

Down-To-Earth (Vic) Cooperative Society Limited

Special General Meeting Minutes

Date: 11/09/2023, 18/09/2023 and 25/09/2023

Scheduled Start: 7:30 PM

Venue: n/a

Audio: <http://dte.coop/audiominutes>

Register on line: <https://dte.coop/register>

Zoom Connect: <https://dte.coop/zoom>

Phone Connect: (02) 8015 2088 Meeting ID Number 2362803699

Submit PDF version of : secretary@dte.coop

#	Item	Raised by:
1	Acknowledge pay respect to the traditional owners and ongoing custodians of the land_	
11/09	We meet on the land of many nations, we give our respect to Elders past, present and emerging. (DR)	Darrell Reid Lindy Hunt
18/09	We can add to that as a social change organisation it goes along the lines of we meet on the lands of the Wurundjeri people. At the moment I am on the lands of the Wurundjeri people, as a festival we are intending to provide respect and acknowledgement to past present and emerging leaders (LH). Down to Earth acknowledges and extends appreciation for the Traditional Owners of the lands on which we are each residing. We pay our respects to leaders and Elders past, present and emerging for they hold the memories, the traditions, culture and the hopes of all Aboriginal people. We express our gratitude in the sharing of the land. For the personal, cultural and spiritual costs of that sharing and our hope that we may walk together in harmony and spirit of healing.	Angela Neal
2	Meeting Started	Procedural
11/09	7 : 38 PM	
18/09	7 : 58 PM	
25/09	Abandoned	
3	Meeting coordinators	Procedural
11/09, 18/09	Chairperson: Lindy Hunt Minute Keeper: Ellen Brogan Zoom Host/s: Lindy Hunt Time Keeper: Andrew Maclean Attendance monitor: Peter Tippett	
4	Attendance SGM Meeting	Procedural

11/09	Andrew Hosie, Andrew McLean, Angela Neal, Brett Dalton, Brian Denham, Charlie Dalton-Twist, Chris Watkins, Craig Newcombe, Darrell Reid, David Cameron, David Cruise, David Mcdonald, Ellen Brogan, Hellen Laud, Ian Hales, Jack Wells, Jason Thomas, Jessica Townsend, John Magor, John Reid, Kathy Ernst, Lance Nash, Lindy Hunt, Malcolm Matthews, Marte Kinder, Peter Tippett, Ray Higgins, Robin Macpherson, Scouse, Shardae Reed, Simone Monet, Skye Fitzpatrick and Viv	
18/09	Andrew Hosie, Andrew McLean, Andrew Wilkinson, Angela Neal, Charlie Dalton-Twist, Darrell Reid, David Cameron, David Cruise, David Mcdonald, Ellen Brogan, Ian Hales, Jack Wells, John Magor, John Reid, Kathy Ernst, Kevin Taylor, Lance Nash, Lindy Hunt, Malcolm Matthews, Mark Rasmussen, Marte Kinder, Peter Tippett, Robin Macpherson, Shardae Reed, Sony Richards, Viv	
25/09	Abandoned due to lack of quorum	
5	Confirmation of previous minutes	<i>Procedural</i>
	Previous Minutes Dated : 13/06/2023, 20/06/2023 and 27/06/2023 - Minutes - Chat - Audio	
11/09	Kathy reported that Vanessa was still combining the three sets of minutes and would have them ready for the next sitting of this 11 September SGM for members to confirm.	
18/09	20230613, 20, 27 SGM Minutes were tabled. The meeting voted to defer passing these minutes until the next sitting of this SGM.	
25/09	Meeting abandoned. Minutes will be presented to be passed on the 13 November AGM.	
6	Matters Arising	<i>Procedural</i>
	No matters arising	
7	Correspondence - List	
11/09	No reports provided	
11/09	No financial reports provided.	
18/09	Financial Reports provided by Kathy Ernst	
25/09	Meeting abandoned due to lack of quorum	
8	<u>Budgets</u>	
	Heading	
	No budget applications submitted	
12	Motions	
12.1	Intention to revoke membership of Peter Tippett – Rule 9	
11/09	Motion 1 20230911 SGM Agenda to Members To put a special resolution to the membership to expel Peter Tippett from Down to Earth.	<i>Mvd: Peter Tippett Sup: David Cruise, David</i>

	<p>Details: From DTE rule 9 – The intention to lodge a special resolution to expel a member must first be approved by a resolution on notice to a general meeting. Peter Tippett along with others have been bullied while volunteering with DTE. Peter Tippett has written to the board many times for assistance with the prevention of bullying and support and protection from being bullied. These requests have not been acknowledged with a response. Peter Tippett after many years of being bullied applied with Fair Work for a ruling to implement what is provided below with the intent to not only protect himself but also others involved with DTE as well as DTE/Confest/Confab/Facilitators Conference from liability due to institutional bullying.</p> <p>The requests to Fairwork were as follows: The individuals or group to stop the specified behaviour. Regular monitoring of behaviours by an employer. Compliance with an employer’s anti-bullying policy. The provision of information and additional support and training to workers, and A review of the employer’s workplace bullying policy. Provide all directors with anti-bullying training. Conduct training for all employees on appropriate standards of behaviour in the workplace, including a recommendation that the training be conducted by, for example, the AntiDiscrimination Commission. Ensure they have in place updated anti-bullying policies and complaints handling procedures Commission specific training for management personnel who will be investigating complaints about workplace bullying. Implement, and actively monitor, the effectiveness of control measures identified in risk assessments, or to arrange for a Work Safe inspector to attend meetings with parties.</p> <p>Please note the requests above were copied as suggestions from the FairWork website and there was no request for compensation to Peter Tippett or reimbursement to costs associated with the complaint to FairWork. The board did not contact Peter Tippett for mediation. The board did not contact Peter Tippett to seek alternative resolution. The board spent more than \$5,000 to argue that the matter does not come under FairWork jurisdiction. FairWork decided not to make a ruling on the application as it was found that the application did not come under FairWork jurisdiction. The board wrote to Peter Tippett before the FairWork process was complete informing him that all volunteering activities by Peter Tippett is to cease without reason being provided. This was so the board could say that there was no risk of further bullying. After the letter was received and before FairWork made their findings Peter Tippett chaired meetings with no objection from directors or anyone else. THERE HAS BEEN FURTHER BULLYING BY INDIVIDUAL DIRECTORS AND OTHERS SINCE THE LETTER WAS SENT ALTHOUGH DTE INFORMED FAIRWORK THAT THERE WAS NO RISK OF FURTHER BULLYING. Peter Tippett missed did not attend meeting during April and May. This has been the longest absence from DTE meetings by Peter Tippett in over 7 years! Instead of reaching out to make sure everything was OK the board also wrote to Peter Tippett informing him that he has been removed from all DTE email lists with no end date and no process followed as described in the DTE Code of Conduct. Peter Tippett wrote to the board and the secretary asking for an appeal as per code of conduct and received no acknowledgment</p>	<p><i>McDonald, John Magor, Corinne Armstrong</i></p> <p><i>Failed</i></p>
<p>12..2</p>	<p>Board Appropriation</p>	
<p>11/09 18/09</p>	<p>Motion 3 of the agenda</p> <p>That the Board receives an appropriation of \$20,000</p> <p>Details: The Board is requesting an appropriation of \$20,000 for engaging an investigation and complaints handling organisation.</p>	<p><i>Mvd: Sue Helson Supported: Lance Nash, Robin Mc Pherson</i></p> <p><i>PBM</i></p>

	<p>Introduced by SH on 11/09 then adjourned and presented by LN on 18/09 SH asked for proposal deferred LN shared screen of proposal. A link was shared to the chat of the service providers website Mapiens - https://www.mapien.com.au/</p>	
12.3	Food and Travel expenses to be determined by Board and Standing Committees	
18/09	<p>Motion 2 of the agenda: That food and travel expenses requesting reimbursement or funding will be decided in the future by the standing committee or the board, rescinding all previous SGM motions restricting food and travel expenses.</p> <p>Details: Over Covid some budget restrictions which may have made sense at the time are no longer constructive</p> <p>Amended motion: That food and travel expenses requesting reimbursement or funding will be decided in the future by the standing committee, rescinding all previous SGM motions restricting food and travel expenses. Yes: 14 No: 10 Abstain: 1</p>	<p><i>Mvd: Robin McPherson Sup: Mark Rasmussen, Sue Helson</i></p> <p><i>PBM</i></p>
12.4	DTE funds food and drinks	
25/09	<p>Motion 4 of the agenda: This motion replaces the motion from the SGM of 25th June 2020 regarding the purchasing of food and drink with DTE funds.</p> <p>Details: DTE will not pay for any food or drink except I the following situations.</p> <ol style="list-style-type: none"> 1. Confest, including set up and pack down 2. An annual facilitator’s conference per year 3. Working bees that have been ratified by the Organising Committee before their commencement 	<p><i>Mvd: Lindy Hunt Sup: Charlie Dalton-Twist, Kathy Ernst, John Magor, Malcolm Mathews</i></p> <p><i>Abandoned lack of quorum</i></p>
12..5	<u>Rules reminder</u>	
25/09	<p>Motion 5 of the agenda: To reaffirm approved general motions of 29 June 2017 and 6 June 2019 regarding the Board and all individual directors being required to adhere and abide by DTE Rules. Specifically drawing attention to:</p> <p>Rule 38 (3), To maintain a non-executive, wise elder role Rule 38 (4), To foster and develop standing committees of the board . Rule 47 (6), which requires all Board meetings to be advertised, open and minuted, regardless of any euphemisms used. Rule 47 (14) The Board will foster the development of committees and assist and work with them in the performance of their responsibilities. Rule 48 (2) Decision by documents is only for matters that cannot wait for the next board meeting, and must be tabled and minuted at the next open board meeting.</p> <p>To abide by these rules, the board should: * Ensure that committees are provided with necessary information to carry out their roles, including access to such tools as Xero for sufficient Committee members as determined by the committees.</p>	<p><i>Mvd: John Magor Sup: Peter Tippett, Denise Banville, Kathy Ernst, Lindy Hunt, Charlie Dalton-Twist, Malcolm Mathews</i></p> <p><i>Abandoned lack of quorum</i></p>

* If the Board thinks poor decisions are being made by committees that they provide an explanation of the boards reasoning, and any necessary support to those who volunteer time to the Committees.

Preamble:

The purpose of the DTE Board has always been to provide a safe space that volunteers can come and create ConFest together, and for years, the Board operated with open transparent meetings with members participating fully, but in recent years the Board has deviated from this and has centralised power and control around the Board, and successive Boards have been unable to give up this control.

This motion is to remind the Board that the Co-op is the membership, and that the Board are effectively trustees, not owners. It is clear from the Rules, that the directors are to provide encouragement, offer insight and information, and devolve power in a manner that will allow the committees to carry out the operation of DTE.

As well this motion is not only to remind the Directors, but all involved of the importance of the Rules, and the mode of DTE's operation that is intended to serve as an example of a unique and non-mainstream way.

From GM minutes:

Thursday 6 th June, 2019 B. Reaffirm 2017 Motion

To reaffirm 2017 Motion " That the board be required to a not onlydhere to DTE rules, in particular rule 38, which limits its role to a non-executive Board, and that all other committees and workgroups of the co-operative shall be a subcommittee of the four Standing Committees of the Board as defined in rules 47, and notwithstanding rule 47 (16) (ix) which enables the Board to consider any matter of liability of the Board, that should the Board require a committee be stabilised that a request of that nature is communicated to a Standing Committee of the Board with clear terms of reference. The motion is to reinforce a separation of powers between the executive and non-executive, The current arrangement (bookkeeper reporting to the Board) compromises the separation of powers."

Rationale: In 2017 the members tried to send a clear message to the board -

Results - Those For: 23 - Those Against: 5 - Passed by majority. It was a difficult time for the co- operative back then. Times are now different and yet we believe it has not wavered on this position and to reaffirm this motion demonstrates the memberships strength and willingness to take on the tasks of the co-operative

Moved Robin McPherson Seconded Don Royal & Steve Gregory (Scouse) PBC

Thursday 29 nd June, 2017

Motion 4. Organisational Structure

That the board be required to adhere to DTE rules, in partcular rule 38, which limits its role to a non-executive Board, and that all other committees and workgroups of the co-operative shall be a subcommittee of the four Standing Committees of the Board as defined in rules 47, and notwithstanding rule 47 (16) (ix) which enables the Board to consider any matter of liability of the Board, that should the Board require a committee be stabilised that a request of that nature is communicated to a Standing Committee of the Board with clear terms of reference." The motion is to reinforce a separation of

	<p>powers between the executive and non-executive, The current arrangement (bookkeeper reporting to the Board) compromises the separation of powers.</p> <p>Proposed by Troy Reid Carried with 82%</p> <p>From the Rules:</p> <p>38(3) The Board must maintain a non-executive, wise elder role and ensure that the Co-operative fulfils its legal and ethical obligations.</p> <p>(4) The Board is required to:</p> <p>(a) foster and develop and appoint members to Standing Committees of the Board (Clause 47 (16)) as the executive arm of the Co-operative, and</p> <p>(b) ensure that a reporting to the Board structure is set up by these Committees, and</p> <p>(c) ensure that the Board has all the information required to perform its non executive advisory and legal role.</p> <p>47(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.</p> <p>(8) The Organising Committee of the Board is responsible for the day to day running of the Society.</p> <p>48 (2) If urgent decisions are required they may be decided by telephone or Internet provided that five or more Directors are consulted and four or more Directors agree to the decision. The decision is to be minuted in the minutes of the next Board meeting.</p>	
12.6	<u>General Meeting resolution can not be overwritten</u>	
	<p>Motion 6 of the agenda:</p> <p>That the Secretary is instructed to write to the Board Members and Standing Committees reminding them that General Meeting resolutions cannot be overridden by the Board or the Standing Committees.</p> <p>Details: It has recently been voiced in Committee Meetings that General Meeting Resolutions are 'guidelines' and therefore not binding rules that the Board, OC and CC need to abide by. A reminder needs to be sent out to re-emphasis that abiding by General Meeting Resolution is not negotiable.</p>	<p><i>Mvd: Charlie Dalton-Twist Sup: John Magor Lindy Hunt</i></p> <p><i>Abandoned lack of quorum</i></p>
13	<u>Carried Resolutions</u>	<i>Procedural</i>
	<ol style="list-style-type: none"> 1. That the Board receives an appropriation of \$20,000 2. That food and travel expenses requesting reimbursement or funding will be decided in the future by the standing committee, rescinding all previous SGM motions restricting food and travel expenses. 	
14	<u>Next Meeting Date & Time Confirmation (or expectation)</u>	<i>Procedural</i>
	<p>18/09/2023 at 7:30PM 25/09/2023 at 7.30PM - abandoned due to lack of quorum</p>	
15	<u>Meeting Ended</u>	<i>Procedural</i>
	10.30PM	

