

1 Meeting Opened

- It was determined that a quorum was present.
- **Meeting declared open** at 2:15pm
- **Attending:**
 - Doug Burbidge (chair) (via Skype),
 - Brian Johnson (treasurer),
 - Jack Bridges (elected board member),
 - Jess Bridges (elected board member),
 - Laura Hodge (elected board member),
 - Margaret Watts (elected board member).
- **Apologies:**
 - Andrea Johnson (elected board member),
 - Davina Watson (elected board member),
 - Frames White (elected board member) (via Skype).
- **Minutes from previous meeting:** 16/2/2019
 - Minutes accepted. Doug moves Jess seconds.

2 Matters arising from past minutes

- None that won't be handled in other sections.

3 Correspondence

- Discussion occurred online re WASFF mailing list and also tech mailing list:
 - People raised concern that our new plan (to move the WASFF list to Microsoft Office 365 infrastructure) does not include a publically accessible archive. An archive is theoretically a nice feature, but our current one is only searchable via google anyway.
 - Jeremy mentioned that new system does not allow users to manage their own subscription. This feature is a nice-to-have, but we mostly manage membership centrally anyway.
 - The proposed new system allows rich text (bold, italic, etc.)
 - There is a plan to migrate the current mailman to a new host which hopefully won't suffer the lost-mail problem the current one is suffering.
 - The tech list is a good resource, but it doesn't necessarily always have a good connection to the board. It has a low enough communication volume that it tends to slip out of institutional knowledge.
 - A positive aspect of the proposed new system is that Microsoft offer account recovery to the organisation via our ABN, which is offers better organisational resilience.

- Brian to send email summarising the above to tech list, and consult with them. Hold off decision until after Swancon.
- Discussions online re by-law and constitution amendments. Motions on notice below includes motions which incorporate feedback from those discussions.

4 Chair's Report

- Doug wanted to update the online copy of the by-laws to match the amendments passed at last meeting, but did not. He will endeavour to update them after this meeting, incorporating both meeting's changes.

5 Administrator's Report

- The Administrator position is currently vacant. Anna said she would probably be able to minute the AGM for us.

6 Treasurer's report

- He is in the process of generating our reports for the AGM, and is working through that with Madelein.
- Bank account balances:
 - WASFF primary account: 3,219.17
 - Swancon 2019: 8,627.52
 - Swancon 2020: 15,000.00
 - High interest: 10,139.53
- We are aware that Swancon 2019 might want more seed for the balance of their venue cost. We have not yet received an amount from them.

7 CSC Chair Report

- We have not had a recent update from Swancon 2019 re their programme. They are not using Grenadine at the moment. We are uncertain as to how they plan to deliver an online programme.
- Stephen McGlone let us know that he hadn't seen promotional material recently. The con sent a promotional email to the list.
- They are not currently recording many transactions in Xero.
- Amanda is helping them with marketing.
- Motion: The board directs Brian to send an email to Swancon 2019 requesting a detailed status report, particularly regarding programme, and also including venue, and accounts. Moved: Jack moves; Jess seconds. Carried.
- Swancon 2020 have a proposed venue. They have a proposed contract, which has not yet been finalised or circulated.

8 Motions on notice

- **Replace entire bylaw 4.13:**
 - “4.13 The Swancon committee shall endeavour to return an additional 10% of the amount of seed money provided to fund the convention”
With:
“4.13 The Swancon committee shall endeavour to return an additional 10% of the amount of seed money provided to fund the convention to the budget approval process’ satisfaction.”
 - Moved Brian; seconded Laura. Carried.
- **Replace entire bylaw 5.4:**
 - “An amount shall be set by the board from time to time for the purpose of setting a level at which two authorised officers are required to make a payment from a financial institution account, including bank accounts and payment processor accounts (such as Paypal). Any payments at or under this amount require authorisation from only one authorised officer. Payments from a financial institution account over this amount may only be made by two authorised officers. Transfers between accounts are not regarded as payments for the purpose of this and the next regulation, and may be authorised by one authorised officer.”
With:
“Payments from a financial institution account, including bank accounts and payment processor accounts (such as Paypal or stripe) require approval by two authorised officers. Refunds less than or equal to four full WASFC membership fees only require approval by one authorised officer. Refunds of greater amounts require approval by two authorised officers. Transfer of funds between accounts of the organisation require approval by one authorised officer.”
 - Brian moves; Jess seconds. Carried.
- **Remove part of bylaw 5.5:**
 - “5.5 Payments shall only be made by the authorised officers when such payment have been authorised by the board, or by a committee to which the board has delegated authority to authorise certain payments.”
Remove “WASFF shall not make payments other than as authorised by these Regulations.”
 - **And Move bylaw “made by the board 8” into bylaws change numbering from “8” to “5.5.1”:**
 - “The Board delegates the ability to approve expenditure of any amount up to \$500 to the Chair and the Treasurer where a subcommittee requires approval within 48 hours. Such approval shall be reported to the next Board meeting.”
 - Brian moves; Jack seconds. Carried.
- **Append to bylaw 5.6:**
 - Current text: “5.6 The board shall from time to time determine at least two authorised officers with authority to operate financial institution accounts. At least two authorised officers for each account shall be board members.”
 - **Append:**
“If a change of signatory is required, it should be done as soon as practicable, but not later than 3 months. In the intervening time, the retiring signatory may authorize a payment if written authority to do so is provided by the incoming signatory”

- **And Remove bylaw “made by the board 9” (bold part is moved to 5.6):**
 “9. Further to regulation 5.6, accounts, other than sub-committee accounts, shall have the Treasurer, Chairman and Administrator as signatories. **If a change of signatory is required, it should be done as soon as practicable, but not later than 3 months. In the intervening time, if the retiring signatory is a member of the board they may sign a cheque if written authority to do so is provided by the incoming signatory.** In the event that the retiring signatory is no longer a member of the board then that signatory may not act as a signatory, unless authorised to do so by the board.”
- **And Remove bylaw “made by the board 10”:**
 “10. Further to regulation 5.6, sub-committee accounts may have 2 or more signatories from the sub-committee as signatories as nominated by the sub-committee and approved by the Board. The at least two board signatories shall include the Treasurer and the Chairman.”
- Moved Brian; seconded Jack. Carried.
- **Amend bylaw 5.7**
 - **Replace:**
 5.7 The seed money provided to fund each annual convention shall not exceed 25% of the liquid assets not allocated to any other project less liabilities at the time of provision of the seed money or an amount determined by the board from time to time.
 - **With:**
 5.7 The seed money provided to fund each annual convention at the time of provision of the seed money shall:
 - 5.7.1 Not exceed 25% of the liquid assets not allocated to any other project less liabilities; or
 - 5.7.2 Not exceed \$7,000. This amount is determined by the board and intended to be updated each year by the board; or
 - 5.7.3 For larger amounts by a determination by the board, for which notice must be given with the agenda.
 - **Remove bylaw “made by the board 11”:**
 - “11. Further to regulation 5.7, the amount determined by the board is \$7,000. It is intended that this amount be updated each year, using regulation 5.7 as a guide.”
 - Moved Brian; seconded Laura. Carried.
- **Amend bylaw 5.8:**
 - **Replace:**
 “The board may grant other money to other projects, such other grants shall not exceed 25% of the liquid assets not allocated to any other project less liabilities at the time of provision of the seed money or an amount determined by the board from time to time.”
 - **With:**
 5.8 The board may grant other money to other projects and committees, at the time of provision of the seed money shall:
 - 5.8.1 Not exceed 25% of the liquid assets not allocated to any other project less liabilities; or
 - 5.8.2 Not exceed \$2,000. This amount is determined by the board and intended to be updated each year by the board; or
 - 5.8.3 For larger amounts by a determination by the board, for which notice must be given with the agenda.

- **And Remove bylaw “made by the board 12”:**
“12. Further to regulation 5.8, the amount determined by the board is \$2,000. It is intended that this amount be updated each year, using regulation 5.8 as a guide.”
- Moved Brian; Laura. Carried.
- **Remove bylaw 5.10:**
 - “The seed money provided to fund the conventions steering committee shall not exceed 25% of the liquid assets not allocated to any other project less liabilities at the time of provision of the seed money or an amount determined by the board from time to time.”
 - **And Remove bylaw “made by the board”:**
“13. Further to regulation 5.10, the amount determined by the board is \$3,000. It is intended that this amount be updated each year, using regulation 5.10 as a guide.”
 - Moved Brian; seconded Jess. Carried.
- **Amend bylaw 5.9:**
 - **Replace** “5.9 A Swancon organising committee shall not enter into any one contractual obligation that involves a financial obligation of more than \$1000, without first obtaining approval of the steering committee.”
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 - **With (Option 1):**
 - “5.9 A **WASFF committee** shall not enter into any one contractual obligation that involves a financial obligation of more than \$2000, without first obtaining approval of the steering committee.”
 - Moved Brian; seconded Jack. Carried.
- **Remove Bylaw 5.12:**
 - “Proposals from the Swancon committee that exceed the limit in 5.9 and exceed the limit in 5.11 shall seek approval of the board.”
 - **And Move bylaw “made by the board 16” and modify:**
“16. The board shall consider approval of a contract **under regulation 5.9**, other than a simple contract of purchase approved in a budget, as separate consideration to any budgetary considerations. This is primarily to consider the full terms of the contract over and above any monetary amounts.”
 - **To bylaw “5.9.1”:**
“5.9.1 The board shall consider approval of a contract, other than a simple contract of purchase approved in a budget, as separate consideration to any budgetary considerations. This is primarily to consider the full terms of the contract over and above any monetary amounts.”
 - Moved Brian, seconded Laura. Carried.
- **Remove Bylaw 5.12:**
 - Old text: “Proposals from the Swancon committee that exceed the limit in 5.9 and exceed the limit in 5.11 shall seek approval of the board.”
 - Moved Brian; seconded Laura. Carried.
- **Replace Bylaw:**
 - “5.11 The steering committee shall not enter into any one contractual obligation that involves a financial obligation of more than 30% of WASFF's total liquid assets not allocated to any other project less liabilities at the time of the making of the obligation, or an amount determined by the board from time to time, without first obtaining approval of the board.”
 - **With:**
“5.11 The steering committee may enter into **or approve** any one contractual obligation without first obtaining approval of the board if it:

- 5.11.1 Involves a financial obligation of less than 30% of WASFF's total liquid assets not allocated to any other project less liabilities at the time of the making of the obligation; and
 - 5.11.2 Not exceeding \$10,000. This amount is determined by the board and intended to be updated each year by the board.”
 - Moved Brian; seconded Laura. Carried.
- **Create new Bylaw 5.14:**
 - “5.14 The steering committee may consider and if appropriate approve amendments to convention budgets which don’t exceed an increase in overall expenditure of more than 5% of the board approved expenditure or do not change the net income less expenses (surplus) by more than 5% of the board approved surplus.”
 - Moved Brain; seconded Jess. Carried.
- **Move bylaw “made by the board”:**
 - “15. The board may give advance approval of expenditures under regulation 5.5 in the form of budget approval, where the budget specifies with sufficient detail the item for which expenditure is proposed.”
 - **To by-law 5.15:**
“5.15. The board may give advance approval of expenditures under regulation 5.5 in the form of budget approval, where the budget specifies with sufficient detail the item for which expenditure is proposed.”
 - Moved: Brian; Jack seconds. Carried.
- **Renumber:**
 - Move 5.13 after 5.2 and renumber remaining bylaws as necessary.
 - Moved Brian; seconded Jess. Carried.

9 General Business

- Swancon trademark: PRK has highlighted three organisations using the “Swancon” name. One was a game convention in Taiwan; one is a comic & SF convention in Sumter South Carolina; one is a very small games convention in Knutsford, Cheshire, UK.
- Doug will send Cease & Desist letter to the Taiwan and US ones. Doug will send a facebook message to the Cheshire one mentioning that we are a longer-standing convention which includes board games, and to ask them to put “not affiliated with Swancon Australia” on their material.
- **Date of Next Meeting:** immediately after AGM.
 - Venue will be at Swancon.
- The Board Meeting was closed at 4:47pm.