

# ***General Meeting Minutes 3rd April 2021***

**Date:** 3rd April **Time:** 9:00am

**Minute Taker:** Jenny Skinner

**Chairperson:** Wayne Skinner

*Acknowledgement of Country Yahway - Barri Dhungatti*

## **Housekeeping:**

Reminder regarding meeting etiquette.

## **Attendance:**

### **Directors:**

Nick Reid, Craig Singleman, Wayne Skinner, Kevin Harper, Adam Cvetkovski

### **Members:**

Mayumi Kuwayama, Roger and Belinda Ball, Peter O'Hara and Julica Jungehuelasing, Daniel Rose, Ralph V Hurst, Anna Du Chesne, Ric Marie, Jac Larsen, Petra Kusseler, Steve Campbell, Peter Horne, Samantha Wong, Andrew Barson, Dave Launt (Not Active), Ishbel Keenan, Larry Knight, Rob Hewitt, Mick Clancy (Not Active), Denise Cobourn, Russell Childs, Leah Skinner, Mark Green, Nicola Hore

## **Apologies:**

Wayne Ellis, Bronwyn Little, Trinh Nguyen, Alan Blake, Anthony Griffiths, Bruce Hore

## **Proxies:**

Wayne Ellis – closed proxy with Chair.

Harvey Creswell, David van Megchelen (not active) open proxy with Steve Campbell. Chris Jones, Justin Fitzpatrick (not active), Callum Lawson (inactive) open proxy with Petra. Sam Adermatt (not active), Walter Auer open proxy with Peter Horne.

## **Discussion on members who are not financial**

Legislation states members must be active to vote. Members with overdue fees are not active.

Steve C objected that the community had agreed at a GM to permit members who only had \$10 overdue to pay and vote, but this information was regarded as incorrect, as the minutes of the October 2020 AGM confirm.

**Note:** the community also resolved at the GM in November 2020 that all levies and fees would be paid by close of business prior to a GM for the member to be active.

### **Discussion on the use of proxies**

Resolutions at a General meeting are voted via a show of hands. Proxies must only be counted during a Poll, which is a secret ballot called by either the Chair or the Floor.

The Overdue report showed 6 members either represented by proxy or present were not active.

### **Confirmation of previous minutes: (Chair)**

**PROPOSAL:** To accept the March GM Minutes.

**PROPOSED:** *Wayne Skinner*

**SECONDED:** *Dan Rose*

*Carried.* To be signed by Chairperson.

### **Treasurer's Report & Work Claims: (John)**

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

**PROPOSED:** *Wayne Skinner*

**SECONDED:** *Julica Jungehuelsing*

*Carried Unanimously.*

### **Business arising:**

#### **1. Membership Ratification resolution (Craig)**

**Proposal:** To ratify John Brumpton and to transfer Share 17 to him, as such Ingrid Barrett's membership will cease.

**Proposer:** Trinh Nguyen

**Seconder:** Craig Singleman

#### **Rationale**

John has been accepted into Membership. John has paid the Share transfer and membership fees as an individual member and John has completed the Ratification forms, and Transfer forms with the respective member, as such John is eligible for Ratification at this GM.

**Carried**      **Unanimously**

#### **2. Proposal: Special Resolution**

**To adopt the model rules as per the National Cooperatives Model Rules for non-distributing cooperatives with share capital. That is Part 4 section 47, however, with specific changes to suit Goolawah Cooperative as detailed in Attachment 1.**

**Proposed:** Wayne Skinner

**Seconded:** Craig Singleman

A vote for a Poll was called from the floor.

The motion was **Not Carried**.

**Note 1:** After community discussion, a straw vote through a show of hands indicated the members present wanted to vote on the motion.

**Note 2:** two members who were inactive voted at the meeting. This would not have influenced the outcome of the vote.

It has been pointed out that the wording "Special Resolution" must have been included in the notification on the Web with the wording for the proposal. As this was not included the resolution is void. As the motion was not carried this has no impact.

### **3. Local Land Services guest to talk about Koala Protection Programme.**

Due to the flooding LLS could not attend the first meeting. This is now scheduled for the **Next meeting**.

### **Director's meeting minutes (Wayne)**

Available online.

#### **Discussion on the Director's meetings.**

Clarification on observers at Director's meetings requested and consequences of the disruptive behaviour of the guests was discussed.

The chair informed the community there were interruptions at the Director's meetings in March and December. Guests were informed of meeting etiquette and of the standing orders for Director's meetings for guests. In the case of the March director's meeting guests were disruptive and intimidating.

Peter O – how do we improve this in the future. Observers are not to disrupt the directors meeting.

Chair - Goolawah meeting etiquette is required and guests at a Director's meeting are observers unless requested to participate by the chair. If interruptions occur the guest is asked to refrain, if they continue to interrupt they are asked to leave, if they do not leave and continue to interrupt the meeting is closed.

The poor behaviour was considered inappropriate and an incident has been raised.

Nicola raised an issue suggesting that the board is not being inclusive of Bruce as he works and is unable to attend Directors meetings. Nicola stated Bruce represents Goolawah's members who aren't happy.

Chair - All Directors are invited and included to meetings, including Bruce. Bruce has attended 8 out of the last 10 director's meetings. Bruce placed his apologies at the Good Friday Meeting and he advised in writing it should go ahead. Directors respond to meeting requests with availability, times are agreed when a quorum is available, but in most cases, when 5 directors are available, directors are responsible to ensure their availability or apologies.

Steve objected stating at the 1<sup>st</sup> Directors meeting it was agreed meetings would be at CK at 3:30pm.

Chair - a director Meeting was scheduled for the Wednesday 10 days before the GM but Steve has misunderstood that directors can call meetings giving 48 hrs notice or if the matter is urgent less time is required.

### **Secretary's Report: (Wayne)**

#### **Correspondence.**

#### **Governance Training**

Sam Byrne will be here Saturday morning April 24<sup>th</sup> at 9am. We will send out another notification via the Phone Tree for attendance prior to the meeting.

**Share Certificates** – new ones printed for members to collect.

Please email [Secretary.Goolawah@gmail.com](mailto:Secretary.Goolawah@gmail.com) to arrange for Wayne to send or collect.

#### **Farm Insurance (Wayne)**

Progress on Insurance. Coverforce and Gallagher are the providers who have quoted.

**Proposal:** To change insurance cover from Gallagher Insurance to Coverforce insurance.

**Proposed:** Wayne Skinner

**Seconded:** Peter O'Hara

*Unanimously Carried*

Rationale: Goolawah paid a total of \$7037 for Farm Insurance and Liability through Gallagher. Coverforce quote is \$2,604 for this cover plus contents.

Unregistered vehicles are covered on private property only, not public roads. Driving on the Crown road is at your own risk and is not covered by insurance.

It does cover drowning in our dams.

### **Understanding Proxies**

As per Earlier discussion.

Note to be posted to Web.

### **Finance report: (Wayne)**

Budget running to plan.

### **GST exposure**

Our current level of invoicing for levies is \$101,790.00 per year.

Invoicing Share Capital Contributions and Joining Fees for four new members this year have increased this by \$63,255.00.

Credits for Share Capital Refunds to departing members reduce the total by \$28,000

The total annual turnover then looks like \$137,445.00, so we need to be careful about the possibility of any new share transfers happening [before 30 June](#). Perhaps the membership team should be advised that there is a moratorium on new memberships until [after 30 June](#).

If we exceed the \$150,000 threshold we would be required to register for GST and either add 10% to our levies to cover the GST or accept a reduction in actual revenue because of the GST portion to be paid to the ATO. I can just imagine the amount of consternation and endless discussion this would trigger among our members. Much better to manage it and avoid exceeding the threshold.

**Action:** Adam to ensure no membership ratifications or funds are collected before June 30 2021.

### **Bank Guarantee**

*Our total funds invested with Bank Australia (currently \$297,504.49) exceed the \$250,000.00 covered by the government backed Financial Claims Scheme (FCS). This will increase further with receipts from Q4 invoices to be sent on 1 April. It would seem prudent to transfer some funds from Bank Australia to stay under this limit. Options to consider.*

- *Open a second Term Deposit with NAB (the current one doesn't mature [until 30/05/21](#)).*
- *Wait [until 30/05/21](#) an increase the existing NAB Term Deposit.*
- *Open an account with Coastline Credit Union in Kempsey so that our funds are invested in the local community. (also covered by the FCS).*
- *Other suggestions?*

**Proposal:** To open new account with Coastline Credit Union in Kempsey.

***The community resolve to authorise the treasurer to open an 'any two to sign' on-line banking account with CoastLine Credit Union in Kempsey and to transfer funds as appropriate so that the amount invested in any one bank does not exceed \$250,000.00. Signatories to be decided by the board.***

**Proposed:** Roger Ball

**Seconded:** Wayne Skinner

Unanimously carried.

**DA Report: (Wayne)**

Correspondence is continuing with Hones Lawyers.

Pricing proposal of \$7000 and \$3000 plus GST for items described in the pricing proposal from traffic consultants. Traffic counting to be separate to save \$5000, Goolawah to perform our own measurements.. Take 1 – 2 months to get Section 96 amendment out to Kempsey Shire Council, with Geraldine Haigh producing documentation for Council. Geraldine busy currently helping Councils out with recent floods.

Action: Wayne to arrange traffic counting.

**Road Report: (Callum)**

**Action:** Callum to look at scheduling a working bee to repair pot holes.

Road maintenance expect to exceed our budget but if we do this will be taken to the community to approve extra funding.

**Nevertire Road upgrade. (Wayne)**

On hold depending on progress with our Lawyers and Council.

**Complaints: (Nick)**

One outstanding matter.

**Policy Report: (Bruce)**

**Action:** Bruce and Nick to provide an update on the progress of the Complaints Management policy.

**Machinery Report: (Kevin)**

Progress on Old tractor. Still down with brake issues. Please don't move or clean anything in the machinery shed as the mechanic has parts in order to rebuild.

Auger not working.

**Membership Report: (Adam)**

Adam to provide an update on the New Membership policy and any progress at next meeting.

As per the Finance report, it is suggested to delay any further membership until after 30 June 2021.

**Action:** Adam to monitor

**Fire and Flood Report: (Craig)**

Progress on fire action plan – keep on top of mowing your areas. Burn piles rules have been lifted – suggested action through working bee or men's shed.

Flood – Fortunately a number of people were away and donated their goods.

Had a flood relief committee – Craig, Ishbel, Lexie, Wayne. Neighbours had boats, Judd brought in some food – Craig gave out to families. Dinner on Friday night was well attended. Reimburse families who donated food and fuel. Lot of destruction down Maria River Road. Since 2013 flood a lot has improved with SES, RFS etc. social media.

Russell – refining food parcels for next flood.

Suggestion to pass a motion on helping neighbours out with their cattle etc.

Flood management plan (produced by WMA in 2013) exists on the Goolawah Website. Council shows a plan of flood areas in this area. It is very accurate. That Goolawah Flood management plan gives recommendation for fuel, food, water to store.

### **Social Committee Report: (Craig)**

Ongoing social activities have been occurring.

Sam and Erika – slab parties. Beer o'clock. People are doing their own things. A lot of people have left after the floods so tonight's event is not on.

Monthly communal meal every 3<sup>rd</sup> Saturday are still scheduled.

Talk about rescheduling G week at the beginning of October 2021.

Kevin – parents please keep an eye on your children – worksite area near CK.

Russell – suggested putting on a benefit concert to raise the profile of the co-op and improve our image.

Craig – before G week we put our flyers to the neighbours to invite them along.

Julica – recommend inviting our neighbours to a concert here at Gold Mine Hill.

Sam – suggestion to invite the RFS.

### **General Business / new items:**

1. **Red Hill Tree Planting** - Ishbel to organize a walk around (through phone tree) to discuss ideas for planting on the perimeter.

2. **Projects**

**Camp Kitchen – Disabled Toilets (Wayne)** Update - Budget of \$10,000.  
\$3,795 left to finish the project.

**Red Hill Last Resort** - Sattwa - \$3,000 left in budget. Possible art work on rendered walls. Sattwa will finish the roof lining and eaves 120sqm x 2 for ceiling, purchase of paint and glass for louvres. James – project manager.

**End of Meeting Time:** 11:05am

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