

## Minutes of AGM of the Dom Polski Society Coop Ltd, at 232 Angas St., Adelaide on Sunday 23<sup>rd</sup> November 2014

Minutes prepared by Marian Jacewski (completed with M Jacewski hand notes, audio recording and help by Krystyna Kubiak and Peter Lesniewski)

### 1. Opening

Meeting opened by Mr Peter Lesniewski, Acting Chairman of Dom Polski at 3pm, representing the current Board: Alex Kaminski (Secretary), Krystyna Kubiak (Treasurer), Bola Szen, Genia Walenczykiewicz, Basia Ziolek, Wieslaw Pawlowski, Bronek Knapik, Martin Barski and welcoming shareholders and guest, Ms Beata Barylka from UniteSA (Dom Polski Accountant, representing Auditors).

Quorum required at least 38 members.

Attendance: Registers, Ms Jola Swierkowska and Ms Wanda Koplin reported 74 members present and 25 proxies rereceived.

Marian Jacewski agreed to be Minutes taker for the 2014 AGM.

DPS Board decided to conduct 'Open Voting' by raising ballots.

Statement from Alex Kaminski: He reminded shareholders of the responsibilities of DPS at the AGM and reported his count of 102 voters in attendance incl. proxies.

### 2. Election of two Assessors

Mr Dudzinski and Ms Skalban volunteered to count votes during elections.

### 3. Presentation of Agenda (attached)

### 4. Minutes of 2013 AGM - read by A. Kaminski.

Question from the floor raised to A. Kaminski as to whether the Minutes just read are the one and same as that published on the DPS website.

A. Kaminski advised the Minutes are exactly the same with one exception, that being the list of those to receive bonus shares [was not online].

P. Wiszniak corrected A kaminski in saying that there was no voting on the bonus shares to volunteers at the last 2013 AGM as required.

P. Wiszniak asked whether there was support and confirmation from the floor on his recollection of what took place during the 2013 meeting re bonus shares.

A.Kaminski advised that he held personal notes on this matter, with [vote one to approve bonus shares] 23 YES, 9 NO, 14 ABSTAINED.

P. Lesniewski advised that from his recollection when the vote on bonus shares commenced there was also a break announced at that time and many people left the room which must have affected the actual numbers counted, therefore that vote result seems informal.

P. Wiszniak further advised that the majority of shareholders at that AGM was clearly against the giving of bonus shares to volunteers but there could be ambiguity with shareholders present not aware there was actual voting taking place on this issue.

M. Skalban reminded shareholders that according to the Rules it is during the AGM when shareholders would approve/disapprove the giving of bonus shares.

A. Kaminski further advised that 72 of people present agreed that it is only during an AGM that voting can take place re bonus shares. [Minute takers note: AGM2013 records/minutes do not give the total number of members present or total votes]

Another question from the floor: that perhaps votes from last year's election regarding the bonus shares were incorrectly counted, as the public recalls a heavy debate with majority disagreeing on the bonus share handout to volunteers.

P. Wiszniak suggested that possibly the 'yes' and 'no' votes were reversed in error.

According to A. Kaminski, it appears that voting on the actual bonus candidates did not take part as the second vote. He proposed to accept the result as in the first voting, ie 23 votes were 'yes' and 9 'no'.

A. Kaminski continued with his statement and the possibility of giving bonus shares to volunteers who meet a specific set of criteria.

P. Wiszniak representing the Internal Audit Committee together with A. Kaminski, AGM Secretary, agreed to reach a later conclusion regarding the balance of yes/no votes.

K. Maxfield suggested a hung vote due to balance of 23 against 23 (including those abstaining).

A. Kaminski disagreed and strongly declared that this vote was valid but then admitted that indeed the votes may have been swapped around.

E. Dudzinski proposed the Minutes of the 2013 AGM be accepted with the exclusion of the section on 'volunteer bonus shares', P. Wiszniak seconded.

Voting to accept 2014 AGM minutes with the above exclusion:

81 YES, 0 NO and 4 ABSTAINED.

Directors Report (attached) read by Acting Chairman, Peter Lesniewski

#### 5(i). Directors' Report

The report included two recommendations (att.):

##### - 1<sup>st</sup> recommendation.

The first was for a group to be formed to work on Shares administration.

P. Lesniewski asked for support from the floor to form this dedicated and ongoing small group assisting in updating share records.

Shareholders with knowledge about the whereabouts of older members are encouraged to assist in helping update share register records. Peter Lesniewski stressed that for a deceased person to be removed from the active register, DPS requires a formal death notification/certificate, otherwise those individuals will continue receiving mail from DPS. Peter Lesniewski asked those interested and available to raise their hand to join this group.

E. Dudzinski advised that IAC should provide one person.

M. Skalban advised that ballot papers should be raised to proceed.

The vote on the first recommendation was passed unanimously:

87 YES, 0 NO, 0 ABSTAINED.

##### - 2<sup>nd</sup> recommendation.

Peter Lesniewski stressed that the Board supports and encourages the increased involvement of the IAC whose range of responsibilities and participation at this stage are marginal. Such matters should form part of DPS procedures which should be placed on the DPS website.

The vote on the 2<sup>nd</sup> recommendation, to increase the power of the Internal Audit Committee was passed by the majority present: 86 YES, 4 NO and 4 ABSTAINED.

E.Dudzinski added that the review of finances of DPAC should be prepared and be available for the IAC at the same time as the audit of DPS.

W. Pawlowski then read the Maintenance report of DPS (att.)

#### 5(ii). Treasurer's Report

Krystyna Kubiak – Treasurer of DPS and Beata Barylka – DPS Accountant, representing Auditors, invited all present to read through the printouts of the Financial Report and offered to answer questions:

- discussion of revenue graph, supplied by Dom Polski Society (att.)
- question from the floor: Why was 2011 a good revenue year, but such a big drop in 2012. The Board responded: increased spending was on maintenance incl. renovating kitchen, a drop in income from the weekly Sunday lunches (scaled back to two lunches per month due to low attendance).

Vote was taken to accept the Financial Report: 96 YES, 0 NO, 2 ABSTAINING

Secretary Mr Kaminski commented on the issue about share value. He mentioned that the true value of shares, is perhaps not actually worth the nominal \$2 and continued with explanations on the regulations of shareholding.

#### 5(iii). Internal Audit Committee Report - presented by Mr Paul Wiszniak (att.)

- the Committee met three times in the last financial year
- they complained to the Board about the lack of access to documents of DPS
- they suggested that office work be improved and be more efficient
- they strongly supported the idea to increase the power of the IAC
- they also asked to have all year access to financial records (so far were given access 10 days prior to AGM meeting, which was insufficient).

A question from the floor regarding how many people are shareholders of DPS?

Peter Lesniewski replied that 1077 is the current number of known ie active members.

Comment from the floor by a current and previous Board member, Mrs G.Walencykiewicz, who explained that the Board was not aware that the IAC needed extra documents.

Had it known, they would have given further access and invited the IAC to further meetings. She stressed that it was an unfair criticism by P.Wiszniak because on many occasions G.

Walencykiewicz asked IAC to attend meetings and for any assistance with no response.

[Minute takers note: 3hr long, minuted meeting-discussion between DPB and IAC took place on 18/10/14].

B. Barylka added that DPS officers, including K. Kubiak and J. Swierkowska have been providing extensive weekly work with financial bookkeeping and banking/account payments and the like.

She stressed that DP office is open each week day during business hours , therefore accessible to any shareholder. Unfortunately, daily engagement of a professional paid accountant to provide financial reports and analysis, cannot be afforded by DPS.

P. Wiszniak advised that he was only critical of the DPS Board not communicating with IAC.

A. Kaminski stressed that DPB has followed DP Rules to facilitate meeting IAC not less than once per year.

Peter Lesniewski commented regarding on the process of administering and updating share records which have been in Excel files from year 2000, originally started by Directors Kozlowski/Paradowski. Every few months a new file is created with updates while the old file stays as a past record. However the card file would need updating if it is to be regarded as the primary record. A. Kaminski as Secretary of DPS tried to synchronize both share register records but that work had barely started.

### Acceptance of the IAC Report .

A discussion developed as to what should actually be accepted. Is it to be claims made by Mr Wiszniak or the IAC Report printed. As a result P. Wiszniak read the IAC Report in full as printed.

Further comments:

Peter Lesniewski reminded shareholders that the DPAC Financial Report is available at the DPAC AGM generally, one week after DPS AGM, at which time members who attend and read it. Peter Lesniewski asked for the counting of votes to be taken to accept the IAC Report including all explanations provided.

Vote to accept the IAC report: 84 YES, 2 NO and 6 ABSTAINED

### 6. Election and Renumeration of the Memebers of the Board.

Peter Lesniewski advised there was no renumeration to the Board of DPS as set out in the DPS Rules.

#### Election of new Board Members.

Peter Lesniewski advised there were five vacancies but four formal, nominated candidates:

W. Koplín, former office volunteer

M. Jacewski, current volunteer, now taking DPS Minutes

B. Jacewski, current volunteer

S. Kabacinski, who withdrew his nomination this morning but offered his voluntary help as an architect.

P.Lesniewski, current and former volunteer

One more nomination, by Mr Rutkowski was not accepted as it was delivered after the due date.

A. Kaminski asked to also be considered for election and argued that he is also eligible and should be included in the voting for the Board.

Peter Lesniewski responded that this issue had already been raised and discussed extensively with the Board and past Board Chairman, J. Syrek and Secretary T. Paradowski, with the conclusion that according to the DPS Rules a signed nomination must be submitted and approved by the Board three weeks before the AGM. The Board has not received a written nomination from A. Kaminski whatsoever. It was only last Thursday that he changed his mind and verbally requested to stand for election as a Board Member of DPS.

B. Knapik, retiring Board Member of the Board, stood up and said that he would also request to stand for re-election now.

Subsequently Peter Lesniewski read the relevant part of the DPS Rules [Rule 38(3) and 38(4)].

B.Szen advised that only two days after the deadline the Board received a written nomination from J.Rutkowski but decided that it was too late to accept, therefore the Board could not make an exception for a much later verbal request from A.Kaminski.

B. Knapik proposed that the new Board could co-opt a director to fill the one vacancy.

A.Skuza, IRC member suggested that the AGM could vote now to choose between the two verbal nominees, A.Kaminski and B.Knapik.

Peter Lesniewski reminded A.Skuza that written nominations are required first, and that the AGM should be adjourned to carry the vote, according to the Rules, but if an adjourned meeting does not reach a quorum then the Board can fill the vacancy.

Peter Lesniewski stated that reinterpretation of the Rules cannot be voted on now but would require a Special General Meeting to make any changes.

In the current situation, after the election of the new IAC, the current DPS AGM shall be adjourned by one week to next Sunday, 30<sup>th</sup> Nov. 2014 when the two new nominations should have been received.

Peter Lesniewski proposed to vote once on all four candidates. All present agreed. The result of the vote to accept the formal candidates as new members of the Board is: 80 YES, 1 NO, 2 ABSTAINED.

E.Dudzinski suggested to seek advice from OCBA to clarify suitable procedure regarding nominations and adjourning the AGM.

Mr E Dudzinski's suggestion was voted as a recommendation to the Board to seek OCBA advice: result - 77 YES, 0 NO, 0 ABSTAINED

#### 8. Election of New IAC members

Candidates who accepted: Zygmund Deptula, Adam Skuza, Edward Dudzinski, Paul Wiszniak, Gosia Skalban, Julie Felus.

B. Szen proposed that any one of the six can withdraw at any given time during the year. Result: no dissent - all six candidates approved.

9. Special Business – role of the IAC, deferred to IAC and Board future consideration

P Lesniewski adjourned the meeting until next Sunday, 30<sup>th</sup> Nov 3pm reminding that current proxy votes remain valid and that written nominations are accepted until the start of the next meeting. Meeting was closed at 5:55pm.

#### **ATTACHMENTS to the AGM on 23/11/154**

**DOROCZNE WALNE ZEBRANIE WYBORCZE UDZIAŁOWCÓW DOMU POLSKIEGO SOC. CO-OP Ltd**  
Zarząd Domu Polskiego zaprasza na Doroczne Walne Zebranie które odbędzie się w niedzielę 24.11.13. o godz. 15 w centralnym Domu Polskim 232 Angas St., Adelaide. Rejestracja członków od 14.00.



**NOTICE OF ANNUAL GENERAL MEETING OF DOM POLSKI SOCIETY CO-OP LTD**

**Dear Shareholder/s,**

Notice is hereby given of the Annual General Meeting of Shareholders of the Dom Polski Society Co-op Ltd to be held in Dom Polski centre, 232 Angas St. on **Sunday, 23-11-2014, at 3.00 pm.**

Agenda for the meeting:

1. Opening: Chairman of the DPS Board & AGM.
2. Election of the two Assessors of the meeting.
3. Presentation of the Agenda.
4. Minutes of the AGM 2013\* & Business Arising.
5. Reports for the Financial Year 2013/14.
  - i. Directors' Report.
  - ii. Treasurer's Report & Financial Statements\*.
  - iii. Internal Revision Committee.
  - iv. Other Office Holders.
6. Election and Remuneration of the Members of the Board.
7. Shares.
8. Election of the members (five) of the Internal Revision Committee.
9. Other or Special Business. (role of the Internal Revision Committee).

**Note: Registration of attendance from 2.00 pm** on the day of the AGM.  
\* Available at "dompolski.com.au", at the AGM, or, at the Dom Polski Centre during office hours.

For the Board of Directors,

*A. Kaminski*  
Alex Kaminski, Secretary

*P. Lesniewski*  
Peter Lesniewski, Acting Chairman

*odetnij tutaj i zarejestruj w biurze CDP*      *cut here and register at Dom Polski, 232 Angas St, Adelaide SA*

**PROXY FORM - DOM POLSKI SOCIETY COOPERATIVE Ltd**

AGM2014 – 23/11/14 - Directors' Report (presented by Peter Lesniewski, Acting Chairman)

Dear Members of the Dom Polski Society Cooperative - Thank you for attending this AGM.

It is very important, especially considering that our numbers are dropping every year.

Due to the resignation of previous Chairman Mr Jacek Ścieżka and his wife Director, Grażyna, I have been asked by the Board to represent it and to Chair the AGM.

While we are at the subject of 'people leaving' it is important to remember about all good things that they have done with their invested time and effort. For example today is the last day of duty, volunteer, Mr Broniek Knapik – our Bar Coordinator of over 4 years.

Then, at the beginning of this year we have almost lost our long time member and a friend, Ms Ewa Bartkowiak who is still recovering with her son looking after her in Brisbane. Soon after, Wiktor Bestecki had a series of health failures from which he has not recovered yet. Others who unfortunately left were Mr Tadeusz Nasinski – Functions Coordinator and Dr Antoni Tragarz – Board member. In the kitchen we have lost Helenka Tkaczyk with most of her team and of course Grażyna and Ziggy Deptuła – our hard working Kitchen Coordinator. And now, Zenek Sobiecki is talking about his departure.

Unfortunately, these losses are not matched by a similar number of new people.

Still, some are returning after a break, like Ms Stefcia Horvath who suffered deeply after the tragic end of her long time husband. And others, like Marian and Basia Jacewscy who today stand for election but who have already come back to work in our kitchen along with their three daughters, and Ela Knapik who now prefers Friday office duty rather than a Board position. The other office volunteers are Jola Świerkowski who is again invaluable with finance and Ewa Polońska who also runs Popołudnie Żywego Słowa and Biblioteka.

On the Board we have true multitasking:

Our Senior, Ms Gienia Walenczykiewicz having returned this year to the Board, office and to the kitchen, Treasurer, Krysia Kubiak who is also a de-facto Kitchen Coordinator and a volunteer barman and supervisor of Siempre Tango,

Ms Basia Ziótek who helps with accounts and with kitchen lunch preparations,

Ms Bola Szen known from her Radio programs and running the Seniors Club,

Mr Wiesiek Pawlowski – Maintenance Coordinator who does many repairs himself,

Mr Martin Barski – responsible for lease contracts and keys, who is leaving the Board at this AGM

and the Secretary, Mr Alex Kaminski who after resignation of the Chairman turned into a manager, finance officer and functions negotiator.

Then, in early November I have agreed to take the role of Acting Chairman with a hope of stabilising our difficult situation.

Unfortunately, I had returned to DP only at the last AGM, after a longer absence as I have moved house twice in 3 years. But this gives me a useful perspective. The DP office is now largely paperless, that is, it is run with online banking, emails, sms's and using computer for documentation. The paper fax machine has disappeared in a cupboard and cheque books are seldom used.

While folders with documentation from past years are still in the office, it is the office PC which contains the main DP-Data folder with 159 subfolders and over 1700 files.

This may be efficient but it also reduces insight into operations especially financial and removes useful checkpoints normally generated by volunteers.

This year was very difficult for Dom Polski and it may not be much easier in the future - why?

Well, the commercial operations like leasing office space to tenants and hall hire require time and effort but are steady and predictable as you will see in the plots that will be presented by our Treasurer. Over the last 12 months we have had 46 large paid functions and 3 cyclic (weekly or monthly ones not considering Tatry Ensemble and Polish Theatre), including educational use of our main kitchen by Salford College. We were also lucky to have new tenants to fill in two recent vacancies.

Then, there are many costly repairs and improvements needed because of the ageing infrastructure such as the deteriorating ceilings, new disabled toilets and a lift for wheelchair-bound guests but our Mr Pawlowski will talk about this.

DP problems are more on the operational and membership side.

Let us be frank and do some soul searching: according to the law we must sort out the issue of inactive

members as we promised in 2010/11 when the lists went on display (after a variety of searches). In the 'action' draw in our office I see 30 returns and 4 related letters from 2013 and last Wednesday we had 56 new returns indicating the natural attrition of our members and the anticipated next wave of share transfer requests. But we already have many unanswered letters and transfer requests, eg from Eugenia Piaskowski, Krystyna Tkaczyk, Związek Polaków in SA (Zbigniew Szczubelek), Andrzej Gebala, Władysław Adamczyk, Krystyna Maxfield, Adam & Krzysztof Balcerak, Ewa Aleksandrowicz, Clifford James, Krysia Misiak, Executor of late Krystyna Łużny, and more, Michael Senski, Heather Bukacz, Sam Novak, Krysia Hogan, incl. emails and even the bonus shares from last year. Such tasks are accumulating and if we do not act soon they may require a barrister's office with hefty fees that may easily eat into the DP mortgage. Conflicts require conflict resolution but we do not have any in place.

Still, many conflicts could be avoided if DP had clear, visible operational procedures, such as standing order at the meetings, who is allowed to call a cleaner, financial: how many directors may decide on small purchases and to what limit or who may rise and who sign a cheque etc.

In fact our office PC has a folder named 'Procedures' with a handful of files such as: Human Resources Policy Pack, Kitchen Spray Tap, Cleaning Products for DP and Hourly casual rates – but these are only third party guides – not DP operational procedures which we need.

These and related issues were recently discussed with the Internal Revision Committee at their long meeting with the Board on 18/10/14 and with two mutually agreed actions in the form of two recommendations, which I shall read now asking for your vote in support:

*The current DPS Board should put a recommendation to the AGM that due to the daily urgencies and overload of all Board members over many years, in order to avoid accumulated delays in processing share transfers, admissions and updates, a dedicated small group of capable members, should be selected at the AGM with a full delegation to do such work throughout the year and to report to the Board and/or to the AGM.*

The second recommendation relates to the terms of reference of the IRC which may be further discussed at the last item of the agenda:

*The new DPS Board should clarify the terms of reference of the Internal Audit Committee (IRC) with respect to the DPAC to the effect that the IRC should also have access to documents within DPS relating to the DPAC due to the fact that DPAC falls under the category of "Body Corporate" within DPS as described in the Coop Act 1997 and as such, is responsible for its management and reporting. This is reflected by the fact that three members of the DPS Board hold by default the same seats in the DPAC Committee.*

*Mr Kaminski has offered to supplement such extended terms of the IRC with material related to risk management (under item 9 of the agenda).*

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Raport Zarządu (Piotr Leśniewski) - autoryzowany przez 7 członków Zarządu na zebraniu dn 20/11/14

**Drodzy Członkowie Kooperatywy Domu Polskiego** – Dziękujemy wam za obecność na tym Walnym Zebraniu, szczególnie z uwagi na ilość członków zmniejszającą się z roku na rok.

Ze względu na rezygnację poprzedniego Prezesa, Pana Jacka Ścieżka i jego żony, Dyrektora, Grażyny, ja zostałem poproszony przez Zarząd bym go reprezentował na Walnym Zebraniu.

Gdy już jesteśmy przy temacie 'odchodzenia ludzi' to ważne jest by pamiętać o wszystkich dobrych rzeczach które oni uczynili i o ich zainwestowanym czasie i wysiłku.

Na przykład dzisiaj jest ostatni dzień Pana Bronka Knapika – naszego Koordynatora Baru przez ponad 4 lata. No a na początku obecnego roku prawie utraciliśmy naszego wieloletniego członka i przyjaciela, Panią Ewę Bartkowiak która jeszcze wraca do zdrowia pod opieką swojego syna w Brisbane. Wkrótce potem, Pan Wiktor Bestecki miał serię awarii zdrowia z których niestety jeszcze się nie wy dostał. Inni, którzy niestety odeszli to Tadeusz Nasiński – Koordynator Imprez i Dr Antoni Tragarz – członek Zarządu. W kuchni straciliśmy Helenkę Tkaczyk wraz z większością jej zespołu wolontariuszy i oczywiście Grażynę i Zygmunta Deptuła – naszego zapracowanego Koordynatora kuchni. A teraz Zenek Sobeki mówi o swoim odejściu.

Niestety te straty nie są kompensowane przez podobną ilość nowych ludzi – o ile wogóle są. A jednak niektórzy wracają do nas jak np Stefcia Horvath która przeszła okres cierpienia po tragicznej śmierci jej męża. Także inni jak Basia i Marian Jacewscy którzy dziś kandydują do wyborów a którzy już wrócili by pracować w kuchni razem z ich trzema córkami, i Pani Ela Knapik która teraz woli piątkowe dyżury w biurze niż zasiadanie w Zarządzie. Inni wolontariusze to Jola Świerkowska która jest niezastąpiona w finansach i Ewa Połomska która też prowadzi *Popołudnie Żywego Słowa i Bibliotekę*. W zarządzie mamy prawdziwych omnibusów:

Nasz senior, Pani Genia Walencykiewicz która wróciła w tym roku do Zarządu, do biura i do kuchni, Skarbnik, Krysia Kubiak która jest defakto Koordynatorem Kuchni i barmanem oraz dyżyrnym na imprezach Siempre Tango,

Pani Basia Ziótek która pomaga w finansach i w przygotowaniu niedzielnych obiadów,

Pani Bola Szen znana z jej audycji radiowych i z prowadzenia Klubu Seniora,

Pan Wiesiek Pawłowski – Koordynator Remontów który wiele napraw wykonuje bezpłatnie samodzielnie,

Pan Marcin Barski – odpowiedzialny za kontrakty wynajmu lokali i organizację kluczy i alarmu który opuszcza Zarząd po tym Walnym Zebraniu

i Sekretarz Pan Alex Kaminski który po rezygnacji poprzedniego Prezesa przeobraził się w menadżera, oficera finansowego i negocjatora imprez.

I wreszcie na początku listopada ja zgodziłem się przyjąć rolę „Acting Chairman” z nadzieją na ustabilizowanie naszej trudnej sytuacji.

Niestety, ja wróciłem do Domu Polskiego po dłuższej przerwie ponieważ miałem dwie przeprowadzki w ciągu trzech lat. Ale to dało mi pożyteczne spojrzenie z dystansu. Biuro Domu Polskiego jest obecnie prawie ‘paperless’ tzn używa bankowość internetową, emajle, sms-y i komputera dla dokumentacji. Fax zniknął w szafie a książki czekowe są rzadko używane.

Wprowadziliśmy foldery z dokumentacją z dawnych lat są ciągle w biurze, ale to raczej biurowy komputer w folderze danych zawiera ich większość w 159 folderach i ponad 1700 plików.

To może być efektywne ale to również ogranicza wgląd w operacje, szczególnie finansowe i likwiduje możliwość bieżącego sprawdzania wpisów przez obecnych wolontariuszy.

Ten rok był bardzo trudny dla Domu Polskiego a następny może nie być o wiele łatwiejszy – dlaczego?

Cóż, operacje komercyjne, jak wynajmowanie biur i sal na imprezy zabierają czas i energię ale są dość przewidywalne jak to mogą Państwo zobaczyć na wykresach które pokaże nasz Skarbnik. W ciągu ostatnich 12 miesięcy mieliśmy 46 regularnych imprez i 3 cykliczne (tygodniowe lub miesięczne, nie licząc Zespołu Tatry i Teatru Starego) włączając szkoleniowe użytkowanie naszej kuchni przez Salford College. Mieliśmy szczęście znajdując w tym roku szybko lokatorów na dwa wolne lokale.

Mamy w planie szereg kosztownych napraw i modernizacji koniecznych w starzejącej się infrastrukturze jak np naprawę kruchych sufitów, dodanie toalety i windy dla inwalidów ale Pan Pawłowski opowie o tym za chwilę.

Problemy Domu Polskiego są bardziej po stronie operacyjnej i członkowskiej. Bądźmy szczerzy i uderzmy się w piersi: zgodnie z prawem musimy rozwiązać problem z nieaktywnymi członkami jak to obiecywaliśmy w roku 2010/11 kiedy przed biurem wisiła lista nazwisk (po szeregu ich uprzednich poszukiwań). W folderze naszego biurka pn „akcja” widzę 30 zwrotów kopert i 4 listów z roku 2013 a w ostatnią środę mieliśmy 56 nowych zwrotów listów z tego roku co pokazuje naturalny proces starzenia się naszych członków i nieuchronną następną falę aplikacji transferów udziałów. Ale my już mamy dużo listów oczekujących na odpowiedź, np od Eugenia Piaskowski, Krystyna Tkaczyk, Związek Polaków w SA (Zbig Szczubelek), Andrzej Gebala, Władysław Adamczyk, Krystyna Maxfield, Adam& Krzysztof Balcerak, Ewa Aleksandrowicz, Clifford James, Krysia Misiak, Executor of late Krystyna Łużny, and more, Michael Senski, Heather Bukacz, Sam Novak, Krysia Hogan, w tym emajle a nawet premie udziałów dla wolontariuszy z zeszłego roku. Takie zaległości się akumulują i jeżeli nie zareagujemy szybko to może być nam potrzebne biuro adwokackie z wysokimi opłatami które łatwo mogą wejść na hipotekę Domu Polskiego.

Konflikty międzyludzkie wymagają ich rozwiązywania ale my nie mamy żadnego planu. Jednocześnie, wiele z zaistniałych konfliktów byłoby do uniknięcia gdybyśmy mieli jasne, widoczne procedury

operacyjne, np jaki jest wymagany tryb zebrań i głosowania, kto może zamówić sprzętacza, ilu dyrektorów może decydować w sprawie drobnych zakupów i do jakiej sumy albo komu wolno wypisać czek.

W istocie, nasz biurowy komputer ma folder o nazwie „Procedury” ale z plikami takimi jak: Pakiet dla biura spraw personalnych, Zawór kuchenny dla rozprysku, Produkty czyszczące dla Domu Polskiego czy Lista stawek z godzinę – ale to są tylko wykładnie różnych instytucji a nie procedury operacyjne Domu Polskiego nam potrzebne.

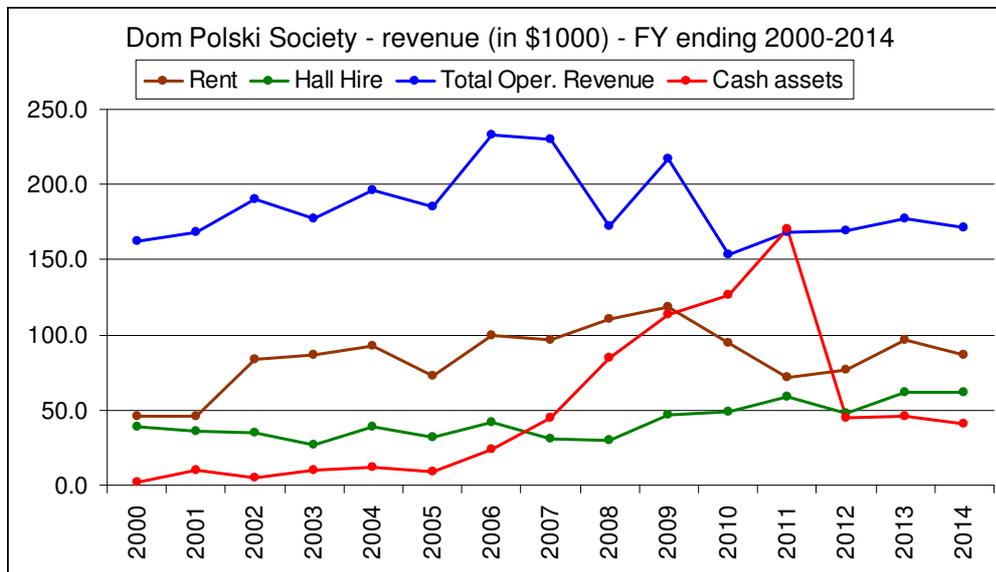
Te i podobne sprawy były niedawno dyskutowane na długim zebraniu Zarządu z WKR, 18/10/14 zakończone wspólnym wnioskiem w postaci dwóch rekomendacji dla przedstawienia na Walnym Zebraniu, które teraz przeczytam:

*1. Obecny Zarząd Domu Polskiego powinien dać rekomendację do Walnego Zebrania że z uwagi na ciągłe bieżące obowiązki wszystkich członków Zarządu, dla uniknięcia spiętrzania się zaległości w transferach, przyjęciach i aktualizacjach udziałów, powinna zostać oddelegowana do takiej pracy w ciągu roku, mała grupa znających sprawy członków która będzie odpowiadała do Zarządu lub/albo do Walnego Zebrania.*

Druga rekomendacja odnosi się do zakresu obowiązków Wewnętrznej Komisji Rewizyjnej (WKR) które mogą być dodatkowo dyskutowane w ostatnim punkcie porządku:

*2. Nowy Zarząd Domu Polskiego powinien ustalić zakres obowiązków Wewnętrznej Komisji Rewizyjnej w odniesieniu do Arts-Klubu Domu Polskiego (DPAC) z takim skutkiem żeby WKR miał również dostęp do dokumentów w Domu Polskim (DPS) odnoszących się do DPAC, a to z uwagi na fakt że DPAC wchodzi w kategorię „ciała prawnie stowarzyszonego” z DPS, jak to jest opisane w akcie Coops Act 1997 i jako takie jest odpowiedzialne za jego administrację i raportowanie. To jest podkreślone przez fakt że trzech członków Zarządu Domu Polskiego ma z definicji te same pozycje w Komitecie DPAC.*

*Pan Kaminski zaoferował uzupełnienie takich rezszerzonych uprawnień WKR materiałem w kategorii ‘administracji ryzyka’ (w punkcie 9 porządku).*



## **Maintenance Report presented by Mr W Pawlowski**

### **Upgrades and repairs undertaken in the past 12 months**

Due to the age of the building there are increasing needs of repairs and upgrades. Many of them are costly and with the thin budget they have to be prioritized and carefully evaluated before any spending commitment.

Whichever repair works were within my capabilities I did it by myself like: repair of several hydraulic door closers, kitchen dishwasher silicone gasket installation, installation of hose tap in the main kitchen, installation of several external door latches, gutter and sumps cleaning, replacement of entry hall halogen lights with 10 times more efficient LED lights, replacement of both sides balcony stair veneers and nosing, installation of locks in ground floor toilet entry doors, installation of hose kitchen tap; installation of s/steel shelf above the kitchen gas stove, adaptation of portable a/cond. unit ducting and trolley in the main kitchen.

The other repairs or upgrades had to be done by licenced contractors namely:

First Floor Bar fridge repair

Cool Room compressor leak repair and re-gassing

Replacement of Cool room floor

Fire reel hose replacement

### **Repairs and upgrades we are facing in near future:**

Repairs & upgrade of the second floor offices. Making the space usable would create opportunity for an income stream when rented.

Parquetry floors sanding and varnishing. With over 500 m2 of parquetry the estimated cost will be between \$15,000 and \$25,000. Leaving the floors unrestored for next several years will lead to deterioration beyond repair.

Western external wall plastering. The old plaster is falling off exposing steel reinforcing rods in the concrete structural beams. This is a 'must do' type job. Due to high scaffolding required the cost is estimated between \$3,000 to \$5,000.

Suspicion of salt dump on the northern wall in the basement needs to be investigated.

Roof leakages. This is ongoing issue; most of the leak points have been identified and fixed.

Ball room ceiling upgrade. Investigation is required to improve appearance, aesthetics and light reflectance of the existing ceiling over the ball room. Suspended light ceiling is considered.

Floor carpet replacement. Existing carpets are covered with stains resistant to steam cleaning. Replacement with a floor covering easy to maintain should be considered.

Wall carpet veneering. Again – this is aesthetics and interior brightening issue.

Ground floor disabled unisex toilet installation. Despite of not being required by law (due to the age of the building) there is rather strong demand to have it.

Lift installation. On number of occasions the patrons are asking about lift facility for heavy equipment to be transported upstairs or patrons in wheelchairs.

Both projects (disabled unisex toilet and lift installation) are expensive and we cannot afford it in the near future, unless our revenue will increase significantly.

#### Solar savings

In August 2013 a 15 kW photovoltaic solar installation has been commissioned on the roof of DP building for the cost of \$19,500. ACC and Polish Federation grants reduced the cost down to \$17,000. 75% of the total energy generated by solar panels goes towards our building load and only 25% is exported to the power grid.

After 14 months of operation the installation generated total savings of \$9,400. It is anticipated, that the investment will be fully repaid within the next 12 months with calculated Return On Investment of 47% and this is an excellent result.

## **Dom Polski Internal Review Committee 2013-14**

### Final Report 2014

Presented to the Board and Annual General Meeting 23 November 2014

23/11/2014

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The Internal Review Committee (IRC) was elected at the 2013 Annual General Meeting of the Dom Polski Society, and comprises the following members; Edward Dudzinski, Gosia Skalban, Adam Skuza, Gienia Walencykiewicz, Paul Wiszniak.

Its role is defined within the constitution and rules of the society to review the performance of the board and management, including the satisfactory operation of Dom Polski Society accounts and assets, including Dom Polski Arts Club, to perform and preserve the interests of our members.

The IRC held several formal and informal meetings throughout the last 12 months, including two meetings with the Board delegates.

A detailed list of questions and suggestions was developed by the IRC and given to the DPS Board, referred to as the Meeting Communique: March 18, 2014

We acknowledge the Board experienced several resignations earlier this year, but we regret to advise that the DPS Board did not respond with a formal reply to this letter, and did not provide any of the requested information.

Some of the most important issues that have not been satisfied include;

- Share Register remains out of date and has not been transferred into a accurate format.
- Accounts handling process appears to lack satisfactory oversight and scrutiny.
- Dom Polski Arts Club operations appear to be poorly documented.

It was not until early October 2014 that the DPS Board began to increase communication with the IRC. In the last 7 days we have received access to the appropriate documentation but it is has been far too late to analyse and discuss this properly before having to report to the members and Board at this Annual General Meeting.

As a result the IRC cannot offer a meaningful assessment of the Dom Polski Society operations, and we repeat the sentiment and concerns expressed by the previous IRC in 2013. We advise;

- Immediate changes to improve the supervision and control of Society and Arts Club accounts.
- Immediate action taken to update and repair the Share Register
- Procedures and Responsibilities of Board and the business be written and formalised
- All accounts and Board minutes be made available on a regular monthly basis.

As for the published Financial Statement, we wish to make clear that the obvious low level of income over the ongoing expenses is a serious situation. The IRC believe if the issue is not addressed as soon as possible it will become a major problem for us the shareholders.

May we suggest the immediate establishment of a subcommittee to seriously develop a formal Business Plan for the ongoing viability of the Dom Polski Society Co-op Ltd.

End.

## **Dom Polski Komitet Kontroli Wewnętrzne 2013-14**

### Raport końcowy 2014

Przedstawione Nadzorczej i Zwyczajne Walne Zgromadzenie 23 listopada 2014

23/11/2014

(Tłumaczenie Polskie)

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Komitet Kontroli wewnętrznej (IRC) został wybrany na Walnym Zgromadzeniu Dom Polskiego Towarzystwa 2013 roku i składa się z następujących członków; Edward Dudziński, Gosia Skalban Adam Skuza, Gienia Walencykiewicz, Paweł Wiszniak.

Jego rola jest określona w konstytucji i zasad społeczeństwa, aby sprawdzić skuteczność zarządu i zarządzania, w tym prawidłowości funkcjonowania kont i aktywów Dom Polski społeczeństwa, w tym Domu Polskim Klubie Artystycznym, do wykonania i ochronę interesów naszych członków.

IRC odbyła kilka formalnych i nieformalnych spotkań w całym okresie ostatnich 12 miesięcy, w tym dwa spotkania z delegatami Nadzorczej.

Szczegółowy wykaz pytań i sugestii został opracowany przez IRC i podane do DPS Zarządu, o którym mowa w Komunikacie spotkania: 18 marca 2014

Uznajemy Zarząd doświadczyła kilku rezygnacje na początku tego roku, ale z przykrością poinformować, że DPS Zarząd nie odpowie formalnej odpowiedzi na ten list, i nie dostarczył żadnego z wymaganych informacji.

Niektóre z najważniejszych kwestii, które nie zostały spełnione to;

- Podziel Rejestracja pozostaje nieaktualna i nie został przeniesiony do dokładnego formatu.
- Rachunki proces obsługi wydaje się brak właściwy nadzór i kontrolę.
- Działalność Klubu Sztuki Dom Polski wydaje się być słabo udokumentowane.

Dopiero na początku października 2014, że DPS Zarząd rozpoczął w celu usprawnienia komunikacji z IRC. W ciągu ostatnich 7 dni otrzymaliśmy dostęp do odpowiedniej dokumentacji, ale to było zbyt późno, aby przeanalizować i omówić to właściwie przed konieczności zgłaszania się do członków i Zarządu w tym Walnym Zgromadzeniu.

W wyniku IRC nie może zaoferować znaczącą ocenę działań Dom Polski społeczeństwa, a my powtarzamy nastroje i obawy wyrażone przez poprzedniego IRC w roku 2013. Zalecamy;

- Zmiany natychmiastowe poprawić nadzór i kontrolę rachunków społeczeństwa i Sztuki Klubu.
- Natychmiastowe działania podjęte w celu aktualizacji i naprawy Akcyjnej
- Procedury i obowiązki Spółki i działalności być napisane i sformalizowane
- Wszystkie rachunki i planszowe minut udostępniane regularnie co miesiąc.

Co do opublikowanego sprawozdania finansowego, pragniemy wyjaśnić, że oczywiście, niski poziom dochodów w ciągu bieżące wydatki jest poważna sytuacja. IRC, że jeśli problem nie jest skierowana tak szybko, jak to możliwe, że stanie się poważnym problemem dla nas akcjonariusze. Możemy zaproponować natychmiastowe powołanie podkomisji poważnie opracować formalny biznesplan dla bieżącej rentowności Domu Polskiego Society Co-op Ltd.

Koniec.

## **Minutes of the AGM of Dom Polski Society Coop Ltd** **at 232 Angas St., Adelaide adjourned on Sunday 30<sup>th</sup> November 2014**

Peter Lesniewski, Acting Chairman, opened the adjourned DPS AGM welcoming all shareholders and visitors at 3pm. There is no separate agenda as the only items are those left, ie: item 9 of the agenda, election of one of the two candidates for the Board and two items not discussed: Bonus Shares and Risk Management proposed by A Kaminski.

Peter Lesniewski reminded that last time Mr Edward Dudzinski proposed that OCBA be approached after the 1<sup>st</sup> meeting to clarify the procedures related to the election (ref. to former minutes).

Peter Lesniewski went to OCBA on Monday, 24/11/14 with an explanatory letter (att.) and DPS Constitution. The OCBA officer on duty stated that their policy is not to provide any ruling in writing. Regarding nominations, she said that DPS must first refer to its current DPS Rules and, only if in doubt, use the Coop Act 1997 regarding cases not covered.

Regarding nominations, AGM should follow DPS Rules and only accept non-written or late nominations if there are exclusions permitting it in our Rules.

Adjourning the AGM was done correctly.

Re quorum, we should first follow the Rules but if not covered by the Rules, then DP Board decides and if no conclusion is reached then the AGM vote. She added that next year the Coop Act will be unified across Australia.

E Dudzinski and G Skalban – the two Assessors as for 23/11/14 AGM agree to count votes today.

New written nominations received are from: Mr Alex Kaminski, Mr Bronek Knapik and from a third person who however has since withdrawn. The Board has voted to accept any other nominations that might be handed in up to now.

Mr A Kaminski stressed that the current meeting is a continuation of the AGM already started and the same proxy votes should be used.

P Lesniewski advised that the Board also decided to accept proxy slips from those attending members who could not attend today. The deadline was 4pm last Friday, 28/11/14.

P Lesniewski added that DPS Rules do not specifically define the proceedings of adjourned meetings.

Mr E Dudzinski asked those present to clarify by the show of hands that such proxy votes from members attending earlier be accepted at this meeting. Hands raised gave support to Mr E Dudzinski's suggestion.

Presentation of Candidates, Bronislaw Knapik and Alex Kaminski, former volunteers and Board members.

Peter Lesniewski briefly presented information on both candidates from their nominations.

A voice from the audience asked about A Kaminski's, background since there was nothing in the written nomination. A Kaminski outlined his two new ways of operational management of the kitchen, bar, volunteers and finances giving examples from his Army experience, which he also included in the submitted Procedures Manual.

Votes were taken by counting raised ballots.

G Skalban and K Kubiak suggested the Candidates might leave the room prior to voting.

Peter Lesniewski then asked for a show of hands to support this motion.

Result: 40 'for', 8 'against' resulting in the Candidates leaving the room.

Peter Lesniewski announced voting for each of the two candidates will now take place by raising ballots. The voting was attempted and then G Skalban asked to repeat vote counting due to some confusion and to include each candidate's own vote.

Peter Lesniewski reminded to allow the Candidates to vote.

E Dudzinski announced the result: A Kaminski 6+6=12 'for', B Knapik 52 'for' including their own votes.

B Knapik was declared the winning candidate joining the DPS Board.

P Lesniewski invited A Kaminski to cover the two items left.

### **Bonus shares**

Mr A Kaminski revisited the issue of bonus shares reminding all that the last outcome was questioned by P Wiszniak, therefore asked the AGM to vote again.

A Kaminski's motion: "Do you agree that the people listed here on the piece of paper I have here [the new list] shall receive 50 bonus shares of \$2 each?"

P Lesniewski questioned taking such a vote on this new list while excluding last years list of volunteers.

A Kaminski declared that because there was no seconder to support his motion, it lapses.

With respect to the earlier bonus shares Alex Kaminski stated that in the 1<sup>st</sup> part of the AGM he had presented his recorded votes but that was questioned by P Wiszniak who suggested that the votes must have been reversed. This means that those minutes for AGM2013 should be amended accordingly, ie as 23 YES, 9 NO.

### **Risk Management Proposal**

As there was no projector available, Alex Kaminski was unable to present this proposal on screen. He stated that his 47 page document was sent to the Board and the IRC prior to the AGM. Peter Lesniewski invited questions re the risk management proposal.

Question from audience as to when will the Minutes from the AGM2013 and 2014 Minutes be available on the internet.

A Kaminski added that AGM2013 Minutes were included on the DP website 2 months ago.

In response to another question raised, Alex Kaminski commented on another enquiry in that the Board does not approve the AGM Minutes but it is after a general consensus the Board decides that they are suitable for presenting at the next AGM.

Peter Lesniewski added that there was no audio recording at the 2013AGM and correcting the minutes would be too difficult. Producing the 2014AGM minutes would be a tedious work and take long to complete.

Another question from the audience: Who has an up to date Excel spreadsheet of the DP shares as it appears, there are shareholders who are waiting to be processed.

Alex Kaminski responded that one has to be very careful with any changes to the share registers before complete reconciliation between Excel and card registers.

Peter Lesniewski added that there are many Excel records and address lists with uncertain dates and it is unclear which ones precede which. An example was given from the floor that even one elected Board member was not on the share list yet and advised that there should only be a single share register.

Alex Kaminski stated that the registers which he continued working on starting from the one he believed was the last one were correct and only reconciliation was needed. A subcommittee was formed with 3 people reduced to two to look at those matters.

Question asked whether the new Board members were in fact shareholders.

Peter Lesniewski confirmed that Wiesiek [Pawlowski], Basia [Jacewski], Wanda [Koplin] have paid and were indeed shareholders and were admitted although some may not be on the Excel list yet.

Peter Lesniewski explained that Excel files were updated a few times each year by the dedicated members in charge but every time when the updates were included a new list was saved while the last one was archived. Thanks to this one can trace back the past history of changes based on file saving dates. This way Peter Lesniewski was able to update the OCBA on recent share statistics.

Peter Lesniewski strongly believed, it is important that one member at a time is responsible for updating the register in order to avoid errors.

Peter Lesniewski closed the adjourned AGM2015 at 4pm.

ATTACHMENTS to the adjourned AGM on 30/11/14

**Office of Business and Consumer Affairs**  
**91-97 Grenfell St, Adelaide SA5000**  
**Client Services**

23/11/2014

Dear Sir/Madam

We, at the Dom Polski Society Coop need your ruling (interpretation of our registered Rules of Dom Polski Society Co-op Ltd v.4, 27<sup>th</sup> Nov2011) regarding the following aspects of the elections of directors at the AGM:

**Re 39(2)(3)(4)(5)**

We have always followed the requirement that members standing for Board elections have to submit written nominations showing the data as stated in the Rules, 3 weeks prior to the AGM.

However, on 23/11/14 a retiring director claimed that he had right to be re-elected without any paperwork or a prescribed notice/due date – purely based on the line **38(4)** that a retiring director is eligible for re-election.

The Chairman of the AGM objected as there was neither nomination form filled in and lodged neither as or a prior notice nor even at the AGM.

Please find the standard Dom Polski nomination form and the Rules attached.

As a result of this conflict a vacant position on the Board was not filled and I had to adjourn the AGM until a week after.

While the above is probably correct, the question arises whether the usual quorum required for starting the AGM is required at the adjourned meeting.

Also, when checking the quorum, should also the proxy votes be counted or only the actual attending members?

Thanking you,

Peter Lesniewski, mob. 0433040066  
Acting Chairman  
Dom Polski Society Coop Ltd,  
ABN 25 277 337 312, Coop Reg. No 50000189T  
230 Angas St, Adelaide SA5000

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**Email Re:**

AGM ruling

Peter Lesniewski

Sent: Monday, November 24, 2014 5:57 PM

To: Paul Wiszniak Home [wiszniak@adam.com.au]

Cc: Edward Dudzinski [teddudzinski@optusnet.com.au]; Adam Skuza [mlg@optusnet.com.au]; Skalban, Gosia (DCSI) [Gosia.Skalban@dcsi.sa.gov.au]

Dear IRC

I went today to OLGC to discuss our AGM questions.

Here are the short conclusions:

1. OLGC does not provide ruling in writing
2. a given Coop Rules are the principal law (if registered), then the CoopAct1997
3. In this case when DP Rules require written nominations from candidates then it applies to all unless there is/are stated exclusions
4. Our adjourning meeting was normal/correct step when there was vacancy and no complying candidate/s
5. Quorum: must be defined by our Rules, otherwise (for the adjourned meeting) if there is no normal quorum then the Board decides how to proceed.

I think that this is clear enough.

NB, we need 38-40 (depending if we have 1075 or 1200 shareholders).

Regards,

Peter

PS: please pass to Julie Felus