

The Bower AGM 2014

Minutes

Saturday 29 November 2014, 2.00pm

The Bush Music Club Hut

Addison Road Community Centre, Marrickville

1. Welcome to attendees & welcome to country

In attendance

Active Members: Fiona Arnold, John Bartholomew, Bob Boyd, Amanda Buckland, Margaret Carey, Ruth Catlin, Steve Clarke, Menaka Cooke, Bruce Diekman, Nell Hanson, Jade Herriman, Gavin Hull, Ali Imraz, Len Kanaar, Lesley Killen, Glen Lambert, Trish Leen, Myrna Mack, David Mansfield, Robin Mead, Anthony Muzik, Greg Nabke, Ian Phillips, Manichanh Phompida, Jason Richards, John Samuel, Clint Scobie, Christine Smith, Lynn Smith, Guido Verbist, Nancy Walker.

Board Members: Bruce Diekman, Peter Carroll (Independent), Menaka Cooke, Trish Leen, Robin Mead, Terry O'Donnell (Independent),

Staff: Guido Verbist (Co-operative Manager), Fiona Arnold, Nell Hanson, Glen Lambert, Greg Nabke, Mez O'Brien, Jason Richards.

Other Non-Members: Oliver Bradshaw, Sandra Eckersley, Michael Gersak (Helping Hands).

Absent members who allocated their vote to a member present under General Power of Attorney: Warren Adams, Susanna Daalmeyer, Rhonda Davies, Andrew Fletcher, Michael Greensmith, Michele Margolis, Maria Mary, Mary Pianka, Karmel Robbie, Lisa Sampson, Steve Swan, Bronwyn Tuohy, Shayne Wiechnik, Moti Zuker.

Apologies: Bill & Motra Hayward, Mary Pianka, Ryley & Ros Riordan.

Returning Officer: Steve Clarke

Chair: Trish Leen

Minutes: Bruce Diekman

2. Adoption of the Minutes of the 2013 AGM

Motion: THAT the minutes for the 2013 AGM as presented be adopted.

Moved: Nancy Walker

Seconded: Amanda Buckland

Carried

3. Annual Reports

The following annual reports were presented:

3.1 Chairperson

Robin Mead who was chair until the end of August 2014 was invited to present his report and gave an overview of the year until then.

Motion: THAT the Chairperson's report be accepted.

Moved: Bruce Diekman Seconded: Ruth Catlin Carried

3.2 Co-operative Manager

Manager, Guido Verbist spoke to his report and responded to questions and suggestions from members on a range of topics, including the 2014 deficit, recent anniversary auction, consignment and more.

Motion: THAT the Manager's report be accepted.

Moved: Ruth Catlin Seconded: Menaka Cooke Carried

3.3 Treasurer

Terry O'Donnell spoke to his report and responded to members' questions. Terry explained that many of the costs incurred in 2014 such as the investment needed to resolve deficiencies in inherited financial and IT systems, the employment of a full-time manager and more, should be seen as strategic investments which will bring positive returns to the Bower, The development of systems linking sales to accounts is nearing conclusion and would result in functional systems by end of year, providing improved levels of reporting.

Bookkeeping costs are expected to be much lower in 2014/2015 with an in-house bookkeeper to be employed. Financial results for 2014/15 are on budget and projections are for a modest profit for the year. A profit for the first quarter has already been recorded.

Motion: THAT the Treasurer's report be accepted.

Moved: Trish Leen Seconded: John Bartholomew Carried

4. Adoption of the Audited Financial Statement

To receive and consider the financial statements and reports of the Directors and the Auditor for the financial year ended 30 June 2014.

Motion: THAT the audited financial statement for 2013/14 be adopted.

Moved: John Samuel Seconded: Robin Mead Carried

5. Draft New Bower Rules

As announced prior to the AGM, there will be a members meeting early in the new year (February) to allow for member input into the draft new rules.

6. Appointment of Financial Auditor for 2015

The motion on the agenda to remove Barton Sellars as Bower auditors was deferred to next year where it could be considered at the proposed Special General Meeting to endorse the new rules. A recommendation for replacement auditors can also be made at this time.

7. Election of Board members

Steve Clarke was appointed Returning Officer by the Board prior to the AGM and he conducted the elections.

There are three vacancies for member directors and one vacancy for independent director. Board members whose terms expire at this AGM are Bruce Diekman, Robin Mead and Mary Pianka (Member Directors) and Peter Carroll (Independent Director).

Peter Carroll was announced to members as the board's choice for independent director. The board decided this matter by a vote of 4 to 3 prior to the AGM, there having been one other nomination received. Further details of this process were explained to members. Objections were noted as to the propriety of Peter's vote being allowed. The returning officer ruled his vote eligible. Peter was re-appointed as an independent director.

There were 6 nominees for the three member director positions: Amanda Buckland, Jade Herriman, Gavin Hull, Mary Pianka, John Samuel and Nancy Walker. Each candidate spoke for up to three minutes on their candidacy. Menaka Cooke spoke on Mary Pianka's behalf.

A ballot was cast. Votes were counted, scrutinised and announced outside the venue. The returning officer announced the election of **Amanda Buckland, Jade Herriman and Gavin Hull** as member directors.

The AGM concluded at 4.20pm