, Wayne (proxy received)	X			

1. Welcome by Chairperson

Tristan opened the meeting at 10h05 with a reading on Holocratic practice from Frederic Laloux and welcomed everyone present.

2. Apologies and Proxies, establishment of quorum, confirmation of existing Directors and Members for voting purposes

APOLOGIES: 5

ELIGIBLE VOTES: 28 out of 29

PROXIES: 5

3. Confirmation of Minutes of 2016 AGM

No objections. **Accepted with 26 votes.**

4. Approval of YE 2017 draft financial statements

Abi went through the draft AFS and explained in more detail. Unqualified audit. No objections. **Accepted with 25 votes.**

5. Members: Confirmation or resignation of existing Members (new Member nominations suspended for this cycle)

Tristan thanked the 8 members who have resigned in the past year. They are Roger van Wyk, Devin Isaacs, Erica Inches, Nathan Honey, Jonathan Hoffenberg, Mike Suss, Julia Savage and Kirsten Brann (awaiting official notice).

The member nomination and election process is to be streamlined in the future with the appointment of the member liaison. It is important to remember that you are putting yourself forward for membership of the organisation, not the event. It is radical bureaucracy and a significant governance load. We must seek members who can support AfrikaBurn in its broader objectives and longer-term ambitions.

Suggestion that we do callouts earlier. Suggestion - kinder to announce results remotely, after the AGM. Members don't really know each other. Actively contact each other. New induction process should assist with this.

Moratorium on member voting, proposal that Directors voting is deferred to January 2018. Tristan noted that the Member Secretariat has heard the feedback and we are working on it. Hoping to integrate members better in the future.

6. Directors: Confirmation or resignation of existing Directors (new Director votes postponed until January 2018)

Proposal is that we extend existing Director contracts until the end of January 2018. Asking for agreement from the membership to defer the appointment of new directors today, with elections to be done remotely by no later than end of January 2018. This is to allow the new Directors Oversight Committee an opportunity to conduct the new Director reviews, which is especially important where Directors are standing for re-election. Nicci outlined the Director Review and Board self-assessment process.

There are 7 members on the Directors Oversight Committee; 3 are operational, 4 are not.

Tristan asked whether Directors would consider suspending their member voting rights? Does create a separation of powers. Gives us opportunity to increase membership. Just a suggestion to discuss on Slack.

Current Status:

- Paul Grose resigned in March 2017. One seat available.
- Adriaan & Travis have committed to seeing out their terms which will end in Oct 2019.
- Robert's term is coming to an end at this year's AGM and he will stand for re-election.
- Tola and Julia's terms will end on 31 January 2017. Tola has indicated she will stand for re-election. Julia will see out her term and not stand for re-election.
- Sam's 3-year fixed term contract comes to and end on 31 December 2017. The Directors recommend her continued appointment, terms to be confirmed.

Discussion re Sam's contract – proposal: extend until end of financial year, to allow for security of organisation over event critical path and to allow for a proper review before any further extension.

Directors election deferment until end January 2018: 25 votes.

Managing Director's contract: Extend contract on current terms until end of financial year, or until new contract is done post review process. 24 votes.

7. Approval of revised MOI

Chairperson recommends we accept MOI as it is proposed and as it has been drafted according to our agreements on various platforms. Read through the Objectives – Annexure A. Pointed out other significant changes. Thanks to all who worked on it.

It is noted that as of tomorrow, we are going to require 3/4 majority of members voting to pass a special resolution. For Directors voting, 76% of ALL members. For an ordinary resolution, 60,1%. Same threshold we have been operating on under the last few years. Schedule 3 part A, schedule 4 part A explained.

MOI passed with revisions. 26 votes.

8. Directors Report 2017

See report here: https://drive.google.com/open?id=1LHgFoPlhtDPJqR8du615s8ur2hgrx_ct. With thanks to Sam.

9. Approval of 2018 Budget/ Approval of ticket prices and ticket strategy

Abi explained. Vote needed on 3 income scenarios.

Creative projects: around 10% of total bottom line. Graeme - feels this is too little.

Alex – question of process. Voting on scenarios/ticket strategy. Sam explained process of working on budget. Everything that can be taken out has been taken out; where an expense can be attributed to capital expenditure or contingency, it has been.

Scheepers – explanation re 3 options (based on ticket price and number of subsidised tickets awarded).

Graeme suggests that if apportionment comes early enough a percentage of that goes to Art.

Loz – should we be voting on a scenario without car passes? We could.

Alex: 3 questions: 1) how do we bound them? 2) subsidised tickets - do we not want the 500? 3) Supporter Tickets – question the motivation behind these? Explained.

Will have to work out framing and technicalities around car passes. Liz agrees with voting on car passes, feels the amount is too much.

Philosophical Car pass vote: No objections. In favour: 18 out of 24, 5 abstentions.

Is R300 x 3000 in each budget. If reduced from R300 to R100. Diff of R400k on bottom line. We voted on R300 at SMM. Mickey proposes we try bring in R900k incl. VAT through car passes (structure to be decided on). How we weight income from car passes is NB. Prices could be scaled up during event. Support for this.

Can we agree that we will take care of basics, e.g. art crews. We have to take care of that aspect. So we have to have the philosophical discussion now. Werner – car pass NB to bring consciousness to situation. Some of car pass levy should go to R355 road safety initiative. Could link car passes to Work Access Passes. – those who come to work / set up before the event would not need to purchase a car pass.

Sam not confident that we can sell more than 3000 car passes. Propose lower target? (min R500k).

According to Julia, 2000 get WAPs before gates open, also after gates open there will be people who get free car pass. The vast number of people coming to the event come on their own. We will sell more than 3000. Sam explained why she thinks this is not accurate: 1000 crew and children, 2000 Work Access Passes, assume at least 2 people per car, assume also a percentage coming by bus or by air. Can only realistically assume 5 000 car passes required in total.

Suggestion - International ticket prices in dollars instead? Abi – this could allow for the next year to figure out car passes. Is it fair? Are we taxing privilege, instead of rewarding privilege?

a. PROPOSAL: Aim to generate R500k min in car passes: Agreed - 21 out of 28

b. TICKET PRICE VOTE:

Green: 22/28 - passed

Blue: Scrap this option

Yellow: None

c. BUDGET APPROVAL: 23

Monique: In next round we should approach budgeting differently, i.e. have a round-table with people compiling budgets around principles on which we are budgeting. Abi: Brian and her already talking about how we can change the process.

If a car pass meeting is had can the members be invited. Yes

Mickey/Graeme left at 2pm and gave indicated proxies.

10. Land update and vote on next steps

Monz gave a comparison to two other properties. Will do due diligence and will go and look at these. Get details from Monz. Some discussion. Even if we don't get go ahead would be good to have the valuator go and look at it again.

Proposal one: 25 yes / 3 no / 0 abstain

To pursue the purchase of land for the purpose of holding the annual AfrikaBurn event and expanding AfrikaBurn vision and mission.

Explanation: Based on progress made to date (the research and investigation into the prospect of land ownership, the results of the review of the current lease agreement, identification of models for land management and examples of constitutions, and investigation into specific pieces of property), do we further pursue purchasing land for AfrikaBurn?

*If the answer to Question 1 is in the negative, the further questions can be forfeited.
Or, if we are voting by ballot, all three questions can be posed (and counted) one after the other.*

Proposal two: 22 yes / 4 no / 2 abstain

To enter into negotiations around purchasing De Bosch and undertake the necessary due diligence.

Explanation: The due diligence requires an investment of time and money and should only be undertaken if we are serious about potentially purchasing this land. Due diligence could include a professional land valuation, water assessments, research into alternative comparative sites

Proposal three: 19 yes / 8 no / 1 abstain

To proceed with the aim of securing the land within this financial year.

Explanation: To properly survey the land and plan for site layout and activities will take time. This would need to be completed by end December 2018, ahead of the critical path for the 2019 event, as we would need to move off the current site entirely by no later than the end of July 2019.

11. Approval of Capital Expenditure (members will be asked to approve IN PRINCIPLE per line item)

Sam gave an outline of the different line items. Some discussion and questions of clarification and explanation.

Toilets: Must have a plan B if the stress test does not work. They are protected, very robust, have a prototype up at the work yard. Will improve structural integrity. Michael MacKenzie will be on site to oversee servicing and maintenance and run it with us. 180 long drops still on site.

VOTE COUNT (done on ballot):

1. Stretch Tents (bought already) – R72,000	Yes, retrospectively 28
2. Land Rover (bought already) – R22,500	Yes, retrospectively 28
3. Second hand shade tents x 3 (bought already) – R15,000	Yes, retrospectively 28
4. 1 x Hilux/Isuzu/Mitsubishi/Nissan bakkie – R200,000	20 yes / 5 no / 3 abstain
5. Washbox Toilets – R650,000	26 yes / 0 no / 2 abstain
6. Baler – R50,000	23 yes / 2 no / 3 abstain
7. Airspace air band radios – R15,000	25 yes / 0 no / 3 abstain
8. 2 x double axel 3 ton trailers - R80,000	26 yes / 0 no / 2 abstain
9. 5 x Second hand farm vehicles - R155,000	24 yes / 1 no / 3 abstain
10. Tractor with forklift – R200,000	21 yes / 3 no / 4 abstain
11. 3 x Quad bikes – R195,000	8 yes / 17 no / 3 abstain
12. Conferencing equipment (ICT) – R11,050	25 yes / 3 no / 0 abstain
13. Solar rig DMV – R35,000	18 yes / 6 no / 4 abstain

14. Approval of proposed changes to Directors' mandate to authorise expenditure

Up from R50k limit, to 3% of capital reserves in any financial year.

Vote: 24, 1 abstention

15. Close of Formal AGM (14h30)

16. PRESENTATIONS TO MEMBERS QUORUM / WORKGROUP FEEDBACK

These items will be distributed for discussion on the Members Slack Channel, with individual threads.

- a) Environmental Objectives (DEAR)
- b) Ethical Supply Chain & Procurement Policy
- c) Resource Mobilisation Strategy
- d) Outreach objectives and planned expenditure
- e) Structural Integrity
- f) The Grand Switcheroo/SOOP Update

Monz explained the flipping over of the town grid. Put the large sound system at 2ish. New quiet zone will be on 10ish. This makes a lot more quiet camping available. Radial scenario, low arc, where the sound rigs point away from each other. Notional line down the middle. Clan moving to Subterrifuge site. Mandatory amplified sound switch off 7-11 am Mon-Thu. Light at deep 10ish. e.g. Triple bypass. What are the consequences of breaking silence? The community will establish the practice.