

Down-To-Earth (Vic) Cooperative Society Limited

SGM

Minutes

Date: **22/11/2021**
 Time: **7:30pm**
 Venue: **Online via Zoom**
 Online: <https://dte.coop/live.meeting>

#	<i>Item</i>	<i>Raised by:</i>		
1	<u>Meeting Started</u>	<i>Procedural</i>		
	8:03			
2	<u>Election of Chair</u>	<i>Procedural</i>		
	Confirmation of Chairperson: Gary Lasky 9:29 John Major 10:10 Gary Lasky 10:13 John Major 10:29 Peter Tippett 10:31 John Major Confirm Minute Keeper: Malcolm Matthews			
3	<u>Attendance</u>	<i>Procedural</i>		
	<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"> John Magor Lance Nash Kathy Ernst Vanessa Ernst Caryn Kettle Suzie Helson Peter Tippett David Cameron David Cruise Ian Hales John Reid Denise Banville Trevor Pitt Arron Shipperlee </td> <td style="width: 50%; border: none;"> Malcolm Matthews Lindy Hunt Martin Schwarz Troy Reid Gary Lasky Chris Wilson Bryce Wentworth Coral Larke Darren Geragty Tania Morsman Brian Denham Deb Moekerken Mark Helson </td> </tr> </table>	John Magor Lance Nash Kathy Ernst Vanessa Ernst Caryn Kettle Suzie Helson Peter Tippett David Cameron David Cruise Ian Hales John Reid Denise Banville Trevor Pitt Arron Shipperlee	Malcolm Matthews Lindy Hunt Martin Schwarz Troy Reid Gary Lasky Chris Wilson Bryce Wentworth Coral Larke Darren Geragty Tania Morsman Brian Denham Deb Moekerken Mark Helson	
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4	<u>Confirmation of Previous Meeting Minutes</u>	<i>Procedural</i>		
	SGM 9-8-2021 Part I and 16-8-2021 Part 2 Part 1 Moved Suzie Helson Second Kathy Ernst Part 2 Moved Suzie Helson Second Kathy Ernst PBC 14-9-2021 Failed SGM no quorum			
5	<u>Task Check List</u>	<i>Procedural</i>		
6	<u>Correspondence / Payments</u>	<i>Procedural</i>		

Item 13559: Financial Annual Report		
	<p>Agenda item ID: 13559 Date: 2021-11-10 18:36:03 Meeting: SGM Agenda item:</p> <p>Approval of Financial Report Agenda details: That the latest version of the 2021 Financial Report prepared by our auditor be approved for presentation at the 2021 AGM</p> <p>Motion: That the latest version of the 2021 Financial Report prepared by our auditor be approved for presentation at the 2021 AGM.</p> <p>Item by: Kathy Ernst, Suzie Helson and Tania Morsman</p> <p>Moved Kathy Ernst Second Suzie Helson</p> <p>PBC</p>	<p><i>Moved:Kathy Ernst</i></p> <p><i>Seconded:Suzie Helson</i></p>
	<p>Agenda item ID: 13560 Date: 2021-11-10 18:36:52 Meeting: SGM Agenda item:</p> <p>Non-shareholders on Membership Register Agenda details: That any person whose name is on the Membership Register but who has not paid for shares is not entitled to vote at the 2021 AGM and is not entitled to vote in the 2021 directors election.</p> <p>Motion: That any person whose name is on the Membership Register but who has not paid for shares is not entitled to vote at the 2021 AGM and is not entitled to vote in the 2021 directors election.</p> <p>Item by: Kathy Ernst, Suzie Helson and Tania Morsman</p> <p>Moved Kathy Ernst Second Suzie Helson</p> <p>Some discussion about membership</p> <p>PBC</p>	<p><i>Moved:</i> <i>Seconded:</i></p>
Item 13561: Lance Nash Nomination		
	<p>Agenda item ID: 13561 Date: 2021-11-10 18:37:34 Meeting: SGM Agenda item: Lance Nash's Nomination</p> <p>Agenda details: That despite Lance Nash not being a paid shareholder at the time of nomination, he be allowed to stand as a candidate in the 2021 DTE director election. This is an unusual circumstance and should not be used to claim precedent in any other breach of the Rules.</p> <p>Motion: That despite Lance Nash not being a paid shareholder at the time of nomination, he be allowed to stand as a candidate in the 2021 DTE director election. This is an unusual circumstance and should not be used to claim precedent in any other breach of the Rules.</p> <p>Item by: Kathy Ernst, Suzie Helson and Tania Morsman</p>	<p><i>Moved</i> <i>Seconded:</i></p>

Motion withdrawn by Kathy Ernst

Agenda item ID: 13563
Date: 2021-11-10 18:38:44
Meeting: SGM Agenda item:

AGM must not be deferred

Agenda details: If the Annual Financial Reports are not ready to present in time for an AGM to be held before the end of November, DTE must not apply to CAV for an extension of time to hold the AGM but must apply for permission to present the finalised Financial Reports at a later SGM.

Motion: If the Annual Financial Reports are not ready to present in time for an AGM to be held before the end of November, DTE must not apply to CAV for an extension of time to hold the AGM but must apply for permission to present the finalised Financial Reports at a later SGM.

Item by: Kathy Ernst, Suzie Helson and Tania Morsman

Moved Kathy Ernst
Second Tania Morsman
PBC

Agenda item ID: 13564
Date: 2021-11-10 18:39:21
Meeting: SGM

Agenda item: Written Correspondence by Organising Committee
Agenda details: On 19 October 2021 the Board passed the Motion by Circular "that the cooperative secretary is allocated the tasks of issuing all written communications to members, and all written communications must be approved by the Board before distribution." This conflicts with the work of the OC including calling and managing tasks associated with general meetings. It is obstructive and will delay processes.

Motion: That the Organising Committee has the right to issue written correspondence to members.

Item by: Kathy Ernst, Suzie Helson and Tania Morsman

Moved Kathy Ernst
Second Suzie Helson

Objections and discussion about the objections. Legal advice was read and discussion Was about the interperation of the legal advice

Voting For the motion 20 against the motion 1 abstain 1

Passed by majority

Agenda item ID: 13565
Date: 2021-11-10 18:39:50
Meeting: SGM Agenda item:

Membership approval

Agenda details: Members must not be approved by the Board, allocated a Member number, or added to the Membership Register until payment for their shares is deposited

into the appropriate DTE bank account.

Motion: Members must not be approved by the Board, allocated a Member number, or added to the Membership Register until payment for their shares is deposited into the appropriate DTE bank account.

Item by: Kathy Ernst, Suzie Helson and Tania Morsman

Moved Kathy Ernst
Second Suzie Helson

Passed by consensus

Agenda item ID: 13566
Date: 2021-11-10 18:40:28
Meeting: SGM Agenda item: Share Capital

Agenda details: Invoice transactions must not be entered into Xero as a way of increasing DTE share capital and making it appear that people have paid for their shares

Motion: Invoice transactions must not be entered into Xero as a way of increasing DTE share capital and making it appear that people have paid for their shares

Item by: Kathy Ernst, Suzie Helson and Tania Morsman

Moved Kathy Ernst
Second Suzie Helson

Objection

Voting For the motion 15 against the motion 2 abstain 1

Passed by majority

Agenda item ID: 13567
Date: 2021-11-10 18:41:15
Meeting: SGM Agenda

item: Access to Xero

Agenda details: On 19 October 2021 the Board passed the Motion by Circular "that any changes to the Xero accounting software subscription including changes to user access of Xero only be actioned by Ax3 Accounting on written instruction from the Board." This motion can be used to keep financial transactions secret by stopping members and the standing committees from having access to information on Xero.

Motion: The Organising Committee has the right to grant and rescind authorisation for individuals to have read-only access to Xero and this access is to be provided by the Xero account Holder without further approval by the Board.

Item by: Kathy Ernst, Suzie Helson and Tania Morsman

Moved Kathy Ernst
Second Suzie Helson

Meeting extended for 1 hour or meeting close at the end of motion

Amended motion
The Organising Committee has the right to grant authorisation for individuals to have

	<p>read-only access to Xero and this access is to be provided by the Xero account Holder without further approval by the Board.</p> <p>Amended passed by consensus</p> <p>Amended becomes the motion</p> <p>The motion passed by consensus</p>	
	Next Meeting Date & Time Confirmation	<i>Procedural</i>
	Meeting Ended	<i>Procedural</i>
	10:40pm	