



Disclosure Statement

October 2024

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Hepburn Energy co-op



About this document

Under the Co-operatives National Law Application Act 2013, a distributing co-operative is required to provide a Disclosure Statement to applicants for membership or shares. This statement in conjunction with the most recent Annual Report represents the disclosure statement. The Annual Report is available at <https://www.hepburnenergy.coop/membership/>.

This Disclosure Statement is issued in accordance with section 68 of the Co-operatives National Law Application Act (the Act) by Hepburn Community Wind Park Co-operative Limited (Hepburn Energy), ABN 87 572 206 200, a distributing co-operative registered in Victoria under the Act, registration number G0003442Y.

Any person who receives or reads this document should not consider it as a recommendation to become a member of Hepburn Energy or to purchase shares. Recipients should read this document in its entirety and seek advice from their financial and other professional advisers before applying to subscribe for shares.

To the maximum extent permitted by law, Hepburn Energy, its directors, officers, employees, advisers and consultants and their associated companies, businesses, partners, directors, officers and employees accept no liability or responsibility for any loss or damage (however caused including without limitation for negligence) arising from reliance placed on the information contained in this document.

Structure and governance

Hepburn Community Wind Park Co-operative Ltd

Hepburn Community Wind Park Co-operative Ltd (Hepburn Energy) was incorporated under the Act on 28 August 2007. Hepburn Energy has a wholly owned subsidiary company, Leonards Hill Wind Operations Pty Ltd (LHWO), ACN 141 239 894 which is the owner and operator of the wind farm assets and the lessee of the wind farm site.

The Hepburn Community Wind Farm at Leonards Hill via Daylesford has been operational since 22 June 2011. The project was funded with members' capital, government grants and finance from Bendigo and Adelaide Bank.

The co-operative's revenue is derived from the sale of energy generated by the wind farm to Flow Power via the National Electricity Market (NEM) and the sale of the corresponding renewable energy certificates (Large-scale Generation Certificates, or LGCs) to various third parties. LGCs form part of Australia's Renewable Energy Target program.

Primary activities

The primary activities of Hepburn Energy, as stated in the Rules, are to:

- a. develop, own, operate and manage an energy and agribusiness farm or farms;
- b. generate and supply energy;
- c. undertake any activities associated with the co-operative farm or farms;
- d. provide advice and assistance to its members to reduce energy usage and increase members energy efficiency;
- e. raise community awareness of the benefits of sustainable and renewable energy.

Rules of the co-operative

The Rules of the co-operative have the effect of a contract between the co-operative and each member and between the members of the co-operative. By becoming a member, a person becomes bound by and agrees to observe and perform the provisions of the Rules in so far as they apply to that person.

In particular, the Rules set out the requirements that each member must satisfy in order to be an active member of the co-operative. The rules are available for download at <https://www.hepburnenergy.coop/membership/>.

Board of directors

The business of Hepburn Energy is managed by a board of seven directors. The directors are elected by members at Annual General Meetings and serve a three-year term.

A brief biographical entry for each director may be found on the Hepburn Energy website and in the Annual Report. Directors are not paid for their service as a director.

Special resolutions

A number of special resolutions have been approved in the past which have resulted in changes to the Rules of the co-operative. The current Rules of the co-operative have been updated accordingly.

Disclosure documents

Applicants for membership are entitled to a current copy of the Rules, the last Annual Report and a copy of all special resolutions passed by the co-operative which are applicable (except those providing for alteration of the Rules) free of charge.

The most recent Annual Report as submitted to the Registrar under section 289 of the Co-operatives Act is appended and forms part of this Disclosure Statement.

The Rules, Annual Reports and special resolutions can be obtained from <https://www.hepburnenergy.coop/membership/> or by emailing info@hepburnenergy.coop.

Applicants for membership and/or shares should read and understand the Rules of the co-operative and the most recent Annual Report.

Co-operative membership

Maintaining active membership

In order to establish and maintain active membership of the co-operative, a member must:

- purchase or consume energy generated directly or indirectly by the co-operative; or
- subscribe to the co-operative's information advisory service relating to energy usage and efficiency; or
- subscribe to the co-operative's newsletter.

If for a period of three years a member is inactive or the member's whereabouts are unknown, the board must declare the membership of the member cancelled and forfeit that person's shares.

The right to vote

The right to vote attaches to membership, not shareholding. Each member has one vote only regardless of the number of shares held. To exercise their vote, a member must be present at a general meeting, except where the Act requires a resolution to be voted by postal ballot. Only active members are eligible to vote. The Act does not allow members under 18 years of age to vote or hold the office of director.

Liability of members

A member is not personally liable to the creditors of the co-operative or to the co-operative itself, except of any fees or charges owing by that member to the co-operative.

Rights and liabilities attaching to shares

Nature of a share

A share in the co-operative is personal property.

It is a requirement that each member hold shares in the co-operative. Shares may be transferred, with the consent of the board, to any person including another member provided that the board is satisfied that there are reasonable grounds for believing that the person will be an active member of the co-operative.

An administrator, trustee in bankruptcy or executor appointed under a law of a state or territory to administer the estate of the member may be registered as the holder of a share.

Share issue

A share in Hepburn Energy has a nominal value of \$1. The board has determined that shares are to be issued at a premium of 10%, resulting in a price of \$1.10 per share (\$1 nominal value plus 10c premium).

The full price of shares subscribed for must be paid upon application.

Share qualification

The minimum number of shares that must be applied for when joining the co-operative is 100 shares for priority applicants (currently local residents and members of local sustainability groups) and 1000 shares for all other applicants.

Trading of shares

Shares in Hepburn Energy are not tradeable on a stock exchange, however shares may be transferred with the consent of the board between members and between members and applicants for membership.

Purchase or repayment of shares

The co-operative is permitted to purchase the shares of a member where the member so requests or to repay to a member the whole of the amount paid up on any share held by a member. However, the co-operative does so at the board's discretion, and is not obligated to repay the value of the shares immediately if this would adversely affect the financial viability of the co-operative.

Any share purchased or repaid by the co-operative will be cancelled and disclosed in the co-operative's Annual Report.

Forfeiture of shares

Where membership is being cancelled under the active membership rule, the board must declare that the shares of the member are forfeited.

The co-operative must repay the amount due in relation to the cancellation within 12 months of the date of cancellation. In accordance with section 163 of the Act, the amount to be repaid is the paid up value of the shares. However where the board considers that repayment would adversely affect the financial position of the co-operative, the co-operative may retain the money until such time as repayment would not adversely affect the financial position of the co-operative. However this amount must be paid within 10 years of the cancellation of the membership.

Winding up

In the event of dissolution of the co-operative, if any property remains after the satisfaction of all its debts and liabilities (including the refund of the amounts paid up on the shares), the property shall be distributed among the members in proportion to their shareholding.

If an inactive member's membership of the co-operative is cancelled within two years before commencement of the winding up of the co-operative, the person is liable on the winding up to contribute to the property of the co-operative the nominal value of any shares forfeited in connection with that cancellation.

Similarly, if under Section 107 of the Act, the proposed co-operative repurchases any share of a member, or repays to a member the whole or any part of the amount paid up on any share held by a member within two years before commencement of the winding up of the co-operative, the member or former member is liable on the winding up to contribute to the property of the co-operative the amount that was paid by the co-operative to the member or former member in respect of the repurchase or repayment together with any amount unpaid on those shares immediately before the purchase or repayment.

Other disclosures

Significant changes

The 2024 Annual Report incorporating financial statements for the co-operative can be found at <https://www.hepburnenergy.coop/membership/>.

Energy market volatility

As discussed at the November 2023 AGM, the volatility of the Victorian Wholesale Electricity spot market (the market) has been impacting income detrimentally.

Average all-in volume-weighted prices have decreased from \$141MWh in the 2023 financial year to \$102MWh for the 2024 financial year. Moreover, there is an increase in negative pricing, generally coinciding with daytime solar generation. During these periods, the co-operative incurs a cost when generating, rather than revenue. To mitigate this, a device has been installed to turn-down generation during negative pricing events. However, the change in the market continues to have a meaningful detrimental effect on generation output at the wind farm.

The current volatility in the electricity market is expected to continue for a number of years until more storage options are created and coal fired power stations are decommissioned (which presently have limited capacity to "switch off" and thus continue to produce electricity during negative pricing).

Figures from expert market modellers show the market has improved since the 2023 AGM, with the August 2024 forecast showing the market is improving again (through to 2030). That said, the Board cannot accurately forecast how and when (or even if) the energy market will return to the pricing levels last seen in FY2023.

To manage the risks of the current market the Board has put in place strategies informed by seeking legal, accounting and energy market advice, including: expanding the network of EV charging stations; expanding PPAs (Power Purchase Agreements) for retail, small and medium enterprises; and, exploring whether battery storage could shift some generation to positive wholesale pricing. These strategies have offset part of the volatility in the energy market in the 2024 financial year. The Board will continue to implement these strategies and look toward other projects that will alleviate the decrease in income and better secure the co-operative's financial position.

The co-operative was originally established to repay capital to members at the end of the life of the project (approximately 25 years), however, the Board is also exploring a possible lifetime turbine extension which would allow the wind farm to operate for up to 5-10 years longer than initially forecast. Therefore there is the possibility of capital reductions earlier than the end of the life of the project.

The Board will continue to monitor the energy market, and how the co-operative can mitigate the reduction in revenue, as a high priority.

Members should be aware that there is always a risk that share capital will not be returned in full (particularly in the event of a winding up).

Solar and battery development

On 13 September 2022, the Department of Land, Water and Planning issued Permit PA2000999 for the Hepburn Energy Park for the development of a 5MW AC solar farm and 10MWh battery storage facility to be co-located at the Leonards Hill wind farm site. This permit was extended by 3 years on the 16 October 2024.

On 17 May 2023, Hepburn Energy was awarded \$500,000 by the Federal Government for Stage 1 of the Hepburn Energy Community Battery.

Retail product

The co-operative developed and launched three 100% GreenPower retail electricity products with retail partner Flow Power. These are for residential homes, small to medium enterprises and for commercial and industrial facilities, all products are under a trial period at the time of writing.

New share classes

At the 2022 AGM, members passed a rule change to create two new classes of shares, Community Solar and Community Battery.

Co-operative identity, values and principles

Definition

A co-operative is an autonomous association of persons (corporations/individuals) united voluntarily to meet their common economic, social or cultural needs and aspirations through a jointly-owned and democratically-controlled enterprise.

Co-operative values

Co-operatives are based on the values of self-help, self-responsibility, democracy, equality, equity and solidarity. Self help, expressed through mutual action as a group, provides the motivation for self reliance and assuming responsibility for taking control of one's own affairs. Democracy and equity sustain the solidarity of the co-operative by ensuring that no individual member can secure power or gain advantage to the detriment of other members.

In the tradition of their founders, co-operative members believe in the ethical values of honesty, openness, social responsibility and caring for others.

Co-operative principals

Seven internationally recognised co-operative principles outlined below act as guidelines by which co-operatives put the above values into practice.

1.Voluntary and open membership

Co-operatives are voluntary organisations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political, or religious discrimination.

2.Democratic member control

Co-operatives are democratic organisations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary co-operatives members have equal voting rights (one member, one vote) and co-operatives at other level are organised in a democratic manner.

3.Member economic participation

Members contribute equitably to, and democratically control, the capital of their co-operative. At least part of that capital is usually the common property of the co-operative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the co-operative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the co-operative; and supporting other activities approved by the membership.

4.Autonomy and independence

Co-operatives are autonomous, self-help organisations controlled by their members. If they enter into agreements with other organisations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their co-operative autonomy.

5.Education, training & information

Co-operatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their co-operatives. They inform the general public, particularly young people and opinion leaders, about the nature and benefits of co-operatives.

6.Co-operation among co-operatives

Co-operatives serve their members most effectively and strengthen the co-operative movement by working together through local, national, regional and international structures.

7.Concern for the community

While focusing on member needs, co-operatives work for the sustainable development of their communities through policies accepted by their members.

Disclaimer


This disclosure statement has been lodged with the Victorian Registrar of Co-operatives pursuant to section 68 of the Co-operatives National Law Applications Act 2013. The Registrar and her servants, employees, agents and delegates specifically disclaim all liability including if due to the negligence of any one or more of them, for the contents of the statement.

Pursuant to the Act, the responsibility for ensuring that the Act has been complied with in preparation of the disclosure statement lies with those issuing the statement. Persons making false or misleading statements in a disclosure statement may be liable for criminal penalties and expose themselves to civil liability to anyone who suffers a loss as a consequence.

It is not possible for a disclaimer statement to include all material relevant to each co-operative's circumstance. Each member should make his or her own enquiries, and is advised to obtain professional advice if they feel this necessary.

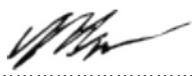
Signed for and on behalf of the directors in accordance with a resolution of the board.

Graham White


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David Perry

2 August 2023


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