

***RULES OF
MACLEAN AND DISTRICT BOWLING CLUB CO-OP LIMITED***

DEFINITIONS AND INTERPRETATIONS

1. In these Rules unless the context otherwise requires:

Expressions and words used have the same meaning as those ascribed to them by the Act.

"Act" means the Co-operatives Act 1992 or any act that replaces or amends the Act;

"Active member" means a person who is in active membership within the provisions of Rule 8;

"Annual General Meeting" means the annual general meeting held each year as required by the Act and these Rules;

"Auditor" means an auditor or auditors for the time being of the Co-operative appointed in accordance with Rule 48;

"Banking account" includes an account with a credit union or building society registered, or authorised to operate, under the Financial Institutions (NSW) Code into which the Co-operative's monies may be paid;

"Board" means the members for the time being of the Board of Directors constituted in accordance with the provisions of these Rules and who shall be Directors of the Co-operative for the purposes of the Act;

"Business day" means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales;

"By-Laws" means the by-laws of the Co-operative for the time being in force;

"Chairperson" includes Deputy Chairperson;

"Club" means Maclean and District Bowling Club Co-op Limited;

"Co-operative" means Maclean and District Bowling Club Co-op Limited;

"Financial Year" means the financial year of the Co-operative as specified in Rule 45;

"Full Member" means a person who is an Ordinary Member or Life Member of the Co-operative;

"Industrial Award or Agreement" means an Award or Enterprise Agreement made or approved under a State or Federal Act regulating industrial relations and includes an "Australian Workplace Agreement", Certified Agreement or Enterprise Flexibility Agreement;

"Ordinary Senior Member" means a member of the Club other than a Life Member, Honorary Member, Junior Member, Temporary Member or Provisional Member;

"Postal Ballot" includes a special postal ballot;

"May" or a similar word or expression, used in relation to a power of the Board means that the power may be exercised or not at the discretion of the board;

"Member" means a member of the Co-operative;

"Month" means calendar month;

"Notice board" means the board or boards provided in the Co-operative's premises on which notices for the information of members are posted;

"Officer" includes President, Director, Chief Executive Officer/Secretary or other person empowered under the Rules to give directions in regard to the business of the Co-operative;

"Office" means the registered office for the time being of the Co-operative;

"Prescribed" means prescribed by the Act or by regulation;

"Provision" in relation to the Act, means words or other matter that form or forms part of the Act, and includes:

- (a) a chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph or schedule of or to the Act; and
- (b) a section, clause, sub-clause, item, column, table or form of or in a schedule to the Act; and
- (c) the long title and any preamble to the Act;

"Register" means the register of members and all other registers as set out in Rule 10(a);

"Registrar" means the Registrar of Co-operatives or any person delegated the Registrar's functions;

"Registered Clubs Act" means the Registered Clubs Act 1976 or any act that replaces or amends the act. For the purposes of these Rules, the Registered Clubs Act includes any regulation under this act and any regulation that applies to the Co-operative by way of a transitional regulation made under the act.

"Regulation" means regulation under the Act and any regulation that applies to the Co-operative by way of a transitional regulation made under the Act;

"Rules" mean the registered Rules of the Co-operative as amended from time to time and reference to particular Rules has a corresponding meaning;

"Shall" or "will" or similar word or expression, used in relation to a power of the board means that the power must be exercised, subject to the Act or the Rule granting the power;

“Special Resolution” means a resolution passed in the manner set forth in Section 189 of the Act;

"The Law" means the Corporations Law;

"The State" means the State of New South Wales;

“Triennial Rule” means the Rule of the Co-operative that provides for the election of the Board of Directors;

“Writing” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and “written” has a corresponding meaning;

Words importing the male gender include the female gender;

Words importing the singular include the plural and visa versa;

A reference in these rules to “the Act” or provision in the Act shall mean and be construed as references to the Act or provision in the Act as amended, modified, re-enacted or re-promulgated from time to time and also any other enactment or regulation substantially replacing any other enactment or regulation.

In the interpretation of a Rule, or paragraph of a Rule, the interpretation that will best achieve the purpose of the Rule is to be preferred to any other interpretation. This applies whether or not the purpose is expressly stated in the Rule or paragraph of the Rule.

In these Rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.

NON - TRADING CO-OPERATIVE

2A. The Co-operative is a non-trading co-operative within the meaning of Section 15 of the Act.

CONVERSION TO A CO-OPERATIVE WITHOUT SHARE CAPITAL

- 2B. On the registration of these Rules:
- (i) the Co-operative shall convert from being a co-operative with a share capital to a co-operative without a share capital;
 - (ii) every person who was a member before the date of registration continues to be a member in accordance with these Rules;
 - (iii) all shares in the Co-operative held by any member before the registration are cancelled;
 - (iv) the paid up share capital shall become part of the general reserves of the Co-operative to be applied in accordance with these Rules.
- (b) The conversion to a Co-operative without share capital shall not affect the obligation of a member to pay to the Co-operative any amount which was payable, but unpaid by the member to the Co-operative on or before the date of registration of these Rules.
- (c) No member (including a deceased member, through their personal representative), admitted to membership of the Co-operative prior to the date of registration of these Rules, shall be entitled to the amount paid up

on that member's share on the cancellation of membership, or in the member ceasing membership, in accordance with Rule 17.

RULES

3. (a) The Rules of the Co-operative have the effect of a contract under seal:
- (i) between the Co-operative and each member;
 - (ii) between the Co-operative and each Director, the principal executive officer and the Secretary of the Co-operative, and
 - (iii) between a member and each other member.

Under the contract, each of those persons agrees to observe and perform the provisions of the Rules as in force for the time being so far as those provisions are applicable to that person.

- (b) The Rules may be altered by a special resolution, by a resolution of the Board in accordance with Section 112 of the Act or as otherwise permitted by the Act. No alteration to these Rules takes effect until the alteration is registered by the Registrar.
- (c) Where any Rule is altered, by way of a Board resolution under Section 112, the Co-operative must cause the alteration to be notified, in writing, to members as soon as practicable after the alteration is registered and in any event, not later than the date on which notice is given to the members of the next Annual General Meeting of the Co-operative, following the registration of the alteration.
- (d) A person shall be entitled on demand to a copy of the Rules upon payment of a sum not exceeding twenty (20) dollars, or such amount as the Board may from time to time determine. A person may inspect a copy of these Rules free of charge at the registered office of the Co-operative during ordinary business hours.

NAME

4. The name of the Co-operative shall be Maclean and District Bowling Club Co-op Limited.

CHANGE OF REGISTERED OFFICE

5. The Board shall notify the Registrar of any changes of address of the registered office of the Co-operative within twenty-eight (28) days of the change, and on the form approved by the Registrar.

OBJECTS

6. The objects of the Co-operative shall be to provide the following community services:
- (a) To promote the game of bowls and such other sports, games, amusements and recreations as the Board may deem expedient and to operate, maintain and carry on a club to be known as Maclean and District Bowling Club Co-op Limited for that purpose;
 - (b) To affiliate with such associations as shall be considered necessary;

- (c) To purchase, lease or otherwise acquire land at any place that the Co-operative may deem expedient and to lay out and prepare such grounds for bowls and for other purposes of the Co-operative and to provide a club house and other conveniences in connection therewith and permit their use by members and their guests on such terms as the Board shall determine;
- (d) To hold or arrange sporting matches, games and competitions and offer and grant or contribute towards the provision of trophies, awards and distinctions;
- (e) To subscribe to, become a member of and co-operate with any other association(s) whether incorporated or not, whose objects are altogether or in part similar to those of the Club;
- (f) To hold a club or other licence for the sale of spirituous or other liquors and to carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, retailers of tobacco, cigarettes and cigars and to hold a licence to keep and operate pokers machines and other lawful gaming devices;
- (g) The promotion and carrying out of such charitable activities or undertakings as the Board may determine from time to time;
- (h) The doing of all such other things as are incidental or conducive to the attainment of all or any of the above objects.

POWERS

7. (a) The Co-operative shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act.
- (b) The powers of the Co-operative to:
- (i) obtain financial accommodation; and
 - (ii) give security for the repayment of money,
- shall be exercised subject to the Act, but otherwise unlimited by the Rules.
- (c) Pursuant to Section 29 of the Act, the Co-operative may do all or any of the following things as incidental to its objects:
- (i) Erect dwellings and buildings;
 - (ii) To acquire land on which dwellings are being or have been erected;
 - (iii) Sub-divide land, make and maintain private ways, bridges, culverts and drains and make, open and dedicate roads;
 - (iv) Provide and maintain buildings and grounds for education, recreation or other community purposes, operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
 - (v) Promote and carry out any charitable undertaking.

ACTIVE MEMBERSHIP PROVISIONS

8. In accordance with Part 6 of the Act:

- (a) The promotion of the game of bowls and such other sports, games, amusements and recreation as the Board may deem expedient and the operation, maintenance and carrying on of a club registered pursuant to the provisions of the Act and the Registered Clubs Act, 1976 for that purpose, is a primary activity of the Co-operative.
- (b) A member shall:
 - (i) be an Ordinary Member who pays an annual subscription of not less than two (2) dollars in accordance with Rule 16 (b); or
 - (ii) be a Life Member;

in order to establish active membership of the Co-operative.

SEAL

- 9. (a) The Co-operative shall, as required in Section 258 (1)(a) of the Act, have the name of the Co-operative appear in legible characters on its Common Seal. The Common Seal shall be kept at the registered office of the Co-operative in such custody as the Board shall direct.
- (b) The device of the Common Seal shall be the name of the Co-operative within two concentric circles and encircling the word "seal".
- (c) The Common Seal of the Co-operative shall not be affixed to any instrument except by resolution of the Board. Two (2) Directors and the Secretary must be present and must sign all instruments sealed while they are present. The Board may appoint a person other than the Secretary to perform this function.

CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

- 10. (a) The Co-operative must have at the Office where the registers are kept and available during all reasonable hours for inspection by any member free of charge the following:
 - (i) a copy of the Act and the Regulations.
 - (ii) a copy of the Rules of the Co-operative.
 - (iii) a copy of the Minutes of each General Meeting of the Co-operative.
 - (iv) a copy of the last Annual Report of the Co-operative under Section 252.
 - (v) the register of directors and members;
 - (vi) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the Co-operative.
 - (vii) such other registers as the regulation provides are to be open for inspection.
- (b) A member is entitled to make a copy of the entries in a register specified in sub-section (a) on payment of a sum determined by the Board from time to time but not exceeding five (5) dollars and one (1) dollar for each page after the first page, to a maximum of twenty (20) dollars.

- (c) The Co-operative must have at the place where the registers are kept and available during all reasonable hours for inspection by any person:
 - (i) a copy of the Act and the Regulation.
 - (ii) a copy of the Rules of the Co-operative.
 - (iii) a copy of the last Annual Report of the Co-operative under Section 252 of the Act.

QUALIFICATION FOR MEMBERSHIP

- 11. (a) No person under the age of eighteen (18) years shall be qualified to be a member with the exception of;
 - (i) a Junior Bowling Member, or
 - (ii) a Temporary Member who attends the Club for the purpose of participating in an organised sporting competition in accordance with these Rules and subject to the Registered Clubs Act.
- (b) A corporate body shall not be a member of the Club.

APPLICATION FOR MEMBERSHIP ¹

- 12. (a) The Board must provide each person intending to become a member of the Co-operative with:
 - (i) a consolidated copy of the Rules of the Co-operative; and
 - (ii) a copy of all special resolutions applicable to the member passed by the members of the Co-operative, except special resolutions providing for an alteration of the Rules of the Co-operative; and
 - (iii) a copy of the last annual report of the Co-operative under Section 252.
- (b) The Board may comply with Rule 12(a) by:
 - (i) giving the person intending to become a member notice that the documents referred to in that Sub-Rule may be inspected by that person at the registered office of the Co-operative; and
 - (ii) making those documents available for inspection.
- c) Applications for membership must be lodged at the registered office using the form approved by the Board and together with:
 - (i) the joining fee (if any) and the annual subscription; and
 - (ii) proof of identity as decided by the Board.

On receipt of an application for membership, the identity of the applicant will be confirmed and the applicant's name and address will be exhibited on a notice board in a prominent position in the Co-operative's premises for a period of seven (7) days prior to the monthly meeting of the Board of Directors. During this time, any objections to the application may be lodged with the Board.

- (d) Every application for membership must be considered by the Board. As soon as practical after the Board meeting at which an application for membership has been accepted, the applicant's personal details and any other information required under the Act will be entered in the register of members. The applicant will then be entitled to the privileges attaching

¹ Rule Altered 25 November 2011 (Special Resolution 07 November 2011)

to membership of the Co-operative. The Co-operative is not required to notify a person in writing if he or she has been accepted for membership.

- (e) The Board may refuse any application for membership and the Board is not required to provide any reason for the refusal. The Board may choose to give reasons if the Board considers it appropriate to do so. On refusal, the applicant's money will be refunded without interest.
- (f) In considering an application for membership pursuant to this Rule, the Board must ensure that a person who is not qualified for membership of the Co-operative under Rule 11 is not admitted as a member.

APPLICANTS FOR MEMBERSHIP BE GIVEN NOTICE OF ENTRY AND PERIODIC FEES

13. The Co-operative must supply, with each application for membership, a written notice of any intending or prescribed entry or periodic fee that a person will be liable to pay on becoming a member of the Co-operative.

CATEGORIES OF MEMBERSHIP

14. (a) There shall be the following categories of membership:
- (i) Ordinary Member;
 - (ii) Life Members;
 - (iii) Honorary Members;
 - (iv) Temporary Members; and
 - (v) Provisional Members.
- (b) Ordinary Membership shall consist of the following classes:
- (i) Ordinary Senior Member; and
 - (ii) Junior Bowling Member.

DEFINITION OF MEMBERSHIP

ORDINARY SENIOR MEMBER

- 14A. (a) **ORDINARY SENIOR MEMBER** shall mean a member of the Co-operative who shall pay a full annual subscription or, in the case of a new member joining after the first day of January and prior to the thirtieth day of June next following, such proportion of such full annual subscription as decided by the Board from time to time provided that the minimum subscription payable is not less than the minimum subscription provided for from time to time by the Registered Clubs Act. Ordinary Senior Members who participate in the sport of bowls shall in addition pay an annual subscription as determined by the Board from time to time for the purpose of effecting their registration with the following:
- (i) In the case of a male Ordinary Senior Member;
 - (A) Clarence River District Bowling Association, and
 - (B) Royal New South Wales Bowling Association.
 - (ii) In the case of a female Ordinary Senior Member;
 - (A) Clarence River District Women's Bowling Association, and
 - (B) New South Wales Women's Bowling Association, and
 - (C) Maclean & District Women's Bowling Club.

- (b) Ordinary Senior Members shall have the following voting rights and privileges:
- (i) Full use of the Club's facilities in accordance with these Rules, and
 - (ii) full voting rights in accordance with these Rules, and
 - (iii) can propose or second a person for admission as a member or a member for admission to the Board, and
 - (iv) can participate in the management of the Co-operative and hold office.

JUNIOR BOWLING MEMBER

14B. **JUNIOR BOWLING MEMBER** shall mean a person under the age of eighteen (18) years but a minimum of twelve (12) years who, having been elected as a Junior Bowling Member for the purpose of taking part in the sport of bowls, shall pay the entrance fee, the applicable annual subscription and the applicable subscription to effect registration in accordance with Rule 14B(a)(i) or 14B(a)(ii), as determined by the Board from time to time but not less than the minimum subscription provided for by the Registered Clubs Act (1976). Subject to the Registered Clubs Act, a Junior Bowling Member shall be entitled to such of the playing privileges and to use such of the facilities of the Club as the Board shall determine but shall not be entitled to hold office on the Board of management of the Co-operative or to nominate Co-operative members for such office or vote at any meetings of the Co-operative. Junior bowling membership shall be subject to a statement of indication to play bowls upon application for Junior bowling membership.

LIFE MEMBER

14C. **LIFE MEMBER** shall mean any member who may, in consideration of long or meritorious service to the Co-operative or for any other commendable reason, be elected at any general meeting by two-thirds of the members present and entitled to vote, as a Life Member of the Co-operative provided that such nomination is made in writing by two Ordinary Senior Members or Life Members of the Co-operative and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination. A Life Member shall be entitled to all rights, privileges and advantages to which an ordinary senior member is entitled under these Rules. A Life Member shall not be obliged to pay any annual subscriptions.

HONORARY MEMBER

14D. **HONORARY MEMBER** shall mean a person admitted as an Honorary Member in accordance with these Rules. A person shall not be admitted as an Honorary Member unless he has the qualifications as specified in these Rules, requisite and appropriate in relation to the purposes of the Club for Honorary membership of the Club. The following may at the discretion of the board be admitted as Honorary Members of the Club:

- (a) Any prominent citizen visiting the Club for some special occasion;
- (b) Any person who holds or has held the position of patron of the Club;
- (c) Any person who has rendered outstanding services to the Club or holds,

or has held, a position prominent in the Club, in the community or in the bowling or sporting fraternity.

Honorary Members shall be entitled to the social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by, or on the invitation of, the Board from time to time. The Board shall have power to determine the duration of the honorary membership and to cancel the honorary membership of any person at any time without assigning any reason. Honorary Members shall not be entitled to attend or vote at any meetings of the Club or to be elected or appointed as officers of the Club, or to nominate members for such office. Honorary Members shall not be obliged to pay any entrance fee and/or annual subscriptions.

PATRON

14E. Patrons may be appointed from time to time by the members in general meeting and they shall thereupon be deemed to be Honorary Members of the Club provided that any patron who is a Full Member of the Club shall also be entitled to exercise all of the privileges and advantages of such membership.

TEMPORARY MEMBER²

14F. **TEMPORARY MEMBER** shall mean a person admitted to the Club as a Temporary Member, in accordance with these Rules. A person shall not be admitted as a Temporary Member unless he has the qualifications as specified in these Rules requisite and appropriate in relation to the purpose of the Club for temporary membership of the Club. The following may at the discretion of the Board, its delegated representative or the Secretary be admitted as Temporary Members of the Club:

- (a) a person whose ordinary place of residence is;
 - (i) outside a radius of five (5) kilometres from the premises of the Club, or
 - (ii) within a radius of five (5) kilometres of the premises of the Club and has been approved as being an excepted area in accordance with the Registered Clubs Act.
- (b) any visiting member of a another club having similar objects, on payment of such fee (if any) as may be determined by the Board.
- (c) members of social or sporting clubs which have no bowling greens of their own and who are visiting the Club for the purpose of playing a match or competition amongst themselves or in company with members of the Club or members of other clubs, for the day or days on which such persons take part in such match or competition, on payment of such fee (if any) as may be determined by the Board.
- (d) a visiting member of another bowling club, for the day or days on which such persons takes part in any match, game or competition played on the Club's property, on payment of such fee (if any) as may be determined by the Board.

² Rule altered 10 December 2008 (Special Resolution 27 October 2008).

- (e) a full member of any other Registered Club or any interstate club who, at the invitation of the Board or of a full member of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day shall be a Temporary Member of the Club from the time on that day when he so attends the premises of the Club until the end of that day.

Temporary Members shall be entitled to the social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by, or on the invitation of, the Board or the Secretary from time to time. The Board, its delegated representative or the Secretary shall have power to cancel the temporary membership of any person at any time without assigning any reason. Temporary Members shall not be entitled to attend or vote at any meetings of the Co-operative or to be elected or appointed as officers of the Co-operative, or to nominate members to such office.

The Board may by by-law specify the number of days in any financial year of the Co-operative on which temporary membership may be conferred on any person provided however, that in total, the number of days temporary membership is conferred on the same person in any year shall not be more than twenty-eight (28) but these need not be consecutive days. A person shall not be admitted as a temporary member unless he/she completes and signs the register for temporary membership in such form as the Board may determine. Unless otherwise specified in these Rules, temporary membership shall only be conferred for the duration of the day on which it is granted. A person admitted as a Temporary Member in accordance with these Rules may apply in the form approved by the Board, for a period of temporary membership longer than the day of issue. A person shall not be admitted as a Temporary Member unless he/she completes and signs a temporary membership card for such form as the Board may determine and subject to requirements of the Registered Clubs Act. At the sole discretion of the Board, its delegated representative or Secretary, such application may be approved for a period not exceeding twenty-eight (28) days. If temporary membership is granted for a period longer than the day of issue, the date on which temporary membership ends shall be included on a temporary membership card which shall be produced at any time when requested to do so by an officer or employee of the Co-operative. If any Temporary Member fails to produce his or her temporary membership card when so requested, he or she may be required to leave the Club immediately.

PROVISIONAL MEMBER

14G. **PROVISIONAL MEMBER** is any person who shall have applied for admission as a member and shall have paid the entrance fee and the subscription as laid down by the Board from time to time for the category of membership being sought provided such subscription is not less than that set out in the Registered Clubs Act 1976. A Provisional Member shall have all of the rights and privileges offered to members of the category of membership being sought with the following exceptions:

- (a) a Provisional Member shall not attend or vote at general meetings of the Co-operative; and
- (b) a Provisional Member shall not be entitled to stand for, nominate or be nominated for positions on the Co-operative's Board.

The person's acceptance to membership remains subject to approval before a Board meeting in accordance with Rule 12.

RIGHTS AND LIABILITIES OF MEMBERS OF THE CO-OPERATIVE

15. (a) Only Ordinary Senior Members, Life Members and Junior Members may attend meetings of the Co-operative however, only Ordinary Senior Members and Life Members shall be entitled to vote at these meetings. Each such member shall have one (1) vote.
- (b) The rights of members to use the facilities of the Club shall be as the Board may determine from time to time by by-law or otherwise.
- (c) A member shall not, as a member of the Co-operative, be under any personal liability to a creditor of the Co-operative.
- (d) A member shall, in accordance with Section 76 of the Act, be liable to the Co-operative for any charges, including entry and periodic fees, payable by the member to the Co-operative as required by these Rules.
- (e) On the death of a member, the member's estate is subject to the same liability as the member would have been until the member's personal representative or some other person is registered in the member's place.

ANNUAL SUBSCRIPTION AND ENTRANCE FEE

16. (a) Member's subscriptions shall be paid annually and in advance. Members shall be notified of the due date of annual subscriptions by notice on the Co-operative's notice board. The time and payment thereof and all other matters pertaining thereto not specially provided for in these Rules shall be as prescribed by the Board from time to time.
- (b) The subscriptions payable by members of the Co-operative shall be such as the Board may from time prescribe provided that the annual subscription payable shall be not less than the minimum subscription provided for from time to time by the Registered Clubs Act 1976 and not more than one hundred dollars (\$100.00) each in any financial year.
- (c) Every applicant for membership shall pay a once only entrance fee of ten (10) dollars, or such lesser sum as may be fixed by the Board. The fee shall be paid in full upon application.

CEASING MEMBERSHIP

17. A person shall cease to be a member in any of the following circumstances:
 - (a) Where the person is expelled in accordance with these Rules.
 - (b) Where the person's membership is rescinded on the grounds of misrepresentation or mistake.
 - (c) Where the subscription of any member has not been paid within a period of one (1) month from the date upon which it shall fall due for payment.

- (d) On the expiration of one (1) month notice in writing of the member's intention to resign from membership given by the member, to the Secretary.
- (e) If the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy.
- (f) On the death of the member.

DISCIPLINARY PROVISION

18. (a) The Secretary/Manager or his duly authorised employee shall have the power to remove any member from the Club:
- (i) who is intoxicated, violent, quarrelsome or disorderly; or
 - (ii) whose presence on the premises of the Club renders the Co-operative or the Secretary/Manager of the Club liable to a penalty under the Registered Clubs Act.
- (b) Any member removed in accordance with paragraph (a) may be refused any or all privileges of membership for a maximum period of twenty-eight (28) days and the member shall be notified to appear before the Board at its first meeting after the expiration of twenty-eight (28) days. The Secretary/Manager shall make a written report of the circumstances giving rise to the removal and subsequent refusal of membership privileges to the Board within seven (7) days of the removal being imposed.

SUSPENSION OF MEMBERS

- 18A. (a) The Board may, by resolution of two-thirds (2/3) majority, suspend members for a period not exceeding one (1) year, who do any of the following acts:
- (i) infringe any of the Rules or By-laws of the Co-operative; or
 - (ii) fail to discharge obligations to the Co-operative, whether prescribed by these Rules or arising out of contract; or
 - (iii) conduct themselves in a manner prejudicial or detrimental to the interests of the Co-operative.
- (b) At least seven (7) days written notice stating, the date, time and place of meeting shall be given to any member whose act is to be considered by the Board. The written notice shall also state the nature of the act which, in the Board's opinion, has been done by the member.
- (c) At the meeting, the member shall be afforded a full opportunity to be heard and shall be entitled to call witnesses and to cross-examine witnesses called against the member. If the member fails to attend at the time and place mentioned, without reasonable excuse, the act shall be considered and the Board may decide on the evidence before it, in spite of the absence of the member, but having regard to any representations made to in writing by the member charged. Once the act has been considered, the Board may decide to suspend the member who committed the act.

- (d) No motion by the Board to suspend a member, shall be deemed to be passed, unless at least a two-thirds (2/3) majority of the members of the Board present vote in favour of such motion.
- (f) Any decision of the Board at such meeting shall be final and take effect immediately. The Board shall not be required to assign any reason for its decision.
- (g) Adjournment of any decision of the Board at such meeting shall be final and the Board shall not be required to assign any reason for its decision.

EXPULSION OF MEMBERS

- 18B. (a) The Board may, by a resolution of two-thirds (2/3) majority, expel members who do any of the following acts:
- (i) fail to discharge obligations to the Co-operative, whether prescribed by these Rules or arising out of contract; or
 - (ii) conduct themselves in a manner prejudicial or detrimental to the interests of the Co-operative.
- (b) In either case, written notice of the proposed resolution shall be forwarded to the member not less than fourteen (14) days before the date of the Board meeting at which the resolution is to be moved, stating the date, time and place of meeting. The written notice shall also state the nature of the act which, in the Board's opinion, has been done by the member.
- (c) At the meeting, the member shall be afforded a full opportunity to be heard and shall be entitled to call witnesses and to cross-examine witnesses called against the member. If the member fails to attend at the time and place mentioned, without reasonable excuse, the act shall be considered and the Board may decide on the evidence before it, in spite of the absence of the member, but having regard to any representations made to in writing by the member charged. Once the act has been considered, the Board may decide to expel the member who committed the act.
- (d) Upon the expulsion of any member pursuant to (a), the Board shall give notice in writing of the outcome to the member concerned.
- (e) Within fourteen (14) days after receipt of a notice under (d), the person to whom the notice was addressed may give to the Board notice in writing of his/her intention to appeal against such determination to a Special General Meeting of members.
- (f) Upon receipt of such notice, the Board shall convene a Special General Meeting of members to be held not less than twenty-one (21) days nor more than twenty-eight (28) days after the date upon which he/she received such notice for the purpose of considering the appeal.
- (g) At the meeting, the appellant shall be given a full opportunity to be heard. If the appellant fails to attend at the time and place mentioned, without reasonable excuse, the act that resulted in the expulsion shall be considered and the Co-operative may decide on the evidence before it, in

spite of the absence of the appellant. Once the act has been considered, the Co-operative may by a resolution of two-thirds (2/3), decide to expel the appellant or uphold the appeal.

- (h) Until the final determination of the appeal, the appellant shall be deemed to have been expelled pursuant to (a) but shall be entitled to vote at the special general meeting and may attend the premises of the Co-operative for this purpose.
- (i) If a quorum is not present after the lapse of thirty (30) minutes from the advertised time of the special general meeting, the meeting shall be dissolved and the appeal deemed to have been dismissed.
- (j) If the appeal is upheld, the appellant's membership shall be restored immediately.

FINES

- 18C. (a) The Board may impose a fine on a member for any infringement of the Rules or By-laws of the Co-operative.
- (b) The maximum fine that may be imposed on any member is one hundred (100) dollars.
- (c) No fine exceeding twenty (20) dollars is to be imposed unless:
- (i) written notice of intention to impose the fine and the reason for it has been given to the member, and
 - (ii) the member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing why the fine should not be imposed.

SECRETARY

19. (a) The Board shall appoint a Secretary who shall be the Chief Executive Officer of the Co-operative. The Secretary shall perform such duties and do such things as are required to be performed and done by a Secretary of a Club in accordance with the Act, the Registered Clubs Act, the Club Managers and Club Secretaries (State) Award or any Act amending the same. The Secretary shall be appointed on such terms and conditions as the Board may determine and subject to any applicable Industrial Award or Agreement.
- (b) It shall be the Secretary's duty to conduct and manage the affairs of the Co-operative under the direction of the Board and to keep in books provided for that purpose, full and accurate minutes of all resolutions and proceedings at all meetings of members as well as all meetings of the Board and of sub-committees and to keep a record of voting at meetings for admission of members and to keep a register of members and such books and records as may be thought by the Board to be necessary for the purpose of fully and correctly showing the Co-operative's operations.
- (c) The Secretary shall receive all monies of the Co-operative and shall pay the same into the bank, building society or credit union at which the Co-operative transacts its business.

- (d) The Secretary shall keep an account of all monies received and dispersed in appropriate books and such books shall be open for inspection by any Director at all times.
- (e) All accounts shall be authorised as correct for payment by two (2) authorised members of the Board or by one member of the Board and the Secretary.
- (f) The Secretary shall with the approval of the Board have power to hire and employ all classes of persons whose service may be considered necessary for the purpose of the Co-operative and pay them in return for services rendered to the Co-operative salaries and wages approved by the Board.
- (g) The Secretary shall when directed by the Board deliver up all books, vouchers and property to any person duly authorised by the Board.
- (h) The Secretary shall carry out all proper duties and instructions which the President or in the President's absence his deputy shall direct.
- (i) The Secretary shall supervise the purchase of all kinds of goods, materials or provisions required by the Club and shall issue official orders thereof.
- (j) The Secretary shall apply within the time prescribed for such registration and renewals required by statute, or regulations made thereunder, as are necessary for the business and carrying on of a Club.
- (k) The Secretary shall have the custody, care and control of all keys and other security measures within the clubhouse and shall be directly responsible to the Board for the security of the Club premises.
- (l) Should the office of Secretary become vacant, or should the Secretary be temporarily absent or unwilling to act, the Board shall have the power to appoint any person in accordance with the Registered Clubs Act to perform the duties required by these Rules to be performed by the Secretary.
- (m) At any time there shall only be one Secretary of the Co-operative.
- (n) The Secretary shall hold office until death, or removed by the Board, or resignation from office.

RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY

20. A person is not entitled to exercise a member's right to vote under a power of attorney, if that person has a power of attorney to vote in respect of another member.

ANNUAL GENERAL MEETING

21. (a) The first Annual General Meeting of a Co-operative must be held at any

time within nineteen (19) months (or such other periods as may be permitted under the Act) after the incorporation of the Co-operative.

- (b) A General Meeting of the Co-operative to be known as the "Annual General Meeting" shall, as provided in Section 198 of the Act, be held each year on a date and a time determined by the Board as long as it is within five (5) months after the close of the financial year of the Co-operative, or within such further time as may be allowed by the Registrar.
- (c) All General Meetings of the Co-operative other than the Annual General Meeting shall be Special General Meetings.
- (d) If an Annual General Meeting is not held in accordance with paragraph (a) or paragraph (b) of this Rule, the members may, in accordance with Section 202 of the Act and Rule 23, requisition such a meeting.

CONVENING GENERAL MEETINGS

22. The Board may, whenever it thinks fit, convene a Special General Meeting of the Co-operative.

REQUISITION OF GENERAL MEETINGS

23. (a) The Board must convene a General Meeting of the Co-operative on the requisition in writing by active members who together are able to cast at least 20% of the total number of votes to be cast at a meeting of the Co-operative.
- (b) The requisition must:
- (i) State the objects of the meeting; and
 - (ii) Be signed by the requisitioning members and may consist of several documents in like form each signed by one or more of the requisitioning members; and
 - (iii) Be served on the Co-operative by being lodged at the registered office of the Co-operative.

REQUISITIONED MEETING MUST BE CONVENEED AS SOON AS PRACTICAL

24. (a) A meeting requisitioned by the members in accordance with Rule 23 must be convened and held as soon as practicable and, in any case, must be held within two (2) months after the requisition is served.
- (b) Where the Board does not convene a meeting twenty-one (21) days after the requisition is served, the following provisions apply:
- (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
 - (ii) for that purpose they may request the Co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the Co-operative;
 - (iii) the Board must send the requested statement to the requisitioning members within seven (7) days after the request for the statement is made;

- (iv) the meeting convened by the requisitioning members must be held not later than three (3) months after the requisition is served;
- (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the Co-operative;
- (vi) any such amount required to be paid by the Co-operative is to be retained by the Co-operative out of any money due from the Co-operative by way of fees or other remuneration in respect of their services to such of the Directors as were in default.

NOTICE OF GENERAL MEETINGS

25. (a) At least fourteen (14) days notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and, in cases of special business, the general nature of that business shall be given of any general meeting in the manner hereinafter mentioned, to such persons as are, under these Rules, entitled to receive such notices from the Co-operative, but the non-receipt of the notice by any member shall not invalidate the proceedings at such General Meeting.
- (b) In the case of special resolutions the giving of notices shall conform to Rule 26 hereof.
- (c) Any member who has a resolution to submit to a General Meeting must give written notice of the terms of the resolution to the Co-operative not less than twenty-eight (28) days prior to the date of the meeting.
- (d) The Board shall have inserted in any notice convening a General Meeting any business which a member has notified of intention to move and for which notification has been given in accordance with this Rule and provided that notice from the member shall have been received before the notice of the meeting has been issued.
- (e) Notice of every General Meeting shall be given in the same manner as authorised in Rule 54 to:
- (i) every member of the Co-operative; and
 - (ii) the auditor or auditors of the Co-operative.
- (f) Except as provided in this Rule, no other person shall be entitled to receive notices of General Meetings.

NOTICE OF SPECIAL RESOLUTIONS

26. Notice of a Special Resolution shall be given to those persons, entitled to receive notice under Rule 25, at least twenty-one (21) days before the General Meeting and shall specify the intention to propose the resolution as a Special Resolution at that meeting and specify the terms of the Special Resolution.

SPECIAL RESOLUTION

27. (a) A Special Resolution means a resolution of which notice has been given

of the intention to propose the resolution as a Special Resolution and which is passed either by two-thirds of the members who vote at a general meeting in person; two-thirds in a postal ballot; or by three quarters of the members who cast votes in a special postal ballot of members.

- (b) A special postal ballot for the purpose of passing a Special Resolution must be conducted in relation to the following matters:
 - (i) a conversion of a trading co-operative to a non-trading co-operative;
 - (ii) transfer of incorporation;
 - (iii) an acquisition or disposal of assets referred to in Section 285 of the Act;
 - (iv) the maximum permissible level of share interest in the Co-operative;
 - (v) takeover;
 - (vi) merger;
 - (vii) transfer of engagements;
 - (viii) members' voluntary winding up.

- (c) A Special Resolution has effect from the date it is passed except in the following circumstances:
 - (i) the removal of an auditor,
 - (ii) the expulsion of a member,
 - (iii) the alteration of a Rule,
 - (iv) any matter for which a Special Resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up), in which case it has effect from the time it is registered by the Registrar.

BUSINESS OF GENERAL MEETINGS³

28. (a) The ordinary business of the Annual General Meeting will be:
- (i) to confirm minutes of the preceding general meeting (whether annual or special); and
 - (ii) for the Board, auditors, or any officers of the Co-operative to present reports on the transactions of the Co-operative during the financial year, including balance sheet, income statement, cash flow statement, and the state of affairs at the end of that year; and
 - (iii) to elect and determine the remuneration of Directors to hold office in accordance with Rule 35; and
 - (iv) to appoint (if necessary) an auditor; and
 - (v) to allow Members a reasonable opportunity to ask questions about or comment on the management of the Co-operative and to ask the auditor or their representative, if present, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- b) The Annual General Meeting may also transact special business of which notice has been given to Members in accordance with these Rules.

³ Rule altered 21 November 2012 (Special Resolution 05 November 2012)

- (c) All business of a general meeting, other than business of the Annual General Meeting that is by this Rule termed ordinary business, will be considered as special business.

QUORUM AT GENERAL MEETINGS

29. (a) No item of business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) Except where these Rules state otherwise, twenty (20) members present and entitled to vote shall be a quorum.
- (c) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

30. (a) The President of the Board shall preside as Chairperson at every General Meeting of the Co-operative.
- (b) If at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson, the members present shall choose someone from their number to be Chairperson until such time as the Chairperson being in attendance is willing to act.
- (c) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place. The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for fourteen (14) days or more, notice shall be given just as is the case of the original meeting. Apart from this requirement, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

STANDING ORDERS AT GENERAL MEETINGS

31. The following standing orders shall be observed at the Co-operative's meetings, subject to any suspension of, or amendment of, or addition to, these orders adopted for the purpose of that meeting by the members present at a meeting:
- (a) the mover of a motion shall not speak for more than ten (10) minutes. Subsequent speakers shall be allowed five (5) minutes and the mover of the proposition five (5) minutes to reply. The meeting may however, by simple majority extend in a particular instance the time permitted by this Rule;

- (b) whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of;
- (c) if an amendment is carried, the motion as so amended shall displace the original and may itself be amended;
- (d) if an amendment is defeated, then a further amendment may be moved to the original motion. However, only one amendment shall be submitted to the meeting for discussion at one time;
- (e) The mover of every original motion, but not of an amendment, shall have the right of reply. Immediately after this the question shall be put from the chair. No other member shall speak more than once on the same question, unless permission is given for an explanation, or where the attention of the Chairperson is called to a point of order;
- (f) motions and amendments shall be submitted in writing, if requested by the Chairperson;
- (g) any discussion on a motion or amendment may be closed by a resolution "that the question now be put" being moved, seconded and carried. Such resolution shall be put to the meeting without debate;
- (h) any member, or visitor invited to attend the meeting by the Board, may speak on any issue at a meeting with the permission of the Chairperson provided that the permission may be conditional;
- (i) standing orders may be suspended for any period by ordinary resolution.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

32. (a) Only Ordinary Senior Members, Life Members and Junior Members may attend Annual General Meetings or Special General Meetings of the Club however, only Ordinary Senior Members and Life Members may vote at these meetings. Each such member shall have one (1) vote. Voting by proxy shall not be allowed.
- (b) At any general meeting a resolution put to the vote of the meeting shall except as provided in Clauses (c) and (d) of this Rule, be decided on a show of hands of members eligible to vote unless a poll is (before or on declaration of the result of the show of hands) demanded by at least five (5) members eligible to vote. If no poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Co-operative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
 - (c) A resolution shall be determined by a simple majority except in the case of a Special Resolution which shall require a two-thirds majority of members voting in accordance with Section 189 of the Act.

- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote. On a show of hands or a poll, every member entitled to vote and present in person at any meeting shall have one vote. If a poll is demanded it shall be taken in a manner which the Chairperson directs.
- (e) Notwithstanding any of the provisions of these Rules, a member who is an employee of the Co-operative shall not be eligible to vote at any meetings of the Co-operative or nominate, be nominated, stand for, be elected or appointed as a member of the governing body of the Co-operative.

POSTAL BALLOT

33. The Co-operative may hold a postal ballot to determine any issue or proposal by the members in the manner prescribed in Schedule 2 of the Co-operatives Regulation 1997.

BOARD OF DIRECTORS^{4 5 6}

34. (a) The management of the Co-operative and the custody and control of its funds will be vested in the Board of Directors which will consist of a President and eight (8) other Directors each of whom must be at least eighteen (18) years old. All of those Directors must be Ordinary Senior Members or Life Members.
- (b) No person will be eligible for nomination as President of the Co-operative unless the person is an Ordinary Senior Member or Life Member who has served on the Board of Directors of the Co-operative for a period of at least two (2) years however, such service need not be consecutive.
- (c) Only financial Ordinary Senior Members and Life Members will be entitled to be nominated and stand for, be elected or appointed to the Board of Directors.
- (d) Only Ordinary Senior Members and Life Members with at least two (2) years continuous financial membership will be qualified to be a Director.
- (e) All Directors must retire as specified in Rule 34A. (Triennial Rule).
- (f) No member who, at the time of commencement of nominations for positions on the Board of Directors, is under suspension by the Board in accordance with these Rules, will be eligible to nominate, stand for, be elected or appointed to the Board.

TRIENNIAL RULE⁷

- 34A. (a) At each subsequent Annual General Meeting while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the Board must be elected and will, unless otherwise disqualified, hold office for three (3) years.

⁴ Rule altered 01 December 2005 (Special Resolution 22 October 2005)

⁵ Rule altered 01 December 2009 (Special Resolution 26 October 2009)

⁶ Rule altered 17 December 2013 (Special Resolution 27 October 2013)

⁷ Rule altered 19 November 2015 (Special Resolution 9 November 2015)

- (b) A person whose term of office as a member of the Board of Directors under the triennial rule expires is not for that reason ineligible for election for a further term.
- (c) The triennial rule can only be revoked by a Special Resolution of members and decided on at a general meeting with this Special Resolution to include the new arrangements for the election of the Board. If the triennial rule is revoked, all members of the Board will cease to hold office at the next succeeding Annual General Meeting when new elections will take place in the manner determined at the general meeting when the triennial rule was revoked.
- (d) The Board will elect an executive of three Directors. This will consist of the President as elected by the members and two others including the Vice President and one other as elected by the Board.
- (e) The role of President will be held for a period of twelve months or until the subsequent Annual General Meeting. However the position as Director on the Board will remain for the full term of three years.

ELECTION OF DIRECTORS⁸

35. (a) A ballot will be conducted by the Returning Officer in accordance with these Rules and he or she may appoint assistants.
- (b) Nominations for the election of a President and eight (8) other Directors must be made in writing and signed by two (2) members entitled to do so in accordance with these Rules and by the nominee who must consent in writing to the nomination. The nomination must be lodged with the Secretary who will post the names of the candidate and proposers on the notice board.
 - (c) Nominations will cease fourteen (14) clear days prior to the date of the Annual General Meeting.
 - (d) On the day following the closure of nominations, the Returning Officer will post the names of the candidates on the notice board and will if necessary conduct a draw in the Club premises to determine the order in which the candidates will appear on the ballot paper.
 - (e) The ballot will take place in the Club premises during the period of seven (7) days immediately preceding the date of the Annual General Meeting. Voting times will be prominently displayed in the Club premises.
 - (f) Notwithstanding Rule 35(e), The Board may determine to conduct the ballot at the Annual General Meeting.
 - (g) The Returning Officer will arrange for ballot papers to be printed, which must contain:
 - (i) The name of the Co-operative;

⁸ Rule altered 17 December 2013 (Special Resolution 27 October 2013)

- (ii) The position(s) to be balloted for;
 - (iii) The name(s) of the candidates and the position(s) for which they are nominated in order determined in accordance with Rule 35(d) above;
 - (i) Directions as to the manner of voting;
 - (v) Notification that where insufficient candidates are nominated the residue will be elected at the Annual General Meeting.
- (h) A ballot paper will be issued to any financial member who is eligible to vote and every ballot paper issued must be initialled by the Returning Officer or his or her delegated representative. Each member issued with a ballot paper will have his or her name crossed off a register of financial members for the financial year then current and this action is acknowledgment by the member of the receipt of the ballot paper.
- (i) A member must cast his or her vote by completing the ballot paper in accordance with the written directions and placing it in the "Ballot Box".
- (j) If the full number of candidates required are not nominated by the required date, those candidates who are nominated will be considered as having been properly elected to the relevant positions and additional nominations may, with the consent of the nominee or nominees, be made at the Annual General Meeting for the remaining positions. The Returning Officer must if necessary conduct a ballot or ballots to fill the required positions at the Annual General Meeting.

REMOVAL OF DIRECTOR FROM OFFICE

36. The Co-operative may, by ordinary resolution, remove any Director before the expiration of the Director's period of office, and may by a simple majority appoint another person in place of the Director. The person so appointed shall retire at the same time as the removed Director would have done if not removed.

FILLING OF CASUAL VACANCIES^{9 10}

37. (a) Notwithstanding Rule 40(e), a casual vacancy of the Board is to be filled:
- (i) By election by the members held:
 - (A) at a meeting of the co-operative; or
 - (B) by means of a postal ballot; or
 - (C) in the manner specified in the Rules of the Co-operative for the ordinary election of directors; or
 - (ii) by appointment by the Directors, or
 - (iii) in such other manner as the Registrar may approve in a particular case.
- (b) The person elected pursuant to subparagraph (a)(i) must retire at the same time as the Director who vacated the office would have done if that director had not vacated it.
- (c) The person appointed pursuant to subparagraph (a)(ii) will hold office until the next Annual General Meeting only.

⁹ Rule altered 27 October 2003 (Special Resolution 13 October 2003)

¹⁰ Rule altered 17 December 2013 (Special Resolution 27 October 2013)

- (d) The vacancy caused at an Annual General Meeting by a person ceasing to hold office under Rule 37.(c) will be filled in the manner specified in the Rules of the Co-operative for the ordinary election of Directors and the person elected will, unless otherwise disqualified, hold office for the remainder of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the Annual General Meeting.
- (e) For the purposes of this Rule, a casual vacancy will arise where the office of a Director is vacated in accordance with Rule 38.

VACATION OF OFFICE OF DIRECTOR

38. A Director vacates office in such circumstances (if any) as are provided in the Rules of the Co-operative and in any of the following cases:

- (a) if the person is an insolvent under administration (as defined in the Law);
- (b) if the person is mentally incapacitated or the subject of an order under a law of another State or of a Territory relating to mental health;
- (c) if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 208(2) of the Act;
- (d) if the Director absents himself/herself from three (3) consecutive ordinary meetings of the Board without its leave;
- (e) if the Director resigns from office by notice in writing given by the Director to the Co-operative;
- (f) if the Director is removed from office by ordinary resolution of the Co-operative;
- (g) if the person ceases to hold the qualification by reason of which the person was qualified to be a Director;
- (h) if the Director becomes an employee of the Co-operative;
- (i) if an administrator of the Co-operative's affairs is appointed under Division 6 of Part 12 of the Act;
- (j) if the Director is directly or indirectly interested in any contract or proposed contract with the Co-operative and fails to declare his/her interest as required under Section 234 of the Act;
- (k) if the Director is removed from office, by a voluntary administrator of the Co-operative appointed under Part 5.3A of the Law, as applying under Section 332 of the Act.

REMUNERATION

39. The Directors shall receive a refund of all necessary expenses incurred by them in the business of the Co-operative.

PROCEEDINGS OF THE BOARD¹¹

40. (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit, providing a meeting of the Board shall be held at least once monthly. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes, the Chairperson shall have a second or casting vote. A meeting of the Board of Directors may be called by a Director giving notice individually to every other Director.
- (b) A Director shall not vote in respect of any contract or proposed contract with the Co-operative in which the Director is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract and, if the Director votes in contravention of this Rule, the Director's vote shall not be counted.
- (f) Except in special circumstances determined by the Chairperson, forty-eight (48) hours notice shall be given of all meetings of the Board.
- (g) The quorum for any meeting of the Board shall be five (5) being 50% or more of the number of Directors, in accordance with Section 209(4) of the Act.
- (e) The continuing Directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum for Directors, the continuing Directors may act only for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Co-operative, but not for any other purpose.
- (f) If the President is not present or being present is unwilling to act as Chairperson of the meeting, the Board may elect a Chairperson of the meeting, but if no such Chairperson is elected or if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairperson of the meeting until such time as the Chairperson being present in attendance is willing to so act.
- (g) (i) The Board may delegate any of their powers to committees consisting of such number of members of their body as they think fit.
(ii) Any committee so formed shall in the exercise of the powers so delegated conform to any conditions or stipulation that may be imposed on them by the Board.
(iii) A committee may elect a Chairperson of their meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairperson of the meeting.
(iv) A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority

¹¹ Rule altered 01 December 2005 (Special Resolution 22 October 2005).

of votes of the members present and in the case of any equality of votes, the Chairperson shall have a second or casting vote.

DUTIES AND POWERS OF THE BOARD

41. (a) The business and operations of the Co-operative in accordance with Section 204 (1) and (2) of the Act shall be managed and controlled by the Board and for that purpose the Board, except as hereinafter provided, shall have and may exercise the powers of the Co-operative as if they had been expressly conferred on the Board at a General Meeting of the Co-operative.
- (b) The powers of the Board shall be subject to any restrictions imposed thereon by the Act, the Registered Clubs Act or by these Rules.
- (c) Without prejudice to the general powers conferred on the Board by the Act, the Registered Clubs Act or these Rules, the Board shall have power to appoint and, at its discretion, remove or suspend officers, clerks, agents and servants and to fix their powers, duties and remuneration.
- (d) Without prejudice to the general powers conferred on the Board by the Act, the Registered Clubs Act or these Rules, the Board shall have power to make, alter and repeal by-laws as it may deem necessary or expedient for the proper conduct and management of the Club or in any way in relation thereto and in particular but not exclusively it may by by-law regulate:
- (i) Such matters as it is by these Rules empowered to do;
 - (ii) The general management control and trading activities of the Club;
 - (iii) The control and management of the Club premises;
 - (iv) The management and control of play and dress on the Club's greens;
 - (v) The upkeep and control of the greens;
 - (vi) The control, management, and conditions of play of all competitions;
 - (vii) The conduct of members and guests of members;
 - (viii) Generally all such matters as are commonly the subject matter of Club Rules or by-laws or which by these Rules are not reserved for decision by the Club in General Meeting.

DELEGATION AND BOARD COMMITTEES

42. (a) The Board may (in accordance with Section 213 of the Act) by resolution delegate the exercise of such of the Board's functions (other than this power of delegation) as are specified in the resolution:
- (i) to a Director, or
 - (ii) to a committee of two (2) or more Directors, or
 - (iii) to a committee of members of the Co-operative, or
 - (iv) to a committee of members of the Co-operative and other persons if members comprise the majority of persons on the committee.

The Co-operative or the Board may by resolution revoke wholly or in part any such delegation.

- (b) A power, the exercise of which has been delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- (d) Notwithstanding any delegation under this Rule, the Board may continue to exercise all or any of the powers delegated.

EXERCISE OF DELEGATED POWER BY DIRECTORS

- 42A. (a) Where a power is exercised by a Director (either alone or with other Directors) and the exercise of the power is evidenced in writing, signed by the Director in the name of the Board or in the Director's own name on behalf of the Board, then the power shall be deemed to have been exercised by the Board. This is so whether or not a resolution delegating the exercise of the power to the Director was in force when the power was exercised, and whether or not any conditions or limitations referred to in paragraph (c) of Rule 42 were observed by the Director exercising the powers.
- (b) An instrument purporting to be signed by a Director as referred to in Section 214(1) of the Act shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the Co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the Board under Section 213 of the Act.
 - (c) A committee may elect a Chairperson of their meetings. If no such Chairperson is elected, or, if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be Chairperson of the meeting.
 - (d) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting and in case of an equality of votes the chairperson shall have a second or casting vote.
 - (e) The quorum for any meeting of the committee shall be one-half (or where one-half is not a whole number, the whole number next higher than one-half) of the number of members in the committee.

MINUTES OF MEETINGS

43. (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:
- (i) of all appointments of officers and employees made by the Directors;
 - (ii) of the names of the Directors present at each meeting of the Board and of any committee of the Board;

- (iii) of all resolutions and proceedings at all meetings of the Co-operative and of Directors and of committees of Directors.
- (b) Minutes must be recorded in the minute book within twenty-eight (28) days of the date of the meeting to which they relate.
- (c) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business at the next succeeding meeting of the Co-operative, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.
- (d) Every Director present at any meeting shall sign their name in a book to be kept for that purpose.
- (e) The minutes are to be kept in the English language.

INDEMNITY AND INSURANCES

44. (a) The Board shall effect and maintain a policy of insurance for the indemnity of the Co-operative against any pecuniary loss to the Co-operative resulting from any act of fraud or dishonesty committed:
- (i) by an officer of, or other person employed by the Co-operative in connection with his duties; or
 - (ii) where a person contracts to provide a secretarial or administrative service to the Co-operative, by that person or any of his employees in connection with the provision of any such service.
- (b) The Board shall arrange insurance against loss, damage to, or liability of, the Co-operative by reasons of fire, accident or otherwise.
- (c) The Co-operative agrees to indemnify an officer of the Co-operative against any liability incurred by the officer in defending any proceedings whether civil or criminal in which judgement is given in the officer's favour or in which the officer is acquitted or in connection with any application in relation to any such proceedings in which relief is under this Section granted to the officer by the Court.

FINANCIAL YEAR

45. The financial year of the Co-operative shall end on the 30th June in each year.

ACCOUNTS

46. (a) The Board shall have prepared the accounts, statements and Directors' report in accordance with the Corporations Law, as adopted by Clause 15 of the Co-operatives Regulation 1997.
- (b) The Board shall submit those accounts, statements and report, together with the auditors' report on those accounts, to the Annual General Meeting of the Co-operative, in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.

- (c) The Board shall also have a copy of everything required to be submitted under paragraph (b) displayed at the registered office of the Co-operative for a period of not less than fourteen (14) days before the date of the Annual General Meeting of the Co-operative.
- (d) The Board shall send a copy of everything required to be submitted under paragraph (b) to each member with the notice of the Annual General Meeting of the Co-operative.

BANKING

47. (a) The Board shall have a banking account or accounts in the name of the Co-operative, into which all moneys received shall be paid as soon as possible after receipt.
- (b) All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the Co-operative, shall be signed by two (2) Directors or by any two (2) persons authorised by the Board.

APPOINTMENT, DUTIES AND RESPONSIBILITIES OF AUDITORS

48. (a) One or more auditors shall be appointed, hold office, be remunerated, be removed and have qualifications, duties and responsibilities as provided in these rules or as otherwise provided in, or permitted by, the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997, or any order made by the Registrar pursuant to that Regulation or Section 244(1) of the Act.
- (b) Within one month after the date on which the Co-operative is registered, the Directors shall appoint an auditor of the Co-operative, unless the Co-operative at a General Meeting has already appointed an auditor. An auditor appointed under this clause shall hold office until the first Annual General Meeting of the Co-operative.
- (c) The Co-operative shall at its first Annual General Meeting appoint an auditor of the Co-operative; and at each subsequent Annual General Meeting, if there is a vacancy in the office of auditor, the Co-operative shall appoint an auditor to fill the vacancy.
- (d) An auditor appointed under paragraph (c) of this Rule shall hold office until death or removal or resignation from office or until ceasing to be capable of acting as auditor in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.
- (e) The Board shall fill any vacancy in the office of auditor, other than a vacancy caused by the removal of an auditor from office, within one month of such vacancy occurring, unless the Co-operative at a general meeting has already appointed an auditor to fill the vacancy. A person or firm appointed as Auditor of the Co-operative pursuant to this paragraph holds office, subject to the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997 until the next Annual General Meeting of the Co-operative. While a vacancy in the office of auditor continues, the surviving or continuing auditor or auditors (if any) may act.

- (f) The Co-operative or the Board shall not appoint as auditor a person who has not consented in writing to the appointment or who has withdrawn such consent, or a person of whose nomination notice has not been given in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.

- (g) A person is not qualified to be appointed auditor of the Co-operative if:
 - (i) the person is not a registered company auditor;
 - (ii) the person or corporation in which the person is a substantial shareholder, is indebted to the Co-operative (or to a subsidiary corporation of the Co-operative) for an amount exceeding \$ 5,000; or
 - (iii) the person is:
 - (A) an officer of the Co-operative;
 - (B) is a partner, employer or employee of an officer of the Co-operative;
 - (C) is a partner of an employee of an officer of the Co-operative; or
 - (D) is an employee of an employee of an officer of the Co-operative.

- (h) A firm is not qualified to be appointed auditor of the Co-operative unless:
 - (i) at least 1 member of the firm is a registered company auditor who is ordinarily resident in New South Wales;
 - (ii) no member of the firm or corporation in which the firm is a substantial shareholder, is indebted to the Co-operative (a subsidiary of the Co-operative) for an amount exceeding \$5,000; or
 - (iii) no member of the firm is:
 - (A) an officer of the Co-operative;
 - (B) is a partner employer or employee of an officer of the Co-operative;
 - (C) is a partner of an employee of an officer of the Co-operative; or
 - (D) is an employee of an employee of an officer of the Co-operative;
 - (iv) no officer of the Co-operative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters.

- (i) All reasonable fees and expenses of the auditor are payable by the Co-operative.

- (j) The Board shall enable the auditor to have access to all books, accounts, vouchers, securities and documents of the Co-operative, and to be furnished with such information and explanation by the Board members or any other officers as may be necessary for the performance of the duties of the auditor.

- (k) The auditor is entitled to attend any general meeting of the Co-operative and to receive all notices of and other communications relating to a General

Meeting which any member of the Co-operative is entitled to receive.
The auditor is also entitled to be heard, at any General Meeting which the auditor attends, on any part of the business of the meeting of concerns to the auditor.

REMOVAL OF AUDITOR

49. (a) The auditor may be removed from office by resolution at a General Meeting.
- (b) Notice of intention to move the resolution must be given to the Co-operative not less than twenty-eight (28) days before the meeting at which the resolution is moved, but if, after notice has been given, a meeting is convened for a date twenty-eight (28) days or less after notice has been given, notice shall be deemed to have been properly given.
- (c) Where special notice of a resolution to remove an auditor is received by the Co-operative, it shall as soon as possible send a copy of the notice to the auditor and lodge a copy of the notice with the Registrar.
- (d) The Co-operative shall give notice of a resolution to remove the auditor to persons entitled to be given notice of a meeting of the Co-operative at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give notice of the resolution to them in any manner allowed by these Rules not less than fourteen (14) days before the meeting.
- (e) Within seven (7) days after receiving a copy of the notice, the auditor may make representations in writing, not exceeding a reasonable length, to the Co-operative and request that before the meeting at which the resolution is to be considered, a copy of the representations be sent by the Co-operative at its expense to every member of the Co-operative to whom notice of the meeting is sent.
- (f) Unless the Registrar on the application of the Co-operative otherwise orders, the Co-operative shall send a copy of the representations in accordance with the auditor's request. The auditor may require that the representations be read out at the meeting and may also speak at the meeting.

RESIGNATION OF AUDITOR

50. (a) The auditor may, by notice in writing given to the Co-operative, resign as auditor of the Co-operative if:
- (i) the auditor has, by notice in writing given to the Registrar, applied for consent to resign and stated the reasons and, at or about the same time, notified the Co-operative in writing of the application; and
 - (ii) the auditor has received the consent of the Registrar.
- (b) The resignation of the auditor takes effect:
- (i) on the date (if any) specified for the purpose in the notice of resignation;
 - (ii) on the date on which the Registrar consents to the resignation; or

- (iii) on the date (if any) fixed by the Registrar for the purpose, whichever last occurs.
- (c) Within fourteen (14) days after the removal from office of the auditor or after the receipt of a notice of a resignation from an auditor, the Co-operative shall lodge with the Registrar a notice of the removal or resignation on the prescribed form, and, where there is a trustee for the holders of debentures of the Co-operative, give to the trustee a copy of the notice lodged with the Registrar.

CO-OPERATIVE FUNDS

51. (a) The funds (including any profits made) of the Co-operative shall be applied to carrying out the objects of the Co-operative. No payment by way of distribution of profits and income, directly or indirectly, shall be made to or amongst the members of the Co-operative. The Co-operative is empowered to apply part of its surplus in the manner envisaged in Section 281(1) of the Act.
- (b) An amount not exceeding fifty (50) percent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement project.

PROVISION FOR LOSS

52. The Board shall make such provisions for loss that may result from the transactions of the Co-operative as the Act requires or allows.

DISPUTES

53. (a) In this Rule:
- (i) "party" includes:
 - (A) a member of the Co-operative;
 - (B) any aggrieved person who has ceased to be a member in the last six (6) months;
 - (C) any person claiming through or under a member or any aggrieved person referred to in Rule 53(a)(i)(B); and
 - (D) the Co-operative, including the Board or any other officer of the Co-operative.
 - (ii) "dispute" may only refer to a matter affecting a person of the type mentioned above (A) - (C) in the capacity of such a person as a member or ex-member of the Co-operative; or as a person claiming through or under a member of the Co-operative in that person's capacity as a member.
- (b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of the Rule except where the person seeks urgent interlocutory relief.

- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society.
- (e) Nothing in this Rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these Rules.

NOTICES¹²

54.

- (a) A notice must be in writing and must be given by the Co-operative to any member:
 - i) personally; or
 - ii) by post to a registered address or an alternate address supplied by the Member; or
 - iii) by some other form of technology, for example by e-mail where the Member has given consent and notified the Co-operative of the relevant contact details; or
 - (iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the Co-operative.
- (b) Where a notice is sent by post, service will be considered to be effected by properly addressing, prepaying and posting a letter containing the notice. In the case of a notice of a meeting, service is considered to be effected at the expiry of 24 hours after the letter containing the notice is posted. In every other case, service is considered to be effected at the time at which the letter would be delivered in the ordinary course of post and in proving such service it will be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (c) If a Member has no registered address (and has not supplied to the Co-operative an address for the giving of notices) a notice addressed to the Member and advertised in a newspaper circulating in New South Wales or in the neighbourhood of the registered office of the co-operative will be considered to be duly given to the Member on the date on which the advertisement appears.
- (d) A notice forwarded by another form of technology will be considered to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- (e) For the purpose of this Rule 'registered address' means the address of the Member as appearing in the Register of Members.

¹²

Rule altered 17 December 2013 (Special Resolution 27 October 2013)

WINDING UP

55. (a) The winding up of the Co-operative shall be in accordance with Part 12 of the Act.
- (b) If on the winding up or dissolution of the Co-operative there remains after the satisfaction of all its debts and liabilities any property, this shall not be paid or distributed amongst the members of the Co-operative but shall be given or transferred to an institution:-
- (i) which has objects similar to those of the Co-operative;
 - (ii) whose constitution prohibits the distribution of its property among its members;
 - (iii) which has been chosen by the members of the Co-operative at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter; and
 - (iv) which satisfies the relevant sub-section of Section 23 of the Income Tax Assessment Act.
- (c) In paragraph (b), the expression "institution" includes an institution or institutions.

SCHEDULE OF CHARGES

56. The following charges shall apply in respect of these Rules:
- (a) Rule 3(d) Copy of Rules - Maximum of \$20.00.
 - (b) Rule 10(b) Copy of entries in register: Five (5) dollars and one (1) dollar for each page thereafter to a maximum of twenty (20) dollars.
 - (c) Rule 16(b) Annual Subscription: Not to exceed \$100.00 per annum.
 - (d) Rule 16(c) Entrance Fee: Not to exceed \$10.00.
 - (e) Rule 18C(b) Maximum fine: Not to exceed \$100.00

GENERAL

57. The members may at any Annual or Special meeting without notice of motion grant out of pocket expenses to any member of the Co-operative for services rendered.
58. No employee of the Co-operative shall be paid in full or in part by way in relation to the receipt by the Co-operative of any money from the sale of liquor supplied.
59. A General Meeting may authorise any honorarium to any officer or full member of the Co-operative in recognition of services rendered.

GUEST

60. Upon the invitation and in the company of an Ordinary Senior Member or Life Member, a person (herein called a "guest") may have the use of the Club's facilities subject to the Registered Clubs Act and the following conditions:

- (a) A member shall be responsible for the conduct of any guest the member may introduce to the Club,
- (b) No member shall introduce a guest more frequently than may for the time being be provided by by-law, and
- (c) The Board of Directors, its delegated representative, the Secretary, or his delegated representative, may refuse a guest admission to, or require a guest to leave, the Club premises (or any part thereof) without assigning any reason.

BY-LAWS

61. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations, the Registered Clubs Act and the Rules relating to the conduct of members on the premises of the Co-operative, or to the operations of the Co-operative.
- (b) A breach of a by-law shall be deemed to be an infringement of the Rules for the purposes of Rule 18.