



Special General Meeting

DATE: 16 May 2015

LOCATION: 43 Below Function Room

ATTENDEES

Christina Lee - President
Janakan Jeyabalan – Treasurer
Cassandra Spencer – Secretary
Rebekah Broughton – Publicity
Garry Gasmire – Events
Ben Fitzpatrick – Competitions

ABSENTEES

N/A

AGENDA

- 1.0 Opening
 - 1.1 Attendance
 - 1.2 Approval of Agenda
 - 1.2.1 Reading
 - 1.2.2 Vote
 - 1.3 Approval of 2015 AGM minutes
 - 1.3.1 Reading
 - 1.3.2 Vote
- 2.0 Motion for dissolution
 - 2.1 Discussion
 - 2.2 Vote
- 3.0 Election of board members
 - 3.1 Introduction of nominees
 - 3.1.1 Declarations of conflicts of interest
 - 3.2 Vote
- 4.0 Other business
- 5.0 Close

Meeting called to order at **11:36 am** by **Cassandra**

Prior minutes passed by **Christina**

OPENING

i. Attendance

- 3 proxy forms were received after the deadline.
- Cassandra moved that those proxies be accepted anyway
 - Seconded by Ruth
 - Motion Carried.
- 3 proxy voting cards handed out

ii. Approval of Agenda

- The agenda should be approved as ‘other business’ items may have been added, but were not. Only important procedurally.
- Cassandra moved that the agenda be accepted
 - Seconded by Christina
 - Motion carried.

iii. 2015 AGM Minutes

AGM minutes had been uploaded to website, and link posted to Facebook page, allowing for members to read.

- Cassandra moved that the AGM minutes will not be read out, but passed as uploaded to website.
 - Seconded by Ruth
 - Motion carried
- The proxy vote and agenda vote had people who had not voted.
- If they had have voted against, the outcome would not have changed.
- Cassandra moved that the outcomes are accepted and the meeting proceeds.
 - Seconded by Ruth
 - Motion carried

Dissolution Motion

- The motion is for the dissolution of PAniC, as per the constitution and the Associations Incorporation Act 1987.
- The board has returned PAniC to positive account balances, with no debt (\$258.15, up from \$8.15 as notified in balances uploaded to the website)
- Plans to resurrect PAniC through increasing fundraising through smaller events
- Aware of need for increased transparency and accountability
- Community generally supportive of PAniC's future and emotional about the possibility of dissolution. Recognises that PAniC provides a differentiated con experience, appreciated by the members. Major sponsors supportive and in attendance.
- Prevention of past issues is essential.
 - Investigation of, and learning from, the past is a priority.
 - Fixing systems including constitution and bylaws is needed. With extensive member consultation period.
- Situation may arise again due to lack of board nominations, which is an ongoing issue (4th time less than 10 nominations have been received), in addition to lack of community involvement (27 members present)
- Current board is new, and should be given the opportunity to try.
- Discussion surrounding closing and transferring name/assets to new organisation
 - assets must be given to an NFP for a similar purpose as PAniC
 - intangible assets such as goodwill/sponsorship agreements would be lost
 - opportunity to investigate/learn from/be transparent in regards to past issues would be lost
- AniGames failure was attributable to numerous issues, and is not in itself a reason to dissolve PAniC nor a complete reflection of community support. Volunteer community believed it was a good, fun event and ran well from that perspective.
- Dissolution vote seen as not going to succeed. However WaiCon, as a 5000 person convention, is not a possible short term goal, and it will need to be rebuilt from the ground up.
- Motion to vote now
 - Motion passed
- **Vote on motion for PAniC to dissolve:**
 - **Motion failed**
- Bekki Broughton is leaving at 12.36pm

Board Elections

- Only 6 nominations were again received, those currently sitting on the board. Previously the current board has voted to accept these as the new board, however the members should get to decide.
- Nominees:
 - Christina Lee: is currently acting president, is nominating for president, has business qualifications and works in retail.
 - Janakan Jeyabalan: is currently treasurer, nominating for treasurer, works for his father doing bookkeeping.
 - Cassandra Spencer: is currently secretary, nominating for secretary, is qualified in business law, business administration, and human resources management.
 - Garry Gasmire: is currently events, nominating for events.
 - Ben Fitzpatrick: is currently competitions, nominating for competitions
 - Rebekah Broughton: is currently publicity, is nominating for publicity
- Asked for experience as well as qualifications. Noted that even qualifications are more than past boards have had.
 - Christina: yes, was PAniC volunteers coordinator
 - Garry: yes, was scout leader, did lots of events and fundraising for them
 - Ben: yes, involved with WALAN
 - Cassandra: yes, is currently involved with (director of operations for) Market Social, an NFP, was also baseball umpire and involved in the baseball community. Offered LinkedIn profile link.
 - Janakan: yes, involved with university math club as treasurer.
- **Motion: the members accept the current board**
 - **Motion carried**

Other Business

- Crowdfunding should be considered for the next event.
- The audit should be high priority for the current board.
- **Motioned that the audit be prioritised over any other spending and time.**
 - **Motion failed.**
- Practicality of audit at current point. Not practical. Information still missing. Audit still needed.
- Working on cooperation with ANZ for past records, if not cooperative, talk to Department of Commerce
- **Motion to get panic board to conduct an audit within 6 months from today, publish every month electronically the progress of the audit, and a meeting has to be held after the 6**

months to present the report of the audit or a progress report at that time within a month of the period.

- **Motion passed**
- Current board is in breach of constitution because a GM hasn't been held in 2 months.
- **Motion that the next GM is held on the 6th June 2015 and venue is TBA.**
 - **Motion passed.**

MOTIONS

- **Cassandra moved that the proxies be accepted**
 - Ruth Seconded
 - Wade argued that the SGM cannot be used for constitutional changes
 - Cassandra explained this was just to accept the proxies for this SGM, in order to allow as many members as possible to have their say, not in any way changing anything that is documented.
 - Vote: **21 for, 2 against, 0 abstaining** (1 person did not vote)
 - **Motion carried.**

- **Cassandra moved that the agenda be accepted**
 - Seconded by Christina
 - No discussion
 - **20 for, 0 against, 5 abstaining** (2 people did not vote)
 - **Motion carried.**

- **Cassandra moved that the AGM minutes will not be read out, but passed as uploaded to website.**
 - Seconded by Ruth
 - No discussion
 - **24 for, 1 against, 2 abstaining**
 - **Motion carried**

- **Cassandra moved that the outcomes are accepted and the meeting proceeds.**
 - Seconded by Ruth
 - No discussion
 - **20 for, 1 against, 6 abstaining**
 - **Motion carried**

– **Motion to dissolve PAniC**

- Discussion:
 - There are plans to resurrect PAniC
 - Future events for fundraising and community involvement are being organised, pending dissolution vote outcome
 - Against dissolution as PAniC is an amazing community and has been an excellent experience.
 - it would be a sad day if panic dissolved
 - What is being done to prevent PAniC from being in this situation again?
 - Bank accounts are being investigated; transparency is being improved through uploading to websites and increased communication with, and participation of, members; accountability is being increased through board member confirmations in next agenda item.
 - Only 27 people are here, to vote on panic not dissolving, and there are only 6 people in front of you who are willing to put in the time and effort to save Panic.
 - This is also true of past AGMs and SGMs, where the past 4 times an attempt to elect a board has occurred, there have not been enough nominations to fill the ballot form.
 - PAniC proved conventions can be run in Perth, maybe it's best to finish now there is \$0 dollars, and a new organisation can take its place.
 - A new organisation would cost more, and would not have the intangible assets PAniC does in terms of goodwill, and sponsorships, although this is less than it was previously.
 - If there are only 27 members here, and only 6 board, even if this board are willing, will we get (a competent) one next year? .
 - PAniC is not alone in this, WASFF struggle to find people to sit on the board and run the convention. A lot of time and energy is required of board members, and due to personal reasons a lot of people, Ruth included, are not able to run.
 - It's not about the time, it is that we owe a lot money, and no one knows where we are going in terms of audit etc.
 - PAniC is no longer in debt. The current financial position has been uploaded to the website, along with information regarding the progress of the audit. This was also shared via the Facebook page.
 - Can we do an audit if dissolution goes ahead.
 - There is no requirement to, unless the Department of Commerce has been requested by a member, and agrees.
 - So if the dissolution vote goes through, we may not find out what happened.
 - Can't be negative and the fact is the money is gone. We can look at where the money has gone, but recovering it is unlikely.

- The fact that there were problems in panic wasn't really known by members or the wider community until the blowout last year. At this time it seems premature to dissolve Panic. The community will be more than happy to help. PANiC initially started with a \$1000 grant. That panic has done its job is recognised but it is run for the people, totally different from other conventions. Such a shame that the convention scene in general around Australia is deteriorating.
- Surely it would be better to just dissolve and start again.
 - Don't need to buy stuff, a lot of assets.
 - We know we have to fix the systems, AVcon has the same problems.
- How are the board going to do what needs be done? Changes to constitution from past gm have not been implemented
 - Board can fix the by-laws, the constitutional changes will be put to a consultative period by the members through surveymonkey, they can read the constitution and suggest changes what they think are needed. And they will be voted on at another GM, with much notice given.
 - The previous is 2months
 - A huge overhaul of pretty much everything is needed to get us back to where we should be. PANiC has been around for a long time and now its systems need to catch up.
- We could sell the WaiCon name to another organisation.
 - on dissolution things cannot be sold and must be distributed to another non-profit organisation run for a similar purpose
 - If there is nothing left, why sell it? If it can get back into a running convention then keep it.
 - They would also lose current goodwill.
 - Section 16.2 from constitution states things cannot be sold on dissolution
 - JAFWA would more than likely get everything on dissolution.
- Even if we have goodwill, the damage that is already done is greater than what is left. It would be better to start new and offer the stuff to new organisation.
 - Not necessarily. There is still SOME goodwill left in PANiC's relationships, which would be lost moving to new organisation. Also that then sweeps all the issues under the rug, means PANiC cannot identify and learn from them, and means that the new organisation may have exactly the same thing happen again. There is no ability to learn and grow.
 - Hasn't destroyed everything. Major sponsors are here at the SGM. It looks bad, but is recoverable from, and all is not lost.
- Been on the board on the past two years, feel bad about it (current position). Super proud of what the current board is doing. But are the number of board nominations going to grow? Half-minded for panic to dissolve.

- Quick message from John Robertson – Love you, play nice.
- There is a completely new board, who are dedicated and we should give them a chance.
 - The fact that there is not enough board members is still relevant
 - We do have quorum, and can appoint members to fill the vacancies.
- Can't trust the board, AniGames did not get enough people. PAniC shouldn't exist if people won't attend the events.
 - The AniGames event had several issues, involving planning, marketing, and location choice that contributed to its failure, which we, the new board, acknowledge. It does not, however reflect on the commitment of the PAniC community
 - most people that come through Waicon are families and AniGames didn't address that well.
- Has been going to every fundraiser, and event, PAniC is still nowhere. What do we have to make it better?
 - As previously mentioned, Bank accounts are being investigated; transparency is being improved through uploading to websites and increased communication with, and participation of, members; accountability is being increased through board member confirmations in next agenda item. We are aware of the issues that occurred, and are working on fixing the systems that caused it.
 - AniGames was one event, and mismanaged. Those that did it have gone from the board. All the WaiCons have been successful.
 - The past poor business plan, cost dearly. Three members have put money in. Suggests a levy placed on members, redeemable as a discount on future event tickets.
- Why should members trust again? I don't actually believe that all panic members feel that way. Brother didn't know that AniGames existed, and you should place trust in the organisation and the board. Have faith in this board and bring WaiCon back. I only hear the successes and not the failures, and there is a lot of successes. Panic is redeemable.
 - This board has a better business plan than last board, this board will succeed. Better than dissolving, give this board a chance.
 - Last board dealt with AniGames. This board wouldn't have gone ahead with it.
 - The original branding was from the "sports" year, the branding wasn't that great. At the end of the day bound not to come or motivate and people didn't really recognise the branding. We have to believe that this board can do the right thing.
 - New Secretary teaches business management and governance so should make better business decisions.
 - AniGames was a failure. But sponsor said to go forward, and decided as a whole board and not one person's decision. Yes it failed, but

these are completely new people with a new plan. Let them build it up.

- Dissolution vote is obviously not going to pass, but it doesn't take \$258 to make a WaiCon, it takes \$100,000 for a WaiCon. Going to only be able to run a 500 person con.
 - you need to crawl to walk to run. We are aware of this.
 - Future boards may try to return to former glories (5000 people con), and trying to do so would not be good.
 - If we get through, we should have a lot of smaller events and work towards building up to a larger one.
 - Make the members and public aware
- One of the good things about AniGames though was the volunteers came out and helped out and were amazing and had a great time.
 - Went out to volunteer. Agree.
- There would have to have the right branding on events, an onus for an audit, but a fresh slate of trust, and moving forward.
- This is a NFP, with no investment and no people to run it. Someone has stated it should be started new. Panic failed because of no money. AniGames failed.
 - As previously stated, this may not be the better option, but what we are here to vote on.

- **Ruth: Moved to vote now**
 - Seconded by Garry
 - **23 for, 0 against, 4 abstaining**
 - **Motion passed**

- **Vote on motion for PAniC to dissolve:**
 - **5 for, 21 against, 1 abstaining**
 - **Motion failed**

- **Cassandra moved that the members accept the current board**
 - Seconded by Ruth
 - No discussion
 - **17 for, 0 against, 9 abstaining**
 - **Motion carried**

- **Cara moved that the audit be prioritised over any other spending and time.**
 - Seconded by Tim
 - Prioritise audit over Supanova and if there is time for Supanova then time for audit.
 - The board would have their hands tied.
 - would you make amendment to motion, ask members to product an audit within a specific time?
 - Should be done before anything else
 - Paperwork and information still to be collected and until that happens the audit won't happen. Won't have money to do audit and need to run Supanova booth to get money to pay for audit.
 - what about money to pay for Supanova?
 - the booth is free through arrangement, it is just stock.
 - Last year's board were hamstringing and put them under the same conditions as past board. Couldn't make money to do audit until audit had happened.
 - do we have information required for the audit?
 - no, Janakan and Cassandra to go into ANZ for credit card records
 - what is the likelihood of ANZ cooperating?
 - unsure, but will ask department of commerce to intervene if they are difficult
 - **3 for, 14 against, 10 abstaining**
 - **Motion failed**

- **Ruth moved to get panic board to conduct an audit within 6 months from today, publish every month electronically the progress of the audit, and a meeting has to be held after the 6 months to present the report of the audit or a progress report at that time within a month of the period.**
 - Seconded by Alistair.
 - No debate
 - **16 for, 0 against, 11 abstaining**
 - **Motion Carried**

- **Ruth moved that the next GM is held on the 6th June and venue is TBA.**
 - Garry seconded
 - Wilson: checked against other events. None found.
 - **15 for, 0 against, 12 abstaining**
 - **Motion passed.**

Meeting adjourned – **1:05pm**

Next meeting scheduled – **6th June 2015**

Minutes submitted: **Janakan Jeyabalan**

Minutes confirmed: **Cassandra Spencer**