

## **Introduction**

This document provides a general overview of the history and background to Burning Seed. To that end, it links Burning Seed to the Burning Man project; provides a brief history of the formation of Burning Seed; and describes the current legal and organisational structures of the Burning Seed organisation.

## **Burning Man Experiment and Principles**

Burning Seed is one of three regional burns in Australia. Regional burns are established to emulate the principles and ethos of the Burning Man project beyond the Burning Man event in the United States. More information on the Burning Man Project (including the 10 Principles) can be found [here](#).

## **Creating Australia's first Burning Man event**

On the June long weekend in 2009 a small group of 30 people met at Bellingen NSW to plant the seed for a future Australian regional Burning Man event. They met every morning for informal discussions on what it would take to make an Australian regional burn a reality. Out of their ranks, they formed a subcommittee to create a company that was bound by the obligation to provide an event for the Australian community within the principles of inclusiveness and transparency and functioning in a not-for-profit manner. They called it the vision group, and, having a limited timeframe and resources on the ground, they had to innovate by looking at different approaches to organise a legal entity that could interact with the default world to stage an event.

The vision group established a trust agreement, which was based on discussions at the initial Bellingen gathering. The vision group met regularly to discuss the nature of such an event, and how best to include community nationwide. The trust agreement can be found in Appendix 1 below.

The vision group considered multiple different types of legal entity to conduct the Burning Seed event. Several options were canvassed. At the time, a propriety limited company was deemed to meet the needs of the event. However,

Red Earth City Pty Ltd (REC) was thus established as the legal entity responsible for operating Burning Seed in February 2010. Amongst other things, the constitution of REC required directors to make decisions by consensus and run the company in a non-profit manner, where profits are not distributed to the Directors, Shareholders, or Stakeholders. It also committed the directors of the company to financial transparency.

Robin Macpherson (A Human), Phil Smart (Sherpa), and Richard Martin (King Richard) were appointed as the founding directors of REC. Robin, Phil, and Richard were all members of the vision group, and still serve as the only directors of REC.

[www.burningseed.com](http://www.burningseed.com)

The current constitution of REC can be found [here](#).

A summary of key dates can be found in Appendix 2.

### **Changing the Constitution of REC**

Since the formation of the proprietary limited company, several changes have been made to its constitution:

- **August 2010:** the Directors introduced the Committee Guidelines to allow them to delegate the management of the company's business and affairs to a Town Council. The committee guidelines can be found [here](#).
- **June 2011:** the Directors convened a special general meeting and changed the constitution to introduce the purposes of the company and include non-profit & winding up provisions. Along with the original Trust Agreement, these early initiatives bound the company to be run in as a not-for-profit. It also allowed REC to conduct reviews of its entity type and structure, with the community's input. Finally the changes included ongoing commitments to transparency, consensus decision-making, and ensured the requirements for a safe burn (and associated activities) are met.<sup>1</sup>
- **November 2015:** The Directors convened a general meeting of the company's shareholders and with a special resolution changed the constitution to introduce revised and more expanded purposes. This allowed the directors to disband the sitting Town Council. The former Town Council was replaced by two independent standing committees of the REC Board, to conduct the business of Burning Seed and Burning Man Australia. Each of these committees was equally empowered to manage the business and affairs of their respective areas of responsibility. The first of these was a new Town Council, while the second was the Burning Man Australia Community Board.

### **Current Structure**

Today, we are still running Burning Seed under the legal entity of REC. The constitution requires us to run in a not-for-profit manner. It also allows for a Town Council to oversee the operation of the event. A board of Facilitators reports to the Town Council and oversees the Team Leads, ensuring they have everything they need to produce a safe and compliant community event.

The current organisational chart can be found in Appendix 3 below.

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<sup>1</sup> The purpose of this ongoing self-evaluation process was to find the best way for REC to fulfil its purpose for the benefit of the wider Burning Man community. It also provides the opportunity to explore new entities and organisational approaches in pursuing its aims and functions.

### **Moving to a not-for-profit entity**

As part of the trust agreement and REC constitution, it was always envisaged that REC would transition from a private company to a more appropriate structure in the future. This process began after the early formation of the company in February 2010. The transition was also incorporated into the first Committee Guidelines (which were introduced in August 2010). They also formed part of a significant constitutional change in June 2011.

**APPENDIX 1: TRUST AGREEMENT****Trust Agreement – Burning Man Australia – Ratified by a decision at the Vision Group Meeting Tues 9<sup>th</sup> Feb 2010.**

- 1) At the beginning, form a private Proprietary Limited (Pty Ltd) company, whereby it is understood to build adaptability to this Trust Agreement and the rules of the company that will facilitate a transition to another form of entity or organisation that we believe is best for the community or the group, if required.
- 2) That the company and the organisation formed out of this Trust Agreement is not the end of the line and it can be changed in the future.
- 3) That there be transparency of the finances of the company and the organisation formed out of this Trust Agreement to the wider Burning Man Community.
- 4) For consensus decision making at all levels of decision making.
- 5) Create an Organising Group of up to 6 members to organise the Australian Regional Burn aligned to the Ten Principles and wider philosophy of Burning Man.
- 6) Create groups and sub groups to recommend to the Organising Group and appoint a Team Lead to each of these groups.
- 7) Create a Council of Team Leads that can make further recommendations to the Organising Group.
- 8) Within the company and organisation formed out of this Trust Agreement we are trying to make a funnel and a filter to allow input of ideas and information to move upwards and allow the broader community to have a say in the function of the organisation.
- 9) Aim to keep the language as clear and simple as possible within the company and the organisation formed out of this Trust Agreement to the wider community.
- 10) To run the company and organisation formed out of this Trust Agreement in a Non-Profit manner where profit is not distributed to the directors, shareholders, stakeholders and/or members of the wider community.
- 11) To allow the Organising Group to direct the company to employ people to fulfil certain roles and to compensate people fairly for their time and reimburse out of pocket expenses that may be incurred on behalf of the organisation formed out of this Trust Agreement, this also includes members of the Organising Group and Council of Team Leads.

**APPENDIX 2: SUMMARY OF KEY DATES**

February 2010: Trust Agreement is formed at a Vision Group Meeting on Tuesday 3rd, requiring whatever new type of entity is formed to be conducted in a non-profit manner.

February 2010: Red Earth City Pty Ltd is incorporated and registered with ASIC with a constitution comprising a Board of 3 Directors and Shareholder Members.

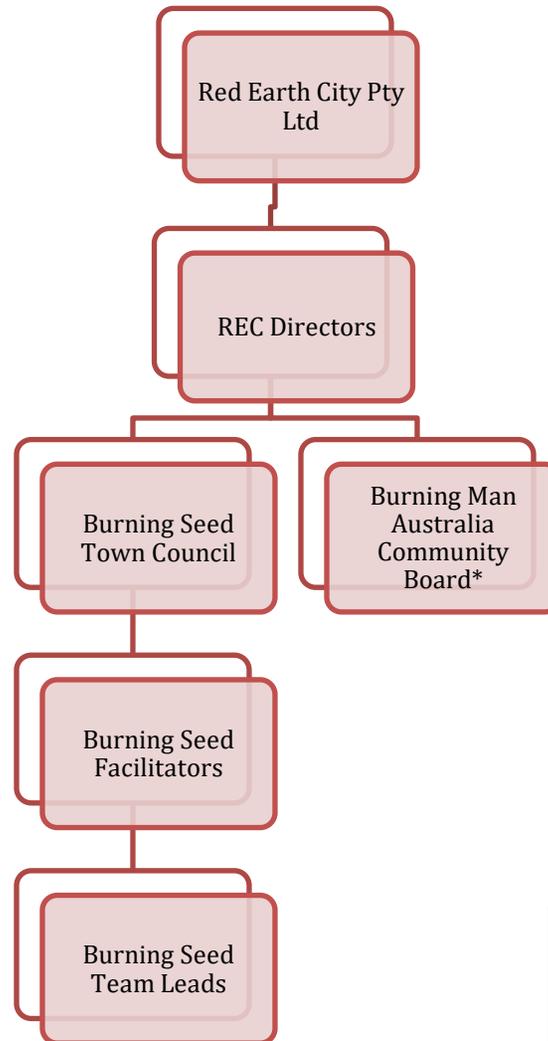
August 2010: the Directors introduced the Committee Guidelines to allow them to delegate the management of the company's business and affairs to a Town Council, to operate in a non-profit manner.

June 2011: the Directors convened a general meeting and with a special resolution changed the constitution to introduce the purposes of the company and include non-profit & winding up provisions.

November 2015: the Directors convened a general meeting and with a special resolution changed the constitution to introduce revised and more expanded purposes.

November 2015: the Directors introduced new Committee Guidelines v2 and set forward transition arrangements to disband the original Town Council and replaced it with two independent standing committees of the REC Board to conduct the business of Burning Seed and Burning Man Australia, each empowered equally to manage the business and affairs of their respective areas of responsibility.

APPENDIX 3: ORGANISATIONAL CHART



\* The Burning Man Australia Community Board was technically established under the REC Constitution in 2015. However, since that date, it has held no meetings, has conducted no activity, and has nobody appointed to it.