

General Meeting Minutes 6th March 2021

Date: 6th March **Time:** 9:00am

Minute Taker: Jenny Skinner

Chairperson: Wayne Skinner

Acknowledgement of Country Yahway - Barri Dhungatti

Housekeeping:

Reminder regarding meeting etiquette.

10:30am tea break

Attendance:

Directors: Wayne Skinner, David Launt, Craig Singleman, Kevin Harper

Members: Jenny Skinner, Larry Knight, Wayne Ellis, Bron Little, Tony Roberts, Louise Roberts, Roger and Belinda Ball, Peter O'Hara, Julica Jungehuelsing, Sue Loudon, Ralph V Hurst, Alwyn 'Alby' Hunter, Rob Hewitt, Steve Campbell, Russell Childs, Daniel Rose

Apologies: Bruce Hore, Callum Lawson, Nick Reid, John and Anne Tennock, Luke and Ishbel Keenan, Trinh Nguyen, Ric Marie, Jac Larsen, Dennis and Denise Cobourn, Rose Mahor

Visitors: Samantha Wong, Andrew Barson, John Scott, Berick Henderson

Proxies: Nick Reid & Anna Du Chesne appoint Peter O'Hara. Ric Marie appoints Julica Jungehuelsing. Denise Coburn appoints Bronwyn Little. Harvey Creswell appoints Stephen Campbell. Petra Kuessler appoints Steven Campbell. Bruce Hore appoints Steve Campbell. Nityama Martin appoints Dave Launt. Mark Green appoints David Launt. David Van Meg appoints Dave Launt.

Confirmation of previous minutes: (Chair)

PROPOSAL: To accept the previous Minutes.

PROPOSED: Wayne Skinner

SECONDED: Roger Ball

Carried

10 For carried, 3 abstain

To be signed by Chairperson and Director

Treasurer's Report & Work Claims: (John)

6 member overdues amounting to approx \$2,000

PROPOSAL: To accept Treasurer's Report and Work Claims.

PROPOSED: Wayne Skinner

SECONDED: Peter O'Hara

Carried. unanimously

Visitors – John Scott and Berick Henderson. John wants to join the co-op. He is a full time artist, lives at Port Macquarie, cared for his mum till she passed away – last year. He heard about Beranghi at Coffs Harbour and consequently found Goolawah.

Business arising:

1. Camp Kitchen – Disabled Toilets (Wayne) Update - Budget of \$10,000.

\$4,000 left to finish the project.

2. Farm Insurance (Wayne)

Coverforce and Gallagher are the providers who have quoted. Coverforce looks promising. Covered for liability. Saving \$4,000.

Roger - Does it cover vehicles that are unregistered? Dan will follow up. Management liability included. Current insurance expires mid year. Farm insurance ended in February 2021, but will swap over to Coverforce.

3. Koala Habitat Program (Craig)

Craig, Julica and Peter attended public meeting at Crescent Head Hall organised by Olivia Kemp of Local Land Services (LLC) to discuss 'Koalas in Hastings-Macleay area of NSW' program. Craig's overview and meeting notes posted online. The opportunity looks positive. Biodiversity Conservation Trust (BCT) funding up to \$15,000 a year over 3 years. EOI start with areas that may be suitable. Area chosen here is the Beach Track east, Section E. Pretty much all swamp land; a small rainforest. Initial engagement is 3 years may lead to in perpetuity. Restrictions; no cattle and no clearing of land allowed. Management plan to improve trails, fire tracks, weed control or other habitat protection measures, will trigger funding. Grant money is just for designated koala area. LLC/BCT will do a survey at Goolawah if it continues.

4. Co-Operative Secretary (Board)

Board has sent a response to Steve's request for clarification regarding his job performance are awaiting his response.

5. Gravel purchase for internal roads potholing

Road base for pot holing roads has been delivered.

Action: Dave to organise a working bee with Chris Jone's equipment to help. Use compactor to compress the potholes.

6. Complaints policy Update (Bruce and Nick)

Notes of 16 Jan community meeting published on the website. Will update at the next meeting as Bruce and Nick are not in attendance today.

7. Fire Plan update (Craig)

In progress. Craig has developed a fire action plan. Had a meeting with Fire Squad. Main concern is people keeping their sites prepared for fire. If anyone needs assistance to contact Craig.

Permits are not required now for burning. Get Men's Shed to help out with clearing and burn offs. Illa Langi Road needs work. Some sites still don't have lot numbers on display, signage. Update the co-op site map with newer dams etc.

Russell requested assistance to be fire ready.

Action: Craig to investigate.

8. Move member payment period from 90 days to 30 (Board)

Proposal: To change the member payment term period from 90 days to 30 days.

Proposed: Wayne Skinner

Seconded: Craig Singleton

Rationale: There appears to be an issue with paying levies by the due date because of the overlap with the Due date and the New Invoice date.

Unfortunately because of this members find they have interest charges for over-dues. To avoid the issue of overlapping the Due Date with the New invoice this proposal is to change the terms. The change would be in the Finance policy where 90 days would be changed to 30 days and a definition of the due date would be included.

Carried.

For 14, - 3 against – 1 abstain.

Discussion included, paying in advance, improving the invoice to put an annual amount on the invoice and pay for the year ahead.

9. Discussion re AGM nominations of Directors, Treasurer and Secretary (Wayne)

Current Rule 33 for election of Directors limits the ability of the community to prepare nominations for the AGM.

No members at both the February and March General Meetings have raised opposition or issues to the proposal to alter the nomination procedure for election of Directors.

The proposal will be put to the April GM to adopt the model rules as per the Cooperatives National Law, model rules for non-distributing cooperatives with share capital (Part 4 section 47).

Existing Rules and new Rules are in attachment 1 and would be posted online after this GM for the community to review.

Peter asked if we could split the Rule and the procedural component of the rule by placing the procedural component in the by-laws/policies.

Action: Wayne will prepare for next GM with the Policy committee help.

10. Red Hill Tree Planting Ishbel (not present) – Come to meeting next GM. Soil will be coming from Clint's dam excavation.

11. Sand Pit and access road management plan (Board)

Investigation has occurred.

The issues have been split into two. The Access road and the Sandpit.

Access Road.

Ralph installed a detour sign. Lots of different strategies available. Stopping vehicle access with a sign was the first step.

Access to the fire trail is available via the Southern track.

Sandpit.

Suggestions exist to expand out of the sand pit; or close it and start a new sand pit.

Investigation to continue.

12. Governance Training

Sam Byrne is available in April. We have suggested Saturday morning 24th. We will send out a notification via the Web and Phone Tree for attendance. Cost for reduced model is \$900, plus accommodation. Budget is \$2,000.

Action: Wayne to send out notification.

Share Certificates – new ones printed for members to collect.

Director's meeting minutes (Wayne)

Available online.

Secretary's Report: (Wayne)

Incoming 37, 28 outgoing. Hones Lawyers, Traffic engineers, Michael Moey wanted his share certificated mailed.

Finance Committee report: (Wayne)

A Committee Meeting was held on 19 Feb, the minutes are posted on the Web. The 2021/22 Budget was reviewed and updated. This will be completed after the 30 June with feedback suggestions and updated with actuals for approval at the following GM.

Budget running well.

DA Report: (Wayne)

Correspondence is continuing with Hones Lawyers concerning engagement of Geraldine Haig to complete the DA amendment to save on costs as Geraldine can complete the bulk of the Amendment at a lower cost. Discussion is also continuing on which services are necessary from the Traffic engineers. Currently the price estimates are out of budget.

Zoom conference yesterday with Hones Lawyers – Wayne, Peter and Craig. Traffic consultants provided a pricing schedule of \$17,000 for a number of components. The committee advised that this will get down to \$10,000 or less. Approved budget was \$5,000. Traffic measurements would be required on both roads. The additional work will be to review previous engineers report in favour of us not to seal the road. The option to perform a Road Safety audit/check was another component but will be

postponed to lower costs. An option for Goolawah to perform our own traffic measurement would reduce costs was suggested but if we go to court these would need to be performed by the consultants. The Lawyers will ask the Traffic Consultants whether this is possible. Another option to perform a light review on the previous Engineering reports was put to the Lawyers, also to reduce costs.

2016 DA amendment contained quite a good response, with a Vehicles Per Day of 50 – 150 cars before you need to seal taken from Aus Roads Rural Road Design. KSC's Table 1.8 in their Specification indicates 0 – 24 cars per day, unsealed; 20 to 200 cars per day road needs to be sealed is unreasonable. This would be where the Traffic Consultants review would benefit Goolawah.

Spent \$7,500 already for the lawyers, \$2,500 set aside by the Lawyer, in case we don't pay the bills. Steps will be to write and submit the new Amendment to Council before we negotiate. Lawyers said we have a good chance of winning and have a choice in how we proceed which includes submitting the Amendment, waiting for 42 days for the council not to approve, then either submitting the court documents or beginning negotiation with Council. The response from the Lawyers stated the demands from the Council were unreasonable and unlawful in places. Lawyers are keen to close this matter asap in particular before Maria River Road is sealed.

Proposal: to approve an increase in the budget assigned to Traffic Consultants from \$5,000 to \$10,000.

PROPOSED: Wayne Skinner

SECONDED: Peter O'Hara

Carried unanimously

For 10; Against 0; Abstain 7

Road Report

Callum and George/GME have inspected Nevertire and Illa Langi condition, and George has estimated maintenance work at \$10-12,000 excluding material, with total cost approx \$20,000.

Nevertire Road upgrade. (Wayne)

On hold depending on progress with our Lawyers and Council.

Complaints

Nick to provide a more detailed update next month.

Wayne stated one new complaint raised this month. The board closed the complaint as it was unable proceed but advised the complainant and the complaine to resolve or seek mediation or external means.

Other complaints against the board and other parties have been closed.

One outstanding complaint remains.

Policy Report

Bruce to provide an update next month.

Machinery Report: (Kevin)

New tractor is ok to be used.

Old tractor still out of order.

Membership Report

Question raised on the New Membership policy and any progress.

Action: Adam to provide an update at the next GM.

Fire and Flood Report: (Craig)

Goolawah managed to escape floods this time considering a lot of rain over last 3 months.

SES food drop would be available if we are flooded in for an extended period.

Social Committee Report: (Craig)

Ongoing social activities – Friday Beer O'clock. Thanks for those who use the Camp Kitchen and keep it clean. Thank you for taking your rubbish with you.

Clint and Noami Campisi back next month – musical being organised.

Larry – G week was to be at the end of 2020, cancelled due to covid and now planned for Oct as 21st birthday celebration

Monthly communal meal every 3rd Saturday is still scheduled.

Easter Saturday organised for a music and food night.

All General meetings scheduled to go ahead as usual on the First Saturday of each month.

General Business / new items:

Discussion about Q Fever, a bacterial infection gained from kangaroo poo – vaccination is available.

Ratification of Members:

Proposal: To ratify Andrew Barson and Yi Yan Samantha Wong and to transfer share numbers 7 and 6 respectively. Andrew and Samantha will each have individual membership but will hold the shares jointly with Andrew first on share 7 and Samantha first on share 6. As such Stuart Pougher's membership will cease.

Rationale: Andrew Barson and Samantha Wong have been approved as members. Andrew and Samantha have paid the Share transfer and membership fees as individual members and have completed the Transfer and Ratification forms as separate members.

PROPOSED: Wayne Skinner

SECONDED: Julica Jungehuelsing

Carried: unanimous

Proposal: To ratify Stephen Hall and Justine Shaw to transfer share 25 to them jointly. As such Anne Wilson's membership will cease.

Rationale: Steve and Justine have completed the Membership process and have been accepted by the community as eligible for Membership. Steve and Justine have paid the Share transfer and membership fees as joint members and have completed the ratification forms and transfer forms as joint members.

PROPOSED: Wayne Skinner

SECONDED: Julica Jungehuelsing

Carried: unanimous

End of Meeting Time: 10.53am

Next meeting remains as scheduled, the first Saturday of each month at 9:00am.

Attachment 1.

Nomination for Directors, Treasurer and Secretary existing and New Rule

Existing Rules

33. Election of directors
(CNL ss173, 179)

- d. All directors shall retire at each annual general meeting prior to the calling of nominations for new directors.
- e. A retiring director shall be eligible for re-election without nomination, subject to the person holding the qualifications specified in Rule32.
- f. At an annual general meeting at which a director retires or a casual vacancy occurs, the vacated office may be filled by electing a person to it.
- g. Nominations for candidates to fill the vacant positions shall be sought during the meeting.
- h. The election of directors shall be decided by a show of hands, unless a poll is demanded, and determined by a two-thirds majority of those members present and voting.

New Rules

This change is to adopt the model rules as per the National Cooperatives regulations Schedule 7 Model Rules for a non-distributing cooperatives with share capital with respect to the election of directors with a change of the length of term of a director. That is Part 4 section 47 First directors and election of Directors.

33. Election of directors (CNL ss173 & 179)

The term of office of directors is to be not more than one (1) year ending on the day of the annual general meeting after the formation meeting.

Note. The board may require that directors' terms are of different length to enable rotational retirement.

The term of office of directors elected, is to commence from the annual general meeting at which they are elected and ends on the day of the following annual general meeting thereafter.

The members of the board are to be elected in the manner specified in this rule.

At an annual general meeting at which a director retires, the vacated office may be filled in the following manner:

- (a) At least 6 weeks before an annual general meeting, the board must:
 - (i) notify all members of the number of directors retiring at the annual general meeting; and
 - (ii) advise the members of:
 - (A) their eligibility to nominate as a director; and
 - (B) the duties and responsibilities of a director; and

- (C) the anticipated remuneration (if any); and
- (D) the nomination and election procedures.

(b) A notice must also be displayed at the place of business of the co-operative inviting nominations of nominees to serve as directors.

(c) A nomination must:

- (i) be signed by 2 or more members; and
 - (ii) provide details of the qualifications and experience of the person nominated; and
 - (iii) be accompanied by a notice in writing signed by the nominee consenting to their nomination.
- A retiring director shall be eligible for re-election without completing points (i) or (ii), subject to the person holding the qualifications specified in Rule 32.

Procedural component to go into the By-Laws/policy

(d) The nomination and the notice of consent must be lodged with the secretary of the co-operative at least 30 days before the annual general meeting.

(e) The secretary, or an officer nominated by the board, must give details of each person who has been nominated to members with the notice of the annual general meeting. Details to be provided to members must include:

- (i) the nominee's name; and
- (ii) the nominee's qualifications and experience; and
- (iii) the nominee's length of any previous service as a director of the co-operative or with any other co-operative.

(6) If the number of nominees equals the number of vacancies, the nominees must be declared elected at the annual general meeting.

(7) If there are insufficient nominees to fill all vacancies, the nominees to be declared elected at the annual general meeting and nominations for people to fill the remaining vacancies are to be called from the floor and a ballot held if required.

(8) If the number of nominees exceeds the number of vacancies, the election of directors must be conducted at the meeting by ballot as follows:

- (a) A returning officer is elected at the meeting. The directors, the secretary and anyone who has an interest in the election are not eligible to be the returning officer.
- (b) All nominees are to be listed on the ballot form in alphabetical order.
- (c) The returning officer is responsible for determining the validity of and counting of the votes.
- (d) If there is an equality of votes, the outcome must be determined by lot.
- (e) The returning officer is to declare the election results.

(9) If any vacancies remain at the end of the meeting, the vacancies are to be casual vacancies and must be filled in accordance with rules 38 and 39 (casual vacancy and alternative directors).