

## 2021-08-19 BOARD ZOOM CHAT

00:15:47 Trevor & Caryn: I will chair if you like

00:17:03 Trevor & Caryn: apont minute taker

00:17:17 Trevor & Caryn: appoint

00:18:01 Mark R: Well done Vanessa

00:18:03 Trevor & Caryn: Thanks Vanessa

00:18:13 Kate Shapiro: Thanks Vanessa

00:22:37 Rick Gill: troy might turn up soon

00:23:19 Rick Gill: Evening Troy nice to see you

00:23:32 Troy Reid: Hi Rick :)

00:23:32 Elisa Brock: We have a mission statement?

00:25:38 Martin 1731: wow

00:28:34 Kathy: Amendment to minutes: The two motions by circular did not pass

00:28:59 Mark R: The Chair has the capacity to put hands down once people have started talking

00:29:41 Peter Tippett: Hosts do, yes. Kate is still yet to speak. Not sure about Kathy

00:29:50 Kate Shapiro: Yes I did

00:30:13 Kate Shapiro: But I said he could come back to me

00:30:41 Mark R: Voice check?

00:30:55 Peter Tippett: We heard him yelling before.

00:31:04 John Magor: Great idea Suzie - in principle, although sadly, inter-board communication has been an issue for quite a while now.

00:31:06 Mark R: I guess we did?

00:34:55 Mark R: Kathy's hand is permanently up 🙋

00:36:01 Trevor & Caryn: There are two sets on line

00:36:25 Elisa Brock:  
<https://www.dte.org.au/minutes/2020-12-03%20Board%20from%20Coral%202021-08-06.pdf>

00:39:06 Trevor & Caryn: 2020-12-03 Minute keeper Robin and Kate.

00:43:08 Rick Gill: them two people would be seen as caretaker maybe !

00:43:33 TaniaM1820<3: yes Rick I think that is a great thing

00:44:00 Peter Tippett: Still no covid plan though.

00:44:12 Mark R: The Board needs to form a response

00:44:46 Rick Gill: NSW is lock down till the 28/6/2021

00:45:27 Mark R: Tasklist?

00:46:55 Peter Tippett: Wont find board stuff on data.dte

00:47:55 Trevor & Caryn: All meetings are open. Why can't members see correspondence.

00:50:51 Kathy: Yes, I would like to see that happen, except for confidential correspondence

00:54:18 John Magor: Chair (or another Director able permitted to speak to the room) - can it be requested how it is that one Director (Elisa) can state that they've seen 'Board correspondence', but other Directors haven't?

00:54:43 Peter Tippett: Chair my hand is up, and getting tired.

00:54:57 Suzie H: Me too ♡

00:56:13 Malcolm: (k) a member may be charged an administrative fee for each share register adjustment up to a maximum of \$10.00. who maintains the share register?

00:58:58 Suzie H: Please ♡

01:00:38 Peter Tippett: I think you are missing the key concept of the task list Elle.

01:01:16 Suzie H: Yep PT, thank you ♡

01:01:36 Kathy: not asked to speak to him, asked to write to him

01:03:31 Malcolm: who maintains the share register?

01:03:44 Elisa Brock: Motion: that the board accepts Trevor Pitt's resignation of his membership in DTE.

01:03:58 Troy Reid: Motion that the Board accepts the membership cancellation request from member Trevor Pitt (#1767) with the refund of \$10 membership shareholding being offset by the \$10 administrative fee

01:07:18 Troy Reid: Motion that the Board accepts the membership cancellation request from member Trevor Pitt (#1767) with the refund of \$10 membership shareholding being offset by the \$10 administrative fee as effective of the date received (6 July 2021).

01:07:22 Peter Tippett: The board may need to accept your resignation to be able to process it.

01:07:32 Martin 1731: whatever they choose to do they should supply a receipt for the transaction

01:08:16 Troy Reid: Motion that the Board accepts the membership cancellation request from member Trevor Pitt (#1767) with the refund of \$10 membership shareholding being offset by the \$10 administrative fee as effective of the date received (6 July 2021).

01:08:26 Lindy Hunt: Lindy here

01:08:36 Martin 1731: if trevor is being charged an admin fee, he will need to be issued a receipt

01:08:41 Lance Nash: If everyone resigns there's a cost of \$1400. Pay Trevor \$10.00 and write thanking him for his years of service.

01:08:55 Mark R: A Motion has been put to the Meeting

01:08:59 John Magor: Trevor is an adult, with agency, and has full authority to express his wish to resign. For the Director who was speaking of his years of great service in one breath, and then pulling in the 'optional' \$10 admin fee is (in my opinion) unnecessary and vulgar.

01:09:50 Mark R: Very inappropriate John.

01:10:04 Martin 1731: hey, dte made \$10 this year woo hoo

01:10:11 Troy Reid: Motion that the Board acknowledges the membership cancellation request from member Trevor Pitt (#1767) with the refund of \$10 membership shareholding being offset by the \$10 administrative fee as effective of the date received (6 July 2021).

01:10:18 John Magor: I agree Mark, thank you for your support.

01:17:59 Malcolm: not a role for the board

01:19:00 Lindy Hunt: isn't that the job of the o.c. as it owns the assets

01:19:45 Ellen Brogan 1710: Be great if that's the case Lindy for the IC

01:20:55 Mark R: The Cooperative owns the Assets. Not the Members of the OC

01:22:13 Troy Reid: Motion "that subject to DTE rule 5 clause 5(f) and in response to Board correspondence from an active member reporting a membership irregularity relating to COVID-19 pandemic disrupting the primary activity of the cooperative, the Board hereby determines that all currently active members are deemed to have fulfilled the active membership provisions for financial year ending 30 June 2021 and that such determination be immediately communicated to all active members."

01:22:28 Mark R: Anything the OC takes responsibility for is on behalf of the Board

01:24:36 Ellen Brogan 1710: I'm still waiting for a formal report from NRAR \* in writing\* as passed by an SGM I believe. We had a casual verbal update from a member but members never received a written report or letter response which was requested for such a serious scenario.

01:25:06 Ellen Brogan 1710: I guess I had better put in an OC action task

01:26:35 Malcolm: Have the rates notice be forward to the OC

01:27:57 Troy Reid: Motion that the budget application received 5-Aug-2021 from Troy Reid for \$582.70 be approved for immediate disbursement.

01:28:15 Kate Shapiro: @elle - that would be an OC request

01:29:23 Mark R: Thanks Chair for clarifying things

01:29:36 Ellen Brogan 1710: Thanks Kate. I'm not attending OC meetings as I'm never sure when they are on. I've noted two in one week a while ago which I guess supports the current OC

01:31:25 Troy Reid: Motion that the budget application received 5-Aug-2021 from Troy Reid for \$582.70 be approved for immediate disbursement.

01:32:46 Peter Tippett: Agenda [https://data.dte.org.au/meeting/current\\_meeting/portal.php](https://data.dte.org.au/meeting/current_meeting/portal.php)

01:33:50 Kate Shapiro: Elle: Yes, I hear you. It can be quite challenging.

01:35:29 Suzie H: Elle if you would like to private message me your email address I can forward an email the coop Secretary received re direction compliance confirmation from NRAR♡

01:37:42 Suzie H: And no retraction of resignation from David Taplin ever sent or received♡

01:37:46 John Magor: This motion on the table clearly -and only- relates to what we're required to do when our auditor has resigned. Any discussion on what happens next is entirely separate.

01:40:37 Trevor & Caryn: Why did the directors mislead the members.....AGAIN?

01:48:51 Suzie H: Just like the proof of rescinding♡

01:50:13 Peter Tippett: Why do you need confirmation?

01:51:26 TaniaM1820<3: So if the letter of resignation from the auditor was rescinded by a letter to DTE, but the auditor said he didn't send it because he did not rescind his resignation - hmm then why is a director saying that the auditor did rescind his resignation?

01:52:24 TaniaM1820<3: that sounds like a furphy

01:53:18 Mark R: mmmm

01:54:23 Trevor & Caryn: So I resigned my membership The Board is still trying to decided if they will accept it The auditor resigned,

01:54:39 Trevor & Caryn: The Board is still trying to decided if they will accept it

01:55:16 Mark R: ⌚

01:55:41 Trevor & Caryn: Resignations take effect when received, not when the Board accepts it.

01:55:58 Rick Gill: 🤔

01:56:28 Suzie H: Elle I have forwarded the correspondence to OC mail for correspondence inwards to the next OC meeting♡

01:57:09 Suzie H: Vote please chair♡

01:57:17 Mark R: Imagine if Kathy was left out of the process to select a new Auditor?

01:58:56 Ellen Brogan 1710: Thanks Suzie. Can the letter be copied in a link to the minutes ( not the email from you but the letter from NRAR) as I don't always get the meetings but always read the minutes. I will then forward the letter to concerned Local Aboriginal Elders.

01:59:18 Mark R: Of course you need his resignation in writing

01:59:21 Rohan Levy: Would it pertinent to suggest that an email (CC'd to those involved) be sent to the outgoing auditor asking for immediate response?

01:59:51 Suzie H: Sure Elle ♡

02:01:16 Mark R: Agree Coral

02:02:43 Mark R: Why is the Chair yelling?

02:03:28 Mark R: Seconder?

02:04:29 Ellen Brogan 1710: So I'm getting there is concern of being in limbo officially perhaps of being between auditors.

02:04:55 Ellen Brogan 1710: \* in between \*

02:06:45 Mark R: You need the resignation of the Auditor in writing. Until that happens you have nothing>

02:07:52 Peter Tippett: That has happened.

02:07:59 Suzie H: Mark what about the rescinding correspondence that no one has seen ♡

02:08:04 Peter Tippett: This is the silly thing

02:08:23 Mark R: Well, yes. I haven't seen it?

02:08:39 Graham F: Sounds to me like the auditor resigned effective from after the current year is audited, so not in effect yet

02:09:52 Mark R: Graham, he resigned verbally, then agreed to do another Audit last year after his verbal resignation. A bit confusing??

02:10:15 Graham F: yes it is

02:10:26 Peter Tippett: Resigned prior to current year but stayed on to do the agm however resignation takes effect when received.

02:10:33 Mark R: Nothing in writing??

02:11:10 Graham F: but still, if he agreed to do the currecnt audit, then his resignation is not effective until after this audit is complted

02:11:19 Graham F: completed

02:11:25 Mark R: Yes

02:11:47 Suzie H: Corals hand never goes up♡

02:11:57 Graham F: Pete, according to the CNL a date can be attached to the resignation

02:12:17 Kate Shapiro: But appointment is also attached to our rules

02:12:27 Rohan Levy: Am I able to ask a question?

02:12:32 Robin M: why would we accept the resignation of the auditor dated before the date of our annual returns thereby negating their status as our official auditor,

02:12:32 Graham F: Trev, I'm just trying to interpret the discussion

02:14:55 Suzie H: Sorry lol break♡

02:15:08 Suzie H: Loo break♡

02:15:43 Peter Tippett: Do both.

02:16:42 Mark R: 🤔

02:17:14 Mark R: 🙏

02:22:19 Trevor & Caryn: We don't even have the AGM minutes, 9 months after the meeting.

02:23:10 Trevor & Caryn: And 3 subsequent SGM's

02:24:53 Peter Tippett: John - I thought members were the problem with tine being wasted.

02:24:59 Peter Tippett: time

02:25:31 Kathy: another stalling tactic

02:25:34 Mark R: Non-Member shouldn't be able to raise a Point of Order as they are only Observers and are not actually in the Board Meeting.

02:25:57 Mark R: Sorry, non Director

02:26:56 Kathy: It is time critical - about 10 months late

02:27:10 Rohan Levy: To be clear, I wasn't raising a point of order.

02:29:03 TaniaM1820<3: It did not seem that you were Rohan :)

02:29:07 Kathy: How much more proof do we need?

02:29:35 Kathy: People have had months to find this letter of rescindment

02:30:37 Kathy: It would be irrelevant anyway as there is no provision in the CNL for that

02:30:41 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days subject to written confirmation from David Taplan received by the Board.

02:30:53 Ellen Brogan 1710: The new confirmation from the Auditor could then form the basis of putting the form in within 14 days meeting Kathy's motion concerns.

02:31:16 Ellen Brogan 1710: \* 7 days

02:32:23 Kathy: How long will this take? Still waiting for answers from the AGM.

02:32:38 Ellen Brogan 1710: Everyone else gets a right of reply

02:32:54 Rick Gill: does the chair and the minut taker feel like a 5 minut break ????

02:32:57 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days of written confirmation from David Taplan received by the Board.

02:33:16 Elisa Brock: Taplin with an 'i'

02:33:21 Troy Reid: Thank you

02:33:29 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days of written confirmation from David Taplin received by the Board.

02:34:15 Kathy: pushing it through? it has been on the agenda for months

02:34:46 Peter Tippett: I don't think we should be talking about that but lets talk about a new auditor.

02:36:04 Peter Tippett: New auditor. New auditor. New auditor. New auditor.

02:37:11 Ellen Brogan 1710: I'm not seeing consistency. The same people deterring discussion with labels like \*stalling\* and coaching of the chair are the same folks encouraging discussion at the first instalment of the recent SGM as organic and appropriate? I'm not following why this is any different?

02:37:25 Kathy: I find it disturbing that some people would like to hide the fact that the director has resigned because we have not appointed a new one

02:37:33 Peter Tippett:  
[https://data.dte.org.au/files/2020%2009%2025%20David%20Taplin%20\(TBT%20Accounting\)%20re%20audit%20or%20resignation.pdf](https://data.dte.org.au/files/2020%2009%2025%20David%20Taplin%20(TBT%20Accounting)%20re%20audit%20or%20resignation.pdf)

02:38:04 Mark R: No Director has resigned

02:38:51 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days of written confirmation of auditor resignation from David Taplin received by the Board.

02:38:53 Mark R: Is there an amendment on the table?

02:40:06 Suzie H: Yes Mark by Coral written by Troy♡

02:40:14 Mark R: Good

02:41:46 Mark R: Agreed Trevor

02:41:49 Suzie H: Great point Trev♡

02:42:09 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days of written confirmation of auditor resignation from David Taplin received by the Board. Moved: Coral Larke

02:42:30 Mark R: Seconded Troy

02:42:48 Mark R: Lets talk about the SGM

02:43:02 Graham F: Motion that the Cooperative Secretary email David Taplin to ask for confirmation of his resignation and if he confirms that the secretary then to lodge Form 0726 with the Registrar within 7 days of this written confirmation.

02:43:09 Graham F: suggestion

02:43:19 TaniaM1820<3: Just posting Peter Tippets link to the Auditors resignation last September 2020

02:43:25 TaniaM1820<3:  
[https://data.dte.org.au/files/2020%2009%2025%20David%20Taplin%20\(TBT%20Accounting\)%20re%20audit%20or%20resignation.pdf](https://data.dte.org.au/files/2020%2009%2025%20David%20Taplin%20(TBT%20Accounting)%20re%20audit%20or%20resignation.pdf)

02:44:18 John Magor: Troy - your statement during the sGM was that a "letter" of rescindment had been provided.

02:45:11 TaniaM1820<3: why is this being resisted

02:45:25 Ellen Brogan 1710: He is remembering the content not the format...letter versus conversation. With all the attacks on Troy over a range of topics he may make a mistake occasionally? Troy is a Volunteer too. Let's respect ALL of our hard working Volunteers

02:45:32 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days of written confirmation of auditor resignation from David Taplin received by the Board. Moved: Coral Larke

LarkeSeconder: Troy Reid

02:47:03 Lance Nash: We now have the expectation that TBT is to audit for 20/21?

02:47:29 david cruise: If there is no response from david Taplin nothing happens

02:48:14 Elisa Brock: PBM

02:48:45 Troy Reid: Motion that the Cooperative Secretary lodge Form 0726 with the Registrar within 7 days of written confirmation of auditor resignation from David Taplin received by the Board. Moved: Coral LarkeSeconded: Troy Reid

02:50:13 Mark R: Well done

02:50:21 Elisa Brock: 5Y, 1N, 1APBM

02:50:24 Troy Reid: Good team work directors

02:55:48 Graham F: Sorry Kathy, but the passing of the last motion says you still have an auditor, so you can't appoint another

02:56:06 Graham F: yet

02:57:11 Suzie H: Graham, that last motion was for the non believers ♡

02:57:49 Graham F: Suzi I agree, but it's still relevant

02:58:03 Troy Reid: Motion that the budget application received 5-Aug-2021 from Troy Reid for \$582.70 be approved for immediate disbursement.

02:58:27 Troy Reid: Motion that the budget application received 5-Aug-2021 from Troy Reid for \$582.70 be approved for immediate disbursement.

02:58:41 Lindy Hunt: motions are in chronological order

02:59:24 Troy Reid: Motion that the Board accepts the membership cancellation request from member Trevor Pitt (#1767) with the refund of \$10 membership shareholding being offset by the \$10 administrative fee as effective of the date received (6 July 2021). Moved: Coral LarkeSeconded: Susie Helson

02:59:33 Mark R: PBC

02:59:55 Troy Reid: Motion "that subject to DTE rule 5 clause 5(f) and in response to Board correspondence from an active member reporting a membership irregularity relating to COVID-19 pandemic disrupting the primary activity of the cooperative, the Board hereby determines that all currently active members are deemed to have fulfilled the active membership provisions for financial year ending 30 June 2021 and that such determination be immediately communicated to all active members."

03:00:09 david cruise: look like your \$10 is gone

03:01:40 John Magor: Yep Trev, thanks for your years of service to the Co-operative. Accordingly, the Board takes the nominal option (not a rule) to invoke the \$10 offset clause.

03:01:52 Troy Reid: Motion "that subject to DTE rule 5 clause 5(f) and in response to Board correspondence from an active member reporting a membership irregularity relating to COVID-19 pandemic disrupting the primary activity of the cooperative, the Board hereby determines that all currently active members are deemed to have fulfilled the active membership provisions for financial year ending 30 June 2021 and that such determination be immediately communicated to all active members." Moved: Elisa BrockSeconded: Susie Helson

03:02:03 Troy Reid: PBC

03:02:19 Troy Reid: Motion that the budget application received 5-Aug-2021 from Troy Reid for \$582.70 be approved for immediate disbursement.

03:04:31 Troy Reid: Motion that the budget application received 5-Aug-2021 from Troy Reid for \$582.70 be approved for immediate disbursement. Moved: Troy ReidSeconded: Coral Larke

03:04:43 Troy Reid: PBC

03:05:48 Troy Reid: Meeting extended to 10:45PM

03:05:58 Mark R: Agreement to extend the Meeting by 15 minutes

03:07:22 Kathy: 'That the Board agrees to the members' request and appoints Daniel Tai of Ax3 Partners as DTE's auditor starting with the 2020/2021 Financial Reports for the 2021 AGM'.

03:07:24 Peter Tippett: Motion: 'That the Board agrees to the members' request and appoints Daniel Tai of Ax3 Partners as DTE's auditor starting with the 2020/2021 Financial Reports for the 2021 AGM'.

03:10:09 Troy Reid: Amendment that the Board meets with the Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s289.

03:10:50 Mark R: Yes, the Board should have a chance to be involved in the process

03:11:00 Elisa Brock: moved: Troysecond: Elisa

03:11:55 Kathy: mine have been waiting a long time

03:13:02 Graham F: It's 298 not 289

03:13:09 Troy Reid: Good suggestions

03:13:26 Troy Reid: Thanks Graham

03:13:27 John Magor: Interrogation of the Chair is not an option. Repeatedly harassing the Chair is a choice. Any Board member has the right to request a vote to change the Chair.

03:13:48 Troy Reid:Amendment that the Board meets with the Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s298.Moved: Troy ReidSeconded: Elisa Brock

03:14:38 Martin 1731: in future maybe people could help instead of criticize or dissect after the fact

03:15:43 Troy Reid:Fantastic! Xero bases is great

03:15:52 Mark R: So they have Xero experience?

03:16:10 david cruise: could this information be shared widely with members

03:16:33 Troy Reid:I would support that too David

03:16:41 Troy Reid:Amendment that the Board meets with the Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s298.Moved: Troy ReidSeconded: Elisa Brock

03:16:42 Peter Tippett: Amendment that the Board meets with the Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s298.Moved: Troy ReidSeconded: Elisa Brock

03:17:09 Elisa Brock: Amendment that the Board meets with Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s298.Moved: Troy ReidSeconded: Elisa Brock

03:17:43 Suzie H: I don't see why all our members can't see all♥

03:18:06 Troy Reid:298 Appointment of auditor of small co-operative(cf Corporations Act s 325)(1) The directors of a small co-operative may appoint an auditor for the co-operative if an auditor has not been appointed by the co-operative in general meeting.

03:18:11 Mark R: Any objections?

03:18:18 Graham F: 298—Appointment of auditor of small co-operative (cf Corporations Act section 325)(1) The directors of a small co-operative may appoint an auditor for the co-operative if an auditor has not been appointed by the co-operative in general meeting.(2) An auditor appointed under subsection (1) holds office, subject to this Part, until the co-operative's next annual general meeting

03:19:05 Mark R: Any objections?

03:19:52 Graham F: You will need a Special Resolution to be put to the AGM

03:20:57 Troy Reid:Amendment that the Board meets with the Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s298.Moved: Troy ReidSeconded: Elisa Brock

03:21:06 Troy Reid:PBC

03:21:20 Mark R: You still need to put the Motion now

03:21:22 Troy Reid:Motion that the Board meets with the Daniel Tai of Ax3 Partners within the next 2 weeks with a view to considering their appointment as auditor as per CNL s298.Moved: Troy ReidSeconded: Elisa Brock

03:22:00 Troy Reid:PBC

03:22:04 Mark R: Sold

03:24:45 Trevor & Caryn: 3 mins

03:25:07 Trevor & Caryn: or extend again?

03:26:21 Troy Reid:Motion: the dispute between Troy Reid and the Down To Earth Cooperative will be mediated at the Dispute Settlement Centre of Victoria (Department of Justice).Moved: Coral LarkeSeconded: Kate Shapiro

03:26:56 Trevor & Caryn: Budget Application?????

03:27:16 Troy Reid:Trev, it's a free service

03:27:43 Trevor & Caryn: Thanks Troy.

03:28:16 Lindy Hunt: the o.c. is the executive arm of DTE and therefore should nominate who represents it

03:28:34 Ellen Brogan 1710: Thanks Chair...

03:30:00 Troy Reid:Night all xx

03:30:30 Gaz: night all