

**R U L E S   O F**

**PARKES SERVICES & CITIZENS CLUB CO-OP LTD**

**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)**

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Adopted by members in General Meeting:	28 May 2006
<b>Registered by Registrar of Co-operatives:</b>	<b>13 July 2006</b>
Amended by Board Resolution:	24 August 2006
Amended by Board Resolution:	5 September 2006
<b>Registered by Registrar of Co-operatives:</b>	<b>24 November 2006</b>
Amended by Special Resolution:	17 May 2009
Amended by Special Resolution:	28 April 2013
Amended by Special Resolution:	25 May 2014
Amended by Special Resolutions:	28 May 2017
Amended by Special Resolution:	27 May 2018

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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 82;
  - (v) **“Australian Defence Force”** includes the armed forces of the Commonwealth however described.
  - (vi) **“by-laws”** means the by-laws of the co-operative that are currently in force;
  - (vii) **“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;
  - (viii) **“business day”** means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales;
  - (ix) **“chairperson”** includes deputy chairperson;
  - (x) **“club member”** means a person who is a full member, a provisional member, an honorary member or a temporary member of the co-operative;
  - (xi) **“director”** means any director of the co-operative for the time being;
  - (xii) **“financial year”** means the financial year of the co-operative as specified in Rule 78;
  - (xiii) **“full member”** means a person who is an active member of the co-operative, and is either an ordinary or honorary life member;
  - (xiv) **“Gaming Machines Act”** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
  - (xv) **“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 (unless that person is a minor); 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;
- (xvi) “**honorary life member**” means a person who is elected to membership of the co-operative for life;
  - (xvii) “**honorary member**” means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club;
  - (xviii) “**Liquor Act**” means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.
  - (xix) “**may**” or a similar word or expression used in relation to a power of the Board indicates that the power may be exercised or not exercised at the Board's discretion;
  - (xx) “**member**” means a person who is an active/full member of the co-operative;
  - (xxi) “**month**” means calendar month;
  - (xxii) “**notice board**” means the board or boards provided on the co-operative premises on which notices for the information of members is posted;
  - (xxiii) “**officer**” includes the President, Vice-President(s), Director, Principal Executive Officer, Secretary, duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;
  - (xxiv) “**ordinary member**” means a member of the co-operative, other than a honorary life member, provisional member, honorary member or temporary member;
  - (xxv) “**pension**” means such pension as prescribed in accordance with Rule 28(f);
  - (xxvi) “**postal ballot**” includes a special postal ballot;
  - (xxvii) “**prescribed**” means prescribed by the Act or under the Act by Regulation;
  - (xxviii) “**provision**” in relation to the Act, means words or other matter that form or forms part of the Act, and includes:
    - (A) a chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph or schedule of or to the Act; and
    - (B) a section, clause, 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;

- (xxix) “**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;
- (xxx) “**regulation**” means a regulation made under the Act, and any regulation that applies to a co-operative by way of a transitional regulation made under the Act;
- (xxxi) “**relevant interest**” has the same meaning as given in Schedule 2 of the Act;
- (xxxii) “**RSL**” means the Returned Services League of Australia.
- (xxxiii) “**RSL**” or “**services club**” means:
- (a) an RSL, Services, Ex Services, Memorial, Legion or other similar club that is a registered club, or
  - (b) a registered club that has objects similar to, or that amalgamated with, a club of the kind referred to in paragraph (a).
- (xxxiv) “**rules**” mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;
- (xxxv) “**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;
- (xxxvi) “**special resolution**” means a resolution which is passed in accordance with Rule 49;
- (xxxvii) “**Sub club**” means any sub club that pursuant to a resolution of the Board is or has been established by the Club.
- (xxxviii) “**temporary member**” means a person who, under the rules of the co-operative, is a temporary member of the club;
- (xxxix) “**the Act**” means the Co-operatives National Law in the Appendix to the Co-operative (Adoption of National Law) Act 2012 and any regulation made under the Co-operative (Adoption of National Law) Act 2012. Any reference to a provision of the Co-operative (Adoption of National Law) Act 2012 includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Co-operative (Adoption of National Law) Act 2012 however that provision may be amended in that legislation;
- (xl) “**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 56, being not less than a quorum or a majority, as the case may be;
- (xli) “**the club**” means Parkes Services & Citizens Club Co-op Ltd;
- (xlii) “**the Clubs Act**” means the Registered Clubs Act 1976;
- (xliii) “**the co-operative**” means Parkes Services & Citizens Club Co-op Ltd;
- (xliv) “**the Law**” means the Corporations Act 2001;

- (xiv) **“the Registrar”** means the Registrar of Co-operatives or any person delegated the Registrar's functions;
- (xlv) **“the secretary”** means any person appointed by the Board as secretary of the co-operative in accordance with the rules;
- (xlvii) **“the State”** means the State of New South Wales;
- (xlviii) **“writing”** includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and "written" has a corresponding meaning;
- (xlix) Words importing one gender include the other genders;
- (l) Words in the singular include the plural, and vice versa;
- (li) 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 subparagraph of the rule.
- (d) In these rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.

**NAME**

3. (a) The name of the co-operative shall be:  
Parkes Services & Citizens Club Co-op Ltd.
- (b) The co-operative may, in accordance with Section 224 of the Act, change its name by way of a special resolution to a name approved by the Registrar.

**NON-DISTRIBUTING CO-OPERATIVE**

4. The co-operative is a non-distributing co-operative within the meaning of Section 19 of the Act.

**CONVERSION TO A CO-OPERATIVE WITHOUT SHARE CAPITAL**

- 4A (a) On the registration of these rules:
- (i) the co-operative shall convert from being a co-operative with a share capital to a co-operative without a share capital;
  - (ii) every person who was a member before the date of registration continues to be a member in accordance with these rules;
  - (iii) all shares in the co-operative held by any member before the registration, are cancelled;
  - (iv) the paid up share capital shall become part of the general reserves of the co-operative to be applied in accordance with 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 days after the change, and on the form approved by the Registrar.



## REGISTERED CLUBS REQUIREMENTS

6. Subject to the provisions of the Clubs Act:
- (a) liquor shall not be sold, supplied or disposed of on the premises of the club to any person, other than a member, except on the invitation and in the company of a member. This subparagraph does not apply in respect of the sale, supply or disposal of liquor to any person at a function in respect of which authority is granted to the club under the Clubs Act;
  - (b) liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of eighteen years;
  - (c) a person under the age of eighteen years shall not use or operate poker machines on the premises of the club.
  - (d) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
  - (e) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.

## RULES

7. (a) The rules of the co-operative have the effect of a contract under seal:
- (i) between the co-operative and each member;
  - (ii) between the co-operative and each director; and
  - (iii) between a member and each other member.

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

- (b) (i) A member shall be entitled, on demand, to a copy of the rules upon payment of the fee, if any, specified in Rule 91, Schedule of Fees.
- (ii) A person may 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, by a resolution of the Board in accordance with Section 62 of the Act or as otherwise permitted by the Act. The Active Membership Provision must only be altered by Special Resolution. A change to the Active Membership Provision cannot be proposed at a meeting unless prior approval has been obtained from the Registrar.
- (b) No alteration to these rules takes effect until the alteration is registered by the Registrar.

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

## **BY-LAWS**

- 9. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations and the rules, as, in the opinion of the Board, are necessary or desirable for the proper conduct and management of the co-operative.
- (b) Any by-law made under these Rules shall come into force and be fully operative on the posting of an appropriate notice containing such by-law on the notice board.
- (c) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 90.
- (d) In the event that a by-law or part of a by-law made under these Rules is inconsistent with the Rules, the Clubs Act, the Act or the Law, then, to the extent of the inconsistency, the by-law or part of the by-law shall be invalid and the Rules, the Clubs Act, the Act or the Law shall prevail.

## **OBJECTS**

- 10. The objects of the co-operative shall be:
  - (a) The operation, maintenance and carrying on of a Club to be known as the Parkes Services & Citizens Club Co-op Ltd.
  - (b) To provide and maintain under such terms and conditions as provided in these rules and any By-laws all necessities and conveniences and for facilities for social intercourse, literary and other lawful purposes.
  - (c) The provision of such other recreational facilities as the Board under these Rules or By-laws determine from time to time.
  - (d) To foster the interests of ex-servicemen and ex-servicewomen and their dependents and relatives.
  - (e) To grant scholarships or bursaries to members, the dependants or relatives of members, ex-servicemen, ex-servicewomen and the dependants or relatives of ex-servicemen and ex-servicewomen.
  - (f) To apply for and obtain and hold a club licence under the Liquor Act, gaming machine entitlements under the Gaming Machines Act and any rights, entitlements, permits, authorities and licences necessary and desirable for the Club and for such purpose or purposes and for the purposes of the Clubs Act to appoint a manager or officer to act as the Secretary.
  - (g) To obtain and hold any licence or permit necessary for the purposes of the Club.
  - (h) The provision and maintenance of buildings and grounds for recreation;

- (i) sell, convey, transfer, assign, mortgage, charge, give in exchange, dispose of, let, manage or otherwise deal with all or any of the property, real or personal, of the Club, subject to the requirements of the Liquor Act and Clubs Act;
- (j) To recognise the service and sacrifice of Veterans by reciting the Ode at 6.00 pm in all Members' areas each day the Club is open for business.
- (k) To acknowledge, remember, memorialise, honour, etc. deceased members or their family members by naming rooms, areas, zones, etc. in their name(s). The following table will apply:

Room, Area, Zone, Etc.	Name
Sports Area	Dougie Powter Memorial

## 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.
- (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 provided however that the co-operative may not obtain, on loan, an aggregate amount exceeding ten million dollars (\$10,000,000.00).
- (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 223 of the Act, have the name of the co-operative appear in legible characters on its Common Seal and on any Official Seal, and the Australian Registered Body Number of the co-operative if required under the Law. The Common Seal shall be kept at the registered office in such custody as the Board shall direct.
- (b) The co-operative may, pursuant to Section 49 of the Act, have for use in place of its Common Seal outside the State, one or more Official Seals. Each of the additional seals must be a facsimile of the Common Seal with the addition on its face of the name of the place where it is to be used.
- (c) The Common Seal of the co-operative shall not be affixed to any instrument except by resolution of the board. The seal must be affixed by a director of the co-operative in the presence of another director or officer of the co-operative and be authenticated by the signature of both persons

- (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 214 of the Act;
  - (v) the register of directors and members;
  - (vi) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the co-operative;
  - (vii) such other registers as the regulation provides are to be open for inspection.
- (b) The register of members must be kept in accordance with Sections 30 and 31 of the Clubs Act, Section 212 of the Act and the Regulation.
- (c) A member is entitled to make a copy of entries in a register specified in subparagraph (a) and to do so on payment of the fee, if any, required under Rule 91, Schedule of Fees.
- (d) The co-operative must have at the place where the registers are kept and available during all reasonable hours for inspection by *any person*:

- (i) a copy of the Act, 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 any of the registers required by Section 212 of the Act and Section 32(2) of the Clubs Act to be kept by a co-operative are not kept at the registered office, the co-operative must lodge with the Registrar a notice of the address at which the register is kept within 28 days after the register is:
- (a) established at an office which is not the co-operative's registered office; or
  - (b) moved from one office to another.

#### **ACTIVE MEMBERSHIP PROVISION**

16. In accordance with Part 2.6 of the Act:
- (a) The operation, maintenance and carrying on of a club known as Parkes Services & Citizens Club Co-op Ltd is a primary activity of the co-operative; and
  - (b) a member shall:
    - (i) be an ordinary member and pay an annual subscription in accordance with Rule 28; or
    - (ii) be awarded Honorary Life membership in accordance with Rule 21
 in order to establish active membership of the co-operative.

#### **CANCELLATIONS RELATING TO INACTIVE MEMBERS**

17. (a) The Board shall, after giving notice in accordance with Section 156 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 subparagraph (a), which shall specify the particulars prescribed in the Co-operatives National Regulation.
- (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:
- (ii) the Board has reasonable grounds for believing that the person will be an active member under Rule 16; and
  - (iii) the applicant is an individual and not a body corporate.
- (b) The full membership of the Club shall consist of the following classes:
- (i) Ordinary Club members; and
  - (ii) Junior members;
  - (iii) Honorary Life members;
  - (iv) Event members.
- (c) Persons who are not full members may, in accordance with these Rules, be admitted to the Club as:
- (i) Honorary members;
  - (ii) Temporary members;
  - (iii) Provisional members.
- (d) A register of persons of Full members which shall be kept in accordance with the Clubs Act. This register shall set forth in respect of each of those members:
- (i) the name in full; and
  - (ii) the occupation;
  - (iii) the address;
  - (iv) the date on which the entry of the member's name in the register is made;
  - (v) the date on which that member last paid the annual fee for membership of the Club (excluding Honorary Life members).

### **ORDINARY CLUB MEMBERS**

19. (a) Ordinary Club members shall be persons who have attained the age of eighteen (18) years and are elected to Ordinary Club membership of the Club.
- (b) Ordinary Club members shall pay such entrance fee (if any) and annual subscription in accordance with Rule 28.

- (c) Ordinary Club members are entitled to:
- (i) all the social privileges and advantages of the Club;
  - (ii) attend and vote at annual general meetings and general meetings of the Club;
  - (iii) nominate for and be elected to hold office on the Board;
  - (iv) vote in the election of the Board;
  - (v) vote on any special resolution to amend these Rules;
  - (vi) deleted;
  - (vii) propose, second or nominate any eligible person for any office of the Club;
  - (viii) propose, second or nominate any eligible member for Honorary Life membership;
  - (ix) introduce guests to the Club.

#### **JUNIOR MEMBERS**

20. (a) Junior members shall be persons who have not attained the age of eighteen (18) years who have been elected as Junior members and have paid the entrance fee (if any) and the applicable annual subscription.
- (b) A person shall not be admitted as a Junior member of the Club unless the Board:
- (i) is satisfied that the person is joining the Club for the purposes of playing sport as a member of the Club or a sub club of the Club; and
  - (ii) has received from that persons parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by a sub club of the Club;
  - (iii) is satisfied that that person will take part in regular sporting activities organised by a sub club of the Club.
- (c) Subject to the provisions of the Clubs Act, a Junior member shall be entitled to the use of such of the playing and social facilities of the Club as the Board shall determine from time to time but shall not be entitled to:
- (i) attend and vote at any meeting of the Club; or
  - (ii) nominate for or be elected to hold office of the Board;
  - (iii) deleted;
  - (iv) propose, second or nominate any eligible member for any office of the Club;

- (v) propose, second or nominate any eligible member for Honorary Life membership;
  - (vi) introduce guests to the Club.
- (d) Upon attaining the age of eighteen (18) years a Junior member shall be transferred to Ordinary Club membership of the Club.

### **HONORARY LIFE MEMBERS**

21. (a) An Honorary Life member shall be any member who has rendered long and meritorious service to the Club and has been granted Honorary Life membership of the Club in accordance with this Rule 21.
- (b) Honorary Life membership may only be conferred at a general meeting of the Club (including an Annual General Meeting).
- (c) Candidates for Honorary Life membership shall be proposed by one and seconded by another Ordinary Club member or Honorary Life member.
- (d) If such nomination is approved by the Board, the nomination shall be referred to the next general meeting of the Club.
- (e) If such nomination is approved by a majority of the members present and voting at the meeting the person nominated shall thereby be an Honorary Life member of the Club.
- (f) Every Honorary Life member shall be entitled to all the rights and privileges of an Ordinary Club member.
- (g) An Honorary Life member is relieved from the payment of any annual subscription.

### **EVENT MEMBERS**

- 21A. (a) Any person who satisfies the Board that he or she will be residing in Parkes NSW or its surrounding districts for a period of one (1) month or less may, subject to paragraph (g) of this Rule 21A, apply for and be elected to Event membership of the Club for a period of only one (1) month in accordance with these Rules.
- (b) Event members will pay a subscription as determined by the Board from time to time which will not be less than the minimum required under the Registered Clubs Act.
- (c) Event members shall not be entitled to renew their membership as Event members at the termination of their one (1) month membership.
- (d) Notwithstanding paragraph (c) a person may reapply for Event membership after three (3) months have passed since they were last an Event member of the Club and nothing in these Rules shall prevent a person who is or has been an Event member from making an application to be admitted as a member in another class of membership for which the person is eligible.



- (e) Event members are entitled only to the social privilege and benefits of the Club as determined by the Board from time to time and the right to introduce guests to the Club.
- (f) Event members are not entitled to:
  - (i) vote in the election of the Board;
  - (ii) attend or vote at any General Meeting including Annual General Meeting;
  - (iii) nominate or be elected to hold office on the Board;
  - (iv) propose, second or nominate any eligible member for office in the Club.
- (g) Notwithstanding any other provision contained in these Rules, Event members shall not be required to be proposed and seconded for membership of the Club by other members of the Club.
- (h) A person may only apply for Event membership at times determined by the Board which shall have absolute discretion to determine when Event membership shall be made available.

## **HONORARY MEMBERS**

22. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
- (i) the patron or patrons for the time being of the Club; or
  - (ii) any prominent citizen or local dignitary visiting the Club;
  - (iii) any person who produces evidence that he or she is or was a member of the Australian Defence Force;
  - (iv) any person who produces evidence that he or she is a Service member of the RSL and a member of at least one (1) other RSL or services club).
- (b) Honorary members who are Full members of the Club shall be entitled to the rights and privileges of the category of membership of which they are a Full member.
- (c) Honorary members who are not Full members of the Club shall only be entitled to the social facilities and amenities of the Club as the Board may determine from time to time and to introduce guests into the Club. However, Honorary members who are not Full members of the Club shall not be entitled to attend or vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in anyway.
- (d) When Honorary membership is conferred on any person (other than those persons admitted to Honorary membership pursuant to either Rule 22(a)(iii) or Rule 22(a)(iv)) the following particulars shall be entered in the Club's Register of Honorary Members:

- (i) the name in full or surname and initials 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

23. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:
- (i) Any person whose permanent place of residence in New South Wales is not less than a distance of 10 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.
  - (ii) A full member (as defined in the Clubs Act) of another club which is registered under the Clubs Act and which has objects similar to those of the Club.
  - (iii) A full member (as defined in the Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he or she so attends the premises of the Club until the end of that day.
  - (iv) Any interstate or overseas visitor.
- (b) Temporary members shall not be required to pay an entrance fee or annual subscription.
  - (c) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
  - (d) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with these Rules.
  - (e) The Secretary or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
  - (f) No person under the age of 18 years may be admitted as a temporary member of the Club unless that person is a Junior member of another registered club and satisfies the requirements of Rule 23(a)(iii).
  - (g) When a Temporary member (other than a Temporary member admitted pursuant to Rule 23(a)(iii)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
    - (i) the name in full or surname and initials of the Temporary member;
    - (ii) the residential address of the Temporary member;

- (iii) the date on which Temporary membership is granted;
- (iv) the signature of the Temporary member.

### **PROVISIONAL MEMBERS**

24. (a) Every person in respect of whom a nomination form for membership duly completed in accordance with these Rules has been given to the Club and who has paid to the Club the entrance fee (if any) and the subscription appropriate to the class of membership referred to in the nomination form shall be granted Provisional membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of the nomination form being given to 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 Club and the entrance fee (if any) and subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Provisional members shall be entitled to:
- (i) the social facilities and amenities of the Club as the Board may determine from time to time; and
  - (ii) introduce guests into the Club if the Provisional member is an applicant for a class of membership which is permitted to do so.
- (d) Provisional members shall not be entitled to:
- (i) attend and vote at Annual General Meetings and general meetings of the Club;
  - (ii) nominate for and be elected to hold office on the Board;
  - (iii) vote in the election of the Board;
  - (iv) vote on any special resolution to amend this Constitution;
  - (v) deleted;
  - (vi) propose, second, or nominate any eligible member for any office of the Club;
  - (vii) propose, second or nominate any eligible member for Honorary Life membership.

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

25. 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**

26. (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 subparagraph (a) by:
- (i) giving the person intending to become a member notice that the documents referred to in that subparagraph may be inspected by that person at the registered office of the co-operative; and
  - (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 full members of the co-operative, the board, or the election committee appointed in accordance with Rule 68. The names of the members present and voting at the meeting are to be recorded by the secretary.
- (d) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with:
- (i) the joining fee (if any) and the appropriate subscription;
  - (ii) evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.
- (d1) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (d2) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 26(d1) and who has paid to the Club the joining fee (if any) and the first subscription for the class of membership applied for may become a Provisional member.
- (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, committee or meeting of full members, may, at their discretion, refuse any application for membership and need not give any reasons to the unsuccessful applicant. Upon refusal the applicant's deposit shall be refunded without interest.
- (j) In considering an application for membership pursuant to this rule, the Board committee or meeting of full members must ensure that a person who is not qualified for membership of the co-operative under Rules 18 is not admitted as a member.
- (k) There shall be no joint members.

### **ENTRANCE FEES**

27. Every applicant for membership shall pay a once only non returnable entrance fee (if any) that may be prescribed by the Board from time to time provided that such entrance fee (if any) shall not exceed \$20.00.

### **ANNUAL SUBSCRIPTION**

28. (a) A member shall, in accordance with the Act, be liable to the co-operative for any charges payable by the member to the co-operative, as prescribed by these rules.
- (b) Members may be required to pay an annual subscription which shall:-
- (i) be in addition to any other charges payable under the rules;
  - (ii) be determined by the Board from time to time;
  - (iii) be payable, in advance, within the period set by the Board; and
  - (iv) for ordinary members, be not less than \$2.00 or such other minimum prescribed under the Clubs Act.
- (c) Persons who satisfy the Board that they are in receipt of such form of pension as the Board shall determine from time to time by By-law as being acceptable, shall pay such reduced annual subscription as may be determined by the Board from time to time provided however that it be not less than \$2.00 or such other minimum prescribed under the Clubs Act.
- (d) Notwithstanding subparagraph (b)(iii), the Board may, either generally or in a specific case, extend a period for the payment of the Annual Subscription, even though the previous period has expired. The extended period for payment shall not exceed 12 months.
- (e) If the subscription of any member shall not be paid within a period of one month from the date on which it shall fall due upon, the member shall be

automatically suspended from all privileges of the co-operative and a person's membership shall be cancelled in accordance with Rule 17.

- (f) Subject to paragraph (b) of this Rule 28, the annual subscription of a member who satisfies the Board that they are in receipt of such form of pension as the Board shall determine from time to time as being acceptable, shall be less than the annual subscription for a member who is not in receipt of such form of pension.

## **MEMBERS OF THE CO-OPERATIVE**

29. The members of the co-operative are:

- (a) those persons who signed the application for registration of the co-operative; and
- (b) those persons admitted to membership in accordance with Rules 18 and 26; and
- (c) those persons who become members by a transfer of engagements to the co-operative.

## **EMPLOYEE MEMBERS**

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

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

## **LIABILITY OF MEMBERS TO THE CO-OPERATIVE**

31. (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 121 of the Act, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.
- (c) On the death of a member, the member's estate is subject to the same liability as the member would have had prior to death.

## **VOTING RIGHTS**

32. (a) Subject to Rule 20 and Rule 21A, an active member of the co-operative shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.
- (b) (i) A person must not directly or indirectly control the right to vote of a member.
  - (ii) If a person controls the exercise of the right to vote of a member at a meeting of the co-operative:

- (A) the vote of that member; and
  - (B) the vote of that person, if that person is a member,  
are invalid.
- (c) A member's right to vote is a personal right.

### **RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY**

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

### **DISCIPLINE OF MEMBERS**

34. (a) The Board may, by resolution of two-thirds (2/3) majority, reprimand, suspend for such period as it considers fit or accept the resignation of any member, if a member:
- (i) wilfully refuses or neglects to comply with any of the provisions of these Rules or any by-law of the co-operative;
  - (ii) is, in the reasonable opinion of the Board, guilty of any conduct prejudicial to the interests of the Club; or
  - (iii) is, in the reasonable opinion of the Board, guilty of conduct which is unbecoming of a member;
  - (iv) fails to discharge obligations to the co-operative whether prescribed by these Rules or arising out of contracts.
- (b) A member shall be notified of:
- (i) any charge against the member pursuant to this Rule 34; and
  - (ii) the date, time and place of the hearing of the charge.
- (c) The member charged shall be notified of the matters in paragraph (b) of this Rule 34 by notice in writing by a prepaid letter posted to the member's last known address at least seven (7) clear days before the meeting of the Board at which the charge is to be heard.
- (d) The member charged shall be entitled to 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.
- (e) 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.
- (f) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

- (g) When the Board has determined the issue of guilt, if the member charged is at the meeting, the Board must inform the member whether or not the member has been found guilty.
- (h) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to the appropriate penalty for the charge of which the member has been found guilty.
- (i) No motion by the Board to suspend a member shall be deemed to be passed unless a two-thirds majority of the directors present in person vote in favour of such motion.
- (j) 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.
- (k) If a notice of charge is issued to a member pursuant to paragraph (b) of this Rule 34, the Board shall have power by resolution to suspend that member from all rights and privileges as a member of the Club until the charge is heard and determined or for five (5) weeks whichever is the sooner. Such suspension shall be promptly notified in writing to the member concerned.
- (l) Any member suspended pursuant to this Rule 34 shall during the period of such suspension not be entitled to:
  - (i) attend at the premises of the Club for any purpose without the permission of the Board;
  - (ii) participate in any of the social or sporting activities of the Club or any sub club;
  - (iii) attend or vote at any meeting of the Club or any meeting of any sub-club;
  - (iv) nominate or be elected or appointed to the Board or any committee of any sub club;
  - (v) propose, second or nominate any eligible member for any office of the Club or for any position on any committee of any sub-club;
  - (vi) propose, second or nominate any eligible member for Honorary Life membership.

#### **REMOVAL OF PERSONS FROM THE PREMISES OF THE CLUB**

- 34A. In addition to any powers under section 77 of the Liquor Act, the Secretary or, subject to Rule 34E, an employee of the Club may refuse to admit to the Club and may turn out, or cause to be turned out, of the premises of the Club any person including any member:
- (a) who is then intoxicated, violent, quarrelsome or disorderly; or
  - (b) who, for the purposes of prostitution, engages or uses any part of the premises of the Club;
  - (c) whose presence on the premises of the Club renders the Club or the Secretary liable to a penalty under the Registered Clubs Act or the Liquor Act;



- (d) who hawks, peddles or sells any goods on the premises of the Club;
  - (e) who, within the meaning of the Smoke-free Environment Act, smokes while on any part of the premises that is smoke-free;
  - (f) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary suspects of being a prohibited drug or prohibited plant;
  - (g) whom the Club, under the conditions of its club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- 34B. If pursuant to Rule 34A, a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary of the Club or (subject to Rule 34E) an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- 34C. Without limiting Rule 34B, if a person has been refused admission to or turned out of the Club in accordance with Rule 34A(a), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- 34D. Without limiting Rule 34B, if a person has been refused admission to or turned out of the Club in accordance with Rule 34A(a), the person must not:
- (a) remain in the vicinity of the Club; or
  - (b) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- 34E. Without limiting the provisions of section 77 of the Liquor Act the employees who under these Rules are entitled to exercise the powers set out in this Rule shall be:
- (a) in the absence of the Secretary from the premises of the Club the senior employee then on duty; or
  - (b) any employee authorised by the Secretary to exercise such power.

### **EXPULSION OF MEMBERS**

35. (a) A member may be expelled from the co-operative by special resolution if that member:
- (i) wilfully refuses or neglects to comply with any of the provisions of these Rules or any by-law of the co-operative;
  - (ii) is, in the reasonable opinion of the Board, guilty of any conduct prejudicial to the interests of the Club; or
  - (iii) is, in the reasonable opinion of the Board, guilty of conduct which is unbecoming of a member;
  - (iv) fails to discharge obligations to the co-operative whether prescribed by these Rules or arising out of contracts;

- (v) is, in the reasonable opinion of the Board guilty of conduct which shall render the member unfit for membership.
- (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.

### **CEASING MEMBERSHIP**

36. A person shall cease to be a member in any of the following circumstances:
- (a) if the member's membership is cancelled under Rule 17;
  - (b) if the member is an Event member and their membership has expired pursuant to Rule 21A;
  - (c) if the member is expelled in accordance with Rule 35; or
  - (d) on death of the member.

### **ANNUAL GENERAL MEETINGS**

37. (a) A general meeting of the co-operative to be known as the "annual general meeting" shall, as provided in Section 252 of the Act, be held each year on a date and a time determined by the Board as long as it is within five (5) months after the close of the financial year of the co-operative, or within such further time as may be allowed by the Registrar.
- (b) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.
- (c) If an annual general meeting is not held in accordance with subparagraph (a), the members may, in accordance with Section 257 of the Act and Rule 39, requisition such a meeting.
- (d) The annual report must be sent to the members as required by with Rule 79(c) at least 21 days before the date of the annual general meeting.

### **CONVENING SPECIAL GENERAL MEETINGS**

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

### **REQUISITION OF GENERAL MEETINGS**

39. (a) The Board must convene a general meeting of the co-operative on the requisition in writing by active members (excluding Junior members and Event members) who together are able to cast at least 20% of the total number of votes to be cast at a meeting of the co-operative.
- (b) The requisition must:

- (i) state the objects of the meeting; and
- (ii) be signed by the requisitioning members and may consist of several documents in like form each signed by one or more of the requisitioning members; and
- (iii) be served on the co-operative by being lodged at the registered office of the co-operative.

#### **REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICAL**

40. (a) A meeting requisitioned by members in accordance with Rule 39 must be convened and held as soon as practicable and, in any case, must be held within 2 months after the requisition is served.
- (b) Where the Board does not convene a meeting twenty one (21) days after the requisition is served, the following provisions apply:
- (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
  - (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the co-operative;
  - (iii) the Board must send the requested statement to the requisitioning members within 7 days after the request for the statement is made.
  - (iv) the meeting convened by the requisitioning members must be held not later than 3 months after the requisition is served;
  - (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the co-operative;
  - (vi) any such amount required to be paid by the co-operative is to be retained by the co-operative out of any money due from the co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

#### **NOTICE OF GENERAL MEETINGS**

41. (a) Subject to Rules 37 and 42, 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 88.
- (b) Notice must be given to those persons who are, under these rules entitled to receive such notices from the co-operative, but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting. The notice must specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business.

- (c) Notice of an Annual General Meeting and of the last day for receiving nominations for office, shall be posted on the Club notice board at least 28 days prior to the date fixed for such Annual General Meeting.
- (d) Subject to paragraph (e) of this Rule 41, but without limiting the operation of section 197 of the Act, any member who has a resolution to submit to a general meeting must give written notice of the terms of the resolution to the co-operative not less than forty two (42) days prior to the date of the meeting.
- (e) Without limiting the operation of section 257 of the Act, the Secretary shall cause all resolutions referred to in paragraph (d) to be presented to the Board and the Board shall have absolute discretion as to whether to include those resolutions in the Notice convening a General Meeting.
- (f) Notice of every general meeting shall be given in the same manner as authorised in Rule 88 to:
  - (i) every member of the co-operative, except those members who have not supplied to the co-operative an address or facsimile number for the giving of notices to them; and
  - (ii) the auditor or auditors of the co-operative.
- (g) Except as provided in this rule, no other persons shall be entitled to receive notices of general meetings.

#### **NOTICE OF SPECIAL RESOLUTIONS**

42. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 41, at least 21 days before the general meeting. The notice shall specify:
- (a) the intention to propose the resolution as a special resolution at that meeting;
  - (b) the reason for the making of the special resolution; and
  - (c) the effect of the special resolution if passed.

#### **BUSINESS OF GENERAL MEETINGS**

43. (a) The ordinary business of the annual general meeting shall be:
- (i) to confirm minutes of the last preceding general meeting (whether annual or special); and
  - (ii) for the Board, auditors, or any officers of the co-operative to present reports upon the transactions of the co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of source and application of funds, and the state of affairs at the end of that year; and
  - (iii) to elect or declare the results of an election of the Board;
  - (iv) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both;

- (v) to approve the reimbursement of directors' expenses and the payment of honorariums (if any);
  - (vi) to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative and to ask the auditor or their representative, if present, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- (b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.
  - (c) All business of a general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.

#### **QUORUM AT GENERAL MEETINGS**

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

#### **CHAIRPERSON AT GENERAL MEETINGS**

- 45. (a) The President shall be entitled to preside as chairperson at every general meeting of the co-operative.
- (b) If the President is 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 President attends or is willing to act.
- (c) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place. The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for 14 days or more notice of the adjourned meeting shall be given just as in the case of the original meeting. Apart from this requirement it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

**STANDING ORDERS AT GENERAL MEETINGS**

46. (a) The following standing orders shall be observed at the co-operative's meetings, subject to any suspension of, or amendment of, or addition to, these orders adopted for the purposes of that meeting by the members present at a meeting:
- (i) the mover of a motion shall not speak for more than 10 minutes. Subsequent speakers shall be allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may however by simple majority extend in a particular instance the time permitted by this rule;
  - (ii) whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of;
  - (iii) if an amendment is carried, the motion as so amended shall displace the original motion and may itself be amended;
  - (iv) if an amendment is defeated, then a further amendment may be moved to the original motion. However, only one amendment shall be submitted to the meeting for discussion at one time;
  - (v) the mover of every original motion, but not of an amendment, shall have the right to reply. Immediately after this the question shall be put from the chair. No other member shall speak more than once on the same question, unless permission is given for an explanation, or where the attention of the chairperson is called to a point of order;
  - (vi) any discussion on a motion or amendment may be closed by a resolution "that the question be now put" being moved seconded, and carried. Such resolution shall be put to the meeting without debate.
- (b) Motions and amendments shall be submitted in writing, if requested by the chairperson.
- (c) Any member, or visitor invited to attend the meeting by the Board, may speak on any issue at a meeting with the permission of the chairperson provided that the permission may be conditional.
- (d) Standing orders may be suspended for any period by ordinary resolution.

**ATTENDANCE AND VOTING AT GENERAL MEETINGS**

47. (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) Subject to Rule 20 and Rule 21A, 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 or these rules.

- (c) At any general meeting a resolution put to the vote of the meeting shall (as provided in Section 228 of the Act) be decided on a show of hands. This is unless a poll is (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 subparagraph (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 demanded in accordance with subparagraph (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 one vote. However, no member 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 have a casting vote.
- (g) All resolutions, except special resolutions, shall be determined by a simple majority.

## **POSTAL BALLOT**

48. The co-operative may hold a postal ballot to determine any issue or proposal by the members in the manner prescribed in the Co-operatives National Regulation.

## **SPECIAL RESOLUTION**

49. (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 359 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;
  - (iii) the alteration of a rule;
  - (iv) any matter for which a special resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up).

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

## **BOARD OF DIRECTORS**

50. (a) There shall be a board of directors which shall consist of nine (9) directors who shall comprise a President, a Vice President and seven (7) Ordinary directors each of whom shall be a natural person and at least 18 years old.
- (b) The business of the co-operative is to be managed by the board of directors, and for that purpose the Board may exercise all the powers of the co-operative that are not, by the Act or these rules, required to be exercised by the co-operative in general meeting.
- (c) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- (d) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Clubs Act.
- (e) Any person who is elected or appointed to the Board and fails to complete such mandatory training requirements for directors as required by the Regulations made under the Clubs Act (unless exempted) during their last term of office shall not be eligible to nominate for or be elected or appointed to the Board for a period of one (1) year, commencing from their last date in office as a director.



## QUALIFICATIONS OF DIRECTORS

51. (a) Subject to Rule 20 and Rule 21A, a person shall not be elected as director of the co-operative unless the person is an active member of the co-operative and is eligible under Rule 18.
- (b) A member who is an employee of the co-operative is not eligible to hold office as a director.
- (c) A member who is currently under suspension pursuant to Rule 34 shall not be eligible to stand for or be elected to the Board.

## RETIREMENT AND ELECTION OF DIRECTORS

52. (a) At the annual general meeting in each year all the directors shall retire.
- (b) The election by ballot of the Board shall be conducted in the following manner:
- (i) Nominations for election to the Board shall close on a date to be determined by the Board from time to time provided that the day is not greater than fourteen (14) days prior to the date fixed for the Annual General Meeting.
  - (ii) Nominations shall be made in writing and signed by two Ordinary Club members or Honorary Life members and by the nominee who shall thereby signify his or her consent to the nomination.
  - (iii) Nominations shall be delivered to the office of the Secretary not later than 5:00 pm on the day so fixed for the close of nominations.
  - (iv) An eligible member may be nominated for more than one office.
  - (v) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
  - (vi) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations may with the consent of the nominee or nominees be made at the meeting for the position not so filled.
  - (vii) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
  - (viii) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
  - (ix) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 52 the order of seniority of shall be:
    - Firstly - President
    - Secondly - Vice President

## Thirdly - Ordinary director

- (x) The Board shall appoint a Returning Officer and at least two scrutineers to take charge of the ballot. The Returning Officer shall not be a candidate in the election or a proposer or seconder of a candidate in the election.
- (xi) The Returning Officer shall control the issue of ballot papers, the safe custody of ballot papers returned, the examination of ballot papers, the counting of votes and shall report the result of the ballot to the meeting.
- (xii) Ballot papers bearing the names of all candidates for each contested office shall be available at the Annual General Meeting for every member entitled to vote in the election of the Board.
- (xiii) The order in which names appear on the ballot paper shall be determined by lot.
- (xiv) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (xv) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (xvi) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to that position.
- (xvii) If, at the end of the Annual General Meeting any vacancies remain, such vacancies shall be casual vacancies and shall be filled in accordance with Rule 72.
- (xviii) The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with this Rule 52 .

**DIRECTORS' REMUNERATION**

53. A director shall not receive from the Club remuneration or other benefit in money or monies worth except by way of:
- (a) honorarium in accordance with Section 10(6)(b) of the Clubs Act;
  - (b) repayment of reasonable out of pocket expenses in accordance with Section 10(6)(d) of the Clubs Act;
  - (c) interest for the time being charged by bankers for overdrawn accounts on money lent by the director of the Club;
  - (d) a benefit provided in accordance with Section 10(6A) of the Clubs Act;
  - (e) payment of reasonable and proper rent for premises demised or let to the Club.

**REQUISITION AND NOTICE OF BOARD MEETING**

54. (a) A meeting of the board of directors may be called by a director giving notice individually to every other director.
- (b) Except in special circumstances determined by the chairperson, at least 48 hours notice shall be given to the directors of all meetings of the Board.

**PROCEEDINGS OF THE BOARD**

55. (a) Meetings of the Board (including those conducted in accordance with Rule 56) 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.
- (b) Questions arising at any meeting shall be decided by a majority of votes.
- (c) In the case of an equality of votes, the chairperson shall have a casting vote.

**TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS**

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

**QUORUM FOR BOARD MEETINGS**

57. The quorum for a meeting of the Board shall be five (5) directors, being 50% or more of the number of directors, in accordance with Section 175(4) of the Act.

**APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM**

58. (a) If at any time the number of directors is the same or less than the number of directors required to constitute a quorum of the board, the board may appoint sufficient directors so that the number of directors is one more than a quorum.

- (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 72 applies.

### **CHAIRPERSON OF BOARD**

59. The President shall preside as chairperson at every meeting of the Board. If the President is not present within 5 minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present may choose one of their number to be chairperson of the meeting, until such time as the chairperson attends and is willing to act in that capacity.

### **DECLARATIONS OF INTERESTS BY DIRECTORS**

60. (a) Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge and in accordance with Section 41C of the Clubs Act:
- (i) declare the nature of the interest at a meeting of the Board; and
  - (ii) comply with Rule 65.
- (c) Any director who has or acquires a financial interest in respect of a hotel must in accordance with Section 41D of the Clubs Act give a written declaration of that interest to the Secretary of the Club within fourteen (14) days.
- (d) A director must, in accordance with Section 41E of the Clubs Act, declare any gift or remuneration received from an affiliated body (as defined in the Clubs Act) if the value of the gift or remuneration exceeds such amount as may be prescribed by the Regulations under the Clubs Act.
- (e) A director must, in accordance with Section 41F of the Clubs Act, submit a written return in each year to the Club (in accordance with the Regulations under the Clubs Act) declaring gifts or remuneration received by that director from a person or organisation that is party to a contract or commercial arrangement with the Club if the value of the gift or the amount of the remuneration exceed such amount as may be prescribed by the Clubs Act.

### **REGISTER OF INTERESTS**

61. The Secretary shall, in accordance with the Regulations to the Clubs Act, keep a register of disclosures, declarations and returns made to the Club pursuant to Rule 60 and pursuant to Division 2 Part 4A of the Clubs Act.
62. Deleted.
63. Deleted.
64. Rules 60(a) to (d) inclusive do not limit the provisions of the Clubs Act referred to in those Rules.

**PROHIBITION ON DIRECTORS WITH MATERIAL INTEREST FROM VOTING**

65. A director who has a material personal interest in a matter that is being considered at a meeting of the Board, or of the Directors of the Club:
- (a) must not vote on the matter;
  - (b) must not be present while the matter is being considered at the meeting.

**CONTRACTS WITH DIRECTORS**

66. (a) In accordance with Section 41K of the Clubs Act, the Club must not enter into a commercial arrangement or a contract with a Director or with a company or other body in which a Director has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board.
- (b) A “pecuniary interest” in a company for the purposes of paragraph (a) of this Rule 66 does not include any interest exempted by Regulation made under the Clubs Act.
- (c) Provided that the provisions of Rule 60(a), Rule 65 and paragraph (a) of this Rule 66 have been satisfied with respect to a commercial arrangement or a contract:
- (i) the director shall not be disqualified from office by reason of his or her interest in that commercial arrangement or contract.
  - (ii) the commercial arrangement or a contract shall not, by reason of that directors interest, be avoided.
  - (iii) the director shall not be liable to account to the Club for any profit realised by that commercial arrangement or contract.

**CONTRACTS WITH SECRETARY**

67. (a) Subject to paragraph (b) of this Rule 67, the Club must not enter into a commercial arrangement or contract for the provision of goods or services with:
- (i) the Secretary; or
  - (ii) any close relative (as defined in the Clubs Act) of the Secretary;
  - (iii) any company or other body in which the Secretary or a close relative of the Secretary has a controlling interest (as defined in the Clubs Act);
- (b) Paragraph (a) of this Rule 67 does not prevent the Club entering into a contract with any of the above persons which is:
- (i) a contract of employment; or
  - (ii) as a result of an open tender process;
  - (iii) permitted by the Clubs Act.

**DELEGATION AND BOARD COMMITTEES**

68. (a) The Board may (in accordance with Section 178 of the Act) by resolution delegate the exercise of such of the Board's functions (other than this power of delegation) as are specified in the resolution:
- (i) to a director; or
  - (ii) to a committee of 2 or more directors; or
  - (iii) to a committee of members of the co-operative; or
  - (iv) to a committee of members of the co-operative and other persons if members comprise the majority of persons on the committee.
- (b) The co-operative or the Board may by resolution revoke wholly or in part any such delegation.
- (c) A power, the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (d) A delegation under this rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstance.
- (e) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

**EXERCISE OF DELEGATED POWER BY DIRECTORS**

69. (a) Where a power is exercised by a director (either alone or with other directors) and the exercise of the power is evidenced in writing, signed by the director in the name of the Board or in the director's own name on behalf of the Board, then the power shall be deemed to have been exercised by the Board.
- (b) Subparagraph (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 68 (d) were observed by the director exercising the powers.
- (c) An instrument purporting to be signed by a director as referred to in subparagraph (a) shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the Board under this rule.
- (d) A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.
- (e) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting and in case of an equality of votes the chairperson shall have a casting vote.

## REMOVAL OF DIRECTOR FROM OFFICE

70. The co-operative may, by ordinary resolution, remove any director before the expiration of the director's period of office, and may by a ordinary resolution 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

71. A director vacates office in such circumstances (if any) as are provided in the rules of the co-operative and in any of the following cases:
- (a) if the person is an insolvent under administration (as defined in the Law);
  - (b) if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 182 of the Act;
  - (c) if the director absents himself/herself from 3 consecutive ordinary meetings of the Board without its leave;
  - (d) if the director resigns from office by notice in writing given by the director to the co-operative;
  - (e) if the director is removed from office by ordinary resolution of the co-operative;
  - (f) if the person ceases to hold the qualification by reason of which the person was qualified to be a director;
  - (g) if the director becomes an employee of the co-operative;
  - (h) if an administrator of the co-operative's affairs is appointed under Division 6 of Part 12 of the Act;
  - (i) 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 208 of the Act;
  - (j) 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;
  - (k) if the director is removed from office, by a voluntary administrator of the co-operative appointed under Part 5.3A of the Law, as applying under the Act.
  - (l) if a director fails to complete the mandatory training requirements for directors referred to in Rule 50(d) within the prescribed period (unless exempted).

## FILLING OF CASUAL VACANCIES

72. (a) The Board shall have power at any time and from time to time, to appoint any eligible member to the Board to fill a casual vacancy.
- (b) The person appointed pursuant to paragraph (a) shall hold office until the next Annual General Meeting only.

- (c) For the purposes of this rule, a casual vacancy shall arise where the office of a director is vacated in accordance with Rule 71.

### **OTHER COMMITTEES**

- 73. (a) The Board may by resolution appoint committees comprising of members or other persons or both, to act in an advisory role to the Board and to any committees of directors.
- (b) The provisions of Rules 69(d) and (e) apply to committees appointed under this rule, subject to any variations approved of by the Board.
- (c) The quorum for any meeting of the committee shall be one-half (or where one-half is not a whole number the whole number next higher than one-half) of the number of members in the committee.

### **MINUTES OF MEETINGS**

- 74. (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**

- 75. (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 or Agreement" means an Award or Enterprise Agreement made or approved under a State or Federal Act regulating industrial relations; and



- (ii) "Enterprise Agreement" includes an Australian Workplace Agreement, Certified Agreement or Enterprise Flexibility Agreement.

#### **APPOINTMENT OF SECRETARY**

76. (a) The Board shall appoint a secretary who shall perform all the functions and duties required by the Act, the Regulations, the Clubs Act, the rules and the Law to be performed or undertaken by the secretary of the co-operative.
- (b) A secretary shall:
- (i) be appointed to the office on such terms and conditions as the Board may determine; and
  - (ii) hold office until death, or removed by the Board, or resignation from office.

#### **INSURANCE**

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

#### **FINANCIAL YEAR**

78. The financial year of the co-operative shall end on the 31<sup>st</sup> day of December in each year.

#### **ACCOUNTS**

79. (a) The Board shall have prepared the accounts, statements and the Directors' report in accordance with the Corporations Law as adopted by the Co-operatives National Regulation.
- (b) The Board shall submit those accounts, statements and report, together with the auditor's report on those accounts, to the annual general meeting of the co-operative, in accordance with the Corporations Law as adopted by the Co-operatives National Regulation.
- (c) The board shall:
- (i) send a copy of everything required to be submitted under subparagraph (b) to each member 21 days before the annual general meeting of the co-operative; or
  - (ii) give members notice 21 days before the annual general meeting of the co-operative that the documents required under subparagraph (b) will be made available for inspection at the registered office of the co-operative.

#### **REPORTS TO MEMBERS UNDER SECTION 41H OF THE CLUBS ACT**

80. Deleted.

## **BANKING**

81. (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 co-operative, shall be signed by 2 directors or by any 2 persons authorised by the Board.

## **APPOINTMENT, DUTIES AND RESPONSIBILITIES OF AUDITORS**

82. (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 the Co-operatives National Regulation, or any order made by the Registrar pursuant to that Regulation or 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 subparagraph (b) of this rule shall hold office until death or removal or resignation from office or until ceasing to be capable of acting as auditor in accordance with the Corporations Law as adopted by the Co-operatives National Regulation.
- (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 subparagraph holds office, subject to the Corporations Law as adopted by the Co-operatives National Regulation 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 ( $\frac{3}{4}$ ) majority of members at the same general meeting at which the previous auditor is removed, as long as notice of the nomination has been sent at least 7 days before the meeting to the members and nominated and current auditors. If the notice of nomination was not sent in accordance with subparagraph (g) or the resolution to appoint a new auditor is not passed, then the meeting may be adjourned 20 to 30 days later. At the adjourned meeting, the co-operative may appoint an auditor by ordinary resolution as long as notice of the nomination is received by the board from a member at least 14 clear days before the date of the adjourned meeting and the board gives notice of the nomination at least 7 days before the meeting to the members and nominated and current auditors. The auditor appointed under this subparagraph 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 or who has withdrawn such

consent, or a person of whose nomination notice has not been given in accordance with subparagraphs (e) or (g).

- (g) Not being a meeting at which an auditor is removed from office, a co-operative is not entitled to appoint an auditor at its annual general meeting unless notice in writing of the nomination of the auditor was given to the board by a member before the meeting was convened or at least 21 days before the meeting. The board must have then given notice to the nominated and current auditors and members not less than 7 days before the meeting or at the time notice of the meeting is given.
- (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 an officer 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 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.
  - (iv) no officer of the co-operative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters; 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, vouchers, securities and documents of the co-operative, and to be furnished with such information and explanation by the board members or any other officers as may be necessary for the performance of the duties of the auditor.
- (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

83. (a) The auditor may be removed from office by special resolution at a general meeting.
- (b) Notice of intention to move the resolution must be given to the co-operative not less than 2 months before the meeting at which the resolution is moved. However, if the co-operative convenes a meeting after the notice of intention is given, the resolution may be passed at the meeting even if the meeting is held less than 2 months after the notice is given.
- (c) Where special notice of a resolution to remove an auditor is received by the co-operative, it shall as soon as possible send a copy of the notice to the auditor and lodge a copy of the notice with the Registrar.
- (d) The co-operative shall give at least 21 days notice of a resolution to remove the auditor to persons entitled to be given notice of a meeting of the co-operative.
- (e) Within 7 days after receiving a copy of the notice, the auditor may make representations in writing, not exceeding a reasonable length, to the 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 the 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**

84. (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**

85. (a) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative and no portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to the members of the co-operative.
- (b) Payment shall be made in good faith of:
- (i) any commensurate remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;
  - (ii) reasonable interest on money lent by members to the co-operative; or
  - (iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.
- (c) Any surplus resulting from the co-operative's operation during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.

**PROVISION FOR LOSS**

86. The Board shall account for any loss which may result from the transactions of the co-operative in accordance with Accounting Standards as adopted by the Regulation.

**DISPUTES**

87. (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 subparagraph (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 in subparagraphs (a)(i) (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 subparagraphs of this rule except where the person seeks urgent interlocutory relief.
- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must 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 & Associations on 1800 502 042).
- (e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:
- (i) the timetable for all steps in the procedures; and
  - (ii) the selection and compensation of the independent person required for mediation,
- then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 1984.
- (f) Nothing in this rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.

**NOTICES**

88. (a) A notice may be given by the co-operative to any member entitled to vote either:
- (i) personally;
  - (ii) by post to the member's registered address or an alternate address supplied by the member;
  - (iii) by some other form of technology, for example by facsimile or email, where the member has notified the co-operative of the relevant contact details; or
  - (iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the co-operative.
- (b) A notice may be given to all other members by placing an advertisement in a newspaper which is circulated in the neighbourhood of the registered office of the 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 co-operative an address for the giving of notices) a notice addressed to the member and advertised in a newspaper circulating in New South Wales or in the neighbourhood of the registered office of the co-operative shall be deemed to be duly given to the member on the date on which the advertisement appears.
- (e) A notice forwarded by another form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- (f) For the purpose of this rule "registered address" means the address of the member as appearing in the register of members and shares.

**WINDING UP**

89. (a) The winding up of the co-operative shall be in accordance with Part 4.5 of the Act.
- (b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any property, this shall not be paid or distributed amongst the members of the co-operative but shall be given or transferred to an institution:-

- (i) which has objects similar to those of the co-operative;
  - (ii) whose constitution prohibits the distribution of its property among its members;
  - (iii) which has been chosen by the members of the co-operative at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.
- (c) In subparagraph (b), the expression "institution" includes an institution or institutions.

#### **FINES PAYABLE BY MEMBERS**

90. (a) The board may impose on a member a maximum fine in accordance with Rule 91, Schedule of Fees, for any infringement of the rules or by-laws.
- (b) A fine exceeding \$20 shall not be imposed on a member pursuant to subparagraph (a) unless:
- (i) written notice of intention to impose the fine and the reason for it has been given to the member; and
  - (ii) the member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

#### **SCHEDULE OF FEES**

91. Copy Book of Rules:	Prescribed fee not exceeding \$1 for each page up to a maximum of \$50 - Rule <b>7(b)</b>
Copy of Register:	\$5.00 for the first page and \$1.00 for every page thereafter to a maximum of \$50.00 - Rule <b>14(c)</b>
Entrance Fee:	As prescribed by the Board from time to time but not exceeding \$20.00 - Rule <b>27</b>
Annual Subscription:	Not less than \$2.00 - Rule <b>28(b)</b>
	Maximum Fine:\$110.00

#### **GUESTS**

92. (a) All members (other than Junior members) shall have the privilege of introducing guests into the Club. However a Temporary member may only introduce a guest in accordance with Rule 92(k).
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter the register of guests the particulars required by Rule 92(m).
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by a by-law.



- (d) No member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended from the Club or who is then refused admission to or being turned out of the Club.
- (e) The member shall be responsible for the conduct of any guest they may introduce into the Club.
- (f) The Board shall have the power to make by-laws from time to time not inconsistent with these rules or the Clubs Act regulating the terms and conditions of which guest may be admitted to the Club.
- (g) No guest shall be supplied with liquor in the premises of the Club except on the invitation of and in the company of a member.
- (h) A guest shall at all times remain in reasonable company of the member who countersigned the entry into the Register of Guests in respect of that guest.
- (i) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.
- (k) A Temporary member may bring into the non-restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club's premises remains in the company and immediate presence of that Temporary member; and
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (l) For the purposes of Rule 92(k)(iii), reasonable "adult" means an adult who is:
  - (i) a parent, step parent or guardian of the minor; or
  - (ii) the minor's spouse or de facto partner; or
  - (iii) for the time being, standing in as the parent of the minor.
- (m) A register of persons of or over the age of eighteen (18) years who enter the premises of the Club as guests of members which shall be kept in accordance with Section 31(1)(c) of the Clubs Act. This register shall set forth in respect of each of those guests:
  - (i) the name in full or the surname and initials; and

- (ii) the address;
- (iii) the date on which the entry of the guest's name in the register is made;
- (iv) the signature of the member introducing the guest.