



FRESHWATER BAY PRIMARY SCHOOL

FRESHWATER BAY PRIMARY SCHOOL - P&C ASSOCIATION INC.

SPECIAL GENERAL MEETING MINUTES

16 DECEMBER 2020 7pm

Tangney Hall

Executive Members Present: Graham Carmichael (GC) Sanjif Ratnesser (SR) Matt Sikirich (MS) Brooke McAuliffe (BM) Jenella Downing (JD)

Voting

Financial members are permitted to vote. New members are invited to join the Parents and Citizens Association prior to commencement of the meeting at 7.00pm. Annual financial membership is \$1.00.

1. Welcome and Introductions

Motion 1 - Ratified the minutes of previous meeting 25/11/20. Proposed by SR and Seconded by BM and passed unanimously.

2. President's Report

The President noted the efforts of Shelley Ritter in getting the markets up and running. He asked for a vote of thanks which unanimous.

3. Financial Report

The cash position and future commitments was tabled. The P&C has approx. \$100k excluding committed funds. The President asked for a vote of thanks for Shelley

4. Freshie Farmers Market Joining the P&C

The following resolutions were proposed by MS and seconded by GC. The resolution was passed by a unanimous show of hands.

RESOLUTIONS FORTHIS SPECIAL GENERAL MEETING

Resolution 1. That the P&C **resolves** to create the Freshie Farmers Market Sub-Committee with the Terms of Reference attached as Appendix 1 and the following Sub-Committee members:

Noel McKay (P&C representative)
Shelley Ritter
Gabriela Depisch-Holicky
Other Nominees as presented at this meeting.

Resolution 2 That the PC **resolves** that it recognises the intent of the Foundation to repay the FFM's Set-up Expenses (Expenses) totalling \$37,234 and attached as Appendix 2. The PC resolves that the PCFFM may repay the Expenses provided the P&C in its absolute discretion;

- can verify the expenses with invoices and receipts;
- is satisfied that the expenses are within the PCFFM Terms of Reference;
- is satisfied that the PCFFM has cash reserves available to make the repayment giving regard to ongoing working capital and School needs; and
- Is satisfied that no individual or organisation owed a repayment is repaid in preference to any other.

Market Resolutions Supporting Information

Introduction:

This Special General Meeting is convened by the Honorary Secretary to put forward the creation of the Freshie Farmers Market as a Sub-Committee of the Freshwater Bay Parents and Citizens Association (PCFFM).

Background

The Freshwater Bay Primary Foundation Limited (“Foundation”) operates the farmers market at the Freshwater Bay Primary School trading as the Freshie Farmers Market (FFM). The Education Department has instructed that the FFM must be operated by either the Freshwater Bay Parents and Citizens Association (P&C) or an independent third party.

The Office Bearers of the P&C in co-ordination with Principal Simon Reid and the Foundation have agreed that the FFM will be operated by the P&C subject to approval by the members at this Special General Meeting.

Farmers Market Mission

The FFM was created to develop new sources of funding for the Freshwater Bay Primary School to support teaching and learning programs, upgrade, repair and revitalise facilities and meet other school needs as required.

The mission of the FFM is to provide a weekly community event for all ages that will:

- Provide a source of fresh fruit, vegetables and local goods to residents,
- Highlight Freshwater Bay Primary School and while connecting with the community; and
- Work with other Farmers Markets and Associations to increase shopping at Farmers Markets generally.

Operations to date:

Through the amazing efforts of Shelley Ritter, Principal Simon Reid, Noel Mckay and the many helpers and volunteer and Vendors the FFM has successfully operated for 5 Weeks and is estimated to have earned over \$10,000.

Forecast Earnings:

It is estimated that the FFM could net approx. \$86,500 p.a. Currently the only costs being incurred are for cleaning and car parking.

Revenue	\$ 161,000.00
Insurance	\$ 1,800.00
Coordinator	\$ 40,000.00
Cleaner	\$ 5,000.00
Social Media	\$ 5,000.00
Website & Marketing	\$ 10,000.00
Other Assistance	\$ 10,000.00
AFMA	\$ 100.00
Parking	\$ 2,600.00
Expenses	\$ 74,500.00
Profit	\$ 86,500.00

Insurance

The FFM holds \$20m Public and Products Liability Insurance with QBE. The brokers of this insurance and the P&C insurance have provided written confirmation that the current insurance can continue and can be transferred to the P&C when the P&C takes over the FFM.

Start Up Expenses

The initial start-up expenses of the FFM were provided by Angels to purchase the items listed in Resolution 2. below. The Foundation has noted that these expenses were to be paid back when the Foundation deemed that the FFM had sufficient funds to do so. Resolution 2 asks that the PCFFM agree to a similar arrangement.

Reporting, Budgets, Bank Accounts and Spending Authorisation

At each P&C AGM the PCFFM will present its budget for the year ahead for approval. Where possible include the funding it intends to provide to the Freshwater Bay Primary School. Approvals during the year will require GM authorisation.

The P&C will hold the PCFFM funds in a separate bank account. Payments from this bank account will be by authorisation by 2 Office Bearers as per all PC and expenditure.

The PCFFM Executive Committee member will provide regular updates to the Executive and the PCFFM will provide quarterly reports to the P&C covering financial and operational performance.

School Volunteers

It is intended that the Freshwater Bay Primary Parents and Families will assist the set-up and pack-down of the markets.

Resolutions by the Foundation

The Foundation has provided Board Resolutions to transfer the assets of the FFM to the PCFFM and to indemnify the PC against any other debts or liabilities.

5. Other Business

BM tabled the quote to enclose the Year 3 class veranda. The quote is Approx \$4,200 to enclose approx. 8m of veranda. It as agreed to put this resolution to the next General Meeting.

6. Next Meeting

The next scheduled meeting is the AGM on Wednesday 24th February.

7. Meeting Close

APPENDIX 1

FRESHWATER BAY PRIMARY SCHOOL PARENTS & CITIZENS' ASSOCIATION INC FRESHIE FARMERS MARKET SUB-COMMITTEE

PURPOSE

The FRESHIE FARMERS MARKET was created to develop new sources of funding for the Freshwater Bay Primary School to support teaching and learning programs, upgrade, repair and revitalise facilities and meet other school needs as required.

The mission of the FFM is to provide a weekly community event for all ages that will:

- Provide a source of fresh fruit, vegetables and local goods to residents,
- Highlight Freshwater Bay Primary School and while connecting with the community; and
- Work with other Farmers Markets and Associations to increase shopping at Farmers Markets generally.

1.0 NAME:

- 1.1 The Sub-committee shall be called the Freshwater Bay Primary School P&C Association FRESHIE FARMERS MARKET Sub-committee.

2.0 COMPOSITION:

- 2.1 (a) Not more than ten (10) members one of whom shall be a member of the P&C Executive Committee.
(b) The President of the P&C shall be ex-officio a member.
(c) FRESHIE FARMERS MARKET employees may be included in the Sub-committee in a non-voting capacity only.
- 2.2 The members shall be elected each year by a General Meeting of the P&C Association by and from the financial and ex officio members of the P&C. In the event of a position becoming vacant on the Sub-committee an election may be held at a General Meeting of the P&C to fill the vacancy.
- 2.3 The Sub-committee when formed shall elect from its members a Convener, a Secretary and a Treasurer or one person as Secretary/Treasurer.
- 2.4 Foundation members of the sub-committee shall be those members from the "Foundation" as voted at a Special General Meeting called for the purpose of establishing this Sub-committee.

3.0 RESPONSIBILITIES:

Subject to direction of the P&C Association the Sub-committee shall be responsible for:

- 3.1 The financial management of the FRESHIE FARMERS MARKET
- 3.2 Establishing FRESHIE FARMERS MARKET operational procedure
- 3.3 Operating the "FRESHIE FARMERS MARKET" in line with Department of Education policy and the Freshwater Bay Primary School Parents and Citizens Assoc Constitution.
- 3.4 Ensuring relevant legislation in relation to taxation, superannuation, health and safety are adhered to.
- 3.5 Ensuring all stock and goods for sale in the FRESHIE FARMERS MARKET conform to the requirements of the National Farmers Market Association.
- 3.6 Ensuring that any payments including to the Freshwater Bay Primary School, suppliers and employees shall not exceed the amount authorised by the P&C Association.

- 3.7 Operating a bank account at a level sufficient for the trading capital requirements of the FRESHIE FARMERS MARKET.
- 3.8 Recruiting volunteers as shall be considered necessary.
- 3.9 Advising the Executive Committee on staffing matters.
- 3.10 Providing reports to all General Meetings of the P&C Association and when required to the Executive Committee.
- 3.11 Establishing credit accounts with suppliers as required for the operation of the FRESHIE FARMERS MARKET.
- 3.12 Ensuring that Grievance/Dispute Resolution procedures for volunteers comply with the P&C Constitution Rule 28.0.
- 3.13 Ensuring all recommendations for expenditure not included under section 3.0 of this Terms of Reference must form part of the Sub-committee report to the General Meeting and be submitted to the P&C Secretary in compliance with *notice of financial motions* requirements (P&C Constitution Rule 24.1).
- 3.14 Maintain sufficient funds such that the FRESHIE FARMERS MARKET can meet all present and future obligations.

4.0 DUTIES OF FRESHIE FARMERS MARKET SUB-COMMITTEE CONVENER:

- 4.1 The Convener when present shall preside at all meetings of the Sub-committee. In the event of the convener being absent the meeting shall elect a chair for the occasion.
- 4.2 The Convener shall ensure that a written report of the activities of the FRESHIE FARMERS MARKET is presented to all General Meetings of the P&C Association (or Executive Committee) and at such times as directed by the General Meeting of the P&C Association. The report to include a written financial report consisting of a statement of receipts and expenditure, up-to-date bank reconciliation statement and a copy of relevant bank statement/s and any recommendations requiring the attention of the P&C.

5.0 DUTIES OF THE FRESHIE FARMERS MARKET SUB-COMMITTEE SECRETARY:

- 5.1 The Secretary shall have custody of the documents of the Sub-committee and shall keep a full and correct record of its meetings. These documents and records shall be made available to the P&C Association.

6.0 DUTIES OF THE FRESHIE FARMERS MARKET SUB-COMMITTEE TREASURER:

- 6.1 The Treasurer shall keep such books of account related to FRESHIE FARMERS MARKET activities as shall be directed from time to time, by the P&C Association. The FRESHIE FARMERS MARKET treasurer is responsible to the P&C treasurer.
- 6.2 Arrange for paying of wages and deduction of taxation and superannuation etc.
- 6.3 Take out and keep current necessary insurance (e.g. Workcover and stock insurance).
- 6.4 A statement of receipts and expenditure, balance sheet and profit and loss must be prepared annually and all books passed to the P&C Treasurer.
- 6.5 The Treasurer shall submit a written report including a statement of receipts and expenditure, up-to-date bank reconciliation statement and a copy of relevant bank statement/s to the FRESHIE FARMERS MARKET Sub-committee.
- 6.6 Make payments as necessary for the day to day running of the FRESHIE FARMERS MARKET as authorised by the FRESHIE FARMERS MARKET Sub-committee. Cheques can only be signed by those signatories identified in the **P&C Association June 2019 Constitution** at Rule 17.6. All cheques must be signed by two persons, e.g. any two of the P&C President, Treasurer,

Secretary, Vice-President of the Association and one member of the Executive Sub-committee who is appointed for such purpose at the Annual General Meeting of the Association. Associated documentation such as invoices etc should be attached to the cheque. Electronic Funds Transfer is the preferred method of payment, the procedure will be the same as above where signatory is replaced by authorisor.

6.7 The Treasurer shall, after establishment of the reserve account and trading capital, transfer to the general fund of the P&C Association all surplus funds. The funds shall be reserved for purposes as laid out in the Principle's statement of purpose and in consultation with the Principle.

6.8 Ensure that all books of the Sub-committee are made available to the P&C Association Treasurer as required or requested.

7.0 MEETINGS:

7.1 Meetings of the Sub-committee shall be at such times and places as determined by the Sub-committee provided that not less than forty-eight (48) hours notice is given. (Suggest seven days notice. It is desirable to meet at least once a month preferably just prior to a General Meeting of the P&C to enable a report to be prepared).

8.0 QUORUM

8.1 A quorum shall comprise 50% + 1 (one) of the current membership of the Sub-committee.

9.0 VOTING:

9.1 All members and ex-officio members of the FRESHIE FARMERS MARKET Sub-committee shall be entitled to one vote on any resolution or election at a meeting at which they are entitled to be present.

10.0 ALTERATIONS TO RULES:

10.1 All proposed amendments to these rules must be approved by the General Meeting of the P&C Association.

NOTES:

1. *It is not a requirement that the principal be a member of the FRESHIE FARMERS MARKET Sub-committee. However if the P&C Association wish the principal to be a member the principal can be either elected or ex officio.*
2. *The Treasurer of the P&C Association is the officer responsible for establishing the actual form of accounting used and is the officer ultimately responsible for all monies received or expended by the FRESHIE FARMERS MARKET.*
3. *The name of the bank account is to be Freshwater Bay Primary School Parents & Citizens' Association (FRESHIE FARMERS MARKET Sub-committee) Inc.*
4. *The FRESHIE FARMERS MARKET account is an account of the P&C therefore cheques must be signed by those persons identified in the P&C Constitution (June 2019) Rule 17.6 of these Terms of Reference cannot be amended. NO signatures should be placed on a cheque until details of the PAYEE and the AMOUNT have been entered.*
5. *Remember all funds in the FRESHIE FARMERS MARKET Sub-committee account are the property of the P&C Association.*

THE FRESHIE FARMERS MARKET SUB-COMMITTEE IS AT ALL TIMES RESPONSIBLE TO THE GENERAL MEETING OF THE P&C ASSOCIATION.

APPENDIX 2
SET-UP EXPENSES

Advertising	
Community News WSW - full page	\$ 2,970
Community News WSW - weekly Silver package - half page	\$ 5,423
Community News Digital Neighbourhood Block 3 weeks	\$ 825
Post - half page	\$ 880
Post - full page	\$ 2,420
DL Flyer	\$ 792
DL Flyer Delivery	\$ 1,392
Merchandise For Re-Sale	
Shopping Bags	\$ 1,870
Cooler Bags	\$ 1,700
T shirts	\$ 1,774
Caps	\$ 1,279
Other	
AFMA membership	\$ 100
Insurance	\$ 1,704
Bunnings - various misc.	\$ 508
Company Setup and Deregistration - estimate	\$ 1,500
Assets	
Sea Container	\$ 1,650
Sea Container	\$ 1,650
Outdoor settings - tranche 1incl delivery	\$ 739
Outdoor settings - tranche 2	\$ 840
Square reader	\$ 59
Core flute signs	\$ 290
Wagons	\$ 1,770
Wagon Branding	\$ 480
5m double sided flags - Bay View Tce & Princess Rd	\$ 2,475
3m double sided flags - within FFM	\$ 2,145
Total	\$ 37,234