

RULES
of
PADDINGTON/WOOLLAHRA R.S.L.
MEMORIAL AND COMMUNITY CLUB
CO-OPERATIVE LIMITED

DEFINITIONS & INTERPRETATIONS

1. (a) In these Rules, unless the context otherwise requires:

"Act" means the Co-operatives Act 1992;

"active member" means a member who is in active membership within the provisions of rule 14;

"alter" or similar word or expression used in relation to a rule amendment includes add to, substitute, and rescind;

"annual general meeting" means the general meeting held each year as required by the Act;

"annual report" means the annual financial report, directors' report, and auditor's report, accompanied by such statements that are required under the Act and Registered Clubs Act to be attached thereto, and shall, if a concise report is produced, include the option of a concise report, as the case may be.

"annual subscription" means the subscription paid by a member in accordance with the Registered Clubs Act and being paid as either an annual subscription or otherwise.

"auditor" means an auditor or auditors for the time being of the club appointed in accordance with rule 91;

"banking account" includes an account with a credit union or building society registered, or authorised to operate into which the club's monies may be paid;

"board" means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with rule 73, being not less than a quorum or a majority, as the case may be;

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

"by-laws" means the by-laws of the club for the time being in force;

"CCU" means Co-operative Capital Unit issued in accordance with these rules;

"chairman" shall mean the chairman of a meeting of the club being such person entitled to preside at said meeting in accordance with the provisions of these rules;

"close relative" of a person means:

- (a) a parent, child, brother or sister of the person; or
- (b) a spouse of the person or of a person referred to in sub-paragraph (a), or a person with whom the person or a person referred to in sub-paragraph (a) has a de facto relationship (within the meaning of the Property (Relationships) Act 1984);

"club" or "co-operative" means Paddington/Woollahra R.S.L. Memorial & Community Club Co-operative Limited;

"contract" includes commercial arrangements;

"core property" means any real property owned or occupied by the club that comprises:

- (a) the defined premises of the club, or
- (b) any facility provided by the club for the use of its members and their guests, or
- (c) any other property declared, by a resolution passed by a majority of the members present at a general meeting of the members of the club, to be core property of the club,

but does not include any property referred to in paragraphs (a)-(c) that is declared, by a resolution passed by a majority of the members present at a general meeting of the Ordinary Members of the club, not to be core property of the club.

"director" means any director of the club for the time being;

"dispose" of property means to sell, lease or licence the property or to otherwise deal with the property in such manner as may be prescribed by the Registered Clubs Regulations.

"employ" and "employee" includes engage under a contract for services;

"financial member", and the term "financial" when referring to a member, means a member who has paid his entrance fee for membership to the club and his subscription in advance.

"financial year" means the financial year of the club as specified in rule 88;

"general meeting" means the annual general meeting or any special general meeting of the Full Members of the club;

"gift" includes money, hospitality or discounts;

"manager" means a natural person appointed to conduct the business of a registered club in the case where the club operates at more than one set of premises and the secretary is not normally in attendance at the other such premises. (A manager is appointed in a deputy capacity to the secretary of the club and is the person responsible, under the Registered Clubs Act, for operations at the other premises).

"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;

"member" means a member of the club;

"month" means calendar month;

"non-core property" means any real property owned or occupied by the club that is not core property.

"notice board" means the board or boards provided in the club's premises on which notices for the information of members are posted;

"postal ballot" includes a special postal ballot;

"prescribed" means prescribed by the Act or under the Act by Regulation;

"President" means the office of and the Full Member for the time being elected to and occupying that office in accordance with the rules;

"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;

"R.S.L." means the Returned Services League of Australia (New South Wales Branch);

"register" means the register of Full Members kept pursuant to the Act, the Registered Clubs Act and these rules;

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

"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;

"relevant interest" has the same meaning as given in Schedule 2 of the Act;

"returning officer" shall mean a person appointed by the club to conduct an election on behalf of the club, and shall include the State Electoral Commissioner or his representative when said Commissioner conducts an election.

"rules" mean the registered rules of the club as amended from time to time and reference to particular rules has a corresponding meaning;

"secretary" means any person appointed by the board as secretary of the club pursuant to rule 86, and includes acting secretary, secretary manager, and acting secretary manager;

"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;

"share" means share in the capital of the co-operative;

"special resolution" means a resolution which is passed in accordance with rule 62;

"State" means the State of New South Wales;

"top executive" means each of the following:

- (a) the secretary of the club;
- (b) a person appointed as the manager (as defined under the Registered Clubs Act) of any premises of the club;
- (c) a person who is, or who is of a class, prescribed by the Registered Clubs Regulations for the purposes of this definition.

"triennial rule" means the rule of the club that provides for the election of members of

the governing body in accordance with **"Rules for election to governing body for term of 3 years"** in accordance with Schedule 4 of the Registered Clubs Act 1976 and Rule 67 B.

"Vice-President" means the office of and the Full Member for the time being elected to and occupying that office in accordance with the rules;

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

Words importing one gender include the other genders;

Words importing persons include corporations;

Words in the singular include the plural, and vice versa;

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

1. (b) 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.
- (c) A reference in these rules to a provision in "the Act" includes a reference to:
 - (i) the provision as originally enacted, and as amended from time to time since the original enactment;
 - (ii) if the provision has been omitted 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.
- (d) (i) In the interpretation of a rule, or paragraph of a rule, the interpretation that will best achieve the purpose of the rule is to be preferred to any other interpretation.
- (ii) This provision applies whether or not the purpose is expressly stated in the rule or paragraph of the rule.
- (e) In these rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.
- (f) A reference to a matter being approved by the board is a reference to the matter being approved at a meeting of the board at which a majority of the votes cast supported the approval.

- (g) These rules shall be read and construed subject to the provisions of the Registered Clubs Act and to the extent that any of the provisions in these rules are inconsistent therewith and might prevent the club being registered under the provisions of the said act they shall be inoperative and have no effect.

RULES

2. (a) The rules of the co-operative have the effect of a contract under seal:
- (i) between the co-operative and each member;
 - (ii) between the co-operative and each director, the principal executive officer and the secretary of the co-operative; and
 - (iii) between a member and each other member; and
- 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 person shall be entitled on demand to a copy of the rules upon payment of a sum not exceeding \$10.00, or such other amount as the board may from time to time determine.
- (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.

NON-TRADING CO-OPERATIVE

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

RULE ALTERATIONS

3. (a) The rules may be altered by a special resolution, by a resolution of the board in accordance with Section 112 of the Act or as otherwise permitted by the Act. No alteration to these rules takes effect until the alteration is registered by the Registrar.
- (b) Where any rule is altered, by way of a board resolution under Section 112, the 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.
- 3A. The club shall, within one (1) month after amending its rules, lodge with the director of Liquor and Gaming, a copy of the rules and a copy of the alterations certified as correct by the secretary of the club.

NAME

4. (a) The name of the co-operative shall be PADDINGTON/WOOLLAHRA R.S.L. MEMORIAL & COMMUNITY CLUB CO-OPERATIVE LIMITED.
- (b) The co-operative may, in accordance with Section 259, change its name by way of a special resolution to a name approved of by the Registrar.

REGISTERED OFFICE

5. 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.

5A. If the registers required by Section 249(1) to be kept by the co-operative are not kept at the registered office, the co-operative must lodge with the Registrar a notice of the address at which the register is kept within 28 days after the register is:

- (i) established at an office which is not the co-operative's registered office; or
- (ii) moved from one office to another.

OBJECTS

6. The primary object of the co-operative shall be to:

- (i) provide and maintain buildings and grounds for recreation;
- (ii) hold an hotel or club or other licence for the sale of spiritous or other liquors and to carry on the business of restaurant keepers, wine and spirit merchants and licensed victuallers and also sellers of tobacco, cigarettes and cigars and to hold a licence to keep, use and operate poker machines;
- (iii) hold, promote, assist or encourage sales of work, bazaars, entertainments, competitions, displays, public and other meetings and to take or hire any public hall or other buildings for any such purpose and to procure or authorise the delivery of lectures or addresses calculated to benefit the co-operative or any branch of its work and to distribute gratuitously or otherwise literature of any kind connected with or calculated to assist any of the objects of the co-operative;
- (iv) engage or appoint with or without remuneration such managers, superintendents, organisers, secretaries, organising secretaries, accountants, solicitors, employees of all kinds and others as may be required or found necessary for the proper working administration or carrying on of the co-operative and any one or more at please or otherwise to discharge;
- (v) do all such other lawful acts, deeds, matters and things and to enter into and make such arrangements as may be incidental or conducive to the attainment of the foregoing; and
- (vi) promote any of the objects of the Returned Services League of Australia, to affiliate with any other organization and pay any fees or monies to anybody having objects similar to those of this co-operative.

POWERS

7. (a) The club shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act, including but not limited to, power to:

- (i) take deposits pursuant to section 263A of the Act;
- (ii) from time to time as the occasion shall require, raise money on loan for any objects of the club and in the exercise of this power the club may raise on loan an aggregate amount not exceeding three million dollars (\$3,000,000.00);
- (iii) from time to time as the occasion shall require, construct, erect or alter any buildings, homes, houses, halls, pavilions, workshops, stables, garages, sheds and other conveniences and works necessary or convenient for the purposes of the club and to furnish and maintain same and provide, pay out, prepare and maintain erections, lawns, grounds and areas and means of recreation;
- (iv) purchase, take on lease or exchange, hire, acquire by donation, devise or bequest or otherwise any lands, buildings, easements, rights or property, real or personal, which may be deemed necessary or convenient for any of the purposes of the club;

- (v) sell lease exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the club and to lease demise exchange or sell in accordance with the Registered Clubs Act all or any of the lands and buildings or other property or rights to which the club may be entitled from time to time PROVIDED THAT the power to lease or demise shall not be exercised with respect to any part of the club's premises which may be registered under the provisions of the Registered Clubs Act without the consent of the Licensing Court being obtained and the power to sell or exchange core property shall be in accordance with the Registered Clubs Act.
 - (vi) borrow, raise or give security for any money on such terms as the club may think fit and in particular by the issue of bonds, bills of exchange, promissory notes, securities, mortgages or debenture charges upon all or any part of the property of the club and to purchase, redeem or pay off any such securities;
 - (vii) raise and collect funds by private subscription, public appeal, art unions, donations or otherwise and to accept any legacy, bequest, devise or gift of property, whether subject to any special trust or not, for all or any of the objects of the club;
 - (viii) give any guarantees or enter into any bond in connection with the affairs of the club and, subject to Section 228 of the Act, to indemnify any person or persons who may incur or have incurred any personal liability for the benefit of the club.
- (b) The powers of the co-operative to:
- (i) obtain financial accommodation; and
 - (ii) give security for the repayment of money,
- shall be exercised subject to the Act, but otherwise unlimited by the rules.

POWER TO FORM COMPANIES, ENTER JOINT VENTURES, ETC

8. Without limiting the provisions of rule 7, and subject to the provisions of the Law, the co-operative has power:
- (i) to form or participate in the formation of a body corporate or unit trust;
 - (ii) to acquire interests in and sell or otherwise dispose of interests in bodies corporate, unit trusts and joint ventures; and
 - (iii) to form or enter into a partnership, joint venture or other association with other persons or bodies,
- in furtherance of the co-operative's primary activity.

POWER TO MAKE BY-LAWS

- 8A. (a) The board may make by-laws not inconsistent with these rules or the Act or the regulations dealing with the conduct of any operation of the co-operative.
- (b) A breach of a by-law by a member shall be deemed to be an infringement of the rules of the co-operative and the board may impose fines on such members on the basis of up to \$1.00 for the first offence, up to \$2.00 for the second offence and up to \$10.00 for the third offence.
- (c) In accordance with the provisions of section 79 of the Act no fine exceeding \$20.00 shall be imposed until written notice of the intention to impose the fine and of the reason therefor has been transmitted to the member and the member has had 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 against imposition of the fine.

- (d) In lieu of a fine or in addition to a fine, the board may suspend a member from the use of part or all of the amenities or facilities of the co-operative for such period the board deems appropriate.

LOANS BY MEMBERS TO THE CO-OPERATIVE

- 9. (a) The co-operative may, in accordance with Section 268 of the Act, require its members to lend money to the co-operative, with or without security, in accordance with a proposal approved by the members by special resolution.
 - (b) The approved proposal shall be binding on all members at the date of the passing of the special resolution other than a member who has given notice of their intention to cease active membership in accordance with Section 268(3)(c) and on all persons who become members of the co-operative after that date and before the total amount of the loan to be raised has been raised.
10. *(Deleted)*

SEAL

- 11. (a) The co-operative shall, as required by Section 258(1)(a) of the Act, have the name of the co-operative appear in legible characters on its Common Seal and on any Official Seal, and the Australian Registered Body Number of the Co-operative if required under the Law. The Common Seal shall be kept at the registered office in such custody as the board shall direct.
- (b) The co-operative may, pursuant to Section 49 of the Act, have for use in place of its Common Seal outside the State, one or more Official Seals. Each of the additional seals must be a facsimile of the Common Seal with the addition on its face of the name of the place where it is to be used.
- (c) The Common Seal of the co-operative shall not be affixed to any instrument except by resolution of the board. Two (2) directors and the general manager or secretary must be present and must sign all instruments sealed while they are present. The board may appoint a person other than the general-manager or secretary to perform this function.
- (d) The person affixing the Official Seal must certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.

CO-OPERATIVE MAY AUTHORISE AGENT OR ATTORNEY TO EXECUTE DEEDS

- 12. (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 11(d).

CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

13. (a) The co-operative must have at the office where the registers are kept and available during all reasonable hours for inspection by any member free of charge the following:
- (i) a copy of the Act and the regulations;
 - (ii) a copy of the rules of the co-operative;
 - (iii) a copy of the minutes of each general meeting of the co-operative;
 - (iv) a copy of the last annual report of the co-operative under section 252;
 - (v) the register of directors, members and shares;
 - (vi) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the co-operative;
 - (vii) such other registers as the regulation provides are to be open for inspection.
- (b) A member is entitled to make a copy of entries in a register specified in subsection (a) and to do so free of charge unless the rules of the co-operative require a fee to be paid, in which case on payment of the required fee.
- (c) The co-operative must have at the place where the registers are kept and available during all reasonable hours for inspection by any person:
- (i) a copy of the Act and the Regulation;
 - (ii) a copy of the rules of the co-operative;
 - (iii) a copy of the last annual report of the co-operative under section 252 of the Act.

ACTIVE MEMBERSHIP PROVISIONS

14. In accordance with Part 6 of the Act:
- (i) operation, maintenance and conduct of a club known as Paddington/Woollahra R.S.L. Memorial & Community Club Co-operative Limited is a primary activity of the cooperative; and
 - (ii) a member:
 - (A) shall have been awarded Life Membership of the co-operative in accordance with rule 15B; or
 - (B) being an Ordinary Member, shall have paid an annual subscription in accordance with rule 27A,
- in order to establish active membership of the co-operative.

FORFEITURES AND CANCELLATIONS RELATING TO INACTIVE MEMBERS

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

- (i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of no more than one (1) month before the date of cancellation
- (b) The board is to declare the shares of a member forfeited at the same time as the membership is cancelled and the amounts due in respect of that cancellation and forfeiture shall be dealt with and repaid in accordance with Sections 134-136 (inclusive) of the Act.
- (c) The co-operative shall, in a form approved of by the Registrar, keep a register of memberships cancelled pursuant to paragraph (a) of this rule, which shall specify the particulars prescribed in Clause 6 of Schedule 1 of the Co-operatives Regulation 1997.
- (d) 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 (whether by reason, of the cancellation of share or otherwise) does not exceed \$50, or such other amount as may be prescribed.

CATEGORIES OF MEMBERSHIP

- 15A. (a) The club shall have the following categories of membership with such qualifications and privileges as expressed in the rules, namely:
- (i) Full Members, being either:
 - (a) Life Members; or
 - (b) Ordinary Members
 - (ii) Provisional Members
 - (iii) Temporary Members
 - (iv) Honorary Members
 - (v) ADF Honorary Members
- (b) The persons who were members of the co-operative of a particular category described in paragraph (a) of this rule immediately prior to the date on which the special resolution adopting these rules took effect remain members of those respective categories.

LIFE MEMBERSHIP

- 15B. (a) The co-operative may by resolution of Full Members present at an annual general meeting or a special general meeting resolve that an Ordinary Member be classified as a Life Member of the co-operative.
- (b) Such resolution must be passed by a majority of not less than two-thirds of the Full Members present and voting at the meeting at which the resolution is considered.
 - (c) Not more than three (3) Life Members shall be elected during any one (1) financial year of the co-operative.
 - (d) Notwithstanding the provisions of rule 27A no Life Member shall be liable to pay any annual subscription.
 - (e) A Life Member shall be entitled to all the benefits and privileges of membership of the co-operative and be subject to all those duties and obligations pertaining to an Ordinary Member.
 - (f) A Life Member shall be granted such other privileges in respect of the use of the amenities and facilities of the co-operative as the board shall determine.
 - (g) No member shall be eligible for election as a Life Member unless such member was continuously an Ordinary Member of the co-operative for fifteen (15) years and has given special outstanding service for at least ten (10) years of that period.

- (h) All nominations for Life Membership must be:
 - (i) in writing;
 - (ii) addressed to the secretary;
 - (iii) deposited with the secretary or his representative at the registered office of the co-operative at least twenty-one (21) days prior to the date of the annual general meeting or the special general meeting next to be held; and
 - (iv) proposed by a Full Member and seconded by another Full Member.

ORDINARY MEMBERS

15C. Ordinary Members of the co-operative shall be entitled to all the benefits and privileges of membership in accordance with these rules including the following rights:

- (i) the right to hold office in the co-operative subject to rule 63 or rule 64.
- (ii) the right to attend general meetings of the co-operative;
- (iii) the right to vote at general meetings (provided the member is not an employee of the co-operative);
- (iv) the right to propose and second applications for membership of the co-operative; and
- (v) the right to the use and enjoyment of all amenities and facilities of the co-operative;

but subject always to the control of the board in accordance with these rules.

PROVISIONAL MEMBERS

- 15D. (a) Every person who has applied to become an Ordinary Member and from whom the co-operative has accepted the subscription required by rule 27A shall be a provisional member pending a determination of that application in accordance with rule 18.
- (b) Subject to any determination of the board for the time being in force and except those rights expressed in rules 15C(i)-(iv) inclusive, provisional members shall be entitled to all the benefits and privileges of Ordinary Members set out in rule 15C.

TEMPORARY MEMBERS

- 15E. (a) Temporary Member shall mean a person over the age of eighteen (18) years who has been admitted to membership at the discretion of the board or management of the club and who meets at least one of the following conditions:
 - (i) A person whose ordinary place of residence is in New South Wales and is more than five (5) kilometres from the registered club;
 - (ii) A person who is a member of another registered club with similar objects to those of the club;
 - (iii) Any person who is attending the club for the purpose of taking part in an organised sport or competition;
 - (iv) A person whose normal place of residence is interstate or overseas.

- (b) Temporary Members (other than those exclusively attending the club for the purpose of taking part in an organised sport or competition) are required to complete and sign the Temporary Members register each day they attend at the club.
- (c) A Temporary Member shall NOT be entitled to introduce guests to the club, nominate persons to membership of the club, attend any meetings of the club, vote at any election, hold any position of office, or nominate members for officer of the club.

HONORARY MEMBERS

- 15F. (a) Honorary Membership may be granted by the board and/or management without payment of any subscription to any person over the age of eighteen (18) years provided he is either the current patron of the club, or a prominent citizen or dignitary visiting the club for some special occasion.
- (b) An Honorary Member shall NOT be entitled to introduce guests to the club, nominate persons to membership of the club, attend any meetings of the club, vote at any election, hold any position of office, or nominate members for officer of the club.

ADF HONORARY MEMBERS

- 15G. (a) ADF Honorary Member shall be a serving Australian Defence Force person who attends the premises of the club and produces evidence that the person is a member of the Australian Defence Force. ADF Honorary Membership shall be for the day the person attends the club. An ADF Honorary Member is required to record his or her details in the register of ADF Honorary Members.
- (b) An ADF Honorary Member shall NOT be entitled to introduce guests to the club, nominate persons to membership of the club, attend any meetings of the club, vote at any election, hold any position of office, or nominate members for officer of the club.

QUALIFICATIONS FOR MEMBERSHIP

- 16. (a) A person is not qualified to be admitted to membership of the co-operative:
 - (i) unless the board has reasonable grounds for believing that the person will be an active member under rule 14;
 - (ii) if under the age of eighteen (18) years; or
 - (iii) if a corporate body.
- (b) No person shall become an Honorary Member, ADF Honorary Member or a Temporary Member or be relieved of the payment of regular subscriptions except those possessing the qualifications defined in the rules and subject to the conditions and regulations described in the rules.

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

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

APPLICATION FOR MEMBERSHIP AND SHARES

18. (a) Applications for Ordinary Membership:
- (i) shall be in writing and signed personally by the applicant and also by one Full Member (as proposer) and another Full Member (seconder) to whom the applicant shall be well and favourably known;
 - (ii) shall be in or to the effect of the form approved by the board and lodged at the registered office, together with the sum of one dollar (\$1.00) on account of share capital;
 - (iii) by persons between the age of eighteen (18) years and twenty-one (21) years, must be accompanied by written proof of the applicant's age.
- (b) Every application for Ordinary Membership shall, upon receipt, be exhibited on the notice board which shall be placed in a prominent position in the club's premises and be accessible to the members for a period of not less than seven (7) days before the election of the candidate as a member of the club and an interval of at least fourteen (14) days shall elapse between the proposal of a person for election and his election.
- (c) The applicant shall be notified in writing of the allotment and of the entry in the register and shall then be entitled to the privileges attaching to membership.
- (d) The board may, at its discretion, refuse any application for membership or shares and need assign no reasons for such refusal though the board may choose to give reasons, if the board considers it appropriate to do so. Upon refusal, the applicant's deposit shall be refunded without interest.
- (e) In considering an application for membership pursuant to this rule, the board must ensure that a person who is not qualified for membership of the co-operative under rule 16 is not admitted as a member.

MEMBERS OF THE CO-OPERATIVE

19. 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 Rule 18; and
 - (c) those persons who become members by:
 - (i) a transfer of engagements to the co-operative; or
 - (ii) a scheme of arrangement; or
 - (iii) operation of law; or
 - (iv) a transfer of shares under Rule 41.

CAPITAL AND SHARES

NOTE: It should be noted that the co-operative may have more than one class of shares which may have different nominal values. If this is the case the co-operative will need to specify the terms of issue - that is, the co-operative must specify in its rules, the rights, and entitlements which will attach to different classes of shares.

REGISTERS OF MEMBERS

- 19A. (a) The Secretary shall keep on the co-operative's club premises a register of Full Members setting forth the name in full, the occupation and the address of each Full Member of the co-operative and the date of the latest payment by such member of his subscription. Such register shall also have entered therein the date of nomination and acceptance of membership and, in the case of a Full Member ceasing, for any reason, to be a Full Member, the date from which such membership ceases. Such register shall be available at any time for inspection by the appropriate inspector or any member of the Police Force authorised in writing by any member of the Licensing Court.
- (b) The secretary shall keep on the co-operative's club premises a register of Honorary Members of the co-operative setting forth the name in full, or the surname and initials, and the address of each Honorary Member.
- (c) The secretary shall keep a register of persons who are admitted as ADF Honorary Members of the club. Such register shall be a separate register from the Honorary Member register. When any ADF Honorary Member first enters the club premises on any day, the full name, or the surname and initials, and the address, of the ADF Honorary Member together with his or her signature shall be entered in the register.
- (d) The secretary shall keep a register of Temporary Members of the club (other than Temporary Members attending the club for the purpose of taking part in an organised sport of competition) which shall record the name and address of each Temporary Member and the date on which he entered as a Temporary Member.
- (e) The secretary shall keep a guest register of persons who shall be over the age of eighteen (18) years and who enter the premises of the club as guests of members. Such register shall have entered therein on each day the guest enters the premises of the club, the name and address of the guest, the date of that day, and the signature of the accompanying member. A guest entering the club more than once on the same day with the same member need only enter his name in the register once.

CAPITAL AND SHARES

20. (a) The capital of the co-operative shall be raised by the issue of shares which shall be of one class, all ranking equally and be of nominal value of one dollar (\$1.00) each.
- (b) The capital shall vary in amount according to the nominal value of shares from time to time subscribed.
- (c) No share is to be allotted unless at least 10% of the nominal value of the share has been paid. A share is not to be issued at a discount.
- (d) No Full Member shall hold, or have a relevant interest in, more than one share.
- (e) Shares of the co-operative shall not be quoted for sale or purchase at any stock exchange or in any other public manner whatever, within the meaning of the Income Tax Assessment Act 1936 (Cwlth).

ABROGATION OR VARIATION OF SHARE RIGHTS

21. (a) Where the co-operative's share capital is divided into share classes, and rights are attached to shares included in a class of shares, the co-operative may, if passed by resolution by a simple majority at a meeting of members who hold shares of that class, vary or abrogate those rights.
- (b) If, after passing the resolution referred to in rule 21(a), the co-operative wishes to alter its rules to vary or abrogate the rights attached to that particular class of shares, it may give notice to members of the intention to propose a special resolution to that effect.

- (c) Where a special resolution is passed in accordance with this rule, the co-operative may (on registration of the special resolution) vary or abrogate the rights attached to the share class the subject of the special resolution.

MINIMUM SHARE HOLDING

22. Every Ordinary Member shall on admission to membership of the co-operative, hold at least one (1) share.

SHARES TO BE FORFEITED TO REMEDY CONTRAVENTION OF MAXIMUM LEVEL OF SHARE INTEREST

23. (a) Where a person (whether or not a member of the co-operative) contravenes Rule 20(d), the board shall declare to be forfeited sufficient number of the shares in which the person has a relevant interest to remedy the contravention.
- (b) the shares to be forfeited pursuant to this rule are:
- (i) the shares nominated by the person for the purpose; or
 - (ii) in the absence of such nomination - the shares in which the person has had a relevant interest for the shortest time.
- (c) A declaration of the board that shares are forfeited operates to forfeit the shares concerned.
- (d) The provisions of Sections 134-136 (inclusive) of the Act shall apply to and in respect of shares forfeited under this rule as if the shares had been forfeited under Rule 15.

NOTICE TO BE GIVEN OF SUBSTANTIAL SHARE INTEREST AND SUBSTANTIAL CHANGE IN SHARE INTEREST

24. (a) A person must give notice in writing to the co-operative within five (5) business days after becoming aware that the person has a substantial share interest in the co-operative.
- (b) A person who has a substantial share interest in the co-operative must give notice in writing to the co-operative within five (5) business days after becoming aware that a substantial change has occurred in that interest.
- (c) A person who has ceased to have a substantial share interest in the co-operative must give notice in writing to the co-operative within five (5) business days after becoming aware that the person has ceased to have that interest.
- (d) For the purposes of this rule:
- (i) A person has a substantial share interest in the co-operative if the nominal value of the shares in which the person has a relevant interest represents 5% or more of the nominal value of the issued share capital of the co-operative.
 - (ii) A substantial change takes place in a person's share interest in the co-operative if there is an increase or decrease in the number of shares in which the person has a relevant interest and the increase or decrease represents at least 1% of the nominal value of the issued share capital of the co-operative.
 - (iii) "Notice" means a notice in the form approved by the Registrar, specifying the particulars prescribed by the Co-operatives Regulation 1997.

REGISTER OF NOTIFIABLE INTERESTS

25. (a) The club is to keep a register of notifiable interests, which is to be entered in alphabetical order, of the names of persons from whom the club has received a notification under rules 24 and 30 together with the information contained in the notification.
- (b) The register kept for the purpose of this rule shall be open for inspection:
- (i) by any member, free of charge; and
 - (ii) by any other person on the payment of the prescribed fee permitted under the Co-operatives Regulations.

PURCHASE OF MEMBERS' SHARES

26. Subject to Section 172 of the Act the co-operative may:
- (a)
 - (i) purchase any share of a member at the request of the member; and
 - (ii) repay to a member, with the member's consent, the whole or any part of the amount paid up on any share held by the member when the sum repaid is not required for the activities of the co-operative.
 - (b) The co-operative shall cancel any share purchased or repaid in full by the cooperative.
 - (c) The co-operative shall not, in any financial year, repurchase shares or repay the amount paid up on shares, or both, if the amount to be paid by the co-operative exceeds the sum of:
 - (i) 5% of the nominal value of the issued share capital of the co-operative immediately before the commencement of that financial year; and
 - (ii) the amount of any additional share capital of the co-operative subscribed for during that year,unless exempted by written order of the Co-operatives Council, either unconditionally or subject to conditions.
 - (d) The amount paid for a share when it is repurchased may be an amount determined by the board which is less than the nominal value of the share if the books of the co-operative disclose that the amount paid is the net shareholder's equity per share in the undertaking of the co-operative.
 - (e) Section 172 of the Act does not apply to any member who has been expelled or had his/her membership cancelled under Part 6 of the Act.
 - (f) The board must not agree to repurchase shares or repay amounts paid up on shares if:
 - (i) the repurchase or repayment is likely to cause the co-operative to become insolvent, or
 - (ii) the co-operative is insolvent.
 - (g) If the board is of the opinion that to pay the repurchase price would adversely affect the financial position of the co-operative it can:

- (i) if it is a deposit-taking co-operative, apply the amount as an interest bearing deposit by the member with the co-operative, or
 - (ii) allot or issue debentures or CCUs of the co-operative to the member in satisfaction of the amount.
- (h) A deposit, debenture, or CCU issued pursuant to (g) shall:
 - (i) bear interest during any period in accordance with Section 173 of the Act; and
 - (ii) be repaid to the member as soon as, in the board's opinion, such repayment would not adversely affect the financial position of the co-operative, and in any case within ten (10) years.

LIABILITY OF MEMBERS TO THE CO-OPERATIVE

- 27. (a) A Full Member shall, in accordance with Section 76 of the Act, be liable to the co-operative for the amount, if any, unpaid on the shares held by that member, together with any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.
- (b) On the death of a member, the member's estate is subject to the same liability as the member would have been until the member's personal representative registered in the member's place.

ANNUAL SUBSCRIPTION

- 27A. (a) Members' subscriptions shall be paid in advance either annually or if the board so directs and approves, for such number of years as provided for in the by-laws. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by the rules shall be as prescribed by the board from time to time provided always that the amount of annual subscription paid shall be not less than two dollars (\$2.00) and not more than twenty dollars (\$20.00).

VOTE OF MEMBERS

- 28. (a) An active member of the co-operative shall have one (1) vote only in respect of any question or motion arising at a general meeting of the co-operative.
 - (b) A member's right to vote is a personal right and is not attached to, or conferred by, any share held by the member in the co-operative.
29. A person is not entitled to exercise a member's right to vote under a power of attorney, if that person has a power of attorney to vote in respect of another member.

CONFIRMATION OF SHARES HELD BY MEMBERS

- 30. a) Every person whose name is entered as a member in the register of members shall be given, after application and without payment, a share statement certifying the number of shares held by the person and the amount paid up on those shares.
- (b) If a share statement is defaced, lost or destroyed a duplicate may be issued by the co-operative on payment of a fee, not exceeding five dollars (\$5.00), and on such terms as to evidence and indemnity as the board thinks fit.

FORFEITED SHARES

- 31 (a) A person whose shares have been forfeited pursuant to these rules shall cease to be a member in respect of the forfeited shares. However, that person shall remain liable to pay to the co-operative all moneys which (as at the date of forfeiture) were payable by the person to the co-operative in respect of the shares, in addition to the calls in default.
- (b) A statutory declaration in writing by a director of the co-operative stating that a share in the co-operative has been forfeited on a date stated in the declaration, shall be conclusive evidence of that fact as against all persons claiming to be entitled to the share.
- (c) The co-operative shall, pursuant to Section 80 of the Act have a charge upon the paid up amounts of the forfeited shares and may appropriate those amounts pursuant to paragraph (2) of that section.

CHARGE ON SHARES

- 39A. The co-operative shall, as provided in Section 80 of the Act, have a charge upon the share or interest in the capital and on the credit balance of a member or past member of the co-operative and may set off any sum credited or payable to such member or past member in or towards payment of the debt.

40. (Deleted)

TRANSFER AND TRANSMISSION OF SHARES

- 40A. Subject to the rules, a share shall not be sold or transferred.

41. (a) The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members.
- (b) Shares shall be transferred in the following form or in a usual or common form which the board shall approve:

I, A.B. of

In consideration of the sum of \$.....

paid to me by C.D., of

("the transferee") do transfer to the

transferee the share (or shares) numbered

in the

to hold on behalf of the transferee, the transferee's heirs, executors, administrators and assigns, subject to the conditions on which I hold the same at the time of the execution of this transfer.

I, the transferee, agree to take the said share (or shares) subject to the conditions on which the transferor holds the share (or shares) and subject to

the rules of

as amended from time to time.

As witness our hands, the day of 20

Signed by

....., transferor.

In the presence of, witness.

Signed by

....., transferee.

In the presence of, witness.

- (c) A share may not be sold or transferred except:
 - (i) with the consent of the board, and to a person who's qualified to be admitted to membership of the co-operative under Rules 14 and 16; or
 - (ii) as otherwise provided by these rules or the Act.
- (d) The board may decline to register any transfer of shares to a person not qualified to be a member under Rule 16 or of whom they do not approve. The board may also decline to register any transfer of shares on which the co-operative has a lien or charge. If the board refuses to register a transfer of shares it shall send notice of the refusal to the transferee within two (2) weeks after the date on which the board declined to register the transfer.
- (e) The board of the co-operative shall not consent to the sale or transfer of shares to a person in contravention of Rule 20(d).
- (f) The board may decline to recognise any instrument of transfer unless:
 - (i) a fee of \$ is paid to the co-operative for the transfer; and
 - (ii) the instrument of transfer is accompanied by the certificate (if any) of the shares to which it relates, and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer.
- (g) The board shall have a record of all transfers made in the proper books of the co-operative..
- (h) The board may suspend the registration of transfers during the fourteen (14) days immediately preceding the annual general meeting in each year.

EFFECT OF SALE, TRANSFER OR DISPOSAL OF SHARES

- 42. A member who has sold or transferred, or disposed of the beneficial interest in, that member's shares, or has agreed to do any of those things, is not entitled to vote at any meeting of the co-operative.

DEATH OF MEMBER

- 43. (a) The board may register as the holder of a share, a trustee executor or administrator of the estate of a dead person who was the registered holder of the share in the co-operative.
- (b) On the death of a member, the member's share in the co-operative cannot be transferred to a person other than an administrator or executor except with the consent of the board of the co-operative.

REGISTRATION OF OFFICIAL TRUSTEE IN BANKRUPTCY

44. Where a member is declared bankrupt, the Official Trustee in Bankruptcy may be registered as the holder of the share held by the bankrupt member.

REGISTRATION AS ADMINISTRATOR OF ESTATE ON INCAPACITY OF MEMBER

45. A person appointed under a law of a State or Territory to administer the estate of another person who, through mental or physical infirmity, is incapable of managing their affairs, may be registered as the holder of a share held by the incapable person whose estate the appointed person is administering.

ENTITLEMENTS AND LIABILITIES OF PERSON REGISTERED AS TRUSTEE, ADMINISTRATOR, ETC

46. Registration of a person in respect of a share pursuant to rules 43, 44 and 45 shall be for the purpose of enabling the co-operative to purchase such share.

DISCIPLINARY PROCEEDINGS AGAINST CLUB MEMBERS

47. (a) If any member shall refuse or neglect to comply with any of the provisions of the rules of the club or the by-laws thereof or be in the opinion of the board guilty of any conduct prejudicial to the interests of the club or be guilty of conduct which in the opinion of the board is unbecoming of a member or which shall render him unfit for membership, the board shall have power to reprimand, suspend for such period as it considers fit, expel or accept the resignation of such member and to erase his name from the register of members provided that:
- (i) Such member shall be notified of any charge against him pursuant to this rule by notice in writing by a registered letter posted to his last known address as early as possible before the meeting of the board at which such charge is to be heard and provided that such period of notice shall not be less than fourteen (14) days.
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
 - (iii) If the member fails to attend such meeting the charge or complaint may be heard and dealt with and the board may decide on the evidence before it, the member's absence notwithstanding, having regard to, any representations made to it in writing, by the member charged.
 - (iv) Any decision of the board of such hearing or any adjournment thereof shall be final and the board shall not be required to assign any reason for its decision.
- (b) Any member notified or any member proposed in accordance with this rule to be notified, may immediately be suspended from all privileges of the club until such time as the meeting is held. Such immediate suspension of membership shall be advised to the member in writing. The meeting of the board to hear the charge against the member shall be heard within one (1) month of the notification to the member of his immediate suspension.
- (c) The shares of any member expelled shall be cancelled as at the date of expulsion and the cancellation shall be noted in the register of shares.
- (d) The maximum period during which a member may be suspended from membership of the club shall be eleven (11) months.

REPAYMENT OF EXPELLED MEMBERS' SHARE CAPITAL

48. (a) Subject to paragraph (b) of this rule, the co-operative shall pay to the expelled member, the amount of capital paid up on the member's shares at the time of expulsion (less any amount owing by the member to the co-operative).
- (b) For the purposes of this rule "deficiency" shall mean the amount of accumulated loss or deficiency disclosed in the last preceding balance sheet of the co-operative. Where such a deficiency exists a proportionate part of the loss or deficiency must be deducted from the amount of capital paid up on the share of the expelled member.
- (c) Payment to the expelled member shall be made at such time as shall be determined by the board in its discretion but not later than twelve (12) months from the date of expulsion.
- (d) An expelled member shall not be re-admitted as a member other than in compliance with rule 18 and, in addition, unless such re-admission is approved by special resolution. A member so re-admitted shall not have restored the share which was cancelled on the member's expulsion.

TURNING OUT MEMBERS AND GUESTS

- 48A. (a) The secretary, or an authorised employee of the club, may refuse to admit to the club and may turn out, or cause to be turned out, of the club premises any person including any member: who is intoxicated, violent, quarrelsome or disorderly; whose presence on the club premises renders the club or the secretary liable to a penalty under the Registered Clubs Act; who hawks, peddles or sells any goods on the premises of the club; who uses, or has in his or her possession, while on the club premises any substance that the secretary suspects of being a prohibited drug or prohibited plant; who, for the purpose of prostitution, engages or uses any part of the club premises, or who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the licensed premises that is a smoke-free area within the meaning of that Act.
- (b) If pursuant to this rule a person (including a member) who has been refused admission to, or has been turned out of the premises of the club, the secretary or an authorised employee or officer of the club, may at any subsequent time refuse to admit said person into the premises of the club or may turn the person out, or cause the person to be turned out of the club premises and such power to turn out or refuse entry may be exercised until such time as the matter that lead to said person being turned out or refused entry has been dealt with by the board or one (1) month has elapsed, whichever is the sooner.
- (c) The persons who are entitled to exercise the powers set out in this rule shall be:
- (i) in the absence of the secretary from the premises of the club, the senior employee then on duty; and
- (ii) any person authorised in writing by the secretary to exercise such powers.
- (d) The secretary and any person exercising the powers referred to in this rule may use or authorise such reasonable force as may be necessary to remove from the club premises any such person referred to in this rule.
- (e) The secretary and any person who has exercised any of the powers referred to in this rule shall within forty-eight (48) hours of using such powers make a report in writing, relaying the facts, matters and circumstances relating to the exercise of the powers.

CEASING MEMBERSHIP

49. A person shall cease to be a member in any of the following circumstances:
- (i) if the member's membership is cancelled under rule 15;
 - (ii) if the member is expelled in accordance with rule 47;
 - (iii) if the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy;
 - (iv) on death of the member, provided that the member's estate shall remain liable until the co-operative pays the value of the member's share in accordance with the Act;
 - (v) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
 - (vi) if the member's share is transferred to another person and the transferee is registered as the holder of the share in accordance with these Rules;
 - (vii) if the member's share is forfeited in accordance with the provisions of the Act or the provisions of these rules (other than a forfeiture) to remedy a contravention of Rule 20(d);
 - (viii) if the member's share is purchased by the co-operative in accordance with rule 26; and
 - (ix) if the amount paid up on the member's share is repaid to the member in accordance with the provisions of these rules.

ANNUAL GENERAL MEETINGS

50. (a) The first annual general meeting of a co-operative must be held at any time within 19 months (or such other period as may be permitted under the Act) after the incorporation of the co-operative.
- (b) A general meeting of the club to be known as the "annual general meeting" shall be held each year on such date and a time and at such place as determined by the board as long as it is within five (5) months after the close of the financial year of the club, or within such further time as may be allowed by the Registrar or prescribed by the Act or the regulations.
- (c) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.
- (d) If an annual general meeting is not held in accordance with paragraph (a) or paragraph (b) of this rule, any twenty-five (25) Full Members may convene the annual general meeting to be held within such time as the Registrar may allow and such meeting shall be convened as nearly as possible in the manner in which such meeting should have been convened by the board. Any reasonable expenses incurred in the calling of any such meeting shall be refunded by the co-operative to the Full Members incurring the same. Any sums so paid shall be retained by the co-operative out of any sums due or to become due from the co-operative by way of fees or other remuneration in respect of their services to such directors as were in default.

CONVENING GENERAL MEETINGS

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

REQUISITION OF GENERAL MEETINGS BY MEMBERS

52. (a) The board must convene a general meeting of the co-operative on the requisition in writing by active members who together are able to cast at least 20% of the total number of votes to be cast at a meeting of the co-operative.
- (b) The requisition must:
- (i) state the objects of the meeting; and
 - (ii) be signed by the requisitioning members (and may consist of several documents in like form each signed by one or more of the requisitioning members); and
 - (iii) be served on the co-operative by being lodged at the registered office of the co-operative.
53. (a) A meeting requisitioned by members in accordance with rule 52 must be convened and held as soon as practicable and, in any case, must be held within two (2) months after the requisition is served.
- (b) Where the board does not convene a meeting twenty-one (21) days after the requisition is served, the following provisions apply:
- (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the board;
 - (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of file persons entitled when the requisition was served, to receive notice of general meetings of the cooperative;
 - (iii) the board must send the requested statement to the requisitioning members within seven (7) days after the request for the statement is made;
 - (iv) the meeting convened by the requisitioning members must be held not later than three (3) months after the requisition is served;
 - (v) any reasonable expenses incurred by the requisitioning members because of the board's failure to convene the meeting must be paid by the co-operative;
 - (vi) any such amount required to be paid by the co-operative is to be retained by the co-operative out of any money due from the co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

NOTICE OF GENERAL MEETINGS

54. (a) Subject to rule 55, at least fourteen (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 97.
- (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 Full 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) (i) Notice in writing of any resolution or special business must be given to the secretary and shall be considered at the first general meeting held at least six (6) weeks after receipt of the notice. If a general meeting is held on a date less than six (6) weeks after the notice is received, provided that the club can give at least twenty-one (21) days notice of the resolution or special business to members, the club may, at its discretion, and with due notice, present the resolution or special business to members for consideration.
- (ii) A member of the club who is entitled to cast a vote at the annual general meeting may submit a written question to the auditor if the question is relevant to the content of the auditor's report to be considered at the annual general meeting or the conduct of the audit of the annual financial report. The member shall submit the question to the club no later than five (5) business days before the annual general meeting. Despite the question being one that is addressed to the auditor, the club may examine the contents of the question and make a copy of the question. The club must, as soon as practicable after the question is received by the club, pass the question on to the auditor even if the club believes the question is not relevant to the auditor's report or conduct of the audit. The club must, at or before the start of the annual general meeting, make copies of the question list reasonably available (on request) to the members attending the annual general meeting provided that a question need not be included in the question list if the question is the same in substance as another question (even if it is differently expressed).
- (d) The board shall have inserted in any notice convening a general meeting any business which a Full Member has notified of intention to move and for which notification has been given in accordance with this rule provided that notification shall have been received before the notice of the meeting has been issued.
- (e) Notice of every general meeting shall be given in some manner as authorised in rule 97 to:
 - (i) every Full Member of the co-operative, except those who have not supplied to the co-operative an address or facsimile number for the giving of notices to them;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a Full Member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and
 - (iii) the auditor or auditors of the co-operative.
- (f) Except as provided in this rule, no other persons shall be entitled to receive notices of general meetings.

NOTICE OF SPECIAL RESOLUTIONS

55. Notice of a special resolution shall be given to those persons, entitled to receive notice under rule 54, at least twenty-one (21) days before the general meeting and shall specify the intention to propose the resolution as a special resolution at that meeting and specify the terms of the special resolution.

BUSINESS OF GENERAL MEETINGS

56. (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) to receive from the board, auditors, or any officers of the co-operative reports upon the transaction 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 declare elected the directors and the Honorary Publicity Officer to hold office for the ensuing year in accordance with the statement of the Returning Officer pursuant to rule 69A(ix)(G); and
 - (iv) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both.
- (b) The annual general meeting may also transact special business of which notice has been given to Full 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.
 - (d) The chairman of an annual general meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask questions about, or make comments on, the management of the club.
 - (e)
 - (i) The club's auditor is entitled to attend any general meeting of the club and is entitled to be heard at the meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor even if the auditor retires at the meeting or the meeting passes a resolution to remove the auditor from office.
 - (ii) If the club's auditor or representative is at the annual general meeting, the chairman of the meeting shall allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

QUORUM AT GENERAL MEETINGS

- 57. (a) No item of business shall be transacted at any general meeting unless a quorum of Full Members is present at the time when the meeting is considering that item.
- (b) Except where these rules state otherwise, twenty-five (25) Full Members who are active members present in person and entitled to vote constitute a quorum.
- (c) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of Full 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 Full Members present shall constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

- 58. (a) The President shall preside as chairperson at every general meeting of the co-operative.
- (b) If at any meeting the President is either not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the

Full Members present shall choose someone from their number to be chairperson until such time as the President being in attendance is willing to so act.

- (c) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place. The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for fourteen (14) days or more notice 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

59. 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 ten (10) minutes. Subsequent speakers shall be allowed five (5) minutes, and the mover of the motion five (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 (1) amendment shall be submitted to the meeting for discussion at one time;
- (v) the mover of every original motion, but not of an amendment, shall have the right to reply. Immediately after this the question shall be put from the chair. No other member shall speak more than once on the same question, unless permission is given for an explanation, or where the attention of the chairperson is called to a point of order;
- (vi) motions and amendments shall be submitted in writing, if requested by the chairperson;
- (vii) any discussion on a motion or amendment may be closed by a resolution "that the question be now put" being moved seconded, and carried. Such resolution shall be put to the meeting without debate;
- (viii) any member, or visitor invited to attend the meeting by the board, may speak on any issue at a meeting with the permission of the chairman provided that the permission may be conditional;
- (ix) standing orders may be suspended for any period by ordinary resolution.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

- 60. (a) At any meeting of the co-operative a member, whose membership is required to be forfeited under rule 15, is not entitled to attend.
- (b) A member of the co-operative is not entitled to vote at a meeting of the co-operative:

- (i) if the person is not an active member of the co-operative;
 - (ii) if 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 201 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 five (5) Full 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 of proportion of the votes recorded in favour of, or against, that resolution.
- (d) If a poll is demanded in accordance with rule 60(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 rule 60(c) may be withdrawn.
- (e) On a show of hands, or on a poll, every Full Member who is present at the meeting in person shall have one (1) 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 be entitled to a second or casting vote.
- (g) All resolutions, except special resolutions or as otherwise provided in these rules, shall be determined by a simple majority.
- (h) Notwithstanding any of the provisions of these rules, a Full Member who is an employee of the co-operative shall not be eligible to vote.
- (i) A person shall not attend or vote at any meeting of the co-operative as the proxy of another person.

POSTAL BALLOT

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

SPECIAL RESOLUTION

62. (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; two-thirds in a postal ballot; or by three quarters of the members who cast votes in a special postal ballot of members.
- (b) A special postal ballot for the 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,
 - (ii) transfer of incorporation,
 - (iii) an acquisition or disposal of assets referred to in section 285,
 - (iv) the maximum permissible level of share interest in the co-operative,

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

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

BOARD OF DIRECTORS

63. (a) There may be a board of nine (9) directors (inclusive of a President and a Vice-President) each of whom must be a Full Member. The Board shall consist of seven (7) directors who are elected in accordance with these rules.
- (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.

QUALIFICATIONS OF DIRECTORS

64. A person is not eligible to be elected or appointed as director of the club:
- (a) unless the person is an active member of the club and has been a Full Member for at least two (2) years (at the date of calling for nominations for election to the board);
 - (b) unless the person declares in writing that the person has received the education and training material for club directors that is approved by the Director of Liquor & Gaming. Any such written declaration is to be kept by the club in a register for a period of at least three (3) years and made available to the Director of Liquor & Gaming on request;
 - (c) if the person is an employee of the club.

FIRST AND SUBSEQUENT DIRECTORS

65. The first directors are to be elected at the formation meeting of the co-operative.
66. All directors shall retire at the annual general meeting.

RETIREMENT AND ELECTION OF DIRECTORS

67. (a) The election of the board shall be conducted and counted by one of the following:
- (i) In the case of the club having 10,000 or less Full Members, the election shall be conducted in accordance with the Registered Clubs Regulations by a returning officer and at least two (2) scrutineers appointed by the board; or
 - (ii) In the case of the club having more than 10,000 Full Members, the election shall be conducted by a returning officer appointed by the board who shall be a person or body approved by the Director of Liquor & Gaming; or
 - (iii) The State Electoral Commissioner.
- (b) A candidate for any position shall not be appointed as returning officer or as a scrutineer.
- 67A. The State Electoral Commissioner (or an officer within the meaning of the Public Sector Management Act 1988 authorised in writing by the Electoral Commissioner) shall conduct an election of the board of the club if:
- (a) (i) An application is made in writing to the Director of Liquor and Gaming by a member entitled to vote for the making of the order, and said application is signed by at least 200 or one-tenth of the number of members of the club so entitled to vote, whichever is the less, and showing the names in full or the surnames and the initials of the given names of the signatories; and
 - (ii) Notice in writing of intention to make the application was given to the club at least twenty-one (21) clear days before the day appointed for the commencement of the hearing of the application; or
- (b) An order is made by the Licensing Court as part of its determination in a matter of complaint against the club; or
- (c) (i) On application by the club to the Electoral Commissioner; and
- (ii) Written notification of that fact is sent at the same time to the Principal Registrar of Liquor and Gaming.
- 67B 1. The Board shall be elected triennially in accordance with this Rule and Schedule 4 of the Registered Clubs Act ("**the Triennial Rule**") with the first meeting under the Triennial Rule being the Annual General Meeting held in 2018
2. For the purposes of the Triennial Rule, the following Schedule applies:

SCHEDULE

Definitions

1. In this Schedule -

"general meeting" means a meeting of the members of the club at which members of the governing body are to be elected;

"year" means the period between successive general meetings.

Rules for election to governing body for term of 3 years

2 First general meeting under triennial rule

(1) The members elected to the governing body at the first general meeting at which the triennial rule applies shall be divided into 3 groups.

(2) The groups:

(a) shall be determined by drawing lots, and

(b) shall be designated as group 1, group 2 and group 3

(c) group 1, shall be two in number, group 2 shall be two in number and group 3 shall

- be three in number
- (3) Unless otherwise disqualified, the members of the governing body:
- (a) in group 1 shall hold office for 1 year (to be elected in 2018 and every third year thereafter); and
 - (b) in group 2 shall hold office for 2 years (to be elected in 2018 and every third year thereafter); and
 - (c) in group 3 shall hold office for 3 years (to be elected in 2018 and every third year thereafter).
- (4) The members elected to the governing body shall then elect, from their number:
- (a) The President; and
 - (b) The Vice President.

3 Subsequent general meetings

- (1) At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.
- (2) The members elected to the governing body shall then elect, for the year, from their number:
- (a) The President; and
 - (b) The Vice President.

4 Casual vacancies

- (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.
- (2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

5 Re-election

A person whose term of office as a member of the governing body under the triennial rule expires is not for that reason ineligible for election for a further term.

68. A retiring director shall be eligible for re-election subject to the person holding the qualifications specified in rule 64.
69. The co-operative prior to each annual general meeting at which directors retire, shall cause a ballot to be conducted to fill the offices so vacated and to fill the office of Honorary Publicity Officer, who shall also retire at that annual general meeting. The calling of nominations for candidates to fill the offices so vacated shall be conducted in such manner as the board determines.
- 69A. The officers referred to in rule 69 shall be elected by a ballot of the Full Members and such ballot shall be conducted in the following manner:
- (i) The board shall appoint a Returning Officer and fix the date for the closing of the ballot.
 - (ii) A director or member of the co-operative shall not be eligible for appointment as Returning Officer.
 - (iii) The Returning Officer shall cause ballot papers to be prepared in or to the following effect to reflect the number of directors to be elected in accordance with Rule 67B :

**PADDINGTON/WOOLLAHRA R.S.L. MEMORIAL & COMMUNITY
CLUB CO-OPERATIVE LIMITED**
Election of Directors

BALLOT PAPER

For election of

SEVEN (7) DIRECTORS

Directions:

Number the boxes with the numbers # to # opposite the name of the following candidates to indicate order of your preference:

[Boxes and Names to follow]

Such ballot papers shall give clear instructions on the method of voting.

- (iv) For the purposes of the ballot, the Returning Officer shall cause to be prepared a roll of all Full Members of the co-operative.
- (v) Each ballot paper shall be initialled by the Returning Officer. The Returning Officer shall at least fourteen (14) days prior to the date fixed for the closing of the ballot, transmit by post or otherwise deliver to every Full Member whose name appears on the Register one (1) set of the following material:
 - (A) one (1) ballot paper.
 - (B) an unsealed envelope, in this rule referred to as the outer envelope, addressed to the Returning Officer the reverse side of which shall be printed as follows:

.....
(Full Name) (BLOCK LETTERS)
.....
(Address)
.....
(Signature)
 - (C) a smaller plain envelope, in this rule referred to as the inner envelope, in which the voter shall enclose his completed ballot paper.
- (vi) Upon a Full Member making and transmitting to the Returning Officer a declaration that he has not received the ballot papers or that the ballot papers received by him have been lost or spoilt or destroyed and that he has not already voted, the Returning Officer may issue duplicate ballot papers to him. Any Full Member making a declaration under this paragraph which is false in any material particular shall be guilty of a breach of these rules.
- (vii) The Returning Officer shall provide a ballot box or boxes capable of receiving the voting papers. The ballot box or ballot boxes shall be locked immediately before the ballot papers are delivered in accordance with rule 69A(v) and remain locked until the close of the ballot.
- (viii) After completing the ballot papers the voter shall place them in the ballot box or boxes provided not later than noon on the date fixed for the closing of the ballot, or alternatively, the voter may return the completed ballot papers to the Returning Officer

by post in an envelope plainly endorsed "Ballot Papers". The Returning Officer will then place or cause them to be placed in the ballot box not later than noon on the date fixed for the closing of the ballot.

- (ix) As soon as practicable after noon on the date fixed for the closing of the ballot, the Returning Officer shall open the ballot box or boxes and deal with the contents as follows:
 - (A) mark or cause to be marked for each set of voting papers returned the voter's name on the roll by drawing a line through the name;
 - (B) where a duplicate outer envelope has been issued and the original outer envelope is received, reject such original envelope and mark it "Rejected";
 - (C) if the outer envelope has not been signed or if the details shown on such envelope are not sufficient to disclose by whom the vote is being exercised, reject the envelope and mark it "Rejected";
 - (D) extract or cause to be extracted the inner envelopes containing the ballot papers from all un-rejected outer envelopes, separating the contents from the outer envelopes in such a way that no inner envelopes could subsequently be identified with any particular voter;
 - (E) when all outer envelopes have been dealt with in the manner aforesaid, cause all the inner envelopes not rejected to be opened and the ballot papers to be taken therefrom;
 - (F) cause the ballot papers to be scrutinised under his supervision and reject in accordance with rule 69A(x) such as he finds to be informal;
 - (G) count or cause to be counted the votes and make out and sign a statement containing particulars prescribed in rule 69A(xi) and forward it to the President who shall announce the result of the ballot at the Annual General Meeting.
 - (x) A ballot paper shall be rejected as informal if:
 - (A) it is not duly initialled by the Returning Officer; or
 - (B) it is so imperfectly marked that the intention of the voter cannot with certainty be ascertained by the Returning Officer.
 - (xi) The statement of the Returning Officer referred to in rule 69A(ix)(G) shall state:
 - (A) the names of those persons elected; and
 - (B) the number of votes rejected as informal.
 - (xii) The Returning Officer shall retain all ballot papers (whether formal or otherwise) locked in the ballot box or boxes until he has been informed in writing by the chairman of the general meeting after the ballot has been decided that they may be removed from the ballot box or boxes. The notification from the chairman shall state that the results of the ballot were placed before the meeting and the approval for their removal was passed by resolution of the meeting.
- 69B.
- (a) Notwithstanding any of the provisions of these rules a Full Member who is an employee of the club shall not be eligible to vote at any election of the board or of any director.
 - (b) An employee of the club must not vote at any election of the governing body of another club or association if any member of that governing body would, as the result of that election, be entitled or qualified to be appointed (or be nominated for appointment) to the board of this club.

- 69C. A person shall not vote at any election of the board or of a director as the proxy of another person.
- 69D. If at any general meeting at which an election of directors ought to take place the places of the retiring directors or any of them shall not be filled the meeting shall stand adjourned until the same in the next week at the same time and place, and such adjourned meeting may receive nominations and elect directors to fill the vacancies.

REMUNERATION

70. (a) The directors shall not receive remuneration for their services as directors, but all necessary expenses incurred by them in the business of the co-operative shall be refunded to them.
- (b) For the purposes of this rule "remuneration" means any money, consideration or benefit but does not include:
- (i) amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the co-operative or any subsidiary of the co-operative;
 - (ii) in relation to an employee director - remuneration received or due and receivable as an employee.

REQUISITION AND NOTICE OF BOARD MEETING

71. (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 President, at least forty-eight (48) hours notice shall be given to the directors of all meetings of the board.
- (c) The board may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit PROVIDED THAT meetings of the board (including those conducted in accordance with rule 73) must be held at least once monthly and may be held as often as may be necessary for properly conducting the business and operations of the co-operative.

PROCEEDINGS OF THE BOARD

72. (a) Questions arising at any meeting shall be decided by a majority of votes of those present and voting.
- (b) In the case of an equality of votes, the chairperson shall have a second or casting vote.
- (c) A director shall not vote in respect of any contract or proposed contract with the co-operative in which the director is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract and, if the director votes in contravention of this rule, the director's vote shall not be counted.
- (d) A person shall not attend or vote at any meeting of the board as the proxy of a director.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

73. The board may in accordance with Section 210 of the Act transact any of its business:

- (a) (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 speaks on a matter before the meeting, can be heard 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 paragraph (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 paragraph (a)(i) by facsimile or other transmission of the information in the papers concerned.

QUORUM FOR BOARD MEETINGS

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

APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

75. The continuing members of the board may act notwithstanding any vacancy in the board, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the board, the continuing member or members may act for the purpose of increasing the number of members of the board to at least the number required for a quorum or of summoning a general meeting of the Club, but for no other purpose.

CHAIRPERSON OF BOARD

76. If at any meeting the President is either not present within five (5) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the directors present may choose one of their number to be chairperson of the meeting until such time as the President being in attendance is willing to so act.

DELEGATION AND BOARD COMMITTEES

77. (a) The board may (in accordance with Section 213 of the Act) by resolution delegate the exercise of such of the board's functions (other than this power of delegation) as are specified in the resolution:
- (i) to a director, or
 - (ii) to a committee of two (2) or more directors.

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

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

EXERCISE OF DELEGATED POWER BY DIRECTORS

78. (a) An instrument purporting to be signed by a director as referred to in Section 214(1) of the Act shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the board under Section 213 of the Act.
- (b) A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.
- (c) 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.

REMOVAL OF DIRECTOR FROM OFFICE

79. Subject to the provisions of these rules, the members in general meeting may, by ordinary resolution of which due notice has been given, remove any member or members of the board whomsoever or the whole of the board before the expiration of his or their period of office and may by ordinary resolution appoint another person or persons in his or their stead. Any person so appointed shall hold office during such time only as the person whose place he is appointed would have held the same if he had not been so removed.

VACATION OF OFFICE OF DIRECTOR

80. A director vacates office in such circumstances (if any) as are provided in the rules of the co-operative and in any of the following cases:
- (a) if the person is an insolvent under administration (as defined in the Law);
 - (b) if the person is mentally incapacitated or the subject of an order under a law of another State or of a Territory relating to mental health;
 - (c) if the person has been convicted:
 - (i) of any offence under the Act; or
 - (ii) of any other offence and is sentenced to any period of imprisonment without the option of a fine or if that conviction disqualifies a person from being a director, as provided by Section 208(2) of the Act;
 - (d) if the director absents himself/herself from three (3) consecutive ordinary meetings of the board without its leave;

- (e) if the director resigns from office by notice in writing give by the director to the co-operative;
- (f) if the director is removed from office by ordinary resolution of the co-operative;
- (g) if the person ceases to be a Full Member of the co-operative or otherwise to hold the qualification by reason of which the person was qualified to be a director;
- (h) if the director becomes an employee of the co-operative;
- (i) if an administrator of the co-operative's affairs is appointed under Division 6 of Part 12 of the Act;
- (j) as provided by Section 217 of the Act;
- (k) if the director is directly or indirectly interested in any contract or proposed contract with the co-operative and fails to declare his/her interest as required under Section 234 of the Act;
- (L) if the director is removed from office, by a voluntary administrator of the co-operative appointed under Part 5.3A of the Law, as applying under Section 332 of the Act.

FILLING OF CASUAL VACANCIES

- 81. The board shall have power at any time and from time to time, to appoint any eligible person to the board to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the next following annual general meeting but shall be eligible for re-election.
- 82. *(Deleted)*
- 83. *(Deleted)*

MINUTES OF MEETINGS

- 84. (a) The board shall have minutes of meetings made in books provided for the purpose, and in particular:
 - (i) of all appointments of officers and employees made by the directors;
 - (ii) of the names of the directors present at each meeting of the board and of any committee of the board;
 - (iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees of directors.
- (b) Minutes must be recorded in the minute book within fourteen (14) 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

85. (a) Without prejudice to the general powers conferred on the board by the Act or these rules, the board shall, subject to any applicable Industrial Award or Agreement, have power to appoint, remove or suspend officers, servants, agents and contractors, and to fix their powers, duties and remuneration.
- (b) For the purposes of this rule:
- (i) "Industrial Award or Agreement" means an Award or Enterprise Agreement made or approved under a State or Federal Act regulating industrial relations., and
 - (ii) "Enterprise Agreement" includes an Enterprise Flexibility Agreement, Australian Workplace Agreement, or Certified Agreement.

APPOINTMENT OF SECRETARY

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

INSURANCE

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

FINANCIAL YEAR

88. The financial year of the co-operative shall end on the 31 December in each year.

ACCOUNTS

89. (a) The board shall cause proper accounts, books and other records to be kept with respect to the financial affairs of the club in accordance with the Act, the Registered Clubs Act, and Australian accounting standards.
- (b) In accordance with the Registered Clubs Act, the annual report shall specify the core property and non-core property of the club as at the end of the financial year to which the report relates.
- (c) The accounts shall be presented to the club members in general meeting once in every year and shall include a financial report for the financial year, a director's report for the financial year, and an auditor's report.
- 89A. (a) The club shall prepare, on a quarterly basis, financial statements that incorporate the club's profit and loss accounts and trading accounts for the quarter, and a balance

sheet as at the end of the quarter, and provide the financial statements to the board of the club for adoption in accordance with the Registered Clubs Act.

- (b) The financial statements shall be available to the members of the club within 48 hours of the statements being adopted by the board. The club shall post a notice on the club's noticeboard indicating that the financial statements are available on the club's website (if any), and how the members of the club can access the financial statements on the website, and that a copy of the financial statements is available to any member of the club on a request in writing by the member.
- 89B. The club shall within one (1) month after the annual general meeting lodge with the Liquor Administration Board a copy of the annual accounts and reports (the financial report for the year; the directors' report for the year; and the auditor's report on the financial report).

BANKING

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

AUDITOR

91. (a) The accounts of the co-operative must be audited annually in accordance with the Corporations Act 2001 as applied by the Act and Regulation.
- (b) One or more auditors shall be appointed, hold office, be remunerated, and have duties, and responsibilities in accordance with the Corporations Act 2001 as applied by the Act and Regulation and shall be qualified as a registered company auditor, unless exempt from this requirement under an order made pursuant to Section 244, in which case the auditor shall hold the qualifications of
- i) a member of the Institute of Chartered Accountants of Australia or
 - ii) a member of CPA Australia or
 - iii) a person approved by the Registrar.
- (c) An auditor must not be replaced except in accordance with procedure set out in the Corporations Act 2001 as applied by the Act and Regulation.
- (d) At least two (2) months notice of a resolution to remove the auditor must be given to the club. Immediately such a notice is received by the club, it shall forward a copy of the notice to the auditor and a copy to the Registrar.
- (e) Notice of the special resolution relating to the appointment of an auditor and notice of the meeting to consider such special resolution shall be given to members entitled to vote and to the auditors nominated.
- (f) If an auditor is not appointed by the members at a duly convened general meeting, the club shall notify the Registrar within seven (7) days of same, and an auditor shall be appointed by the Registrar.
92. The auditor's duties shall be regulated in accordance with the provisions of The Act.
93. (a) The club must give the auditor notice of all general meetings in the same way that a member of the club is entitled to receive notice, and, must give any other communications relating to the general meeting that a member of the club is entitled to receive.

- (b) The auditor may appoint a representative to attend a meeting.

NO DISTRIBUTION OF SURPLUS

94. There shall be no return or distribution on surplus or share capital to members other than the nominal value of shares (if any) at winding up. The co-operative is empowered to apply part of its surplus in the manner envisaged by section 281(1) of the Act.

PROVISION FOR LOSS

95. The board shall make such provisions for loss which may result from the transactions of the co-operative as the Act requires or allows.

DISPUTES

96. (a) In this rule:
- (i) "party" includes:
 - (A) a member of the co-operative;
 - (B) any aggrieved person who has ceased to be a member in the last six (6) months;
 - (C) any person claiming through or under a member or any aggrieved person referred to in rule 96(a)(i)(B); and
 - (D) the co-operative, including the board or any other officer of the co-operative.
 - (ii) "dispute" may only refer to a matter affecting a person of the type mentioned above (A) - (C) in the capacity of such a person as a member or ex-member of the co-operative; or as a person claiming through or under a member of the co-operative in that person's capacity as a member.
- (b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of the rule except where the person seeks urgent interlocutory relief.
- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society. (Copy available from the Registry of Co-operatives (02) 6333 1421).
- (e) If the parties do not agree within seven (7) 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

- 97.
- (a) A notice may be given by the co-operative to any member either personally or by sending it by post to the member's registered address, or where the member has notified the co-operative of an electronic means of communication, by that means of communication. If the member has no registered address then the notice can be sent to any address supplied by the member to the co-operative for the giving of notices.
 - (b) 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 twenty-four (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.
 - (c) If a member has no registered address (and has not supplied to the co-operative an address for the giving of notices) a notice addressed to the member and advertised in the newspaper circulating 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.
 - (d) A notice forwarded by an electronic means of communication shall be deemed to have been served, unless the sender's electronic means of communication indicates a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
 - (e) A notice may be given by the co-operative to the person entitled to a share in consequence of the death, incapacity or bankruptcy of a member by sending it through the post in a prepaid letter addressed to that person by name. Alternatively it can be addressed to the person by the title of representative of the deceased or incapacitated person, or trustee of the bankrupt, or by any like description. The address should be that supplied for the purpose by the person claiming to be entitled. Alternatively, if no such address has been supplied, the notice can be given in the manner in which it could have been given if the death, incapacity or bankruptcy had not occurred.
 - (f) For the purpose of this rule "registered address" means the address of the member as appearing in the register of Full Members, Honorary Members and Temporary Members (as the case may require).

WINDING UP

- 98.
- (a) The winding up of the co-operative shall be in accordance with Part 12 of the Act.
 - (b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any property, amounts paid up on shares shall be refunded and any remaining amount shall be given or transferred to an institution:
 - (i) which has objects similar to those of the co-operative;

- (ii) whose constitution prohibits the return or distribution on surplus or share capital amongst its members;
 - (iii) which has been chosen by the members of the co-operative at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter; and
 - (iv) which satisfies the relevant sub-section of Section 23 of the Income Tax Assessment Act.
- (c) In paragraph (b), the expression "institution" includes an institution or institutions.

HONORARIUMS

99. The Full Members may at any annual general meeting or special general meeting without notice of motion grant an honorarium to any members of the co-operative for services rendered.

CLUB OPERATIONS

100. (a) No liquor shall be supplied or sold to persons under the age eighteen (18) years.
- (b) No person under the age of eighteen (18) years shall use, operate or be permitted to operate poker machines in the co-operative's club premises.
101. The documents and records which by the Liquor Act and the Registered Clubs Act the co-operative is required to keep and maintain shall be kept at the registered office of the co-operative.
102. The secretary, or any employee, or a member of the board or of any committee, of the club shall not be entitled, under the rules of the club or otherwise, to receive, directly or indirectly, any payment calculated by reference to the quantity of liquor purchased, supplied, sold or disposed of by the club or the receipts of the club for any liquor supplied or disposed of by the club, or any payment calculated by reference to the gaming revenue or gaming revenue or turnover of the club.
103. The secretary shall for all purposes of the Liquor Act and any amendments thereto be the holder of the Certificate of Registration of the co-operative issued pursuant to the Liquor Act.
104. (a) Subject to the provisions of the Registered Clubs Act, if the club at any time conducts the business of a registered club at more than one set of premises, the club shall appoint a different manager, approved by the Liquor Administration Board (LAB), for each set of premises at which the secretary of the club is not normally in attendance (subject to certain LAB exceptions). The secretary may only be regarded as being normally in attendance at one (1) set of premises of the club.
- (b) Only a natural person shall be appointed manager of club premises.
105. Subject to section 185 of The Act the club must not dispose of any core property of the club subject to section 285 of the Co-operatives Act 1992 unless:
- (a) the property has been valued by a registered valuer within the meaning of the Valuers Act; and
 - (b) the disposal has been approved at a general meeting of the Ordinary Members of the club at which a majority of the votes cast supported the approval; and
 - (c) any sale is by way of public auction or open tender conducted by an independent real estate agent or auctioneer,

notwithstanding any exceptions created by regulations made under the Registered Clubs Act.

106. The club shall observe the liquor harm minimisation requirements of the Registered Clubs Act, that is, the minimisation of harm associated with misuse and abuse of liquor (such as harm arising from violence and other anti-social behaviour).
107. Deleted.

GUESTS

108. (a) All members (excluding Temporary Members, Honorary Members, and Junior Members) shall have the privilege of introducing guests to the club who are over the age of eighteen (18) years and such member shall enter the names and full residential addresses of such guests together with his own name in the guest register.
- (b) No guest shall be supplied with liquor on the premises of the club except on the invitation of and in the company of a member.
- (c) Guests shall be required to remain in the reasonable company of the introducing member and shall not remain on the club premises any longer than the member.
- (d) Members shall be responsible for the conduct of any guests they may introduce to the club.
- (e) No member shall introduce any guest more frequently or in greater numbers than may for the time being be provided by by-law, nor shall he introduce any person as a guest whose name has been removed from the register of members for misconduct or who has been suspended by the board of the club.
- (f) The board shall have power to make by-laws from time to time regulating the terms and conditions on which guests may be admitted to the club, provided that at all times such by-laws are not inconsistent with the rules and the Registered Clubs Act.
- (g) Members introducing persons under the age of eighteen (18) years to the club shall ensure that such persons remain in the designated permissible areas as defined by the board.

DISCLOSURE, ACCOUNTABILITY AND GOVERNANCE

109. Members of the board of the club and top executives of the club are required to declare any gift or remuneration (which shall include fee for service) received from an affiliated body if the value of the gift or remuneration exceeds \$500. The declaration of the gift or amount of remuneration must be in a form approved by the Director of Liquor & Gaming and must be submitted to the secretary of the club within fourteen (14) days of receipt of the gift or remuneration.
110. In accordance with regulations made under the Registered Clubs Act, a member of the board or any employee of the club, must submit a written return in each year to the club, declaring any gifts or remuneration received from a person or organisation that is a party to a contract with the club, including all parties supplying goods and/or services to the club.
111. (a) The club shall not enter into a contract with the secretary of the club, a manager, or any close relative of the secretary or manager, or a company or other body in which any of these persons has a controlling interest. "controlling interest" in a company or body, shall mean if a person or person's interest, when added to the interest in the company or body held by one or more close relatives of the person, is a controlling interest in the company or body and such person or persons have the capacity to

determine the outcome of decisions about the financial and operating policies of a company or body. Furthermore, the club shall not enter into a contract for the remuneration of a top executive unless the proposed contract has first been approved by the members of the board.

- (b) The club must not enter into a contract with a member of the board or a top executive of the club, or with a company or other body in which such a member or top executive has a pecuniary interest, unless the proposed contract is first approved by the board of the club.
 - (c) Sub-paragraph (b) does not apply to a pecuniary interest if there are guidelines prescribed by the Registered Clubs Act at the time the relevant contract is entered into that include provisions to the effect that pecuniary interests of the type concerned are not pecuniary interests to which that sub-paragraph applies.
 - (d) It shall be the duty of a member of the board or a top executive to declare the nature of his interest in a contract in writing, or at a board meeting of the club, prior to the approval of such contract and it shall be the duty of the secretary to record such declaration in the minutes of the meeting.
 - (e) A member of the board so interested in a contract shall be counted in a quorum but shall not vote on any such contracts or arrangements with the club.
 - (f) Before entering into a contract, the club shall make all reasonable inquiries to ensure that the provisions of sub-paragraphs (a) and (b) are not contravened.
 - (g) When making any such inquiries as to whether a party to the proposed contract is or is not a person, company or body referred to in sub-paragraphs (a) and (b), the club is entitled to rely on a statutory declaration from the party to the proposed contract (or, in the case of a company or other body that is a party to the proposed contract, from the chief executive officer of the company or body) that the party is or is not such a person, company or body.
112. The secretary of the club and managers of the club are prohibited from holding a hotelier's license or from holding a financial interest in respect of a hotel.
113. (a) Any member of the board of the club or a top executive of the club who acquires a financial interest in a hotel shall give a written declaration of that interest to the secretary of the club within fourteen (14) days after acquiring the interest.
- (b) In the case where a member is elected or appointed to the board and holds a financial interest in a hotel, and in the case where a top executive of the club is appointed and holds a financial interest in a hotel, such interest shall be declared in writing to the secretary within fourteen (14) days after the election or appointment.
114. A member of the board 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 member's knowledge, declare the nature of the interest at a meeting of the board.
115. (a) The club shall not lend money to a member of the board of the club.
- (b) The club shall not lend money to an employee of the club unless:
- (i) The amount of the proposed loan (together with the amount of any other loan to the employee by the club that has not been repaid to the club) is \$10,000 or less, and
 - (ii) The proposed loan has first been approved by the board of the club.
- (c) Sub-paragraph (b) (i) does not apply to any amount of money lent to the employee in accordance with the terms and conditions of the employee's contract of employment with the club.

116. (a) In accordance with regulations made under the Registered Clubs Act, the secretary of the club shall maintain a register of disclosures, declarations and returns made to the club under the Registered Clubs Act.
- (b) Any member may view a copy of the register of disclosures, declarations and returns on a request to the club in writing by the member.