



## AGM Minutes

6:00pm Wednesday, November 23rd, 2022 (Zoom)

Quorum reached: **53** members in total

**Meeting opened** - meeting started at 6pm

(HOST - TARYN LANE)

- Housekeeping
- Taryn Lane invited the Chair Graham White to open and present the formal proceedings

(GRAHAM WHITE)

- Acknowledged of traditional owners:  
*Our wind farm stands on the traditional lands of the Dja Dja Wurrung people, and I would like to acknowledge and pay my respect to elders both past and present on all the lands that our members are joining from.*
- Acknowledged Hepburn Energy team - Directors Stuart Read, Linda Hancock, Paul Houghton, David Perry, Mark Fogarty and Justine Watson. Management team: Taryn Lane (General Manager), Carlena D'Arma (Community Officer) and Marie Lakey (Project and Communications Officer), Accountant Phillip Brown, and our committee members John Franklin and Turlough Guerin.
- Acknowledged special guests joining the meeting:
  - Prior directors: Daniel Magasanik, Geoffrey Gedge, Martin May, Mim Dineen and Kathy Richardson
- Members welcomed to the AGM for the 2021/22 Financial Year
- Agenda/timing was outlined - Apologies, Minutes of previous AGM, Special presentation, Financial presentation and Board report, Special Resolution Rule Change, Questions from members, Housekeeping and Closing remarks.
- "We will now do a test poll and ask that everyone who has the capacity to use the poll, does so. As mentioned by Taryn earlier this baseline will be important for assessing the Special Resolution Rule Change later on - Marie please launch the Poll"
- Poll 1 to test the poll functionality (COHOST/MARIE)
- A test poll was then run to ensure that attendees were able to use the poll function. There were 26 participants in the test poll, which excluded the additional 10 board and staff members.
- Graham handed over to Taryn to give the presentation on the future directions of Hepburn Energy

## Special Presentation

(TARYN LANE)

- Taryn noted that 4 more members were required to reach a quorum. She proceeded with the presentation while waiting for further participants.
- Taryn discussed:
  - Energy market, Solar and battery storage, Retail product, Member Care, Future planning, Rule change
- Taryn then handed back to Graham

## Formal Proceedings:

(GRAHAM WHITE)

- Graham thanked Taryn for her presentation and mentioned excitement for the year ahead.
- "Standing Orders as outlined in the rules apply to this meeting"
- Members were notified that Stuart Read will be stepping down as a director
  - "The board would like to thank Stuart for his commitment and contribution to the co-operative. We've been very lucky to benefit from his advice and expertise and wish him all the best in his future endeavours."
- Members were also notified that as no nominations were received for board positions, no vote will occur
- Mark Fogarty who was also up for resignation has re-nominated
- Quorum achieved at 53 people

## Apologies

- Any board apologies received - 0
- No. of apologies received - 10
- Members were asked for any other apologies: No further apologies were received
- Members were reminded that we are using chat for motioning and to type 'first' and 'second' followed by their name
- Members were reminded how to motion using the chat function and to type 'first' and 'second' followed by their name
- The chat function was opened
- Chair requested mover for the following motion:

*"That the apologies be received."*

**Moved: Roger Cornel**

**Seconded: Oliver Holmgren**

- Motion put to vote - "Marie please launch the Poll"
- Motion carried: **100% passed, 0% Abstained, 0% Opposed**

## Minutes Previous Meeting

- Members were asked for any corrections needed for the 2020/21 AGM minutes
- Members were reminded to use the chat for motioning and to type 'first' and 'second' followed by their name
- The chat function was opened
- A mover was called for the following motion:

*"That the minutes of the annual general meeting held on 23 November 2021 be confirmed as a true and correct record of the meeting and be duly signed by the Chairperson.*

**Moved: Micheal Davies**

**Seconded: Oliver Holmgren**

- Motion put to vote - "Marie please launch the Poll"
- Motion carried: **89% passed, 11% Abstained, 0% Opposed**

(GRAHAM WHITE)

- Members were reminded that their questions would be answered at the end of the presentation after the motion and that they could type their questions into the Q&A box.

## Financial Year Presentation

(GRAHAM WHITE)

- Members were reminded that their questions would be answered at the end of the presentation after the motion and that they could type their questions into the Q&A box, as they come up and they will be answered.
- Graham then passed over to David to deliver the financial year presentation

## Board and Financial Reports

(DAVID PERRY)

Presentation: Annual financial and community project report summary

- David passed back to the Chair

(GRAHAM WHITE)

- Graham reminded members to use chat for motioning and to type 'first' and 'second' followed by their name
- The chat function was opened
- A mover was called for the following motion:

*"That the reports from the board and auditors on the affairs of the co-operative for the year ended 30 June 2022 be received."*

**Moved: Lincoln Kern**

**Seconded: Mark Chilcott**

- Motion put to vote - "Marie please launch the Poll"
- Motion carried: **97% passed, 3% abstain, 0% opposed**

## Special Resolution Rule Change

(GRAHAM WHITE)

- Graham presented the proposed rule change
- Chat function opened
- A mover was called for the following motion:

*"The Hepburn Energy board seeks to pass the following change's to the Rules, including to:*

- *2.1 Member qualifications, membership types, and rights and obligations, 1,3,4,5 and 6*
- *2.2 Member applications, fees and subscriptions, 1a,1c and 7*
- *3.1 Share capital and minimum shareholding for membership, 1,2,5,6,7 and 8*
- *3.2 Additional member shares, 1*
- *3.5 Repurchase of shares, 3*
- *3.6 Share transfers, 1a and 3b*
- *1.3A Active membership, 2*
- *6.5A Distribution of surplus or reserves to different types of members, 1*
- *6.10 Winding up, 2b"*

**Moved: John Franklin**

**Seconded: Oliver Homgren**

- Member questions on this rule change opened:

**Name: Matthew Szwec**

**Question: What is the change to member qualifications**

Answer: Rule point 2.1: The two new share classes. We are reclassifying the current members of the wind farm to ordinary members and they will hold an ordinary membership. Then we are introducing two new classes of shares. One is called the community solar membership and one is called the community battery membership. This was discussed in the special presentation at the start of the meeting. There are some notations around the ability for people to hold multiple classes of membership and also the ability for the board to apply qualifications requirements and prospective entry and subscription fees.

**Name: Henrik Maier**

**Question: I am concerned about the new projects, whether they are eroding potential wind farm profits. Re new share scheme: How are the "bill discounts" funded? Are they funded out of wind farm profits?**

Answer: We will only be proceeding with the new projects if they increase the long-term outcomes for the existing membership group - which are the windfarm members. In regards to the bill discounts, they will be coming via subsidies that we will be applying for under the federal government. We have a pre-election commitment for the battery and we will be applying for a subsidy for the solar as well. The intent is to strengthen the long-term outcome for existing members.

**Name: Mark Chilcott**

**Question: Do you have to live in Daylesford to be a member of solar & battery classes**

Answer: The short answer is no. There may be a future example where a community battery is housed in a geographic location, such as Daylesford, and there may be a limitation around that group. But in general, we are not anticipating that the geographical boundary is Daylesford, it will be broader than that.

- Vote for proposed rule change opened - "Marie please launch the Poll"
- Motion carried: **93% passed, 7% Abstain, 0% Opposed**

## Open for questions

- Questions opened. Members were notified that their questions would be responded to and that Taryn would be fielding these questions
- Members were reminded that the Q&A function is on the right hand of their screen and if they had not posted questions but would like to, now is the time

**Name: Iris Domeier**

**Question: Will the bulk buy be available for NSW members?**

**Name: Micheal Davies**

**Question: Will the bulk buy offers be available to all members (not just Hepburn Shire residents)?**

Answer: The answer is yes, for both of those bulk buys. With the electric vehicle bulk buy, which we did the first round of in 2020, everyone around Australia is able to participate. But there are challenges in that the test driving takes place in Daylesford, in the Hepburn Shire. Also, when the cars are delivered, the known cost is what it is to deliver to the shire, so it becomes an additional cost to deliver elsewhere. Within these conditions, it will be possible again to participate in the EV Bulk Buy more broadly. In the Heat Pump Bulk Buy, we did have a capped boundary last time around the Hepburn Shire but it will be open to members more broadly. It is easy for us to deploy it in the Victorian and New South Wales context, elsewhere we would have to see it on a case-by-case basis.

**Name: Geoff Gedge**

**Question: just a small issue. if quorum is 50 and a special resolution needs 75% then 37 votes is only 74%**

Answer: We have the 10 board and staff as members which gets added to a total to meet the 75% threshold

**Name: Alice**

**Question: How are current members who do not live in the area but own shares classed?**

Answer: Existing members of the co-op are just classified as a member. We do have the ability to see who is local and non-local, but there is no difference in regard to how they are classed.

**Name: Henrik Maier**

**Question: Question regards the Community power hub: Slide showed "\$460926 total value", how have those activities been funded?**

Answer: It was a broad mix. Out of that \$460,926 we contributed \$20,000 from our impact fund to make co-contributions for grant applications. The grant applications for the community facilities went to the state government and the council also contributed funding for some. We had a 100% success rate with the grant applications we wrote on behalf of those community members. So there was a big chunk that was funds secured from the government and we made a small portion of a co-contribution. Then the Heat Pump Bulk Buy for example was community funded. People put their own money in and were also able to access subsidies around that. Our own contribution was about \$20,000 and we were able to leverage close to half a million dollars, which is pretty significant.

**Name: Noel Will**

**Question: Can all ordinary members participate in the arrangement with the new partner?**

Answer: With the new retail offer, currently we will be testing with 100 members on the Powercor network and then next year we aim to open up more broadly. Our partner has a retail license across the NEM so even members in NSW would be able to participate.

**Name: Michal**

**Question: ACT for bulk buy heat pump?**

Answer: Can I take that on notice for you Michal? When we are setting it up we will let our supplier know we have a possible customer in the ACT, so we will look to build it in.

**Name: John McRae**

**Question: Well done on all the work with the 3 part-time staff. Could you provide a bit more detail on the other operating expenses of \$383K?**

Answer: John, just to let you know our baseline of staff is 3 part-time staff at a total of 3 and a half days. It's a lean operation and when we get grants in that's when we add hours for staff and add projects. But the skeleton system that the co-op pays for is incredibly lean. In regards to the other expenses, the majority of that is the wind farm operation. We have close to \$300,000 of cost for our operations and maintenance contract with VESTAS. So the additional cost is in taking care of the wind farm asset.

**Name: Henrick Maier**

**Question: if the upcoming share return allotment amount is not taken up 100%, could the remainder be allocated to members interested in a larger share return?**

Answer: In regards to the dividend, it is applied to each member equally and if members do not want to take it they can choose to either participate in the dividend reinvestment plan or they can choose to donate their shares to the community fund. Unless they opt out of a dividend, everyone receives a dividend. Where there is the opportunity for members to participate in different activities is in the share repurchase scheme. For the buyback, we have a pool and members apply into the pool. Last time people who participated in the buyback had just below 30% of their shareholdings repurchased from them. It varies depending on how many people and how big their shareholding is, but it is a pathway for people who need a larger return.

## Housekeeping

- Members were notified of the move to discuss housekeeping

## Remuneration of Directors

- The board recommended directors receive remuneration for their services as director's for the coming year (remuneration goes to travel expenses etc)
- Chat function opened
- A mover was called for the following motion:

*"That directors may receive up to \$500 per director for remuneration for their expenses as a director for the coming year."*

**Moved: Roger Cornel**

**Seconded: Sarah Corfe**

- Questions invited
- Motion put to vote
- Motion put to vote - "Marie please launch the Poll"
- Motion carried: **98% passed, 0 Abstain, 2% Opposed**

## Closing remarks

- Thank you to:
  - Directors, Taryn, Carlana, Marie
  - Ron and Nathalie Liversidge
  - Flow Power
  - Bendigo and Adelaide Bank
  - Vestas
  - DNV GL
  - O'Brians
  - University of Melbourne
  - Hepburn Shire Council
  - CountPro (Phillip Brown)
  - Latitude
  - Our additional subcommittee members: John Franklin and Turlough Guerin
  - and of course our members
- The chair sent well wishes and declared no further business
- The meeting closed.