

Special General Meeting - Minutes  
Sunday 11 February 2018 -10. 00 am  
Perth Central Service Office Inc  
Claisebrooke Lotteries House

1. Quorum acknowledged by Jim F (Acting Chair)
2. Meeting declared open by Jim F (Acting Chair)
3. Jim clarified voting 2 delegates from each group
4. Present

**CSO Committee:**

Les (Chair) Peter (Treasurer), Bridget (Secretary), Anne (Trustee), Rodney (Trustee) Theresa (Trustee) Kate (Trustee) Janet (Serenity Editor)

**Voting Members:** (see attachment one)

**Non-voting Members:** (see attachment one)

Ian C proposed that CSO office workers leave the meeting

- Pat E seconded the motion and stated that under the rules of an incorporated association that those workers would be asked to leave the meeting room.
- Pat stated that this is under 'conflict of interest' in the constitution and states that those with a conflict of interest must not take part in the meeting. A vote was taken and 15 voted they leave. 35 voted they stay.

5. **Declaration Conflict of interest** – was not read out

- Three CSO workers tabled a perceived conflict of interest – as the vote may affect future payment. They will abstain from voting

6. **Twelve Traditions** read out by Theresa

7. **Summary of events** that led the CSO committee to hold SGM read out by Bridget K and Peter D

- a. See attachment 2

8. **Legal discussion notes** provided by Antony B and read out by Teresa

- a. See attachment 3

Jim clarified that Antony B is an AA member and a tax lawyer, this was not legal advice and should not be used by the membership to make a decision.

9. **General comments, issues and concerns from membership**

Dominic H, stated that:

- There was a similar situation in Sydney GSO
- It was handed over to professionals, which resulted in financial payments made for entitlements.
- AA were required to pay leaving the prudent reserve reduced

Dominic suggested we do the same and pay what we should out of the prudent reserve.

Pat E stated current CSO workers were casual employees based on the correspondence of emails during 2016.

Jim F asked the membership to consider other factors before making a decision- more legal information was required

Anthony B also stated that:

- The situation was complex - all opinions given so far seemed in order.
- The crux of the matter is whether or not they are employees.
- He would not be able to give the advice himself at this point as he would not be covered under his firm by indemnity insurance
- Legal advice should be sought in this situation
- An employee requires a binding employer contract which must have an intention to create legal relations.
- The contract may be verbal or written
- It is all about the intention of the agreement.
- If we can prove intention was volunteer then staff would be considered a volunteer.
- Questions to consider asking CSO workers include:
  - Would they agree that they were legally bound to perform certain tasks?
  - Can we prove that we didn't intend to take legal relations?
- The onus is on the worker/volunteer to act as a volunteer or a worker and meet their own obligations.
- Each individual (w/v) can source their own PBR (private binding ruling)
- The CSO may also be able to obtain a "PBR" on behalf of the volunteers / workers. (May have to get one individually)
- An honorarium is a payment that need not be legally binding to pay.
- AA only has to pay honorarium only when they can afford it.

Sue B (currently engaged as special worker and has been since July 1999) stated she:

- Was given a letter of appointment by the chairman
- Was instructed about her duties
- Was not sure if she is a volunteer or a worker
- Thinks that perhaps she is both.
- Has a duty or care/moral obligation to the Central Service Office.

Natalie G (no longer engaged as special worker) stated she:

- Didn't understand if she was a worker or volunteer
- Understood it was an agreement when she could be there or not
- That she was happy to be there because it meet her current needs
- Believed she had no agreement and that she could be there or not
- Understood that the agreement was that she was not committed

Wally (no longer engaged as special worker) stated he:

- Worked in the office and was happy to do it.
- Didn't care if he was a worker or not
- Was grateful for the money he received

Laurie (Previously the CSO Secretary, not special worker) stated

- We were opening a can of worms

Dominic H stated

- It is necessary to look into this issue because times have changed
- AA has changed and is continuing to change

Clare has current experience and knowledge as a Manager of not for profit organisation. She stated:

- It is a volatile situation
- There were many changes present and future to the Volunteer Act, Tax, Fairwork and other relevant legislation (Incorporated Association Act)
- It is not about what we believe or want

Carl stated it is a practical matter:

- If CSO want to be legally compliant, he proposed that the workers/volunteers' time is reset into the proportion of their time which is paid and the proportion which is volunteer time.
- For instance at \$75 a day would be 3.5 hours of paid work a day.

Peter explained in more detail why the issue has arisen. He explained that

- AA communicated to the ATO the payment summaries each years – therefore the ATO will be able to see that AA has not paid super owed super to volunteers/workers

Jan-proposed that AA makes a decision that the workers/volunteers are either workers or volunteers today.

- Brian-reiterated that a review be made by a lawyer.
- Davey-reiterated also that further legal advice be sought.
- Davey proposed a motion to get further legal advice

Antony suggested AA makes an arrangement so that CSO workers operate in accordance with a volunteer status.

- Antony B would do this as service (pro bono) but would need to permission to open a file under his legal firm.
  - Under those circumstances his advice would be binding and he would be personally covered.

- To avoid potential conflict of interest he may need to have this done using a third party.
- Davy motioned independent integral advice from a non-government body
  - Ian seconded the motion with an amendment to bring the advice back to the next AGM for a decision.
- Jan motioned we decide whether or not the employees are volunteers or not seconded by Barbara/Rod
  - 38. 4 abstained and 5 were against.
  - Tamika added that if the workers were volunteers, they must still meet certain GST obligations. (Clarification is required regarding this)
- Sheila-requested that patience is exercised in resolving the issues.
- Paul reminded the Chair that 5 members had abstained and the Minority Voice in accordance with AA's Concept 5 had not been heard.
  - Jim F asked Clare to present her view
  - Claire stated that we are making an uninformed vote

Greer proposed that a summary of the meeting be printed in the Serenity Magazine. Darcie proposed that member could ask questions of CSO committee before the next meeting.

Ian reminded the Chair that a vote on Davey's motion with his (Ian's) amendment had not been taken.

Brian motioned that we seek legal advice from Antony

Davey clarified his motioned that we get independent advice:

- A tax lawyer and an HR lawyer
- Then CSO Committee make a decision on the outcome on this advice
- Amendment was to bring the advice back to the AGM so members could decide. (seconded by Ian with amendment)

Jim suggested we consult Anthony and get independent advice.

Tom D motioned, under the banner of Antony's firm, that CSO obtain legally binding independent advice and that the CSO will report on these findings at the AGM.

- The final decisions on recommendation are made at the next AGM.
- This was seconded by Kate with a majority in favour.

10. Closed meeting with Serenity prayer at 12.10pm.