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DEFINITIONS

In these rules, unless the context otherwise requires:

- (i) **"active member"** means a member who is in active membership within the provisions of Rule 15;
- (ii) **"alter"** or similar word or expression used in relation to a rule amendment includes add to, substitute, and rescind;
- (iii) **"annual general meeting"** means the annual general meeting held each year as required by the Act and these rules;
- (iv) **"auditor"** means an auditor or auditors for the time being of the co-operative appointed in accordance with Rule 62;
- (v) **"by-laws"** means by-laws of the Co-operative that are currently in force;
- (vi) **"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;
- (vii) **"business day"** means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales;
- (viii) **"chairperson"** includes deputy chairperson;
- (ix) **"club member"** means a person who is an ordinary member, a provisional member, an honorary member or a temporary member of the co-operative;
- (x) **"director"** means any director of the co-operative for the time being and any deputy director acting in the absence of a nominating director under Rule 38;
- (xi) **"financial year"** means the financial year of the co-operative as specified in Rule 59;
- (xii) **"Ordinary member"** means a person who is an active member of the cooperative, and is either bowling, pensioner, life member, multi, junior or social
- (xiii) **"guest"** in relation to an ordinary member, a provisional member or an honorary member of a co-operative, means a person:
 - (A) whose name and address, countersigned by the member, are entered in a register kept for the purpose by the co-operative; and
 - (B) who, at all times while on the co-operative premises any longer than the member; and

- (C) who does not remain on the co-operative premises any longer than the member.
- (xiv) **"honorary member"** means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club;
- (xv) **"life member"** means a person who is elected to membership of the co-operative for life;
- (xvi) **"may"** or a similar word or expression used in relation to a power of the Board indicates that the power may be exercised or not exercised at the Board's discretion;
- (xvii) **"member"** means a person who is an active member of the co-operative;
- (xviii) **"month"** means calendar month;
- (xix) **"notice board"** means the board or boards provided on the co-operative premises on which notices for the information of members is posted;
- (xx) **"officer"** includes the Chairperson, Vice Chairperson, Directors, Principal Executive Officer, Secretary, Treasurer, duty appointed Manager or other person who is concerned or takes part in the management of the co-operative;
- (xxi) **"ordinary member"** means a member of the co-operative, other than a life member, provisional member, honorary member or temporary member;
- (xxii) **"postal ballot"** includes a special postal ballot;
- (xxiii) **"prescribed"** means prescribed by the Act or under the Act by Regulation;
- (xxiv) **"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 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;
- (xxv) **"provisional member"** means a person who has applied for admission as a full member of the co-operative, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application;
- (xxvi) **"regulation"** means a regulation made under the Act, and any regulation that

applies to a co-operative by way of a transitional regulation made under the Act;

- (xxvii) **"relevant interest"** has the same meaning as given in Schedule 2 of the Act;
- (xxviii) **"rules"** mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;
- (xxix) **"shall"** or a similar work or expression used in relation to a power of the Board indicates that the power must be exercised, subject to the Act or the rule granting the power;
- (xxx) **"special resolution"** means a resolution which is passed in accordance with Rule 36;
- (xxxi) **"temporary member"** means a person who, under the rules of the co-operative, is a temporary member of the club;
- (xxxii) **"the Act"** means the Co-operatives Act 1992;
- (xxxiii) **"the Board"** means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with Rule 48, being not less than a quorum or a majority, as the case may be;
- (xxxiv) **"the club"** means **VALENTINE BOWLING CLUB CO-OP. LIMITED**
- (xxxv) **"the Clubs Act"** means the Registered Clubs Act 1976;
- (xxxvi) **"the co-operative"** means **VALENTINE BOWLING CLUB CO-OP. LIMITED**
- (xxxvii) **"the Law"** means the Corporations Law;
- (xxxviii) **"the Registrar"** means the Registrar of Co-operatives or any person delegated the Registrar's functions;
- (xxxix) **"the secretary/chief executive officer"** means any person appointed by the Board as secretary of the co-operative in accordance with the rules;
- (xl) **"the State"** means the State of New South Wales;
- (xli) **"writing"** includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and "written" has a corresponding meaning;
- (xlii) Words importing one gender include the other genders;
- (xliii) Words in the singular the plural, and vice versa;

- (xliv) Words or expressions used have the same meanings as those given to them by the Act.

DEFINITIONS - INTERPRETATION PROVISIONS

2. (a) A reference in these rules to "the Act" includes a reference to:
- (i) the Act as originally enacted, and as amended from time to time since its original enactment; and
 - (ii) if the Act has been repealed since the inclusion of the reference in these rules -the legislation enacted in substitution of the Act (whether legislation of the State or Federal Parliament) and as amended from time to time since its enactment;
- (b) A reference in these rules to a provision in "the Act" includes a reference to:
- (i) the provision as originally enacted, and as amended from time to time since the original enactment;
 - (ii) if the provision has been omitted and re-enacted (with or without modification) since the enactment of the reference - the provision as re-enacted and as amended from time to time since its re-enactment; and
 - (iii) if the provision has been omitted and replaced with a new provision dealing with the same area of law or procedure - the new provision as enacted and as amended from time to time since its enactment.
- (c) (i) 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.
- (ii) This provision applies whether or not the purpose is expressly stated in the rule or paragraph of the rule.
- (d) In these rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation,

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) (i) A member shall be entitled on demand to a copy of the rules upon payment of a sum of five dollars (\$5.00) or, such other amount as the board may from time to time determine.
- (ii) A member may inspect a copy of these rules free of charge at the office where the registers are kept during ordinary business hours.

RULE ALTERATIONS

- (a) 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.
- (b) Where any rule is altered, by way of a board resolution under Section 112, the cooperative 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 cooperative, following the registration of the alteration.

BY- LAWS

- 5. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations and the rules, relating to the conduct of members on the premises of the co-operative or to the operations of the co-operative. Such By-laws, until repealed by the Board, shall have the full force of the Rules of the Co-operative, provided such By-laws are consistent with the Rules of the Club and the Constitution of the Newcastle District Bowling Association Zone 2 Inc. or affiliated body and the Royal New South Wales Bowling Association Inc. The decision of the Board on the construction and interpretation of the Co-operative's Rules or By-laws shall be conclusive and binding on all members.
- (b) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 71.

NAME

- 6. (a) The name of the Co-operative shall be

VALENTINE BOWLING CLUB CO-OPERATIVE. LTD.

- (b) The Co-operative may, in accordance with Section 259 of the Act and Section 48 of the Registered Clubs Act change its name by the way of a special resolution to the name

approved of by the Registrar.

- (c) The registered office of the Co-operative shall be at

VALENTINE CRESCENT, VALENTINE N.S.W. 2280

CHANGE OF REGISTERED OFFICE

7. The Board shall notify the Registrar of any change of address of the registered office of the co-operative within 28 days after the change, and on the form approved by the Registrar.

NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT

8. If the registers required by Section 249(1) of the Act and Section 32(2) of the Clubs Act to be kept by a co-operative are not kept at the registered office, the co-operative must lodge with the Registrar a notice of the address at which the register is kept within 28 days after the register is:
- (i) established at an office which is not the co-operative's registered office; or
 - (ii) moved from one office to another.

OBJECTS

9. The objects of the Co-operative shall be:
- (a) To promote the game of bowls and such other sports, game, amusements and recreations as the Board may deem expedient and to operate, maintain and carry on a club 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 club, 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.

Notwithstanding the provision of this rule no portion of the Co-operative's property, which may be covered by a certificate of registration under the provisions of the Registered Clubs Act shall be let, leased or demised without the prior approval of the Licensing Court.

- (d) To hold or arrange bowls and other 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 this Co-operative.
- (f) To buy, sell and deal in all kinds of apparatus and provisions, either liquid or solid required by persons frequenting the Co-operative's property and premises.

DEALINGS WITH MEMBERS OF CO-OPERATIVES

- 10. (a) The provisions of the contract may require a member;
 - (i) to sell products through or to the Co-operative; or
 - (ii) to obtain supplies or services through or from the Co-operative, or
 - (iii) to pay to the Co-operative specified sums as liquidated damages for any failure to comply with a requirement authorised by this rule.

POWERS

- 11. (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 including but not limited to the following powers:
 - (i) Facilities shall be made for the formation and conduct of a Ladies Bowling Club to be known as Valentine Women's Bowling Club.
The annual subscriptions and other charges shall be fixed from time to time by the Board of Directors of the Co-operative and such subscriptions and other charges shall be paid, in total, to the Co-operative by the Valentine Women's Bowling Club. Valentine Women's Bowling Club shall arrange its own matches and competitions and draw up its own By-Laws which shall conform to the rules of the Co-operative. It shall abide by the constitution of the Lake Macquarie District Women's Bowling Association or equivalent association, provided such constitution does not contravene the Cooperative's Rules.
The Valentine Women's Bowling Club itself shall take no part in the management of the Co-operative, but individual ladies who are Bowling, Pensioner or Life Members of the Co-operative have all the rights of a Bowling, Pensioner or Life Member in this regard.
 - (ii) The Board shall have the power to authorize expenditure, invest, borrow, raise and secure payment of any sum of money by mortgage or charge on any of the property of the Co-operative, real and personal, issue debentures, perpetual or otherwise, charged upon all or any of the property of the Co-operative, receive all moneys and subscriptions, take or accept a lease or leases of ground and accept surrenders thereof,

close the Club premises at their discretion for any period or periods and all things manage, control and conduct the business of the Co-operative. Provided that in the case of giving a mortgage or charge over the property of the Co-operative or issuing debentures or accepting a lease of any real property this may only be done after it has been submitted to a meeting of members and approval obtained for such action from such General Meeting.

(iii) The Board shall not have the power to lend money to any of its employees or members.

(iv) The Board shall have the power to appoint or re-appoint an Honorary Solicitor, (b) The powers of the Co-operative to:

- (i) obtain financial accommodation; and
- (ii) give security for the repayment of the money,

Shall be exercised subject to the Act, but otherwise unlimited by the rules.

SEAL

12. (a) The Co-operative shall, as required by Section 258 (l)(a) of the Act, have the name of the Co-operative appear in legible characters on its common seal and on any official seal, and the Australian Registered Body Number of the Co-operative if required under the Law.. The common seal shall be kept at the registered office in such custody as the Board shall direct.
- (b) The Co-operative may, pursuant to Section 49 of the Act, have for use in place of its common seal outside the State, one or more official seals. Each of the additional seals must be a facsimile of the common seal with the addition on its face of the name of the place where it is to be used.
- (c) The common seal of the Co-operative shall not be affixed to any instrument except by resolution of the board. Two directors and the Secretary must be present and must sign all instruments sealed while they are present. (The board may appoint some person other than the secretary for this function.
- (d) The person affixing the official seal must certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.

THE CO-OPERATIVE MAY AUTHORISE AGENT OR ATTORNEY TO EXECUTE DEEDS

13. (a) The co-operative may, by writing under its Common Seal, empower its agent or attorney(either generally or in respect of a specified matter or specified matters) to execute deeds on its behalf.
- (b) A deed signed by such an agent or attorney on behalf of the co-operative and under the agent's or attorney's seal, or under the appropriate official seal of the co-operative,

binds the co-operative and has effect as if it were under the Common Seal of the co-operative.

- (c) The authority of such an agent or attorney, as between the co-operative and a person dealing with the agent or attorney, continues during the period (if any) mentioned in the instrument conferring the authority or, if no period is so mentioned, until notice of the revocation or termination of the agent's or attorney's authority has been given to the person dealing with the agent or attorney.
- (d) Where an agent or attorney affixes an Official Seal to an instrument, the person must comply with Rule 13(a).

CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

- 14. (a) The Co-operative must have at its registered office and available during normal office hours for inspection by any member free of charge the following:
 - (i) a copy of the Act, the Clubs 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) The register of members must be kept in accordance with Section 30 and 31 of the Clubs Act, Section 249 of the Act and the Regulation.
- (c) A member is entitled to make a copy of entries in a register specified in subsection (a) refer to Rule 72.
- (d) The co-operative must have at the place where the registers are kept and available during normal business hours for inspection by any member;
 - (i) a copy of the Act, the Clubs Act and the Regulations;
 - (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.

ACTIVE MEMBERSHIP PROVISIONS

15. In accordance with Part 6 of the Act:

- (a) The operation, maintenance and carrying on of the Club for the promotion of bowls and other social and sporting activities is a primary activity of the Co-operative; and
- (b) A member shall:
 - (i) be an ordinary member who pays an annual subscription in accordance with Rule 22; or
 - (ii) be a life member;

in order to establish Active Membership of the Co-operative.

The Secretary shall maintain a register of Honorary and Temporary Members showing the full name and address of each Honorary and Temporary Member and, where that person has been admitted to membership for a limited period, the dates of commencement and completion of membership.

CANCELLATIONS RELATING TO INACTIVE MEMBERS

16. (a) The board shall, after giving notice in accordance with Section 132 of the Act, declare the membership of a member cancelled if:

- (i) the whereabouts of the member are not presently known to the Co-operative and have not been known to the Co-operative for a continuous period of at least 3 months before that date of cancellation; or
 - (ii) the member is not presently an active member and has not been an active member at any time during the past 3 months immediately before the date of cancellation.
- (b) The Co-operative shall, in a form approved of by the Registrar, keep a register of memberships cancelled pursuant to paragraph (a) of this rule, which shall specify the particulars prescribed in Clause 6 of Schedule 1 of the Co-operatives Regulation 1997.
 - (c) The Board shall not be required to give notice under this rule, if the members whereabouts are unknown to the co-operative and the amount required to be paid to the member in respect of cancelled membership does not exceed \$50.00 or such other amount as may be prescribed.

APPLICANTS FOR MEMBERSHIP TO BE GIVEN NOTICE OF ENTRY AND PERIODIC FEES

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

APPLICATION FOR MEMBERSHIP

18. (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-operatives; and
- (iii) a copy of the last annual report of the co-operative under section 252.

- (b) The Board may comply with Rule 18(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 shall be lodged at the registered office in or to the effect of the prescribed form together with the entrance fee (if any) and the applicable annual subscription fully paid. Such applications shall be signed by the applicant and by two members of the Co-operative as proposer and seconder and who have both served (24) consecutive months as such Members of the Co-operative.
- (d) The election of members shall be by the Board at a duly convened meeting. The Secretary of the Co-operative shall keep a record of the names of the members of the Board present and voting at such meetings and the names of the members elected. The elections may be open voting or by secret ballot. A two-thirds majority of the Board present shall elect the candidate to membership.
- (e) The Board may reject an application for membership without assigning any reason for such rejection. Upon refusal, the application money shall be refunded without interest.
- (f) Each applicant for Bowling Membership shall indicate on his application form that he intends to play bowls and he shall be elected for a probationary period of up to 6 months during which time that intention shall be evident. Unless he is already an

experienced bowler each applicant for Bowling Membership shall indicate on his application that he intends to play bowls, attend coaching classes, or instruction on the rudiments of the game which will be arranged for new bowlers.

- (g) Each member shall be elected for the current financial year and shall be eligible for re-election without further nomination for each ensuing year by the Board at its regular meeting in the month of May in each year, provided that each member, at the date of such meeting of the Board, who has not given notice of his resignation prior to such meeting shall automatically be re-elected subject to the Rules of the Co-operative, unless his membership is rejected or deferred by two-thirds majority of the members of the Board present and provided that at least six members of the board shall be present at such meeting and provided further that any member whose re-election has been rejected or deferred shall have a right of appeal to the judicial committee which shall act as set forth in these Rules.
- (h) No person under 18 years of age except a Junior Bowling Member shall be admitted a member of the Co-operative and no persons shall be allowed to become Honorary or Temporary Members of the Co-operative, or be relieved of the payment of the regular subscription, except those possessing certain qualifications defined in these rules and subject to the conditions prescribed herein.
- (i) Any member may resign at any time by giving notice in writing to that effect to the secretary. Upon acceptance of such resignation by the Board and the payment by the member of all subscriptions, levies and other moneys owing by him to the Cooperative, he shall cease to be a member and, if so desired by him, shall be issued with a clearance. **QUALIFICATIONS FOR MEMBERSHIP**

19. (a) A person is not qualified to be admitted to membership of the co-operative unless;
- (i) the Board has reasonable grounds for believing that the person will be an active member under Rule 15; and
 - (ii) the applicant is an individual and not a body corporate.
- (b) Application for membership, shall be lodged in accordance with Rule 18 (Application for Members).

- (c) (i) **BOWLING MEMBER** shall mean a member of the Co-operative who shall pay a full annual subscription and show an ongoing commitment to play bowls. In the case of a new member joining after the first day of October and prior to the thirtieth day of April next following will pay such proportion of such full annual subscription (being not less than \$2.00) as decided by the Board. Each applicant for Bowling Membership shall indicate on his application form that he intends to play bowls. Coaching classes, or instruction on the rudiments of the game, may be arranged for new bowlers. The rights and privileges of this class of membership include;
- (i) Voting at all general meetings of the Co-operative
 - (ii) Nominate new members for election to membership
 - (iii) Nominate members for the positions on the Board of Management
 - (iv) Stand for office on the Board of Management
 - (v) Have full use of the Co-operative's facilities

BOWLING PENSIONER MEMBER shall mean a member who has had at least 5 years as a Bowling Member of Valentine Bowling Club and who is in possession of a Pension Card. On production of the Pension Card to the Secretary a Bowling Member shall be transferred to Bowling Pensioner Member classification as from the first day of May next following, from which date he shall pay the subscription as provided in Rule 22.

A Bowling Pensioner member shall retain the rights and privileges of a Bowling Member.

MULTI MEMBER shall mean any Bowling Member of any bowling club affiliated with the Newcastle or other Bowling associations who desires to associate himself with this club and who pays an annual subscription to the club as provided in rule 22. A Multi Member is entitled only to the use of the Co-operative's Greens, Amenities and Social privileges.

JUNIOR BOWLING MEMBER shall mean a person under the age of eighteen (18) years but of a minimum age of 12 years who, having been elected as a Junior Bowling Member, shall pay the entrance fee (if any) and the applicable annual subscription. Subject to the provisions of 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 Co-operative 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 to attend and vote at any meetings of the Co-operative.

Junior Bowling Members shall be subject to the same conditions regarding his intention to play bowls as apply to applicants for Bowling Membership. On attaining the age of 18 years a Junior Bowling Member may make written request to transfer to full membership and the board may grant such request without the necessity of a fresh election. A Junior bowling member so changing his membership designation shall pay such additional subscription as shall, with the amount already paid by him as such Junior bowling member, bring his total subscription to the amount payable by a Bowling Member.

SOCIAL MEMBER means a member entitled to use the facilities of the Club without competing in the game of bowls. Apart from this restriction, Social Members shall have all the rights and privileges of Bowling Members except;

1. Standing for office on the Board of Management.
2. Nominating Members for vacant positions on the Board of Management.
3. Voting at General Meeting of Members, subject to Rule 29 (h).
4. Nominating New Members to the Club.

The subscription of a Social Member shall be less than that of a Bowling Member but not less than \$2.00 and shall be provided for in Rule 22(iv).

LIFE MEMBERSHIP shall mean any member who may, in consideration of long or meritorious service or for any other special reason, be granted Life Membership of the Co-operative. A proposal for Life Membership shall be made to the Board in writing by any two Bowling Members of the Co-operative and the Board shall consider it and come to a decision regarding it. No such grant shall be made except on the recommendation of the Board made to the annual or special general meeting and communicated to members in the notice convening such meeting and the subsequent adoption of that recommendation by two-thirds of the members present entitled to vote. Members of the Valentine Women's Bowling Club granted Life Membership prior to 31/5/99 shall be accepted as Life Members of Valentine Bowling Club Co-Op Ltd. A Life Member shall be entitled to Bowling membership in all respects, without the payment of the annual subscription.

HONORARY MEMBERSHIP

The following may be made Honorary Member of the Club:

1. The Patron or Patrons for the time being;
2. Any prominent citizen visiting the Club for some special occasion.

An Honorary Member shall be entitled only 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.

TEMPORARY MEMBERSHIP may be granted by the Board or a person or persons authorized by the Board to one person and no other who has one of the following qualifications:

1. A member of any Registered Club who, at the invitation of the Board or an authorised person attends on any day at the premises of the Club for the purposes of an organised competition to be conducted by the Club on that day when he so attends the premises of the Club until the end of the day. Any person who is a Temporary Member of the Club under this article shall be deemed to have been admitted as a Temporary Member of the Club.
2. Any visiting member of a Registered Club having similar objects for a period not exceeding one day at any time.
3. Any visitor whose permanent address is outside a radius from the Club of not less than (5) kilometres.
4. Temporary Members shall not be entitled to vote at any meeting of the Cooperative, nominate for or be elected to the committee or any office in the Cooperative or participate in the management of the Co-operative in any way.
5. Temporary Members shall not be permitted to introduce guests to the Club.
6. The Board or the Secretary of the Co-operative may terminate the membership of any Temporary Member at any time without having to provide any reason therefore.
7. The board may by By-law specify the number of days in any financial year of the club 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.
 8. A person shall not be admitted as a Temporary Member of the Club unless he/she completes and signs an application for Temporary Membership in such form as the board may determine.
 9. Unless otherwise specified in the Club's Temporary Membership Register and on the Temporary Membership Card issued pursuant to paragraph (10) of this rule Temporary membership shall be conferred only for the duration of the day on which it is granted.
 10. Upon a person being admitted to Temporary Membership he/she shall be issued with a Temporary Membership card bearing his/her name, the date on which it was issued. If the Temporary Membership is granted for a period longer than the day of issue the date on which Temporary Membership ends shall be included on the Membership card.

11. Upon a person being admitted to Temporary Membership all relevant particulars shall be forthwith entered in the Co-operative's Temporary Members Register for the purpose of Section 30 (2) (1) & (m) of the Registered Clubs Act.
12. A Temporary Member shall be required to produce his or her Temporary Membership Card at any time requested to do so by an officer or employee of the Co-operative and if unable to produce it may be required to leave the Cooperative immediately.
13. No person under the age of eighteen (18) years may be admitted as a Temporary Member of the Co-operative.

(d) Club membership of the Co-operative shall consist of the following classes;

- (i) Ordinary Members
 - (A) Bowling Members
 - (B) Pensioner Bowling Members
 - (C) Life Members
 - (D) Multi Members
 - (E) Junior Bowling Members
 - (F) Social Members
- (ii) Honorary Members
- (iii) Temporary Members; and

(e) The Board shall have power to grant on written request for Bowling, Social or Multi members to change from either one of such designations to another without the necessity of a fresh election, provided that a Bowling Member, on changing his designation, shall not be entitled to any refund or reduction for any subscription paid or payable by him for the current year.

Any Multi or Social Member changing his designation to that of a Bowling Member shall pay such additional subscription as shall, with the amount already paid by him as such Multi or Social Member, bring his total subscription to the amount payable by a Bowling Member.

(f) A Social Member transferring to Bowling Membership shall be subject to the same provisions as regards coaching classes as apply to applicants for Bowling Membership under Rule 19 (c).

(g) Social, Temporary, provisional and Honorary members shall **not** be entitled to compete for club championship prizes nor to take part in competitions conducted by the Newcastle District Bowling Association or affiliated body nor to hold any office in the Co-operative or nominate any members for such office. Notwithstanding the provisions of this rule Temporary Members who have entered the co-operative in accordance with the qualifications outlined in Paragraph (C) (v) 1 & 2 of this rule shall be entitled to participate in any competition conducted by the Co-operative, the Newcastle District Bowling Association or any other affiliated Bowling Association.

(h) Temporary, Provisional and Honorary members shall not be entitled to vote.

MEMBERS GUEST

20. A guest of the Co-operative means a person:-

- (i) whose name, address countersigned by a Member, are entered in a register kept for the purpose by the Co-operative; and
- (ii) who, at all times while on the club premises, remains in the reasonable company of the Member; and
- (iii) who does not remain on the club premises any longer than the member.

NUMBER OF MEMBERS

21. The number of members shall not exceed the number as per the Registered Clubs Act (1976).

ANNUAL SUBSCRIPTIONS

22. (a) A member shall, in accordance with the Act, be liable to the Co-operative for any charges payable by the member to the Co-operative, as prescribed by these Rules.

- (b) Members may be required to pay an annual subscription under the rules;
 - (i) be in addition to any other charges payable under the rules;
 - (ii) be determined by the Board from time to time.
 - (iii) be payable, in advance, on or before the 30th April in each year and

- (iv) for ordinary members, be not less than \$2.00.
- (c) Upon payment of the annual subscription each member shall be issued with a membership card showing his name and the date to which he is financial.
- (d) Notwithstanding paragraph (b)(iii) the Board may, either generally or in a specific case, extend a period for the payment of the Annual Subscription, even though the previous period has expired. The extended period for payment shall not exceed 12 months.
- (e) If the subscription of any member shall not be paid within a period of one month from the date on which it shall fall due upon, the member shall be automatically suspended from all privileges of the co-operative and a person's membership shall be cancelled in accordance with Rule 16.

MEMBERS OF THE CO-OPERATIVE

23. The members of the co-operative are;

- (i) those persons who signed the application for registration of the co-operative; and
- (ii) those persons admitted to membership in accordance with Rules 18 and 19; and
- (iii) those persons who become members by a transfer of engagements to the co-operative.

EMPLOYEE MEMBERS

24. An employee may be a member of the co-operative in accordance with the Clubs Act, however the following restrictions apply;

- (i) the employee member is not entitled to vote at any meeting of the co-operative, meeting of the Board or at any election of the Board; and
- (ii) the employee member shall not hold office as a member of the Board of the cooperative.

LIABILITY OF MEMBERS TO THE CO-OPERATIVE

- 25. (a) A member shall not, as a member of the Co-operative be under any personal liability to a creditor of the Co-operative.
- b) 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 Cooperative as required by these rules.
- (c) 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.

CEASING MEMBERSHIP

26. A person shall cease to be a member in any of the following circumstances:
- (a) if the member's membership is cancelled under Part 6 of the Act (Active Membership requirements);
 - (b) if the member is expelled in accordance with the Co-operative's Rules;
 - (c) if the member becomes bankrupt and the trustee of the member's estate disclaims any of his or her property in accordance with the law relating to bankruptcy;
 - (d) on death of the member;
 - (e) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
 - (f) upon acceptance of a member's resignation by the Board in accordance with Rule 18 (n).

DISCIPLINARY ACTION AND SUSPENSION OF MEMBERS

27. (a) The Board may, by resolution of two-thirds (2/3) majority, suspend members, who do any of the following acts:
- (i) infringe any of the rules or by-laws of the co-operative;
 - (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 the 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 committed by the member.
- (c) At the meeting, the member shall be afforded a full opportunity to be heard. The Board may at such meeting question the members of the Co-operative and any other person having knowledge of the facts on any matter pertaining to the infringement or complaint. 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 member's absence, but having regard to any representations made to it in writing by the member charged. Once the act has been considered, the Board may decide to suspend the member who allegedly 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 a motion. No such expulsion shall have effect until registered.
- (e) The Board may refuse legal representation to any member required to appear before the Board in terms of this rule. 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.
- (f) The meeting shall be held within one (1) month of the date that the alleged offence infringement or misconduct is raised at a meeting of the Board
- (g) The Board may at its discretion order the refund of the whole or part of the current annual subscription to any member suspended.
- (h) Any member who has been suspended in accordance with this rule may be refused admission as a Temporary Member in accordance with Section 30 (10) of the Registered Clubs Act.

EXPULSION OF MEMBERS

28. (a) The Board may, by a resolution of 2/3 majority, expel members who do any of the following acts;
- (i) fail to discharge the member's obligations to the co-operative, whether prescribed by these rules or arising out of any contract; or
 - (i) conduct themselves in a manner prejudicial or detrimental to the interests of the co-operative.
 - (iii) conduct themselves in a manner which is contrary to the Registered Clubs Act
- (b) In the above cases written notice of the proposed resolution shall be forwarded to the member not less than 14 days before the date of the meeting at which the special resolution is to be moved, and the member shall be given a reasonable opportunity of being heard at the meeting.
- (c) upon the expulsion of any member pursuant to (a), the Board shall give notice in writing of the outcome to the member concerned. Any member expelled in accordance with this rule shall be refused admission as a Temporary Member in accordance with Section 30 (10) of the Registered Clubs Act
- (d) Within 14 days after receipt of a notice under (c) 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.

- (e) Upon receipt of such notice, the Board shall convene a special board meeting to be held not less than 21 days or more than 28 days after receipt of the notice for the purpose of considering the appeal.
- (f) 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 which resulted in the expulsion shall be considered and the Board may decide on the evidence before it, in spite of the absence of the appellant. Once the act has been considered, the board may decide to expel the appellant or uphold the appeal.
- (g) If the appeal is upheld, the appellant's membership shall be restored immediately.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 29
- (a) At any meeting of the co-operative a member, whose membership is required to be cancelled under Rule 16, is not entitled to attend.
 - (b) At any general meeting a resolution put to the vote of the meeting shall as provided in Section 201 of the Act, be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by at least five members. Unless a 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, together with an entry to that effect in the book of the proceedings of the Co-operative, shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
 - (c) All resolutions shall be determined by simple majority except in the case of special resolutions or as otherwise provided in these rules or by 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. A poll demanded in accordance with Rule 29(b) may be withdrawn.
 - (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.
 - (f) If a poll is duly demanded it shall be taken in a manner which the chairperson directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A poll demanded on the election of a chairperson or on a question of adjournment shall be taken forthwith.
 - (g) Every active member in the classes of Bowling, Pensioner and Life Member, except as otherwise provided by these Rules, the Act or the Clubs Act, shall have one vote and voting by proxy shall not be allowed.

- (h) Social Members shall be entitled to vote for the election of Board Members only and shall have one vote and voting by proxy shall not be allowed.

RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY

30. 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 AND ELECTION OF OFFICERS

31. (a) 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 at such time being within five months after the close of the financial year or within such further time as may be allowed by the Registrar or prescribed by regulation and at such place as the Board may determine.
- (i) If an annual general meeting is not held in accordance with paragraph (a) of this rule, the members may, in accordance with section 202 of the Act and Rule 32, requisition such a meeting.
- (b) Notice of the date, time and place for each Annual General Meeting and of the last day for receiving nominations for officers and members of the Board, shall be given to each member in accordance with Rule 68 (a) and shall be placed on the notice board at least 28 days prior to the date fixed for such Annual General Meeting.
- (c) All members of the Board shall be elected by members biennially in a ballot conducted as hereinafter described:-
- (i) Where there are nominations received in accordance with Rule 34 equal to the number required for the position to be elected then a ballot will not be required and the nominees will be deemed to be elected.
- (ii) Where there are more candidates for any office than are required, a ballot shall be held among the members entitled to vote.
- (iii) The position on all ballot papers shall be determined by means of a draw conducted by the Returning Officer.
- (iv) Should there be an insufficient number of nominations, the vacancy or vacancies thus created shall be filled by verbal nominations taken at the annual meeting and voting shall be by ballot of the members present entitled to vote.
- (v) A ballot paper duly initialled by the Returning Officer shall be made available to each member entitled to vote in such usual and proper manner as the Board shall direct.
- (vi) Any member desirous of voting shall attend at the Club, produce

evidence to the Returning Officer or Deputy Returning Officer of financial status, be recorded against the current list of membership and shall indicate in the manner directed the name of the person or persons for whom he desires to vote, being no more or less than the number required to fill the vacancy or vacancies and shall thereupon place the ballot paper in the ballot box provided at the Club.

- (vii) A sealed ballot box shall be provided and shall remain in the care of the Returning Officer, who alone shall have a key to the box, until the completion of the ballot.
- (viii) The Returning Officer shall determine the formality or otherwise of ballot papers.
- (ix) A person shall not hold more than one Board position in the Club at any one time, not including office on any sub-committee.
- (x) The ballot paper shall list the Board positions in the following order:

President
 Vice-President
 Ordinary Board Members
 Games Organiser (if required)

In the event of any candidate, having nominated for more than one Board position, being elected to a higher office, his nomination/s for lower office/s shall be cancelled and votes received by him for such office/s shall not be counted.

- (xi) The ballot shall close at 12 noon seven (7) days preceding the date fixed for the Annual General Meeting and it shall be declared by the Returning Officer at the Annual General Meeting.
- (xii) The election for the position of Selector/s shall be conducted in manner outlined in this Rule with the exception that the ballot paper will be distributed to Bowling, Pensioner and Life Members, who are affiliated with the Royal New South Wales Bowling Association, the class of membership entitled to vote for this position.

The order of business at the Annual General Meeting shall be:

- (i) Confirmation of minutes of the last Annual General Meeting and of any Special Meetings held during the year.
- (ii) Consideration of the Annual Report, Balance Sheet, Statement of Accounts and Auditor's Report.

- (iii) Consideration of Allowances.
 - (iv) Declaration by the Returning Officer of the ballot for the election of officers and members of the Board, Patron/s and Selector/s and the filling of vacant positions. Successful nominees for all positions be declared at the election of officers before votes are destroyed.
 - (v) Investing of successful Office Bearers for the ensuing year.
 - (vi) Election of Life Members, if any.
 - (vii) Election of Returning Officer and Deputy Returning Officer.
 - (viii) Request for nominating for the position of Honorary Secretary (if required) whom the Board might consider as suitable for appointment as Secretary of the Co-operative.
 - (ix) Appointment of qualified Auditors if an appointment is required.
 - (x) Recommendation from the Annual General Meeting to be considered by the incoming Board.
 - (xi) Business set down for consideration of which members have been given due notice.
 - (xii) 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 questions relevant to the conduct of the audit and the preparation and content of the auditor's report
- (e) Notice of any business by members to be dealt with at the Annual General Meeting should be submitted to the Secretary in writing in the approved manner, 28 days prior to the date set for the Annual General Meeting
 - (f) A quorum at all Annual General Meetings shall be 50 Bowling, Pensioner and Life Members, entitled to vote, or 30% of such members whichever is the lesser but never less than one more than the board of directors.
 - (g) Should a quorum not be present within thirty minutes of the specified time for the Annual General Meeting, then such meeting shall stand adjourned till the same day and hour of the next week, or such other time as the members present then decide, and notice of such adjournment shall be given to every member by the Secretary. Should a quorum be not present within thirty minutes of the time set down for such adjourned meeting the business shall proceed nevertheless.

SPECIAL GENERAL MEETINGS

32. All General Meetings of the Co-operative other than the Annual General Meeting shall be

(C)

Special General Meetings and in accordance with Section 202 of the Act shall be requisitioned in accordance with this rule.

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Co-operative.
- (b) The Board must convene a General Meeting of the Co-operative on the requisition in writing by, whichever is the lesser of:
 - (A) any 50 or more active members of the Co-operative entitled to vote; or
 - (B) any active members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the Cooperative.
- (ii) The requisition must:
 - (A) state the objects of the meeting.
 - (B) 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
 - (C) be served on the Co-operative by being lodged at the registered office of the Co-operative.
- (iii) A meeting requisitioned by members in accordance with these Rules must be convened and held as soon as practicable and be held within 2 months after the requisition is served.
- (iv) Where the Board does not convene a meeting twenty one (21) days after the requisition is served, the following provisions apply:
 - (A) 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.
 - (B) 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.

the Board must send the requested statement to the requisitioning members within 7 days after the request for the statement is made.

- (D) the meeting convened by the requisitioning members must be held not later than 3 months after the requisition is served.
 - (E) 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.
 - (F) 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.
- (c) A quorum at all Special General Meetings shall be 50 Bowling, Pensioner and Life Members or 30% of such members whichever is the lesser.

NOTICE OF GENERAL MEETINGS

33. (a) Subject to Rules 3 and 37, at least 14 days notice (not including the day of which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any general meeting in the manner stipulated in Rule (69).
- (b) Notice must be given to those persons who 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. The notice must specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business.
- (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 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.
- (e) Notice of every general meeting shall be given in the same manner as authorised in Rule 68 to;
- (i) every member of the co-operative, except those members who have not supplied to the co-operative an address
 - (ii) the auditor or auditors of the co-operative.
- (f) Except as provided in this rule, no other persons shall be entitled to receive notices of general meetings.

CHAIRPERSON AT GENERAL MEETINGS

34. (a) The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the co-operative.
- (b) If there is no such chairperson, or if at any meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the members present shall choose someone from their number to be chairperson until such time as the chairperson attends or 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 14 days or more notice of the adjourned meeting shall be given just as in the case of the original meeting. Apart from time 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 A GENERAL MEETING

35. 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 purposes of that meeting by the members present at a meeting:
- (i) the mover of a motion shall not speak for more than 10 minutes. Subsequent speakers shall be allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may however by simple majority extend in a particular instance the time permitted by this rule;
- (ii) whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of;
- (iii) if an amendment is carried, the motion as so amended shall displace the original motion and may itself be amended;
- (iv) 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;
- (v) the mover of every original motion, but not of an amendment, shall have the right to 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;
- (vi) motions and amendments shall be submitted in writing, if requested by the

chairperson;

- (vii) any discussion on a motion or amendment may be closed by a resolution "that the question be now put" being moved seconded, and carried. Such resolution shall be put to the meeting without debate;
- (viii) 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;
- (ix) standing orders may be suspended for any period by ordinary resolution.

SPECIAL RESOLUTION

36. (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 by two-thirds of the members who vote at a general meeting in person, or 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)** An acquisition or disposal of assets referred to in section 285;
 - (ii) Members' voluntary winding up.
 - (iii) transfer of incorporation;
 - (iv) takeover;
 - (v) merger;
 - (vi) transfer of engagements;
- (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 a 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.

NOTICE OF SPECIAL RESOLUTION

37. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 33, at least 21 days before the general meeting and the reason for the making of the special resolution and the effect of the special resolution if passed.

BOARD OF DIRECTORS

38. (a) The business of the co-operative is to be managed by the Board of Directors and for that purpose the Board may exercise all the powers of the co-operative, that are not, by the act or these rules, required to be exercised by the co-operative in general meeting.
- (b) Every Director acting in the business or operations of the Co-operative in pursuance of a resolution duly passed by the Board shall, in accordance with Section 214 of the Act, be deemed to be the agent of the Co-operative for all purposes within the objects of the Co-operative. The acts of the Director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- (c) The Board shall, subject to Rule 41(a), consist of 9 (nine) Bowling, Pensioner & Life Members whom shall be a natural person and at least eighteen (18) years old be elected biennially by the general body of members at the Election of Officers subject to Rule 31. The Board shall consist of:-
- A chairperson, a vice chairperson, and seven (7) Ordinary Members.
- (d) All Board Members shall retire biennially but shall be eligible for re-election. All members of the Board shall hold office until their successors are appointed, unless they resign or are removed from office under the Rules. The Annual General Meeting of members may elect Patron/s who need not necessarily be a member/s of the Co-operative. The Board shall review the minutes of the Annual General Meeting and any Special Meeting at its meeting immediately following the Annual General Meeting or Special Meeting and take any necessary action on them.

REMOVAL FROM AND VACATION OF OFFICE OF DIRECTOR

39. The Co-operative may by 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.

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 Corporations Law);

- (b) if the person is mentally incapacitated or the subject of an order under a law of another State or 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 from three (3) consecutive ordinary meetings of the Board without its leave;
- (e) on the expiration of one (1) month's notice in writing of the Director's intention to resign office, given by the director to the Board;
- (f) if the Director is removed from office by ordinary resolution of the Co-operative;
- (g) if the person ceases to hold the qualifications 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;

PROCEEDINGS OF THE BOARD

40. (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) In the case of an equality of votes, the chairperson may have a casting vote.
 - (c) If a director of the co-operative becomes in any way, whether directly or indirectly, interested in any contract or proposed contract with the co-operative, the director must declare the nature and extent of that interest to the Board.
 - (d) The declaration must be made at the meeting of the Board at which the question of entering into the contract is first considered, or, if the director was not at that time interested, at the next meeting of the Board after the director becomes interested in the proposed contract.
 - (e) Within 48 hours of a declaration being made and for a continuous period of 14 days, the particulars of the declaration specifying the name of the board member who made the declaration and the nature of the interest declared is to be exhibited in a conspicuous position on the premises of the club.

- (f) A director shall not vote in respect of any contract or proposed contract in which the director is interested. If the director votes in contravention of this Rule, the director's vote shall not be counted.

NOMINATION OF BOARD MEMBERS AND OTHER POSITIONS

41. (a) Nomination for the position of Patron/s (if required), Chairperson, Vice Chairperson and seven members of the Board shall be made in writing by a proposer and seconder who must be Bowling, Pensioner and Life Members. Nominations for Selector/s shall be made in writing and the persons nominated, along with the proposer and seconder who must be must be a Bowling, Pensioner and Life Members, who are affiliated with the Royal New South Wales Bowling Association. Such nomination shall be signed by the person so nominated consenting to such nomination provided that any such member holding office in another Registered Co-operative shall not be eligible to hold office in this Co-operative or be elected to any sub-committee. No absent member shall be considered for election to any position unless the nominee has given his written assent and such assent is in the hands of the Chief Executive Officer.
- (b) Should any person be employed as a Bowls Manager then notwithstanding the wording or intent of any rule dealing with the position of Games Organiser no election for the position of Games Organiser will be held whilst the position is occupied in this manner.
- (c) All nominations must be lodged with the C.E.O. and shall forthwith be posted by him on the notice board. Nomination must be registered by 6.00 p.m. twenty eight days (28) prior to the date set down for the Annual General Meeting.

RETURNING OFFICER

- 42.(a) At all meetings of members where a ballot is to be taken, the Returning Officer and/or deputy Returning Officer, shall conduct the ballot and their decision shall be final in any case of doubt as to formality of a ballot paper.
- (b) Should two or more candidates for any position receive an equal number of votes and not all receiving such equal number of votes can be elected, the Returning Officer shall report the position to the Chairperson who may without comment, exercise his casting vote and declare elected such candidate or candidates as may be required to fill the position. Should the Chairperson elect

not to exercise his casting vote, then the successful candidate/s shall be determined by a draw from a hat.

CHAIRPERSON OF BOARD

- 43.(a) The Chairperson shall take the chair at all meetings of the Board. In his absence, or refusal to act, the members or the Board may elect a Chairperson for the meeting. In addition to his deliberative vote the Chairperson shall have a casting vote in cases of equality of votes.
- (b) At any meeting the interpretation of the rules of debate or procedure shall be determined by the Chairperson. To be effective, a motion of dissent from the Chairperson's ruling must be carried by two-thirds majority of the members present.
- (c) In the event of the office of Chairperson becoming vacant during the year, nominations may be called as provided under Rule 41 of these rules and shall be treated as set forth in Rule 31.

QUALIFICATIONS OF DIRECTORS

- 44 . A person shall not be elected as director of the co-operative unless the person is an active member of the co-operative and is eligible under Rule 19. A member who is an employee of the co-operative is not eligible to hold office as a director.

DIRECTORS' REMUNERATION

45. (a) The directors shall receive such remuneration for their services as shall be determined at a general meeting, and all necessary expenses incurred by them in the business of the co-operative shall be refunded to them.
- (b) For the purposes of this rule "remuneration" means any money, consideration or benefit but does not include amounts in payment or reimbursement of out of pocket expenses incurred for the benefit of the co-operative or any subsidiary of the co-operative.

REQUISITION OF NOTICE OF BOARD MEETING

46. (a) A meeting of the board of directors may be called by a director giving notice individually to every other director.
- (ii) Except in special circumstances determined by the chairperson, at least 48 hours notice shall be given to the directors of all meetings of the Board.
- (iii) Meetings of the Board must be held at least once every month and may be held as often as may be necessary for properly conducting the business and operations of the co-operative.

QUORUM FOR BOARD MEETINGS

47. The quorum for a meeting of the Board shall be 5 directors, being 50% or more of the number of directors, in accordance with Section 209(4) of the Act.

APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

49. (a) A casual vacancy on the Board may be filled by the directors appointing a person or persons to constitute a quorum until the next annual general meeting.
- (b) for the purpose of enabling the board to make such arrangement(s), the number of directors at the time is deemed to be a quorum
- (c) In all other circumstances where a casual vacancy occurs, Rule 52 applies.

DELEGATION AND BOARD COMMITTEES

50. (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 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.
- (A) 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.
 - (B) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

(c)

EXERCISE OF DELEGATED POWER BY DIRECTORS

51. (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 limitation referred to in paragraph (c) of Rule 51 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.

A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, of at any meeting the chairperson is not present within 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.

FILLING OF CASUAL VACANCIES

52. (a) Notwithstanding Rule 49 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**

(ii) by appointment of the directors

(iii) in such other manner as the Registrar may approve in a particular case.

(b) the person as chosen shall retire at the same time as the director who vacated the office would have done if that director had not vacated it.

(c) for the purposes of this rule, a casual vacancy shall arise where the office of a director is vacated in accordance with Rule 39.

OTHER COMMITTEES

53. (a) The Board may by resolution appoint committees comprising of members or other persons or both to act in an advisory role to the Board and to any committees of directors.
- (b) The provision of Rules 51(c) and (d) apply to committees appointed under this rule, subject to any variations approved of by the Board.
- (c) The quorum for any meeting of the committee shall be one half (or where one half if not a whole number the whole number next higher than one half) of the number of members in the committee.
- (d) The board may elect ,in particular, a Judicial Committee as referred to in Rule 27(a)(i).
- (e) Each sub-committee shall include at least one member of the Board and may include members of the Club who are not members of the Board.
- (f) Any Sub-committee formed for the purpose of conducting Men's bowling activities e.g. Match Committee, Games Committee, or Controlling Body shall comprise of Bowling, Pensioner and Life Members affiliated with the Royal New South Wales Bowling Association.

MINUTES OF MEETINGS

54. (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.
- (b) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.

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 (e) The minutes are to be kept in the English language.

(c)

OFFICERS

55. (a) Without prejudice to the general powers conferred on the Board by the Act or these rules, the Board shall, subject to any applicable Industrial Award or Agreement, have power to appoint, remove or suspend officers, servants, agents and contractors, and to fix their powers, duties and remuneration.

(b) For the purposes of this rule:

(i) "Industrial Award or Agreement" means an Award or Enterprise Agreement made or approved under a State or Federal Act regulating industrial relations; and

(ii) "Enterprise Agreement" includes an Australian Workplace Agreement, Certified Agreement or Enterprise Flexibility Agreement.
te. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

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(d) Every director present at any meeting shall sign their name in a book to be kept for that purpose.

APPOINTMENT OF SECRETARY / CHIEF EXECUTIVE OFFICER (C.E.O.)

56. (a) The Board shall appoint a Secretary /C.E.O. who shall perform all the functions and duties required by the Act, the Regulations, the Clubs Act. the Rules and the Law to be performed or undertaken by the Secretary of the Co-operative.

(b) A secretary / C.E.O. shall;

(i) be appointed to the office on such terms and conditions as the Board may determine; and

(ii) hold office until death, or removed by the Board, or resignation from office.

(c) The Board may appoint a Secretary, or alternately a Chief Executive Officer(CEO) at such salary as the Board may from time to time determine. Such appointment may be terminated by one month's notice in writing on either side on the direction of the Board of Directors, subject to the Club Managers (State) Award .

The CEO (or if in a Honorary Secretary capacity) shall be directly responsible and accountable to the Board. He shall interalia, perform such duties and do such acts and things as are required to be performed and done by a Secretary of a Co-operative in accordance with the Registered Clubs Act and as defined in the Club Managers (State) Award. No payment or part payment to any Secretary, Manager or other officer or employee of the Co-operative shall be made by way of commission or allowance from or upon the receipts of the Co-operative for liquor supplied.

(d) It shall be the CEO'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 the purpose, full and accurate minutes of all resolutions and proceedings at all meetings of members as well as all meetings of the Board; to keep a record of the names of members of the elected Board present and voting at all meetings for admission of members; 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 correctly showing the Co-operative's operations, position and affairs.

(e) The CEO shall, when directed by the Board, deliver up all books, vouchers and property to any person duly authorised by the Board.

(f) The CEO shall have the 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, salaries and wages fixed by the Club Employees (State) Award or with amounts previously agreed to and approved by the Board, except where the Board reserves the right to make the appointment and the termination of staff in appropriate circumstances.

(g) The CEO shall have the power to suspend at any time the services of any employee for inefficiency, irregularity of conduct, disobedience of orders or for any other just cause

(ii)

and shall report such action to the next meeting of the Board which shall take such action as is deemed necessary.

- (h) The CEO shall supervise all phases of stock control and the purchase and receipt of all kinds of goods, materials or provisions required by the Co-operative and shall issue all official orders therefor.
- (i) The CEO shall prepare and submit to the Board for approval at its meeting before the Annual General Meeting, an annual report of the Co-operative's affairs for presentation to the Annual General Meeting.
- (j) Should the office of CEO become vacant or should he be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by these rules to be performed by the Secretary.
- (k) Should the position of CEO be an honorary position, the Board shall have the power to appoint the Secretary from nominations received from the Annual General Meeting. Such appointment to be made within one month of the date of the Annual General Meeting.
- (m) A person on being appointed CEO shall immediately apply to the Licensing Court for approval of his appointment and comply with Section 33 of the Registered Clubs Act.
- (n) It shall be the duty of the CEO to comply with Section 37 of the Registered Clubs Act by lodging the appropriate documents with the Clerk of the Licensing Court.

ASSISTANT SECRETARY

57. An Assistant Secretary may be appointed by the Board and shall assist the CEO in any manner deemed necessary by the Board.

FIDELITY BONDS AND INSURANCE

58. (a) The Board shall effect and maintain, a policy of insurance for the indemnity of the Cooperative against any pecuniary loss the Co-operative resulting from any act of fraud or dishonesty committed -
- (i) by any officer of, or other person employed by the Co-operative in connection with his or her duties; or
- where a person contracts to provide a secretarial or administrative service to the Co-operative by that person or any of his or her employees

in connection with the provision of any such service

- (b) The Board shall arrange insurance against loss, damage to or liability of the Cooperative by reason of fire, accident or otherwise.

FINANCIAL YEAR

59. The financial year of the Co-operative shall end of 30th April

BANKING

60. (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 2 Directors or by any 2 persons authorised by the Board.

ACCOUNTS

61. (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 cooperative, in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1977.
- (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 21 days before the date of the annual general meeting of the cooperative.
- (d) The Board shall;
- (i) send a copy of everything required to be submitted under paragraph (b) to each member 21 days before the annual general meeting
- OR**
- (ii) give members notice 21 days before the Annual General Meeting of the Co-operative that the documents required under paragraph (b) will be made available for inspection at the registered office of the Co-operative.
- (e) The Club shall keep every statement submitted as referred to in Paragraph (a) of this Rule for a period of 3 years after it is so submitted.

APPOINTMENT. DUTIES AND RESPONSIBILITIES OF AUDITORS

- (ii)

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 Cooperatives Regulation 1997, or any order may be by the Registrar pursuant to that Regulation or Section 244(1) of the Act.

At each annual general meeting, if there is a vacancy in the office of auditor, the cooperative shall appoint an auditor to fill the vacancy.

An auditor appointed under paragraph (b) 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.

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 cooperative.

While a vacancy in the office of auditor continues, the surviving or continuing auditor or auditors (if any) may act.

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.

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 a body corporate in which the person is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the cooperative, to a related body corporate or to an entity that the co-operative controls;
- (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.

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 Australia;
- (ii) no member of the firm or a body corporate in which the firm is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the co-operative, to a related body corporate or to an entity that the cooperative controls;
- (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 cooperative
 - (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 or accounting or auditing matters; and
- (v) the business name under which the firm is carrying on business is registered under a law of a State or Territory relating to the registration of business names or a return in the prescribed form has been lodged, showing, in relation to each member of the firm, the member's full name and address at the time when the firm so consents, acts or prepares a report.

All reasonable fees and expenses of the auditor are payable by the co-operative.

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.

The auditor is entitled to attend any general meeting of the co-operative and to receive all notices of and other communications relating to any 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 concern to the auditor.

An auditor filling a vacancy caused by the removal of the previous auditor shall be appointed by a three-quarter ($\frac{3}{4}$) majority of members at the same general meeting at which the previous auditor is removed, as long as notice of the nomination has been sent at least 7 days before the meeting to the members and nominated and current

auditors. If the notice of nomination was not sent in accordance with Rule 63(g) or the resolution to appoint a new auditor is not passed, then the meeting may be adjourned 20 to 30 days later. At the adjourned meeting, the co-operative may appoint an auditor by ordinary resolution as long as notice of the nomination is received by the board from a member at least 14 clear days before the date of the adjourned meeting and the board gives notice of the nomination at least 7 days before the meeting to the members and nominated and current auditors. The auditor appointed under this sub-rule holds office until the next AGM.

- (l) Not being a meeting at which an auditor is removed from office, a co-operative is not entitled to appoint an auditor at its annual general meeting unless notice in writing of the nomination of the auditor was given to the board by a member before the meeting was convened or at least 21 days before the meeting. The board must have then given notice to the nominated and current auditors and members not less than 7 days before the meeting or at the time notice of the meeting is given.

REMOVAL OF AUDITORS

63. (a) The auditor may be removed from office by special resolution at a general meeting.
- (b) Notice of intention to move the resolution must be given to the co-operative not less than 2 months before the meeting at which the resolution is moved. However, if the co-operative convenes a meeting after the notice of intention is given, the resolution may be passed at the meeting even if the meeting is held less than 2 months after the notice is 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 at least 21 days notice of a resolution to remove the auditor to persons entitled to be given notice of a meeting of the co-operative.
- (e) Within 7 days after receiving a copy of the notice, the auditor may make representations in writing, not exceeding a reasonable length, to the cooperative 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.
- (g) The co-operative shall lodge with the Registrar a notice of removal of auditor in

(c)

accordance with Rule 64(c).

RESIGNATION OF AUDITOR

64. (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 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

65. (a) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative and no portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to the members of the co-operative.
- (b) Payment shall be made in good faith of;
- (i) any commensurate of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;

reasonable interest on money lent by members to the cooperative; or

- (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

- (iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.

Any surplus resulting from the co-operative's operations during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.

- (d) An amount not exceeding ten (10) per cent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

PROVISION FOR LOSS

- 66. The board shall account for any loss which may result from the transactions of the cooperative in accordance with Accounting Standards as adopted by the Regulation.

DISPUTES

- 67. (a) In this rule;

- (i) "party" includes;
 - (A) a full member of the co-operative;
 - (B) any aggrieved person who has ceased to be a full member in the last six months;
 - (C) any person claiming through or under a member or any aggrieved person referred to in Rule 67 (a)(i)(B); and
 - (D) the co-operative, including the Board or any other officer of the co-operative.

- (c)
 - (ii) "dispute" may only refer to a matter effecting 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, 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. (Copy available from the Registry of Cooperatives (02) 6333 1400).
- (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.

NOTICES

68. (a) A notice may be given by the Co-operative to any member entitled to vote either
- (i) personally;
 - (ii) by post to the member's registered address or an alternate address supplied by the member;
 - (iii) by some other form of technology, for example by facsimile or email, where the member has 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) A notice may be given to all other members by placing an advertisement in a newspaper which is circulated in the neighbourhood of the registered office of the cooperative and shall be deemed to have been duly given to the member on the date on which the advertisement appears.
- (c) Where a notice is sent by post, service shall be deemed 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 deemed to be effected at the expiration of 24 hours after the letter containing the notice is posted. In every other case service is deemed 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 shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (d) 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 shall be deemed to be duly given to the member on the date on which the advertisement appears.

- (e) A notice forwarded by another form of technology shall be deemed 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.
- (f) For the purpose of this rule "registered address" means the address of the member as appearing in the register of members and shares.

WINDING UP

69. (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 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.

POSTAL BALLOT

70. 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

FINES PAYABLE BY MEMBERS

71. (a) The Board may impose on a member maximum fine of \$50.00 for any infringement of the Rules
 a breach of a By-law by a member shall be deemed to be an infringement of the Rules of the Co-operative and the Board may impose fines on such members on this basis.

(b) A fine exceeding \$20.00 shall not be imposed on a member pursuant to paragraph (a) unless:-

(i) written notice of intention to impose the fine and the reason for it has been given to the member; and

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 cause why the fine should not be imposed

SCHEDULE OF CHARGES

72.	Copy of book of Rules.....	\$ 20.00 Rule 3(b)(i)
	Inspection of Register.....	\$ 0.00 Rule 14(a)
	Copy of Register.....	\$ 20.00 Rule 14(c)
	Annual Subscriptions.....	Min...\$2.00 Rule 22(b)(iv)
	Maximum Fine.....	\$50.00 Rule 71(a)

