

1 Meeting Opened

It was determined that a quorum was present.

Meeting declared open at 4:39pm.

Attending:

- Doug Burbidge (chair)
- Frames White (administrator, (taking these minutes))
- Brian Johnson (treasurer)
- Andrea Johnson (elected board member)
- Davina Watson (elected board member)
- Jack Bridges (elected board member)
- Laura Hodge (elected board member)
- Margaret Watts (elected board member)
- PRK (elected board member)
- Alex Pragnell
- Amanda Rainey
- Andrew Bailey
- Andrew Williams
- Braydon Hudson
- Brendan Ragan
- Chloe Copeland
- David Chandler
- David Webb
- Derek Shellabear
- Elaine Walker
- Isobel White
- Jess Bridges
- Owen Godfrey
- Peter Lyons
- Rohan Wallace
- Sarah Parker
- Stephen Dedman
- Susan Ackermann
- Thomas Quartermaine
- Todd Rowlands
- Wing Chung
- Yoli Lawrence
- Yvonne Cavill

Apologies:

- Jeremy Byrne
- Coman (actually not here, unlike previous years when he was just generally sorry)

2 Considerations of Previous Minutes

Add to the constitution discussion that “A separate mailing list will be created for the purposes of this discussion.”

That the minutes be accepted with the above change: Moved: Frames, Seconded Doug.
Motion carried.

3 Matters Arising from previous minutes

None, except as covered below.

4 Reports

Chairman

We said we would work on the constitution and have discussion on the mailing list for that purpose. We did this.

Other of note we gave up our post box, because they are irrelevant in this day and age.

Treasurer

WASFF for the financial year of Jan-Dec of 2017.

In that calendar there was a deficit of \$7496.39.

This is due to the the timing of Swancon paying the venue.

Total equity \$23,522.78

Statement of activity for 2018 is a deficit of \$9,804.

PRK asked about the difference between the statement of performance and the statement of activity.

Brian: One is only Swancon.

Elaine: Why did we lose money on fundraising?

Brian: this is because Swancon 42, pre-sold merch to the year before, but paid the cost the year later.

We are moving to project based budgeting, which will make us have much clear number next year. We are moving to using Xero to help with this.

Derek: Are we using cash accounting or accrual?

Brian: Yes, cash accounting.

Derek: This is why things look so lumpy.

Yoli: I suggest that Accruals would make for more clear accounting.

Brian: I will be looking into that.

2017, we have a full detailed set of books.

Jack closed the 2017 books because Brian would have a conflict of interest as the WASFF treasurer.

Jack checked the records, they were detailed. Each expense has line item in the budget, and a claim form. Everything was correct.

The bookkeeper gave the report reconciled the transactions on our account. The bookkeeper does not account for line items in the same way we do. For example they group all memberships together. This resulted in a disagreement.

Swancon 2017 lost \$2858.60.

The bookkeeper's records show additional loss of \$1461.12 due to the bookkeeper not tracking every cash transaction. For example we tracked our 2017 Pan Pac refund as if it were cash, but we never truly received cash as it was credited directly to 2018.

Rohan: Why is the book keeper not reconciling these transactions?

Brian: The bookkeeper has a standard process. They reconcile the books against the electronic records. I queried the book keeper, they told me this was due to the credit transfer. There was no bank transaction for the book keeper to see.

Terry: What are you doing to change this?

Brian: Now that we can directly report with Xero, we can directly enter these details ourselves as they happen, so the book keeper can see them.

Wing: As with Yoli, I strongly recommend accrual accounting. It will make all this a lot better.

Brian: I agree, we will endeavor to make that happen.

PRK: Is the Swancon statement for the year (as written) or for the convention as a whole.

Brian: That is a hold-over from the previous accounting, it is for the convention as a whole.

PRK questions the difference between the Statement of Performance and the Statement of Activity surplus/deficit.

Brian: I am not a trained accountant. I do not know exactly the difference in methods. I will find out and I will email the answer to the WASFF list.

Wing: I recommend a Bank Reconciliation.

PRK: We used to do this, why did we stop?

Jack: We lost the ability to do this, when we switch to ticket sales using Stripe/Grenadine. This is because Stripe bundles all actual transactions, e.g. ticket sales, for a period into a single lumped payment.

Rohan: so it was about \$2-3,000 lost what as that with context.

Brian: Future AGMs will present all financial surpluses/deficits for the last 5 years or more as practical before.

Brian is going to talk to Wing more later.

Administrator

We have been working on systems and processes which will hopefully decrease volunteer turnover/burnout.

The other thing I have been working on is the constitution -- see later.

CSC coordinator

We have been working on tools that are pain points every year. So less repeated work.

Tools such as Grenadine for the website, ticketing and the programming.

And now Xero. It has advantages: it is online, it is not a just spreadsheet so errors are less likely.

Owen: how much is Grenadine costing?

Brian: about \$0.30 + 4.7% of ticket price.

Swancon 42 2017

2017 had to change venue. There were costs associated with that.

A guest pulled out. There were costs associated with that.

The con happened. There were minimal issues.

Swancon 43 2018

Jack returns from putting out a fire at the registration desk (a missing receipt book).

We have had 315 unique members over the 3 days so far.

We needed \$39,000 of ticket sales, we have made \$31,000 of tickets so far, plus we have a grant for almost \$6000.

We lost our international guest of honour 8 weeks out from the con. Kameron Hurley cancelled 8 weeks out for reasonable reasons. Excellently PRK secured us Foz within an hour and they have been an excellent guest.

Rohan: Well done, Jack, for dealing with the lost committee members.

Jack: This is part of an ongoing discussion we must have on retaining committee members.

Doug: Thank you Jack and Jess.

Swancon 43 2019

We launched yesterday. It is good. We hope we will have a strong committee.

We have a lot of plans for the year. We have some good advertising plans, and we have Graeme who is a professional marketing person. We hope to bring the numbers back up.

Todd: I am finding CSC difficult to work with. I feel they are too protectionist. I feel CSC should be encouraging us to try something new. 2011 had great support and great success.
Wing: We well done Todd for speaking up on this.

PRK: for the CSC chair (Brian), do you have a response to this?

Brian: Yes, Jay and I have a meeting scheduled to work out how we can make this work. We want CSC to be supportive and work with the ConCom.

Jack: I will note that 2018 has has an excellent relationship with the CSC.

Andrea: Thank you, Todd for how well and politely you have expressed this. It is important we have these discussions.

PRK moves to accept the reports from the Swancon committees and the CSC. Todd seconds. Motion carried.

5 Appointment of Auditor

This is an optional item. If we feel like hiring an auditor, we can do so now.

PRK: Can I make a motion to have an auditor if the discrepancy is not sorted by the treasurer and bookkeeper.

Derek: Given all the changes, e.g. Xero, I think that is mandatory that we have an auditor.

Brian: Would that be better done after we are done with the changes?

Derek: My experience with good auditors is that it is an ongoing conversations.

Wing: I suggest we should discuss with the bookkeeper

Davina: Have these books been audited?

Doug: Not in a while.

PRK: I move that should the WASFF Treasurer and bookkeeper not be able to explain, in detail, the discrepancies in the presented reports to the WASFF list by June 30th, an auditor be appointed to audit the 2017 books (convention and WASFF).

Brian seconded.

Davina: I wish to amend the motion to state that an an audit must occur every year.

Doug: I interpret that that is not an amendment, and must be made as a separate foreshadowed motion.

(we take 5 minute recess to check the standing orders)

PRK speaks for the motion: I am well aware that this is expensive, and that we are also addressing issues. I thus do not want to just go into an Audit if we can work out with the treasurer and the book keeper.

Derek: We had a realised risk in the discrepancies. And we are entering a higher risk with the changes. the auditor will help us manage this risk. I motion that we appoint an auditor. (without the requirement)

Rohan moves the motion be put.
Motion “that the motion be put” carried.

Motion to conditionally appoint an auditor carried. (Moved PRK, seconded Brian)

Davina withdraws her motion to require an auditor always be appointed.
Doug (chair) rules that Derek’s motion is inconsistent with the passing of PRK’s.

6 Appointment of a Returning Officer

It is determined not to appoint a returning officer. Doug as chair will act in their place.

7 Motion to form Election of Organising Committee of the Western Australian Science Fiction Convention (Swancon 45 2020)

1 bid:

Name: Mars 2020

Date: 25-27th of April. Anzac day weekend as recommended by CSC

Convenor: Owen, and Bill Langley.

Treasurer: Yvonne

Marketing: Owen.

In 2020 Mars will be important because there will a space launch in 2020 to Mars.
We want to talk about Mars because it will be very topical. We want to talk about the magic of Mars, fiction about settlements.

Davina: Do you have a full committee?

Owen: No, we are still looking for a treasurer.

PRK: Can you tell us your concom experience? I was with you on 2017 briefly before you stepped down.

Owen: I do not have much with Swancon. But I have been studying many conventions.

Brian: we have had a lot of attrition. Given you are starting with a minimal committee how will that work for you.

Owen: I am doing a course on how to manage volunteers. So I don't know yet. But I have thoughts. I want to reward our volunteers by making their ideas by listening to their ideas.

Sarah: Who is on your committee -- give us a run down.

Owen: I don't want to talk about everybody because I don't want to talk about them before they have agreed.

But Yvonne has a lot of experience from running her own business.

I am doing a lot of studies.

Liana is a new member, and the first thing she said was she wanted to be in on it. She is a journalist and she really wants to get in on this. She will be our publicist.

Davina: You are coming to use without a committee.

Owen: People personally can't be here.

Davina: how often have you resigned from a committee without fulfilling your obligations?

Owen: I have only been on one Swancon committee, from which I resigned. I have been on lots of other committees.

Peter: Would you like to be a natcon?

Owen: Yes. But I am not prepared to make a bid tomorrow, but I will if asked.

Jess: You say you want to make changes to Swancon, but you won't tell us?

Owen: I don't currently have it clear to say, but the first is all about marketing so everyone knows about Swancon. And second is I want to be more welcoming to newcomers.

Jess: Those are not changes.

Davina: Those are exactly what we said at our launch yesterday.

Rohan: How is the name Mars and the Swancon branding going to go together? Are you abandoning the Swancon name?

Owen: Mars will be a subtitle.

Rohan: How are you going to increase the number of members?

Owen: Market the shit out of things.

Rohan: Can you be more specific?

Owen: Not at the moment. But the primary means is to use social media.

Amanda: One of my concerns is that we often hear “We’ll get more members by doing more marketing.” But you don’t just make more posters and do more tweets. You need to know what it is you are selling. Can you give me a one sentence?

Owen: 5 minutes ago I would have been able to, but I am a bit nervous standing here and have lost my thoughts.

Wing: How often does a con show up with a complete business plan.

Doug: I wouldn’t say it was typical.

Owen: I have a plan for a venue that I negotiated a year ago with the Esplanade and I had drawn up seating plan. I have ideas for having cheap tickets and 2 opening ceremonies. I have about 200 pages of everything.

Wing: You are asking for funding for \$60,000. If I went to a bank I would have to jump through a number of hoops. The bank would want to know a lot more information. I am not getting a sense of that.

Owen: I can show you that, but last time I did not have time to speak for this long. So I did not prepare it this time. As I said I have 150 pages of documentation.

PRK Moves that the motion be put, Frames seconds. Motion “that the motion be put” carried.

The motion for the bid by Owen was defeated.

The chair said that last time there was no successful bid for a Swancon, that the board or CSC put together a convention committee.

8 Election of Members of the Board

Nominated are: Margaret Watts, Andrea Johnson and Jess Bridges.

None have been bankrupt or had criminal convictions.

The 3 candidates were all elected by a show of hands.

9. Motions on Notice

Doug yields the chair to PRK for this section.

PRK: background on R1, R2 and M1.

Incorporation Act 2015 requires that changes be made to the constitution be made for 2019.

R1 and R2 is a modification of our constitution to meet the requirements.

M1 is to update our wording into the structure of department of commerce model rules.

The chair rules that as notice was given for both, M1 and R1/R2 can both be considered and if both R1 and R2 are passed than M1 can replace/overwrite them.

Motion R1: that the constitution be amended as follows:

1. Add the following clauses:

5.7 All annual fees for membership of the Organisation shall be due and payable prior to the annual general meeting. The amount of the annual fees shall be determined according to the by-laws.

5.8 Membership lasts until the beginning of the AGM in the year following payment of the membership fee. A member becomes non financial if the fee is not paid by this deadline. Non financial members are deemed to have resigned.

7.11 Meetings of the Board shall be minuted, with at least the resolutions of the Board being recorded in the minutes.

7.12 Any payment to a Board member can only occur if the payment is authorised by a resolution of the Board, and this will be disclosed to the AGM immediately following the payment.

14.2 The Board or a delegated Board member shall keep a register of members for each financial year, the register comprising at least the member name and an email address.

14.3 The Board or a delegated Board member shall keep custody of the books and securities of WASFF.

17 Dispute Resolution

17.1 A dispute between members, or a dispute between a member and WASFF, is to be determined by the Board, unless the by-laws provide otherwise.

17.2 The Board may refuse to determine a dispute between members if the dispute does not involve WASFF or its activities.

17.3 The principles of natural justice shall be applied to disputes, so that each party to the dispute has an opportunity to be heard on the matter, and to ensure that an unbiased decision maker decides the outcome in the case of a dispute between members.

17.4 An appeal against a decision of the Board in relation to a dispute involving a member may be reviewed and, if appropriate, overturned by a special general meeting, unless the by-laws provide otherwise.

2. Amend the following clauses, as shown

8.3 The Board shall call a special General Meeting upon receiving a petition signed by at least 20% of ordinary members calling for a special general meeting to decide upon an issue.

8.4 At least 14 days notice of a General Meeting shall be provided to the members through an email list designated by the Board in combination with publication on a website designated by the Board.

Requirements are made by the Department of Commerce. See the table.

Motion M1 contains some contentious things. As an alternative I propose these minimal changes.

The only part that is beyond, is that we need a dispute resolution process. We have nothing in our current constitution. So I proposed a minimal process.

Derek: Why not use the model rules.

Rohan: Model rules are the lowest common denominator. To work for everybody. But if you have a specialised requirement, then you should change that.

PRK suggests that discussion be continued under M1.

Rohan moves, Amanda seconds.

We note that 75% Majority is required.

The Ayes have it: 19 in favor; 2 against.

Motion R2: that the regulations be amended as follows:

1. Amend Regulation By-law 3.4, as shown:

~~3.4 A notice may be served by WASFF upon any member either personally or by sending it through the post in a prepaid letter envelope card or wrapper addressed to such Member at the email address of the member appearing in the Register of Members. Any notice served by post shall be deemed to have been served on the third-day immediately following that on which the email was sent, letter envelope or card or wrapper containing the same was put into the post prepaid. Notice of General Meetings may be given through an electronic mail list designated by the Board in combination with an electronic publication through a web site designated by the Board.~~

2. Repeal Ordinary By-Laws 4.1 and 4.2

~~4.1 All annual fees for membership of the Organisation shall be due and payable prior to the annual general meeting.~~

~~4.2 Membership lasts until the beginning of the next AGM in the year following payment of the membership fee. A member becomes non financial if the fee is not paid by the deadline. Non financial members are deemed to have resigned.~~

3. Add a New ordinary by-law 4.1

4.1 The membership fees of each class of membership, aside from Life Member (which is zero), shall be recommended by the CSC to the Board, and the Board shall set the fees in the year before the next WARSFC.

This is the complementary changes to the regulations and bylaws required by R1.
Rohan moves, Peter seconds.

A 2/3rds majority is required.
The Ayes have it.

Motion M1: that the constitution be changed to the following:

Constitution of the Western Australian Science Fiction Foundation Inc.

TERMS USED

'WASFF' means 'Western Australian Science Fiction Foundation'

'WASFC' means 'Western Australian Science Fiction Convention'

'AGM' means Annual General Meeting

1 NAME OF THE ASSOCIATION

The name of the organisation shall be the Western Australian Science Fiction Foundation.

2 OBJECTIVES OF WASFF

The Objectives of WASFF are:

2.1 To foster an appreciation of science fiction, speculative fiction, fantasy, and fan works in Western Australia:

2.1.1 By organising and assisting in the organising of conferences, seminars, workshops, and events pertinent to the production and consumption of Science Fiction in Western Australia;

2.1.2 By sponsoring, promoting and organising competitions to encourage the production of Science Fiction in Western Australia;

2.1.3 By facilitating the preservation and availability of historical documents and other materials relevant to Science Fiction in Western Australia; and

2.1.4 By other appropriate activities as determined by the membership of the Foundation.

2.6 To promote and assist in the provision of facilities for the objectives of WASFF.

2.7 To raise funds for the achievement of the objectives of WASFF.

2.8 To co-operate with other organisations, groups or individuals who share some or all of the objectives of WASFF.

3 POWERS

WASFF shall have the following powers:

3.1 To pay expenses incurred for carrying out the objectives;

3.2 To receive money or property;

3.3 To invest and deal with moneys of WASFF;

3.4 To open and operate a bank account;

3.5 To purchase or sell property;

3.6 To enter into contracts for the carrying on of the business of WASFF;

3.7 To appoint, employ or dismiss agents, employees, contractors or consultants from time to time;

3.8 To institute, conduct, defend, compound or abandon any legal action by or against the Association;

3.9 To have and exercise all powers provided under any Act the WASFF is incorporated under.

4. NOT FOR PROFIT BODY

4.1 The property and income of the Association must be applied solely towards the promotion of the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objectives or purposes.

5. MEMBERSHIP

5.1 Eligibility for membership:

5.1.1 Membership is granted or renewed upon payment of the appropriate membership fee described in section 6.

5.2 The Association shall consist of members divided into the following classes:

5.2.1 Ordinary members:

5.2.1.1 Shall be entitled to attend and vote at all General Meetings.

5.2.1.2 May hold a position on the Board.

5.2.1.3 Must be at least 18 years of age.

5.2.2 Associate members:

5.2.2.1 Shall be entitled to attend and vote at all General Meetings.

5.2.2.2 Shall not be allowed to hold a position on the Board.

5.2.2.3 Must be at least 18 years of age.

5.2.3 Life members:

5.2.3.1 Life Members shall be persons who have been appointed by a 75% majority of a General Meeting.

5.2.3.2 Shall have all the rights and privileges of Ordinary members.

5.2.3.3 Shall never be required to pay for the renewal of their membership.

5.2.3.4 A register of life members shall be kept by the Administrator

5.3 Ceasing of Membership

5.3.1 A person ceases to be a member of WASFF whenever any of the following takes place:

5.3.1.1 The member resigns from the association

5.3.1.2 The member ceases to be a member due to non-payment of fees

5.3.1.3 The Member is expelled from the association

5.3.2 Resignation

5.3.2.1 A member may resign from membership of WASFF by giving written notice of their resignation to the administrator.

5.3.2.2 The resignation takes effect from when the administrator receives the resignation; or at later time is stated in the notice, then at that later time.

5.3.3 A person who has resigned from WASFF remains liable for any fees that are owed to WASFF.

5.3.4 The rights of a member are not transferable and end when membership ceases.

5.4 Register of Members and Office Holders

5.4.1 The Administrator, or another person authorised by the Board, is responsible for maintaining the Register of Members and recording in that register any change in the membership of the association.

5.4.2 The Register must be kept under the Administrator's control or custody.

5.4.3 The Register shall contain the names and email addresses of all members.

5.4.4 If a member wishes to make or be provided with a copy of any or all of the Register then the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the association.

5.4.4.3 A member has no right to remove the Register of Members or the Register of Office Holders.

6 FEES

6.1 The Board shall determine the annual membership fee to be paid for membership of WASFF.

6.2 All annual fees for membership of WASFF shall be due and payable prior to the Annual General Meeting.

6.3 The duration of membership shall be until the beginning of the next AGM in the following year.

7 SUSPENSION OR EXPULSION FROM MEMBERSHIP

7.1 A member may be expelled or suspended from membership of WASFF by a two thirds majority resolution of the Board where it appears that the member's conduct has been detrimental to the objectives of WASFF.

7.2 Notwithstanding any other provision of this constitution, the quorum for the Board meeting for the purpose of suspending or expelling a member shall be the whole of the Board, save those granted leave of absence.

7.3 Detrimental conduct shall include but not be limited to conduct which has:

7.3.1 Exposed WASFF to civil or criminal liability; or

7.3.2 Exposed WASFF to public ridicule or contempt or otherwise prejudiced the conduct of its activities or the satisfaction of its objectives; or

7.3.3 Included being fraudulent in their dealings with the property of WASFF.

7.4 The administrator must give the member written notice at least 28 days in advance of the Board meeting:

7.4.1 When and where the Board meeting is to be held;

7.4.2 The grounds upon which the proposed suspension or expulsion is based; and

7.4.3 That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to present oral or written submissions to the meeting about the proposed suspension or expulsion.

7.5 Evidence of the conduct of the member, which is alleged to have been detrimental to the objectives of WASFF, may be placed before the meeting.

7.6 The member, or their representative, shall be heard in their own defence and may present evidence and call persons to testify (whether members of WASFF or otherwise) on their behalf.

7.7 The decision to expel or suspend a member takes immediate effect.

7.8 The administrator must give the member notice within seven days of the meeting of the Board's decision and the reasons for the decision.

7.9 An expulsion or suspension, while in effect, renders the person ineligible for renewal of membership.

7.10 A member who is suspended or expelled from the association may, within 14 days of receiving notice from the administrator of the suspension or expulsion, request the appointment of a mediator as described under Dispute Resolution (As described in Section 8).

8. DISPUTE RESOLUTION

8.1 The dispute resolution procedure applies to disputes between members; or between one or more members and the Association.

8.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of both parties.

8.3 If the parties to a dispute are unable to resolve the dispute, any party may start the grievance procedure by giving written notice to the administrator of who parties are, and of the matters that are the subject of the dispute.

8.4 Within 30 days after the administrator is given the notice, a Board meeting must be convened to consider and determine the dispute.

8.5 The administrator must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

8.6 If the dispute is between one or more members and the Association; then any party to the dispute give written notice to the administrator stating that they do not agree to the dispute being determined by the Board; and requesting the appointment of a mediator. If such a request is made, then the Board must not determine the dispute.

8.7 At the Board meeting at which a dispute is to be considered and determined, the Board must —

8.7.1 give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and

8.7.2 give due consideration to any submissions so made; and

8.7.3 determine the dispute.

8.8 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

8.9 A party to the dispute may, within 14 days after receiving notice of the Board's determination, give written notice to the administrator requesting the appointment of a mediator. If this is done then, each party to the dispute is a party to the mediation.

8.10 The mediator must be a person chosen by agreement between the parties to the dispute.

8.11 If there is no agreement for the purposes of subclause 8.10, the Board must appoint the mediator. A mediator appointed this way must:

8.11.1 Be a person who acts as a mediator for another not-for-profit body.

8.11.2 Must not have a personal interest in the matter that is the subject of the mediation.

8.11.3 Must not be biased in favour of or against any party to the mediation.

8.12 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

8.13 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

8.14 In conducting the mediation, the mediator must

8.14.1 Give each party to the mediation every opportunity to be heard; and

8.14.2 Allow each party to the mediation to give due consideration to any written statement given by another party; and

8.14.3 Ensure that natural justice is given to the parties to the mediation throughout the mediation process.

8.15 The mediator cannot determine the matter that is the subject of the mediation.

8.16 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

8.17 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

8.24 If the mediation takes place because a member whose membership is suspended or who is expelled from the Association requests mediation; and as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or General Meeting during the period of suspension or expulsion.

9 ELECTION AND MEMBERSHIP OF THE BOARD

9.1 The Board shall consist of 9 elected members.

9.2 Each member of the Board shall hold office for a period of time commencing at the end of the AGM they are appointed and ending at the end of the third AGM after their appointment (that is, it is approximately a three year term).

9.3 The election of 3 members of the Board shall be held during each AGM, such that there is a rolling turnover (or re-election) of Board members.

9.4 Candidates for Board positions may not:

9.4.1 Have an undischarged bankruptcy; or

9.4.2 Have been convicted of an offence in-relation to a body corporate or involving fraud or dishonesty.

9.5 Nominations for positions on the Board will close before the commencement of the AGM.

9.6. If there are insufficient nominations for Board membership then further nominations from the floor of the meeting may be accepted.

9.7 The members shall vote by secret ballot using the optional preferential voting method set out in the By-laws.

9.8 The members of the Board so elected shall at their first meeting following the AGM determine from their own numbers who shall be:

9.8.1 The Chair;

9.8.2 The Administrator; and

9.8.3 The Treasurer.

9.9 A Board member may resign from office by providing notice in writing to the Chairperson, or to the Administrator if the person resigning is the Chairperson.

9.10 The Board may declare vacant the position of a member of the Board, by a 75% majority vote in favour of such a resolution, for gross dereliction of duty or for failing to attend 3 consecutive Board meetings without apology or a leave of absence.

9.11 Casual vacancies in the Board shall:

9.11.1 Be filled by resolution of the Board until the next AGM.

9.11.2 At the next AGM, the number of Board members to be elected will increase by the number of casual vacancies.

9.11.3 The extra positions elected will hold office for the balance of the term of the vacant position's office.

9.11.4 If one or more candidates wishes only to run for one of the shortened terms then the elections for positions will be held sequentially by duration, with the election for the positions with the longer terms occurring before those with the shorter.

9.11.5 Otherwise, the election for all positions will occur concurrently, with the candidates receiving the higher number of votes being elected to have the longer terms. If the number of votes is the same then by lot.

9.12 At a general meeting, the Association may by resolution carried by a simple majority remove one or more board members from office.

10 DUTIES, PROCEEDINGS AND POWERS OF THE BOARD

10.1 Members of the Board shall endeavour to attend and participate in all meetings of the Board.

10.2 Members of the Board shall be familiar with the Act under which WASFF is incorporated and shall at all times act to ensure the Act is complied with.

10.3 A Board member who has any material personal interest in a matter being considered by the Board shall:

10.3.1 As soon as the Board member becomes aware of their material personal interest, they must disclose the nature and extent of the interest to the Board.

10.3.2 Such a disclosure shall be recorded in the minutes, and also be reported at the next General Meeting.

10.3.3 The Board member shall not take part in, nor be present for, any deliberations or voting of the Board with respect to that matter.

10.4 The Board shall be responsible for and have the entire control and management of the affairs and property of WASFF and may act in all matters concerning WASFF in such manner as appears to it to be best calculated to promote the interests of WASFF.

10.5 The Board may at any time appoint or dismiss a sub-committee subject to the By-laws and may prescribe the powers and functions thereof.

10.6 The board may make bylaws, as described in Section 16.

10.7 The Board shall meet from time to time for the dispatch of the business of WASFF.

10.8 The quorum of a Board meeting is four members of the Board.

10.9 Each Board member has a deliberative vote at Board meetings, but if there is a tied vote, the person presiding at the Board meeting shall have a casting vote in addition to their deliberative vote.

10.10 A resolution in writing signed by an absolute majority of the Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board Members duly convened and constituted. Every such written resolution shall be recorded with the minutes of the Board.

10.11 The Chairperson shall:

10.11.1 be the official spokesperson of WASFF.

10.11.2 chair meetings of the Board.

10.11.3 perform such other duties as may be determined by the Board.

10.12 The Administrator shall:

10.12.1 deal with all correspondence received by WASFF.

10.12.2 keep minutes of General Meetings, and of the Board.

10.12.3 give the required notice for all meetings to members.

10.12.4 keep and maintain the register of members.

10.12.5 perform such other duties as may be determined by the Board.

10.13 The Treasurer shall:

10.13.1 be responsible for the receipt of all money and property of WASFF

10.13.2 shall keep records of the finances and property of WASFF.

10.13.3 be the Public Officer of WASFF and as such shall ensure that WASFF complies with the provisions of any laws and perform those duties required of a Public Officer by law.

10.13.4 be a resident of the State of Western Australia.

10.13.5 perform such other duties as may be determined by the Board.

11 GENERAL MEETINGS

11.1 WASFF shall hold an AGM within four months of the end of the financial year. If the nominated WASFC is held during this period, the AGM shall be held during the nominated convention

11.2 The Board may resolve to call a Special General Meeting for any purpose.

11.3 The Board shall call a Special General Meeting upon receiving a petition signed by 10 per cent of the ordinary members, or 20 members, whichever is the lower number, calling for a Special General Meeting to decide upon an issue.

11.3 A Special General Meeting may only deal with matters referred to in the notice of meeting.

11.4 At least 14 days notice of a General Meeting shall be provided to members of the association, through an email list designated by the Board, in combination with publication on a website designated by the Board.

11.5 The By-laws shall set out the procedure of the AGM.

11.6 The Chairman or in their absence a Board member shall preside at General Meetings of WASFF.

11.7 If the Chairman and all Board members are absent from a General Meeting, the members present shall elect one from amongst their number to preside.

11.8 At a General Meeting, 13 members shall constitute a quorum.

11.9 Upon any question arising at a General Meeting of WASFF, any member shall have a deliberate vote, except that the person presiding at the General Meeting shall not have a deliberate vote.

11.10 A question arising at a General Meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the General Meeting shall have a casting vote.

11.11 Proxy votes shall not be accepted.

11.12 A returning officer may be appointed to conduct ballots arising during a General Meeting. In the absence of an appointment of a returning officer the person presiding shall conduct the ballots.

12 BUSINESS OF THE ANNUAL GENERAL MEETING

The agenda of the annual General Meeting shall include:

12.1 To confirm the minutes of the preceding annual General Meeting.

12.2 To receive from the Treasurer, for the previous financial year, the statement of financial affairs and any report from the auditor.

12.3 To receive from any member of the Board, for the previous financial year, any reports as to affairs of WASFF for the previous year.

12.4 The appointment of an Auditor.

12.5 Election of the Organizing Committee of the WASFC.

12.6 Election of Members of the Board of WASFF.

12.7 Motions on notice.

12.8 General Business.

13 METHOD OF ELECTION OF COMMITTEE FOR A WESTERN AUSTRALIAN SCIENCE FICTION CONVENTION.

13.1 The by-laws shall specify the form of a motion proposing the creation of a WASFC.

13.1.1 A motion for forming a WASFC must be provided to the chairman before the commencement of the AGM.

13.1.2 If multiple nominations are received then they shall be voted upon by secret ballot using the optional preferential voting method set out in the by-laws.

14 MANAGEMENT OF PROPERTY AND INCOME OF WASFF

14.1 The Financial year of WASFF shall commence on 1 January of each year.

14.2 The by-laws shall specify rules for allocation of money to WASFCs.

14.3 The by-laws may specify rules for allocation of money to other projects.

14.4 The Association may pay a Board member for out of pocket expenses properly incurred in connection with the Associations business.

14.4.1 Board Members must not receive any remuneration for their services as Board Members other than as described in Clause 14.4.

15 AUDITOR

15.1 Each AGM may appoint a person who is a qualified accountant or auditor, who has not been a member of the Board or a sub-committee during the last two years, as the auditor of WASFF until the next AGM.

15.2 The Auditor appointed shall provide the report to the AGM.

16 PROCEDURE FOR ALTERATION OF THE CONSTITUTION

16.1 Notice of the proposed amendment shall be included in a publication provided to every member of the WASFF with the notice of the General Meeting at which the constitutional change is being considered.

16.2 The constitution may be amended by a special resolution passed by a 75% majority of the Voting Members voting at a General Meeting.

16.3 Within 30 days of the passing of a special resolution amending or altering the Constitution, the Administrator shall lodge copies of such resolutions with the government regulator of the Associations Act.

16.4 No amendment of or alteration to the Constitution shall take effect until written approval has been received from the government regulator of the Associations Act.

16 PROCEDURE FOR THE ALTERATION OF THE BY-LAWS

16.1 By-laws may be made, repealed, varied or added to by:

16.1.1 A resolution passed by a two thirds majority at a Board meeting; or

16.1.2 A resolution passed by a two thirds majority at a General Meeting.

16.2 Any resolution to change by-laws must be a motion on notice in the Agenda of the Board meeting or the General Meeting.

16.3 By-laws so made must not be inconsistent with the existing by-laws, nor with this constitution, nor with any Statutory Act or Law that the Association must comply with.

16.4 Changes to the by-laws come into effect two months after the resolution to change the by-laws has been passed.

16.5 By-laws shall be binding on all members until repealed or amended.

17 INSPECTION OF BOOKS AND DOCUMENTS BY MEMBERS

17.1 Copies of annual financial statements, and any other financial statement previously prepared, shall be made available for inspection and copying to members and auditor (if any) on request, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board.

17.2 The member must not use or disclose information in a record or except for a purpose

17.2.1 that is directly connected with the affairs of the Association; or

17.2.2 that is related to complying with a requirement of the Act.

17.3 Copies of this constitution, and of all by-laws shall be made available to all members.

18 COMMON SEAL

18.1 WASFF shall have a common seal that shall include "Western Australian Science

Fiction Foundation" and the words "Common Seal".

18.2 The common seal shall remain in the custody of the Administrator and shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures of two members of the Board authorised by the Board to attest thereto and the attestation shall be sufficient for all purposes that the common seal was affixed by the authority of the Board.

19 DISSOLUTION

19.1 WASFF may be dissolved or wound up by a resolution passed by a 75% majority at a special General Meeting called for such purpose.

19.2 If upon the dissolution or winding up of WASFF there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of WASFF. It shall be paid or transferred to a charitable organisation or incorporated not for profit organisation having similar objectives to WASFF, as decided by the members at the General Meeting at which it is decided to wind up the WASFF.

Margaret: We had to comply with the new act.

The existing constitution has a lot of strange discrepancies, different to the model rules.

We are not sufficiently special to need lots of rules.

Margaret moves, Doug seconds.

Margaret speaks in favour:

I have worked with organisations for 15 years. I feel clear documentation is very important. When I joined the WASFF board and looked at the constitution: it is frankly a dog's breakfast.

The important changes beyond reorganising it is:

1. We have 3 levels of bylaws, no-one else does this. It makes the document labyrinthine and makes everything difficult.

So I propose to make 1 level of bylaws made by the board or the general meeting. Motions must be on notice and take 2 months to come into effect so an SGM can counteract the

board. This give a good balance for volatility.

The only organisation I am aware are does this is Australia as a nation.

Are we as complicated as Australia.

2. Membership. We have it backwards. People should join the organisation to attend the event. Not attend an event to join an organisation.

3. Dispute resolution. I took the exact rules from the model rules. Like almost every other organisation. I did not put it in the bylaws because it is too important to how the organisation, and we should not be able to just change it.

Rohan speaks against: This proposed constitution was debated on the list. There is a lot that is good, but a few things that are not.

Controversial changes:

This changes so that automatically Swancon attendees are not automatically members.

You have to pay a fee. And you can't just have a zero dollar fee.

We also have a vetting process that lets use vet members based on a paper application.

That is not in the current constitution.

The bylaw change: the simplification I approve of. But the changes I don't agree with.

It lets the board overrule the the general meetings.

Technical problems also exist.

These problems can not be solved with these words. With new words we can.

Doug speaks in favor of the motion.

One of the big things that it makes the bylaws into one group.

This lets the board change the rules.

And it lets us restructure them to be more readable.

Rohan mentioned the board can change the rules and overrule the general meeting.

The 2 month provision lets an SGM stop the board from changing things.

These protections only matter, if the board is in disagreement with the board.

Expulsion and and suspension lets us expel people which achieves a similar to vetting.

The changes to membership give us extra flexibility, for example to make a member of someone attending another convention at the other end of the year for example.

Andrew speaks against:

Expulsion is not the same as vetting. It can be appealed.

Our organisation is not the same other organisations so our will not be able to use the rules

against.

Russell speaks in favor:

I am here today because I paid extra, I am just a dealer. So saying this is a change is not real.

Further that while it won't have the vetting it will Swancon attendance does not have to be allowed for all members.

Amanda speaks against:

I do not think there has been sufficient time, consultation or listening for changes of this magnitude.

Derek speaks in favor:

I have been involved with many associations, I provide governance advice to over 100 groups. There has been a lot of comments that we are unique and need unique rules. I completely disagree, we are a completely normal community organisation that run an event.

The associations act has been maturing over time. In the 1980s It did not provide much guidance on what a constitution should be. The act has been maturing over time. The regulator has said that their structure is the best way to meet their requirements.

It incorporates modern governance thinking.

It makes it easy to show our compliance.

And it lets us draw on all the knowledge of running organisations not just our own but any other group.

This constitution allows WASFF to become a conternary organization with a modern structure.

Todd speaks against:

As a customer, you paid a cost and receive a membership free. What is the cost?

Laura speaks for:

We already discount some of are smaller events, we can use the same rules to give a discount to swancon for members, thus cancelling the membership free.

Frames speaks for:

This change smooths out a lot of our weird organization from accumulated patches.

Margaret right of reply :

We can have a fee structure. We can set our fees for different members how we need to. That is how everyone does it.

Motion requires 75%

21 in favor: 7 against.

Motion carried (at exactly 75%)

Motion R3: that clause 6.3 of the constitution be amended as follows:

6.3 Nominations for positions on the Board will close before the commencement of the AGM, or other meeting where the elections are to be held. A nomination from a person that has been bankrupt or who has a criminal conviction is not to be accepted.

Motion withdrawn.

Motion R4: that the objectives of the constitution be amended to add before 2.1.1, the following:

2.1.0 to organise the annual Western Australian Science Fiction convention, known as Swancon:

Rohan speaks for it:

The motion adds a new objective, to add an objective for the organisation of Swancon.

Doug seconds.

Motion is carried. (clear more than 75%)

Motion R5: that the following new clause be added to the constitution:

6.11 At a general meeting, the Association may by resolution carried by a simple majority remove one or more board members from office.

Withdrawn.

Motion R6: that the regulations be amended by adding the following new clause:

3.14 In the event of a tie between candidates to eliminate, then the tie is broken by a process of equal random chance.

Rohan: It is not clear as to the breaking of ties. This makes it explicit by lot.
Frames seconds.

Motion carried.

Motion R7: that Ordinary by-law 1.16 be amended as follows:

1.16 A member of the board who has any ~~direct or indirect pecuniary personal~~ interest in a ~~contract, or proposed contract, made by, or in the contemplation of,~~ matter being considered by the board shall, as soon as he or she the board member becomes aware of his the interest, disclose the nature and extent of ~~his~~ the interest to the board and the member of the board shall not be present during, nor take part in, any deliberations or decision of the board with respect to that ~~contract~~ matter. Such a disclosure to the board shall be recorded in the minutes, and also be reported at the next general meeting.

Withdrawn.

General Business

Frames: a motion of thanks for Rohan and others on the constitution list, for the debate which lets us achieve optimal solutions.

Margaret seconds.

Motion carried.

Meeting closed 7:42 pm.