



---

**Dungog Wholefoods Co Operative Limited**

Minutes of 3rd Annual General Meeting, held on Thursday, 23<sup>rd</sup> May 2024, At the Royal Hotel Dungog 80 Dowling St Dungog, NSW 2420, commencing at 7.00pm

<b>Minute No.</b>	<b>Particulars</b>
0001	Director and meeting chair, Michael Grant, opened the 3 <sup>rd</sup> Annual General Meeting at 7.08pm and welcomed all members and guests to the meeting.
0002	Chair acknowledged the traditional custodians of the land on which the meeting took place (the Gringai people of the Worimi Nation). The Chair paid respect to Elders past, present and emerging and celebrated the diversity of Aboriginal people and their ongoing cultures and connections to land and water of Australia.
0003	Participants were advised that the meeting would be recorded to ensure the accuracy of the minutes.
0004	Meeting was advised that a quorum was present for the meeting of Members.
0005	<b>Apologies</b> Chair advised there were several apologies for the meeting of Members and were named on the slide presented.
0006	The minutes for the 2023 were adopted by both the board and the Members.
0007	<b>Directors</b> The Board was introduced to Members at the meeting.

0008 Chair welcomed the Co-op's Accountant Rob Auer from Kelly & Partners and acknowledged retiring Chairperson Jimmy Kingston, and the services of Karen Boyko as Director and Anna Crane as supply co-ordinator . The chair also acknowledged the services of the co-ops supervisors and volunteers

0009 **Re-appointment of Directors**

Members were advised that Tara King and Michael Grant's directors terms had expired. Michael and Tara are retiring from their first term and are eligible for renomination to their position on the board for another term. They have nominated and because there are greater number of casual vacancies on the board available than nominations, Tara and Michael are re-elected to the board.

0010 **Appointment of New Directors**

Graham Creed and Judith Hands were nominated by Members to come onto the Co-op board. As there are greater number of casual vacancies on the board available than nominations, Judith Hands and Graham Creed are elected to the board.

0011 **Financial Accounts 2023**

Receipt and consideration of the Annual Accounts of the Co-operative for the year ending 31 December 2023.

Director James Norval made general comment on the performance to date of the Co-operative. Reviewed the financials for the year end 31 December 2023. James highlighted the level of discounting of the Co-op back to members.

0012 **Special Resolutions**

Director Tara King advised of Three special resolutions for to members to vote on for changes in the cooperative constitution ( for rules see appendix) .

1. New Rule 4 as drafted be adopted
2. New Rule 16 as drafted be adopted
3. New Rule 22 and 26 as drafted be adopted

Outcomes where are follows

Rule 4	Members For :	14	Members Against 0
Rule 16	Members For :	14	Members Against 0
Rule 22 & 26	Members For :	14	Members Against 0

Chair announced all three resolutions have been accepted by members

0013

**General Business**

Director, Michael Grant, provided a brief update on Co-operative matters subsequent to the year ending December 31, 2023 which included details of the total number of members, volunteers and suppliers. He highlighted the increase in trading days has been essential for Co-op sustainability. He discussed that the board are exploring ways to strengthen

0014

Chair outlined to the meeting the key priorities of the Co-operative for the next year which includes; Improving operations; systems, retaining and growing membership, looking for more opportunities to connect with community and consideration of turning some volunteer shifts into paid shifts. Additional staff costs will mean balancing prices/volumes and resources. This will be considered in due course.

0015

**Closure**

Chair thanked all Members and guests for attending the meeting and declared the meeting closed at 7.45pm

APPENDIX over the page

**APPENDIX  
SPECIAL  
RESOLUTIONS**

Current Rule	Proposed Rule	Reason
<p><i>4 Active membership provisions (CNL ss112(2), 144, 148 &amp; 156–166)</i></p> <p><i>(1) Primary activity</i></p> <p><i>For the purposes of Part 2.6 of the Law, the primary activity of the co-operative is the selling of ethically produced food and eco-friendly products.</i></p> <p><i>(2) Active membership requirements</i></p> <p><i>A member must pay the annual membership fee under Rule 6 to the co-operative</i></p>	<p><i>4 Active membership provisions (CNL ss112(2), 144, 148 &amp; 156–166)</i></p> <p><i>(1) Primary activity</i></p> <p><i>For the purposes of Part 2.6 of the Law, the primary activity of the co-operative is the selling of ethically produced food and eco-friendly products.</i></p> <p><i>(2) Active membership requirements</i></p> <p><i>A member must:</i></p> <p><i>(a) purchase from the co-operative at least once each full calendar year of membership; and</i></p> <p><i>(b) pay the annual membership fee under rule 6 to the <u>co-operative</u>;</i></p> <p><i>to establish and maintain active membership.</i></p>	<p>To strengthen the co-operative by requiring more active regular support and connection by members</p>
<p><i>16 Forfeiture and cancellations—inactive members (CNL ss156–163)</i></p> <p><i>The board must declare the membership of a member cancelled if:</i></p> <p><i>(a) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least 1 year; or</i></p> <p><i>(b) the member is not presently active and has not been active within the meaning of rule 4 in the previous 1 year.</i></p>	<p><i>16 Forfeiture and cancellations—inactive members (CNL ss156–163)</i></p> <p><i>The board must declare the membership of a member cancelled if:</i></p> <p><i>(a) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least <b>2</b> years; or</i></p> <p><i>(b) the member is not presently active and has not been active within the meaning of rule 4 in the previous <b>2</b> years.</i></p>	<p>To allow more flexibility for members before an inactive membership must be cancelled by the board</p>
<p><i>22 Annual and special general meetings (CNL ss252 &amp; 253)</i></p> <p><i>(1) The board will call an annual general meeting each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the co-operative or within the further time allowed by the Registrar.</i></p>	<p><i>22 Annual and special general meetings (CNL ss252 &amp; 253)</i></p> <p><i>(1) General meetings (annual or special) may be held in person or using technology that permits a member to participate contemporaneously in the meeting and enables the member to hear proceedings, ask questions and cast a vote.</i></p>	<p>To allow members to attend general meetings by phone, video etc</p>

<p><i>(2) The board may, whenever it considers appropriate, call a special general meeting of the co-operative.</i></p>	<p><i>(2) The board will call an annual general meeting each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the co-operative or within the further time allowed by the Registrar.</i></p> <p><i>(3) The board may, whenever it considers appropriate, call a special general meeting of the co-operative.</i></p>	
<p><i>26 Quorum at general meetings</i></p> <p><i>(1) An item of business cannot be transacted at a general meeting unless a quorum of members is present when the meeting is considering the item.</i></p> <p><i>(2) Unless these rules state otherwise, 10 members present <b>in person</b>, each being entitled to exercise a vote, constitute a quorum.</i></p> <p><i>(3) If a quorum is not present within half an hour after the appointed time for a meeting, the meeting, if called on the requisition of members, must be dissolved. In any other case it must be adjourned to the same day, <u>time</u> and place in the next week.</i></p> <p><i>(4) If a quorum is not present within half an hour after the time appointed for an adjourned meeting, the members present constitute a quorum.</i></p>	<p><i>26 Quorum at general meetings</i></p> <p><i>(1) An item of business cannot be transacted at a general meeting unless a quorum of members is present when the meeting is considering the item.</i></p> <p><i>(2) Unless these rules state otherwise, 10 members present, each being entitled to exercise a vote, constitute a quorum.</i></p> <p><i>(3) If a quorum is not present within half an hour after the appointed time for a meeting, the meeting, if called on the requisition of members, must be dissolved. In any other case it must be adjourned to the same day, <u>time</u> and place in the next week.</i></p> <p><i>(4) If a quorum is not present within half an hour after the time appointed for an adjourned meeting, the members present constitute a quorum.</i></p>	

Note: Rule changes approved by members only come into force once they are registered by NSW Fair Trading.