

# WASFF AGM

2016 March 27

## Attending

Alexis Hemsley  
Anna Hepworth [recording these minutes]  
Brian Johnson  
Catherine Gemma de-Croy  
Cathy Cogan  
Cathy Cupitt  
Chris Coman  
Damian Magee  
David Cake  
Doug Burbidge [Chair]  
Elaine Walker  
Isobel White  
Jack Bridges  
Jasmin Nguyen  
Jenny Goh  
Jess Bridges  
Laura Hodge  
Frames White  
Margaret Watts  
Michael Cogan  
Owen Godfrey  
P. R. Khangure *aka* PRK  
Peter Lyons  
Rohan Wallace  
Stephen Griffiths  
Stephen McGlone

Meeting opened at 16:06

## 1. Apologies

Doug asked for apologies. Coman apologises, but not for non-attendance.

## Doug asks to move agenda items 7 and 8 forwards

Doug moves for a suspension of standing orders, seconded Stephen Griffiths. Carried without dissent.

## 8. Election of board members.

Jack Bridges, Cathy Cupitt, Stephen McGlone are retiring. Doug thanks them for their service. Three nominations have been received – Jack Bridges, Laura Hodge, Frames White.

Each of the nominees were invited to briefly introduce themselves, for those who might not have previously met them. Jack spoke of institutional knowledge; Laura of youth, enthusiasm, and potential for long service; Frames of current enthusiasm and expertise with programming.

Questions:

Dave Cake--Pro-forma question: Jack – you will be on a con-com and on the board, how are you going to deal with the conflict of interest of overseeing yourself.

Jack – I have a history of having already done this, and it went well, but will aim to not be a load bearing member of WASFF; i.e. not being an executive member.

PRK – have all board members done the disclaimer.

Doug – yes, this has been done.

Doug called for vote for accepting all three; PRK seconded. Carried.

## **7. Motion to form an organising committee for the Western Australian Regional Science Fiction Convention**

A Western Australian Regional Convention shall be held in the year 2018.

The name of Convention shall be Swancon 2018

The desired dates of the Convention are Easter 2018 -- 29th March to 2nd April

The Swancon committee shall be a sub-committee of the Convention Steering Committee and shall comprise:

Convenor: Jack Bridges

Treasurer: Maia Bobrowicz

Secretary: Jess Bridges

Marketing Coordinator: TBA

And further committee members shall be Cathy Cupitt -- programmer, PRK, Andy Hahn, Frames White, Desiree Heald.

The desired theme of the convention is Transformation.

The Swancon committee undertakes to be bound by and operate under the Constitution and By-Laws of WASFF.

The Swancon committee acknowledges it has at least the following obligations:

The Swancon committee is responsible for the organization of the WA Science Fiction Convention under the supervision of the Convention Steering Committee and WASFF board.

The Swancon committee shall provide regular reports to the Convention Steering Committee to their satisfaction.

Any surplus made by the Annual Science Fiction Convention is returned to the control of the WASFF board.

The Swancon committee shall make every endeavour to return the seed funds provided to it by WASFF.

The Swancon committee shall endeavour to return an additional 10% of the amount of seed money provided to fund the convention.

The Swancon committee shall provide the Treasurer of WASFF with quarterly reports.

The Swancon committee shall provide a suitable time and location to hold the WASFF Annual General Meeting during the convention.

Finalised accounts and reports shall be presented to the WASFF treasurer no more than three months after the convention is held.

The Swancon committee shall have the right to fundraise during the period the convention is current and have the right to give or withhold permission for fundraising to the successive conventions during that period.

The Swancon committee may co-opt members.

The Swancon committee shall be chaired by the convenor unless a chairperson is specifically appointed.

The steering committee may develop a strategic plan for SwanCon to be approved by the WASFF board. Upon approval of the strategic plan the SwanCon organising committees should act to implement this strategic plan where feasible and relevant to their convention. The board may approve derivations from the strategic plan or consider matters immaterial.

Only Ordinary and Associate members may take core committee positions on the Swancon organising committee. Other persons may take non-core positions, but they are not officers of WASFF and shall not be regarded as having any authority to act or speak on behalf of WASFF or the Swancon organising committee, unless doing so on behalf of a core position. Core positions shall be defined by the Board from time to time.

Candidates for convention organising bids shall disclose to the AGM whether they have any criminal convictions and whether they have been bankrupt.

True accounts shall be kept of all sums of money received and expended and the matter in respect of which the receipt or expenditure takes place.

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. 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. WASFF shall not make payments other than as authorised by these Regulations.

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.

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.

Any payment from the funds of WASFF shall be made in a way that leaves an auditable record.

Signatures: (The form was signed by Jack Bridges, Jess Bridges and Cathy Cupitt.)

## One nomination:

Chair – Jack Bridges

"I would like to run Swancon 2018. I've run a Swancon before. It was good. I've also been treasurer, and that was better ..."

We have Cathy Cupitt, Jess Bridges, Maia Bobrowicz, PRK, Andy Hahn, Frames White, and Desiree Heald on our team. We are looking for a marketing coordinator, but have not have any luck – this is a perennial problem.

Theme – transformation/transmogrification. Looking at exploring how things are going to change, how they have changed, how we might want to change them.

## Questions

*Catherine Gemma asked if this will be an Easter con.*

Jack – we can't promise that at this point, because we haven't looked at the options.

*PRK – Will it be a NatCon?*

Jack – if no other convention throws themselves upon that sword, we will accept that. [The NatCon business meeting is tomorrow in Brisbane.]

*Rohan Wallace – there has been a recent history of cons running at a loss, how are you going to deal with that?*

Jack – we knew two years out that 2016's con was going to run at a deficit; and given that I had control of the funds, we hit the deficit that we were expecting to, because we didn't spend money we didn't have to.

Stephen Griffiths – the current committee had a short run up due to there being no bid two years ago, and this is an early Easter, so it has run over a short period.

*Rohan - are you intending to run on a deficit model?*

Jack – depends on which venue we go with.

PRK – to some extent it depends on what the CSC says; if they tell us we are to run on a deficit model.

*Lexi – Has there been any consideration of venue yet?*

Jack – it's a problem, but we are two years out. One thing to consider is is the market going to change in terms of available venues?

*Damian Magee – should SwanCon be going back to the basics, in order to save money, instead of international guests, maybe just local and Australian Guests?*

Jack – guests are not part of the high cost options, and they are a high dividend option.

*Damian – has there been any move on the market for venues?*

Jack – not that we are yet able to say. But we need to look at the numbers from this con, before we can look at the size that 2018 is going to be.

*Damian – are we focusing too much on the same people coming to Swancon instead of trying to get new people in? how should we be looking at that?*

Jack – I think we need to value our core attendees.

Damian – we also need to get new people in. It is very hard when we see Supanova and Oz Comic-Con – these are the people that should be interested.

Doug – this is valid, but are we looking at too small details?

Jack – this is less about the specific con, but about how the organisation works. Jack invites Damian to run for board.

*Jasmine Nguyen – Are the venues under consideration only CBD?*

Jack – we have gone out of the CBD, and there are significant costs in terms of accessibility/public transport.

Doug – without pertinent questions for the bid (rather than the con), proceed to a vote? [Jack invites people to talk to him later]

*Motion to form the committee, as per the text above.*

Moved by Jack Bridges; Seconded Jess Bridges; carried without dissent.

16:24 pm – return to standing orders/order of the agenda.

## **2. Consideration of minutes of the previous AGM**

*Sets of minutes were circulated at the beginning of the meeting.*

- Izzy – matters arising – "Cathy reports" please detail which Cathy – this is Cathy Cupitt.
- Rohan Wallace – a few minor things
  - under Chair's report – needs some introduction, such as this is a report of what was done during the year. Doug – this is word for word until the second bullet point, at which point it is approximately word for word
  - page 9 – at the bottom "Rohan..." "modify" should be "consider"
  - p10 "Doug withdraws" should be "Doug withdraws the motion"
  - p10 under general business – "Rohan makes" should be "Rohan moves"

PRK moves for *acceptance with minor changes of the minutes*; Rohan Wallace seconds. Carried without dissent.

## **3. Matters arising**

- Cathy Cupitt – grants: I have now served my time. My mandate when I joined the board was to reintroduce the small grants; I wasn't sure why they had stopped. We have reintroduced them, which I reported last time. And then we discovered what the issues are. WASFF board meets rarely enough, that without a pro-forma, it waits until the next meeting, and then it can be a long time before the grants get discussed. Pro-formas have been created, and as such we have streamlined the application process.

## 4. Reports

### Chair's Report

This is my 7th year as chair.

Earlier this year the board looked at how our membership rules compare to other organisations, we found that our rules are already restrictive (in terms of powers given to the board) compared to other organisations.

Due to a new act through state parliament, new model constitution rules are coming in from July 1st this year. We have nothing to tell you at the moment beyond "it's coming"; we will communicate more when the model rules are finalised. We may form a subcommittee to investigate this. We will have three years from July 1st to implement new rules which meet the requirements of the new act. We will consult with the community before finalising.

The Aurealis Awards were seeking a new home. WASFF agreed to host the Aurealis Awards for three years, starting 2016. We did this on the basis that PRK would be doing the actual organising work for this.

#### *Discussion:*

- Cathy – thank you to PRK for dealing with the Aurealis.  
Dave Cake – this was going to be run separately from SwanCon, is that how this is going?  
PRK – in the end, we have run it with the NatCon. We did investigate running it with the WA writer's festival, but due to how early in the year that is, it isn't feasible for the judging.
- Dave Cake – you say that the procedures were well outlined.  
Doug – better than other organisations.  
Dave – there are decisions that other organisations don't need to deal with.  
Doug – we looked at multiple other process options, from not engaging and requiring it to be handled externally, to several other options, we did not find a better choice, and thus have left it as is.  
Dave – are you going to add a mediation section to the regs?  
Doug – my understanding from the Commerce website that we are going to require this; Rohan Wallace has looked at it separately, and has a different conclusion.
- Dave Cake – Given potential cost of lawyers fees, have you looked into pro bono options, such as contacting the Law Society directly, as a non-profit organisation. Most firms have a requirement to do some pro bono work, and this might well fall within this.

### Treasurer's Report

*two documents were circulated: a statement of financial position and financial performance; and a statement of activity.*

Lexi Hemsley reports:

The two documents circulated are first drafts. We have not had time to go through these in depth with the bookkeeper, due to several issues that have prevented the preparation and hand over of records to the bookkeeper. Doug – the main delay is that the Swancon 2015 books were not in good shape as their treasurer burnt out and was not able to provide complete books; as such Lexi has done a lot of work to get these in shape. As yet the back and forth with the bookkeeper to get the final version has not happened.

Lexi--I am going to make sure that the 2016 books are much easier to prepare, and will liaise with Jack Bridges, their treasurer, much sooner so that the reports go to the bookkeeper well before the AGM.

One thing in particular; Stephen G might talk about this; the statement of activity for 2016 shows a \$6K loss; this is not a loss. PRK – historically this is for the financial year, and the bookkeepers don't include the launch memberships. Lexi – I have taken that into account; the reason that this is at a deficit is because the seed money for 2015 is missing from the income but is included in the expenses. Other than this the figures roughly match the actuals.

Doug – what is the estimate of actual surplus? Lexi – after the remaining cheques have cleared, for the 2015 financial year there will be \$ 8 800 in surplus; there are some cheques written in 2016 that will bring this down to ~\$5K

*discussion:*

- Chris Coman – which calendar year is the 2016 report for? Lexi – up until Dec 31<sup>st</sup> 2015.
- Doug – Jack has more recent actuals for 2016 – we will visit those under the con report.
- Lexi invited questions on WASFF books
  - Peter Lyons - \$10K discrepancy between budget and report. Lexi – this is because 2014 returned their proceeds in the previous calendar year, and 2015 have not returned their proceeds, so there is a calendar year without returns from conventions

## **Administrator's Report**

Minutes were taken; correspondence was noted. Nothing out of the ordinary.

Doug suggested this was the time to accept these reports.

Stephen McGlone moved; Michael Cogan seconded *that we accept the reports from chair, treasurer, and administrator*. Carried without dissent.

## **Convention Steering Committee Co-ordinator's Report**

- This group sits separate from the WASFF board, although there are members from the board and from each of the SwanCon committees to allow for continuous overview of the conventions to allow for efficiencies.
- We have a convenor actually appointed who lasted the full two years – congratulations on a good job, Izzy White.
- Our templates are being adjusted to match the realities of running cons in a [?deficit economy]

- Review of CSC has not yet commenced; the energies have been put towards the conventions and getting the WASFF board to provide terms of reference.
- Marketing still a poor area, as we don't have the labour and infrastructure. Similarly, getting grants, which would help with defraying costs currently falling on members.
- Hope to convene a sub-committee in the following year to get started on grants.
- The review of the CSC is still planned to go ahead; will go ahead with this regardless of whether still chair of the CSC

*Discussion:*

- *No specific discussion.*

## **SwanCon 40 [2015]**

Convenor Stephen Griffiths:

Convention last year. Successful. Thanks to the committee and the guests. Some things are not reflected in the books; the correct surplus should be ~\$5K. The books are now close to closed, other than the last few cheques awaiting clearing.

*Discussion:*

- Owen Godfrey – Do you know what the number of people who attended are? Lexi – 2015: 101 memberships at launch (30 on the day); 105 other full members (206 weekend members, including concession members); 124 day memberships, 2 supporting memberships.

## **SwanCon 41 [2016]**

Convenor Izzy White:

- We continued our policy of screenings being cost price for members and slightly higher for non-members; screenings were well attended. Small amount of profit on this: 340 people, ~\$500 surplus. Doug – deliberate choice: the social benefit is higher than the money that we would make.
- Facebook ads – substantial numbers in the last couple of months leading to the convention. Our official Swancon page got 110 likes, this does not appear to transfer to new members.
- Marketing terms – Market Social – they have marketing interns who are supposed to work with not for profit groups. This did not work, partly due to communication issues on both sides; they will be returning the money given. Damian Magee – queries what will happen if that doesn't happen. Jack – we expect them to, but they are slow moving.
- Grants – if you want grants, you need one person to do only this, because otherwise they get busy doing other things higher profile. Grants are an intensive task. Doug notes that Stephen Griffiths has flagged that this process is going to be looked at by CSC.
- Redbubble store – activated. Jack – made about \$60 surplus. Izzy – new, but very low effort. Jack – other than uploading the images, we did almost nothing.
- Hip flasks with the Swancon logo – they appear to be selling well, currently 3 off breaking even off them, encourage people to buy them.
- Accessibility – the yellow tape has been used again. Games room – last year most people could get to half the room, but those with mobility devices couldn't get to half the room. Pronoun labels – have been popular; provided by a person in the USA who does them in bulk for conventions.
- Numbers are quite low, for a number of reasons. Possibilities include

- the concurrently running NatCon, which is the first convention in Brisbane in 10 years; part of the issue here is the fact that there are too few options for when to run conventions. We have thus run some concurrent activities with the NatCon.
- Blazing Swan. This is going to be every year, so we are going to have the same issue
- Oz Comic-Con
- Owen Godfrey – do we know how much impact?
- Guests have been having a good time.
- Traders prices – charging less for more sales time, so that they are more likely to make enough to make profit. Tables were sold as ' $n$  tables and  $n$  staff'.
- Streaming – some issues with Brisbane's broadband, but has worked at this end
- Volunteers – have been good, even though we have few members. ie. many people volunteering. max time on the reg desk is 7 hours, and that was major committee. Setting up went smoothly, with lots of volunteers.
- Izzy calls on Jack to talk about financials – Came in to convention with conservative budget which estimated a sizeable loss (approx. \$10000). About 50 less 5-day memberships were sold than expected. Have reined in spending, and are anticipating a loss in the range of \$8000 to \$16000.
  - Doug – we have made a loss; but we made a surplus last year. Coman – and a larger surplus the year before.
  - Jack – the organisation as a whole has reserves, so this is not a big issue, but we can't afford to do this.
  - Doug – one of the issues is that the error bars on our estimates is much larger than the actual size of the expected surplus/loss
  - Frames flagged that last year was actually budgeted to run at a loss.
  - general discussion about benefits of the membership system helping with tracking the memberships.
  - Samara – would like to acknowledge the hard work that Izzy and Jack have put in to have this information

#### *Discussion:*

- Lexi – current sales: 147 whole weekend, 63 day memberships.

## **SwanCon 42 [2017]**

Co-convenor Chris Coman:

- We launched yesterday; launch went well. Have not sold a lot of launch memberships (22 sold as of 17:14) – last year's numbers are reassuring, the pattern there means that we expect the numbers to go up dramatically before the price rise from launch price
- Awesome range of merchandising. Have only sold one item so far; each of the items will only be ordered if we reach the break even point on pre-orders (approximately 25 for most of the options).
- No current international guest despite inviting a lot of wonderful people; people are not able to attend. We have a couple more invitations out there; the time lag on waiting for responses means that we can't follow up too quickly.
- Peter Lyons – is there a point at which we stop looking for an international guest? Coman – fall back position is that we get two or three great local guests. International guests can pay in terms of extra memberships, but there are lots of great names on the national list of



possibilities. If we don't have anyone confirmed in 6 months, we will go for the fall back, but we anticipate having a response in 3 months.

- Optimistic budget is for 2 international guests, in case we get two of them get back to us at the same time; hopefully they will attract new members.
- Given the current con, our conservative budget is a \$5K loss and the optimistic is a \$5K surplus. The All Seasons has changed its name again, to the Great Southern Hotel, so it might be time for us to go back there. We do have an agreement with the PanPac, but we have a week or two before that is locked in.
- Website – we would like to streamline this into a more professional approach. In the recent survey, there was some suggestion that the website isn't attractive. As it is part of our outward facing brand, the lack of someone maintaining that as a professional product is an issue.
- Screenings will run on the same model as 2016 have run them (ie. the members vs non members pricing). The next is Jungle Book, April 8<sup>th</sup>.

Co-convenor Brian Johnson:

- Not too much to add. Reviewing website and venue; need to talk with the CSC to get good direction with this.
- Still recruiting committee members.

*Discussion:*

- *No specific discussion.*

Doug – looked for *motion to accept these four reports*.

Elaine Walker moved; Damian Magee seconded. Carried without dissent.

## 5. Appointment of Auditor

- Doug – we have the option to appoint an auditor. Jack – this will be 10 years since the books were last audited. Note that the books are prepared by a third party bookkeeper anyway. PRK – asks for the WASFF treasurers opinion
- Lexi – I don't think that this is necessary as there has not been large amount of money leaving the organisation with no records attached to them. I don't believe that the reports that we have already presented are likely to be inaccurate; an auditor is not particularly necessary. It is up to the AGM and the members as to whether they trust our record keeping and our reporting.
- Rohan Wallace – it has been a long time. If we think that from time to time we should have one for accountability and governance reasons; should be done when books are in a good state. If we think that the books are going to be in a good state, then it is a good time.
- Brian Johnson - WASFF has had a recent change of treasurer; if the new treasurer is not seeing an issue as a second pair of eyes, then maybe it isn't necessary.
- Damian Magee – maybe not this year, but next year might be appropriate
- Brian – how far back does an audit go? Lexi – for 12 months. They report on one set of financial statements.
- Brian – I propose that we go back for appointing an auditor when the books are clear.
- Doug – it appears that there are conflicting opinions on which set of books we are appointing for. Rohan's perspective appears to be retrospective while others are talking about

prospective. Jack has asked the bookkeeper for a quote; for the books at the time (?2014) the estimate was a minimum of \$1000. Doug – asked if the meeting wants to move a motion about appointing an auditor: silence ensued.

## 6. Appointment of a returning officer

*This wasn't done, due to the single bid.*

## 9. Motion on notice

Doug – I brought this last year, Rohan pointed out issues with it, so it was withdrawn and has been sorted out and re-presented.

That by-law 6.13 be amended to read:

"6.13 Eligible voters for the Tin Duck Awards are members of the current WA Regional Science Fiction Convention including attending and supporting memberships, **or are teen attendees as defined in regulation 9.3.2.**"

and that in regulation 9.3.2.1, "Teen attendees do not have voting rights, but may attend and observe the AGM." be amended to read "Teen attendees do not have voting rights, **except with regard to awards**, but may attend and observe the AGM."

This comes recommended by the WASFF board; the changes are the bold text. The desire is to not disenfranchise young voters when I don't need to. Doug Burbidge moved the motion; Anna Hepworth seconded.

### *Informal discussion*

- Elaine Walker – is teen attendee defined in the regulations? Lexi – yes, regulation 9.3.2 says "...people of age 12 – 17 years ..."
- No other discussion.

Vote: passed without dissent.

## 10. General business

Doug calls for general business.

- Rohan Wallace – question to Stephen Griffiths – what is going ahead with the CSC terms of review?

Stephen – we have terms of reference, this is the next task after dealing with activities that are urgent in terms of the concoms, such as grant applications, which are urgent. The review can be done in the months before the next convention, but we can't be applying for grants.

Rohan – having looked at the terms of reference, there are probably some things missing, which I will provide later. In terms of the mechanics – you said specific things will happen in specific time frames, which haven't happened. Can you specify a time frame for the review.

Stephen – the meeting in which the terms of reference were discussed was long and detailed, so the formulation of the terms of reference took some time/back and forth to get agreement. WASFF had a long slate of urgent issues requiring attention in the last year, review of rules, the legislative requirements that pushed other activities back. Not a good

year for a volunteer group to review processes on two fronts. We've at least set it up, so this year we can implement.

- Brian Johnson - is the next stage of the review – is there any administrative overhead that will happen if the review doesn't happen? Or that will happen if we still have to consider doing it next year.

Doug – at this point we haven't managed to meet the requirements of the original motion, which was to get the review done in a short time frame. The meeting can move a new motion about the issue, or we can go ahead without a new motion.

- PRK – as someone who has been on the WASFF board before and after the formation of the CSC, there are some improvements: treasury works; marketing doesn't. There is a strong benefit to run the review, to see what is working and how we can generalise that. I don't see a point to formalising this with a motion.

Close the meeting: 17:38.