



Moorefield Bowling Club Co-operative Limited

Consolidated Rules

-AMENDED-

Dated:

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Rules of Moorefield Bowling Club Co-Operative Limited NSWC00202

Registered under the Co-Operatives (Adoption of National Law) Act 2012

For a Non-Distributing Non-Share Co-Operative that is also a Club registered under the Registered Clubs Act 1976 (NSW)

of 50 – 54 French Street, Kogarah

(the “Club”)

1. DEFINIITIONS & INTEPRATATION

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| “auditor” | Means an auditor or auditors for the time being of the co-operative appointed in accordance with Rule 68. |
| “the Act” | Means the Co-operatives (Adoption of National Law) Act 2012 (NSW). |
| “active bowler” | is a person who the Directors are satisfied is a genuine bowler playing with Moorefield Bowling Club |
| “annual general meeting” | Means the Annual General Meeting held each year the by the Club. |
| “by-laws” | Means the by-laws of the co-operative that are currently in force. |
| “banking account” | Includes an account with a credit union or building society registered, or authorized to operate, under the Australia Prudential Regulation Authority Act and the Banking Act into which the co-operative’s monies may be paid. |
| “business day” | Means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales. |
| “chairperson” | Includes deputy chairperson. |

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| “club member” | Means a person who is a full member, a provisional member, an honorary member or a temporary member of the co-operative. |
| “Club” | Means the Moorefield Bowling Club Co-operative Limited. |
| “director” | Means any director of the co-operative for the time being. |
| “financial year” | Means the financial year ending 30 June each calendar year. |
| “full member” | Means a person who is an active member of the co-operative, and is either an ordinary or life member. |
| “guest” | In relation to a full member, a provisional member or an honorary member of the co-operative, means a person: <ul style="list-style-type: none"> (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, remains in the reasonable company of the member; and (C) Who does not remain in the co-operative premises any longer than the member. |
| “honorary member” | Means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club. |
| “life member” | Means a person who is elected to membership of the co-operative for life. |
| “MBC” | Means Moorefield Bowling Club, the sub-club of the Club that is affiliated to Bowls NSW, Metro South East Bowls (or its replacement) and conforms at all times to the requirements of the laws of the game as adopted from time to time by Bowls NSW. |

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| “member” | Means those persons who were members prior the adoption of these Rules and those who have been admitted to membership in accordance with these Rules. |
| “notice board” | Means the board or boards provided on the co-operative premises on which notices for the information of members is posted. |
| “officer” | Includes the Chairperson, Vice-Chairperson, Director(s), Principal Executive Officer, Secretary, Treasurer, duly appointed member. |
| “ordinary member” | Means a member of the co-operative, other than a life member, provisional member, honorary member or temporary member. |
| “postal ballot” | Includes a special postal ballot. |
| “prescribed” | Means prescribed by the Act or under the Act by Regulation. |
| “provision” | In relation to the Act, means words or other matter that form or forms part of the Act, and includes: (A) A chapter, part, division, section, subsection, paragraph, subparagraph, sub-subparagraph or schedule of or to the Act; and (B) A section, clause, subclause, item, column, table or form of or in a scheduled to the Act; and (C) The long title and any preamble to the Act. |
| “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. |
| “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. |

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| “relevant interest” | Has the same meaning as given in Schedule 2 of the Act. |
| “Registrar” | Means the Registrar of Co-operatives or any person delegated the Registrar’s functions. |
| “rules” | Means the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning. |
| “special resolution” | Means a resolution which is passed in accordance with Rule 43. |
| “temporary member” | Means a person, who under the rules of the co-operative, is a temporary member of the club. |
| “the Board” | Means the whole or any number of directors assembled at a meeting of the directors or transacting business in accordance with Rule 51, being not less than a quorum or a majority, as the case may be. |
| “the Clubs Act” | Means the Registered Clubs Act 1976. |
| “the co-operative” | Means Moorefield Bowling Club Co-operative Limited. |
| “the Law” | Means the Corporations Act 2001 (Cth). |
| “the secretary” | Means any person appointed by the Board as secretary of the co-operative in accordance with the rules. |
| “the State” | Means the State of New South Wales. |

Definitions – Interpretation provisions

(a) Words:-

- (i) words importing one gender include the other genders;
- (ii) words in the singular include the plural, and vice versa;
- (iii) words or expressions used have the same meaning as those given to

them by the Act;

- (b) a reference in these rules to "the Act" includes a reference to:
 - (i) 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 is of the State or Federal Parliament) and as amended from time to time since its enactment;

- (c) 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 or 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;

- (d) these rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.

2. NAME OF THE CLUB

- 2.1. The name of the Club is Moorefield Bowling Club Co-operative Limited.
- 2.2. The Club may change its name by special resolution to a name approved by the Registrar.

3. NON-DISTRIBUTING CO-OPERATIVE

- 3.1. The Club is a non-distributing co-operative within the meaning of Section 15 of the Act.

4. REGISTERED OFFICE

- 4.1. The co-operative must cause a notice to be clearly and publicly displayed at the premises of the registered office which states the name of the co-operative and identifies the premises as its registered office.
- 4.2. The Board shall notify the Registrar by the approved form of any changes of address of the registered office of the co-operative within 28 days after the change.

5. REGISTERED CLUBS REQUIREMENTS

Subject to the provisions of the Registered Clubs Act:

- (a) liquor shall not be sold, supplied, or disposed of on the premises of the club to any person, other than a member, except on the invitation and in the company of a member. This paragraph does not apply if the club is the holder of a Certificate of Registration under the Registered Clubs Act in respect of the sale, supply, or disposal of liquor to any person at a function in respect of which authority is granted to the club under the Registered Clubs Act;
- (b) liquor shall not be sold, supplied, or disposed of on the premises of the club to any person under the age of eighteen years;
- (c) a person under the age of eighteen years shall not use or operate poker machines on the premises of the club;
- (d) all visible promotional and advertising matter relating to the facilities of the club must include a statement that is at least as visible as the promotional or advertising matter and is to the effect that the matter is for the information of members and their guests; and
- (e) all audible promotional and advertising matter relating to the facilities of the club must include a statement that is at least as audible as the promotional or advertising matter and is to the effect that the matter is for the information of members and their guests.

6. RULES

- 6.1 The rules of the co-operative have the effect of a contract under seal:
 - (a) between the co-operative and each member;
 - (b) between the co-operative and each director; and
 - (c) between a member and each other member.

- 6.2 Under the contract, each of those persons who 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.
- (a) A member shall be entitled on demand to a copy of the rules upon Payment of a sum not exceeding that specified in Rule 74, Schedule of .
 - (b) A person may inspect a copy of these rules free of charge at the office where the registers are kept, during all reasonable hours.

7. RULE ALTERATIONS

The rules may be altered by a special resolution of the Members, by a resolution of the Board in accordance with Section 62 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.

Where any rule is altered, by way of a board resolution under Section 62 of the Act, the co-operative must cause the members to be notified, in writing as soon as practicable after the alteration is registered and, in any event, not later than the date on which notice is given to the members of the next annual general meeting of the co-operative, following the registration of the alteration.

8. BY-LAWS

The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations, and the rules. A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 73.

9. OBJECTS

The objects of the co-operative shall be:

- (a) The promotion of the game of Lawn Bowls is the primary activity of the Co-operative;
- (b) The provision and maintenance of recreational facilities for social and other lawful purposes for the benefit of members and their guests shall be a primary activity of the Co-operative; and
- (c) To hold or ensure suitable arrangements are made for the holding of games and competitions and offer and grant or contribute towards the provision of trophies, awards and distinctions of the game of lawn bowls.

10. POWERS

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:

- (a) Erect dwellings and buildings on behalf of the members;
- (b) Acquire land on which dwellings or buildings are being or have been erected;
- (c) Enter into contracts and agreements on behalf the members and in service of the Objects, for example, entering into a sponsorship agreement for a local sports team;
- (d) Sell. or let land to its members or to any other Co-operative;
- (e) Sub-divide land, make and maintain private ways, bridges, culverts and drains and make, open, and dedicate roads;
- (f) Provide and maintain buildings and grounds for education, recreation, or other community purposes, operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
- (g) Promote and carry out any charitable undertaking;
- (h) Raise money on loan for any objects of the Co-operative from time to time and give security for such loan;
- (i) Enter into guarantees, indemnities and agreements for recourse, purchase and repurchase with an owner in relation to hire purchase agreements made between such owner and members of the Co-operative in respect of goods, plant, machinery, or equipment;
- (j) To contract or otherwise make arrangements for any guarantee or guarantees by any person or persons of the payment of money by the Co-operative or of the performance of the Co-operative and agree to indemnify the person or persons giving or about to give such guarantee or guarantees and to give security over the assets of the Co-operative.
- (k) To lease and to licence real property on behalf of the members;
- (l) To employ staff to manage the business of the co-operative;
- (m) Arrange insurance on behalf of its members; and

- (n) to lend money to any of its employees even if the employee is a member up to a maximum of \$1,000.00.

The powers of the co-operative to:

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

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

11. CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

- (a) Subject to Rule 12, the co-operative must have at the registered office, the following documents available for inspection:
 - (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 214 of the Act;
 - (v) the register of directors and members;
 - (vi) the register of names of persons who have given loans and deposits to or hold securities or debentures given or issued by the co-operative; and
 - (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 Sections 31 of the Clubs Act, Section 212 of the Act and the Regulation.
- (c) A member is entitled to make a copy of entries in a register specified in subsection (a) and to do so free of charge or on the payment of a fee if required under Rule 74, Schedule of Charges.

12. NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT

If the registers required by Section 213 of the Act and Section 31 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:

- (a) established at an office which is not the co-operative's registered office; or

- (b) moved from one office to another.

12A. ACTIVE MEMBERSHIP PROVISION

- (a) In accordance with Part 6 of the Act
 - (i) The operation, maintenance and carrying on of a club known as Moorefield Bowling Club Co-op Limited is a primary activity of the Co-operative; and,
 - (ii) a member shall:
 - (1) be an A class member and pay an annual subscription in accordance with Rule 23;
 - (2) be awarded Life membership in accordance with Rule 17;in order to establish an active membership of the Co-operative.
- (b) A Class members shall pay an annual subscription as the Board may determine.
 - (i) The promotion of the game of Lawn Bowls is the primary activity of the Co-operative; and
 - (ii) A member shall be an Associate, Social or a Junior member who pays an annual subscription as determined by the Board accordance with Rule 23; in order to establish an active membership of the Co-operative.

13. CANCELLATIONS RELATING TO INACTIVE MEMBERS

- (a) The Board shall, after giving notice in accordance with Section 161 of the Act, declare the membership of a member cancelled if:
 - (i) The whereabouts of the member are unknown and have not been known for a continuous period of at least one month before the date of the cancellation; or
 - (ii) The member is not presently an active member and has not been an active member at any time during the past 1 month immediately before the date of cancellation.
- (b) The co-operative shall, in an approved form, keep a register of memberships cancelled pursuant to paragraph (a) of this rule, which shall specify the particulars prescribed in Clause 7 of Schedule 2 of the Co-operatives National Regulation 2013.
- (c) The Board shall not be required to give notice, under this rule, if the member's

whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$50, or such other amount as may be prescribed.

14. QUALIFICATIONS FOR MEMBERSHIP

- (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; and
 - (ii) the applicant is an individual and not a body corporate.
- (b) Club membership shall consist of the following classes:
 - (i) A Class member;
 - (ii) Life members;
 - (iii) Associate members;
 - (iv) Social members;
 - (v) Junior members;
 - (vi) Honorary members;
 - (vii) Temporary members; and
 - (viii) Provisional members.
- (c) The rights, duties, and entitlements of the various classes of membership are as follows:

15. A CLASS MEMBERS

- (a) Persons who have attained the age of eighteen (18) years and who are members or who are eligible for membership of the respective governing bowling associations recognized by the Co-operative and who are elected or transferred by the Board to A Class membership of the Co-operative and have paid the annual subscription as determined by the Board.
- (b) Financial A Class Members who are active bowlers of MBC shall be entitled to (subject to Rule 47E(g)):
 - (i) all the playing and social privileges and advantages of the Co-operative; and
 - (ii) attend and vote at any of the meetings of the Co-operative;

- (iii) be elected to the position on the Board as detailed in Rule 44
- (iv) be entitled to vote on any special resolution altering this Constitution.

15A. ASSOCIATE MEMBERS

- (a) Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Associate Membership of the Co-operative shall be Associate members of the Co-operative and have paid the annual subscription as determined by the Board.
- (b) Financial Associate members who have been a financial member of the Co-operative for three (3) years or more shall be entitled to:
 - (i) all the playing and social privileges and advantages of the Co-operative; and
 - (ii) attend and vote at any of the meetings of the Co-operative;
 - (iii) be elected to the position on the Board as detailed in Rule 44; and
 - (iv) be entitled to vote on any special resolution altering this Constitution.
- (c) Financial Associate members who have been a financial member for less than three (3) years of the Co-operative shall be entitled to (subject to Rule 47E(g)):
 - (i) all the playing and social privileges and advantages of the Co-operative; and
 - (ii) attend and vote at any of the meetings of the Co-operative; and
 - (iii) be elected to the position on the Board as detailed in Rule 44;But shall not be entitled to vote on any special resolution altering this Constitution.

15B. SOCIAL MEMBERS

- (a) Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Social Membership of the Co-operative and have paid the annual subscription as determined by the Board shall be Social members of the Co-operative.
- (b) Social members that have been a financial member for a minimum of three (3) years shall be entitled to vote in the annual election of the Board or of any Director and in respect of honorariums paid to Directors but subject to this clause shall not otherwise be eligible to vote at the Annual General Meeting or Special General Meetings or to be nominated for, to be elected to and to hold office on the Board or to vote on any Special Resolution to amend these Rules.

16. JUNIOR MEMBERS

- (a) Persons who have not attained the age of eighteen (18) years but who satisfy the Board that they are a member of a bowling club affiliated with the Co-operative and

will, if elected to membership, take an active part in the sporting activities of the Co-operative on a regular basis may be admitted to Junior membership of the Co-operative.

- (b) Junior members must take an active part in the bowling activities of the Co-operative on a regular basis and shall be entitled only to those privileges of membership as the Board may determine from time to time but shall not be eligible to hold office, vote at meetings of the Co-operative, nominate persons for membership or introduce visitors to the Co-operative nor shall they have any part in the management of the Co-operative.
- (c) Junior members shall be permitted to use only those parts of the licenced areas of the Co-operative for which an authority under Section 22A of the Registered Clubs Act is enforced but shall not be served with or consume alcohol within the Co-operative.
- (d) Junior members shall pay annual subscription as the Board may determine.
- (e) No person may be elected to Junior membership of the Co-operative unless the Co-operative receives written consent from the parent or guardian of that person becoming a Junior member of the Co-operative and taking an active part in the sporting activities of the Co-operative.

17. LIFE MEMBERS

- (a) The Co-operative in general meeting on the recommendation of the Board for long and meritorious service rendered to the Co-operative by any member, may elect such member as a Life member of the Co-operative by resolution passed by a majority of not less than three-fourths of the members voting on such resolution.
- (b) There shall be no more than seven (7) Life members at one time.
- (c) Every Life member shall be entitled to all the rights and privileges and subject to paragraph (e) of this Rule 17 be subject to all the duties and obligations of an A Class member.
- (d) Any person who is listed as a Life member in the Register of Members on the date of the Special Resolution adopting these rules is deemed to be a Life member under these rules.
- (e) A Life member is relieved of the payment of any annual subscription but shall pay any other fees or levies payable by members.

18. HONORARY MEMBERS

- (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:

- (i) the patron or patrons for the time being of the Club; and
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate, or be elected to the Board or any office in the Club or participate in the management, business, and affairs of the Club in any way.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
- (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred; and
 - (iv) the date on which Honorary membership is to cease.

19. TEMPORARY MEMBERS

- (a) The following persons in accordance with the procedures established by the Board may be Temporary members of the Club:
- (i) A Full member (as defined in the Registered Clubs Act) of any registered club under the Registered Clubs Act and which has objects similar to those of the Club; and
 - (ii) A Full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day.
 - (iii) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription;
- (c) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way;
- (d) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with the Registered Clubs Act;
- (e) The Secretary, Chairperson, Vice Chairperson or senior employee then on duty may terminate the membership of any temporary member at any time without notice and

without having to provide any reason therefore;

- (f) No person under the age of 18 years may be admitted as a temporary member of the Club;
- (g) When a Temporary member (other than a Temporary member admitted pursuant to rule 19(d) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which the Temporary membership is granted;
 - (iv) the signature of the Temporary member.

20. PROVISIONAL MEMBERSHIP

Every person who has lodged with the Secretary a nomination form duly completed in accordance with these Rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.

Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with that nomination shall be forthwith returned to that person.

Provisional members shall be entitled only to the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office of the Club or participate in the management, business and affairs of the Club in any way.

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

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.

22. APPLICATION FOR MEMBERSHIP

- (a) Candidates for membership of the Club shall be proposed by one and seconded by another member as now set out:
 - (i) A Class members must be proposed by one A Class or Life member and seconded by another A Class or Life member;
 - (ii) Associate members must be proposed by one A Class or Life member and seconded by another A Class, Associate member or Life member;
 - (iii) Social members must be proposed by one A Class, Life or Social member and seconded by another A Class, Associate member, Life member or Social member; and
 - (iv) Junior members must be proposed by one A Class or Life member and seconded by another A Class or Life member.
- (b) All applicants must complete and sign a proposal form.
- (c) The proposal form shall be lodged with the Secretary of the Co-operative who shall cause the candidates name to be displayed for not less than fourteen (14) days before the election of the candidate as a member of the Co-operative.
- (d) During such time any objection to the application may be lodged in writing with the Board.
- (e) After the expiration of the period of fourteen days the application shall be considered by the Board.
- (f) If the Board approves a person's application for membership, the Secretary shall give the member notice by mail of the member's election.
- (g) Every person who has been elected to membership and notified of such election as aforesaid shall be deemed to have agreed to pay all fees and subscriptions due and payable under these Rules and to be bound by the Rules and By-laws of the Co-operative from time to time in force.

23. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS AND LEVIES

Entrance fees and other payments payable by members of the Club shall be prescribed by the Board. However, the Board cannot impose an entrance fee or levy greater than \$50 without prior approval of members in general meeting.

24. ANNUAL SUBSCRIPTION

- (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 which shall:-
 - (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, within a period set by the Board; and
 - (iv) for Ordinary members be not less than \$2.00, and not greater than \$50.00 without prior approval of members in general meeting.
- (c) Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it is not less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.
- (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, and the period for payment has not been extended pursuant to these Rules 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 13.

25. EMPLOYEE MEMBERS

An employee may be a member of the Co-operative in accordance with the Clubs Act, however, the following restrictions apply:

- (a) 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
- (b) the employee member shall not hold office as a member of the Board of the co-operative.

26. RIGHTS AND LIABILITIES OF MEMBERS OF THE CO-OPERATIVE

- (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 Division 2 of the Act, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.

- (c) On the death of a member, the member's estate is subject to the same liability as the member would have had prior to death.
- (d) The rights of members to use the facilities and amenities of the Co-operative are as the Board may determine from time to time by a By-law or otherwise.
- (e) Without derogating from the general powers of the Board conferred in paragraph (d) of this Rule 26, all members hereby acknowledge and accept that the Board has the power from time to time to organize and enforce the exclusion from the Co-operative's premises of any member or other person (either with or without that member's or person's agreement) in accordance with:
 - (i) the Co-operative's responsible service of alcohol policy (as adopted and amended by the Board from time to time); or
 - (ii) the Co-operative's responsible gaming policy (as adopted and amended by the Board from time to time).

27. PROHIBITION ON CONTROL OF VOTING RIGHTS

- (a) Subject to Rules 14 to 20 inclusive, an active member of the co-operative shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.
- (b) A person must not directly or indirectly control the right to vote of a member.
- (c) If a person controls the exercise of the right to vote of a member at a meeting of the co-operative:
 - (i) the vote of that member; and
 - (ii) the vote of that person, if that person is a member,are invalid.
- (d) Voting by proxy is not permitted.

28. RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY

A person is not entitled to exercise a member's right to vote under a power of attorney.

29. DISCIPLINE OF MEMBERS

- (a) If any member shall willfully refuse or neglect to comply with any of the provisions of the Rules of the Club or any By-laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interest of the Club or be guilty of conduct which is unbecoming a member or which shall render the member unfit for membership, the Board shall have the power to reprimand or suspend for such period as it considers fit or accept:
 - (i) Such member shall be notified of any charge against the member pursuant to this Rule and of the date time place of the hearing of the charge by notice in writing by post at least seven clear days before the meeting of the Board at which such charge is to be heard.
 - (ii) The member charged shall be entitled to attend the hearing or submit written representations for only the purpose of answering the charge and if the member fails to attend the hearing, the Board may make a decision in the members absence.
 - (iii) Any decision of the Board on such hearing shall be final and the Board shall not be required to assign any reason for its decision.
- (b) In the event that a notice of charge is issued to a member the Board shall have power to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined. Such suspension shall be in writing to the member concerned.
- (c) The Secretary or employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member who partakes in disorderly conduct or any illegal activities upon the premises.

30. EXPULSION OF MEMBERS

- (a) a member may be expelled from the co-operative by special resolution to the effect:
 - (i) that the member has failed to discharge the member's obligations to the co-operative, whether prescribed by these rules or arising out of any contract; or
 - (ii) that the member has been guilty of conduct detrimental to the co-operative.
- (b) In either case 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) Expulsion of a member shall not be effective until the special resolution expelling the

member is registered.

- (d) Any notice given to a Member in breach shall be without prejudice to any other claim or action against the defaulting Member.
- (e) If a Member chooses to resign or is suspended or expelled in accordance with this paragraph, no part of his subscription shall be refundable.

31. CEASING MEMBERSHIP

- (a) A person shall cease to be a member in any of the following circumstances:
 - (i) if the member's membership is cancelled under Rule 13;
 - (ii) if the member is expelled in accordance with Rule 30;
 - (iii) on the death of the member;
 - (iv) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
 - (v) on the expiration of one months notice in writing of the member's Intention to resign from membership given by the member, to the Secretary.
- (b) A person shall not cease to be a member upon becoming bankrupt.

32. ANNUAL GENERAL MEETINGS

- (a) A general meeting of the co-operative to be known as the "annual general meeting" shall, as provided in Section 252 of the Act, be held each year on a date and a time determined by the Board as long as it is within five (5) months after the close of the financial year of the co-operative, or within such further time as may be allowed by the Registrar.
- (b) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.
- (c) If an annual general meeting is not held in accordance with paragraph (a) of this Rule (32), the members may, in accordance with Section 257 of the Act and Rule 34 requisition such a meeting.
- (d) The annual report must be sent to the members as required by Rule 66 (d) at least 21 days before the date of the annual general meeting.
- (e) At least 21 days' notice (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any annual general meeting in the manner stipulated in Rule 71.

33. CONVENING SPECIAL GENERAL MEETINGS

The Board may, whenever it thinks fit, convene a special general meeting of the co-operative.

34. REQUISITION OF GENERAL MEETINGS

- (a) The Board must convene a general meeting of the co-operative on the request of active members who together are able to cast at least 5% of the total number of votes to be cast at a meeting of the co-operative, or at least 100 active members who are entitled to vote at the general meeting.
- (b) The requisition must:
 - (i) be in writing;
 - (ii) state the objects of the meeting;
 - (iii) 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
 - (iv) be served on the co-operative by being lodged at the registered office of the co-operative.

35. REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICAL

- (a) A meeting requisitioned by members in accordance with Rule 34 must be convened and held as soon as practicable and, in any case, must be held within 2 months after the requisition is served.
- (b) Where the Board does not convene a meeting twenty one (21) days after the requisition is served, the following provisions apply:
 - (i) The requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
 - (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive their notice of general meeting of the co-operative;
 - (iii) the Board must send the requested statement to the requisitioning Members within 7 days after the request for the statement is made;
 - (iv) the meeting convened by the requisitioning members must be held not later

than 3 months after the requisition is served;

- (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the co-operative; and
- (vi) any such amount required to be paid by the co-operative is to be retained by the co-operative out of any money due from the co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

36. NOTICE OF GENERAL MEETINGS

- (a) Subject to Rules 32 and 37, at least 14 days notice (not including the day on 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 71.
- (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 71 to:
 - (i) every member of the co-operative, except those members who have not supplied to the co-operative an address or facsimile number for the giving of notices to them; and
 - (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.

37. NOTICE OF SPECIAL RESOLUTIONS

- (a) Notice of a special resolution shall be given to those persons, entitled to receive

notice under Rule 36, at least 21 days before the general meeting. The notice shall specify:

- (i) the intention to propose the resolution as a special resolution at that meeting;
- (ii) the reason for the making of the special resolution; and
- (iii) the effect of the special resolution if passed.

38. BUSINESS OF GENERAL MEETINGS

- (a) The ordinary business of the annual general meeting shall be:
 - (i) to confirm the minutes of the last preceding general meeting (whether annual or special);
 - (ii) for the Board, auditors, or any officers of the co-operative to present Reports upon the transactions of the co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of cash flows, and the state of affairs at the end of that year;
 - (iii) to elect or declare the results of an election and determine the remuneration of directors;
 - (iv) to appoint an auditor; and
 - (v) to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative and to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- (b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.
- (c) All business of a general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.

39. QUORUM AT GENERAL MEETINGS

- (a) No item of business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) Except where these rules state otherwise, 30 active members, present in person and entitled to vote, constitute a quorum.
- (c) If within half an hour after the appointed time for the meeting a quorum is not

present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall constitute a quorum.

40. CHAIRPERSON AT GENERAL MEETINGS

- (a) The Chairperson 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 5 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 this requirement it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

41. STANDING ORDERS AT GENERAL MEETINGS

- (a) 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; and
 - (vi) 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.
- (b) Motions and amendments shall be submitted in writing, if requested by the chairperson.
 - (c) 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.
 - (d) Standing orders may be suspended for any period by ordinary resolution.

42. POSTAL BALLOT

The co-operative may hold a postal ballot to determine any issue or proposal by the members, except for director elections or appointments, in the manner prescribed in the Act or the Co-operatives National Regulations (2013).

43. SPECIAL RESOLUTION

- (a) A special resolution means a resolution of which notice has been given of the intention to propose the resolution as a special resolution and which is passed either by two-thirds of the members who vote at a general meeting in person or in a postal ballot; or by three quarters of the members who cast votes in a special ballot of members.
- (b) A special postal ballot for the purposes of passing a special resolution must be conducted in relation to the following matters:
 - (i) a conversion of a distributing co-operative to a non- distributing co-operative and vice versa;
 - (ii) transfer or incorporation;
 - (iii) an acquisition or disposal of assets referred to in Section 285 of the Act;
 - (iv) takeover;

- (v) merger;
 - (vi) transfer of engagements; and
 - (vii) members' voluntary winding up.
- (c) A special resolution has effect from the date it is passed except in the following circumstances:
- (i) the removal of an auditor;
 - (ii) the expulsion of a member;
 - (iii) the alteration of a rule; and
 - (iv) any matter for which a special resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up).

in which case it has effect from the time it is registered by the Registrar.

44. BOARD OF DIRECTORS

The Board shall consist of:

- (a) A Chairperson, a Vice Chairperson and a Treasurer satisfying the requirements of Rule 15 or Rule 17; and
- (b) Two (2) Ordinary Directors satisfying the requirements of either 15 or Rule 15A or Rule 17.
- (c) The business of the co-operative is to be managed by the Board, 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.
- (d) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

45. QUALIFICATIONS OF DIRECTORS

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 in accordance with these Rules. A member who is an employee of the co-operative, or a director who has previously been disqualified as a director is not eligible to hold office as a director.

46. DIRECTORS' REMUNERATION

- (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 of payment or reimbursement of out-of pocket expenses incurred for the benefit of the co-operative or any subsidiary of the co-operative.

47. RETIREMENT AND ELECTION OF DIRECTORS

47A At the annual general meeting in each year all directors shall retire.

47B A retiring director shall be eligible for re-election provided the person is qualified under the rules and the Act to hold office as a director.

47C

- (i) At an annual general meeting at which a director retires or a casual vacancy occurs, the vacated office may be filled by electing a person to it.
- (ii) Nominations for candidates to fill the vacant positions shall be sought in such manner as the Board determines.
- (iii) Only eligible A Class members, Life members and Associate members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.
- (iv) Nominations for election of a director shall be made in writing and be signed by two A Class or Life members who are entitled to attend and vote at meetings of the Co-operative pursuant to these Rules and by the nominee who shall also signify his/her consent to the nomination.
- (v) The nomination shall specify the position on the Board for which the nominee is nominated.
- (vi) Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall be the order appearing in Rule 47E(e).
- (vii) No member who is under suspension by the Board or whose suspension period ceases within the last two (2) years pursuant to these Rules shall

be eligible to nominate, stand for or be elected or appointed to the Board.

- (viii) No member shall be eligible to nominate, or be elected or appointed to the Board unless that member has paid all entrance fees, annual subscriptions and all other moneys due to the Co-operative at the time of such nomination, election or appointment.

47D Nominations shall cease twenty eight (28) clear days prior to the date of the Annual General Meeting:

- (i) The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his/her proposers on the Notice Board.
- (ii) If there be more than the required number nominated for any position, an election shall take place in respect of the position, but if there be only the requisite number nominated, the Returning Officer shall declare those nominated duly elected.

47E Any election by ballot for the Board of Directors held at the Annual General Meeting shall be conducted in the following manner:

- (a) The Board shall appoint a Returning Officer to take charge of the ballot and not less than two (2) Assistant Returning Officers who shall also act as Scrutineers of the ballot.
- (b) The Returning Officer shall supervise the issue of ballot papers, the safe custody of ballot papers returned, the examination of such ballot papers, the counting of votes and ballot papers after the ballot is closed and determine the formality or otherwise of returned ballot papers.
- (c) The Returning Officer shall report the results of the ballot to the Chairperson of the Annual General Meeting.
- (d) The position of the names of the candidates on the ballot paper shall be determined by the time and date on which the nomination is received.
- (e) The offices to be filled shall be listed on the ballot papers in the following order:
 - i. Chairperson
 - ii. Vice Chairperson
 - iii. Treasurer
 - iv. Directors
- (f) The members shall record his or her vote in accordance with the directions of

the Board and the instructions marked on the ballot paper.

- (g) Pursuant to these rules, only members elected to membership prior to 1st January in the year of the Annual General Meeting shall be entitled to vote in that election.
- (h) The Returning Officer shall give to each Assistant Returning Officer reasonable time for the counting of ballot papers and the counting shall be carried out in such a manner that the secrecy of the ballot shall be maintained and the Returning Officer shall ensure that votes are recorded only by members entitled to vote and that no duplication of voting shall have taken place.
- (i)
 - a. The Returning Officer shall first examine each ballot paper and any invalid voting paper shall be discarded from the ballot but shall not be destroyed. Sectional errors do not invalidate the entire paper.
 - b. The decision of the Returning Officer as to the validity of any ballot Papers shall be final;
 - c. After the ballot papers have been examined they shall be counted and the candidate for each position with the highest number of votes shall be elected.
- (j) 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 determine by lot in the following manner which of them shall be excluded:
 - (i) The names of the candidates having been written on similar slips of paper and the slips having been folded so as to prevent identification and drawn at random the candidate whose name is first drawn shall be excluded.
- (k) All members to be considered for any position on the Board should be financial full or associate members for a period of at least twelve (12) months prior to nomination.

48. REQUISITION AND NOTICE OF BOARD MEETING

- (a) A meeting of the board of directors may be called by a director giving notice individually to every other director.
- (b) 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.

- (c) Meetings of the Board (including those conducted in accordance with Rule 50) 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.

49. PROCEEDINGS OF THE BOARD

- (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 shall have a casting vote.

50. TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

- (a) The Board may in accordance with Section 176 of the Act transact any of its business:
 - (i) by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
 - (ii) at a meeting at which board members (or some board members) participate by telephone, closed-circuit television or other means, but only if any board member who communicates on a matter before the meeting, can be understood by the other members of the Board.
- (b) For the purposes of this rule the chairperson of the Board and each member of the Board have the same voting rights as they have at any ordinary meeting of the Board.
- (c) A resolution approved under Rule 50(a)(i) is to be recorded in the minutes of the meetings of the Board.
- (d) The secretary may circulate papers among members of the Board for the purposes of Rule 50(a)(i) by facsimile or other transmission of the information in the papers concerned.

51. QUORUM FOR BOARD MEETINGS

The quorum for a meeting of the Board shall be three (3) directors, being 50% or more of the number of directors, in accordance with Section 255 of the Act.

52. APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

- (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 appointment(s), the number of directors at that time is deemed to be a quorum.
- (c) In all other circumstances where a casual vacancy occurs, Rule 59 applies.

53. CHAIRPERSON OF BOARD

The Chairperson shall preside as chairperson at every Meeting of the Board. If the Chairperson is not present or is unwilling to act, then the Vice Chairperson will take the chair. If the Vice Chairperson is unwilling or unable to act the Board shall elect one of their number to fill the vacancy and the person appointed shall be known as the Acting Chairperson and shall have the duties and powers of the Chairperson under this Constitution.

54. DELEGATION AND BOARD COMMITTEES

- (a) The Board may (in accordance with Section 178 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.
- (b) The Board may by resolution revoke wholly or in part any such delegation.
- (c) 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.
- (d) 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 circumstance.
- (e) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

55. EXERCISE OF DELEGATED POWER BY DIRECTORS

- (a) Where a power is exercised by a director (either alone or with other directors) and the exercise of 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.
- (b) Rule 55(a) applies whether or not a resolution delegating the exercise of the power to the director was in force when the power was exercised, and whether or not any conditions or limitations referred to in Rule 54(d) were observed by the director exercising the powers.
- (c) An instrument purporting to be signed by a director as referred to in Rule 55(a) 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 this rule.
- (d) A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 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.
- (e) 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.

56. REMOVAL OF DIRECTOR FROM OFFICE

The co-operative may, by ordinary resolution remove any director before 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.

57. DIRECTOR'S INTERESTS IN CONTRACTS

- (a) A Director who is or becomes in any way (whether directly or indirectly) interested in a contract, or proposed contract, with the Co-operative must declare the nature and extent of the interest to the Board of Directors in accordance with the Registered Clubs Accountability Code.
- (b) A Director of the Co-operative who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that

could conflict with the Director's duties or interests as Director must, in accordance with Section 208, declare at a meeting of the Board of Directors the fact and the nature, character and extent of the conflict.

- (c) Subject to Section 211 of the Act if a Director has made a declaration under this Rule, then unless the Board otherwise determines, the Director must not:
 - (i) be present during an deliberation of the Board in relation to the matter; or
 - (ii) take part in any decision of the Board in relation to the matter.
- (d) Any vote cast in contravention of this Rule is not to be counted.

58. VACATION OF OFFICE DIRECTOR

- (a) 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:
 - (i) if the person is an insolvent under administration (as defined in the Law);
 - (ii) if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 208 of the Act;
 - (iii) if the director absents himself/herself from 3 consecutive ordinary meetings of the Board without its leave;
 - (iv) if the director resigns from office by notice in writing given by the director to the co-operative;
 - (v) if the director is removed from office by ordinary resolution of the co-operative;
 - (vi) if the person ceases to hold the qualification by reason of which the person was qualified to be a director;
 - (vii) if the director becomes an employee of the co-operative;
 - (viii) if an administrator of the co-operative's affairs is appointed under Part 4.1 of Chapter 4 of the Act;
 - (ix) if the director is directly or indirectly interested in any contract or proposed Contract with the co-operative and fails to declare his/her interest as required under Section of the Act;
 - (x) if the director who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the director's duties or interests as a director and the director

fails to declare the fact and the nature, character and extent of the conflict;

- (xi) if the director is removed from office, by a voluntary administrator of the co-operative appointed under Section 332 of the Act; and
- (xii) If the director has been suspended as a member.

59. FILLING OF CASUAL VACANCIES

The Board may at any time appoint any eligible Class A member, Life member or Associate member to be a director to fill a casual vacancy and any director so appointed shall hold office until the next Annual General Meeting.

60. OTHER COMMITTEES

- (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 provisions of Rules 55(d) and (e) 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 is not a whole number the whole number next higher than one-half) of the number of members in the committee.

61. MINUTES OF MEETINGS

- (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:
 - (i) of all appointments of officers 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; and
 - (iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees.
- (b) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.
- (c) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business of the next succeeding meeting of the co-operative, Board or

committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

- (d) Every director present at any meeting shall sign their name in a book to be kept for that purpose.
- (e) The minutes are to be kept in the English language.

62. BOARD'S WORKPLACE POWERS

- (a) Without prejudice to the general power 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 employees, servants, agents and contractors, and to fix their powers, duties and remuneration.
- (b) For the purpose 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.

63. APPOINTMENT OF SECRETARY

- (a) the Board shall appoint a secretary 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 shall:
 - (i) be appointed to the office on such terms and conditions as the Board may determine; and
 - (ii) hold office until death, or removal by the Board, or resignation from office.
- (c) In accordance with the Clubs Act the Secretary must be approved by Liquor & Gaming New South Wales.

64. INSURANCE

The Board shall arrange insurance against loss, damage to or liability of the co-operative by reason of fire, accident or otherwise.

65. FINANCIAL YEAR

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

66. ACCOUNTS

- (a) The Board must prepare accounts, statements and report in accordance with the Law, the National Regulations and these Rules.
- (b) The Board shall submit those accounts, statements and report, together with the auditors' report on those accounts, to the annual general meeting of the co-operative.
- (c) The books of account shall be kept at the Registered Office of the Club or at such other place as the Board thinks fit. The Club shall at all reasonable times make its accounting records available in writing for the inspection of members of the Board and any other persons authorised or permitted by or under the Act to inspect such records.
- (d) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within five (5) months of the end of the financial year of the Club send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Law are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:
 - (i) a copy of the Financial Report of the Club;
 - (ii) a copy of the Directors' Report; and
 - (iii) a copy of the Auditors' Report on the financial report.

67. BANKING

- (a) The Board shall have a banking account or accounts in the name of the co-operative, into which all monies received shall be paid as soon as possible after receipt.
- (b) All cheques and electronic payments/transfers drawn on such accounts and any 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.

68. ACCOUNTS AND AUDITORS

- (a) The Board must cause proper accounts and records to be kept with respect to the financial affairs of the Club in accordance with the Act and the Registered Clubs Act.
- (b) The books of account must be kept at the registered office or at such other place as the Board thinks fit. The Club must at all reasonable times make its accounting records available in writing for the inspection of Directors and any other persons authorised or permitted by or under the Act, or any other law to inspect such records.
- (c) The Club must send or otherwise make available to each member, as required by the Act, a copy of the financial report, a copy of the Directors report and a copy of the Auditors report for the relevant financial year of the Club.
- (d) Auditors shall be a registered company auditor and appointed and their duties regulated in accordance with the Act and their remuneration shall be fixed by the Board.

69. CO-OPERATIVE FUNDS

- (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 remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;
 - (ii) reasonable interest on money lent by members to the co-operative; or
 - (iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.
- (c) Any surplus resulting from the co-operative's operation 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-operatives objectives.
- (d) Any amount not exceeding five (5) percent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

70. DISPUTES

- (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 70(a)(i)(B); and
 - D. the co-operative, including the Board or any other officer of the co-operative.
 - (ii) "dispute" may only refer to a matter affecting a person of the type mentioned above in (A)-(C).
- (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 this rule except where the person seeks urgent interlocutory relief.
- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must endeavor to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society (a copy is available from the Registry of Co-operatives).
- (e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:
 - (i) the timetable for all steps in the procedures; and
 - (ii) the selection and compensation of the independent person required for mediation,then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 1984.
- (f) 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.

71. NOTICES

- (a) A notice may be given to the co-operative by 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 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 co-operative and shall be deemed to have been duly given to the member on the date on which the advertisement appears.
- (c) A notice may be given by placing the notice on the noticeboard of the Club for any matter for which notice is required to be given (including notices for general meetings and elections of board members).
- (d) 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.
- (e) 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.
- (f) 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.
- (g) If the Club has attempted to obtain a members approval to serve documents electronically more than three times, with each attempt at least one month apart; and the Club has received no response; then the Club may serve a notice and that notice will be considered served if it is sent to the email address of a member (if an email address is held), or in all other cases if the Club posts such notice on the Club's website and includes the notice in the Club's newsletters.
- (h) For the purpose of this rule "registered address" means the address of the member as appearing in the register of members and shares, including the members email address held by the Club.

72. WINDING UP

- (a) The winding up of the co-operative shall be in accordance with Part 4.5 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 objectives similar to those of the co-operative;
 - (ii) whose constitution prohibits the distribution of its property among its members;
 - (iii) which has been chosen by the members of the co-operative at or before the time of dissolution or in default thereof by the Chief Justice of such Court as may have 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.

73. FINES PAYABLE BY MEMBERS

- (a) The board may impose on a member a maximum fine in accordance with Rule 74, Schedule of Charges, for any infringement of the rules or by-laws.
- (b) A fine exceeding \$20 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
 - (ii) The member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

74. SCHEDULE OF CHARGES

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| Copy Book of Rules: | Prescribed fee not exceeding \$1.00 for each page up to a maximum of \$50.00 |
| Copy of Register: | \$5.00 for the first page and \$1.00 for every page thereafter to a maximum of \$50.00 |
| | Rule 11 |
| Entrance Fee: | Not less than \$2.00 and no greater than \$50 |
| | Rule 23 |
| Annual Subscription: | Not less than \$2.00 and no greater than \$50 |
| | Rule 24(b) |
| Maximum Fee | \$110.00 (Section 56(7) of the Act) |