

RULES OF

WEST LINDFIELD SPORT & RECREATION CLUB CO-OPERATIVE LIMITED

REGISTERED UNDER THE CO-OPERATIVES ACT 1992 (N.S.W.)

For a Non-Trading Non-Share Co-operative that is also a club
registered under the Registered Clubs Act 1976 (NSW)

REGISTRY OF CO-OPERATIVES

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DEFINITIONS

1. In these rules, unless the context otherwise requires:

- (i) "**active member**" means a member who is in active membership within the provisions of Rule 16;
- (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 86;
- (v) "**by-laws**" means the 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 Australian Prudential Regulation Authority Act and the Banking Act 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 Full 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;
- (xi) "**financial year**" means the financial year of the co-operative as specified in Rule 83;
- (xii) "**full member**" means a person who is an active member of the co-operative, and is either an ordinary member, social member, junior member, or life member;
- (xiii) "**guest**", in relation to a full 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, remains in the reasonable company of 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 Boards discretion;
- (xvii) "month" means calendar month;

- (xviii) "notice board" means the board or boards provided on the co-operative premises on which notices for the information of the members is posted;
- (xix) "officer" includes the President, Vice-President(s), Director, Principal Executive Officer, Secretary, Treasurer, duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;
- (xx) "ordinary member" means a member of the co-operative, other than a life member, provisional member, honorary member or temporary member;
- (xxi) "postal ballot" includes a special postal ballot;
- (xxii) "prescribed: means prescribed by the Act or under the Act by Regulation;
- (xxiii) "provision" in a relation to the Act, means words or other matter that form or forms part of the Act, and includes:
- (A) a chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph or schedule of or to the Act; and
- (B) a section, clause, subclause , item, column, table or form of or in a schedule to the Act; and
- (C) the long title and any preamble to the Act;
- (xxiv) "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;
- (xxv) "regulation" means regulation made under the Act, and any regulation that applies to a co-operative by way of transitional regulation made under the Act;
- (xxvi) "relevant interests" has the same meaning as given in Schedule 2 of the Act;
- (xxvii) "rules" mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;
- (xxviii) "shall" or a similar word 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;
- (xxix) "special resolution" means a resolution which is passed in accordance with Rule 55;
- (xxx) "sub clubs" means West Lindfield Bowling Club (being an association to be incorporated under the Associations Incorporation Act), Lindfield Junior Rugby Club Incorporated, Lindfield Soccer Club Inc, Ku-ring-gai & District Soccer Association Incorporated and such other community based social or sporting clubs admitted as sub clubs by the Board of the Club from time to time; "sub clubs" means West Lindfield Bowling Club, Lindfield Football Club Inc and any other community-based social or sporting club (or clubs) which is (or are) admitted as a sub-club from time to time by prior written approval of each of the then existing sub-clubs and by a special resolution;
- (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 69, being not less than a quorum or a majority, as the case may be;
- (xxxiv) "the club" means West Lindfield Sports and Recreation Club Co-operative limited;

- (xxxv) “the club Acts” means the Registered Clubs Act 1976;
- (xxxvi) “the co-operative” means West Lindfield Sports & Recreation Clubs Co-operative Limited;
- (xxxvii) “the Law” means the Corporations Law;
- (xxxviii) “the Registrar” means the Register of Co-operatives or any person delegated the Registrar’s functions;
- (xxxix) “the secretary” 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 include 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 interpret.

3. (a) The name of the co-operative shall be:
- West Lindfield Sports & Recreation Club Co-operative Limited
- (b) The co-operative may, in accordance with Section 259 of the Act, change its name by way of a special resolution to a name approved by the Registrar.

NON –TRADING CO-OPERATIVE

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

CONVERSION TO A CO-OPERATIVE WITHOUT SHARE CAPITAL

- 4A (a) On the registration of these rule:
- (i) the co-operative shall convert from being capital to a co-operative without a share capita; to a co-operative without a share capital
 - (ii) every person who was a member before the date of registration continues to be a member in accordance with these rules;
 - (iii) all shares in the co-operative held by any member before the registration, are cancelled;
 - (iv) the paid up share capital shall become part of the general reserves of the co-operative to be applied in accordance with the rules
- (b) The conversion to a co-operative without a share capital shall not affect the obligation of a member to pay to the co-operative any amount which was payable, but unpaid by the member to the co-operative on or before the date of registration of these rules.
- (c) No member (including a deceased member through their personal representative), admitted to membership of the co -operative prior to the date of registration of these rules, shall be entitled to the amount paid up on that member's share on the cancellation of membership, or on the member ceasing membership.

REGISTERED OFFICE

5. (a) The co-operative must cause a notice to be conspicuously 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.
- (b) The Board shall notify the Registrar of any change of address of the registered office of the co-operative within 28 day after the change, and on the form approved by the Registrar.

REGISTERED CLUBS REQUIREMENTS

6. Subject to the provisions of the Registered Clubs Act:
- (i) liquor shall supplied or disposed of on the premises of the co-operative 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 co-operative is the holder of a Certificate Registration under the Registered Co-operatives 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 co-operative under the Registered Co-operatives Act;
 - (ii) liquor shall not be sold, supplied or disposed of on the premises of the co-operative to any person under the age of eighteen years;
 - (iii) a person under the age of eighteen years shall not use or operate poker

machines on the premises of the co-operative;

- (iv) all visible promotional and advertising matter relating to the facilities of the co-operative must include 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;
- (v) all audible promotional and advertising matter relating to the facilities of the co-operative must include a statement that is at least as audible as the promotional or advertising matter and is for the information of members and their guests.

RULES

7. 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; 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 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 not exceeding that specified in Rule 95, Schedule of Fees.
- (ii) A person may not inspect a copy of these rules free of charge at the office where the registers are kept, during all reasonable hours.

RULE ALTERATIONS

- 8. (a) The rules may be altered by a special 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 board resolution under Section 112 of the Act, the co-operative must cause the alteration to be notified 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.

BY-LAWS

- 9. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations and the rules.
- (b) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 94.

OBJECTS

10. The objects of the co-operative shall be;

- (a) to provide sporting recreational and social facilities of all kinds of all kinds for members and their guests;

- (b) to foster, encourage and promote sports, recreational and social activities of any kind for members of the co-operative;
- (c) to provide, maintain and improve fields and facilities to enable participation in sports, recreational and social activities of all kind
- (d) to contribute or subscribe, from time to time to such sporting, social, public, charitable, educational or benevolent objects as the Board of the co-operative may select from time to time;
- (e) to provide, maintain and conduct a clubhouse and other conveniences for the accommodation of members and their guests;
- (f)

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 power :
- (i) Provide and maintain buildings and grounds for sport, education, recreation or other community purposes and to operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
 - (ii) Promote and carry out any charitable undertaking;
 - (iii) Erect dwellings and buildings for use by members and guests of members;
 - (iv) Acquire land on which dwellings or buildings are being or have been erected for use by members and guests of members
 - (v) Sell or purchase land for use by the Co-operative and its members;
 - (vi) Sub-divide land, make and maintain private ways, bridges, culverts and drains and make, open and dedicate roads;
 - (vii) Raise money on loan for any objects from time and to time to give security for such loan;
 - (viii) 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, machinery or equipment.
 - (ix) 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 by the Co-operative of any of its obligations whether present or future and for such purpose to indemnify or 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 or any of them such indemnify or for the performance of such agreement to indemnify.
 - (x) Arrange insurance on behalf of its members
 - (xi) Invest and deal with the money of the co-operative not immediately require in such manner as may from time to time be thought fit subject always to the requirement that a proportion of such moneys being a proportion determined from time to time by the directors of the co-operative shall be invested in those investments permitted by law for the

investment of trust funds;

- (xii) Borrow or raise or secure the payment of moneys in such manner and upon such terms as the directors of the co-operative may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagements incurred or to be entered into by the co-operative in any way and upon any of the co-operative property;
- (xiii) Make, draw, accept, endorse, discount execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (xiv) Sell, improve, manage, develop, exchange lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the co-operative;
- (xv) Take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the co-operative's property of whatsoever kind sold by the co-operative, or any money due to the co-operative from purchasers and others;
- (xvi) Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the co-operative.

(b) The powers of the co-operative to:

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

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

(c) The co-operative shall not have the power to lend money to any of its employees or members.

SEAL

12. (a) The co-operative shall, as required by section 258 (1)(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) 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 Common Seal of the Co-operative shall not be affixed to any instrument except by resolution of the Board. Two directors or one director and the secretary must be presented and must sign all instruments sealed while they are present.
- (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.

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 12(d).

CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

14. (a) The co-operative must have at the registered office, subject to Rule 15, and available during all reasonable 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 of the Act;
 - (iv) 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;
 - (v) 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 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) and to do so free of charge or the payment of a fee if required under Rule 95, Schedule of Fees.
- (d) The co-operative must have at the place where the registers are kept and available during all reasonable hours for inspections by *any person*:
 - (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.

NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT

15. 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 cooperative 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.

ACTIVE MEMBERSHIP PROVISION

16. In accordance with Part 6 of the Act

- (i) The operation, maintenance and carrying on of a club known as the West Lindfield Sport & Recreation Club Co-operative Limited is the primary activity of the Co-operative; and,

- (ii) A member will be an active member of the co-operative if:

(A) the member is awarded Life membership in accordance with Rule 22A;

OR

(B) the member is a social member who pays an annual subscription in accordance with Rule 32;

OR

(C) (1) the member is a sporting or junior member who pays an annual 2; and subscription in accordance with Rule 32; and

- (2) is a current member of a sub club;

OR

(D) (1) the member is a sporting member who pays an annual subscription in accordance with Rule 32; and

- (2) the member was recorded in the Register of Members as a bowling or an associate member of the Co-operative at the date of registration of the complete alteration of the rules and within three (3) months of that date became a member of a sub club.

CANCELLATIONS RELATING TO INACTIVE MEMBERS

17. (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 1 month before the 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 1 month immediately before the date of cancellation. '

(b) The co-operative shall, in a form approved by the Registrar, keep a register of memberships cancelled pursuant to paragraph () of this rule, which shall specify the particulars prescribed in Clause 60 Schedule 1 of the Cooperatives Regulation 1997.

(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.

QUALIFICATIONS FOR MEMBERSHIP

18. (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 a person will be an active member under Rule 16; and
- (ii) the applicant is an individual and not a body corporate;

(b) Club membership shall consist of the following classes:

- (i) Ordinary members consisting of sporting members, junior members and social members
- (ii) Life members;
- (iii) Honorary members;
- (iv) Temporary members; and
- (v) Provisional members.

(c) The rights, duties and entitlements of the various classes of membership are as follows:

19. **SPORTING MEMBERS**

(a) Ordinary members who are sporting members will be persons of or over the age of 18 years who:

- (i) at the date of registration of the Special adopting these Rules were recorded in the Register of Members of the Co-operative as Bowling members or as Associate members of the Cooperative and who within three (3) months of the date of that resolution have become members of a sub club; or
- (ii) are members of a sub club and have made application and been admitted to sporting membership of the Co-operative in accordance with Rule 30.

(b) In the event that a sporting member is a member of more than one sub club he or she will be required to nominate one sub club only as being the sub club which he or she is a member of for the purposes of voting and representation on the Board for the purposes of these Rules.

(c) Sporting members are (subject to these Rules) entitled to the following rights:

- (i) the right to use all the club's facilities;
- (ii) the right to attend and vote at all general meetings of the co-operative;
- (iii) the right to propose or second any person for membership of the co-operative;
- (iv) the right to propose or second any eligible person for election or appointment to the Board of the co-operative;
- (v) the right to be elected or appointed as a director of the co-operative and

participate in the management of the co-operative.

- (d) The annual subscription payable by a sporting member under these Rules be in addition to any subscription payable by that member for membership of a sub club.

20. **JUNIOR MEMBERS**

- (a) Ordinary members who are Junior members shall be persons who have not attained the age of eighteen (18) years but are members of a sub club and satisfy the Board that, if elected to membership will take an active part on a regular basis in the sporting activities organised by the co-operative or a sub club and who apply for and are elected to Junior membership of the co-operative in accordance with these Rules.
- (b) Junior members must take an active part in the sporting activities of the co-operative or a sub club 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 licensed areas of the co-operative for which an authority under Section 22 of the Clubs Act is in force but shall not be served with or consume alcohol in the premises of the co-operative.
- (d) Junior members shall pay such reduced annual subscription (but being not less than \$2.00) 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 to that person becoming a Junior member of the co-operative and taking an active part in the sporting activities of the co-operative and the sub clubs.

21. **SOCIAL MEMBERS**

- (a) Ordinary members who are Social members shall be:
 - (i) those persons who at the date of the Special Resolution adopting these Rules are recorded in the Register of Members of the cooperative as Card Playing members or as social members:
 - (ii) those persons who being of or over the age of 18 years are not members of any of the sub clubs and who apply for and are elected as Social members of the co-operative in accordance with these Rules.
- (b) Social members are (subject to these Rules) entitled to the following rights:
 - (i) the right to use the club house during trading hours and the social facilities of the co-operative;
 - (ii) the right to attend any general meeting of the co-operative;
 - (iii) the right to vote in the election for the Board of the Club but no other voting rights.

22. The combined number of Social members and Junior members shall not exceed the combined number of Sporting members and Life member of the Club.

LIFE MEMBERS

- 22A (a) A Life member shall be any member who by reason of long or meritorious service

to the co-operative or any other commendable reason has been elected to Life membership pursuant to a resolution passed at a general meeting of the members of the co-operative by majority of two thirds of those members who being eligible to do so vote in person at the meeting provided that:

- (i) the nomination of such member for Life membership is proposed and seconded by two sporting or life members of the club;
 - (ii) the nomination is approved by the Board;
 - (iii) written notice of the proposed resolution is given to members not less than 21 days before the meeting.
- (b) Any person who is recorded as a Life member in the Register of Members of the co-operative on the date of registration of the Rules shall continue as a Life member of the co-operative;
 - (c) A life member who is a member of a sub club shall be entitled to the same rights as Sporting members;
 - (d) A Life member who is not a member of a sub Club shall be entitled to the same rights as Social members;
 - (e) A life member shall not be required to pay an annual subscription to the co-operative but this shall not relieve a Life member from the obligation to pay a subscription to a sub club in respect of which the Life member is a member.

HONORARY MEMBERS

- 23. (a) The following persons may be made Honorary members of the co-operative in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the co-operative;
 - (ii) any prominent citizen or local dignitary of the co-operative;
- (b) Honorary members shall be entitled to only the social facilities and amenities of the co-operative and shall not be entitled to a vote at any meeting of the co-operative, nominate or be elected to the Board or any office in the co-operative or participate in the management, business and affairs of the co-operative in anyway.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the co-operative'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
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

- 24. The following persons in accordance with procedures established by the Board may be made Temporary members of the co-operative:
 - (a) Any visitor whose permanent place of residence in New South Wales is not less than distance of 5 Kilometres radius from the premises of the co-operative or such other greater distance as may be determined from time to time by the Board

by By-law pursuant to the rules.

- (b) A full Member (as defined in the Clubs Act) of another club which is registered Clubs Act and which has objects similar to those of the co-operative;
 - (c) A full member (as defined in the Clubs Act) of any registered co-operative who, at the invitation of the Board of the co-operative, attends on any day at the premises of the co-operative for the purpose of participating in an organised sport or competition to be conducted by the co-operative on that day from on from time on that day when he so attends the premises of the co-operative until the end of that day.
 - (d) Any interstate or overseas visitor.
- 25.
- (a) Temporary members shall not be required to pay an entrance fee or annual subscription;
 - (b) Temporary members shall not be entitled to vote at any meeting of the co-operative, nominate for or be elected to the Board or any office in the co-operative or participate in the management, business and affairs of the co-operative in anyway;
 - (c) Temporary members shall not be permitted to introduce guests into the co-operative other than a minor in accordance with the Clubs Act
 - (d) The Secretary or the 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;
 - (e) No person under the age of 18 years may admitted as a temporary member of the co-operative;
- (f) When a Temporary member (other than a Temporary admitted pursuant to Rule 24(c) first enters the premises of the co-operative on any day the following particulars shall be entered in the 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 Temporary membership is granted.
 - (iii) the signature of the Temporary member.

PROVISIONAL MEMBERSHIP

26. Every person who has lodged with the Secretary a nomination form duly completed in accordance with the rules seeking membership of the co-operative and pays to the co-operative the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the co-operative while awaiting the decision of the Board in relation to t at person's application for membership of the co-operative.
27. Should a person who is admitted as a Provisional ember not be elected to membership of the co-operative within eight weeks fro the date of lodging the nomination form with the Secretary or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the co-operative and the annual subscription submitted with the nomination shall be forthwith returned to that person.

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

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

29. 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

30. (a) The Board must provide each person intending to become a member of the co-operative with:
- (i) a consolidated copy of the rules of the co-operative; and
 - (ii) a copy of all special resolutions applicable to the member passed by the members of the co-operative, except special resolutions providing for an alteration of the rules of the co-operative; and
 - (iii) a copy of the last annual report of the co-operative under Section 252 of the Act.
- (b) The Board may comply with Rule 30(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
 - (ii) making those documents available for inspection.
- (c) A person shall not be admitted as a full member of the co-operative unless elected to membership at a meeting of the Board. The names of the directors present and voting at the meeting are to be recorded by the secretary.
- (d) Every candidate for membership of the co-operative shall be proposed and seconded by members of the co-operative who are either Sporting members or Life members.
- (e) Applications for membership shall be lodged at the registered office.
- (f) The names and addresses of persons proposed for election as ordinary members shall be displayed in a conspicuous place on the premises of the co-operative for at least 1 week before their election.
- (g) An interval of at least 2 weeks shall elapse between the proposal of a person for election as an ordinary member of the co-operative and his or her election.
- (h) If elected, the applicant's name and any other information required by or under the Act shall be entered in the register of members. The applicant shall be notified in writing of the entry in the register and shall then be entitled to the privileges attaching to membership.
- (i) The Board may, at their discretion, refuse any application for membership and need not give any reasons to the unsuccessful applicant. Upon refusal any money deposited with the application shall be refunded without interest.
- j) In considering an application for membership pursuant to this rule, the Board must ensure that a person is qualified for the class of membership of the cooperative which the person is applying to join.
- (k) There shall be no joint members.

ENTRANCE FEES

31. (a) The Board of the co-operative has the power to determine the amount of any entrance fee for membership of the Club but such amount shall not exceed one hundred dollars (\$100.00) (inclusive of Goods Services Tax);
- (b) Any entrance fee shall be payable only after an application for membership has been accepted by the Board provided however that the applicant shall not be eligible to the rights of membership until the entrance fee has been paid.

ANNUAL SUBSCRIPTION

32. (a) A member shall, in accordance with the Act, be liable to the co-operative for 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 the period set by the Board; and
 - (iv) for ordinary members, be not less than \$2.00 nor more than \$100.00 in any financial year.
- (c) Notwithstanding paragraph (b)(iii) the Board 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 3 months.
- (d) 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 Rule 2(c) the member shall be automatically suspended from all privileges of the co-operative and the person's membership shall be cancelled in accordance with Rule 17.

MEMBERS OF THE CO-OPERATIVE

33. The members of the co-operative are:
- (i) those persons who were members of the co-operative immediately prior to the special resolution adopting the rules;
 - (ii) those persons admitted to membership in accordance with the rules;
 - (iii) those persons who become members by a transfer of engagement to the co-operative

EMPLOYEE MEMBERS

34. An employee may be a member of the co-operative but in accordance with the Clubs Act, 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 co-operative

LIABILITY OF MEMBERS TO THE CO-OPERATIVE

35. (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 changes, 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.

PROHIBITION ON CONTROL OF VOTING RIGHTS OF MEMBERS

36. Subject to Rules 19, 20, 21, 22, 22A and 38 inclusive, a operative shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.
37. (a) A person must not directly or indirectly control the right to vote of a member
- (b) 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.
- (c) Voting by proxy is not permitted.

CLASSES OF MEMBERS WITH VOTING RIGHTS

38. Only Life members and financial Sporting members and subject to Rule 21 (b)(iii) financial Social members will be eligible to vote at any meeting of the members of the co-operative or at any election of the directors of the co -operative.

RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY

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

DISCIPLINE OF MEMBERS

40. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the Rules of the co-operative or any By-Laws or be, in the opinion of the Board, guilty if any conduct detrimental to the co-operative or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand or suspend for such period not exceeding twelve months as it considers fir such member provided that:
- (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 sent as a repaid letter posted to the member's last known address at least fourteen clear days before the meeting of the Board at which such charge is to be heard.
- (ii) The member charged shall be entitled t attend the hearing for the purpose of answering the charge and shall also be entitled to submit to the meeting written representations for the purpose of answering the charge.
- (iii) If the member fails to attend such meeting the charge may be heard and

dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding but having regard to any representations which may have been made to it in writing by the member charged.

- (iv) No motion by the Board to reprimand or suspend a member shall be deemed to be passed unless a two-thirds majority of the members of the Board present in person vote in favour of such motion.
 - (vi) 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 member pursuant to subparagraph (i) of paragraph (a) of this Rule 40 the Board shall have power 'to suspend that member from all rights and privileges as a member of the co-operative until the charge is heard and determined or for five weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (c) In accordance with Section 67A of the Registered Clubs Act the Secretary or subject to paragraph (e) of this Rule 40 an employee of the Club may refuse to admit to the premises of the co-operative and any turn out, or cause to be turned out, of the premises of the co-operative any person including any member:
 - (i) who is then intoxicated, violent, quarrelsome or disorderly; or
 - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the co-operative;
 - (iii) whose presence on the premises of the co-operative renders the co-operative or the Secretary liable to a penalty under the Clubs Act; or
 - (iv) who hawks, peddles or sells any goods on the premises of the co-operative; or
 - (v) who uses, or has in his or her possession, while on the premises of the co-operative any substance that the Secretary suspects of being a prohibited drug or prohibited plant.
- (d) If pursuant to paragraph (c) of this Rule 40 a person (including a member) has been refused admission to, or has been turned out of, the premises of co-operative, the Secretary of the co-operative or (subject to paragraph (e) of this Rule 40) an employee of the co-operative, may at any subsequent time, refuse to admit that person into the premises of the co-operative or may turn the person out, or cause the person to be turned out of the premises of the co-operative.
- (e) Without limiting the provisions of Section 67A of the Clubs Act the employee who under these Rules is entitled to exercise the powers set out in this Rule shall be:
 - (i) in the absence of the Secretary from the premises of the co-operative the senior employee then on duty; and
 - (ii) Any employee authorised in writing by the secretary to exercise such power.

EXPULSION OF MEMBERS

41. (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 the rules or arising out of any contract; or
 - (ii) that the member has been guilty of conduct detrimental to the co-

operative; or

- (iii) that the member has been guilty of conduct unbecoming of a member of 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) An expelled member shall not be readmitted as a member unless such readmission is approved by a special resolution.

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
 - (ii) if the member is expelled in accordance with Rule 41;
 - (iii) on death of the member;
 - (iv) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
- (b) A person shall not cease to be a member upon becoming bankrupt.

ANNUAL GENERAL MEETINGS

- 43. (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 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, the members may, in accordance with Section 202 of the Act and Rule 45, requisition such as meeting.
- (d) The annual report must be sent to the as required with Rule 84(d) at least 21 days before the date of the annual general meeting.

CONVENING SPECIAL GENERAL MEETINGS

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

REQUISITION OF GENERAL MEETINGS

- 45. (a) The Board must convene a general meeting of the co-operative on the request of active members who together are able to cast the lesser of 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; and
 - (iii) be signed by 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.

REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICAL

46. (a) A meeting requisitioned by members in accordance with Rule 45 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 the 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 operative;
 - (iii) the Board must send the request 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;
 - (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 cooperative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

NOTICE OF GENERAL MEETINGS

47. (a) Subject to Rules 43 and 48, 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 92.

- (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 proceeding 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 general meeting must give written notice of terms of the resolution to the co-operative not less than twenty eight (28) days prior to the date of the meeting.

- (d) The Board shall have inserted in any notice convening a general meeting any business which a member has notified of intention to move and for which notification has been given in accordance with this rule provided that notice from the member shall have been received before the notice of meeting has been issued.
- (e) Notice of every general meeting shall be given in the same manner as authorised in Rule 92 to:
 - (i) every member of the co-operative who is eligible to vote at meetings under the rules, 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.

NOTICE OF SPECIAL RESOLUTIONS

48. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 47, at least 21 days before the general meeting. Those 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.

BUSINESS OF GENERAL MEETING

49. (a) The ordinary business of the annual general meeting shall be:
- (i) to confirm minutes of last preceding meeting (whether annual or special): and
for the Board, auditors, or any officers of the co-operative to present reports upon
 - (ii) the transactions of the co-operative during the financial year including balance sheet, trading account, profit and loss account, statement of source and application of funds, and the state of affairs at the end of that year; and
 - (ii) to elect or declare the results of an election and determine the remuneration of directors; and
 - (iii) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both.
 - (iv) To allow members a reasonable opportunity to ask questions 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 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 general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.
- (d)

QUORUM AT GENERAL MEETINGS

- 50. (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, 40 active members present in person and entitled to vote, constitute a quorum.
- (e) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

- 51. (a) The Chairperson of the Board elected in accordance with Rule 62 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. A part from this requirement it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

STANDING ORDERS AT GENERAL MEETINGS

- 52. (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 purpose of that meeting by the members present at the 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 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) 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 the meeting with the permission of the chairman provided that the permission may be conditional.
- (d) Standing order may be suspended for any period by ordinary resolution.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

the person is excluded from voting under the Act or these rules.

- 53.
- (a) At any meeting of the co-operative a member, whose membership is required to be forfeited under Rule 17, is not entitled to attend.
 - (b) A member of the co-operative is not entitled to vote at a meeting of the co-operative:
 - (i) if the person is not an active member of the co-operative
 - (ii) the person is excluded from voting under the Act of these rules.
 - (c) 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 demanded (before or on the declaration of the result of the show of hands) demanded by at least 5 members. If no poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the co-operative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution. !
 - (d) If a poll is demanded, in accordance with Rule 3(c), it shall be taken in a manner which the chairperson directs. Unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.

A poll demand in accordance with Rule 53 (c) may be withdrawn.

- (e) On a show of hands, or on a poll, every member who is present at a meeting in person shall have a vote. However, no matter shall have a vote, or be entitled to vote, contrary to the Act.
- (f) 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 declare the motion or resolution on which the vote

was taken as being defeated. .

- (g) All resolutions, except special resolutions, shall be determined by a simple majority.

POSTAL BALLOT

54. 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.

SPECIAL RESOLUTION

55. (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 postal 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 trading co-operative to a non-trading co-operative and vice versa;
 - (ii) transfer of incorporation;
 - (iii) an acquisition or disposal of assets referred to in Section 285 of the Act;
 - (iv) takeover;
 - (v) merger;
 - (vi) transfer of engagements;
 - (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;
 - (ii) the alteration of a rule;
 - (iv) any matter for which a special resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up).

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

BOARD OF DIRECTORS

56. (a) If there be seven (7) sub clubs or less then the Board will be comprised of two directors from each sub club both of whom shall be members of that sub club.
- (b) If there are more than seven sub clubs then the Board will be comprised from one director from each sub club and that director shall be a member of that sub club.
- (c) Not more than two directors shall be from the same sub club.
- (d) If the number of sub clubs exceeds seven (7) then there shall be no more than one director from each sub club.

BOARD OF DIRECTORS -MANAGEMENT POWERS

57. (a) The business of the co-operative is to be managed by the Board, and for that purpose the Board may exercise all 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.

QUALIFICATIONS OF DIRECTORS

58. A person shall not be elected as a director of the Club unless the person is a Sporting member or a Life member and that person is also a member of the sub club;

RETIREMENT AND ELECTION OF DIRECTORS

59. At the annual general meeting in each year all the directors shall retire.
60. 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.
61. (a) 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.
- (b) The election of directors shall be conducted in the following manner:
- (i) Nominations to the Board shall be in writing and handed to or otherwise reach the Secretary at least 21 days prior to the date of the Annual General meeting, accompanied by the written consent of the nominee and 5.00pm on the twenty first day prior to the annual general meeting shall be the close of nominations:
 - (ii) All nominations shall be displayed in the clubhouse from the date of the close of nominations until the Annual General Meeting;
 - (iii) A ballot paper containing the names of all candidates and initialled by a Returning Officer who is appointed by the Board shall be posted to each member entitled to vote at least 14 days prior to the date of the Annual General Meeting;
 - (iv) Ballot papers shall be returned to the Secretary's office on or before the time shown thereon, being a time not less than 24 hours before the commencement of the Annual General meeting;
 - (v) Should insufficient nominations be received further nominations may be received at the Annual General Meeting;
 - (vi) In the event that insufficient nominations are received by the close of nominations a secret ballot shall be held at the Annual General Meeting in respect of all positions;
 - (vii) The result of the ballot for election of the Board shall be declared at the Annual General Meeting by the Returning Officer;
 - (viii) If all of the positions on the Board shall not be filled, the meeting shall stand adjourned until the same day in the next week at the same time and place, and such adjourned meeting may receive nominations and elect directors to the vacancies:

- (ix) If all of these positions on the Board shall not be filled at the conclusion of the adjourned meeting held pursuant to sub paragraph (viii) of this Rule 61 then the Board may appoint any Sporting member who is a member of a relevant sub club to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.

61A. By way of clarification of Rules 56 to 61 inclusive there may be any number of members from the one sub club nominated for election to the Board. All Sporting, Life and Social members will be eligible to vote for those candidates. The two candidates out of those nominated from that sub club receiving the highest number of votes will be elected. To the extent of any inconsistency between this Rule 61A and any of Rules 56 to 61 inclusive then the latter shall prevail.

ELECTION OF CHAIRPERSON

62. Immediately following each annual general meeting of the Club the directors shall elect a chairperson from among their number who will be the chairperson of the Club until the conclusion of the next Annual General Meeting.

NOMINATION OF DIRECTORS

63. Nominations for directors from a sub club can only be made by members of that sub club.

DIRECTOR'S INTERESTS

64. A director who has a direct or indirect interest in a matter that is being considered at a meeting of the Board, or of the directors of the co-operative:

- (a) Must declare the nature and extent of that interest
- (b) must not vote on the matter;
- (c) Must not be present while the matter is being considered at the meeting;

65. No director shall be disqualified from office by reason of that person contracting with the co-operative either as vendor or purchaser or otherwise nor shall any such contract or contracts or arrangements entered into by or on behalf of the co-operative in which any director shall be in any way interested be avoided nor shall any director so contracting or being so interested be liable to account to the co-operative on the ground only of such director holding that office or of the fiduciary relationship thereby established provided that the director declares the nature of the interest at a meeting of the Board of the co-operative.

66. Where a director of the co-operative makes a declaration of interest pursuant to Rule 65 the requirements of Section 39 of the Clubs Act and Division 4 Part 9 of the Act shall be implemented

REQUISITION AND NOTICE OF BOARD MEETING

- 67. (a) A meeting of the Board may be cancelled 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 69)

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 those co-operative.

67A. DIRECTORS REMUNERATION

- (a) The directors shall receive such remuneration for their services as shall be determined at a general meeting in accordance with Section 10(6)(b) of the Clubs Act and all necessary expenses incurred by them in the business of the co-operative shall be refunded to them in accordance with Section 10(6)(d) of the Clubs Act. '
- (b) For the purposes of this Rule 67A "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.
- (c) Meetings of the Board (including those conducted in accordance with Rule 69) 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.

PROCEEDINGS OF THE BOARD

- 68. (a) Except as provided in Rule 40(a)(iv) questions arising at any meeting shall be decided by a majority of votes.
- (b) In case of an equality of votes, the chairperson shall declare the motion or resolution defeated.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

- 69. (a) The Board may in accordance with Section 210 of the Act transact 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;
 - (iii) at a meeting at which board members (or some 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 an ordinary meeting of the Board.
- (c) A resolution approved under Rule 69 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 69 by facsimile or other transmission of the information in the papers concerned.

QUORUM FOR BOARD MEETINGS

- 70. The quorum for a meeting of the Board shall exist when there is present:
 - (a) at least one member from each sub club who is a director; and

- (b) there is at least one half of the directors.

APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

- 71. (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 77 applies.

CHAIRPERSON OF BOARD

- 72. The Chairperson elected pursuant to Rule 62 shall preside as chairperson at every Meeting of the Board. If the Chairperson is not present or is unwilling or unable to act then 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 pursuant to Rule 62 for the duration of that meeting of the Board.

DELEGATION AND BOARD COMMITTEES

- 73. (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.
- (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 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.

EXERCISE OF DELEGATED POWER BY DIRECTORS

- 74. (a) Where a power is exercised by a director (either alone or with other directors) and the exercise of the power is evidence 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 exercised by the Board.
- (b) Rule 74(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 73(d) were observed by the director exercising the powers.

- (c) An instrument purporting to be signed by a director as referred to in Rule 74(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 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.

REMOVAL OF DIRECTOR FROM OFFICE

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

VACATION OF OFFICE OF DIRECTOR

76. A director vacates office 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 Division 6 of Part 12 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 234 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 voluntary administration of the co-operative appointed under Part 5.3A of the Law, as applying under Section 332 of the Act.

FILLING OF CASUAL VACANCIES

77. (a) Notwithstanding Rule 71, a casual vacancy of the Board is to be filled:
- (i) by election by the members held:
 - (A) at a meeting of the co-operative; or
 - (B) by means of a postal ballot; or
 - (C) in the manner specified in the rules of the co-operative for the ordinary election of directors; or
 - (ii) by appointment by the directors; or
 - (iii) in such other manner as the Registrar may approve in a particular case.
- (b) The person elected pursuant to Rule 77(a)(i) shall retire at the same time as the director who vacated the office would have done if that director had not vacated it.
- (c) The person appointed pursuant to Rule 77(a)(ii) shall hold office until the next annual general meeting only.
- (d) For the purpose of this rule, a casual vacancy shall arise where the office of a director is vacated in accordance with Rule 76.
- (e) A casual vacancy must be filled by the appointment or election of a member of the same sub club as the director whose resignation or vacation of office gave rise to the casual vacancy.

OTHER COMMITTEES

78. (a) The Board may by resolution appointed 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 Rule 74(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 next higher than one-half) of the number of members in the committee.

MINUTES OF THE MEETINGS

79. (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:
- (i) of all appointments of officers and employees made by the directors;
 - (ii) of the names of the directors present at each meeting of the Board and of any committee of the Board;
 - (iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees.
- (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 at the next succeeding meeting of the co-operative, Board or committee to which the minutes relate. If it is impracticable for the minutes to be

confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

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

OFFICERS

80. (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 employees, servants, agents and contractors, and to fix their powers, duties and remuneration.
- (b) For the purposes of this rule:
- (i) "Industrial Award" 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.

APPOINTMENT OF SECRETARY

81. (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 may determine; and
 - (ii) hold office until death, or removed by the office.
- (d) In accordance with the Clubs Act the Secretary Licensing Court of New South Wales and is the co-operative.

INSURANCE

82. The Board shall arrange insurance against loss, damage to liability of the cooperative by reason of fire, accident or otherwise and shall also arrange directors and officers' liability insurance.

FINANCIAL YEAR

83. The financial year of the co-operative shall end on the in each year.

ACCOUNTS

84. (a) The Board shall have prepared the accounts, statements and directors' report in accordance with the Corporations Law, adopted by Clause 15 of the Co-operatives Regulation 1997.
- (b) The Board shall submit those accounts, statement and report, together with the auditors' report on those accounts, to the annual general meeting of the co-operative, in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.

- (c) The 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 authorized or permitted by or under the Act to inspect such records.
- (d) The Board shall:
 - (i) send a copy of 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) of this Rule 84 will be made available for inspection at the registered office of the co-operative.

BANKING

- 85. (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 drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the cooperative, shall be signed by 2 directors or by any 2 persons authorised Board.

APPOINTMENT, DUTIES AND RESPONSIBILITIES OF AUDIT

- 86. (a) One or more auditors shall be appointed, hold office, be remunerated, be removed and have qualifications, duties and responsibilities as provided in these rules or as otherwise provided in, or permitted by, the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997, or any order made by the Registrar pursuant to that Regulation or Section 244(1) of the Act.
- (b) At each annual general meeting, if there is a vacancy in the office of auditor, the co-operative shall appoint an auditor to fill the vacancy.
- (c) An auditor appointed under paragraph (b) of this rule shall hold office until death or removal or resignation from office or unless, 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.
- (d) The Board shall fill any vacancy in the office of auditor, other than a vacancy caused by the removal of an auditor from office, within one month of such vacancy occurring, unless the co-operative at a general meeting has already appointed an auditor to fill the vacancy. A person or firm appointed as Auditor of the co-operative pursuant to this paragraph holds office, subject to the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997 until the next Annual General Meeting of the co-operative

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

- (e) An auditor filling a vacancy caused by the removal of the previous auditor shall be appointed by a three-quarter 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 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 subrule holds office until the next AGM.

- (f) The co-operative or the Board shall not appoint as auditor a person who has not consented in writing to the appointment, who has withdrawn such consent, or a person of whose nomination notice has not been given in accordance with Rules 86(e) or (g).
- (g) Not being a meeting at which an auditor is removed from office, a cooperative 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.
- (h) 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 body corporate in which the person 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 co-operative controls; or
 - (iii) the person is:
 - (A) an officer of the co-operative;
 - (B) a partner, employer or employee of the co-operative;
 - (C) a partner of an employee of an officer of the co-operative; or
 - (D) an employee of an employee of an officer of the co-operative.
- (i) 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 co-operative controls; or
 - (iii) no member of the firm is:
 - (A) an officer of the co-operative;
 - (B) a partner, employer or employee of an officer of the cooperative;
 - (C) a partner of an employee of an officer of the co-operative; or
 - (D) an employee of an employee of an officer of the co-operative.
- (iv) no officer of the cooperative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters; and
- (v) the business name under which the firm is carrying on business is registered under the Business Names Act 1962 or a return (in a form approved by the Registrar for the purpose) 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.
- (j) All reasonable fees and expenses of the auditor are payable by the co-operative.
- (k) The Board shall enable the auditor to have access to all books, accounts, 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.

- (l) 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.

REMOVAL OF AUDITORS

87. (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 a person entitled to be given notice of a meeting of the co-operative.
- (e) Within 7 days after receiving a copy of a notice, the auditor may make representations in writing, not exceeding a reasonable length, to the co-operative and request that before the meeting at which the resolution is to be considered, a copy of the representations be sent by the co-operative at its expense to every member of the co-operative to whom notice of the meeting is sent.
- (f) Unless the Registrar on the application of the co-operative otherwise orders, the co-operative shall send a copy of the representations in accordance with the auditor's request. The auditor may require that the representations be read out at the meeting and may also speak at the meeting.
- (g) Within 14 days after the removal from office of the auditor, the Co-operative shall lodge with Registrar a notice of the removal 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.

RESIGNATION OF AUDITOR

88. (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 receipt of a notice of a resignation from an auditor, the Co-operative shall lodge with the Registrar a notice of the 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

- 89. (a) The income and property of the co-operative however derived shall be applied solely towards the promotion of the object 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 cooperative.
- (b) Payment shall be made in good faith of:
 - (ii) 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 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 cooperative's objects.
- (d) An 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.

PROVISION FOR LOSS

- 90. The board shall account for any loss which may result f am the transactions of the co-operative in accordance with Accounting Standards as adopted by the Regulation.

DISPUTES

- 91. (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 91 (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 must endeavour 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:

any aggrieved person who has ceased to be a full member in the last six months;

- (i) the timetable for all steps in the procedure ; and
 - (iii) 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.

NOTICES

92. (a) A notice may be given by the co-operative to a y member entitled to vote either
- (i) personally;
 - (ii) by post to the member's registered address or an alternate address supplied by the member;
 - (iv) 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 co-operative 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 cooperative an address for the giving of notices) 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

93. (a) The winding up of the co-operative shall be in accordance with Part 12 of the Act.
- (b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any property, this shall not be paid or distributed amongst the members of the co-operative but shall be given or transferred to an institution:
- (i) which has objects similar to those of the co operative;
 - (ii) whose constitution prohibits the distribution of its property among its members;
 - (iii) which has been chosen by the members of the co-operative at or before the time of dissolution or in default hereof 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.
- (d) In paragraph (b), the expression "institution" includes an institution or institutions.

FINES PAYABLE BY MEMBERS

94. (a) The board may impose on a member a maximum fine in accordance with Rule 95, Schedule of Fees, for any infringement of the rules or by-laws.
- (b) A fine exceeding \$20 shall not be imposed a member pursuant to Paragraph (a) unless:
- (i) written notice of intention to impose the fin 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.

SCHEDULE OF FEES

95. Copy Book of Rules:.....\$	Rule 7 (b)(I) prescribed fee not Exceeding \$1.00 for each page up to maximum of \$5.00
Copy of Register:\$	5.00 for the first page and \$1.00 for every page thereafter to a maximum Of \$50.00 Rule 14
Entrance Fee:.....\$	not more than \$100.00 Rule 31
Annual Subscription:.....\$	not less than \$2.00 nor more then \$100 Rule 32 (b)9iv)
Maximum Fine:.....\$	20.00 Rule 94

(*Fee must not exceed the rate prescribed by the Regulation of\$1 for each page up to a maximum of \$50 (Section 108(3) of the Act).)
(**Fee must not exceed the rate prescribed by the Regulation of \$5 for the first page and \$1 for every page thereafter to a maximum of \$50 (Section 251(4) of the Act).}
(***Fine must not exceed the amount prescribed by the regulation of \$110 for non-trading co-operatives (Section 107(7) of the Act).)