

Down-To-Earth (Vic) Cooperative Society Limited

**Organising Committee
Executive arm of DTE**

Minutes

Date: **31/08/2020**
 Time: **7:30pm**
 Venue: **Online via Zoom**
 Online: <https://dte.coop/live.meeting>

| # | Item | Raised by: | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----------------|--|---|------------|-----------------|--------------|-----------|--------|-----------------|-------------|------------------|----------------|------------|---------------|--------------|------------------|--------------|--------------|-------------|---------------|-----------|----------------|-------------|------------|---------------|---------------|------------|--|--|--|
| 1 | <u>Meeting Started</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 7:34pm | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | <u>Election Of Chair</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Chairperson: Tania Morsman, John Magor chairs at 9:56pm, Tania at 9:59pm Minute Keeper: Vanessa Ernst | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | <u>Attendance</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <table border="0" style="width: 100%;"> <tr> <td style="width: 33%;">David Cruise</td> <td style="width: 33%;">John Magor</td> <td style="width: 33%;">Robin McPherson</td> </tr> <tr> <td>Darrell Reid</td> <td>John Reid</td> <td>Scouse</td> </tr> <tr> <td>Darren Geraghty</td> <td>Kathy Ernst</td> <td>Skye Fitzpatrick</td> </tr> <tr> <td>Deb Moerkerken</td> <td>Lindy Hunt</td> <td>Steve Poynton</td> </tr> <tr> <td>Donald Royal</td> <td>Malcolm Matthews</td> <td>Suzie Helson</td> </tr> <tr> <td>Ellen Brogan</td> <td>Mark Helson</td> <td>Tania Morsman</td> </tr> <tr> <td>Ian Hales</td> <td>Martin Schwarz</td> <td>Trevor Pitt</td> </tr> <tr> <td>Jack Wells</td> <td>Peter Tippett</td> <td>Vanessa Ernst</td> </tr> <tr> <td>Jenni Tarr</td> <td></td> <td></td> </tr> </table> | David Cruise | John Magor | Robin McPherson | Darrell Reid | John Reid | Scouse | Darren Geraghty | Kathy Ernst | Skye Fitzpatrick | Deb Moerkerken | Lindy Hunt | Steve Poynton | Donald Royal | Malcolm Matthews | Suzie Helson | Ellen Brogan | Mark Helson | Tania Morsman | Ian Hales | Martin Schwarz | Trevor Pitt | Jack Wells | Peter Tippett | Vanessa Ernst | Jenni Tarr | | | |
| David Cruise | John Magor | Robin McPherson | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Darrell Reid | John Reid | Scouse | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Darren Geraghty | Kathy Ernst | Skye Fitzpatrick | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Deb Moerkerken | Lindy Hunt | Steve Poynton | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Donald Royal | Malcolm Matthews | Suzie Helson | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ellen Brogan | Mark Helson | Tania Morsman | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Ian Hales | Martin Schwarz | Trevor Pitt | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jack Wells | Peter Tippett | Vanessa Ernst | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jenni Tarr | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | <u>Confirmation of Previous Meeting Minutes</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | 27/08/2020 OC minutes | <i>Moved: Kathy Ernst Seconded: Deb Moerkerken P.B.C.</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | <u>Task Check List</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | <i>NO PROGRESS WORK IN PROGRESS COMPLETE NO LONGER RELEVANT TAKEN OVER BY ?</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | <u>Correspondence / Payments</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 7 | <u>WH&S</u> | <i>Procedural</i> | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| 8 | <u>Agenda Items From Previous OC Meeting</u> | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| | <p>Agenda Item 10258: Budget for Legal Advice</p> <p>Agenda details: The Board passed a motion requiring all General Meeting Motions to be determined by electronic voting and this conflicts with the DTE Constitution. The Board has been spending OC money and delaying the payment of funds approved by the OC and CC. The Board has been passing many non-urgent motions as Motions by Circular and often these motions are not tabled at the next Board meeting. Some director spending may be in contravention of the DTE Constitution and the CNL. We need to get legal advice to stop the speculation and rumour circulating among the membership.</p> <p>Motion: That the OC approves a budget of \$4990 for Mark Helson and Denise Banville to seek legal advice on matters relating to the Board overstepping its powers and contravening the DTE Constitution and that the money is placed on John Reid’s card.</p> <p>Item by: Mark Helson</p> | <p><i>Moved: Mark Helson</i> <i>Seconded: Steve Poynton P.B.C.</i></p> |
| | <p>Agenda Item 10256: Reject Board Motion re Election Buddy</p> <p>Agenda details: On 19 August 2020 the Board passed the Motion by Circular “that in accordance with DTE Rule 35 clause (2)(d) the Board hereby requires that all resolutions presented at General Meetings must be decided by electronic postal ballot using ElectionBuddy or similar software.” This motion conflicts with the DTE Constitution. The Board has failed to show how Election Buddy will satisfy Rule 34(5) which requires a decision to be made only after discussion and an attempt to reach consensus. The Board has failed to show how Election Buddy will satisfy Rule 34(6) which requires a show of hands (i.e. everyone else in the room can see who is voting and how they are voting). With online meetings we have accepted a verbal Yes / No as the online version of a show of hands) The Board has not explained how Election Buddy will be set up to comply with Rule 33 (1) which requires that the motion has been fully discussed at the meeting before voting commences. The Board has not explained how Election Buddy will comply with Rule 33 (1)i which allows amendments to the original motion. The Board has not explained how Election Buddy can comply with Rule 33 (2)(c) and verify that each voter was in the room and attending the discussion.</p> <p>Motion: That the OC rejects the Board motion requiring electronic voting to be used for all General Meeting motions as it conflicts with the DTE rules.</p> <p>Item by: Mark Helson</p> | <p><i>Moved: Mark Helson</i> <i>Seconded: John Magor P.B.C.</i></p> |
| | <p>Agenda Item 10255: SGM Voting</p> <p>Agenda details: The board made a decision about general meeting motions that is contrary to our rules, will serve to stifle discussion, and may cause a crisis that will prevent general meeting from happening. Given that Rule 47 specifically delegates this authority to the OC, I believe the OC should step up and ensure that we can hold general meetings in accordance to our rules.</p> <p>Motion: That the OC sends a statement to members clarifying the rules and method of voting at General Meetings.</p> <p>Item by: Steve Poynton</p> | <p><i>Moved: Steve Poynton</i> <i>Seconded: Lindy Hunt, David Cruise P.B.C.</i></p> |

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| | <p>Agenda Item 10257: That as the OC considers the Board motion requiring Electronic Voting for all General Meeting Motions is invalid</p> | |
| | <p>Agenda details: That as the OC considers the Board motion requiring Electronic Voting for all General Meeting Motions is invalid, The OC requests that the General Meeting Working Group continue with the SGM as normal.</p> <p>Motion: That as the OC considers that the Board motion requiring Electronic Voting for all General Meeting Motions is invalid, The OC requests that the General Meeting Working Group continue with the SGM as normal.</p> <p>Item by: Mark Helson</p> | <p><i>Moved: Mark Helson</i> <i>Seconded: John Magor</i> <i>P.B.C.</i></p> |
| | <p>Agenda Item 10502: GMWG access to member database</p> | |
| | <p>Agenda details: The Board motion that general meetings hold all votes electronically requires those responsible for running the meeting to set up that voting. To prevent this would be to inhibit the ability for the OC to carry put its function as set out in the Rules. There is some discussion around the correctness of the Board's motion, however, the GMWG must prepare for all outcomes. To this end, the GMWG must be ready for an electronic vote.</p> <p>Motion: That in order to enact the motion passed by the Board relating to postal voting at General Meetings, the members of the General Meeting Working Group (Tania Morsman and John Reid) be given access to the Memcom database.</p> <p>AMENDED MOTION: The members of the General Meeting Working Group (Tania Morsman and John Reid) be given access to the Memcom database.</p> <p>Item by: John Reid</p> | <p><i>Moved: Lindy Hunt</i> <i>Seconded: John Magor, Trevor Pitt</i> <i>P.B.C.</i></p> |
| | <p>Agenda Item 10241: Agenda for the board</p> | |
| | <p>Agenda details: The board has done a lot recently to that does not sit well with DTE rules and to also distance itself from members and volunteers. The purpose of this motion is to remind the board of its duty and also DTE rules.</p> <p>DTE rule 33 (iv) seek the consent of the meeting in determining the content and order of the agenda and the consent of the meeting in altering the order of the agenda.</p> <p>DTE rule 38 (5) The Board is to actively involve members in being part of the executive arm of the Co-operative through voluntary participation in the primary activity and in the running of the Co-operative.</p> <p>DTE rule 47 (a) Agenda: (i) the Organising Committee of the Board will collate the agenda. (ii) the agenda will list all items contributed by Directors and active members for consideration. (iii) and be available 48 hours before the meeting. (iv) items on the distributed agenda take priority during the meeting.</p> <p>DTE rule 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>I am happy for this item to be discussed in my absence.</p> | <p><i>Moved: Peter Tippett</i> <i>Seconded: Deb Moerkerken</i> <i>P.B.M.</i></p> |

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| | <p>Motion:</p> <p>(1) That the OC informs the board that all members are active participants of meetings of the board as described in DTE rules 33, 38 and 47.</p> <p>(2) That the OC continues to use the agenda functions available on data.dte to collate agenda items for the board to be considered as priority as described in DTE rule 47 for the purpose of supporting DTE rules 33, 38 and 47.</p> <p>(3) That the OC reprimands the DTE board for its recent efforts to silence members during meetings of the board as well as form its own agenda to be used as priority.</p> <p>Item by: Peter Tippett</p> | |
| | <u>Carried Resolutions</u> | <i>Procedural</i> |
| | <ul style="list-style-type: none"> • Item 10258: the OC approves a budget of \$4990 for Mark Helson and Denise Banville to seek legal advice on matters relating to the Board overstepping its powers and contravening the DTE Constitution and that the money is placed on John Reid's card. • Item 10256: the OC rejects the Board motion requiring electronic voting to be used for all General Meeting motions as it conflicts with the DTE rules. • Item 10255: That the OC sends a statement to members clarifying the rules and method of voting at General Meetings. • Item 10257: That as the OC considers that the Board motion requiring Electronic Voting for all General Meeting Motions is invalid, The OC requests that the General Meeting Working Group continue with the SGM as normal. • Item 10502: The members of the General Meeting Working Group (Tania Morsman and John Reid) be given access to the Memcom database. • Item 10241: (1) That the OC informs the board that all members are active participants of meetings of the board as described in DTE rules 33, 38 and 47. (2) That the OC continues to use the agenda functions available on data.dte to collate agenda items for the board to be considered as priority as described in DTE rule 47 for the purpose of supporting DTE rules 33, 38 and 47. (3) That the OC reprimands the DTE board for its recent efforts to silence members during meetings of the board as well as form its own agenda to be used as priority. | |
| | <u>Actions to be taken</u> | <i>Procedural</i> |
| | <ul style="list-style-type: none"> • Tania Morsman and John Reid to discuss how to get access to the MemCom database • Peter Tippett to write to the board when the minutes are published • Lindy Hunt to write the next meeting date and time into data.dte.org.au | |
| | <u>Next Meeting Date & Time Confirmation</u> | <i>Procedural</i> |
| | 10/09/2020 after the CC meeting | |
| | <u>Meeting Ended</u> | <i>Procedural</i> |
| | 10:35pm | |