

Minutes of the Afrikaburn Annual General Meeting

held on Saturday 24- October 2015 @ 13h00 – 16h00
at The Bijou, 178 Lower Main Road, Observatory, South Africa

Members Present :

Graeme Allan
Samantha Bendzulla
Richard Bowsher
Simon Goddard
Paul Grose
Jonathan Hoffenberg
Tristan Lang
Travis Lyle
Isa Marques
Verity Maud
Wayne McDermid
Simon O'Callaghan
Sebastian Prinz
Julia Savage
Monique Schiess
Annette van Veltzen
Roger van Wyk
Robert Weinek
Jacqui Woolfson

Apologies :

Paul Honig
Mike Suss
Adriaan Wessels
Elisabeth Linsell

Proxies:

Mike Suss : has assigned his proxy to Annette van Veltzen (with indication on how to vote).
Adriaan Wessels : has assigned his proxy to Jono Hoffenberg blank proxy).
Paul Honig : has assigned his proxy to Robert Weinek (blank proxy).

RESIGNED (and not attending)

Paul Barker
Jonathan Cline
Devin Herd
Richard Voller

Directors present:

Robert Weinek
Samantha Bendzulla
Paul Grose

The purpose of the AGM

The purpose of an AGM is to give members an opportunity each year to receive an overview report on the organisation's activities for the year to date, to review the organisation's financial statements, to appoint auditors, and to elect members of the governing body/s (the board of directors, and members) for the coming year.

It is also an opportunity for other matters to be discussed and voted on, and this year there will be some proposals and proposed policy put forward for ratification.

AGENDA – AFRIKABURN AGM 2015

1. Welcome by Chairman; establishment of quorum, apologies and proxies; confirmation of existing Directors and Members for voting purposes
2. Minutes of the 2014 AGM and matters arising
3. Directors report 2015 / Outreach report 2015
4. Review and approval of YE 2015 draft financial statements
5. Approval of auditors' remuneration for past year and appointment of auditors for 2016
6. Overview and review of proposal to appoint D'Abreu and Cohen as the company lawyers; Members voting
7. Members: Confirmation or resignation of existing Members; approval of any new Members; Members voting
8. Directors: Confirmation or resignation of existing Directors; approval of any new Directors; Members voting
9. Overview and review of proposed adjustments to the MOI; Members voting
10. Review and approval of 2016 budget
11. Approval of proposed capital expenditure
12. Overview and Review of the draft AfrikaBurn HR policies; Members voting
13. Overview and review of proposal for appointing regional representatives; Members voting
14. Membership Secretary and scheduling of quarterly members meetings
15. General
16. Close

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

Number of members present and in proxy: 19 + 3 + 1

Number of voters: 23

Quorum is established.

Apologies, without proxy : Elizabeth Linsell

2. Minutes of the 2014 AGM and matters arising

- Minutes of the AGM 2014

(as approved by the Chairman : Mike Suss)

- Members memorandum

(as provided by Sebastian Prinz)

- Adopted amendments to AB Employment Policy

(as approved by the COC : Richard Bowsher, Sebastian Prinz and Jacqui Woolfson)

Accepted without amendment.

Proposer Isa, Seconder: Monique

3. Directors report 2015 / Outreach report 2015

Director's Report presented by Samantha Bendzulla and Robert Weinek.

[< see attachment >](#)

4. Review and approval of YE 2015 draft financial statements

- Statement of Comprehensive Income (as provided by the Finance lead : Abi Case)

The draft audited financials for FYE 31 July 2015 were circulated for member review and interogation prior to the AGM

We have again achieved an unqualified audit, keeping us in good standing for the upcoming PBO application.

Much appreciation - and congratulations - to Abi for this.

There will be some minor changes to the final AFS (as follows):

- Signatories to be updated, reflecting the change to RW and SB
- SB full remuneration to appear under Directors Fees (page 18)
- DAC project expenses to be separated out from operating expenses (page 20)

These are not material to the bottom line and so should not affect the Members approval.

It is noted that the surplus achieved indicates a steady year-on-year increase related to the increase in ticket sales. The increased surplus achieved in the 2015 financial year is a result of the postponement of Decompression and Streetopia, which now fall into the 2016 budget.

Accepted unanimously by show of hands.

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

Propose that we remain with AS Pocock as auditors for the coming year.

Proposal accepted by show of hands, with no objections.

6. Overview and review of proposal to appoint alternative company lawyers; Members voting

Proposal accepted by show of hands, with no objections.

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

Letters of Resignation received from Paul Barker, Devin Herd, Richard Voller, Jonathan Cline (all effective prior to AGM) and Annette van Veltzen (resignation effective immediately post AGM).

Members Register to be maintained in hard copy, by the Managing Director.

Voting for New Members completed.

All votes checked and counted by : Jacqui Woolfson, Samantha Bendzulla and Erica Inches

New members: Adetola Okunlola, Helena Sheridan, Devin Isaacs, Timothy Doyle, Andrew Currell, and Michael Gerhard

It is noted that the process of getting to know potential members needs to be addressed, particularly those not based in Cape Town. Please look at inclusiveness.

- access the localised burner community networks for meet and greets, and for references
- review the members memorandum at next special members meeting

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

Resignations : Liz Linsell

Voting for new Directors completed.

All votes checked and counted by : Jacqui Woolfson, Samantha Bendzulla and Erica Inches

Directors appointed: Paul Grose and Robert Weinek

Samantha Bendzulla remains a Director for the 2016 cycle.

Proposal to actively seek out additional applicants for a Directorship of 5. Appealing to all members to engage in this process.

Proposal accepted by show of hands, with no objections.

9. Review and approval of 2016 budget

The team has been hard at work these past two months, pulling together their proposed budgets for this cycle.

Abi has worked tirelessly to knock it into a shape we are all reasonably comfortable with. We've reduced, reused and will recycle wherever we can, and have reached the point where the directors and the ops team feel this is as lean as manageable.

The proposed budget for FYE 31 July 2016 was circulated for member review and interogation prior to the AGM

Attention was drawn to the following :

INCOME

There is a 6% increase applied to the full price tickets, below CPI.
The price of the low income tickets has been reduced.

The actual income from the Decompression held in August has been included.
But we have not included any projections for the 2016 Decompression as these cannot be estimated with any degree of certainty.

The DAC funding is still pending approval, and so cannot be included as income.

EXPENSES

Please note that this financial year carries the costs of two Decompression events.

No increase has been applied to staff and director salaries this year.

The increase in director fees reflects the md salary for a full cycle (vs 7 months in the last cycle)

The increase in staff salaries reflected against last year's budget relates to restructuring and expanding capacity within certain areas.

These include:

- restructuring of DPW to include an expanded program of works for the Crew Bosses
- additional capacity in IT to better handle the requirements of the organisation
- additional capacity in DMV to handle the increased MV load
- the formal inclusion of the developmental work as a specific role
- additional capacity in Outreach (with a crossover into the developmental work)
- the introduction of an internship program

Budget accepted by show of hands, with no objections.

10. Approval of proposed capital expenditure

PROPOSED CAPITAL EXPENDITURE

The following items have not been included in the budget. Members have been asked to consider approving these as capital expenditure.

Vito and assoc expenses : R163 000 > Org / already purchased
No objections, approved.

4kva solar power system : R175 000 > DPW / investment into a renewable energy resource
Approved conditional on further investigation.
19 members for. Objection 1

Container : R 30 000 > DPW / to be converted into a containerised kitchen.
Approved
18 members for. Objections 2

11. Overview and review of proposed adjustments to the MOI; Members voting

Seeking approval in principle for proposed amendments to the stated objects of the organisation in the MOI, to reflect the shift from event-focus to a movement. Exact wording to be approved by round robin email.

Discussion:

Concerns over ownership with participants in terms of governance and structure. Original wording done to ensure independence from Burning Man.

Concerns over wording.

Additional proposal to formalise inclusion of the 11th principle in Memorandum of Incorporation:: Each one, teach one.

Few objections to the essence, but cannot be approved in principle.
Approval process to be based on the specific proposed wording, by email round robin.

12. Overview and Review of the draft AfrikaBurn HR policies , Members Voting

As an employer, it is important that AfrikaBurn puts policy in place around numerous HR issues, and this will be a focus in the 2016 cycle.

The first two are brought to the Members for approval. They are of particular importance because they speak fundamentally about the working culture of the organisation.

- 1) Disciplinary Procedure and Code
- 2) Policy on Harassment and Bullying

Although not specifically framed as a request for policy/procedure/code, the Ops team has expressed a clear need for guidelines to be put in place around these issues.

The proposed policies were circulated to the Ops team for comment and endorsement, and then submitted to the members for review prior to the AGM.

Policies accepted by show of hands, with no objections.

13. Overview and review of proposal for appointing regional representatives

The proposal was submitted to the members for review prior to the AGM.

Accepted by show of hands, with no objections.

14. Membership Secretary and scheduling of quarterly members meetings

Proposal to split the Membership Secretary role into two voluntary roles.

To be further defined and outlined, and then presented to the membership for approval by email round-robin voting.

Accepted by show of hands, with no objections.

15. General

No further matters were raised for discussion.

Thank you to Tristan Lang for chairing the meeting.

Thank you to Erica Inches for taking the minutes.

Thank you to Monique Schiess and Julia Savage for preparing the refreshments.

Thank you to the AfrikaBurn Ops team for their assistance and support in setting up the meeting space.

Thank you to the members for their time, due diligence, attention and care.

Thank you to all who attended the meeting.

16. Close

Meeting adjourned at 4:13pm