



Society for Creative Anachronism Ltd (Australia)

SCA Ltd Annual General Meeting: Minutes

Meeting held: 24 May 2020

Item	Category	Description
	Board Members	Georgia Winter (Chair), Benjamin Smith (Treasurer), Cat Colwell (Secretary), Robert Aked (Deputy Chair), and Paul Adams.
	Attendees	Annette Wilson, Barbara Winkler-Wolff, Brigid Costello, Bronwyn Adams, Cheryl Sanders, Christina d'Aquino, Christopher Stanley, Craig Jones, Darren West, Gavin Tung, Jeremy Gregson, Katherine Rowell, Kathryn Bird, Kellianne Anderson, Michele Le Bas, Nona Ruddell, Penny Wright, Ray Gleeson, Rebecca Garnsey, Tim Moore, Willow Lucas-Smith
1.	Meeting Opened Welcome to members and guests	The Chair opened the meeting, acknowledged the traditional owners, and welcomed members and guests. The Chair noted that 10 proxies had been received.
	Apologies	<i>None</i>
2.	Chair's Report	<p>The Chair spoke to her report, and to her time on the Board and in Executive roles, including specific points of note:</p> <ul style="list-style-type: none">● that she would be stepping down after this meeting after nearly 4 years,● Thanks to all board members who had worked with her over that time <p>The Chair's report was accepted unanimously by the membership.</p> <p><i>Penny Wright thanked Georgia Winter for her hard work on behalf of the membership.</i></p>
3.	Treasurer's presentation of Financial reports	<p>The Treasurer spoke to his report, noting that the biggest change had been the membership fee increase which followed consultation of the membership, where the SCA Ltd Board asked the populace to vote on whether to increase membership fees to cover the additional insurance costs.</p> <p><i>Rebecca Garnsey asked whether there was a plan to review other corporate expenses which had significantly increased over the same period before additional cost increases were passed onto the membership.</i></p>

The Treasurer noted that in particular the two big expenses of bookkeeper fees and insurance were being reviewed with the aim of finding savings.

The Treasurer's report was **accepted** by the membership with one abstention.

4. **Minutes from the last AGM**

The Chair asked that the minutes of the 2019 SCA Ltd AGM be considered and ratified, noting that members who had not attended the AGM or listened to the 2019 AGM recording should abstain.

The minutes from the 2019 Annual General Meeting were **accepted** as a true and correct record with 13 abstentions.

5. **Correspondence addressed to the AGM**

The Secretary noted that no correspondence addressed to the AGM had been received.

6. **Appointment of Company Directors and Office Holders**

The Chair's proposal that Andrew Winters be appointed as returning officer was **accepted** with one abstention.

Motions as provided in the AGM notice were circulated electronically.

Continuing Board Directors

To endorse the continued SCA Ltd Board Membership of Rob Aked, Benjamin Smith, Cat Colwell and Lara Mucha; and to ratify the appointment of Paul Adams in accordance with clauses 29 and 30 of the SCA Ltd Constitution.

This motion was **accepted** with two abstentions.

Appointment of Director

To declare Jeremy Gregson as duly elected in accordance with clauses 29 and 30 of the SCA Ltd Constitution.

This motion was **accepted** unanimously.

Appointment of the SCA Ltd Executive

To appoint to the Executive Board Rob Aked as Chair, Paul Adams as Deputy Chair, Lara Mucha as Treasurer and Cat Colwell as Secretary, in accordance with clause 27 of the SCA Ltd Constitution.

This motion was **accepted** with one abstention.

7. **Special resolution to amend the Constitution of the Company**

The Chair spoke to the proposal to amend the Constitution of the Company.

The Chair noted that the Constitution had not changed since 2016 and since then the company's needs and perspectives had changed - including some advice from the Board's legal consultation in 2019.

The Chair thanked the membership for their feedback to the initial proposed update circulated in February. Where possible comments and suggestions were incorporated into the revised proposal.

A summary of changes was provided in the AGM notice, but in brief:

- A large number of the changes are non-substantive, including phrasing, de-gendering of pronouns, clause numbering;
- Membership class naming changes (that do not change the privileges;
- Minor process updates;
- Updating the objectives of the SCA wording to align to Corpora;
- More detail regarding termination of membership;
- Changing to what is considered a normal term for a Board member; and
- Some additional detail and clarification regarding the Board appointments and suspensions.

The Chair asked the membership to ratify the proposed constitution changes, noting that in accordance with the Corporations Act, as a Special Resolution changes to the Constitution of the Company require a 75% majority.

Special resolution

That, from the close of the 2020 Annual General Meeting, the Company's constitution be amended as shown in the document marked Revised Constitution of the Society for Creative Anachronism Ltd.

This motion was **accepted** with one abstention, carrying the Special Resolution.

8. General business

The Chair asked the membership for any points of general business.

Penny Wright asked whether there was a plan to review the live streaming trial policy in the light of adjustments needed because of Covid-19. The Secretary noted that the live streaming trial policy had been expanded to include digital/hybrid events.

Attendees broadly noted that the Zoom format was appreciated for its ability to involve members across the country and that the electronic voting was vastly more efficient. It was noted that this format would be compatible with being held during Festival so that non-attendees could participate, however some comments were made that due to the busy nature of Festival event attendees could also find it difficult to participate, and there were advantages to it being held not during Festival.

9. Close of meeting

Meeting was closed at 11:40 am.