



Society for Creative Anachronism Ltd (Australia)

SCA Ltd Annual General Meeting: Minutes

Meeting held: 25 March 2016

Category	Description	Action Required
Attendees:	Jeff Nicholson (Deputy Chair), Michèle Le Bas (Secretary), Sandra Watkins (Treasurer), Tim Liersch (Deputy Treasurer), Ray Gleeson, Miriam Staples, Rebecca Garnsey, Amanda Nicholson, Michael Priscino, Tim Moore, Andrew Ross-Gowan, Stephen Roylance, Adam Blower, Michelle Brewer, Jeremy Gregson, Tina Ryan, Tiffany Brown, Elizabeth Tobin, Catherine Harvey, Annette Wilson, Cathy Leviston, Glynnis Hollindale, Natasha Roberts, Amber Stubbings, Phillip Jackson, Melissa Muckart, James Brown, Joy Walker, Kathryn Bird, Paul Sleigh.	
Observers:	Nil	
Meeting Started:	9:03 am	
Apologies:	David Darlington Beresford, Donna Page, Kate Turley. Motion: That the Apologies for the 2016 AGM be accepted Moved: Jeff Nicholson Seconded: Sandra Watkins Decision: CARRIED without dissent	
Confirmation:	Minutes of last AGM Motion: That the Minutes of the 2015 AGM be accepted as true and correct Moved: Jeff Nicholson Seconded: Michèle Le Bas Decision: CARRIED without dissent	
Correspondence:	Two proxy forms were received by the Secretary.	
Report:	Chair (See Appendix) Motion: That the Chair's report be accepted Moved: Jeff Nicholson Seconded: Philip Jackson Decision: CARRIED without dissent	
Report:	Treasurer (Available at http://sca.org.au/board/financial) Sandra Watkins also thanked the Exchequer for outstanding service and presented a personal token of appreciation. Motion: That the Treasurer's report be accepted Moved: Sandra Watkins Seconded: Michèle Le Bas Decision: CARRIED without dissent	
Item:	Changes to Constitution Each item was separately moved, seconded and discussed before voting.	

Motion 1: That Section 26.4 of the Constitution be amended to have the words "or territory" added after the word "state" so that the section reads "No nominations may be accepted from a person in a state or territory which already has two board representatives"

From: *No nominations may be accepted from a person in a state which already has two board representatives*

To: *No nominations may be accepted from a person in a state or territory which already has two board representatives*

Moved: Jeff Nicholson

Seconded: Philip Jackson

Decision: CARRIED without dissent

Motion 2: That Section 1.1.6 of the Constitution be deleted, with numbering of subsequent sections adjusted accordingly, and any references to affected sections be updated.

From:

1.1.6 *"Corporate Officer" means members of SCA Ltd. Board who are registered as Board Members or Company Secretary with ASIC*

1.1.7 *"EGM" Extraordinary General Meeting*

1.1.8 *"Event Member" is an individual who is not a current financial member, but who has been granted temporary membership with limited privileges for a single event*

1.1.9 *"Executive" means the Chairperson, deputy Chairperson, Treasurer and Secretary of SCA Ltd.*

1.1.10 *"Voting Member" means a current paid up member of SCA Ltd. for the term of one year or more, who is 18 years of age or older and not a dependent member as defined in clause 8.3*

1.1.11 *"Meeting" means a Board meeting of the SCA*

1.1.12 *"Notice" means in written format or as an e-mail*

1.1.13 *"Official Newsletter" means Pegasus in either paper or electronic format*

1.1.14 *"Office" means SCA Ltd. registered office*

1.1.15 *"SCA Ltd. Officers" means the Registrar and Editor of Pegasus*

1.1.16 *"Register" means the register of Members of SCA Ltd.*

1.1.17 *"Registered Address" means the last known address of a Member as noted in the Register*

1.1.18 *"SCA Inc." means the Society for Creative Anachronism Incorporated in the*

United States of America

- 1.1.19 *“SCA Ltd.” means the Society for Creative Anachronism Limited in Australia*
 - 1.1.20 *“SCANZ Inc.” means the Society for Creative Anachronism New Zealand Inc*
 - 1.1.21 *“Seal” means SCA Ltd. common seal*
 - 1.1.22 *“Secretary” means Company Secretary as defined by the Corporations Act 2001*
- To:
- 1.1.6 *“EGM” Extraordinary General Meeting*
 - 1.1.7 *“Event Member” is an individual who is not a current financial member, but who has been granted temporary membership with limited privileges for a single event*
 - 1.1.8 *“Executive” means the Chairperson, deputy Chairperson, Treasurer and Secretary of SCA Ltd.*
 - 1.1.9 *“Voting Member” means a current paid up member of SCA Ltd. for the term of one year or more, who is 18 years of age or older and not a dependent member as defined in clause 8.3*
 - 1.1.10 *“Meeting” means a Board meeting of the SCA*
 - 1.1.11 *“Notice” means in written format or as an e-mail*
 - 1.1.12 *“Official Newsletter” means Pegasus in either paper or electronic format*
 - 1.1.13 *“Office” means SCA Ltd. registered office*
 - 1.1.14 *“SCA Ltd. Officers” means the Registrar and Editor of Pegasus*
 - 1.1.15 *“Register” means the register of Members of SCA Ltd.*
 - 1.1.16 *“Registered Address” means the last known address of a Member as noted in the Register*
 - 1.1.17 *“SCA Inc.” means the Society for Creative Anachronism Incorporated in the United States of America*
 - 1.1.18 *“SCA Ltd.” means the Society for Creative Anachronism Limited in Australia*
 - 1.1.19 *“SCANZ Inc.” means the Society for Creative Anachronism New Zealand Inc*
 - 1.1.20 *“Seal” means SCA Ltd. common seal*
 - 1.1.21 *“Secretary” means Company Secretary as defined by the Corporations Act 2001*

Moved: Jeff Nicholson

Seconded: Natasha Roberts

Decision: CARRIED

Motion 3: That Sections 27.1 and 27.2 of the Constitution be deleted, Section 27.4 (and attendant subsections) be renumbered 27.1, and Section 27.3 be renumbered 27.2. Any references to affected sections are also to be updated.

From:

27.1 *The Executive Board shall be composed of the Chair, Deputy Chair, Treasurer and Secretary of SCA Ltd., no one person may hold more than one of these positions*

27.2 *The Executive Board shall be the Office Holders as required by ASIC*

27.3 *The Secretary shall, wherever reasonable, attend and take minutes, and be heard on any matter at meetings*

27.4 *Appointment of a Board Member to the Executive Board shall occur by ordinary resolution at the AGM*

27.4.1 *If the position of Chair, Deputy Chair, Treasurer or Secretary becomes vacant outside of an AGM, the Board Members may appoint another Board Member to the vacated position*

27.4.2 *At the next AGM following an appointment to the Executive Board by the Board Members, the Members may either confirm the appointment or remove the Board Member from the Executive Board and appoint another Board Member to the vacated position*

To:

27.1 *Appointment of a Board Member to the Executive Board shall occur by ordinary resolution at the AGM*

27.1.1 *If the position of Chair, Deputy Chair, Treasurer or Secretary becomes vacant outside of an AGM, the Board Members may appoint another Board Member to the vacated position*

27.1.2 *At the next AGM following an appointment to the Executive Board by the Board Members, the Members may either confirm the appointment or remove the Board Member from the Executive Board and appoint another Board Member to the vacated position*

27.2 *The Secretary shall, wherever reasonable, attend and take minutes, and be heard on any matter at meetings*

Moved: Jeff Nicholson

Seconded: Natasha Roberts

Decision: CARRIED without dissent

Note: It was noted that such changes are easier to follow with the deleted sections presented struck out and new sections inserted." The Board undertook to present future changes to the Constitution in this manner. It was noted that 27.2 could be refined in 2017.

Ballot: **Election of SCA Ltd Executive Officers**

Motion: That Jeremy Gregson be appointed Returning Officer

Moved: Jeff Nicholson

Seconded: Andrew Ross-Gowan

Decision: CARRIED without dissent

All positions were declared vacant.

Motion: That Michèle Le Bas be elected as Chair

Moved: Jeff Nicholson

Seconded: Tiffany Brown

Decision: CARRIED without dissent

Motion: That Tim Liersch be elected as Treasurer

Moved: Sandra Watkins

Seconded: Adam Blower

Decision: CARRIED without dissent

Motion: That David Darlington Beresford be elected as Deputy Chair

Moved: Paul Sleigh

Seconded: Jeff Nicholson

Decision: CARRIED without dissent

Motion: That Kate Turley be elected as Secretary

Moved: Michèle Le Bas

Seconded: Kathryn Bird

Decision: CARRIED without dissent

Item: **Chair's Statement of Policy**

It is my intention that in the coming year, we will continue to strengthen our corporate governance policies and processes. In addition, I am applying my organisational development knowledge to see how it applies to and can benefit the SCA in Australia, to function ever better as an organisation in meeting the needs of our members and pursuing our goals as a society. Michèle Le Bas, incoming Chair.

Item: **Discussion of possible future AGM meeting times and format**

An open forum was held to gather views on whether a change to our AGM format was desirable and what the options, particularly regarding use of technology, could be.

- If the AGM were to be shifted to on-line, then the 3-hour time difference across Australia would have to be considered with the timing.
- It was felt that it was desirable to keep the AGM at Festival so that anyone present could easily walk in, rather than have to register and login for an on-line AGM, and that a shift to an entirely on-line AGM would reduce attendance.
- An on-line option would increase the opportunity for participation for those with access constraints preventing them attending the AGM at Festival in person.
- With about a third of the membership present at Festival, it is the best opportunity to hold the AGM. Adding a technological element, such as a camera and you-tube channel, with a dedicated person at the AGM to receive and share chat comments from remote participants, could increase participation and accessibility. This could also reduce the sample bias of having

a greater number of NSW/ACT members present at Festival, by presenting an additional accessible option for more remote members to participate.

- 9am may not be a suitable time for remote participants in WA, with a 3-hour times difference, so a suitable later time may need to be established.
- The time of the 2017 AGM will be published when the AGM is advertised in early 2017.
- The Board will explore methods of adding an on-line element to the 2017 AGM.

Meeting closed 9.49am

Next meeting: Friday 14 April 2017, at Camp Wombaroo, Rowany Festival.

Appendix

Chair's Report

As I step down as Chair today please firstly allow me to take a personal moment to thank several people. Number one thanks to my husband, Ragnarr, who has put up with a lot from me as Chair in the past 2 years. Frustrations that are vented without saying what I am frustrated about all fall onto his shoulders. He has been an amazing support.

Tiffany Brown, Jeff Nicholson, Tina Bean. Three people who were here when I came on the board and supported me when I started on the board. Add Sandra Watkins who supported me in taking over the Chairs role. What a ride that was, the board was low in number and we all paddled rapidly to keep things flowing. Together we did it. We worked through things slowly but surely. This took us to the AGM in 2015, where we were but four people. The wonderful Michele came on board by then and has been a rock for our current Board.

I step down from Chair with six members (with two more coming soon I am sure) which is fabulous. Bidding farewell our Corporate Treasure Sandra is going to be tough, no that isn't a typo, but I know that the new man on deck, Tim, will fill her shoes well. We are a strong group now and I hope that this is maintained into the future. Thank you to Kate, David and Ray who have been so supportive also.

Jeff Nicholson is closing out his three point something years on the Board at this AGM. I would like to thank him greatly for his service to the Board. He has been our webmaster and technological go-to guy, and a lot of what you get to see would not have happened without him. We are all going to have to learn to format now. His years of knowledge of the SCA have been incredibly valuable to the Board of Directors.

Please consider a role on the Board as part of your journey in the SCA. This Board runs on the people of Lochac for the people of Lochac. It is not a job that receives a great deal of thanks; it is the fun police sometimes, but only to allow the game to be fun. We have to be the legislators of the game. We have to share the laws, creating the safety net for the environment in which we play. Where you do receive thanks is from the other members of the board, and from when you see something working well, from when you were able to help.

These past 12 months have seen a lot of ups and downs in the Kingdom of Lochac. We have had group closures, which are never easy at any level. Using the words “motion carried” to close a group down are the most difficult words to type/say, as is signing your name to letters that effect the future of someone’s game. Those are the things I will not miss about being the Chair.

Our policies are currently up to date, thanks to the hard work of the Board members over the past 12 months, and we are at this stage looking at the future with Insurance. We now have a bookkeeping company taking care of keeping track of what we do financially, this has been a great help to Sandra and was one of the things I was glad to see happen on the Board. The Stock Clerk role has been closed down and the stock is now available through Mainly Medieval. There have been a lot of changes this year, for the best I definitely think.

We now have a very robust financial policy thanks to the hard work of Sandra with the support of Bacchus, the Exchequer, who is a valuable asset to this organisation. Financial issues are our biggest challenge when it comes to getting it right.

I am hoping that we have no need to test our harassment policy strength which is another issue that raises its head. As in any large group, difference of opinion presents its problems and as a Society we hopefully have the maturity to deal well with these situations when they escalate to something more. We trust our policy supports this.

Legislation is changing across the country with regards to weapons usage and it is a task that we are trying to keep ahead of to ensure that our members can continue to whack, stab and shoot each other with great glee. If you have strong knowledge of these areas of legislation within your states please consider offering your services to the board to assist in us keeping ahead of the game.

Technology is something we need to look at in the future, which in itself is funny in a medieval society. Moving forward I would like to see us explore its usage to see if we can allow people to access important meetings such at the AGM and future events such as LOTS via the cyber waves of this wonderful world. Again, to anyone that may be interested in helping in that exploration, please contact the Secretary and show your interest.

In closing I would like to again thank the members of the Board for their support, the populace for supporting the Board and my family for putting up with me for the past 2 years.

In Service

Donna Page

Chair

End of Report