

**DRAFT MINUTES OF THE MAPLE STREET CO-OPERATIVE SOCIETY LIMITED
38TH ANNUAL GENERAL MEETING**

**Held 24th November 2016 at the Maleny Neighbourhood Centre, 17 Bicentenary Lane,
Maleny, QLD**

1. Welcome and Apologies

- After confirming there was a quorum, Garry Claridge, Chair of the Board of Directors, declared the meeting open at 6:34 pm and welcomed everyone acknowledging the traditional custodians of the land whose sovereignty has not been ceded and cooperators and social enterprisers past and present who paved the way for us.
- Apologies were received from Margi O'Connell and Jeanie Lowe.

2. Confirmation of Minutes of 2015 AGM

- As there were no questions arising from the minutes the following motion was put:

MOTION: That the minutes of the 37th Annual General Meeting of the Maple Street Co-operative Society Limited held 8th October 2015 be accepted as a true and accurate record of the meeting.

Moved: Bev Jorgensen

Seconded: Sue Verstraten

Carried

3. Presentation of the Directors' Report

- Garry Claridge, Chair of the Board, presented the report on behalf of the directors. Refer Attachment 1.
- Co-op Manager, Yacoba Verstraten, thanked the staff, members, directors and volunteers, remembering specifically Noel Law who passed away earlier this year, for his dedication and reliability as a volunteer over many years.

4. Consideration and Acceptance of the Financial Statements and Auditor's report for the financial year 2015/2016

- Garry Claridge explained the Co-op made a trading profit however due to the write-off of the loans to the Maleny Cooperative Club Limited, the final result was a loss. The details are noted in the Director's report at Attachment 1.
- Dorian Pozzan, Financial Controller, was unable to attend so Garry fielded questions from members.
- Alan Harrington queried the accuracy of the lease date in the Auditor's report. Garry to follow up. (See NOTE:1 below)
- Franklin Bruinstroop enquired if the Co-op was financially viable enough to seek finance to expand into the Colin James space should that option be pursued. Garry explained, the current tenant has a lease which requires them to give 6 months notice prior to moving out and at this stage no decision has been made regarding the future use of the space. The new board intends to seek input from

staff and members and consider all options before making a final decision which will be in the Co-op's best interest.

- The following motion was put:

MOTION: That the auditor's report and financial statements for the financial year 2015/2016 be accepted as presented.

Moved: Franklin Bruinstroop

Seconded: Marc Kalifa

Carried

5. Special Motions

- Garry Claridge explained the background to the first motion. The proposed amendment changes the least number of directors from seven to five. The maximum number of directors remains at nine. The reason for this change is to ensure a range of options for the Board and improve the potential for a functioning Board at all times. After some discussion the following special motion was put:

MOTION: "That Section 44 (2) of the Maple Street Co-operative Rules be amended to read:

(2) The Board must have no fewer than five nor more than nine elected directors each of whom

must be an individual, whether as a member of the cooperative, or as a representative of a

corporation member, and at least 18 years old. The number of elected directors to the board

within the range shall be determined by the members in general meeting".

Moved: Garry Claridge

Seconded: Hermann Schwabe

Carried

- Garry Claridge explained the background to the second motion advising it is the result of consultation with staff. The suggested changes remove the impediment for staff to nominate as directors at an AGM making it possible for employees who are otherwise eligible to be voting members to apply for the position of a member-elected director.
- The following members expressed concern about a conflict of interest given the Board employs the Manager: Alan Harrington, Richard Ralph, Hermann Schwabe, Helen Rosenbaum.
- Some staff also expressed concern about a conflict of interest.
- Director, Sammy Ringer, explained the intent was to give staff a better voice, more like a workers co-op. However, Director, Kamala Alister, explained that any member of staff appointed as a director would represent members not be a staff representative.

- Member, Wendy Oakley sought clarification that under the current Rule staff can make representation to the Board. It was confirmed they can via the Manager and the Financial Controller.
- The following motion was then put:

MOTION: That Section 45 (1) of the Maple Street Co-operative Rules be amended to remove any impediment to an employee being elected as a director by:

- 1) Deleting Section 45 (1) (c) not an employee of the cooperative, and***
- 2) Deleting the words “director; and” at the end of Section 45 (1) (b) and replace with “director”.***

Moved: Garry Claridge Seconded: Kamala Alister Lost by more than a 2/3 majorit

6. Election of Directors

- Garry Claridge explained there are a maximum of 9 directors positions and there are 5 vacancies to be filled - 2 directors resigned during the year, Marc Kalifa and Jenny Fitzgibbon are standing down and as Sammy Ringer was appointed as a casual director during the year she is now standing for election by the members.
- Garry Claridge advised that 5 members requested a ballot under Section 38 (3) of the Rules, so the election would be held by secret ballot with Marc Kalifa and Franklin Bruinstroop as the Returning Officers.
- Five nominations were received: Mark Burgunder, Richard Ralph, Yvonne Dipold, Janet Lute and Sammy Ringer. Each candidate introduced themselves and advised why they were standing for election and what skills they would bring to the board.
- Members then cast their votes.

7. Directors Remuneration

- Garry Claridge introduced the following motion:

MOTION: That the directors receive \$40.00 per meeting attended credited to their Maple Street Co-operative shop account and a 5% discount additional to their 5% members discount, making a total discount of 10% on goods purchased.

Moved: Jane Skrandies-Martin

Seconded: Sue Verstraten

Carried

8. Appreciations

- Garry Claridge thanked Jenny Fitzgibbon for organising the bar on behalf of the Lock The Gate organisation and the nibblies showcasing produce from the Co-op. He also advised that at each month's board meeting individuals are

acknowledged who contribute their time and skills to assist the Co-op in many and varied ways and these are noted in the minutes.

- Kamala Alister thanked: Garry Claridge for his work as chair through a difficult time; directors standing down - Jenny Fitzgibbon and Marc Kalifa; the shop Manager, Yacoba Verstraten for her continued hard work; Jill Cutting for stepping in to take the minutes when the Secretary, Margi O'Connell was unable to attend due to a family emergency; and Wendy Oakley for all the work she does and the "professional" look of all that she produces for the Co-op and the Board.

9. Meeting Closed

- Garry Claridge announced that all 5 nominees had received the required 50% + 1 vote = 19 so were duly elected - Mark Burgunder, Richard Ralph, Yvonne Dipold, Janet Lutje, Sammy Ringer. He congratulated the newly appointed directors and thanked Marc and Franklin for acting as Returning Officers.
- Garry declared the meeting closed at 7:45 pm.