



# BLAZING SWAN INC

Blazing Swan Inc.

## Annual General Meeting Minutes

<b>Date:</b>	12/09/2021
<b>Time:</b>	2:00pm
<b>Place:</b>	Swan's Nest - 38 Amherst St Fremantle

<b>Committee</b>	
<b>Pasan Tennakoon (PT)</b>	<b>Chair</b>
<b>Stuart Porter (SP)</b>	<b>Secretary</b>
<b>Paul Castle (PC)</b>	<b>Treasurer</b>
<b>Garth Krasinski (GK)</b>	<b>OCM</b>

<b>Attending Members</b>			
<i>Italics indicates the member attended via electronic means</i>			
Allan Allsop	Will Amesz	Sharon Banks	Paul Castle
Adie Chapman	Marie Clarke	Isabella Di Chiera	Leila Folland
Bruce Garrod	Jane Hawdon	Glyn Kernick	Garth Krasnski
Gerard Laumen	Ryan Linkowski	Alicia Manolas	Glen "Obi" Mason
Clinton Matthews	David Moyses	Katherine Porter	Stuart "Governor" Porter
Peter Roehig	Bryan Somerville	Alaya Spencer-Cotton	Daniel Taylor
Pasan Tennakoon	Oonagh Vereker	Lewis Viljoen	Adam Ward

Kimberly Strong	Anton Lord	Alana Meade	Tim Viljoen
Aleksandr Szewczuk	Jerone Duval-Fleury	Angela Hooper	Peter Phillips
Kirsty Rochford	Clinton Arnott	Rodney Mason	Stean Vitasovic
<i>Jerome Bowan</i>	<i>Clint Moore</i>	<i>Alastair Irvine</i>	

<b>Proxies</b>	
In format: Member acting as proxy, Member who granted them proxy. “*” Indicates proxy granted with restrictions	
BSI Secretary (Stuart Porter)*	Fei Ngeow
Daniel Taylor	Jesse Vickery
Daniel Taylor	Victoria Vickery
Glyn Lanser Kernick	Elisabeth Maria Kernick
Garth Krasinski	Aleksandra Szewczuk
Adie Chapman	Sumita Hill
Adie Chapman	Jerome Bowen
Bruce Garrod	Karen Becker

<b>Disclaimer</b>
<p>It is not possible to capture what is said during a meeting word for word. The Minutes are an attempt to capture key points and the intention of questions and comments, as well as the spirit of what was happening in the meeting. In proofing these minutes for release, one of the main jobs is to go through what is recorded and make sure things make sense by either adding context, or using best judgement to edit what is recorded to represent the assumed intention of the question or comment. Motions are the exception to this, and should reflect exactly what the people who moved the motion intended, as they are checked at the time of recording.</p> <p>If you see a section which quotes something you said or asked but feel it does not represent the intention of your question or comment, please contact <a href="mailto:secretary@blazingswan.com.au">secretary@blazingswan.com.au</a>, quote the problem section, and provide detail on what you were trying to convey so the minutes can be amended or an appropriate note added.</p>

<b>Notes</b>

Committee and presenters may be referenced by their initials, eg. PT for Pasan Tennakoon.

FTF - Question or Comment From the Floor

FTF; Name - Provides the name of the person who made the comment or asked the question. Names were primarily recorded where they were considered relevant, such as if the person had a stated conflict of interest, or if the person is known to a reasonable portion of the Committee or Membership as someone with relevant insight.

**Note:** Is a note added by the Secretary while reviewing the minutes, to provide background or further information on what was happening at the time.

Sections with underline - Are sections which have been added to or modified from the minutes recorded on the day based on feedback from members reviewing the minutes. These modifications are only intended to allow points raised on the day, but missed in the minuteing, to be included as part of the record. They should not represent something which did not occur in the room on the day, but are underlined for transparency.

### Meeting Open

Meeting chaired by Pasan Tennakoon, Chairperson of BSI Committee.

Meeting opened at 13:16 by PT

43 members in attendance, 42 required for quorum

8 members voting by proxy

26 votes required for a vote to carry by majority

38 votes required to pass special resolution.

### Conflicts of interest declared for agenda items:

- No conflicts of interest declared

### Previous minutes

Confirmation of SGM minutes from  
2021-04-18

Accepted by Alicia, Seconded by Garth,  
Passed

Confirmation of AGM minutes from  
2020-08-02

Accepted by Alana Meade, Seconded by  
Pasan, Passed

**Note:** A question was raised during the meeting over whether the previous AGM minutes had been accepted at a previous

	<p>SGM. A review of the minutes from the 15/11/2021 SGM carried out after this AGM suggests they were previously accepted. I had not reviewed those minutes prior to this AGM and the normal business of an AGM calls for accepting the minutes of the previous AGM so I assumed they hadn't been. Thank you to those who re-confirmed them.</p>
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<p><b>Welcome and Apologies</b></p>
<p><b>PT presenting from slides, see 20210912R AGM Presentation</b></p> <p>PT open to country (Slide 2)</p> <p>PT housekeeping. (Slide 4)</p>

<p><b>Special Resolutions</b></p>
<p><b>Presented by SP, see slides 7 through 17 from the main presentation.</b></p> <p><b>Note:</b> Minutes for this section recorded by PT as SP was presenting, then proofed by SP to add detail to best of recollection.</p> <p>SP presented on special resolutions, explained that we may not be able to pass them today as our constitution seems to indicate we need 75% of the entire membership to support, but the Act defines it as 75% present at the meeting, so we will vote anyway and then let the commissioner decide. We will learn something about the process of trying to amend the constitution through trying to make the proposed changes, if they have support at the AGM, even if we can't get the constitution amended.</p> <p>The constitution is a good document, but it has some issues, and we will need to amend it sooner or later.</p> <p><b>Note:</b> SP did seek clarification from the department prior to the AGM on if 75% of those present would be acceptable, they replied on the 28th of September confirming Special Resolutions require 75% of those present.</p> <p>SP explained constitution has minor errors and SR1 is to correct minor errors in constitution including: miss numbered sections, gendered terms, inconsistent use of Chair vs Chairperson. SR1 also introduces a change to cover a possible eventuality where meetings under the constitution need to be chaired by the Committee, but if the membership need to hold a meeting due to a rogue Committee this is obviously problematic, so a rule has been added to</p>

allow members to chair a General Meeting under such circumstances.

### **Discussion**

FTF; Dan Taylor - Dan queried full list of changes, SP presented the slide which covered the changes in broad terms. Dan commented that it was hard to identify the specific changes from this. SP commented to the effect that there was numerous small changes and so an effort had been made to highlight them in the document as circulated. Dan raised the issue that the circulated document only contained the changes, not what they were changed from.

- SP acknowledged that and explained he did not currently have access to software that could generate a comparison, but had circulated the proposed constitution and current constitution before the meeting so members could go through and compare line by line if they wanted as an attempt to address this.
- SP asked if there was a specific point that needed clarification, nothing raised.

SP asked PT to call the vote.

*Wording of Special Resolution1, as circulated by email:*

### **Corrections and Clarifications of the Constitution**

Your Secretary, Stuart Porter, with the support of the Committee proposes the constitution be amended to remove several minor errors, and clarify small sections.

The changes in general are largely grammatical, as well as correcting sections where a number reference is incorrect. An effort has also been made to move to gender neutral terminology, such as converting remaining instances of Chairman to Chairperson, as well as distinguishing between the role of Chair or a meeting and the Chairperson of the association.

Some minor changes, such as capitalising words, are not highlighted. Changes of significance have been underlined and highlighted in **red** for visibility in the provided draft "V6" of the constitution. Changes in **green** do not relate to this resolution, and should be ignored as they are covered by a separate special resolution.

More notable changes have been introduced to the following pages with the intention of clarifying the existing document, or providing for possible circumstances not already covered:

Pg 3 - Definition of Special Resolution; Updated to comply with Act

Pg 3 - Definition of Deputy Chairperson; Added

Pg 16 - 23. Application of division; Removed unnecessary text duplication

Pg 31 - 52(3)(a) of Special General Meetings; Clause to cover potential circumstance

Pg 33 - 56(3) Presiding member and quorum; Added clause to allow for members convening a General Meeting under rule 52(5) to be able to Chair the meeting, in case of a rogue Committee

Pg 34 - 58(3) Voting at General Meeting; Clarify duration of proxies

Pg 40 - 71(1)(a) Publication by Committee Members of ...; Added clause to clarify Committee may comment on business when required by the Act or the Constitution.

**A draft of the revised “V6” constitution is included with the notice of the upcoming AGM, with a final version to be circulated no less than one week before the AGM. Any changes between the draft and final will be to ensure the wording is appropriate and compliant with all requirements, and will not alter the intent of the amendments listed above.**

**Motion by Committee**

**Wording:** Special Resolution 1 (SR1), as above.

**Vote by show of hands**

- 47 yea
- 38 required for 75% of those present to be in favour.

**Special Resolution Carried**

SP presented on special resolution 2, more of a change, explained to correct proxies unable to be assigned after meeting begins. SP listed changes including: persons leaving meeting can assign proxy to committee.

**Discussion**

FTF - Many motions arise from floor, how does one specify how to vote on a motion they don't know is coming?

- SP explained that as an association we should look to try and move away from motions from the floor and towards pre-tabled motions, because people decide their attendance based on the agenda and people can potentially decide to not attend based on listed motions and miss out on a matter they feel strongly about if it's raised from the floor. Floor motions will still be a problem as sometimes they can only be raised in response to things happening, so this is an imperfect solution to the problem, but ideally by requiring that people have attended before they pass their proxy in this way, they will have a good idea of what is going to come up and can provide appropriate instructions to their proxy. People can also specify their proxy in slightly broader terms, such as in favour of issues about a topic category, which hopefully till provides enough flexibility.
- SP explained that keeping the proxies with Committee after meeting start helps with admin as the Committee need to be able to keep track of who has proxies, and requiring that the 'late' proxies carry instructions on how they are to be used minimises the risk of some kind of abuse of the proxies, though given the Committee are typically voted in they are hopefully trusted to exercise proxies given to them as intended.

FTF - Questioner raised concerns on power of balance shifting to members who are still present.

- SP agrees this can be a problem, but it is not easily solved. Ensuring as much as possible is on the Agenda will help ensure all members have equal power, and members always have the power to call for a vote for a meeting to be adjourned if they feel matters have come up that people who've already left should be included in.

An adjournment suspends the remaining business of the meeting to a future date, when only the remaining business from the previous meeting can be carried out.

- Anton Lord commented that meetings under 5 hours will fix people leaving.
- Some discussion of the ability of members leaving to leave specific instructions for proxies.

SP asked any other questions, no further questions raised.

SP asked PT to call the vote.

*Wording of Special Resolution2, as circulated by email:*

### **Adjustment of Proxy process in the Constitution**

Your Secretary, Stuart Porter, with the support of the Committee proposes the constitution be amended to adjust the process for proxies at General Meetings. The amendments aim to address issues observed at recent General Meetings.

Firstly, difficulties have been observed at meetings with low attendance, where members who wished to vote by proxy seemed to have trouble finding another member to act as proxy for them. To alleviate this, we propose allowing the Committee to hold any number of proxies for Members, but only where the Member provides specific instructions on how to vote on given topics, so as to eliminate potential abuses.

Secondly, several members have voiced frustration with the proxy rules as laid out in the constitution not allowing for a Member who leaves part way through a meeting to pass their proxy to another party. To address this, we propose allowing members who have attended at least an hour of the meeting to pass their proxy to Committee if they need to leave, but again with the requirement that they can only do so when providing specific instructions on how to vote. This is structured to try and allow members who cannot stay to have their voice heard, while also making it practical for the Committee to track changing proxies if people leave.

The proposed changes have been underlined and highlighted in **green** for visibility in the provided draft "V6" of the constitution. Changes in **red** do not relate to this resolution, and should be ignored as they are covered by a separate special resolution.

In specific the proposed changes can be found at:

Pg 32 - 54(2) Proxies; Amended

Pg 32 - 54(9) Proxies; Amended

Pg 32 - 54(10) Proxies; Added

Pg 34 - 58(2) Voting at General Meetings; Amended

**A draft of the revised "V6" constitution is included with the notice of the upcoming AGM, with a final version to be circulated no less than one week before the AGM. Any changes between the draft and final will be to ensure the wording is appropriate and compliant**

**with all requirements, and will not alter the intent of the amendments listed above.**

**Motion by Committee**

**Wording:** Special Resolution 2 (SR2), as above.

**Vote by show of hands**

- 46 yea
- 38 required for 75% of those present to be in favour.

**Special Resolution Carried**

SP thanked everyone for participating and voting in favour of the special resolutions, happy to have a chance to try and improve things.

**Report on the Association activities**

**PT presenting, slide 18 on from main presentation.**

PT thanks previous committee and management for 2020/2021 year.

13 committee members have passed through during the course of the year.

PT extends thank you to SP for Secretary.

PT extends thank you to PC for treasurer.

PT thanks Georg for his work as Deputy chair and as an OCM. Well wishes for his retirement.

PT thanks Garth for joining while flooded with work. His knowledge around insurance and compliance has been super helpful.

PT thanks Noemi for stepping up as Secretary when the committee suffered losses last year despite her ill health.

PT thanks Matt Robinson for stepping up as treasurer despite poor health.

PT thanks Alana Meade for her excellent work at the start of the financial year.

PT thanks Vida Barrett for her service as Chair, steering the committee during one of the hardest years.

PT thanks Sharon banks. Amazing knowledge of governance and processes. Thanks for staying on as safety advisor.

Amy Richardson for stepping up in a difficult time. Put in 30 or 40 hours, helped a lot with nest management.

Karen Becker for advice and support to PT.

Brooke Andrews former OCM. Has served on the Committee previously, stayed on as Volunteer manager. Years of service, founding member. 8 years of service.

PT thanks Ryan Linkowski. OCM and Nest management.

PT thanks Sonia. OCM this year and last. Helped out with art a lot.

PT thanks Tim Viljoen. Ran theme camps, stepped up to Committee as OCM, ran theme camps for many years. Great help.



PT thanks Neesha Peacock. Temple lead to OCM. Driven by passion for art.

PT extends special thank you to event crew;  
Laurie Caddie. Spent hundreds or thousands of hours turning dust into dreams. Big thank you.

PT extends thank you to Dan Taylor. Chair to treasurer to committee to event manager. Founding member. Thousands of hours.

PT extends thanks to Mark "Turtle" Langridge.

PT extends thanks to departing Comms, Bruce Garrod and Andy Marsh. Big thank you for revolutionising the Comms team.

SP steals the microphone to thank Pasan. Does about 20 hours a week behind the scenes. Don't know when he sleeps.

PT talks about the kind of time put in by the Committee and others. A lot of time behind the scenes, about 40% spent putting out fires and dealing with Drama (On **slide 26**). Also a lot of time on Nest (Also on **slide 26**).

#### **General updates, PT**

**PT presenting, slides 27 from main presentation.**

PT asks if anyone has any questions, none raised.

#### **Financial report, presented by PC**

**PC presenting, slides 28 from main presentation.**

#### **Discussion**

FTF; Dan - If you can go back to the current situation, there's an outstanding bill to the Tax department for \$22k because no-one has tracked GST this year.

- Lan responding - When you go through a booker keeper they maintain an account, and the statements are issued to the Book keeper. Same thing happened when Lan was Treasurer. It's not a big deal.
- Dan - That's still a 22k bill unaccounted for
- PT responded, SP missed.
- **Note:** PTs response was to the effect that we have Bookkeepers who manage this, so while there is an outstanding bill raised by Dan, we have funds to cover it and it will be resolved if not already.
- DT is referencing September BAS, 16k outstanding.
- PT says the Bookkeeper has been handling since.
- Lan asks why Dan still has access.
- Dan says because he hasn't been removed.
- Lan wishes to table a motion to remove Dan. Felt motion isn't needed, just

housekeeping by Committee.

FTF; Bruce, when putting together financial reports, a note about tax being missed would have been useful.

- Bruce also notes there's about 3 times the membership there has been in the past, and wonders if there's a reason.
- PT responds that there's been more engagement and SGMs, so more people have signed up.
- SP responds that the reason for increased members is somewhat unclear. He suspects it is a combination of higher Nest usage meaning more Nest members signing up as required for insurance cover, along with some theme camps and groups encouraging their friends to sign up.

FTF; DT talks about balance sheet for ticket refunds, liability on last report. In the expenses for this year, there's no record of them being paid out.

- Some confusion, PC and PT check the financial report
- Acknowledge that there does seem to be an error. Was paid, but not recorded. Issue with bookkeeper.

AL comments that quorum difficulty could be because AGM so late, so many members expired.

PC confirms a problem with the report. Report has been fully audited and signed off on, so unclear why this amount seems to not be covered. Committee offers to follow up with the bookkeeper and provide clarification to the members by email afterwards.

PR - I get the impression if something is a liability, it would've already been in the expenses.

- DT disputes.

Lan says that the previous committee put the refund money aside in an account. It was put aside when the decision was made. Wasn't sitting in a trading account. Wasn't even shown as the balance of available funds. Doesn't need to be explained any further.

- PT confirms Auditor did question the amount, and it was clarified to their satisfaction

DT continues to dispute from the floor, standing up and raising voice.

- SP asks DT to please stop talking.

### **Motion by Committee**

**Wording:** accept the financial report as is, with the status of the 150k to be clarified with Bookkeeper and information sent out to members by email.

### **Vote by show of hands**

- 33 yea

**Motion carried**

## Elections

### **PT presenting, slide 32 from main presentation.**

SP will act as returning officer as he is not standing for reelection.

SP declares all positions open.

For the role of Chairperson, Pasan Tennakoon is standing unopposed. SP declares Pasan appointed to the role of Chairperson.

For the role of Deputy Chairperson, Garth Krasinski is running unopposed. SP declares Garth appointed to the role of Deputy Chairperson.

For the role of Secretary, Paul Castle is running unopposed. SP declares Paul appointed to the role of Secretary.

For the role of treasurer there are currently no nominees.

- SP first offers those standing for OCM positions the chance to nominate themselves for the role. No takers.
- SP calls for nominations from the floor for Treasurer. No takers.
- SP declares the role of Treasurer to be vacant at this time.

For the roles of OCM, the committee is seeking three office holders, there are currently only two nominees. SP declares Jess and Gerard appointed unopposed to the position of OCM.

- SP calls for nominations from the floor for the final OCM position. No takers.
- SP declares the final OCM position vacant at this time.

SP declares Elections done. SP invites the two new committee members, Gerard and Jess, to introduce themselves to the membership. They both do after mild social pressure is applied.

Jess and Gerard give introductions, SP not able to minute as he was busy presenting.

SP gives thanks to the incoming Committee for stepping up.

## Volunteer Benefits

### **Peter Roehrig presenting from slides 20210912R Volunteer Benefits Presentation**

PT hand over to PR for presentation

Overwhelming support for BSI to gift back to Volunteers

DT interrupts from floor to comment that Committee members are required to be at the event as they are part of the emergency management committee, so they have to be given

free entrance.

PR resumes presenting

PR is discussing training

Shaz interrupts from floor to clarify that training needed for a role is an expense, not a benefit. The association needs to provide those people with training.

Shaz feels the same applies to food.

PT agrees with Shaz's comment.

Things need to be above board and in the open. Not hush hush like in the past.

**Note:** As part of this presentation, Peter handed out a survey seeking opinions on the membership that was also circulated by email beforehand. There was some discussion about whether members holding proxies for other members should be able to fill out extra surveys, partly because the survey form was labelled 'vote'. By popular opinion members carrying proxies to 'Vote on all matters arising' were provided with extra forms to fill out on behalf of the member they were acting as proxy for. It should also be noted that all members were invited to return the form by email if they were unable to attend the AGM and wished to have their say on the matter.

**Motion by Committee, prepared by Peter Roehrig**

**Wording:** Benefits gifted by Blazing Swan to volunteers will be formalised as decided by members who fill in the "BSI Volunteer Benefits Proposal - Voting Sheet", and hand (or email) it back to the secretary before this meeting closes. Votes will be counted after the meeting and made public no later than the draft minutes of this meeting.

**Quorum confirmed beforehand**

**Vote by show of hands**

- 44 yea

**Motion carried**

**Membership fees**

**PT presenting, slide 37 from main presentation.**

Committee recommends to ratify the current \$50 membership fee

FTF; Tim V queries the grace period allowed for membership fees as only 30 days, suggests it should be longer.

- PT comments that the grace period is set by the constitution. Electronic renewal may help. Changing grace period would require special resolution.

FTF; Jayne - Wonders if it has occurred to anyone else that she does not get a receipt when she deposits the money. Thinks with the electronic system people will get confirmation.

FTF; Alicia queries if it's possible to get automated reminders.

- PT says system can't currently do it, something that will hopefully come with the new online systems.

**Motion by Committee**

Ratify current \$50 per year membership for another year

**Voe by show of hands**

**Motion carried with clear majority**

**Motion from the Membership - Ryan L, Garth K, Paul C**

**Wording:** Motion for BSI to investigate and if practical implement online membership applications, including payments and automatic membership renewal reminders

**Vote by show of hands**

**Motion carried with clear majority**

**Volunteer Drive**

**PT presenting, slide 40 from main presentation.**

FTF; Shaz - Queried why it lists Secretary as needed when we just elected one.

- PC clarifies that he is willing to fill the role as constitutionally it is required, but he would really prefer to be Treasurer or OCM if someone wants to take Secretary.

Obi as Art lead announces theme for BS2022:

**Poseidon's Flame**

**Note:** Last AGM Minutes for SP, at least for awhile. Gov out.

**Meeting Close**

Meeting closed 15:08 by PT

**Minute  
taker:**

Stuart Porter, Secretary

**Signed:**

<b>Name:</b>	Full Name
<b>Date:</b>	DD/MM/YYYY

**ADMIN TEAM USE ONLY**

<b>Minutes ID#:</b>	
<b>Person Responsible:</b>	Pasan Tennakoon
<b>Date Filed:</b>	