



ASSOCIATION OF UKRAINIANS IN VICTORIA (AUV)
ACN 004 319 126 ABN 20 004 319 126

MINUTES
SPECIAL GENERAL MEETING (SGM)

13 MAY 2023

10.00 am

Ukrainian House Essendon

1. MEETING OPENING – 10.10am

1.1 Welcome and Prayers for Ukraine

Tatiana Zachariak (TZachariak), Chair of the AUV Board of Directors, welcomed all present and requested that Deacon Myroslav Vons lead prayers for Ukraine.

1.2 One Minutes Silence for deceased AUV Members

Following the prayers, one minute silence was held in remembrance of members who have passed away.

1.3 Voting procedure

TZachariak advised that the notification and organisation of the SGM occurred as per our Statutes (attached) and requested information on the number of voting members present – 46 and the number of proxies – 58.

1.3.1 Verification of financial members was undertaken prior to the SGM, against the AUV Data Base and checked upon arrival by Marjana Mladenovic (AUV Operations) and Val Wasil (AUV Director).

1.3.2 Two members of the Internal Audit Committee: Roman Zachariak and Jarema Polatajko verified the proxies.

1.3.3 TZachariak reminded everyone, that those with proxies would have cream cards and these will have the number of proxies written on them. Financial members with no proxies would have green-coloured cards. Voting to be by a show of hands, with majority ruling.

1.4 Meeting Chair and Secretary

On behalf of the AUV Board TZachariak, nominated Stefan Romaniw to Chair the Meeting which was unopposed. Eugene Hawryszko (Deputy AUV Board Chair) nominated Tatiana Zachariak as Secretary which was also unopposed.

2. BUSINESS

2.1 Special Resolution Number One.

The Chair reminded those present that only the business as notified – i.e. consideration of and voting on two resolutions, would be the order of the day.

2.1.1 He then asked Ms Zachariak to read out the first resolution.

Resolution 1: To consider and if thought fit approve Special Resolution One (1) of the AUV Board of 22 March 2023, to sell Apartment 803, located at 19 Russell St., Essendon.

2.1.2 Support of Resolution 1 was proposed by Slawko Tomyń and seconded by Michael Karaszkewycz.

2.1.3 Discussion on Special Resolution 1.

TZachariak outlined the reasons for the proposed sale – as provided in the written Explanation to Members (attached). In summary AUV is still in significant debt – in excess of \$550,000 to Australian Federation of Ukrainian organisations. The Agreement for this money was signed in 2011 and was to be paid off by 2019. AUV has only been able to make interest payments on this loan. Along with the costs associated with the apartments, AUV Board is finding it difficult to move forward with stability and growth as well as supporting its Branches. Teresa Kohut (AUV Director) then did a presentation about the apartments and responded to a question by Vasył Chamula about the possible money expected on the sale - \$630-\$650,000. Vasył Chamula further commented that morally we are obliged to repay this debt. Mykola Pyk asked about Net Return and Teresa Kohut outlined the various charges associated with the apartments – such as Owners Corporation around \$6,000 for each apartment, land tax, rates, water, with average rental outcome per week after expenses for Apartment 803 some \$208. She also outlined the length of time which is required for the sale process would be six to eight months, including the 60 days' notice required to be given to tenants to vacate. She also told the meeting that the apartments would not be sold concurrently as this would not be beneficial for the sale of either of the apartments. Jarema Polatajko asked the question as to what the return on investment was. Mr Paul

Herczaniwski (AUV Accountant) responded that in 20/21 it was 2.86% and in 21/22 it was 1.48% for the seven apartments (see Financial Statement sent to Members).

2.1.4 Voting on the first Resolution

The special motion was passed unopposed – 104 votes for, 0 against.

2.2 Special Resolution Number Two

2.2.1 The Chair requested that the Secretary read out the second special resolution.

To consider and if thought fit approve Special Resolution Two (2) of the AUV Board of 22 March 2023, to sell Apartment 707, located at 19 Russell St., Essendon.

2.2.2 Support of Resolution 2 was proposed by Mykola Pyk and seconded by Jarema Polatajko.

2.2.3 Discussion on Special Resolution Number 2.

Ms Zachariak referred to the explanation in the notice to members which in summary states that while debt will be cleared by the sale of the first apartment, it will not create a foundation to support AUV and its Branches for the future. This is why the AUV Board will seek to appoint a Financial Advisory Group to advise the Board on a financial management/investment strategy which will result in an income stream better than it currently has. AUV is not insolvent but has assets and poor cash flow. Liana Slipetsky, Chair Noble Park Branch spoke in support of the motion as did Slawko Tomyń. Vasyl Chamula spoke stating that he believed it would be wiser for the Advisory body to prepare a plan which could perhaps be then presented in a month or two at another special General Meeting or the AGM in September/October of this year. Lesia Rudewych (AUV Director) told the meeting that putting off the sale of this apartment to what Mr Chamula was suggesting would result in the apartment not being available for sale until 2024. Eugene Hawrysczko (AUV Director) stated that AUV has a Finance Committee and together with the Board has made plans on increasing cash flow, including increasing hall hire. Teresa Kohut (Director) reaffirmed Ms Rudewych's statement saying that funds from the sale of the first apartment would probably not be available till the end of the year and putting off the sale of the second apartment would stretch out AUV's current issues. In the meantime, an Advisory body could start work on a plan, with its progress being presented at the next AGM. Jarema Polatajko stated that this was a wake-up call for the future not only of Centrala but also the Branches and their survival. Vasyl Mychajlyk spoke against the motion as did Felix Figurek - with no plan in place now what does AUV see for the future; a plan is needed before this second apartment is sold. Bohdan Rudnytsky stated that because of inflation and the economic climate this is not a good time to sell.

2.2.3.1 Mr Chamula proposed an amendment to the second Special Resolution, to hold off approval for selling the second apartment until there was a plan in place. His proposal was supported by Vasyl Mychajlyk and Lida Jurchyshyn who spoke about the need for a plan which could be put to AUV Members before anything was decided. Liana Slipetsky spoke strongly against the motion, requesting for all to support Centrala & its Branches, citing the financial difficulties that were currently being experienced. Jarema Polatajko said that an extension would stretch out the timelines too long. Slawko Tomyń spoke about the need to fix cashflow urgently.

2.2.3.2 The Chair put the amended proposal to vote.

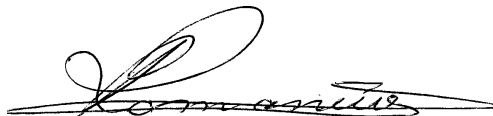
2.3.3.3 Outcome of the vote on the amended resolution – 22 for, 82 against.

2.2.4 Special Resolution Number 2 voting

2.2.4.1 The Chair then put the original Special Resolution Number 2 to a vote – 82 for, 22 against.

3. CLOSE – 11.20am

Chair
Stefan Romaniw



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Date: 20 /5/23

Secretary
Tatiana Zachariak



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Date 20/5/23