

## **Announcement of the Annual General Meeting of BurnT OUT Interactive Arts Society**

Meeting to be held on August 9, 2020. From 2pm-3pm via ZOOM  
Zoom Link to be TBA.

Please read attached Motion. Email all ammendmentments/proposal to:  
Burntentity@gmail.com.

As per our By-Law we are required to have an annual A.G.M. the last A.G.M was held in July 11th, 2017 The entity known as BurnTOUT Interactive Arts Society puts forward the following motions.

### **Announcements**

Marc Gorcey has volunteered and been accepted as BurnT OUT Interactive Arts Society OMBuddy.

The board also moves to dissolve the entity known as BurnT. Some of the complexities that led to this decision include: lack of leadership, and volunteer engagement. We hereby resolve that the board should be dissolved and all assets donated to Mooseman

The dissolution of this board will allow for increased engagement and a productive future for regional burning Man activities in Ontario. ;

## **Agenda:**

- Financials
- Directors Update
- Reading of Resolutions
- Vote on Resolutions
- Follow-up Discussions
- Closure

Resolution for Dissolution of the board of BurnTOUT Interactive Arts Society.

WHEREAS, the Board of BurnTOUT Interactive Arts Society moves to dissolve the entity;

and WHEREAS, the board is no longer functional;

and WHEREAS, Mei Chin resigned from the board;

and WHEREAS, the board is non compliant with its by-laws exceeding a year.

and WHEREAS, there are problems with board stability;

and WHEREAS, there has been poor accounting tracking;

and WHEREAS, no decomp events have taken place in several years;

and WHEREAS, membership is poorly defined;

and WHEREAS, the focus of the board is poorly defined

NOW, THEREFORE, BE IT RESOLVED, that the BurnTOUT Interactive Arts Society must be dissolved.

**Be it resolved that a *Liquidation Process* will be followed.** Upon approval of the community, the board will go forth as follows;

- Transfer of assets in the form of a 'storage unit' under the ownership of BurnTOUT Interactive Arts Society to the entity established and defined for the continuation of the event known as 'Mooseman'.
- Transfer the contents within the asset known as 'Td bank account' under the ownership of BurnTOUT Interactive Arts Society to the entity established and defined for the continuation of the event known as 'Mooseman'.
- Payment obligations and taxes will all be satisfied, including expense occurred in the dissolution. The report will be posted and distributed.
- A Certification of Dissolution will be posted and distributed following the receipt by the Board.
- Board involvement. The board will establish officers for the dissolution of the committee. And act based on their recommendation.
- The Facebook group will be left up in honour of the people who have worked really hard to establish this community. For continuity reasons, the entity established and defined for the continuation of the event known as 'Mooseman' will assume ownership and curation.

**BurnT OUT Interactive Arts Society**

## ByLaws of the Corporation

### **Article I: Name and Purpose**

1. The name of this organization shall be the burnT OUT Interactive Arts Society.
2. The burnT OUT Interactive Arts Society shall be organized exclusively for charitable, artistic, and educational purposes, specifically to provide support and organizational structure to the community of Burning Man attendees and like minded individuals (hereafter referred to as the Community) in the Greater Toronto Area.

### **Article II: Conditions of Membership**

3. Membership in the corporation shall be extended and limited to persons interested in furthering the objects of the corporation who have registered for the vote for the board of directors of the corporation.
4. There shall be no membership fees or dues.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation.
6. Any person may be refused membership or required to resign its membership in the corporation by a unanimous vote of the board of directors.
7. In the event that the board of directors issues a refusal or requires a resignation, it shall provide its reasons to the membership and the affected person in writing.

### **Article III: Meetings**

#### Board of Directors Meetings

8. Regular meetings of the directors shall be held on a monthly basis at any location and at any time as is deemed convenient by the board of directors. When necessary, directors may attend meetings via remote communication, e.g. conference call or Skype. The directors may consider and transact any business, either special or general, at any meeting of the board.

9. For the purpose of votes of the board of directors, 3/5 of the standing directors will constitute quorum.

#### Town Hall

10. At least one member of the board must be present at any Toronto Burning Man Community Town Hall called by a Burning Man Regional Contact. No formal decisions regarding the actions of the organization will be determined at the Town Hall meetings.

#### General Meetings of the Membership

11. At least once per year the board shall have a general meeting at which any member ratification of bylaws and director resolutions required by the corporation's governing legislation shall be

undertaken, and, in addition to any other business that may be transacted, the report of the directors, the financial statement, and, if required, the report of the auditors shall be presented and auditors appointed for the ensuing year. This meeting shall be open to attendance by any member of the Community.

12. The board of directors shall have power to call, at any time, a general meeting of the members of the corporation. Furthermore, a general meeting can be called via a petition signed by half of the members of the organization.

13. There shall be no quorum requirements for votes at general meetings.

14. At least twenty one days written notice of any annual or special general meeting of members shall be given by email to the current members who have provided email addresses and additionally announced broadly among the general membership of the organization through the online forums in use at the time by the community for announcements and group discussion.

15. Members may propose resolutions for consideration by the membership at a general meeting by emailing or writing to the secretary up to 3 weeks prior to the meeting. No fresh resolutions shall be considered after this time, save for those set out in Article 18.

16. At least fourteen days prior to the meeting, the Secretary will circulate the resolutions to be considered at the General Meeting for consideration and discussion by the membership.

17. Amendments to the resolutions may be entertained by the mover for the next seven days.

18. If an amendment to a resolution is not accepted by the mover, the amender may, with a seconder, introduce a fresh resolution incorporating the proposed amendment.

19. Member resolutions will be put to a vote of the members at the General Meeting if one member seconds the resolution either by email or in writing to the Secretary or in person at the meeting.

20. Votes on proposed resolutions shall take place at the General Meeting. Members who cannot attend the meeting, may submit their voting intentions to the Secretary or to the omBuddy by email or in writing no later than 24 hours prior to the General Meeting, who shall faithfully carry and execute their vote by proxy.

21. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be their last address recorded on the books of the corporation. A technical error or omission in giving notice of meeting to a member shall not invalidate such meetings or make void any proceedings taken.

22. The mover of a resolution may withdraw that resolution at any time prior to the meeting.

23. In the event that two resolutions passed by the membership are contradictory, the resolution with the greater number of votes in support shall be deemed to be the carried resolution. In the event of a tie, the item will be sent to the Board of Directors who shall decide between the two alternatives.

#### Article IV: Board of Directors

24. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors. The first board of directors was elected via direct vote of the Community prior to incorporation of the organization.

25. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least twothirds (2/3) of the members following a general meeting duly called for the purpose of discussing the number of directors to be elected to the board of directors. Directors must be individuals, minimum 18 years of age, with power under law to contract.

26. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members. Elections shall be staggered such that no more than threefifths (3/5) of board members shall stand for election at a time.

27. The office of director shall be automatically vacated:

- a. if a director has resigned their office by delivering a written resignation to the secretary of the corporation;
- b. if the director/member is found by a court to be of unsound mind;
- c. on death;

28. In the event of a vacancy, the board of directors shall call an election for the appointment of a new director by within 90 days.

29. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of their duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer

or in any other capacity and receiving compensation therefore.

30. Directors can be removed from the board by means of a unanimous vote of the remaining

directors, by means of a twothirds (2/3) majority vote of members, or a petition signed by Three quarters (3/4) of the membership.

31. The term of a director shall be limited to two (2) years. Upon completion of a term, a director

may run for a subsequent term. There shall be no limit on the number of consecutive or total terms which a director may serve. The terms shall be staggered such that no more than Three fifths (3/5) of the directors shall stand for election at a single time. The duration of the terms of the initial board members shall be adjusted as deemed appropriate by the board in order to achieve staggered elections.

32. A retiring director shall remain in office until the dissolution or adjournment of the meeting at

which their retirement is accepted or their successor is elected.

#### Article V: Powers of Directors

33. The directors of the corporation may administer the affairs of the corporation in all things and

make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise

all such other powers and do all such other acts and things as the corporation is by its charter

or otherwise authorized to exercise and do.

34. The directors shall have power to authorize expenditures on behalf of the corporation from

time to time and may delegate by resolution to an officer or officers of the corporation the right

to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

35. The board of directors is hereby authorized, from time to time

a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem

expedient;

b. to limit or increase the amount to be borrowed;

c. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;

d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

36. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

37. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

38. Any remuneration required for agents and employees shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

39. The board of directors may appoint committees whose members will hold their offices and conduct their duties at the will of the board of directors.

40. The board of directors may take such decisions and prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the corporation as they deem expedient.

Article VI: Indemnities to Directors and Others

41. Every director of the corporation and their heirs, executors and administrators, and estate and

effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

a. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;

b. all other costs, charges and expenses which the director/member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

#### Article VII: Officers

42. The officers of the corporation shall be a president, secretary and treasurer and any such other officers as the board of directors may determine. Any two offices may be held by the same person. Officers need not be directors.

43. Officers shall be appointed by resolution of the board of directors.

44. The officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

#### Article VIII: Duties of Officers

45. The President shall be the chief executive officer of the corporation, and accepts all legal requirements and responsibilities of said position. The President shall see that all orders and resolutions of the board of directors are carried into effect.

46. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities

and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. The Treasurer shall disburse the

funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of

the board of directors, or whenever they may require it, an accounting of all the transactions

and a statement of the financial position, of the corporation. The Treasurer shall also perform

such other duties as may from time to time be directed by the board of directors.

47. The Secretary may be empowered by the board of directors, upon resolution of the board of

directors, to carry out their affairs of the corporation generally under the supervision of the directors thereof and shall attend all meetings of directors or officers and act as clerk thereof

and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the

board of directors, and shall perform such other duties as may be prescribed by the board of

directors or president, under whose supervision the Secretary shall be. The Secretary shall be

custodian of the seal of the corporation, which the Secretary shall deliver only when authorized

by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

48. The duties of all other officers of the corporation shall be such as the terms of their engagement

call for or the board of directors requires of them.

Article IX: Execution of Documents

49. Contracts, documents or any instruments in writing requiring the signature of the corporation,

shall be signed by any two directors and all contracts, documents and instruments in writing so

signed shall be binding upon the corporation without any further authorization or formality.

The directors shall have power from time to time by resolution to expressly appoint an officer

or officers on behalf of the corporation to sign specific contracts, documents and instruments

in writing. The directors may give the corporation's power of attorney to any registered dealer

in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to

contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

Article X: Minutes of Board of Directors

50. The minutes of the board of directors shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes within two weeks of the meeting.

51. Within two weeks a record of decisions made at a meeting of the board of directors shall be broadly circulated among the general membership of the organization through the online forums in use at the time by the community for announcements and group discussion and also kept on file at the office of the corporation.

#### Article XI: Financial Year

52. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be 31st day of March.

#### Article XII: Amendment of ByLaws

53. The bylaws of the corporation not embodied in the letters patent may be repealed or amended by bylaw, or a new bylaw may be enacted by a majority of the directors at a meeting of the board of directors or by vote of the members at a General Meeting. Directors shall make themselves aware of and comply with the requirements of Articles 129 and 130 of the Corporations Act (R.S.O 1990, Chapter C.38).

#### Article XIII: Books and Records

54. The Secretary or other officer so designated, overseen by the Board of Directors, shall ensure that all necessary books and records of the corporation required by the bylaws of the corporation or by any applicable statute or law are regularly and properly kept.

#### Article XIV: Interpretation

55. In these bylaws and in all other bylaws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations

#### Article XV: The OmBuddy

56. In addition to the officers described in Articles VII and VIII, there shall also be an officer known as the OmBuddy.

57. The OmBuddy shall act as a mediator in disputes between members, officers, and the board of directors of the corporation. The mandate and operational role of the OmBuddy is described in the Charter of the OmBuddy, attached as an appendix to this document.

58. The OmBuddy shall be appointed by the Board of Directors in a manner similar to the other officers. However, after the time of appointment, the OmBuddy is not directly answerable to the Board of Directors, and shall act as an independent and neutral third party arbiter. The OmBuddy can still be removed from their position by the Board of Directors, as detailed in the following clause.

59. The OmBuddy may be removed from their position by a two-thirds (2/3) vote of members present at a general meeting, by a petition signed by three quarters (3/4) of the membership, or by a unanimous vote of the Board of Directors. In the case of removal by the Board of Directors, written notice of the reason for removal must be distributed to the membership within 14 days after removal.

HEREIN BE THE CHARTER OF THE BURNT "OMBUDDY"

AN OFFICER POSITION WITHIN THE NONPROFIT GROUP BURNT OUT INTERACTIVE ARTS

SOCIETY

omBuddy's mission

the mission of the omBuddy is to amplify the gift that is the BurnT community, by helping BurnT community members

["members"] with complaints, beefs, gripes, grouses, grumbles, rumbles, squawks and stinks [known as "issues"]

the types of issues the omBuddy helps with will include:

requests from members for anonymous or nonymous help with issues

other issues that the omBuddy identifies independently, that the omBuddy feels should be addressed by any members of

the community including the board of directors of BurnT, whether or not they have been brought forward by a specific

member

how the omBuddy works

the omBuddy will achieve their mission by listening and helping

this means being an accessible, independent, impartial and if requested confidential resource for expeditious and expeditive attention to issues and listening to of issues

the omBuddy should be seen as the "goto" person for members who need help with issues that they can't resolve themselves

activities of the omBuddy

listening and helping can be broken down into five core activities: publicizing, taking requests,

figuring out what to do, following a path, and reporting back

publicizing:

the omBuddy, with assistance from the BurnT communications officer, should regularly publicize their availability to listen and help with issues

taking requests:

once the omBuddy receives a request from a member to listen and help with an issue, the omBuddy will contact the member in a timely manner, to listen to the member and to discuss how best to help them

figuring out what to do:

working with the member who made the request, the omBuddy will determine how to move forward with the issue ["a path"] and communicate this path to all members involved

following a path:

for all issues identified through member requests, or issues initiated independently by the omBuddy,

he/she will follow up with all members, pursuing the path until it comes to a natural end ["closure"]

whether that means that a resolution is reached, or that the omBuddy has recognized that they have reached the limit of their abilities to help with the issue

reporting back:

the omBuddy will report case load annually (at a minimum) to BurnT including the number of issues

handled over the time period, and a general description of the nature of the issues, and a summary of

closure of course without revealing any details that could compromise confidentiality the path to closure

the omBuddy will determine a path for each issue, and that path should move the issue forward in a

way that is compassionate, empathetic, attentive, careful, informal but specific, time limited, harmonious with the mission of BurningMan and the Ten Principles, and communicated to and

understood by all members involved beforehand

the candos and cannot dos of omBuddy activities

The omBuddy can and does:

- act impartially
- act with confidentiality if requested
- facilitate communications / arrange for members to meet if requested
- attend and moderate meetings between members
- ask for a responses to issues
- ask for reconsideration of decisions
- communicate issues on behalf of members
- advocate on issues where he/she sees that it will benefit the community
- suggest changes to procedures
- recuse him/herself in cases where there is a conflict of interest or lack of impartiality and find a suitable replacement if possible
- hold sole responsibility to modify and reissue this Charter
- act in a responsible and positive way to achieve his/her mission

The omBuddy can't and does not::

- act as judge

- enforce a solution or demand that members take a particular action
- overturn decisions of the board of directors of BurnT or members acting on behalf the board
- reveal identities of members involved in the issue when confidentiality has been requested
- keep official records that include details of issues, or identities of any member who wishes to remain anonymous
- act outside the bounds of the law in any capacity or act on items that belong in the legal domain
- act in conflict with the omBuddy's mission

the omBuddy is independent of the board of directors of BurnT to ensure that the omBuddy works independently of the board of directors of BurnT, and acknowledging the potential for conflicts that comes from advocating for the community, it is required that the bylaws clearly allow the omBuddy to pursue his/her mission as much as possible at arm's length from the board for the term of his/her service

Charter created by BurnT omBuddy Marc Gorcey November 27, 2011  
Established by the board of directors of BurnT on April 5 2012