

Down-To-Earth Cooperative Society Victoria Limited

Special General Meeting (SGM) Minutes

Date: Thursday the 9th of January 2020
Scheduled Start: 7.30 PM
Venue: Ceres Learning Centre, Lee St East Brunswick
Audio: <http://dte.org.au/audiominutes>
Register on line: <https://dte.coop/live.meeting>
Zoom Connect: <https://dte.coop/to/zoom>
Phone Connect: (02) 8015 2088 Meeting ID Number 2362803611

#	Item	Raised by:
1	<u>Acknowledge and pay respect to the traditional owners and ongoing custodians of the land</u>	
	We gather on the lands of many Aboriginal Nations. We pay our respects to Elders past, present and emerging. Indigenous sovereignty has never been ceded in Australia and we should endeavour to be mindful of this in everything we do, given our focus is gathering to create better ways of living in our society, not just for festival attendees but for all.	
2	<u>Meeting Started</u>	Procedural
	Around shortly after 7.30pm	
3	<u>Meeting coordinators</u>	Procedural
	Chairperson: David Cruise Minute Keeper: Tania Morsman (downloaded SGM 9/01/2020 audio minutes to write up on the 11/02/2020)	
4	<u>Attendance</u> – one motion was voted for and the Y, N and ABS SHOW HOW PEOPLE VOTED FOR Motion 1	Procedural
	<ol style="list-style-type: none"> 1. Banville Denise 1762 Y 2. Brock Elisa 1785 N 3. Bubbah / Darren Underwood 1824 - 4. Cairns Stephen - 5. Cruise David 571 Y 6. Cruise Peter 597 Y 7. Denham Brian 1812 - 8. Ernst Kathy 1747 Y 9. Gerado Fulvio 1758 N 10. Higgins Ray 1853 Y 11. Hunt Lindy 1729 N 12. Joy Kristen 1645 N 13. Kinder Marty 1823 N 14. Knight Peter (Silent Night) 1637 - 15. Larke Coral 1754 ABS 16. Magor John 1841 Y 17. Mathews Malcolm 1725 Y 18. McDonald David 1770 Y 19. McPherson Robin 1760 N 20. Moerkerken Deborah 1750 - 21. Morsman Tania 1820 Y 22. Neal Angela 1664 Y 23. Newcombe Craig 1775 N 24. Nissen Lars 1685 - 25. Padovani Walter 1663 Y 26. Pinney Bruce 1751 - 	

	27. Rasmussen Mark 1745 N 28. Reed Shardae 1737 N 29. Reid Darrell 1689 Y 30. Reid John - 31. Reid Troy 1744 N 32. Ryan Darrylle (ICE MAN) 1825 N 33. Robinson Tom 1797 - N 34. Royal Donald 1131 Y 35. Sargan Sarah - 36. Scouse 1619 Y 37. Schwartz Martin 1731 Y 38. Selwood Chris 1890 N 39. Shapiro Kate 1713 N 40. Silberberb Paul 649 - 41. Tippet Peter 1810 Y 42. Waldram Grant 1655 N 43. Wells Jack 1733 Y 44. Wilkinson Andrew 1623 Y 45. Wilkinson Gina -	
5	Confirmation of previous minutes - (SGM 19th September 2020) (audio)	<i>Procedural</i>

Date:

Moved: Seconded: PBC / Correction:

Unable to confirm previous SGM minutes since they are only on audio – Troy said will have to ratify them at the AGM 2019

Meant to be 2 motions but no motions were passed.

No objections that the minutes have been dealt with – David Cruise (Chair)

6	Matters Arising	<i>Procedural</i>
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7	Correspondence	<i>Procedural</i>
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8	Payments	<i>Procedural</i>
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Inv No.	Issue Date	From	For	Due	\$	Paid by

*Moved
Seconded
PBC PBM*

Motion: That the bills listed are approved for payment

9	Action Tasks	
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10	Link to application folder	
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*Moved
Seconded
PBC PBM*

11	GENERAL BUSINESS	
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MOTION ONE:

Proposed by Kathy Ernst, Supported by Tania Morsman and Steve Gregory

That DTE abandons online electronic voting and returns to voting in person at the AGM with postal voting for those members who cannot attend the meeting in person and DTE returns to First Past the Post method (with multiple selections) for election of Directors.

*Moved:
Kathy Ernst
Seconded:
Tania
Morsman and
Steve
Gregory
(Scouse)
PBM – 19
YES*

EXPLANATION:

1. Section 42 of the DTE Constitution specifies that ballot for the election of Directors must be conducted at the annual general meeting and that members have the right to apply for a postal vote.
2. Although there was some legal advice in 2017, when electronic voting for elections was introduced, that changing the election method would not require a constitution change, this advice seems to be based on erroneous information that we already had electronic voting. (The solicitor wrote "You have informed me that the electronic voting system has already been used and the process for conducting such votes is familiar to the member.")
3. Online elections are more corruptible and less transparent than voting in person.
4. Calculating preference redistributions would be difficult and time consuming with paper ballots.
5. Voting should be easily accessible to all members, but if it is too easy, it encourages people who have little interest or involvement to vote without background knowledge.

COMMENTS BY MEMBERS: (only a few – if you want full account go to the SGM audio link 9/01/2020 data.dte.org.au)

Tania 1820 - You will note I am not quoting below and this is why – I am doing my best to type whilst the voices are in motion and this means I will not add every word. So if you think that it's not good enough then I suggest someone or many others step up and assist in the minutes process so that we all can offer many ears to the process of keeping good records.

Kathy Ernst: online elections more corruptible, clear it's important to be seen that system is fair,

Someone: Bullshit

Marte Kinder: Convenient online, my membership via post went missing via ordinary post, postal ballot may have same problem,

Mark Rasmussen: say I accept what Marty said, concerns of many people posting membership applications Re: member ship not received, anything online can be traced, Kathy's claim that people flippantly vote for others is ridiculous and petty, online voting gave greater access to people, there are theories and accusations that it's not above board and our auditor and three independent people over see the process and its quite a modern way of dealing with it and to turn down the motion and keep the current practice

John Magor: Both side of argument carry weight – respectful, why not have both, not difficult to do both

Kristen: Current motion will reduce the amount of members to vote, they are not entirely the same

Scouse: Is this open slather

Kristen: we have researched and learnt about voting – the majority agreed we would do elections this way (online) is an improvement,

David Cruise: You're suggesting it's not a secret ballot

Kristen: corruptible, I was given personal information, the information is so

far in the past, worth looking at the lesson, previous analogue wasn't private, privacy is required,

David Cruise: Can show real evidence its not private

Kristen: Not telling anyone what to think or do, I'm expressing my own knowledge

Coral: lots of background noise

Peter Cruise: I think you're talking a lot of bullshit, you're talking a lot of crap, by making it on a paper ballot it makes it legitimate and traceable,

A verbal shit fight ensued with a couple of members talking over each other and it wasn't kind.

Silent Night : I have trouble coming up to the meetings and I've had postal vote ever since I joined, and I've had no trouble with the postal vote. But most of the time I've been able to come up here, but sometimes I can't and the postal vote is just excellent for me. I have no access to computers or mobile phones, so I have no email address or sms or whatever those addresses are and I would like the postal vote to continue. Thank you,

Marty Schwartz: First I'd like to mention nobody should be telling anybody on which way to vote, that's against the rules. Secondly, I'd like to point out we are using an electronic system right now that is failing us. People online are not getting a say and people in the room are getting full control. Is it legal, info at the time from solicitor was questionable at best. I'd like to make a clear point that we should go back to first past the post and standard voting until we get proper written advice with all the information laid out, from a solicitor, not that solicitor because we've had too many issues. I don't mind which way it goes it just needs to be legal.

Fulvio: Election buddy is used by an awful lot of people, all the organisations I'm in use it, one has 27, 000 members – office bearers around the world. Participation when we moved to election buddy has gone up dramatically, its accessible for everyone, issue of first past the post however should be a separate motion, I don't like the idea of a preferential system.

Scouse: Crickey so much to say, 6 days for election to take place, two passwords, can be overridden by who purchased the program, two years ago I put my hand up for director – I got one vote but I know three people preferenced me first – according to election buddy I only got one, we are a membership of 130, we need to g back to the way we were it was like a family, it was wonderful, every thing is becoming computerised for no reason.

Robin: souse I don't think people wanted to hurt your feelings, I don't think it's illegal, no one has any higher access "TBT", all memberships are real people.

Troy: I am voting against this motion its predicated on false allegations, TBT owns the subscription, we've only used election buddy twice, the first year it was set up by Michael Hill, Kate, Denise and the member from Flinders: Peter Carty.

Kate: we watched, we were scrutineers, we watched Michael Hill set it up

Troy: and Michael used your credit card to pay for it, is that right?

Kate: That's correct.

Troy: Problem with first past the post, anything can be corrupted, the thing that's really good about election buddy is that it provides an audit trail of the votes,

Another verbal shit fight ensued....about the time.

Kristen: I object, Troy is best able to answer these questions, limiting his ability to do so is not fair,

Another verbal shit fight ensued....I couldn't hear what about since so many speaking at once.

Kristen: this is like world politics and DTE should be ashamed of how much it resembles it.

Robin: Let David share the meeting and everyone else just shut the fuck up

Lindy: To Kathy – You believe that turning up and voting on the night is better than voting election buddy because you believe election buddy is rigged, is that correct?

David: You can't prove it's not

Kathy: no, I didn't say that at all I said that the system must appear to be fair, regardless whether it's fair or not is not for question the question is that it needs to be fair and audible and every one needs to have confidence, postal vote in the room is more audible more transparent,

Lindy: but with a postal vote in the room there is potentially no record of that later, say if they get lost or burnt or if something else happened, whereas with an electronic version there is a record of everything that's happened.

David: You can't prove it's not

Kathy: Well there will be a trace of that because there will be a double envelope system which means all the votes come in with the persons name on the outer envelope. Basically the system is they are not opened we can see who has voted, take inner out of outer envelope, until all the votes are there we can check it off to vote only once. (Time in minutes 1.09.00)

David Have you ever attended a paper vote at Cere's any one here? Did you have worries about people counting the votes?

Robin: Yes I did

Troy: Yes I remember Peter Tippet having some issues with the way it was conducted

David (takes leave from chair for a few minutes) Our rules require postal ballot. (can be found to respond at time on the audio 1.09.45).

I chose not to continue typing people's comments for 14 minutes because 10 minutes of listening to the audio is about 25 minutes of my time. Tania

Grant: 1.23.30 minutes in he says something about election buddy and whether the privacy is effectively in place

Kathy volunteers to speak and before she does Grant tells her she doesn't have

the answer.

Troy: 1.26.00 minutes in and then answers Grants question

Coral: We have 133 members and there's like 50 or 60 that I don't know. I think there is an insecurity in our cooperative because of that, it's like democracy, it's like people are unengaged, we don't know who they are. So I think there is an element of distrust there. Who are all our members when they never come to meetings and we have absolutely no idea who they are.

Denise: My access to memcom magically disappeared, I wonder how that happened? So Scouse was booted out, I've been booted out. The only people involved in memcom are Kristen and Troy. It you're talking about memcom you're talking about two people. It's not a big committee that oversights anything at the moment.

Troy: the entire Board have access to the memcom folder.

Robin: And Denise you have raised a very good point and all members in this meeting, if you spent more time helping and all stopped bitching, it would be a different situation.

Coral: Can we break the motion into two. The preferential voting system worked out into someones favour and against in the other year. Kathy...can we break the motion into two?

Kathy: 1.37.30 minutes in.

...and more insults and accusations ensued....

Denise: When did directors get permission to have equal access to the solicitor?

Troy: 1.46.30 into the meeting

David: I find our dealing with the solicitor are very problematic, too much of it is verbal, virtually none of it is in writing, and the questions to the solicitor are not put in writing and approved by the board first.

THE VOTE @ 1.54.00 into the audio.

Troy Reid: 18 yes 15 no 1 abs

John Reid: 19 yes 15no 1abs

Kathy Ernst: 19 yes 14 no 1 abs

Listening to the audio and the voting twice I (Tania Morsman) counted
18 yes 15 no 1 abstain.

David: Passed by Majority

Deborah Moerkerken would have voted for the motion – Y

Kathy: Noted in the minutes. I would like to withdraw Motion 2 and 3 because they are no longer relevant, because Motion 1 was passed by Majority.

SGM audio link 9/01/2020 data.dte.org.au

Proposed by Kathy Ernst, Supported by Tania Morsman and Steve Gregory

That, if online electronic voting is retained:

1. DTE appoints an independent professional returning officer to oversee the election of Directors.
2. The returning officer will set up the online voting system and provide DTE with the results.
3. No other person will log into the election system.
4. The OC will appoint three members who have not nominated for election as a Director to liaise with the returning officer i.e. provide Candidate information and the Membership list.

EXPLANATION:

1. It is important that the election process be seen to be fair as well as being fair.
2. An independent professional would help reduce suspicions and rumours of corruption.
3. Online election systems such as Election Buddy give the Election Administrator (i.e. a person with the password) access to many features which could easily be used to corrupt the election, so it is important that only an independent person can access the system.
4. Electionbuddy allows the Election Administrator to set the election up so that the Election Administrator can view voter choices and election progress any time during the voting period.
5. Electionbuddy allows the Election Administrator to decide which members receive reminders.
6. During the election period, Electionbuddy allows the Election Administrator to retrieve the Access Key of a member who has not voted.
7. During the election period, Electionbuddy allows the Election Administrator to update a voter's email address which automatically triggers resending the original notice to the updated email address.
8. The Election Administrator can remove a ballot from the election results using the 'Spoil Ballot' option.
9. These features of Electionbuddy are described at <https://support.electionbuddy.com/category/346-live-managing-your-election>
10. The previous comments relate to ElectionBuddy but all online election systems have similar features.
11. One example of behaviour which has given rise to suspicion is when one director chose to use Electionbuddy, spent time setting it up in the auditor's office despite standing for election himself and continues to have control of Electionbuddy.

Proposed by Kathy Ernst, Supported by Tania Morsman and Steve Gregory
If DTE retains online voting, the email addresses of members must be verified.

1. All members must be phoned or texted to verify their existence and email address. If no answer or no phone number, an email is sent to the member requesting a current phone number. This phone number is then phoned or texted and if there is no answer or no updated phone number provided, the member is treated as not having an email address.
2. Members who do not have an email address, or whose email address has not been verified, will receive the AGM notice and voting information by postal service.
3. The OC will appoint volunteers to do the checking.

EXPLANATION:

1. It is much easier to set up and monitor extra email addresses than phone numbers and postal addresses.
2. There has been concern that we don't really know who is voting using the links sent by email.
3. It is important that the election process be seen to be fair as well as being fair.

MOTION FOUR:

*Motion
Withdrawn*

Proposed by Steve Gregory, Supported by Fulvio Geradi, Kathy Ernst and Don Royal

That both Asset Management and IT become Sub Committees of the Organising Committee. All Subcommittee meetings are added to the Meeting Schedule at data.dte.org.au at least 48 hours before the meeting starts.

EXPLANATION:

Currently both these areas are managed by Directors only. Both these areas eat up the majority of DTE funds. All Members should be able to become part of either of these Sub Committees as our Constitution demands. Directors can still be involved in these Committees as ordinary Members. Allowing many more Members to manage these 2 Committees will ensure transparency and a better outcome for both DTE and ConFest.

COMMENTS

Troy: Motion is redundant because they are already subcommittees.

Kathy: when have they had a meeting and notified people

Kristen: are they all wearing the correct underwear?

Troy: They function as subcommittees because they get their funding from the OC

Kathy: Not everyone that gets funded is a subcommittee

Mark: What is the point thanks Denise?

Denise: Read the exclamation underneath that says, currently these areas are

managed by directors only...(a jumble of words from others)...

2.12.00 into the audio. (more voice keffuffle)

Mark: You can't have a motion if it's false, it's not true, it's not two directors its two active members.

A few minutes later.....

Coral: I'm a bit nervous saying this. September last year an audit was asked from ICT – for that audit to happen they needed to be provided a list of all the different soft wares and all the different subscriptions and nothing was provided to the OC. So there's not a lot of transparency. The main thing that worries me is that if there is corruption or perceived corruption there isn't any where to take it. As a director I'm seeing things that I'm acutely uncomfortable with and I really have no where to take it and I see people asking for things like the load and go cards, there were 11 requests for the load and go cards statement, as far as I'm concerned we still haven't been sent a complete list of statements. I even had to go to Mark Williams our solicitor to ask him can another director withhold statements by another director and by the CNL no they can't.

Mark: Coral this has nothing to do with the motion.

Coral: It does have to do with the motion – when you say certain people are being picked on, there are reasons for that. Some people are unaware of. If me as a director has no where to go I'm seeing things that shouldn't be happening i.e.: a vehicle put into a directors name.....I can only sit on my hands and ask other directors to support me to get a motion to deal with this. Now I have to say it, it mostly revolves around Asset Management and ICT and I'll leave it there.

Mark: can I respond David please – I'm finding that these accusations, is like Scouse isn't happy 'cause we purchased a station wagon and Coral's not happy because I had to put one of the vehicle under my name for Vic Roads because we didn't have an address, I mean this is ridiculous. It's not even serious..

Coral: Mark we have vehicles in DTE's name,

Mark: Ok so you're losing sleep because of vehicles in my name

David: Mark I think you're trying to defend the undefendable

Mark: I'm handing over all the vehicles to the OC, the OC can handle all the vehicles and buy the utes and do what they want, and it will get back to what it was, which is no one doing anything.

Brian Denham: I'll just say this guys, when it comes to vehicles that belong to the property of DTE... and any other stuff that belong to DTE then it needs to stay in the name of DTE unless there is other written consent from the Board. The other thing too is people are requesting transparency about specific things. There's no reason why we can't show transparency on specific things...there should be no reason within DTE that shouldn't be transparent about budgets and spending. And the last thing I want to say, is that we need to change this culture of directly attacking each person and individually. The current culture that's running in this place is disgraceful. You've got to put your crap aside from each other and go back to working together for the

benefit of the entire cooperative.....we need to work on transparency.....with equipment all organisations have a list of things to fix or replace, that's done in all organisations...2.42.00 in to the audio there's more.

David: Don, Kathy and Scouse - do you want to withdraw the motion?

Lindy: Make an amendment for emergency meetings?

Grant: it can be passed at any meeting...bring it back to next OC

A bit of yelling.....

2.46.00 into the audio....

Grant: talks about emergency meetings.

Peter Tippet: talks about the data base

Mark: I just want to say that when people say there is no transparency that all my receipts are with the bookkeeper and I've had over 400 transactions and expenditure of over \$200, 000.00. and 90% of that is on day to day payments of electricity bills and vehicle registration and so on and I haven't got time to do an Asset Management list of things that people like Brian was talking about. Brian might be correct about organisations have a list of assets, but I haven't got time to do it. So if someone else wants to do it I'm not stopping them, so if Brian's got time to do that list – then he should go for it. Because it's the right thing to do...and so I'll be going to the Organisation Committee and passing back the responsibility for the vehicles and I won't be responsible for the vehicles at Confest and someone else will have to do that job and God Bless Them because it's a terrible job and all I got last year at Confest was criticism, so I won't be doing that role....

Kathy: Can I talk to Scouse please? Are you there Scouse?is Scouse still at the meeting?...suggesting that Scouse withdraws the motion and we work on it.....people have the right to decide if they want to put a motion at a general meeting...to involve a greater number of people and also if a motion is put to a general meeting it can't just be over ridden by the next OC the way that any motion is put to the OC and be changed at a later OC... it can only be changed at another general meeting that's one reason and the other is that I said if people want to get greater involvement in the decision making, so what I'm suggesting to Scouse is that we actually withdraw this motion and we're having another general meeting – the AGM ...we can work on making a better motion and put it to the AGM...We've heard about what people have said and we can draft up something that is acceptable to the people

Motion number 4 being withdrawn – by Kathy and Don – The two seconders and Fulvio – all the seconders.

David: Meeting ended at 10. Something (couldn't hear it because of the talking over David) pm and then it continues on as if it's not actually finished.

John Reid : In relation to others being present..to be able to vote. (previous discussion in the midst of motion 1 going to vote) we can include Deb's vote...

(We weren't sure if Deb's vote would have been valid even so she gave a vote to the **Motion Number 1** and voted Yes to the motion taking it to **19 for the**

motion – 15 against the motion and – 1 abstain.)

Peter Tippet: rule # 33(vii) must ensure that any member voting on a proposal, motion or amendment to a motion was physically in the room and attending to the discussion on a proposal, motion or amendment to a motion, otherwise such member will be ineligible to vote on that proposal, motion or amendment to a motion.

David: No objections to closing? Ok 22.42 in Melbourne the 9th of January 2020. I Declare the meeting closed.

My god it was quite a feat listening and writing out these minutes – Tania (all day)

15 REPORTS

ROBIN MCPHERSON: FINCOM

Starting good processes for 2020 we send out a monthly email for transactions. Many people have done that. Helps the process to put them in. Disappointed that large amount of money hasn't been put in. Unable to put into auditor, auditor needs them for the 2019 AGM. Consequences for those who do not put in receipts – 90 DAYS to put in. Overall its going well. We are working with bookkeeper to code. We haven't had any queries. Better 2019 than other years but still need clearing up.

16 Carried Resolutions

Procedural

*Motion
Passed By
Majority*

Proposed by Kathy Ernst, Supported by Tania Morsman and Steve Gregory

That DTE abandons online electronic voting and returns to voting in person at the AGM with postal voting for those members who cannot attend the meeting in person and DTE returns to First Past the Post method (with multiple selections) for election of Directors.

23 Next Meeting Date & Time Confirmation

Procedural

24 Meeting Ended

Procedural

