

# Down-To-Earth (Vic) Cooperative Society Limited

## Board Meeting Minutes

Date: **20/05/2021**

Time: **7:30pm**

Venue: **Online via Zoom**

Online: **[https://data.dte.org.au/meeting/current\\_meeting/portal.php](https://data.dte.org.au/meeting/current_meeting/portal.php)**

#	Item	
<b>1.</b>	<b><u>Meeting Started</u></b>	
	7:36 pm	
<b>2.</b>	<b><u>Meeting Coordinators</u></b>	
	Chairperson: Gary Lasky Minute Keeper: Vanessa Ernst	
<b>3.</b>	<b><u>Acknowledgement of Country</u></b>	
	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.	
<b>4.</b>	<b><u>Attendance</u></b>	
	Kathy Ernst Coral Larke Elisa Brock Suzie Helson Gary Lasky	Robin Macpherson Martin Schwarz Andrew Wilkinson Lance Nash Mark Rasmussen Darrylle Ryan
		Rick Gill Peter Tippet Vanessa Ernst Troy Reid John Reid Chris Wilson
<b>5.</b>	<b><u>Confirmation of Previous Meeting Minutes</u></b>	
	1) <b>06/05/2021</b>	
	Moved: Kathy Ernst      Seconded: Suzie Helson      PBC	
<b>6.</b>	<b><u>Matters Arising from minutes of previous Board Meeting</u></b>	
	1) Kathy Ernst's motion regarding the water to be addressed first as it is urgent. Action item has been completed	
<b>7.</b>	<b><u>Correspondence / Payments</u></b>	
	1) Overdue notice for storage locker – referred to the OC 2) Email advising of the motion passed "that the organising committee requests that the board advises the organising committee by correspondence inwards sent to ocmal@dte.org.au of all director inactivity credits remaining during the interval between each meeting of the board, preferably at the conclusion of each meeting of the board".	

<b>8.</b>	<b><u>Matters arising from Correspondence</u></b>
<b>9.</b>	<b><u>Action Task List Review</u></b>
	<p>1) 25/11/2020 Memcom Memcom to contact Members who are not currently recognised as active and reach out and work out ways we may be able – IN PROGRESS</p> <p>2) 05/10/2020 ICDA Subscription - 20200911 ICDA subscription renewal notice 230.00 – ONGOING</p> <p>3) 18/03/2021 Kate to work with Elle to make a Covid Safe Plan - ONGOING</p> <p>4) 06/05/2021 Vanessa Ernst to email Troy Reid with Word document of minutes for 01/04/2021 meeting so they can be corrected</p> <p>5) 06/05/2021 Troy Reid to respond to Melody Braithwaite advising that Sydney Confest funds area Confest Committee matter</p> <p>6) 06/05/2021 Troy Reid to contact Kate Shapiro about Covid Safe Plan</p> <p>7) 06/05/2021 Kathy Ernst to investigate selling the water rights for this year – COMPLETED</p>
<b>10.</b>	<b><u>Motions by Circular</u></b>
	<b><u>Motions and Agenda Items</u></b>
<b>11.</b>	<b>Item 13261: Sale of 2020/2021 Water Allocation</b>
	<p>Agenda details:</p> <p>Motion: That Kathy Ernst be authorised to sign the documents to sell up to 123.2 megs of DTE’s water allocation for 2020/2021 through True Blue Water Exchange.</p> <p>Moved: Kathy Ernst      Seconded: Troy Reid      P.B.C.</p>
<b>12.</b>	<b>Item 13248: Directors inactivity credits</b>
	<p>Agenda details: What is the score? Can the board confirm that all board meetings are calculated as board meetings and advise the OC being the committee responsible to call a GM to fill vacancies?</p> <p>DTE rule 27 Special General Meetings (1) A Special General Meeting of the Co-operative may be convened at any time by the Organising Committee of the Board.</p> <p>DTE rule 40 (4) Any vacancy occurring in the Board otherwise than by rotation of retirement, shall be filled at a Special general meeting by electing a person thereto as required by rule 41 (5) A retiring Director is eligible for re-election.</p>

The past tense of apply is applied. The third-person singular simple present indicative form of apply is applies. The present participle of apply is applying. The past participle of apply is applied.

DTE rule 44 (5) A Director may apply for a leave of absence without loss of inactivity credits. The majority of the remaining board may, within seven days of the request, accept or deny the application but the Board shall not grant a leave of absence for more than three monthly meetings.

DTE rule 47 (3) A Director may call a Thursday night meeting of the Board by giving notice individually to every other Director, and with the agreement of three others, the meeting will be binding on all Directors. (4) On their election, Directors are to nominate a reasonable form for their meeting notice and inform each other Director. (5) Except in special circumstances determined by the chairperson, that is a meeting called for an evening other than a Thursday, at least 48 hours notice shall be given for a Directors Meeting. (6) All Board meetings, and committees of the Board meetings, shall be open and be announced on the D.T.E. Information Line. (telephone, Message Bank) and by Internet.

Motion: That the board advises the organising committee by correspondence inwards sent to ocmail@dte.org.au of all director inactivity credits remaining during the interval between board meetings.

Moved: Kathy Ernst      Seconded: Gary Lasky      Failed

**13. Item 13249: Rescind motion removing Malcolm Matthews from FinCom and Xero**

Agenda details:

Motion: That the Motion by Circular passed sometime before the February AGM but minuted on 18/8/2020 that "Malcolm Matthews no longer participate in the functions of Fincom and his access to Xero revoked" be rescinded.

Item by: Kathy Ernst      Seconded: Suzie Helson      Failed

Motion: That the Board meets privately within 2 weeks to discuss and review the matter of Malcolm Matthews ban from Fincom and Xero and all parties of the complaint are invited to participate.

Moved: Coral Larke      Seconded: Elisa Brock      P.B.C.

Malcolm requests Troy Reid and Elisa Brock not be involved in the discussion due to conflict of interest.

**14. Item 13250: Inactive Members to be given 28 days notice**

Agenda details: The CNL requires that the Board remove Inactive members. This action is overdue and there is potentially a penalty for not acting. On 25 November 2020, the Board passed the motion "that as per CNL s161 that all memberships with inactive status for more than one financial year or memberships with status currently unknown be given 28 days notice of the Board's intention to declare their membership cancelled". I would like to retain members whenever possible. The CNL also provides that Inactive members can request a 12 month extension to their period of inactive membership before being removed. I have drafted an email to be sent to all inactive members warning them of their pending removal in 28 days and encouraging them to request an extension. We currently have 100 inactive members. Twenty do not have an email address recorded.

Motion: That the attached correspondence advising 28 days notice of cancellation of inactive memberships is sent to all inactive members.

<https://drive.google.com/file/d/17Gd7bNdioX2EFOwrvZPj5HuVb2oen4rb/view?usp=sharing>

Moved: Kathy Ernst      Seconded: Suzie Helson      P.B.C.

**15. Item 13260: Request answer from TBT regarding the 2019/2020 Annual Report**

Agenda details: At the 2020 AGM, TBT could not answer all the questions about the Financial Report and members were told to submit their unanswered questions in writing to get an answer. I first submitted my questions on 1st December 2020. Despite several reminders I have not received answers or even an acknowledgement that my emails have been received.

Motion: That the Cooperative Secretary within 7 days writes to TBT reminding them of Section 262 of the CNL and that at the 2020 AGM members were told to submit their unanswered questions to TBT to receive an answer and request that TBT provides an answer to the questions submitted by Kathy Ernst.

<https://data.dte.org.au/files/Questions%20for%20Auditor%20from%202020%20AGM.pdf>

Moved: Kathy Ernst      Seconded: Troy Reid      P.B.C.

**16. Carried Resolutions**

- 1) Item 13261: That Kathy Ernst be authorised to sign the documents to sell up to 123.2 megs of DTE's water allocation for 2020/2021 through True Blue Water Exchange.
- 2) Motion: That the Board meets privately within 2 weeks to discuss and review the matter of Malcolm Matthews ban from Fincom and Xero and all parties of the complaint are invited to participate.
- 3) Item 13250: That the attached correspondence advising 28 days notice of cancellation of inactive memberships is sent to all inactive members.
- 4) Item 13260: That the Cooperative Secretary within 7 days writes to TBT reminding them of Section 262 of the CNL and that at the 2020 AGM members were told to submit their unanswered questions to TBT to receive an answer and request that TBT provides an answer to the questions submitted by Kathy Ernst.

**17. Actions Tasks from this meeting**

- 1) Elisa Brock to contact Kate Shapiro to see if she is maintaining complaints register
- 2) Troy Reid and Kathy Ernst to tally a list of director inactivity points
- 3) Troy to contact Memcom to send the letter by email and/or post to inactive members

**18. Next Meeting Date & Time Confirmation**

Thursday 03/06/2021, 7:30pm

**19. Meeting Ended**

10:36pm