



WEROC Inc. Special General Meeting MINUTES

Thursday 1 October 2020

Zoom Videoconference
Commencing at 8.30am

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

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WEROC Inc.

Wheatbelt East Regional Organisation of Councils Inc.

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

Minutes for the Special General Meeting held via Zoom videoconference on Thursday 1 October 2020 commencing at 8.30am.

MINUTES

1. OPENING AND ANNOUNCEMENTS

Mr. Ram Rajagopalan as Chair of WEROC Inc. welcomed Members of the Board and opened the meeting at 8.30am.

2. RECORD OF ATTENDANCE AND APOLOGIES

2.1 Attendance

Mr. Ram Rajagopalan (Chair)

Mr. Rod Forsyth (Deputy Chair)

Mr. Peter Clarke

Mr. Mark Dacombe

Ms. Karin Day

Mr. Wayne Della Bosca

Ms. Julie Flockart

Mr. Raymond Griffiths

Mr. Darren Mollenoyux

Mr. Wayne Della Bosca

Ms. Rebekah Burges, Executive Officer

2.2 Apologies

Mr. Jamie Criddle

2.3 Guests

NIL

3. DECLARATIONS OF INTEREST

NIL

4. MATTERS FOR DECISION

4.1 Application for Membership to WEROC Inc. by the Shire of Tammin

Author: Rebekah Burges, Executive Officer

Disclosure of Interest: No interest to disclose

Date: 23 September 2020

- Attachments:** *Attachment 1: Shire of Tammin Application for Membership*
- Financial Implications:** As a condition of Membership the Shire of Tammin will be required to pay a once only joining fee of \$30,000 +GST and the agreed annual financial contribution for 2020-21 of \$12,000 +GST
- Consultation:** Nil
- Voting Requirement:** Simple Majority

Background:

On 12 March 2020, the Executive Officer received email correspondence from Mr. Neville Hale, Chief Executive Officer of the Shire of Tammin, advising that the Shire of Tammin Council were considering taking up membership of either WEROC Inc. or NEWROC in lieu of its existing arrangements with the Quairading and Cunderdin Shires. To assist the Council in its deliberations Mr. Hale requested the following information:

- 1) The current and future projects under consideration by WEROC Inc.
- 2) The applicable joining fee; and
- 3) The organisational structure and operation of WEROC Inc.

At the WEROC Inc. Board Meeting held on 30 April 2020, the Executive Officer advised Members, of the Shire of Tammin's enquiries. Consideration was given to what would be expected of any new Member and the Board resolved as follows:

RESOLUTION: *Moved: Ms. Karin Day* *Seconded: Mr. Rod Forsythe*

That the Shire of Tammin be advised as follows:

- 1) *To match the current equity of the WEROC Inc. Member Councils, for any new member to be admitted to WEROC Inc. the financial contribution will be \$30,000 plus the annual contribution of \$12,000.*
- 2) *It is an expectation that any new members will support the current projects/initiatives of WEROC Inc.*

CARRIED

Executive Officer Comment:

On 23 July 2020, the Executive Officer was invited to present to the Shire of Tammin Council to provide an overview of the current activities and future priorities of WEROC Inc. The Shire of Tammin Council advised at this time that they were still in discussion with other Regional Organisations of Councils and would advise of their decision after all information had been duly considered.

On 31 August 2020, Mr. Hale advised the Executive Officer via email that the Shire of Tammin Council, at its Ordinary Meeting held on Thursday 27 August 2020, had resolved as follows:

“That Council:

1. *agree to make application for membership of Wheatbelt East Regional Organisation of Councils Inc. (WEROC);*
2. *Authorise unbudgeted expenditure of a one off entry fee of \$30,000 and an annual membership fee of \$12,000 totalling \$42,000.00; and*
3. *Authorise the Chief Executive Officer to write to the Executive Officer of WEROC Inc seeking its consideration of the Shire of Tammin's application for membership.”*

A formal application for Membership was received from the Shire of Tammin on 1 September 2020. The application form is provided as an attachment to the agenda.

Recommendation:

That the Shire of Tammin's application to be admitted as a Member of the Wheatbelt East Regional Organisation of Councils Inc. be accepted.

RESOLUTION:

Moved: Ms. Julie Flockart

Seconded: Mr. Rod Forsythe

That the Shire of Tammin's application to be admitted as a Member of the Wheatbelt East Regional Organisation of Councils Inc. be accepted.

CARRIED UNANIMOUSLY

4.2 Adoption of Changes to the WEROC Inc. Constitution

Author:	Rebekah Burges, Executive Officer
Disclosure of Interest:	No interest to disclose
Date:	23 September 2020
Attachments:	<i>Attachment 2. WEROC Inc. Constitution for Adoption</i>
Consultation:	Nil
Voting Requirement:	75% of Members Present and Eligible to Vote

Background:

Under the *Associations Incorporation Act 2015*, a special resolution is required if an incorporated association intends to alter its rules. All Members of the association must be given written notice of the meeting at which the special resolution will be proposed and invited to attend.

Under the Act, for a special resolution to be valid, the special resolution must be passed by at least 75% of the members who vote at the meeting (not 75% of the total membership). Amendments to the rules of the association must be lodged with Consumer Protection within one month of passing the special resolution.

On 4 September 2020, the Executive Officer provided all Members of WEROC Inc. with written notice (via email) of the special resolution that would be proposed at the Special General Meeting to be held on Thursday 1 October 2020. With this notice, Members were supplied with the proposed changes to the WEROC Inc. Constitution.

Executive Officer Comment:

The purpose of the proposed amendments to the Constitution are to:

- a. Make a provision within the Membership of WEROC Inc. for the Shire of Tammin (assuming that their application for Membership is accepted);
- b. Detail a process for dealing with any future applications for Membership of WEROC Inc.
- c. Include within the Constitution missing rules, which are relevant to the conduct of WEROC Inc. and which align to the model rules for Associations.

By way of summary the proposed amendments to the WEROC Inc. Constitution are:

1. Amend 2.1 Definitions to read:

(e) Central Eastern Wheatbelt Region means the area covered by the local government areas of the Shires of Bruce Rock, Kellerberrin, Merredin, Tammin, Westonia and Yilgarn together with any adjoining area so determined by a Special Resolution adopted by a general meeting of the Association.

2. Amend *Rule 6. Membership* as follows:

- Clause 6.1 Representation on WEROC Board to include two (2) members of the Shire of Tammin
- Add Clause 6.6 detailing the eligibility and process for dealing with new members.

3. Amend *Rule 15. Procedures of Board Meetings* as follows:

- Add Clause 15.5 detailing the expectations of invited guests.
4. Amend *Rule 19. Meetings* as follows:
- Add Clause 19.8 detailing the use of technology to participate in meetings.

Recommendation (SPECIAL RESOLUTION):

That:

1. The current Constitution of the Wheatbelt East Regional Organisation of Councils (WEROC) Inc. be amended and the proposed changes to the rules outlined in the revised Constitution attached to the notice of the meeting, be adopted.
2. Upon passing resolution 1, the Board of WEROC Inc. adopts, by Special Resolution, the revised Constitution of WEROC Inc.
3. The Members authorise the Executive Officer to lodge a “Notice of Special Resolution to Change the Rules”, with the Department of Mines, Industry Regulation and Safety.

Comments from the Meeting:

- The Executive Officer advised Members that the Department of Mines, Industry Regulation and Safety (DMIRS) had been consulted with regard to the entitlements of financial Members of an Association, if they make a voluntary exit.
- DMIRS advised that because the rules are silent on this matter, we revert to consumer laws which essentially state that if the service that a consumer has paid for can still be provided in the manner described/agreed to, but the consumer decides to no longer accept the service then they are not entitled to any monetary refund. Only if the service can no longer be provided, would they be entitled to a refund of monies paid.
- DMIRS recommended that a by-law be introduced to specify that if any Member of WEROC Inc. decides to leave the Association, they forfeit any right to a refund.
- As per the model rules for Associations, by-laws can be made, amended or revoke by resolution at a general meeting.

RESOLUTION:

Moved: Ms. Karin Day

Seconded: Mr. Darren Mollenoyux

That:

1. The current Constitution of the Wheatbelt East Regional Organisation of Councils (WEROC) Inc. be amended and the proposed changes to the rules outlined in the revised Constitution attached to the notice of the meeting, be adopted.
2. Upon passing resolution 1, the Board of WEROC Inc. adopts, by Special Resolution, the revised Constitution of WEROC Inc.
3. The Members authorise the Executive Officer to lodge a “Notice of Special Resolution to Change the Rules”, with the Department of Mines, Industry Regulation and Safety.
4. That the following by-law, as recommended by the Department of Mines, Industry Regulation and Safety be adopted:

“Should any Member of WEROC Inc. choose to leave the Association of their own accord, then no monies paid to WEROC Inc. will be refunded”.

CARRIED UNANIMOUSLY

5. OTHER MATTERS

NIL

6. FUTURE MEETINGS

The Annual General Meeting and next General Meeting of the WEROC Inc. Board, will take place in Merredin on Thursday 26 November 2020.

7. CLOSURE

There being no further business, the Chair thanked Members for their participation and closed the meeting at 8.48am.

DECLARATION

These minutes were confirmed by the WEROC Inc. Board at the meeting held

Signed _____

Person presiding at the meeting at which these minutes were confirmed