

Wathaurong Aboriginal Co-operative Special General Meeting 2024 Meeting Minutes

1:00pm on Sunday 3rd of March 2024
700-850 Little River-Ripley Rd, Little River



Present: Fiona Schlensog, Greg Reardon, Stephen Walsh, Samantha Watts, Kristi Watts, Sarah Murphy, Taylah Krause, Beth Davis, Simon Flagg, Jay Hickey, Judith Dalton-Walsh, Richard Fry, Meagan Howell, Jake Wilson, Catherine Gibbs, David Tournier, Andrea Tournier, Kay Edwards, Ebony Hickey, Kylie Clarke, Jasmine-Skye Marinos, Bri Apma Hayes, Layla Boseley, Kerry Edwards, Mark Thompson, Yohan Kumaran, Kristie Fraser-Lange, Gina Chapman, Wendy Brabham, Jordan Edwards, Naomi Edwards, Eileen Smith, Mark Edwards, Ammie Howell, Phillip King, Glenn Shea, Julie Saylor, Trevor (Reg) Abrahams, Darren Butcher, Nikki Whitfield, Jess Brody, Megan Frazer

Minute taker: Megan Frazer

1. Welcome, attendees and apologies

Motion: Attending members endorse carrying the preceding AGM apologies over to SGM.

Moved: Richard Fry **Seconded:** Fiona Schlensog

Motion Carried

Colleen Howell, Belinda Foley, Renee Howell, Wayne McEwen, Mia Reilly-Shea, Finn Reilly-Shea, Jo Chester, Mick Ryan, Joleen Ryan, Fiona Ryan, Tahlia Dempsey, Todd Fry, Taneika Walsh (EH), Naomi Surtees, Gwenda Black, Tracee Delphin, Joel Apma Hayes, Craig Edwards, Lachy Edwards, Ngarra McEwen, Lyn McInnes, McKenzie Chapman, Rily Chapman, Greg Edwards, Jason Edwards, Patrick Tanner, Ilona Sliwa, Nellie Flagg, Jordan Flagg, Jason Flagg, Simon Thorne, Michael Thorne, Dai Rogers, Jason Kanoa, Rose De Jong, Merryn Apma, Candice Edwards, Tamara Edwards.

2. Minutes of the previous meeting of members

The 26 February 2022 Community Meeting Minutes were tabled; there were no questions, comments or actions arising.

Motion: Wathaurong Members accept the Community Meeting minutes of 26 February 2023.

Moved: Richard Fry **Seconded:** Ebony Hickey

Motion Carried

3. Special resolutions

CEO, Simon Flagg, presented the Rulebook proposed amendments.

Motions: The members resolve:

1. that **General Changes** that apply to the relevant legislation, being the Co-Operatives National Law and Regulations is adopted and applied to the Model Rules as far as applicable and that the Rulebook is amended accordingly, where required.

Moved: Richard Fry
Seconded: Samantha Watts
This resolution was passed

2. that the Objectives of Co-operative reflected in Rule 5 be amended to reflect the deletion of the reference to organisations approved by the Commissioner of Taxation which

Moved: Fiona Schlensog
Seconded: Samantha Watts
This resolution was passed

is replaced with a fund, authority or institution which is charitable and gifts to which are deductible.

3. to amend Active Membership Provisions, Rule 7 to reflect:
The primary activity of the Co-operative is to provide holistic programs that strengthen and support our member's Community connection, culture and wellbeing aspirations. Establish and maintenance of active membership by attending Community meetings, events and accessing supports provided by the Co-operative during a 12-month period.
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Moved: Gina Chapman
Seconded: Samantha Watts
This resolution was passed

4. to amend Rule 23 to reflect and include:
- that the approval of any payments or fees to directors, be included as ordinary business at a General Meeting.
 - Members approval to remunerate the Directors annually for a fee that does not exceed \$30,000.
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Moved: Richard Fry
Seconded: David Tournier
This resolution was passed

5. to amend Rule 32 to reflect how the business of Co-operative operates, proposed inclusion:
- (1) The business of the Co-operative is to be managed by or under the direction of the board, and for that purpose the board has and may exercise all the powers of the co-operative that are not required to be exercised by the co-operative in a general meeting.
- (2) There shall be no less than five (5) directors appointed to the Board and no more than seven (7) directors appointed.
- (3) Provided that a nomination occurs, there shall be one (1) director role dedicated for Colac and one (1) director role dedicated for Wyndham. If no nominations are received from Colac or Wyndham the number of directors will not exceed five (5).
- (4) A director must be -
- (a) a natural person; and
 - (b) not less than 18 years of age.
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Moved: Jayden Hickey
Seconded: Ebony Hickey
This resolution was passed

6. to insert a new Rule 34 to allow for the appointment of a CEO, which is proposed as follows:
- (1) The board may, if it considers appropriate, appoint a person to be responsible for the day-to-day management of the Co-operative. The person may be a director or the secretary or a member of the Co-operative or some other person.
- (2) The appointed person is the chief executive officer of the Co-operative, and may be called the chief executive officer or (if a director of the board) the managing director.
- (3) The conditions and the period of appointment including termination must be decided by the board.
- (4) The chief executive officer is not entitled to be present or to vote at a meeting of directors on a motion concerning the conditions of his or her own appointment, conditions of service or termination of service.
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Moved: Meagan Howell
Seconded: Kerry Edwards
This resolution was passed

- (5) The chief executive officer can be required to be an active member of the Co-operative.
- (6) In the event of any conflict between the terms of the appointment of a person as the chief executive officer and that person's obligations or privileges under the Law, the terms of the Law prevail over the terms of appointment.

7. to vary Rule 35 by replacing the year 2020 with 2023/2024.

Moved: Stephen Walsh
Seconded: Meagan Howell
This resolution was passed

8. to vary Rule 36 to reflect that the Co-operative will no longer advertise their notice of the annual general meeting in the Geelong Advertiser and instead will place the notice at the registered office of the Co-operative.

Moved: Naomi Edwards
Seconded: Kylie Clarke
This resolution was passed

9. to vary Rule 37 to enable the appointment of Directors, as follows:

Moved: Kristi Watts
Seconded: Richard Fry
This resolution was passed

- (1) The ballot for the election of directors must be conducted at the annual general meeting in the manner that the board directs.
- (2) If the number of persons who have been nominated equals the number of vacancies, the nominees must be declared elected at the annual general meeting.
- (3) 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.
- (4) If, at the annual general meeting at which an election of directors ought to take place, the place of the retiring directors is not filled, the board shall treat any place not filled as a casual vacancy and shall be filled in accordance with rule 46 of these rules.

10. to vary Rule 39 to provide transparency and process of the removal and consequential appointment of Directors.

Moved: Kristi Watts
Seconded: Richard Fry
This resolution was passed

11. to vary Rule 40 to reflect and include that:
A director of the Co-operative is entitled to receive

Moved: Richard Fry
Seconded: Mark Edwards

remuneration in accordance with section 203 of the Law. The Members further resolve to remunerate the Directors annually for a fee that exceeds no more than \$30,000.

This resolution was passed

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12. to amend Rule 41 to include further points 2 to 5 (inclusive) as follows:
- (2) The co-operative or the board may by resolution revoke all or part of the delegation at any time.
 - (3) A power delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the delegation.
 - (4) A delegation under this rule may be given on conditions limiting the exercise of the power delegated, or time or circumstances.
 - (5) Despite any delegation under this rule, the board may continue to exercise the power delegated.

Moved: Richard Fry
Seconded: Kerry Edwards
This resolution was passed

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13. that Rule 44 be amended to reflect that a quorum is 51% of the number of directors (or if that percentage of the number of directors is not a whole number, the whole number next higher than one half).

Moved: Mark Edwards
Seconded: David Tournier
This resolution was passed

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14. to vary Rule 47 by including a new item 1 that reads as follows:
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- (1) This rule applies if the Co-operative chooses to authenticate a document under the common seal of the Co-operative.

Moved: Richard Fry
Seconded: Meagan Howell
This resolution was passed

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15. to amend Rule 48 and include two further items, proposed as follows:-
- (1) Members of the Cooperative have free access to the records and registers referred to in section 214 (I) of the Law.
 - (2) Members do not have access to the minutes of board or committee meetings, however may request access to any such minutes in writing addressed to the board. The board may provide access to board or committee minutes at its discretion and is not required to give reasons for its decision.
 - (3) A person is entitled to make a copy of entries in a register specified in section 601 (1) of the Law
 - (a) if the copy is a photocopy or electronic copy, on payment of a fee of \$! per page to a maximum of \$20; and
 - (b) in any other case, free of charge.

Moved: Samantha Watts
Seconded: Naomi Edwards
This resolution was passed

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16. to vary Appendix 1, being the Boundary of Wathaurong Aboriginal Co-operative to clarify for the Co-operative and its members.

Moved: Stephen Walsh
Seconded: Ebony Hickey
Abstained: Mark Edwards
This resolution was passed

17. that any of the Special Resolutions passed by the Members be included in the Rulebook and the Rulebook be amended to reflect same, subject to the formal approval of Consumer Affairs Victoria.

Moved: Richard Fry
Seconded: Jordan Edwards
This resolution was passed

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4. **Finance report**
 5. **Infrastructure report**
 6. **Commitment to Action framework**

Members agreed that Items 4, 5 and 6 were to some extent covered in the AGM so can therefore be deferred.

7. **Other Business**

CEO advised that the Wathaurong Board are in discussions to purchase Narana. Some Community members invited everyone to upcoming activities including Treaty Assembly events in Geelong and Colac, and the next Local Aboriginal Education Consultative Group (LAECG) meeting.

Meeting closed: 2:30pm