



WEROC Inc. Annual General Meeting

MINUTES

Monday 22 November 2021

Kellerberrin Recreation and Leisure Centre
Connelly Street Kellerberrin
Commencing at 1.00pm

WEROC Inc. | Incorporating the Shires of Bruce Rock, Kellerberrin, Merredin, Tammin, Westonia and Yilgarn

A PO Box 5, MECKERING WA 6405 E rebekah@150square.com.au

M 0428 871 202

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WEROC Inc.

Wheatbelt East Regional Organisation of Councils Inc.

Shires of Bruce Rock, Kellerberrin, Merredin, Tammin, Westonia, Yilgarn

Minutes of the Annual General Meeting held on Monday 22 November 2021 commencing at 1.00pm.

MINUTES

1. OPENING AND ANNOUNCEMENTS

Mr. Ram Rajagopalan, Chair of WEROC Inc. was unable to attend the Annual General Meeting (AGM). Mr. Darren Mollenoyux as Chair of the WEROC Inc. CEO Committee, welcomed Members of the Board and opened the meeting at 1.11pm.

2. RECORD OF ATTENDANCE AND APOLOGIES

Rule 6.1 of the WEROC Inc. Constitution states that membership of the WEROC Board shall consist of two representatives from each of the Member Councils and that “representatives are to be nominated every two years by each Local Government Member and notified to the Executive Officer in writing”.

The following nominations have been received:

| Local Government | Nominated Representatives | Term Commencing | Term Expiring |
|-----------------------|--|-----------------|-----------------|
| Shire of Bruce Rock | Mr. Darren Mollenoyux (CEO) | 30 October 2021 | 30 October 2023 |
| | Cr. Tony Crooks (Deputy President) | 30 October 2021 | 30 October 2023 |
| | Proxies | | |
| | Cr. Stephen Strange (Shire President) Mr. Alan O’Toole (Deputy CEO) | | |
| Shire of Kellerberrin | Mr. Raymond Griffiths (CEO) | 30 October 2021 | 30 October 2023 |
| | Cr. Emily Ryan (Deputy President) | 30 October 2021 | 30 October 2023 |
| | Proxy Cr. Scott O’Neill (Shire President) | | |
| Shire of Merredin | Ms. Lisa Clack (CEO) | 1 November 2021 | 30 October 2023 |
| | Cr. Mark McKenzie (Shire President) | 30 October 2021 | 30 October 2023 |
| Shire of Tammin | Ms. Joanne Soderlund (CEO) | 30 October 2021 | 30 October 2023 |
| | Cr. Glenice Batchelor (Shire President) | 30 October 2021 | 30 October 2023 |
| | Proxy Cr. Tanya Nicholls (Deputy President) | | |
| Shire of Westonia | Mr. Jamie Criddle (CEO) | 30 October 2021 | 30 October 2023 |
| | Cr. Karin Day (President) | 30 October 2021 | 30 October 2023 |
| | Proxy Cr. Mark Crees (Deputy President) | | |
| Shire of Yilgarn | Cr. Wayne Della Bosca (Shire President) | 30 October 2021 | 30 October 2023 |
| | Cr. Bryan Close (Deputy President) | | |
| | Proxy/Observer Mr. Nic Warren (CEO) | 30 October 2021 | 30 October 2023 |

Recommendation: That the WEROC Inc. Board acknowledge the appointment of the representatives as nominated by Member Local Governments.

RESOLUTION:

Moved: Cr. Wayne Della Bosca

Seconded: Cr. Glenice Batchelor

That the WEROC Inc. Board acknowledge the appointment of the representatives as nominated by Member Local Governments.

CARRIED

2.1 Attendance

Cr. Glenice Batchelor

Ms. Lisa Clack

Mr. Jamie Criddle

Cr. Tony Crooks

Ms. Karin Day

Cr. Wayne Della Bosca

Mr. Raymond Griffiths

Cr. Mark McKenzie

Mr. Darren Mollenoyux

Cr. Emily Ryan

Ms. Joanne Soderlund

Ms. Rebekah Burges, Executive Officer

2.2 Apologies

Cr. Ram Rajagopalan

Cr. Bryan Close

2.3 Guests

Mr. Nic Warren, Chief Executive Officer Shire of Yilgarn

Ms. Codi Brindley-Mullen, Manager of Governance, Shire of Kellerberrin

Mr. Peter Zenni, Executive Manager Development Services

Cr. Renee Manning, Councillor Shire of Merredin

Cr. Mark Crees, Deputy President Shire of Westonia

3. DECLARATIONS OF INTEREST

NIL

4. MINUTES OF MEETINGS

4.1 Minutes of the WEROC Inc. Annual General Meeting held 26 November 2020

Attachment 1: Minutes of the WEROC Inc. Annual General Meeting held 26 November 2020

The Minutes of the WEROC Inc. Annual General Meeting held on Thursday 26 November 2020 have been previously circulated and are provided again as an attachment to the meeting agenda.

Recommendation:

That the Minutes of the WEROC Inc. Annual General Meeting held on Thursday 26 November 2020 be confirmed as a true and correct record.

RESOLUTION:

Moved: Cr. Karin Day

Seconded: Mr. Raymond Griffiths

That the Minutes of the WEROC Inc. Annual General Meeting held on Thursday 26 November 2020 be confirmed as a true and correct record.

CARRIED

4.2 Decisions made via a “flying email” dated 24 August 2021

On Tuesday 24 August 2021, Board Members received an email from the Executive Officer requesting agreement via a “flying email” for WEROC Inc. to approve the draft financial report and representation letter provided by Audit Partners Australia for the period 1 July 2020 to 30 June 2021.

The recommendation contained within the email was as follows:

Recommendation: *That the WEROC Inc. Board approve the Draft Financial Report and Representation Letter and authorise the WEROC Inc. Chair and Executive Officer to sign the documents.*

Responses to the recommendation were requested to be with the Executive Officer by close of business on Friday 23 October 2020.

Support for the recommendation was provided via email from the following Board Members:

- Mr. Ram Rajagopalan
- Mr. Peter Clarke
- Ms. Karin Day
- Mr. Wayne Della Bosca
- Mr. Raymond Griffiths
- Mr. Mark Dacombe
- Mr. Darren Mollenoyux
- Mr. Rod Forsyth

As this constituted a majority of Members, the recommendation was accepted.

For recording purposes, the decision is presented for endorsement.

Recommendation:

That the decision made by the WEROC Inc. Board via a “flying email” sent on 24 August 2021, be endorsed.

RESOLUTION:

Moved: Cr. Wayne Della Bosca

Seconded: Mr. Jamie Criddle

That the decision made by the WEROC Inc. Board via a “flying email” sent on 24 August 2021, be endorsed.

CARRIED

5. CHAIRS REPORT

Author: Mr. Ram Rajagopalan, Chair
Disclosure of Interest: No interest to disclose
Date: 1 November 2021
Attachments: Nil

Voting Requirement: Simple Majority

Executive Officer Comment:

The Chair's report for the 2019-20 financial year is presented.

It is with great pleasure I present my last report after two years as Chair of WEROC Inc.

2021 has been a year of recovery and solidification of our collective vision. After a year of regeneration and planning, we have now created a solid platform from which to spring from with direction. For me the highlight was the continuation of leaving behind our own parochial agendas, so that we could work together to improve the future of our region as a whole.

It was an absolute delight to welcome the Shire of Tammin back into WEROC in October 2020, not only for their input and perspective, but to increase our voice. It also solidified that we now have a purpose that is both attractive and meaningful to others.

We are well on our way in delivering our Strategic Plan. Our priorities were always going to take longer than my term as Chair, so my hope was to bring a sense of unity and purpose and a clear plan for the future, that members could follow. I wish the best of luck to the old and new members of WEROC in carrying on the vision through the remaining priorities of our original five projects and to develop new priorities as WEROC evolves.

I wrote this last year, but it needs repeating, all of our member Shires have come together with a common vision and purpose to support the growth and development of the Eastern Wheatbelt. I would like to thank all our members for looking past their respective Shire boundaries and instead looking at us as a cohesive team responsible for near ten thousand residents.

Each individual member from Kellerberrin, Merredin, Westonia, Yilgarn, Tammin and Bruce Rock have embraced this new entity and shared plan for the future to make some tangible gains. We are a great example of CEOs and Elected Members working collaboratively and cohesively together for a common good, but I wouldn't expect anything less from the Eastern Wheatbelt.

I hope you continue to build our profile and relationships with all levels of government and stakeholders and, more so, continue to work harmoniously and collaboratively for the future of all your communities.

I cannot understate my thanks to our new Executive Officer Rebekah whose expertise, efficiency and enthusiasm has continued to grow our little crop called WEROC Inc. Your professionalism and efficiency have been a pleasure to witness, and I couldn't have asked for better support.

It has been an absolute honour to have been part of WEROC and I look forward to watching your growth as a resident of this amazing part of Western Australia

Ram Rajagopalan

Chair Wheatbelt East Regional Organisation of Councils Inc.

Recommendation:

That the Chair's Report for the 2020-21 financial year be received.

RESOLUTION:

Moved: Cr. Glenice Batchelor

Seconded: Cr. Emily Ryan

That the Chair's Report for the 2020-21 financial year be received.

CARRIED

6. TREASURERS REPORT

Author:

Rebekah Burges, Executive Officer and Secretary/Treasurer

Disclosure of Interest: No interest to disclose

Date: 1 November 2021

Attachments: Nil

Voting Requirement: Simple Majority

Executive Officer Comment:

The Treasurers report for the 2020-21 financial year is presented.

As per the audited financial report for WEROC Inc. for the period 1 July 2020 to 30 June 2021, I can report the following:

The **opening balance** of the WEROC account held with Westpac Bank on 1 July 2020 was \$143,177.70.

Total revenue for the year was \$102,064.09

The principal **sources of revenue** for WEROC Inc. for the 2020-21 financial year were the annual financial contributions paid by Member Local Governments and the new Member joining fee paid by the Shire of Tammin.

Total expenses for the year were \$54,383.85

Major expense items included:

- Consultants Fees \$10,280.29
- Executive Officer professional services, travel, and accommodation \$30,955.70
- WEROC website development and maintenance \$6,860

The **closing cash balance** of the WEROC Inc. account on 30 June 2021 was \$190,684.49.

The current signatories to the WEROC Inc. accounts are Mr. Darren Mollenoyux (Board Member and Chair of the CEO Committee), Mr. Ram Rajagopalan (Chair), and Ms. Rebekah Burges (Executive Officer and Secretary/Treasurer).

Recommendation:

That the Treasurer's Report for the 2020-21 financial year be received.

RESOLUTION:

Moved: Cr. Emily Ryan

Seconded: Cr. Wayne Della Bosca

That the Treasurer's Report for the 2020-21 financial year be received.

CARRIED

7. ACCEPTANCE OF THE AUDITED FINANCIAL REPORT FOR THE PERIOD 1 JULY 2020 TO 30 JUNE 2021

Author: Rebekah Burges, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 1 November 2021

Attachments: *Attachment 2: 2021 Audited Financial Statements*
Attachment 3: 2021 Management Letter

Voting Requirement: Simple Majority

Executive Officer Comment:

The audited financial report and management letter for the period 1 July 2020 to 30 June 2021 are presented.

Recommendation:

That:

- 1) The final audited financial report be accepted; and
- 2) The management letter be noted.

RESOLUTION:

Moved: Mr. Raymond Griffiths

Seconded: Cr. Glenice Batchelor

That:

- 1) The final audited financial report be accepted; and
- 2) The management letter be noted.

CARRIED

8. ACCEPTANCE OF THE WEROC INC. ANNUAL REPORT 2020-2021

Author: Rebekah Burges, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 1 November 2021

Attachments: *Attachment 4: Draft WEROC Inc. Annual Report 2020-21*

Voting Requirement: Simple Majority

Executive Officer Comment:

The Draft WEROC Inc. Annual Report for the 2020-21 financial year is provided as an attachment.

The Annual Report highlights the key activities and achievements of WEROC Inc. over the 2020-21 financial year.

Recommendation:

That the Draft Annual Report of WEROC Inc. for the 2020-21 financial year be accepted.

RESOLUTION:

Moved: Cr. Karin Day

Seconded: Cr. Glenice Batchelor

That the Draft Annual Report of WEROC Inc. for the 2020-21 financial year be accepted.

CARRIED

9. APPOINTMENT OF AN AUDITOR FOR THE 2020-21 FINANCIAL YEAR

Author: Rebekah Burges, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 1 November 2021

Attachments: Nil

Financial Implications: The cost of the audit will be accounted for within the WEROC Inc. Budget for 2021-22

Consultation: Audit Partners Australia

Voting Requirement: Simple Majority

Background:

The WEROC Inc. Constitution states under Rule 23. Appointment of Auditor, that:

“WEROC will at each Annual General Meeting, appoint an Auditor for a period of one year, who is not a Member of WEROC. The Auditor will be eligible for reappointment by WEROC and WEROC Board has the power to fill any temporary vacancy in the office of Auditor”.

Executive Officer Comment:

Audit Partners Australia (APA) completed the financial audits for WEROC Inc. for the 2019-2020 and 2020-21 financial years. The cost for these audits has remained consistent at \$850 +GST and incidentals, and APA have advised that this price will stay the same if they are reappointed as auditor for the 2021-22 financial year.

The Executive Officer believes that APA provide an efficient and thorough auditing service and based on comparative quotes received in previous years, also believes that they are the most economical option for WEROC Inc.

Recommendation:

That Audit Partners Australia be reappointed to undertake the financial audit for WEROC Inc. for the period 1 July 2021 to 30 June 2022.

RESOLUTION:

Moved: Mr. Wayne Della Bosca

Seconded: Ms. Emily Ryan

That Audit Partners Australia be reappointed to undertake the financial audit for WEROC Inc. for the period 1 July 2021 to 30 June 2022.

CARRIED

10. ELECTION OF OFFICE BEARERS

Author: Rebekah Burges, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 1 November 2021

Attachments: Nil

Voting Requirement: Simple Majority

Background:

The WEROC Inc. Constitution states under Rule 14.1 Elections at Annual General Meeting, that:

- a) Elections for Chair, Deputy Chair, Secretary/Treasurer and Board members will take place at the Annual General Meeting of WEROC where the Chair will declare all positions vacant.
- b) The Chair and Deputy Chair must be from a different Local Government.
- c) Subject to Rule 14.2, a Board Member’s term will be from his or her election at an annual general meeting until the election at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.

10.1 Election of Chair

Mr. Darren Mollenoyux invited nominations from the floor for the election of Chair to WEROC Inc. until the next Annual General Meeting.

Cr. Glenice Batchelor nominated Cr. Emily Ryan for the position of Chair to WEROC Inc.

Cr. Emily Ryan accepted the nomination.

There being no further nominations Cr. Emily Ryan was elected unopposed for the position of Chair of WEROC Inc.

Cr. Ryan elected for Mr. Mollenoyux to continue as Chair for the remainder of this meeting.

10.2 Election of Deputy Chair

Mr. Darren Mollenoyux invited nominations from the floor for the election of a Deputy Chair until the next Annual General Meeting.

Cr. Karin Day nominated Cr. Mark McKenzie for the position of Deputy Chair to WEROC Inc.

Cr. Mark McKenzie accepted the nomination.

There being no further nominations Cr. Mark McKenzie was elected unopposed for the position of Deputy Chair of WEROC Inc.

10.3 Election of Secretary/Treasurer

The election of a Secretary/Treasurer is a formality as the WEROC Inc. Constitution states under Rule 16.2 that:

“The Executive Officer will act as Secretary/Treasurer of WEROC and non-voting member of the Board”.

Recommendation:

That the WEROC Inc. Executive Officer be appointed as Secretary/Treasurer until the next Annual General Meeting.

RESOLUTION:

Moved: Cr. Wayne Della Bosca

Seconded: Cr. Glenice Batchelor

That the WEROC Inc. Executive Officer be appointed as Secretary/Treasurer until the next Annual General Meeting.

CARRIED

10.4 Election of Board Members

Rule 14.1 of the WEROC Inc. Constitution stipulates that the election of Board Members will take place at each Annual General Meeting and that a Board Members term will be from his or her election at an annual general meeting until the election at the next annual general meeting.

The appointment of the Board is a formality and should mirror the nominated representatives from each of the six Member Local Governments, who are appointed for a term of two years in accordance with Rule 6 of the WEROC Inc. Constitution.

Recommendation:

That those Members as nominated by their respective Local Government be appointed to the WEROC Inc. Board until the next Annual General Meeting.

RESOLUTION:

Moved: Cr. Glenice Batchelor

Seconded: Cr. Mark McKenzie

That those Members as nominated by their respective Local Government be appointed to the WEROC Inc. Board until the next Annual General Meeting.

CARRIED

11. SPECIAL BUSINESS

Nil

12. GENERAL BUSINESS

Nil

13. CLOSURE

There being no further business the Chair closed the meeting at 1.21pm.