



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

**Saturday, 24 October 2020 – 09h00 to 16h00**

**HELD ELECTRONICALLY ON THE ZOOM PLATFORM**

**ATTENDANCE REGISTER (\*16 voting members and \*\*4 voting proxies out of 20)**

**MEMBERS IN ATTENDANCE**

1. Bendzulla, Sam\*
2. De Bruin, Scheepers \*
3. Gerhard, Mickey \*
4. Linsell, Liz \*
5. Lang, Tristan \*
6. Marsh, Alex \*
7. McDermid, Wayne \*
8. Nel, Diaan \*
9. Shah, Subhas \*
10. Tanner, Lorraine (voting rights suspended)
11. Weinek, Robert \*
12. Wessels, Adriaan (voting rights suspended)
13. Woolfson, Jacqui \*
14. Doyle, Timothy\*
15. Fletcher, Faldelah\*
16. Honig, Paul \*
17. Dondolo, Sindy \*(contacted at 10.10)
18. Fletcher, Paul\* (contacted at 10.12)

Minutes: Lorraine Tanner

## **1. Welcome by Chairperson of the Board Roger van Wyk**

Roger introduced the meeting and welcomed everyone and thanked Julia Savage for the use of platform Zoom. He noted it had been a “year like no other challenging and in the extreme” and that as people within the organisation, we are all in service to move it forward. He outlined the plan for proceedings in that he would Chair the first part of the meeting, and if supported and no objections were raised he would hand over the Chairship to Adriaan Wessels to chair the voting business items 7-12 given his experience and adeptness around the technical aspects of voting, who had identified himself as able to fulfil the function.

Lorraine noted for the record, that as per the MOI it is the responsibility of the Board Chair to Chair members meetings, failing that another Director and as the only other Director on the meeting and the person responsible for taking minutes she is unable to fulfill the function, stepping aside for a member.

***Adriaan Wessels proposed himself***

***Sam Bendzulla supported***

***There were no objections***

Roger outlined a plan for Item 13 at the end of the meeting to be kept to about an hour noting that everyone currently has extremely demanding lives, and to encourage all to keep on point so there are no unnecessary delays or repetitions. He also noted that Abi Case had an important personal commitment to attend to directly after Item 5 and so any questions on the finances would need to be asked during these items.

## **2. Apologies and Proxies, establishment of quorum**

Jano January (proxy given)

Monique Schiess (proxy given)

Brad Baard (proxy given )

Nicci van Noordwyk (proxy given)

Mike Suss

Nic Raubenheimer

Shannon Smith

***Quorum established with 14 voting members and 4 proxies given at the time of establishment.***

## **3. Confirmation of Minutes of 2019 AGM**

***Tristan Lang proposed the minutes***

***Sam Bendzulla seconded***

***No Objections***

*It was noted that one matter in the previous minutes was outstanding, and the question raised are there matters arising that should be carried over?*

*Brief discussion on the detail of the item relating to MemSec capacity vs available budget for a remunerated role, general agreement to discuss in General.*

#### **4. Financial Report ; approval of YE 2020 draft financial statements**

**(See Annexure A)**

The finance report and draft Annual Financial Statement were presented by Abi Case. AfrikaBurn has achieved an unqualified audit for the 10<sup>th</sup> year in a row.

Abi noted there are some minor changes still to be captured between the Ops and Event costs on the audited financial statement, Pocock has concluded interrogation with Directors and fulfilled their due diligence.

The following questions and points were put forward:

*Congrats on the work and 10-year unqualified audit and Section 18A*

*Are debtors listed/shown?*

*Response: one debtor, the sublet to our tenant, off top of head - 29k which the auditor has queried for the length of time on the payment due.*

*Are creditors listed/shown? What about Stoney?*

*Response: we don't run credit, we are not running an account so this isn't seen as a credit remainder it falls under the FY2021.*

***Liz Linsell proposed approval of the draft Audited Financial Statement - feels proud.***

***Alex Marsh and Robert Weinek seconded.***

**Approved with no objections.**

#### **5. Approval of Auditors' remuneration for past year and appointment of Auditors for 2021**

***Liz Linsell: Propose approval of the Auditors remuneration and appointment, agree with 5-year review, accountants are not consultants.***

***Alex Marsh and Robert Weinek seconded.***

**Approved with no objections.**

#### **6. Directors Report 2020**

**(See Annexure B)**

Roger van Wyk handed the Chairing over to Adriaan Wessels and thanked him for taking over. Adriaan requested the floor confirm there were no objections and approved the change of chair.

**Approved with no objections.**

Adriaan Wessels took over as Chairperson.

Members Secretariat (MemSec) represented by Subhas Shah explained the technicalities of how the online voting would proceed.

At 09.45 - it was recorded that there were 14 voting members and 4 proxies present and that 2 voting members were currently not in attendance.

#### **7. Directors: confirmation or resignation of existing Directors; for voting purposes**

Faldelah Fletcher representing MemSec noted:

Sam Bendzulla, Monique Schiess and Robert Weinek resigned during the course of the year as Directors and are again eligible to vote as voting members.

Abi Case resigned as a Director but is not a member and therefore cannot vote.

Lorraine Tanner is still in service as a director and thus still has her voting right suspended.

Adriaan Wessels is the one of the 3 Non-Executive Directors and stepping down in terms of MOI rule, his voting is suspended as per the record date of the meeting.

#### **8. Members: confirmation or resignation of existing Members; for voting purposes**

Tristan Lang representing MemSec: The only member resignation in this cycle was from Rian Brand, no new members have joined in this cycle.

Sam Bendzulla representing MemSec: confirmed the List of Members (\*voting right suspended)

Adriaan Wessels\*

Alex Marsh

Brad Baard

Diaan Nel

Faldelah Fletcher

Jacqui Woolfson

Jano January

Liz Linsell

Lorraine Tanner\*

Mickey Gerhard

Monique Schiess

Nicci van Noordwyk

Paul Fletcher

Paul Honig

Robert Weinek

Sam Bendzulla

Scheepers de Bruin

Sindy Dondolo

Subhas Shah

Tim Doyle

Tristan Lang

Wayne McDermid

## 9. Voting : Resolution pertaining to Board composition

Adriaan Wessels: I believe this resolution has been withdrawn?

Sam Bendzulla: yes, correct it's been withdrawn.

## 10. Voting for new Non-executive Directors\*

A proposal was tabled to vote on a new matter at the AGM - that voting of Non-Executive Directors be postponed until 8 November to allow new voting members elected at today's AGM to participate. This requires a proposal to be unanimously approved to waive the notice period, as per the MOI/Companies Act, before being tabled.

Sam Bendzulla (representing MemSec) read both proposals:

Proposal 1 - Pertaining to the notice period: It is proposed that the notice period for a voting matter be waived and that the members vote on this matter at the AGM.

Proposal 2 - Pertaining to the participation of new voting Members in the upcoming election of NEDs: It is proposed that the NED elections scheduled to take place at the AGM on 24 October 2020 are to be postponed to an electronic vote closing 5pm Friday 6 November, to allow for new voting Members to participate in the election.

At this point in the meeting there were still 2 voting members not present at the meeting, a requirement for Proposal 1 to be upheld.

Adriaan Wessels called for objections to contacting Paul Fletcher and Sindy Dondolo via telephone - there were no objections from the floor. Alex Marsh and Scheepers de Bruin made a first attempt to call Sindy, with no response. Faldelah Fletcher's first attempt to call Paul was similarly unsuccessful.

### Question from the floor:

*Why is the proposal to postpone the vote, what it is to allow for?*

*Response: Members voted in will need time to properly review the NED candidates.*

Adriaan called for a mid-morning tea break of 15 mins at 09h50 whilst the voting members were raised by phone.

Alex has Sindy on phone 10h10

Faldelah has Paul on the phone at 10h12

Sam reread the two proposals.

Subhas issued the voting link.

Adriaan: The motion requires 100% yes vote to pass – the motion does not pass.

### Question from the floor:

*Were people understanding the motion? "No objection" or "no" the motion shouldn't pass? Want to somehow indicate what the yes and no actually meant.*

*Response: If someone objected to allowing the resolution can they say? Is anyone concerned they didn't understand?*

*Comment of concurrence that it might be confusing. This matter means "notice period" Yes meaning in favour, No meaning do not support the motion and are not in favour.*

Sam noted that it would be inappropriate for her to interpret as she crafted the resolution for MemSec.

**Adriaan proposes for at least one "No" voter to email Subhas and confirm.**

**Tristan seconded.**

**No objections raised.**

Subhas notes that he has at least one email already confirming objection to waiving the notice period,

**The motion to waive the voting period does not pass, so the second proposal cannot be tabled.**

Voting commences on item 10 - NED candidates.

Adriaan opens up all matters for voting: 10, 11, 12 and notes that the results will not be announced at the AGM but announced by email on Monday.

It is noted that Alex Marsh is required to recuse herself from voting on item 10.

#### **11. Voting for new Members\***

#### **12. Voting for returning Members Emeritus\***

Questions and comments from the floor on voting procedure generally

- *Questions of clarity around how to vote if you are a voting member and are carrying a proxy*
- *If you are carrying a proxy but not a voting member*
- *If the proxy has asked explicitly to have their vote kept confidential*
- *Some confusion about the online voting process from some members and many attempts to explain the process.*

*Response: MemSec has discussed confidentiality and the resources available, and the need to accept Subhas as a trusted point of confidence, this is confirmed and concurred.*

Alex Marsh thanks our keeper of secrets for this critical function.

*Question of process, is there a reason why the results must wait till Monday, why not end of today?*

*Response: There are limits to what we can do - there is an expectation of high confidentiality and instant gratification, we are providing the best that we have infrastructure for.*

Adriaan appreciated the call for understanding and support and noted comfort break at 10h46 during voting.

Sam requests a numerate member assist Subhas with checking the final tally and Wayne offers to help.

Adriaan noted the need for scrutineers during the meeting so we can confirm every vote cast during the course of meeting is legitimate.

**Lorraine proposes Wayne, Subhas and Sam act as scrutineers to check validity in break-out room/private chat to confirm all votes are counted and confirmed.**

**Adriaan calls for objections via raised hand or WhatsApp.**

**No objections raised.**

Adriaan as Chairperson appoints Wayne and Sam as scrutineers to Subhas. Wayne and Adriaan ask for confirmation that everyone has voted.

Sam leaves meeting momentarily 10h58, Subhas setting up WhatsApp for Sam, Wayne and himself.

10h58 Break for Scrutineers

11h11 Resume

Sam notes that given MemSec's attempts to ensure anonymity it is impossible to assess and calls to nullify the vote so that the voting forms can be reissued. Ensuring the scrutineers can check again.

Adriaan asks if the current mechanism is not robust and Sam confirms this.

**Sam proposes to re run the vote.**

**Mickey Gerhard and Robert Weinek second.**

**Proposal approved without Objections.**

Sam: Please send Proxy instructions in email to Subhas.

Some general Zoom administration matters take place.

Adriaan Wessels hands the Chairing back to Roger van Wyk.

### **13. General (1 hour)**

Roger: Reminds the floor that questions and matters should be outward-looking, regarding the organisation and its work and not internal matters.

#### Points arising from the meeting

*Issue of the MemSec capacity, is there still budget? That there are necessarily additional members to go the extra mile, will the decision made last year go into the file?*

*Response: At present moment there are 5 active volunteers (4 members and 1 volunteer). A paid person is not on our horizon, budget is not something we'd be aspiring to. Memsec will talk in a weekly call, 70% agreement of what we cover and shouldn't in the last 6 months since Bosberaad - calibrating what we should be onboarding and where there is work that the Members should engage directly in - minute taking, attendance lists etc.*

*Thanks for putting this on the table, absolutely understanding concern around stability, this entire movement is built on the basis of people willing to go the extra mile. People who sign up and vote as Members have said we are willing to go the extra mile. Everyone who is in Membership is effectively in the MemSec and would like to see MemSec parceling tasks out as holocratic frog eggs to ensure the commitment to the work gets done – this will be for discussion in the next couch call.*

*Memsec did circulate a proposed scope of work and position statement to members as part of the prep doc for June couch call. Will recirculate next week to refresh memory to take on responsibilities next couch call.*

*Is it appropriate or the place to discuss where the Members need to discuss or appoint a member chair?*

*Response from Sam - personal position: strong feeling we should have a member chair and ensuring smooth and efficient communications between the 3 bodies MemSec Board and Ops. The Panel is involved in recommendations and has recommendations to make to the Membership to wait until we have that.*

*Clarity on understanding of the Member Chair*

*Response from Sam - personal position: similar to the role of the Board Chair as the mouthpiece of the larger group, and point of communications between the formal body e.g. the Board chair to Members, ED to Ops, the Member Chair brought to bodies within Memberships. MemSec is answerable to Member Chair not just each other.*

*Clarity on succession planning for Finance Lead, and the consideration that FinCom be reinstated.*

*Response: Board and Finance Lead looking at a variety of options for the succession of current Finance Lead, this includes what capacity exists within the Non-Execs, so yes Fin Com is not off the table and will be considered within the mix.*

Adriaan noted that the meeting will only formally be adjourned when voting has been concluded and the vote has been scrutinized, so the meeting remains formally open noting our MOI does have explicit permission for electronic meetings and we don't all have to stay on the call.

***Sam proposed to open the voting at 13h30 and close the voting at 16h00 with Scrutineers reviewing until 17h00.***

***Mickey Gerhard and Diaan Nel second***

**Objection for scrutineers to run after 16h00.**

Revised proposal:

**Sam proposed members and proxies have between 14h00 – 15h00 to vote, Scrutineers 15h00 – 16h00 to inspect the vote and disallow any votes that are not admissible and close by 16h00.**

**Objection withdrawn**

Roger moves to adjourn the discursive portion of the meeting so that the voting can resume, thanking everyone for participating but noting that the meeting will remain open until the voting is closed.

Closing comments from the floor

*Are we constructing an org that is too complex? There are many interfaces of a structure that can do bigger things. Are we too big a beast?*

*Response: You are welcome to get involved in the bodies that contemplate it and input ideas to trim it down. Worth bearing in mind the event is 12-fold bigger and turn over 50-fold bigger since it began. With growth comes more structure. Progression of evolution, bigger exo/internal skeleton rigidity is required for moveable parts.*

*More simplicity, there are a lot of moving parts and complexity to the things that are the responsibility of the org. Support simplifying but must continue doing the due diligence and building our capacity, whilst keeping the economy.*

YouTube Channel is terminated.

Roger suspends the discursive part of the meeting and thanks everyone especially MemSec (Sam, Subhas, Tristan and Faldeh), Lorraine for the report, Adriaan for co-Chairing, Tim for YouTube, and all the Members and attendees for their Saturday morning.

Roger closes the Zoom Chat at 12h05

#### **14. Results of Voting:**

Agenda Item 10: Voting for new Non-Executive Directors

A new Non-Executive Director joins the board:

**- Guido Dunckel**

Agenda Item 11: Voting for New Members

The new members are:

**- Alex Noble**

**- Bryan Lang**

**- Catherine Williams**

Agenda Item 12: Voting for Returning Members Emeritus

Coming out of emeritus and into active membership are:

**- Graeme Allan**

**- Isa Marques**

**- Julia Savage**

#### **15. Close of AGM 16h03**

## **ANNEXURE A - FINANCE REPORT FY2020 AND AUDITED FINANCIAL STATEMENTS - ABI CASE**

2020 was full of surprises.

- Our ticket sales brought in a total of R10 985 366 up until our cancellation, which was approximately R12mil less than our budgeted amount of R23 082 043.
- AfrikaBurn has shown a net loss of R1 378 176.
- Streetopia brought in R43 926.41.
- New revenue streams were initiated, bringing in R5817.39 from Online Events and R521.74 from the Dept of Stuff.
- We received funding from the National Arts Council of R30 000.
- Interest received on our Marketlink account amounted to R207 284.
- Year-round operating expenses were R9 562 701 and event specific expenses were R2 010 522. (Some of these line items were moved around in the latest draft, which happened after the draft that was sent to members)
- We finally received our PBO status thanks to the efforts of Lorraine, working with Nicole Copley, a KZN based lawyer who specializes in this area. This gives us tax exemption, which will help hugely in future years.
- The Statement of Financial Position shows non-current assets totaling R1 965 639, after depreciation. We also still have the amount of R218 428 showing as an investment in the Burn book.
- Our cash on hand at the year-end was R1000 in petty cash, a balance of R86 059 in the current account and R4 871 407 in the Marketlink account.
- Pocock has confirmed that we are up to date with all SARS liabilities – Vat, PAYE, SDL and UIF. As part of our PBO status we have been relieved of our SDL responsibility, and thus will no longer be paying SDL. There has been no change to the Vat apportionment ruling from SARS.
- Our annual Financial Statements have been successfully audited by AS Pocock, and we have once again received an unqualified audit, our 10<sup>th</sup> in a row. The auditor did interrogate the directors around their planned measures to deal with the economic challenges of the current COVID-19 crisis, and is satisfied that they have done their due diligence to ensure the organization can continue as a going concern.
- I recommend that the Financial Statements for the year ending 31 July 2020 be accepted and adopted by this meeting.
- AS Pocock has given us a quote of R50 000 excl Vat for the 2021 audit. I have a continued good working relationship with Craig Steiger and I propose that AS Pocock remain our auditors for the 2021 year.
- I would like to make a note around the recommendation in Part 3 of the panel report around limiting terms to organisational service providers. It has taken around 8 of the 10 years that I have worked closely with AS Pocock to get to a point where they really understand the ins & outs of our business. Thus, I would suggest that perhaps the relationship gets reviewed every 5 years rather than ended as a matter of policy.

## ANNEXURE B - DIRECTORS REPORT FOR FY2020 - LORRAINE TANNER

Our year started with the usual exuberance of a new cycle and Afroboratory that some of us struggled to pronounce. Internally, we were embarking on a process that would bring forth significant change to our structure. We'd come through some visioning and we'd started looking at a transformation journey and setting up courageous conversations. The shifting and changing was beginning to bubble across the organization as the portfolios and committees set new priorities and embarked on new collaborations to bring forth positive change.

Streetopia was a runaway success in Jozi and then in Obs, even Cape Town's council stern boss of safety softened at the sight and the vibe of collaborative creative street culture. He also was suitably impressed with the Public Toilet Project by DPW/Outreach and OBSID.

The fledgling relationship with Mapula Trust began in earnest, identifying the long term considerations of land stewardship and the growing relationship between both parties and the diligent task of putting together agreements as the basis of a formal Usufruct. AB was granted permission to occupy Quagga and Vaalfontein Farms and we officially went and met the land in early December, when a delegation of first nations Elders enacted a ceremony and other individuals committed blessings to the land.

Another key milestone in our organisation's standing was also achieved in this cycle - we became a Section 18A Public Benefit Organisation.

Outreach hosted a Tankwa pet spayathon.

Our various volunteer days and trainings kicked into gear, we sped dated Nice To Meet You and various performing artists devised, designed and built a new inclusive Chillaz space in place of OCC stage. Posters were printed, art was made, cars were mutated, people wore orange, a town was planned.

But we didn't gather in our dusty Wonderland this year, instead we were entered, without consent, into the Red Queen's Race. The starting pistol fired in early March and the finish line is still far from sight. And so this time instead of reporting stats and data on our achievements, which were placed in suspended animation, I'm offering thanks and recognition to a team that showed tremendous grace under pressure, as we all struggled to make sense of the world around us and think on our feet, while the aftershocks were hitting us hard. There are many many people to thank, and so here I'm just naming the remunerated team. **Abi** for the balancing act of keeping the organisation financially viable, while ensuring we still went above and beyond for our extended community crew.

**Sam** for taking and sustaining the fight to the UK insurers.

**Monique** for pushing forward with the future and our new horizons.

**Robert** for helping restore dignity to the homeless in our own backyard and relaying COVID protocols to the team.

**Brian** for gently guiding the Ops team through unprecedented uncertainties and turning our challenges around.

**Kristy and Luke** for pivoting on a myriad of opportunities and driving the output of the org's community facing COVID response, and picking up the slack.

**Julia** for keeping her finger on the button with Quicket as we wrangled the what ifs?

**Travis and Tim** for compassionately holding the front line, staving off the pitchforks with their sympathetic bedside manner, which afforded us the opportunity of repeated affirmation, in writing, of what we do, why we do it, how it catalyzes a community to do such good shit in the world.

**Scheepers** for developing software that enabled our new platform HomeBurn to reconnect our community.

**Sonica, Antonia, Cath, Paul, Sade, Barry, Jemma, Jacqui** and who voluntarily curtailed their contracts in support of saving the org, **Al** and **Jano**, who also stood down.

**Nokubonga, Rose and Floyd** - for hanging tight and keeping safe until we could open HQ again.

**Isa** for helping artists work out where to now? and pointing them towards creative and practical solutions.

**Esme** for standing firm in the face of adversity and taking on the experiment in real life.

**Shannon** for keeping the volunteer flame burning all the way from the Transkei.

**Sindy** and **Josie** for attending to the most economically vulnerable members of our community.

All of the volunteer committees and crews grieved a living loss for their hard efforts:

**Ranger Council**

**ArtCom**

**Theme Camp Committee**

**DMV volunteers**

**VolCore**

**Radio Free Tankwa**

**Sanctuary**

**Illumanathi**

**Ice**

**Die Hek**

**Airspace**

**Demarcation**

And then of course **DPW** and **Kitchen** who were all but in the desert, and for whom the immediacy of financial and experiential loss was very real.

Also, our professional service providers who put urgent hours into carrying the mental load with us, of whether this thing we do in the desert could even happen, testing all the variables up until the 11th hour.

During these times, we went down a few rabbit holes, some resulting in dead ends, some finding us new windows of opportunity. Our community facing COVID relief endeavours including the Dignity Project and the Human Rights monitoring were picked up and embraced by Burners Without Borders and Burning Man's new Kindling platform.

Work on **Land** and **DEAR** continued, through the engagement of Heritage specialists who scoped Quaggafontein, the ongoing work of site planning, farm infrastructure and move planning, permaculture and habitat restoration planning and through funding applications that were submitted in response to open calls by donors. Work on finessing the Usufruct was also concluded.

We achieved HomeBurn, with tremendous **CIA and Comms** volunteer input, on the weekend that we should have gathered together in the dust, and which culminated in an array of back yard burns. This was followed by eCompression with DMV on the Binnekring, and a Junction Yard volunteer burn.

Our community is resilient, many Burners have made a significant contribution to COVID relief in their own and neighbouring communities, putting themselves on the front line, some feeding 1000 people a day and still going strong. Many have created and gifted art online and many have come together to innovate and solve current challenges we collectively face, including fundraising to ensure provision where Collexodus left a hole. We acknowledge there are a few loud, angry and frustrated voices in our community and we recognise that we all have suffered considerably during this time and individually grappled with many different challenges.

Internally, our growing pains have been harsh - although a prescription of Non-Executive Directors has provided some needed relief. **Roger, Adriaan and Nic** stepped up to the dizzying spinning plate at what we think was the height of the COVID impact and have been a force to be reckoned with. The fresh expertise and input has been invigorating, and I am amazed by the NED's diligence, care and commitment during a time of such seismic shifts internally and externally. Increased support to the team in the shape of **Tania** and **Lisa** has also provided much needed stability and care of our humans that scaffold a community.

We ended the year tightening our belts, having said many goodbyes in the Ops team - both permanent and temporary (although they are never far), fervently moving towards new opportunities with the many minds of Tankwa Town Futures Exchange, and an early Bosberaad. But we are not out of the woods, there are hard yards still to be covered. And so I conclude with a quote I read recently, posted by Tanya Surtees (SA Theatre Maker) on mentoring young artists, which I think is apt:

*"The devil doesn't need advocates. All ideas are flawed. All of them. You could poke holes in any artistic project. We have enough of that. The internet is full of that. Our society doesn't lack people who are willing to take an idea or an intention and rip it to shreds.*

*What we need (what you need, what I need) are people who can see the possibility in our ideas - even the stupid ones. We also need YOU to be one of those people. Don't be afraid to praise. Don't be afraid to try and improve an idea. Don't be afraid to believe.*

*We don't need the burnouts, the cynics, the people who secretly delight when people shoot for the moon and fail. Get those people out of your circle, out of your organization, off your Board of Directors. Energy, positive energy, is way more important than you think. Embrace those who deliver that energy, even when they are being critical.*

*Let the rest go."*

AfrikaBurn is a bigger-than-self endeavour, embracing the art of life.