



# Sunburnt Arts Ltd

The below tables represent special resolutions put forward by voting and associate members of Sunburnt Arts Ltd (SBA) to be addressed and voted upon during the Annual General Meeting (AGM) listed on the 31<sup>st</sup> of August, 2025.

As per SBA constitution, all motions must be presented to members 21 days prior to the AGM. All motions posted after midnight on 10 August 2025 will not be heard at the AGM.

## Motion 01

### The amalgamation of Sunburnt Events Ltd and Sunburnt Arts Ltd

#### Motion description

- That the company known as Sunburnt Events Ltd be closed and deregistered
- that all assets owned, or in the possession of Sunburnt Events Ltd, be handed over to Sunburnt Arts Ltd
- that all Sunburnt Events Ltd standing and acting Directors be absolved of their Directorship
- that all responsibilities of Sunburnt events be transferred the Sunburnt Arts Ltd
- in lieu of an operational organisation, the Directors of Sunburnt Arts Ltd establish an Events Management Committee as per section 11.3 of the constitution, otherwise known as “Town Council”, to manage the operational aspects of the event known as “Burning Seed”, or any other event which is licensed by Sunburnt Arts Ltd.
- the Directors of Sunburnt Arts may also be members of the Events Management Committee.

#### Motion rationale

The two-board structure that was created to facilitate the operation and governance of the event known as “Burning Seed” following the restructure process was found to be problematic and unworkable during its first iteration in 2025. The foundational causes included: duplicitous governance, unrefined responsibility and relationship between boards, and unsustainable resourcing.

Proposed by	Date posted	Supported by	Supported by	Supported by	Supported by
Andrew Lau, Leanna Pugliese, Gabriel Reyes, Myke McQuaid	30/7/2025				





## Motion 2

### Amendments to SBA Constitutional Clause 5.3 – “Reducing barriers for SBA membership”

#### Motion description

- That Associate membership be removed (Section 5.2.1.2.) and the option to become a Voting member be granted upon request
- that section 5.3 of the SBA constitution, relating to the conditions of Voting membership, be amended to read:

#### Section 5.3 - Eligibility

**5.3.1** To be eligible for Membership, a person must be:

- 5.3.1.1 A natural person
- 5.3.1.2 committed to the purpose of the Company
- 5.3.1.3 be at least 18 years old
- 5.3.1.4 agree to comply with the Code of Conduct and this Constitution.

**5.3.2.1** demonstrate commitment to the purpose through one of the following:

- (a) attendance at a Burning Seed event within the last seven years
- (b) active participation in Australian Burner community activities for 12+ months, including attending and participating in other regional burn events
- (c) substantial volunteer contribution to Sunburnt Arts Ltd or predecessor organisations
- (d) Burning Seed theme camp leadership or art grant recipient status
- (e) other evidence of commitment to Burning Man principles as determined and agreed upon by the Membership Committee.

#### Motion rationale

Community consultation has indicated a perceived barrier for membership of SBA due to the restrictive conditions within the constitution. With only one Burning Seed event since 2019, voting membership has been inadequate to comfortably reach quorum during Annual General Meetings.

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### Motion 3

## Amendments to SBA Constitutional Clause 6.8 – “Updated quorum requirements for General Meetings”

### Motion description

- That section 6.8 of the SBA constitution, relating to the conditions of quorum for general meetings, be amended to read:

#### Section 6.8 - Quorum for General Meetings

**6.8.1** No business may be transacted at a General Meeting (other than electing a chairperson or adjourning the meeting), unless a quorum is present at the time the business is dealt with.

**6.8.2** A quorum for a General Meeting must contain a minimum of 15 Members, or 10% of total Voting Members (whichever is higher), present at the commencement of business.

**6.8.3** If a quorum is not present within 15 minutes of the commencement time, then

- **6.8.3.1** if the meeting was called by, or at the request of Members, the meeting will dissolve
- **6.8.3.2** otherwise:
  - **6.8.3.2.1** the meeting stands adjourned to the day, time and place, determined by the Board or (if no determination is made by the Board), to the same day, time and place in the following week
  - **6.8.3.2.2** If at the resumption of the meeting a quorum is not present within 15 minutes of the commencement time, the meeting will dissolve.

**6.8.4** For quorum purposes:

- (a) A suspended Member is not counted
- (b) Members attending virtually by technology are counted as present
- (c) Proxy holders are counted as present for the Members they represent.

### Motion rationale

Community consultation, and the experience of standing Directors, have indicated that a majority quorum is highly difficult to obtain during AGM and SGM. With reduced barriers to membership, it is likely that this problem will continue to increase. An updated quorum will allow for AGM/SGMs to perform their function more adequately whilst continuing to represent a fair proportion of the membership.

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#### Motion 4

### Amendments to SBA Constitutional Clause 7.5 – “Reducing participation barriers for membership voting”

#### Motion description

- That section 7.5 of the SBA constitution, relating to the ineligibility of Proxy voting, be amended to read:

#### Section 7.5 - Proxy Voting

**7.5.1** A Voting Member may appoint another Voting Member as their proxy by written notice to the Company.

**7.5.2** Proxy appointment requirements:

- (a) Must be in writing to the SBA Board
- (b) Must specify the meeting(s) for which the proxy is appointed
- (c) Must be signed by the appointing Member
- (d) Must be received by the SBA Board at least 24 hours before the meeting.

**7.5.3** Proxy limitations:

- (a) A proxy holder may represent a maximum of 2 other Members plus themselves
- (b) A proxy holder must vote as directed by the appointing Member, or if no direction given, at the proxy holder’s discretion
- (c) Proxy appointments are revocable by written notice to the SBA Board
- (d) The board reserves the right to revoke proxy appointments if it suspects the appointment will damage the integrity of the vote.

**7.5.4** For clarity:

- (a) Proxy voting is permitted for all matters including special resolutions
- (b) Proxy holders count toward meeting quorum requirements.

#### Motion rationale

Community consultation has indicated a perceived barrier for members in their ability to attend and vote at AGMs and SGMs. This is especially the case for regional based members. Limited use of proxy voting will alleviate this problem

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## Motion 5

### Amendments to SBA Constitutional Clause 5.10.1.6- “Ceasing to be a member”

#### Motion description

- That section 5.10.1 of the SBA constitution, related to the cessation of membership be amended to read:

**5.10.1** A person ceases to be a Member on:

- **5.10.1.1** death
- **5.10.1.2** resignation
- **5.10.1.3** expulsion after the processes set out in the Code of Conduct have been exhausted
- **5.10.1.4** deemed resignation in accordance with clause 5.7.4 (failing to pay annual membership fee)
- **5.10.1.5** the Board deeming, in its sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence within 60 days
- **5.10.1.6** becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law related to mental health.

#### Motion rationale

The previous 5.10.1.6 “failing to satisfy the relevant eligibility requirements for the Member’s Membership Class and the Membership not being transferred to another Membership Class” contributed to increased barriers to voting membership and were deemed unnecessary. This clause to be omitted.

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