



## MAPLE STREET COOPERATIVE SOCIETY LIMITED

### **DRAFT SPECIAL GENERAL MEETING MINUTES**

OF THE MAPLE STREET CO-OPERATIVE SOCIETY LIMITED

HELD 5 MAY 2011 AT THE UPFRONT CLUB, 31 MAPLE STREET, MALENY, QLD

#### Call to Order by Facilitator Paul Veit, Chairman of the Board

##### 1. Welcome

Paul declared the meeting open at 6:30pm having achieved a quorum. All members were welcomed and thanked for attending.

##### 2. Apologies

Apologies were received from – Cameron Hazlehurst, Sue Mihovilovich.

##### 3. Appointment of Scrutineers

As there were no objections, Franklin Bruinstroop and Danny Rose were appointed as scrutineers.

##### 4. Presentation of special resolution

Thanks were extended to members Jan Duffield and Terri Bates for the time spent working through the proposed rule changes with the Board Secretary and the Directors. It was noted that their sensible input is valued and was taken into account when finalizing the proposed rule changes.

The Maple Street Co-op certainly lives up to its mission statement of: Promoting healthy lifestyles by providing high-quality foods and products, created according to the principles of organic production, social ethics and environmental sensitivity, and making them available at a reasonable price to Co-op members and the community.

Paul handed over to the Board secretary, Jill Cutting, to explain the reasons for the rule changes, the requirements of the Office of Fair Trading and a little about the director's thinking behind the rule changes.

Jill advised the process for making changes to the rules is:

- Develop the changes in consultation with members
- Apply to the Office of Fair Trading for approval of the proposed rule changes
- Put the proposed rule changes to members at a general meeting
- If approved by the members, register the rule changes with the Office of Fair Trading.

The board of directors of the Maple St Co-op believe the existing rules of the Co-op need to be updated to better reflect current member's values and allow growth and development into the future. It is expensive and time consuming to change the rules. This process began back in early

2010. Then in July 2010 the Office of Fair Trading introduced a new set of standard rules for co-operatives. Directors felt it was important to align our Co-op rules with the standard rules where ever practical to facilitate better understanding by members and to promote efficiency of operation for members and directors, particularly in dealings with the Office of Fair Trading.

The directors believe the Active Membership provision needs to better reflect members who support the Co-op financially by spending money at the Co-op. That is why rule 5(1) has increased the amount a member needs to spend at the Co-op each financial year from \$20 to \$120. This represents \$10 per month or less than \$2.50 per week but means decisions will be made by those members actively using the Co-op.

The reasons for each rule change have been outlined in notices, broadcast emails, on the website, in working documents from board meetings and are attached to the papers available tonight. There has been much debate and extensive consultation with members and the Office of Fair Trading.

Questions were invited from members. Members raised the following concerns:

- Why it was a single vote for a full set of rules rather than a vote per rule change – The secretary advised that the adoption of a full set of rules was recommended by the Office of Fair Trading given the number of rules that were being changed, to minimise the cost rather than pay a fee for each rule changed.
- The reason behind including the rule to be able to fine members; who will determine how the fines will be applied; and how will they be enforced. Garry Claridge, Vice Chair of the board explained the ability to issue fines give the board flexibility rather than having expulsion as the only redress for members who behave badly. It will be up to the members, in conjunction with the board, to develop the governance policy to apply to issuing and enforcing any fines.
- Believe staff should be able to be directors. Paul explained that the board believes it to be a conflict of interest to have the General Manager, who is directed by the board, being directed by someone who they also supervise as a member of staff. The General Manager is a member of staff, attends all board meetings and is an integral part of the board meetings. Members were reminded that all board meetings are open to all staff and members and the directors welcome your participation.
- The borrowing limit has been removed from the rules - did the board consider this and does it mean the board has no short to medium term plans? Paul explained consideration was given and the directors felt it was not necessary to set a specifically dollar value. The current short to medium term plans are to ensure the continued viability of the Co-op via sustainable trading.

Paul called on a member to move the following Special Resolution:

***The Board of the Maple Street Co-operative Society Limited resolve that members of Maple Street Co-operative Society Limited effect amendments to the active membership requirement by adopting the requirement that a member shall trade through the cooperative a minimum of \$120.00 of goods or services in the past financial year, to establish active membership of the cooperative and effect amendments to its rules by adopting the full set of revised rules dated April 2011, and that these rules become effective on registration of the rules after the general meeting held on 5 May 2011.***

Moved: Steve Swayne

Seconded: Sammy Ringer

Passed by an 85.7% majority

## 5. General Manager's Commentary

Paul encouraged those Co-op members who aren't already members of our sister co-operative, the Maleny Co-operative Club Limited (The UpFront Club) to join. He then invited Karen Syrmis, the Co-op's General Manager, to update members on the Co-op's latest achievements. These included:

- Being fully compliant with all legislative requirements;
- Recognition and short listing for the Queensland Training Awards (supporting youth in a rural area);
- Driveway completed;
- Shop renovations thanks to members and staff at a recent working bee;
- Stock take figures now available and reliable on the Point Of Sale (POS) System;
- The Co-op garden is producing, thanks to Barung;
- The Co-op is financially sound thanks to our staff, volunteers, members and customers.

Karen announced that the current fundraising project is to pay for the solar power system that has been approved for installation to help reduce the Co-op's power costs.

**Meeting Closed 6:55pm.**

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