

RED EARTH CITY PTY LTD
Committee Guidelines
for
Burning Seed
(an Australian regional Burning Man Event)
&
Burning Man Australia

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PART 2 - NAME AND STATEMENT OF PURPOSES

1. Name

The name of the company is Red Earth City Pty Ltd, registered as an Australian Proprietary Company with a constitution, Limited By Shares.

2. Purpose

- (1) To instigate, enable and incubate the production of Burning Man activities throughout Australia which will bring experiences to people in grand, awe-inspiring and joyful ways that lift the human spirit, address social problems and inspire a sense of culture, community and cultural engagement, where the organisation has a number of purposes, which values:
- (a) **Interactivity** - We value art that prompts the viewer to act. We like art that can be experienced in more ways than visually. We are fans of art that is meant to be touched, heard or experienced, as well as viewed; art that requires human interaction to complete the piece, that prompts people to interact with one another, that responds to participants and to its environment.
 - (b) **Community** – We value art that builds community through education, collaboration and activism. We see that when an art project arises from the need of a community, it belongs to the public and exists for the benefit of all. When a work is freely accessible to the public, civic in scope and inclusive by nature, it challenges the traditional perspectives on art. When an interactive artwork becomes part of a community, it demands the stewardship of its citizens, engendering ownership, responsibility and pride.
 - (c) **Education** – We value art that goes beyond artistic expression; we value art that educates. We support projects that prioritise collaboration with local youth and educators. We know that, with guidance and support, the creation of art is a most powerful tool to educate youth about the pressing concerns of their times, including issues around the environment, renewable energy, and climate change.
 - (d) **Activism** – We value art that causes people to reflect on the larger community. We see art as a way to connect individuals, and call them to action. We commend art that challenges individuals to re-examine their everyday lives and their role in their immediate and larger community. We support art that educates about the alternatives to consumerism and the reduction of environmental impact. Through art, we seek to promote the use of renewable resources, environmental justice and social responsibility.

- (2) To create a national organisation called Red Earth City.
- (3) To create and operate the Red Earth City organisation with 2 (two) independent standing committees for the conduct of:
 - (a) Burning Seed; and
 - (b) Burning Man Australia;which are formed to manage the business and affairs of the company in their respective areas of responsibility, with equal powers.
- (4) To recognise Burning Seed as an Australian regional Burning Man event.
- (5) To recognise Burning Man Australia as a space to facilitate the discussion, expression and manifestation of the Burning Man philosophies and principles.
- (6) To form a Burning Seed Town Council and Burning Man Australia Community Board to engage certain roles by way of contract or employment which fulfill certain essential ongoing requirements that go beyond the scope of volunteers to maintain the viable, ongoing and safe operation of activities.
- (7) To form a Burning Seed Team Leads Committee to organise the day to day operations of conducting a safe Burning Seed event, that can make further recommendations to the Burning Seed Town Council, to whom it is responsible to, particularly for all financial, budget, insurance and legal matters.
- (8) To reimburse peoples out of pocket expenses that may be incurred on behalf of the organisation, this also includes members of the Burning Man Australia Community Board, the Burning Seed Town Council and the Burning Seed Team Leads Committee.
- (9) To ensure there be transparency of the finances of the company and the organisation formed here by the company to the wider Burning Man Community.
- (10) To keep the language as clear and simple as possible within the company and the organisation to the wider community.
- (11) To operate the company and its organisation in a non-profit manner, where:
 - (a) the income is solely applied to promoting its purposes;
 - (b) profit is not distributed to any director, officer, committee member, advisory or sub committee member, council member, board member, employee, contractor, or other persons connected with this organisation, or any private individual;
 - (c) upon winding up, voluntary or involuntary, all its assets must be distributed to a similar non-profit organisation.
- (12) To facilitate over the next 3 years or earlier, the formation of an open and inclusive restructuring committee group, with representation from the company's directors and any members of its two 2 peak standing committees, to undertake a process of broad community engagement and rigorous internal examination, to make recommendation to the directors of the Red Earth City Pty Ltd, for the transition of the company and its national organisation, to a nationally registered charitable not for profit entity or group of entities, or subsidiary of an entity of this nature, where provision is made in each and any of the new entities for a public fund allowing registration with the Register of Cultural Organisations (ROCO), allowing then

for the application for Deductible Gift Recipient status using one or a combination of the following commonly used incorporated legal structures;

- (a) companies limited by guarantee;
- (b) incorporated associations; or
- (c) non-trading co-operatives;

that is best suited for the community and the current national organisation, to achieve the ongoing pursuit of the purposes of the company, Burning Seed and Burning Man Australia.

PART 3 - COMMITTEES GENERALLY

3. Applicability of the parts

- (1) The parts apply to all bodies established under the Red Earth City Pty Ltd constitution and guidelines, unless a specific provision of the Red Earth City Pty Ltd constitution, the Red Earth City Pty Ltd guidelines or the resolution establishing the committee provides otherwise.
- (2) In the parts, "committee" includes:
 - (a) Burning Seed Town Council,
 - (b) Burning Man Australia Community Board; and
 - (c) sub committees, special purpose subcommittees, and other bodies, however described; subject to sub-rule (1).

4. Duties of Officers and Members of Committees

All officers and members of committees owe the Red Earth City Pty Ltd duties:

- (1) to act honestly and in good faith;
- (2) not to make improper use of their position or of information obtained in their position; and
- (3) to exercise reasonable care and diligence;

as officers and members of committees.

5. Indemnity of Offices and Members of Committees

Red Earth City Pty Ltd indemnifies all officers and members of committees against any liability incurred by them in their capacity, unless liability arises out of conduct involving a breach of their duties to Red Earth City Pty Ltd.

6. Convening Meetings

- (1) At its first meeting, each committee must by resolution set the dates, times and places of ordinary meetings over the coming year or its term of office, whichever applies.
- (2) A committee may by resolution subsequently alter the dates, times and places of ordinary meetings.

- (3) The designated chair of a committee or an absolute majority of its members may convene a special meeting of the committee.

7. Notice of Meetings

- (1) Each member of a committee must be given at least 5 clear days' notice of its meetings.
- (2) The notice must include:
 - (a) the date, time and place of the meeting;
 - (b) in the case of special meetings - the business to be considered.
- (3) Notice must be given to all members of the committee.
- (4) Notice may be sent by:
 - (a) prepaid post to the members address; or
 - (b) if the member requests, by facsimile, email or phone text electronic transmission.
- (5) A special meeting may only consider business of which notice has been given.

8. Quorum

- (1) The quorum for meetings of a committee must be outlined in any guidelines establishing the committee, and in the case where these guidelines require a committee to be an actual size, the quorum determined in the guidelines may be no less than at least half of its voting members.
- (2) If a quorum is not present within 30 minutes of the time of which the notice has been given, the meeting lapses and may not proceed.

9. Non-Attendance

If a member of a committee:

- (1) fails on three consecutive occasions to attend within 30 minutes of the time of which notice has been given of an ordinary meeting of the committee; and
- (2) does not have a reason that is accepted by resolution of the committee;

their position automatically becomes vacant.

10. Chairing

- (1) If the designated chair of a committee is not present, or does not wish to chair the meeting (or part of the meeting), the committee must elect another of its members to chair.
- (2) The chair of a meeting has a deliberative vote, but does not have a casting vote.

11. Attendance

All directors and officers of Red Earth City Pty Ltd may attend all meetings of all committees.

12. Adjournment

- (1) If a quorum is present, the chair may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and from place to place.
- (2) If a quorum is present, the chair must, if directed by a majority of members present at the meeting, adjourn the meeting to a date and time agreed.
- (3) No business may be transacted at an adjourned meeting other than business unfinished at the meeting, which was adjourned.

13. Voting

- (1) All members of committees are voting members, unless otherwise specified.
- (2) Each voting member of a committee present has one vote.
- (3) Members may only vote in person, and not by proxy.
- (4) All decisions are to be made by consensus after full discussion.
- (5) When consensus can not be achieved the chair of a meeting may determine a matter by a vote requiring a two thirds majority.
- (6) If a two thirds majority is not obtained when a vote is cast for and against a motion or amendment the chair of the meeting may:
 - (a) declare the motion or amendment lost; or
 - (b) defer the motion to be resolved at a later time.

14. Circulating Resolutions of Committees

- (1) Committee members may pass a resolution without a committee meeting being held, where:
 - (a) all the committee members entitled to vote on the resolution must sign a document containing a statement that they favour the resolution set out in the document;
 - (b) all committee members must be given reasonable notice of the resolution;
 - (c) if separate copies of such a document are signed, they must all be identical in the wording of the resolution and the statement;
 - (d) the resolution shall be passed where consensus is reached:
 - (i) by all the members of the committee entitled to vote;at the time that the last of the committee members signs the resolution;
 - (e) the minutes of the meetings of committee members must duly note the resolution.
 - (f) if consensus is unable to be reached the resolution will be determined at the next meeting of committee members subject to rule 13..

15. Disclosure of Interest

- (1) Each member of a committee (including officers) who have a personal financial interest (whether direct or indirect) in a matter that is to be considered at a meeting of the committee:
 - (a) must not be present while the matter is being considered; and
 - (b) must not vote on the matter;subject to rule (2).
- (2) A committee by resolution passed by an absolute majority exempt a member of the committee from sub-rule (1)(a) or sub-rule (1)(a) and (b), subject to such conditions, as it thinks appropriate.
- (3) Despite sub-rule (1)(a), the member concerned may still be counted towards the quorum.

16. Minutes

- (1) The Secretary of Red Earth City Pty Ltd is responsible for ensuring that accurate and complete minutes are taken and kept of all meetings of committees and may request a committee to appoint one of their members, or a professional minute taker, to be a minute taker at their committee meeting.
- (2) Minutes must be confirmed at and signed by the chair of the next succeeding meeting.
- (3) Minutes must be available for inspection by members of the committee.

PART 4 - SUB COMMITTEES

17. Establishment

- (1) The Board of Red Earth City Pty Ltd may by guideline establish sub committees, as it thinks appropriate.
- (2) The guideline establishing a sub committee must include:
 - (a) its membership;
 - (b) its chair and convener;
 - (c) its responsibilities and powers; and
 - (d) any special provisions as to its meetings;unless already provided for in these guidelines.
- (3) Sub committees may by resolution establish special purpose sub committees within their area of responsibility.
- (4) All sub committees are accountable to the Red Earth City Pty Ltd for the proper carrying out of their responsibilities and powers.

- (5) Sub committees special purpose subcommittees are accountable:
- (a) in the first instance - to their parent sub committee; and
 - (b) ultimately - to the Board of Red Earth City Pty Ltd;
- for the proper carrying out of their responsibilities and powers.

PART 5 – BURNING SEED TOWN COUNCIL

18. Name

Burning Seed Town Council

19. Size & Membership

7 members which includes:

- (1) 1 director of Red Earth City Pty Ltd appointed, by resolution, at a Board meeting of Red Earth City Pty Ltd; and
- (2) 6 members nominated by the Burning Seed Town Council received from the community and appointed, by resolution, at a Board meeting of Red Earth City Pty Ltd.

20. Purpose

The purpose of the Burning Seed Town Council is to operate Burning Seed an Australian regional Burning Man Event on behalf of Red Earth City Pty Ltd.

21. Responsibilities & Powers

- (1) The Burning Seed Town Council is responsible for the operations of Burning Seed by providing strategic planning for the co-ordination and facilitation of the event.
- (2) To establish a Burning Seed Team Leads Committee to be a sub group of the Burning Seed Town Council to:
 - (a) organise the day to day operations of conducting a safe event in conjunction with the Burning Seed Town Council appointed Burning Seed Event Co-ordinator/s;
 - (b) make further recommendations to the Burning Seed Town Council, whom it is responsible to, particularly for all financial, budgetary, insurance and legal matters.
- (3) To engage people by contract or employment to fulfill certain essential ongoing requirements that go beyond the scope of volunteers to maintain the viable, ongoing and safe operations of activities.
- (4) To reimburse peoples out of pocket expenses that may be incurred on behalf of the organisation, this also includes members of the Burning Seed Town Council and the Burning Seed Team Leads Committee.

- (5) The Burning Seed Town Council also has specific responsibility:
- (a) for setting the conceptual direction;
 - (b) for discussing new ideas and opportunities;
 - (c) for developing policy, budgets and planning matters;
 - (d) for determining all financial, insurance and legal matters;
 - (e) for review and analysis of the operating procedure;
 - (f) for appointing Burning Seed Team Leads to areas identified in the operations.
 - (g) for conducting annual review of the performance of Burning Seed Team Leads;
 - (h) for rotating the chair from meeting to meeting; and
 - (i) electing by consensus a chair for each meeting;
 - (i) for liaising with any other committees established when required;
 - (j) for establishing sub groups with clear guidelines, to undertake specific functions for the Town Council, where these groups are accountable:
 - (i) in the first instance - to the Burning Seed Town Council; and
 - (ii) ultimately to the Board of Red Earth City Pty Ltd;for the proper carrying out of their responsibilities and powers;
 - (k) In carrying out its responsibilities, the Burning Seed Town Council may exercise all powers of the Red Earth City Pty Ltd, subject to this rule.
- (6) A Board meeting of Red Earth City Pty Ltd may, by resolution, direct the Burning Seed Town Council on any matter within its responsibilities and powers.

22. Meetings

Ordinary meetings of the Burning Seed Town Council must be held at least once a month.

23. Quorum

Is half of its voting members (or if the number of voting members is not a whole number, the whole number next higher than one half).

PART 6 – BURNING MAN AUSTRALIA COMMUNITY BOARD

24. Name

Burning Man Australia Community Board

25. Size & Membership

7 members which includes:

- (1) 1 director of Red Earth City Pty Ltd appointed, by resolution, at a Board meeting of Red Earth City Pty Ltd; and
- (2) 6 members nominated by the Burning Man Australia Community Board received from the community and appointed, by resolution, at a Board meeting of Red Earth City Pty Ltd.

26. Purpose

The purpose of the Burning Man Australia Community Board is to facilitate the discussion, expression and manifestation of the Burning Man philosophies and principles.

27. Responsibilities & Powers

- (1) To enable the mission of the 'Burning Man Project', a 501(c)(3) non-profit public benefit organisation, registered in the state of California, United States of America.
- (2) To facilitate and extend the culture of Burning Man into the larger world, by upholding and manifesting the values described in the Ten Principles of Burning Man being:
 - (a) **Radical Inclusion** - Anyone may be a part of Burning Man. We welcome and respect the stranger. No prerequisites exist for participation in our community.
 - (b) **Gifting** - Burning Man is devoted to acts of gift giving. The value of a gift is unconditional. Gifting does not contemplate a return or an exchange for something of equal value.
 - (c) **Decommodification** - In order to preserve the spirit of gifting, our community seeks to create social environments that are unmediated by commercial sponsorships, transactions, or advertising. We stand ready to protect our culture from such exploitation. We resist the substitution of consumption for participatory experience.
 - (d) **Radical Self-reliance** - Burning Man encourages the individual to discover, exercise and rely on his or her inner resources.
 - (e) **Radical Self-expression** - Radical self-expression arises from the unique gifts of the individual. No one other than the individual or a collaborating group can determine its content. It is offered as a gift to others. In this spirit, the giver should respect the rights and liberties of the recipient.
 - (f) **Communal Effort** - Our community values creative cooperation and collaboration. We strive to produce, promote and protect social networks, public spaces, works of art, and methods of communication that support such interaction.

- (g) **Civic Responsibility** - We value civil society. Community members who organise events should assume responsibility for public welfare and endeavour to communicate civic responsibilities to participants. They must also assume responsibility for conducting events in accordance with local, state and federal laws.
 - (h) **Leaving No Trace** - Our community respects the environment. We are committed to leaving no physical trace of our activities wherever we gather. We clean up after ourselves and endeavour, whenever possible, to leave such places in a better state than when we found them.
 - (i) **Participation** - Our community is committed to a radically participatory ethic. We believe that transformative change, whether in the individual or in society, can occur only through the medium of deeply personal participation. We achieve being through doing. Everyone is invited to work. Everyone is invited to play. We make the world real through actions that open the heart.
 - (j) **Immediacy** - Immediate experience is, in many ways, the most important touchstone of value in our culture. We seek to overcome barriers that stand between us and a recognition of our inner selves, the reality of those around us, participation in society, and contact with a natural world exceeding human powers. No idea can substitute for this experience.
- (3) To work in conjunction with the Burning Man Project with providing philosophical and educational tools, curriculum, and organisational structure that will allow people to apply the Ten Principles in many communities and spheres of endeavour.
 - (4) To understand Burning Man as referring to a way of life lived consistently with these Ten Principles.
 - (5) To discern “Community”, as referred to in these principles, applies to any human community.
 - (6) To allow the wider Burning Man community to have a say in the organisation's function.
 - (7) To allow the organisation formed here to engage certain roles by way of contract or employment which fulfills certain essential ongoing requirements that go beyond the scope of volunteers to maintain the viable, ongoing and safe operation of Burning Man activities throughout Australia.
 - (8) To allow advancement or reimbursement of reasonable expenses that may be incurred on behalf of the organisation on any of its bodies or positions, in the performance of regular duties this also includes its directors and officers.
 - (9) To ensure there be transparency of the finances of the company and the organisation formed here by the company to the wider community.
 - (10) To seek funding to support Burning Man Australia, where funding will primarily be sought in the form of activities, grants and donations from arts funding bodies, business, philanthropic funds, philanthropic organisations and the general public.
 - (11) To keep the language as clear and simple as possible within the company and the organisation to the wider community.

- (12) The Burning Man Australia Community Board also has specific responsibility:
- (a) for setting the conceptual direction;
 - (b) for discussing new ideas and opportunities;
 - (c) for developing policy, budgets and planning;
 - (d) for determining all financial, insurance and legal matters;
 - (e) for review and analysis of the operating procedure;
 - (f) for appointing Burning Man Australia Team Leads to areas identified in the operations.
 - (g) for conducting annual review of the performance of Burning Man Australia Team Leads;
 - (h) for rotating the chair from meeting to meeting; and
 - (i) electing by consensus a chair for each meeting;
 - (i) for liaising with any other committees established when required;
 - (j) for establishing sub groups with clear guidelines, to undertake specific functions for the Town Council, where these groups are accountable:
 - (i) in the first instance - to the Town Council; and
 - (ii) ultimately to the Board of Red Earth City Pty Ltd;for the proper carrying out of their responsibilities and powers;
 - (k) In carrying out its responsibilities, the Burning Man Australia Community Board may exercise all powers of the Red Earth City Pty Ltd, subject to this rule.
- (13) A Board meeting of Red Earth City Pty Ltd may, by resolution, direct the Burning Man Australia Community Board on any matter within its responsibilities and powers.

28. Meetings

Ordinary meetings of the Burning Man Australia Community Board must be held at least once a month.

29. Quorum

Is half of its voting members (or if the number of voting members is not a whole number, the whole number next higher than one half).

PART 7 - LEGAL

30. Interpretation

- (1) In these guidelines, unless the contrary intention appears:
 - (a) "absolute majority" means a majority of the votes of all voting members of the body at the time, whether present at the meeting and voting or not;
 - (b) "majority vote" means a majority of the votes of voting members of the body, present at the time of the meeting, whether voting or not;
 - (c) "clear day" means excluding both the day on which notice is given and the day on which the meeting is held;
 - (d) "the guidelines" means the guidelines of Red Earth City Pty Ltd;
- (2) The headings form part of these guidelines;
- (3) The Board of Red Earth City Pty Ltd is responsible for the interpretation of these guidelines, where all interpretations must be by resolution recorded in the minutes.