

Minutes of Afrikaburn Annual General Meeting

held on Saturday 24th October 2016 @ 13h00 – 16h00 at The Bijou, 178 Lower Main Road, Observatory, South Africa

Members RSVP and Attending:

Graeme Allan
Samantha Bendzulla (Director)
Simon Goddard
Paul Grose
Jonathan Hoffenberg
Tristan Lang (Chairperson)
Elisabeth Linsell
Travis Lyle
Isa Marques
Wayne McDermid
Simon o'Callaghan
Julia Savage (Director)
Monique Schiess
Roger van Wyk
Robert Weinek
Jacqui Woollfson

Adriaan Wessels
Tola Okunlola (Director)

Robert Weinek (Director)

Mike Suss

Tim Doyle

Paul Honig

Devon Isaacs

Helena Sheridan

Tsas Rolfes Michael

Michael Gerhard

APOLOGIES and Proxies:

Verity and Brad have excused themselves

Verity Maud (Jhb) proxy to Monz.

Brad Baard proxy to Sam

RESIGNED (and not attending)

Richard Bowsher, Sebastian Prinz, Andrew Currell

Quorum: 26 members present - over 51%

Meeting may proceed.

Prospective members and other participants, as per attached attendance lists.

Agenda

- 1. Welcome by Chairman; establishment of quorum, apologies and proxies; confirmation of existing Directors and Members for voting purposes**
- 2. Confirmation of Minutes of the 2015 AGM**
- 3. Approval of YE 2016 draft financial statements**
- 4. Approval of auditors' remuneration for past year and appointment of auditors for 2017**
- 5. Directors report 2016**
- 6. Approval of 2017 Budget and Capital Expenditure**
- 7. RC Framework**
- 8. Revisions to the Members' Memorandum**
- 9. Revised Compensation Philosophy and Policy Flexible Directors' Days**
- 10. Suspension of Members' Voting Rights whilst Holding Directorship**
- /Conflict of Interest**
- 11. Progression to Member-owned Society**
- 12. Members: Confirmation or resignation of existing Members, vote on new Members**
- 13. Directors: Confirmation or resignation of existing Directors; vote on new**

Directors;

14. Publishing of the Ballot Results

15. Close of AGM

The 2016 AGM will be followed by a closed confidential special members meeting

Discussion as per AGENDA:

1. Welcome by Chairperson (Tristan); establishment of quorum, apologies and proxies; confirmation of existing Directors and Members for voting purposes

Number of members present and in proxy: 26 + 2

Number of voters: 26

(details as per above)

Quorum is established.

Register to be signed by aspiring members too

2. Minutes of the 2015 AGM and matters arising

Minutes of the AGM 2015 tabled.

No objections

Accepted without amendment as final, show of hands 18.

No matters arising.

3. Review and approval of YE 2016 draft financial statements

(as provided by the Finance lead : Abi Case)

The draft audited financials for FYE 31 July 2016, were circulated for review ahead of the AGM

We have again achieved an unqualified audit,

Starting to get more difficult

Income Statement:

Surplus R1.8million and steady increase in income

Income:

Ticket sales R12,570,000

R187000 donations

Two decompressions R513000
DAC and interest received

Operating expenses R5 million
Event operating expenses R5.2million
Up to date on Income Tax

Balance Sheet: Deferred tax relates to leave pay due
R5.2million cash in marketlink account
All SARS liability up to date.

AFS success fully audited with unqualified audit. Recommend that they be accepted and adopted

Much appreciation to Abi for this and members for compliance..

Question : why overrun on Consumables, (Mike) Abi to see what details are.

Show of hands 18, no objections , Financials accepted.

4. Approval of auditors' remuneration for past year and appointment of auditors for 2016

Abi propose remain with same auditors for coming year and R81.6k fees is reasonable

No company secretary. This is a legal compliance role and will need future cost budget. Reduced fee offered by lawyers D'abreu&Cohen. Directors' opinion that it will be cheaper than current lawyers being used.

Show of hands,

1. Fees – approved 19

2. Appointment – approved 19

3. Company secretary – approved 19

No objections, accepted

5. Directors Report

Full director's report attached, summary of Highlights

Past Year:

10th year is coming of age – visibly maturing

Tankwa town now one of largest towns in NC

At point where reaching limits of current property

Smart partnerships pursued successfully

Outreach wider than one portfolio

Solid foundation of best practise

Ideas prioritised from Bosberaad

Successful burner exchanges

Support skills development. Local intern started and a second to assist Finance.

Remain wary of culture pirates, Sentella and Aftermath are great examples of AB propagation.

Imagine the world anew and that must start with us.

Future plans:

Raising profile of rangers and volunteer portfolios

Specify individual parcels of work to ensure sustainability, spread responsibility, succession planning

Last year of DAC funding. Explore other funding opportunities

Develop model for community based events

Decompression moved further out and experiment worked well. Hope more people will come next year.

2017 to focus on really bedding down work done to alleviate pressure on team.

Upcoming Highlights

Nov:

Streetopia end of Nov

Donkey weekend now a week long and more community based. Doctors and Carthorse (now going to continue program 4 times per year) will be driving to the communities.

Critical path starts

Dec: two week close down period from 16thDec, Grant allocations

Jan and Feb: Applications, Ticketing.

March/April – shit gets real

May – debrief

June – Decompression

July - Bosberaad

Aug/Sept – prep and work groups.

Join us on a wonderfully entertaining and eventful ride.

Directors Report accepted by show of hands 22

6. Approval of 2017 Budget and Capital Expenditure

1. Fin Statement: Show of hands, no objections, accepted 24

2. Capital Expenditure per item (8 items) R790401

4 containers – or similar structure (need to be 6m), Gate, Medics, Ranger R135000 plus Kitchen (kitted out) R60000 – too much for secondhand , approval in principle, objection Monz – do kitchen and medics and maybe not other two yet, accepted 24.

Crane truck R250000 – approval in principle for Helena to try bring back a deal – must have cage lift and trailer, allow for 10% wiggle room – principle to help other portfolios and to rent rest of year with maintenance – directors will come back to members. No objections in principle, accepted 24.

3 generators – one for OCC, one for Airport and one for Gate – approval in principle for Helena to investigate further. No objections, vote of hands accepted 23.

2 Tents (deposit paid to Nomadic) R288000 approved 21 members, no objections

7. RC Framework

Regional Contact Framework document attached.

Show of hands,

no objections, accepted 24

Graeme, Adriaan, Tristan created the framework

8. Revisions to the Members' Memorandum

Document put together by Sam.

Discussion: additional requirements - Member exit interviews should be done by member secretariat., maximum number of members to be discussed, keep two out of three AB participation requirement

Show of hands approval in principle,

no objections, accepted 23.

9. Revised Compensation Philosophy and Policy Flexible Directors' Days

As per Compensation policy document presented by Sam B.

Sam, Tolla and Julia created policy with assistance of independent consultants: to compensate for Portfolio work done during the course of year (current day rate based on length of service), and for holding people accountable for deliverables. Current day rate and 21.67 days per month lead to unfair compensation to people doing work. Appointed Independent contractor to benchmark salaries.

Revised compensation and policy resulted.

Transparency and setting of salaries included in last draft.

Questions:

Travis: Still more work needed on exception of people working outside AB. 6 day exception to work elsewhere not included in policy.

Liz not in favour of moonlighting.

Jono and Graeme: policy must address moonlighting – exception basis rather than 6day rule. Disclose and get approval from portfolio leads.

Sam : a basket of policies need to be developed, one of which will be moonlighting policy.

Adriaan: Policy not in finalised state yet for voting.

Proposal: To move to new policy if take last page out of proposal. (Adriaan)

Ballot form vote approving policy excluding the questions (last page). By show of hands (24) , no objection to amendment to voting: accepted and ballot amended accordingly.

Task – last page questions to be resolved (directors with subcommittee),

note in policy that voted in on 29th and not 21st as in draft.

– by no later than end of Jan 2017 (accepted 21)

Subcommittee: Sebastian, Mike, Paul H, Micki, Tristan

Ballot: Compensation policy: 25 yes, one spoiled

Flexible Director days 24 yes, 1 no

10. Suspension of Members' Voting Rights whilst Holding Directorship

/Conflict of Interest

As per attached policy document presented by Adriaan Wessels

Ballot: 23 yes, 2 no, 1 abstain

no objections, accepted

11. Progression to Member-owned Society

Affiliated by fee or by contract

Affiliation entitlement – speak and vote at AGM, gift ticket

Questions:

Amendment to company documentation – addendum of MOI

Don't need to open up voting to affiliates, keep it in membership, inclusivity not achieved through votes.

Proposal: To Delay vote for more discussion , Show of hands majority accepted 15 to delay vote.

Thank you to Adriaan for preparing the three proposals. Thank you Jacqui and Tolla for counting and checking ballots

12. Members: Confirmation or resignation of existing Members; approval of any new Members; Members voting

26 voting members: what cap to put on membership.?

Discussion:

Many for opening up maximum member – overturn previous AGM decision. Quality of work of membership more important than numbers.

Proposals:

1. Working group to deal with membership issues: Liz, Helena, Mike, Devin, Jono, Isa

Feedback within 3 months.

2. Propose: lift membership limits for this AGM. No objections, accepted by show of hands 22.

3. Allow Fletchers for late membership application and voted electronically within 22 days. No objections, Sam second proposal, accepted by show of hands 24.

Confirmation of existing members: 26

Letter of Resignation received from: Richard Bowsher, Sebastian Prinz, Andrew Currell.

Voting for New Members completed.

New members:

Rian Brand

Alex Marsh

Lorraine Tanner

Nathan Honey

Jano January

Nicci van Noordwyk

Scheepers de Bruin

Erica Inches

Kirstin Brann

Werner Strauss

13. Directors: Confirmation or resignation of existing Directors; approval of any new Directors;

Current Directors: .Julia, Tolla, Sam, Robert, PaulG

Resignations : none

Two more Directors: Travis, Adriaan W (not absolute guarantee of two year availability)

Voting for new Directors completed:

Directors: voted in.

14. Publishing of Ballot Results

Ballots counted and published as per minutes.

15. Close

Meeting adjourned at 3:13pm