

Down-To-Earth (Vic) Cooperative Society Limited

Organising Committee Meeting

Minutes

Date: Thursday 17 November 2016

Time: 7:30pm

Venue: CERES, Learning Centre Rm,1-2 Lee St, Brunswick East VIC

Online: <https://meet.lync.com/dtecoop/meetings/F035RYSH>

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Meeting Commenced: 8:32pm

1. Election Of Chair

Chairperson Elected: David Cruise
Minute Keeper: Corinne Armstrong
Online Facilitator: Lars Nissen

2. Attendance

First Name	Surname	DTE CoOp Member	* Online – screen ID	Workgroup Member
Corinne	Armstrong	Y		OC Governance
Denise	Banville	Y		
Peter	Carty	Y	online	OC&CC Site Ops
David	Cruise	Y		Board Director
Bill	Elliot	Y		
John	Flynn	No		
Steve	Gregory	Y	online	OC Membership, CC Market
Lindy	Hunt	Y		CC Hub
Matt	English	Y		CC Ops
Malcolm	Mathews	Y		OC Finance, OC Land Management, CC Fire
Lars	Nissen	Y	online	CC Arts
Mark	Rasmussen	Y		OC & CC Land Management
Troy	Reid	Y		Board Director, OC ITC
Don	Royal	Y	online	OC Finance
Peter	Tippet	No		OC Governance, OC IT&C

Apologies: none given

Quorum Confirmed: YES

#	Item	Responsible
3.	<u>Confirmation of Previous Meeting Minutes of 27/10/2016</u>	<i>Procedural</i>

David C. read the Minutes of the last Organising Committee Meeting held on 27/10/2016, version type dated 31/10/2016.

David called for one amendment under item 7. Membership & Online Processes, page 3, second bullet point, last line... to omit 'membership' and replace with 'active status'. So in full the end of the sentence would read; "could apply for active status ahead of the AGM".

161117-1	<p>Motion: <i>That the Minutes of the Organising Committee meeting held on 27 October 2016, version type dated 31/10/16 be amended under item 7. Membership & Online Processes, page 3, second bullet point, last line... to omit 'membership' and replace with 'active status'. So in full the end of the sentence would read; "could apply for active status ahead of the AGM". With this amendment that the Minutes be otherwise be accepted.</i></p> <p style="text-align: right;">Accepted by Consensus</p>	Corinne Armstrong
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4.	<u>Online Process Review</u>	<i>Peter Tippett</i>
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Peter T. advised the Online Process Review was a work still in progress and nothing to report at this stage.

5.	<u>Board Business</u>	<i>Procedural</i>
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No Quorum of the Board

With this being the last Thursday before the AGM, Troy asked that Board business continue to be pursued in this OC Meeting. And on matters that required board quorum consensus, that they be listed as such for Troy to follow up with directors via email as necessary ahead of the AGM.

Troy read out incoming mail received as follows:

5.1 **Correspondence – Bills & Bank Statements**

ANZ BANK Statement, dated 5/11/16

Energy Australia power bill dated 09/11/16

IGA Moulamein acct for October, food for temporary caretakers at Wooroomah post ConFest

5.2 **Correspondence – Incoming General**

Edward River Council, letter dated 11/11/2016 re request for information on flood damage to Bylands. This was a standard letter and request sent to land owners in the region.

Local land services Murray River dated 07/11/2016

Gadens Lawyers, letter dated 10/11/16 re their standard terms and conditions of engagement and set fees.

Kell Moore Lawyers, dated 08/11/2016, solicitors for Murray River Shire Council
...[discussed in next item]

Email from Matt English re advising Board he has now withdrawn seeking further legal advice and therefore there was no need for the \$2,000 legal costs budget the Board had agreed to allow him to spend in pursuing alternate advice regarding Summer ConFest permit approval applications.

5.3 Correspondence – Out

Gadens Solicitors letter dated 16/11/16 (on behalf of the DTE) to Edward River Council's interim General Manager in reply to their letter dated 11/11/16 [noted as incoming above].

Gaden's letter outlined why the DTE are contesting the Council's reasons for denying approval for a Summer ConFest to proceed. Key points of letter;

- That while DTE have received Notice of Intention to serve Order in correspondence of late October, the actual Order restricting ConFest to be held during the bush fire danger period of 1st October 2016 through to 1 March 2017 is invalid. As based on the council's claims of public health safety concerns, the Order came well after the danger period had started and could not be applied retrospectively.
- Gaden has further highlighted that the DTE already has had DA approval from Council to host a Summer ConFest, and accordingly Council has given compliance inspection approvals for previous Summer ConFest to go ahead.

Gadens Solicitors letter dated 16/11/16 (on behalf of the DTE) to Kell Moore, Solicitors for Edward River Council

Letter formally advising Council's solicitors of DTE's position to contest the Order as was written in their letter to Council.

Also advised of DTE's intention to apply for a Section 68.

6. AGM Preparation

6.1 Dinner/Supper

Lindy put a proposal to arrange a dinner or supper in honour of outgoing Directors and newly elected Directors, either at the AGM or on another night outside of CERES with a budget of around \$500. Meeting members agreed a supper on the night of the AGM was most appropriate and agreed to the budget amount proposed.

161117-2	<p>Motion: That Lindy Hunt be provided with a budget of up to \$500 to cater for an AGM Supper in honour of outgoing directors and newly elected directors.</p> <p style="text-align: right;">Accepted by Consensus</p>	Lindy Hunt
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161117-3	<p>Motion: David C. to email circulate to Directors notice of Lindy Hunt's AGM supper budget request of up to \$500 and seek approval of budget</p> <p style="text-align: right;">Accepted by Consensus</p>	David Cruise
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6.2 Active Members

Discussion took place on defining an active member and their right to vote in AGMs and SGMs as compared to non-active shareholding members who are ineligible to vote.

With various sections of the Co-Op Rules read out and displayed on the big screen, it was made clear that non-active members, as defined by the Rules, had no voting rights in Co-Op AGM's or SGMs.

Members did however agree that various sections of the Rules created some ambiguity around active members and non-active members. As such, it was mentioned that non-active members should be removed from the shareholding members register by Directors as specified in the Rules... A job David C. said had not been done for years.

161117-4	<p>Motion: That Troy ask TBT to send a list of inactive members/shareholders so that he can circulate the list via email to directors seeking consensus to remove non-active members..</p> <p style="text-align: right;">Accepted by Consensus</p>	Troy Reid
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6.3 Financial Annual Report

Troy updated meeting on progress of preparing financials for AGM Annual Reporting and auditing, noting some budget accounting and transactions that need to be sorted.

David Mollet overspent budget \$406.10.

Malcolm Matthews owes unspent advance of \$364.43 money to DTE, but that Malcolm is owed to be reimbursed by the DTE an amount \$939. In this instance, Troy spoke of offsetting considerations and how receipting claims should have been accounted for in the first instance. Malcolm questioned Troy’s claim of the unspent advanced, and detailed the out-of-pocket expense he had incurred through assisting workgroups in urgent purchases.

Paul Hutchinson emergency radios budget over \$999.67

Peter Cruise is entitled to \$693.27 reimbursement

Bills to be inputted and factored in to last year’s financials;

- Origin Bill\$ 500.90
- Odmow 2 bills\$ 1,815
- Tax to be paid\$10,057.00
- Insurance Premium.....\$ 4,546 (Commercial insurance of our vehicles)
- Telstra Bill\$ 12.00
- TBT Overdue Bill 2 bills.. \$ 4,994
- 3 VicRoad Registration....\$ 1,393

Unreceipted budget advances to be received from;

- Carol Larke - project advance
- Adam Wallace - signage
- Guy Wild - traffic
- Marty Schwartz

Total Unreceipted amt: \$11,600

Total in Debit.\$16,000

161117-5	<p>Motion: <i>The Organising Committee members gave a consensus to approve upwards and on to the Board, Troy’s records and accounts of bills and unreceipted budget amounts as necessary to finalise financial reports for auditing and presentation at the AGM.</i></p> <p style="text-align: right;">Accepted by Consensus <i>to approve upwards to the Board</i></p>	Troy Reid
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7. Summer ConFest

It was asked whether the motion from last week’s CC meeting regarding the message Kate was to issue regarding Summer ConFest had been passed on and executed. Troy said that Kate had been difficult to get hold of the past week and message had not gone out.

The realities and likelihood of Summer ConFest going ahead was discussed. The adverse environmental conditions due to flooding, a lack of energy, shortness of time and the related inability to provide a Summer ConFest to the standard that people are used to with Easter ConFest, were expressed as negatives for going ahead.

In response and in favour of going ahead with Summer ConFest, was Peter T.’s view that it did not have to be as big as Easter... a cut down version with no market, and limited features of Easter was a gathering Peter T. felt members would support. He said just announce it is on and open the gates and people will come. Peter said that it was the ConFest Community that have spoken loudly in favour of the return of Summer ConFest.

It was decided to make Summer ConFest an item of discussion at the end of the AGM, where many members would be present to have a say and give good representation to pursue the event or not.

161117-6	<p>Action: David to write up communique and circulate regarding current position of Summer ConFest as discussed in the meeting.</p> <p style="text-align: right;">General Consensus</p>	David Cruise
161117-7	<p>Action: Summer ConFest to be put as a discussion item at the end of the AGM.</p> <p style="text-align: right;">General Consensus</p>	David Cruise

8. Security at ConFest

Matt said he and Murray Ross had been making inquiries of members and various government agencies regarding the potential of security licensing ConFest and providing for security license training for approved members.

Feedback from the meeting to this proposal included;

That a ConFest Security License would double our public liability insurance.

That Security Licenses and training are expensive and need to be renewed.

That a lot of compliance documentation is required

That you would have to employ people for insurance and compliance requirements

Matt said he is continuing to investigate the Security License possibilities and will update/report back on the matter

9. Other Business Arising

Michael Dupree- prostate cancer...

David
Cruise

Business Deferred:

- Denni Ute Muster - publicity
- ConFest - publicity
- Life Membership

John Flynn

John Flynn

Steve
Gregory

Next CC Meeting Confirmed:

Meeting Closed: 11:20pm