

R U L E S O F

**THE BOOLAROO BOWLING & RECREATION CO-OPERATIVE SOCIETY
LIMITED**

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

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

REGISTRY OF CO-OPERATIVES

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(Code: NT/NS/RC: (09/2001))

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DEFINITIONS

1. In these rules, unless the context otherwise requires:
 - (i) **“active member”** means a member who is in active membership within the provisions of Rule 16;
 - (ii) **“alter”** or similar word or expression used in relation to a rule amendment includes add to, substitute, and rescind;
 - (iii) **“annual general meeting”** means the annual general meeting held each year as required by the Act and these rules;
 - (iv) **“auditor”** means an auditor or auditors for the time being of the co-operative appointed in accordance with Rule 68;
 - (v) **“by-laws”** means the by-laws of the co-operative that are currently in force;
 - (vi) **“banking account”** includes an account with a credit union or building society registered, or authorised to operate, under the Australian Prudential Regulation Authority Act and the Banking Act into which the co-operative's monies may be paid;
 - (vii) **“business day”** means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales;
 - (viii) **“chairperson”** includes deputy chairperson;
 - (ix) **“club member”** means a person who is a full member, a provisional member, an honorary member or a temporary member of the co-operative;
 - (x) **“director”** means any director of the co-operative for the time being and any deputy director acting in the absence of a nominating director under Rule 59;
 - (xi) **“financial year”** means the financial year of the co-operative as specified in Rule 65;
 - (xii) **“full member”** means a person who is an active member of the co-operative, and is either an ordinary or life member;
 - (xiii) **“guest”**, in relation to a full member, a provisional member or an honorary member of a co-operative, means a person:
 - (A) whose name and address, countersigned by the member, are entered in a register kept for the purpose by the co-operative; and
 - (B) who, at all times while on the co-operative premises, remains in the reasonable company of the member; and
 - (C) who does not remain on the co-operative premises any longer than the member;
 - (xiv) **“honorary member”** means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club;

- (xv) **“life member”** means a person who is elected to membership of the co-operative for life;
- (xvi) **“may”** or a similar word or expression used in relation to a power of the Board indicates that the power may be exercised or not exercised at the Board's discretion;
- (xvii) **“member”** means a person who is an active/full member of the co-operative;
- (xviii) **“month”** means calendar month;
- (xix) **“notice board”** means the board or boards provided on the co-operative premises on which notices for the information of members is posted;
- (xx) **“officer”** includes the President, Vice-President(s), Director(s), duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;
- (xxi) **“ordinary member”** means a member of the co-operative, other than a life member, provisional member, honorary member or temporary member;
- (xxii) **“postal ballot”** includes a special postal ballot;
- (xxiii) **“prescribed”** means prescribed by the Act or under the Act by Regulation;
- (xxiv) **“provision”** in relation to the Act, means words or other matter that form or forms part of the Act, and includes:
- (A) a chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, 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;
- (xxv) **“provisional member”** means a person who has applied for admission as a full member of the co-operative, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application;
- (xxvi) **“regulation”** means a regulation made under the Act, and any regulation that applies to a co-operative by way of a transitional regulation made under the Act;
- (xxvii) **“relevant interest”** has the same meaning as given in Schedule 2 of the Act;
- (xxviii) **“rules”** mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;
- (xxix) **“shall”** or a similar 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;
- (xxx) **“special resolution”** means a resolution which is passed in accordance with Rule 43;

- (xxxix) **“temporary member”** means a person who, under the rules of the co-operative, is a temporary member of the club;
- (xxxii) **“the Act”** means the Co-operatives Act 1992;
- (xxxiii) **“the Board”** means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with Rule 50, being not less than a quorum or a majority, as the case may be;
- (xxxiv) **“the club”** means **The Boolaroo Bowling and Recreation Co-operative Society Limited**;
- (xxxv) **“the Clubs Act”** means the Registered Clubs Act 1976;
- (xxxvi) **“the co-operative”** means **The Boolaroo Bowling and Recreation Co-operative Society Limited**;
- (xxxvii) **“the Law”** means the Corporations Law;
- (xxxviii) **“the Registrar”** means the Registrar of Co-operatives or any person delegated the Registrar's functions;
- (xxxix) **“the secretary/Manager”** means any person appointed by the Board as secretary of the co-operative in accordance with the rules;
- (xl) **“the State”** means the State of New South Wales;
- (xli) **“writing”** includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and "written" has a corresponding meaning;
- (xlii) Words importing one gender include the other genders;
- (xliii) Words in the singular include the plural, and vice versa;
- (xliv) Words or expressions used have the same meanings as those given to them by the Act.

DEFINITIONS - INTERPRETATION PROVISIONS

- 2. (a) A reference in these rules to “the Act” includes a reference to:
 - (i) the Act as originally enacted, and as amended from time to time since its original enactment; and
 - (ii) if the Act has been repealed since the inclusion of the reference in these rules - the legislation enacted in substitution of the Act (whether legislation of the State or Federal Parliament) and as amended from time to time since its enactment;
- (b) A reference in these rules to a provision in “the Act” includes a reference to:
 - (i) the provision as originally enacted, and as amended from time to time since the original enactment;

- (ii) if the provision has been omitted and re-enacted (with or without modification) since the enactment of the reference - the provision as re-enacted and as amended from time to time since its re-enactment; and
 - (iii) if the provision has been omitted and replaced with a new provision dealing with the same area of law or procedure - the new provision as enacted and as amended from time to time since its enactment.
- (c) (i) In the interpretation of a rule, or paragraph of a rule, the interpretation that will best achieve the purpose of the rule is to be preferred to any other interpretation.
- (ii) This provision applies whether or not the purpose is expressly stated in the rule or subparagraph of the rule.
- (d) In these rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.

NAME

3. (a) The name of the co-operative shall be:
- The Boolaroo Bowling and Recreation Co-operative Society Limited.**
- (b) The co-operative may, in accordance with Section 259 of the Act, change its name by way of a special resolution to a name approved by the Registrar.

NON-TRADING CO-OPERATIVE

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

CONVERSION TO A CO-OPERATIVE WITHOUT SHARE CAPITAL

- 4A (a) On the registration of these rules:
- (i) the co-operative shall convert from being a co-operative with a share capital to a co-operative without a share capital;
 - (ii) every person who was a member before the date of registration continues to be a member in accordance with these rules;
 - (iii) all shares in the co-operative held by any member before the registration, are cancelled;
 - (iv) the paid up share capital shall become part of the general reserves of the co-operative to be applied in accordance with the rules.
- (b) The conversion to a co-operative without a share capital shall not affect the obligation of a member to pay to the co-operative any amount which was payable,

but unpaid by the member to the co-operative on or before the date of registration of these rules.

- (c) No member (including a deceased member, through their personal representative), admitted to membership of the co-operative prior to the date of registration of these rules, shall be entitled to the amount paid up on that member's share on the cancellation of membership, or on the member ceasing membership.

REGISTERED OFFICE

- 5. (a) The co-operative must cause a notice to be conspicuously and publicly displayed at the premises of the registered office which states the name of the co-operative and identifies the premises as its registered office.
- (b) The Board shall notify the Registrar of any change of address of the registered office of the co-operative within 28 days after the change, and on the form approved by the Registrar.

REGISTERED CLUBS REQUIREMENTS

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

RULES

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

- (ii) between the co-operative and each director; and
- (iii) between a member and each other member.

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

- (b) (i) A member shall be entitled, on demand, to a copy of the rules upon payment of the sum specified in Rule 77, Schedule of Fees.
- (ii) A person may inspect a copy of these rules free of charge at the office where the registers are kept, during all reasonable hours.

RULE ALTERATIONS

- 8. (a) The rules may be altered by a special resolution, by a resolution of the Board in accordance with Section 112 of the Act or as otherwise permitted by the Act. The Active Membership Provision must only be altered by Special Resolution. A change to the Active Membership Provision cannot be proposed at a meeting unless prior approval has been obtained from the Registrar.
- (b) No alteration to these rules takes effect until the alteration is registered by the Registrar.
- (c) Where any rule is altered, by way of a board resolution under Section 112 of the Act, the co-operative must cause the alteration to be notified, in writing, to members as soon as practicable after the alteration is registered and, in any event, not later than the date on which notice is given to the members of the next annual general meeting of the co-operative, following the registration of the alteration.

BY-LAWS

- 9. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations, the Clubs Act and the rules of the co-operative and the constitutions of the appropriate District Bowling Association and the Royal NSW Bowling Association, relating to the conduct of members on the premises of the co-operative or to the operations of the co-operative. Such By-Laws, shall have the full force of the Rules of the Co-operative. The decision of the Board on the construction and interpretation of the By-Laws shall be conclusive and binding on all members.
- (b) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 76.

OBJECTS

- 10. The objects of the co-operative shall be:
 - (i) To promote the game of bowls and such other sports and games, amusements and recreations as the board may deem expedient and to operate, maintain and carry on a club for that purpose;

- (ii) To affiliate with such associations as shall be considered necessary;
- (iii) To purchase, lease or otherwise acquire land at any place that the co-operative may deem expedient and to layout and prepare such grounds for bowls and for other purposes of the co-operative and provide a club house other conveniences in connection therewith, and permit their use by members and their guests on such terms as the board shall determine. Notwithstanding the provisions of this rule no portion of the Co-operative's property, which may be covered by a certificate of registration under the Clubs Act shall be let, leased or demised without the prior approval of the Licensing Court;
- (iv) To hold or arrange bowls and other matches, games and competitions and offer and grant or contribute towards the provision of trophies, awards or distinctions;
- (v) To subscribe to, become a member of and co-operate with any association(s) whether incorporated or not, whose objects are altogether or in part similar to those of this co-operative.
- (vi) To buy, sell and deal in all kinds of apparatus and provisions, either liquid or solid required by persons frequenting the co-operative's property and premises, but not to compete with wholesale or similar stores which sell goods not normally sold by bowling clubs.
- (vii) To create and operate a provident scheme in accordance with Rule 87.

POWERS

- 11. (a) The co-operative shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act, including, but not limited to, the following powers:
 - (i) Provide and maintain buildings and grounds for education, recreation or other community purpose, or operate, maintain or carry on any club, or promote or assist clubs for any such purpose;
 - (ii) Promote and carry out any charitable undertaking;
 - (iii) Raise money on loan for any objects of the co-operative from time to time subject to the Act, but otherwise unlimited by the rules.
 - (iv) Purchase for cash or on terms and to take on lease or otherwise acquire any easements, buildings or property, real or personal, which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the co-operative;
 - (v) Raise money by entrance fees, subscriptions, levies etc and to grant any rights or privileges to subscribers;
 - (vi) Enter into any arrangements or co-operate with any club or clubs, person or persons for the purpose of promoting any of the objects of the club upon such terms and conditions as shall be agreed upon;

- (vii) Raise or borrow money and to secure the repayment of any monies raised, borrowed or owing by the co-operative on mortgages or other securities over the whole or any part of the undertaking and assets of the co-operative including after acquired property or rights or in such other manner as may determined upon by the co-operative with approval, however, of the board for the time being of the co-operative. In the exercise of this power the co-operative may raise on loan an aggregate amount not exceeding \$200 000 at any time.
- (viii) Acquire by purchase or otherwise shares in any other co-operative.
- (b) The co-operative shall not have the power to lend money to any of its employees or members.

SEAL

- 12. (a) The co-operative shall, as required by Section 258(1)(a) of the Act, have the name of the co-operative appear in legible characters on its Common Seal and on any Official Seal, and the Australian Registered Body Number of the co-operative if required under the Law. The Common Seal shall be kept at the registered office in such custody as the Board shall direct.
- (b) The co-operative may, pursuant to Section 49 of the Act, have for use in place of its Common Seal outside the State, one or more Official Seals. Each of the additional seals must be a facsimile of the Common Seal with the addition on its face of the name of the place where it is to be used.
- (c) The Common Seal of the co-operative shall not be affixed to any instrument except by resolution of the Board. The seal must be affixed by a director of the co-operative in the presence of another director or officer of the co-operative.
- (d) The person affixing the Official Seal must certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.

CO-OPERATIVE MAY AUTHORISE AGENT OR ATTORNEY TO EXECUTE DEEDS

- 13. (a) The co-operative may, by writing under its Common Seal, empower its agent or attorney (either generally or in respect of a specified matter or specified matters) to execute deeds on its behalf.
- (b) A deed signed by such an agent or attorney on behalf of the co-operative and under the agent's or attorney's seal, or under the appropriate official seal of the co-operative, binds the co-operative and has effect as if it were under the Common Seal of the co-operative.
- (c) The authority of such an agent or attorney, as between the co-operative and a person dealing with the agent or attorney, continues during the period (if any) mentioned in the instrument conferring the authority or, if no period is so mentioned, until notice of the revocation or termination of the agent's or attorney's authority has been given to the person dealing with the agent or attorney.

- (d) Where an agent or attorney affixes an Official Seal to an instrument, the person must comply with Rule 12(d).

CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

14. (a) The co-operative must have at the registered office, subject to Rule 15, and available during all reasonable hours for inspection by *any member* free of charge the following:
- (i) a copy of the Act, the Clubs Act and the Regulations;
 - (ii) a copy of the rules of the co-operative;
 - (iii) a copy of the minutes of each general meeting of the co-operative;
 - (iv) a copy of the last annual report of the co-operative under Section 252 of the Act;
 - (v) the register of directors and members;
 - (vi) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the co-operative;
 - (vii) such other registers as the regulation provides are to be open for inspection.
- (b) The register of members must be kept in accordance with Sections 30 and 31 of the Clubs Act, Section 249 of the Act and the Regulation.

A member is entitled to make a copy of entries in a register specified in subparagraph (a) and to do so free of charge.

- (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, the Clubs Act and the Regulations;
 - (ii) a copy of the rules of the co-operative;
 - (iii) a copy of the last annual report of the co-operative under Section 252 of the Act.

NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT

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

ACTIVE MEMBERSHIP PROVISION

16. In accordance with Part 6 of the Act:

- (i) (i) The operation, maintenance and carrying on of a Club for the promotion of bowls and other social and sporting activities are the primary activities of the Co-operative; and
 - (ii) a member shall:
 - (A) be an ordinary member who pays an annual subscription determined by the annual general meeting in accordance with Rule 22; or
 - (B) be a life member;
- in order to establish active membership of the co-operative.

CANCELLATIONS RELATING TO INACTIVE MEMBERS

17. (a) The Board shall, after giving notice in accordance with Section 132 of the Act, declare the membership of a member cancelled if:
- (i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least 1 month before the date of cancellation; or
 - (ii) the member is not presently an active member and has not been an active member at any time during the past 1 month immediately before the date of cancellation.
- (b) The co-operative shall, in a form approved by the Registrar, keep a register of memberships cancelled pursuant to subparagraph (a), which shall specify the particulars prescribed in Clause 6 of Schedule 1 of the Co-operatives Regulation 1997.
- (c) The Board shall not be required to give notice, under this rule, if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$50, or such other amount as may be prescribed.

QUALIFICATIONS FOR MEMBERSHIP

18. (a) A person is not qualified to be admitted to membership of the co-operative unless:
- (i) the Board has reasonable grounds for believing that the person will be an active member under Rule 16; and
 - (ii) the applicant is an individual and not a body corporate.

(Additional qualifications may be included.)

- (b) Club membership shall consist of the following classes:
- (i) Ordinary members;
 - (ii) Life members;
 - (iii) Honorary members;
 - (iv) Temporary members; and
 - (v) Provisional members.
- (c) Ordinary membership consists of the following sub-classes:
- (i) Bowling member;
 - (ii) Social Bowling Member.
 - (iii) Junior Bowling member;
 - (iv) Social member,
 - (v) Croquet member.
- (d) The rights, duties and entitlements of the various classes of membership are as follows:
- (i) BOWLING MEMBER shall mean a member of the Co-operative (male or female) who shall pay a full annual subscription in accordance with Rule 22, or, in the case of a new member joining after the first day of September and prior to the thirty first day of March next following, such proportion of such full annual subscription (being not less than \$2.00) as decided by the Board. Each applicant for Bowling Membership shall indicate on his application form that he intends to play bowls. Coaching classes, or instruction on the rudiments of the game, may be arranged for new bowlers.
A bowling member shall be entitled to:
 - (A) All the playing and social privileges and advantages of the Co-operative; and
 - (B) Vote in the election of the Board, vote on amendments to the rules, vote at general meetings and vote at Annual general Meetings of the Co-operative; and
 - (C) Standing for office on the Board of Management; and
 - (D) Proposing or seconding Member for positions on the Board of Management; and
 - (E) Proposing or seconding persons for admissions to membership of the Co-operative.
 - (ii) Social Bowling Member shall mean a member of the Co-operative (male or female) who shall pay a full annual subscription in accordance with Rule 22, or, in the case of a new member joining after the first day of September and prior to the thirty first day of March next following, such proportion of such full annual subscription (being not less than \$2.00) as decided by the Board.

Each applicant for Bowling Membership shall indicate on his application form that he intends to play bowls. Coaching classes, or instruction on the rudiments of the game, may be arranged for new bowlers.

A social bowling member shall be entitled to:

- (A) All the playing and social privileges and advantages of the Co-operative; except participating in competitions requiring registration with the Newcastle District or other Bowling Associations and
- (B) Vote in the election of the Board, vote on amendments to the rules, vote at general meetings and vote at Annual general Meetings of the Co-operative; and
- (C) Standing for office on the Board of Management; and
- (D) Proposing or seconding Member for positions on the Board of Management; and
- (E) Proposing or seconding persons for admissions to membership of the Co-operative.

- (iii) JUNIOR BOWLING MEMBER shall mean a person under the age of eighteen (18) years but of a minimum age of twelve (12) years who, having been elected as a Junior Bowling Member, shall pay the entrance fee (if any) and the applicable annual subscription. Subject to the provisions of the Registered Clubs Act a Junior bowling member shall be entitled to such of the playing privileges and to use such of the facilities of the Club as the board shall determine but shall not be entitled to hold office on the Board of management of the Club or to nominate Club members for such office or to vote at any meetings of the Club.

Junior Bowling Members shall be subject to the same conditions regarding probationary membership and the intention to play bowls as apply to applicants for Bowling Membership under Rule 20(n). On attaining the age of 18 years a Junior Bowling Member may make written request to transfer to bowling membership and the board **may** grant such request without the necessity of a fresh election. A Junior bowling member so changing his membership designation shall pay such additional subscription as shall, with the amount already paid by him as such Junior bowling member, bring his total subscription to the amount payable by a Bowling member.

- (iv) SOCIAL MEMBER means a member, male or female, entitled to use the facilities of the Club without participating in the game of bowls. Apart from this restriction, Social Members shall have all the rights and privileges of Bowling Members except;
 - (A) Standing for office on the Board of Management.
 - (B) Nominating Members for vacant positions on the Board of Management
 - (C) Nominating New Members to the Club;
 - (D) No proxy vote is allowed

At no time shall the number of Social Members exceed 85% of the total membership of the Club

- (v) LIFE MEMBERSHIP shall mean any member who may, in consideration of long or meritorious service or for any other special reason, be granted honorary life membership of the Club. A proposal for Life Membership shall be made in

writing by any two Bowling Members of the Club and the Board shall consider it and come to a decision regarding it. No such grant shall be made except on the recommendation of the Board made to the annual or special general meeting and communicated to members in the notice convening such meeting and the subsequent adoption of that recommendation by two-thirds of the members present entitled to vote. At no time shall the number of Life Members exceed (12) twelve. A Life Member shall be entitled to full membership in all respects, without the payment of the annual subscription.

(vi) PROVISIONAL MEMBERSHIP may be granted to a person who has applied for membership of the Club, has paid the appropriate membership subscription and is awaiting a decision on his application. The Board or Secretary shall be empowered to grant provisional membership pending the determination of the membership application.

(vii) HONORARY MEMBERSHIP

The following may be made Honorary member of the club:

- (A) The Patron or Patrons for the time being;
- (B) Any prominent citizen or local dignitary visiting the Club for some special occasion.

An Honorary Member shall be entitled only to the social privileges of the Club and to play bowls and such other games, recreations and pastimes as determined by or on the invitation of the Board from time to time.

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

- (A) A member of any Registered Club who, at the invitation of the Board or an authorised person attends on any day at the premises of the Club for the purposes of an organised competition to be conducted by the Club on that day when he so attends the premises of the Club until the end of the day. Any person who is a Temporary Member of the Club under this article shall be deemed to have been admitted as a Temporary Member of the Club;
- (B) A person that lives more than 5km from the premises of the club;
- (C) A person who may live less than 5kms from the Club who is a member of another Registered Club with similar objects;
- (D) A visiting member of another bowling club, affiliated with the Royal NSW Bowling association (RNSWBA), the Australian Bowls Council or any District Association recognised by such State Association or Council or members of a Women's Bowing Club affiliated with the Australian Women's Bowling Council (AWBC) or the NSW Women's Bowling Association (NSWWBA) or any District Association recognised by such State Association or Council, for the duration of the day on which the person takes part in any match, game, competition or tournament played on the Club's property;
- (E) Any prominent citizen visiting the club for some special occasion;

- (F) Any interstate or overseas visitor or a visiting bowler (residing not less than 50 km from the Club's premises), for the duration of such visit or three (3) months, whichever expires first;
 - (G) Members of bona fide bowling clubs which have no bowling greens of their own visiting the club for the purpose of playing a match or a competition.
 - (H) Member of other clubs, visiting the club for the purpose of taking part in a competition of darts, indoor bowls, billiards snooker or other competitions for the day of such competitions only;
- (e) The Board shall have power to grant on written request for Bowling, Social Bowling or Social members to change from either one of such designations to another without the necessity of a fresh election, provided that a Bowling Member or Social Bowling Member, on changing his designation, shall not be entitled to any refund or reduction for any subscription paid or payable by him for the current year.
 - (f) Any Social or Social Bowling Member changing his designation to that of a Social Bowling or Bowling Member shall pay such additional subscription as shall, with the amount already paid by him as such Social Member, bring his total subscription to the amount payable by a Social Bowling or Bowling Member.
 - (g) A Social Member transferring to Social Bowling or Bowling Membership shall be subject to the same provisions as regards probationary period and coaching classes as apply to applicants for Bowling Membership under Rule 20(n).
 - (h) Social, Temporary, Provisional and Honorary members shall not be entitled to compete for club championship prizes nor to take part in competitions conducted by the Newcastle District Bowling Association nor to hold any office in the Club or nominate any members for such office.
 - (i) Temporary, Provisional and Honorary members shall not be entitled to vote.

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

19. 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

20. (a) The Board must provide each person intending to become a member of the co-operative with:
- (i) a consolidated copy of the rules of the co-operative; and
 - (ii) a copy of all special resolutions applicable to the member passed by the members of the co-operative, except special resolutions providing for an alteration of the rules of the co-operative; and

- (iii) a copy of the last annual report of the co-operative under Section 252 of the Act.
- (b) The Board may comply with Rule 20(a) by:
 - (i) giving the person intending to become a member notice that the documents referred to in that sub-rule may be inspected by that person at the registered office of the co-operative, and
 - (ii) making those documents available for inspection.
- (c) A person shall not be admitted as a full member of the co-operative unless elected to membership at a meeting of the board by a two-thirds majority. The names of the members elected and the members present and voting at the meeting are to be recorded by the secretary.
- (d) Every candidate for membership of the co-operative shall be proposed and seconded by members of the co-operative in accordance with Rule 18.
- (e) Applications for membership shall be lodged at the registered office, in or to the effect of the form approved by the Board. Such applications shall be signed by the applicant and by the two Bowling or Life members of the Co-operative who are proposing and seconding the application.
- (f) The names and addresses of persons proposed for election as ordinary members shall be displayed in a conspicuous place on the premises of the club for at least fourteen days before their election.
- (g) An interval of at least fourteen days shall elapse between the proposal of a person for election as an ordinary member of the co-operative and his or her election.
- (h) During such time any objections to the application may be lodged with the board.
- (i) If elected, the board shall allot the shares applied for. The applicant's name together with the number of shares allotted, date of allotment and any other information required by or under the Act shall be entered in the register of members. The applicant shall be notified in writing of the allotment and of the entry in the register and shall then be entitled to the privileges attaching to membership.
- (j) The board, may, at their discretion, refuse any application for membership or shares and need not give any reasons to the unsuccessful applicant. Upon refusal the applicant's deposit shall be refunded without interest.
- (k) 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 18 is not admitted as a member.
- (l) On election of a member the secretary shall at once forward to such member notice of his election and shall issue with such notice an account for the entrance fee and/or subscription if such has not already been paid. Should such fees not be paid within one month of the date of posting of such notice the membership of such member shall lapse.

- (m) Every person elected to membership of the Co-operative shall be furnished with a copy of these rules and the By-Laws.
- (n) Each applicant for Social Bowling or Bowling Membership shall indicate on his application form that he intends to play bowls and he shall be elected for a probationary period of up to 6 months during which time that intention shall be evident, unless he is already an experienced bowler. Coaching classes, or instruction on the rudiments of the game, can be arranged for new bowlers.
- (o) Each member shall be elected for the current financial year and shall be eligible for re-election without further nomination for each ensuing year by the Board at its regular meeting in the month of June in each year, provided that each member, at the date of such meeting of the Board, who has not given notice of his resignation prior to such meeting shall automatically be re-elected subject to the Rules of the Club, unless his membership is rejected or deferred by two-thirds majority of the members of the Board present and provided that at least eight members of the board shall be present at such meeting and provided further that any member whose re-election has been rejected or deferred shall have a right of appeal to the judicial committee which shall act as set forth in these Rules.
- (p) Any member who shall not have signified to the Secretary/Manager in writing his intention to withdraw from the Club on or before the 31 March in each year shall be deemed to be a member for the ensuing year. If his subscription is not paid before the 31 March the Secretary/Manager shall inform him by letter that his membership has lapsed and will be cancelled in accordance with Rule 17.
- (q) No person under 18 years of age except a Junior Bowling Member shall be admitted a member of the Club and no persons shall be allowed to become Honorary or Temporary Members of the Club, or be relieved of the payment of the regular subscription, except those possessing certain qualifications defined in these rules and subject to the conditions prescribed herein.
- (r) Any member may resign at any time by giving notice in writing to that effect to the secretary. Upon acceptance of such resignation by the Board and the payment by the member of all subscriptions, levies and other moneys owing by him to the Club, he shall cease to be a member and, if so desired by him, shall be issued with a clearance. No resignation shall be effective until formally accepted by the Board.
- (s) There shall be no joint members.

ENTRANCE FEES

21. Every applicant for membership shall pay a once only non-returnable maximum entrance fee of \$20 or such sum as may be fixed by the members at a general meeting. The fee shall be paid either in full, upon application, or within one month of the date of posting of the notice of acceptance of membership of the Co-operative.

ANNUAL SUBSCRIPTION

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

- (b) Members may be required to pay an annual subscription which shall:-
 - (i) be in addition to any other charges payable under the rules;
 - (ii) be determined by the members at a general meeting from time to time;
 - (iii) be payable, in advance, within the period set by the Board; and
 - (iv) for ordinary members, be not less than \$2.00 and not exceed \$100 and shall be payable in advance and fall due on 31st March in each year.
- (c) Notwithstanding paragraph (b)(iii) the Board may, either generally or in a specific case, extend a period for the payment of the Annual Subscription, even though the previous period has expired. The extended period for payment shall not exceed 12 months.
- (d) If the subscription of any member is not paid by 31st March, the member shall be automatically suspended from all privileges of the co-operative and a person's membership shall be cancelled in accordance with Rule 17.
- (e) Upon payment of annual subscription each member shall be issued with a membership card showing his name and the date to which he is financial.

MEMBERS OF THE CO-OPERATIVE

- 23. The members of the co-operative are:
 - (a) those persons who signed the application for registration of the co-operative; and
 - (b) those persons admitted to membership in accordance with Rules 18 and 20; and
 - (c) those persons who become members by a transfer of engagements to the co-operative.

EMPLOYEE MEMBERS

- 24. An employee may be a member of the co-operative in accordance with the Clubs Act, however the following restrictions apply:
 - (a) the employee member is not entitled to vote at any meeting of the co-operative, meeting of the Board or at any election of the Board; and
 - (b) the employee member shall not hold office as a member of the Board of the co-operative.

LIABILITY OF MEMBERS TO THE CO-OPERATIVE

- 25. (a) A member shall not, as a member of the co-operative, be under any personal liability to a creditor of the co-operative.
- (b) A member shall, in accordance with Section 76 of the Act, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.

- (c) On the death of a member, the member's estate is subject to the same liability as the member would have had prior to death.

VOTING RIGHTS

26. (a) Subject to Rule 18, an active member of the co-operative shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.
- (b) (i) A person must not directly or indirectly control the right to vote of a member.
- (ii) If a person controls the exercise of the right to vote of a member at a meeting of the co-operative:
- (A) the vote of that member; and
- (B) the vote of that person, if that person is a member,
- are invalid.
- (iii) Nothing in subparagraph (b) prevents the exercise of a vote by means of a power of attorney.
- (c) A member's right to vote is a personal right.

RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY

27. 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.

SUSPENSION AND DISCIPLINARY ACTION OF MEMBERS

28. (a) The Board may, by resolution of two-thirds (2/3) majority, warn, reprimand, fine or suspend members for a period not exceeding twelve (12) months, who do any of the following acts:
- (i) infringe any of the rules or by-laws of the co-operative;
- (ii) fail to discharge obligations to the co-operative, whether prescribed by these rules or arising out of contract; or
- (iii) conduct themselves in a manner prejudicial or detrimental to the interests of the co-operative;
- and against whom any complaint in writing has been lodged with the secretary.
- (b) At least seven (7) days notice by registered letter (or certified mail) stating the date, time and place of the meeting shall be given to any member whose act is to be considered by the Judicial Committee. The written notice shall also state the nature of the act which, in the committee's opinion, has been committed by the member. At

all meeting on matters of this nature the Judicial Committee may give notice of the meeting to any person or persons whose presence may be desired by it.

- (c) At the meeting, the Judicial Committee may question the member and any other person having knowledge of the facts on any matter pertaining to the infringement or complaint. Also, the member shall be afforded a full opportunity to be heard and shall be entitled to call witnesses and to cross-examine witnesses called against the member. If the member fails to attend at the time and place mentioned, without reasonable excuse, the act shall be considered and the Judicial Committee may decide on the evidence before it, in spite of the member's absence, but having regard to any representations made to it in writing by the member charged. Once the act has been considered, the Judicial Committee will make its recommendation in writing to the Board who may decide to warn, reprimand, fine, suspend or recommend the expulsion of the member who allegedly committed the act.
- (d) No motion by the Board to suspend a member shall be passed unless at least a two-thirds (2/3) majority of the members of the Board present vote in favour of such a motion.
- (e) Any member who has been warned, reprimanded, fined or suspended or a member against whom the board intends to recommend expulsion in accordance with Rule 29, shall have the right of appeal to the Board, which shall meet within fourteen (14) days from the receipt in writing of an appeal by the member concerned. Pending the hearing of any such appeal the member shall not be entitled to enter the premises of the club.
- (f) The Board shall not be required to assign any reason for its decision.

EXPULSION OF MEMBERS

- 29. (a) A member may be expelled from the co-operative by special resolution to the effect:
 - (i) that the member has failed to discharge the member's obligations to the co-operative, whether prescribed by these rules or arising out of any contract; or
 - (ii) that the member has been guilty of conduct detrimental to the co-operative.
- (b) In either case written notice of the proposed resolution shall be forwarded to the member not less than 14 days before the date of the meeting at which the special resolution is to be moved, and the member shall be given a reasonable opportunity of being heard at the meeting.
- (c) Expulsion of a member shall not be effective, until the special resolution expelling the member is registered.
- (d) No expelled member shall be re-admitted except by special resolution.

CEASING MEMBERSHIP

- 30. A person shall cease to be a member in any of the following circumstances:
 - (a) if the member's membership is cancelled under Rule 17;

- (b) if the member is expelled in accordance with Rule 29;
- (c) if the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy;
- (d) on death of the member;
- (e) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
- (f) on the notice in writing of the member's intention to resign from membership given by the member, to the Secretary. Upon acceptance of such resignation by the Board and the payment of all monies owing to the Co-operative, if so desired a clearance will be issued. No resignation shall be effective until formally accepted by the Board

ANNUAL GENERAL MEETINGS

31. (a) A general meeting of the co-operative to be known as the "annual general meeting" shall, as provided in Section 198 of the Act, be held each year on a date and a time determined by the Board as long as it is within five (5) months after the close of the financial year of the co-operative, or within such further time as may be allowed by the Registrar.
- (b) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.
- (c) If an annual general meeting is not held in accordance with subparagraph (a), the members may, in accordance with Section 202 of the Act and Rule 33, requisition such a meeting.
- (d) The annual report must be sent to the members as required by Rule 66(d) at least 21 days before the date of the annual general meeting.

CONVENING SPECIAL GENERAL MEETINGS

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

REQUISITION OF GENERAL MEETINGS

33. (a) The Board must convene a general meeting of the co-operative on the requisition in writing by whichever is the lesser of:
- (i) 20 or more active members (bowling or life members) entitled to vote; or
 - (ii) 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.

REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICAL

- 34. (a) A meeting requisitioned by members in accordance with Rule 33 must be convened and held as soon as practicable and, in any case, must be held within 2 months after the requisition is served.
- (b) Where the Board does not convene a meeting twenty one (21) days after the requisition is served, the following provisions apply :
 - (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
 - (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the co-operative;
 - (iii) the Board must send the requested statement to the requisitioning members within 7 days after the request for the statement is made.
 - (iv) the meeting convened by the requisitioning members must be held not later than 3 months after the requisition is served;
 - (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the co-operative;
 - (vi) any such amount required to be paid by the co-operative is to be retained by the co-operative out of any money due from the co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

NOTICE OF GENERAL MEETINGS

- 35. (a) Subject to Rules 31 and 36, at least 14 days notice (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any general meeting in the manner stipulated in Rule 74.
- (b) Notice must be given to those persons who are, under these rules entitled to receive such notices from the co-operative, but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting. The notice must specify

the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business also in the case of election of directors the details of the nominations received for patron/s, officers and members of the board, selector/s and publicity officer, the dates and hours for voting for such candidates.

- (c) Any member who has a resolution to submit to a general meeting must give written notice of the terms of the resolution to the co-operative not less than 28 days prior to the date of the meeting.
- (d) The Board shall have inserted in any notice convening a general meeting any business, which a member has notified of intention to move and for which notification has been given in accordance with this rule.
- (e) Notice of every general meeting shall be given in the same manner as authorised in Rule 74 to:
 - (i) every member of the co-operative, except those members who have not supplied to the co-operative an address or facsimile number for the giving of notices to them; and
 - (ii) the auditor or auditors of the co-operative.
- (f) Except as provided in this rule, no other persons shall be entitled to receive notices of general meetings.

NOTICE OF SPECIAL RESOLUTIONS

36. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 35, at least 21 days before the general meeting. The notice shall specify:
- (a) the intention to propose the resolution as a special resolution at that meeting;
 - (b) the reason for the making of the special resolution; and
 - (c) the effect of the special resolution if passed.

BUSINESS OF GENERAL MEETINGS

37. (a) The ordinary business of the annual general meeting shall be :
- (i) to confirm minutes of the last preceding general meeting (whether annual or special); and
 - (ii) for the Board, auditors, or any officers of the co-operative to present reports upon the transactions of the co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of source and application of funds, and the state of affairs at the end of that year; and
 - (iii) to declare the results of the ballot for the election of officers and members of the board, patron/s and the filling of any vacant positions; and
 - (iv) to elect a returning officer and two scrutineers; and

- (v) to determine the remuneration of directors; and
 - (vi) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both; and
 - (vii) to determine the annual subscription and other fees or charges for the various classes of membership for the ensuing year; and
 - (viii) to determine the method of selections for the next ensuing year; and
 - (ix) to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative and to ask the auditor or their representative, if present, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- (b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.
- (c) All business of a general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.

QUORUM AT GENERAL MEETINGS

38. (a) No item of business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) Except where these rules state otherwise:
- (i) **Forty (40)** active members, present in person and entitled to vote (Bowling or Life members), constitute a quorum for an Annual General Meeting.
 - (ii) **Twenty (20)** active members, present in person and entitled to vote (Bowling or Life members), constitute a quorum for all Special General Meetings.
- (ii) (c) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

39. (a) The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the co-operative.
- (b) If there is no such chairperson, or if at any meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the members present shall choose someone from their number to be chairperson until such time as the chairperson attends or is willing to act.

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

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

ATTENDANCE AND VOTING AT GENERAL MEETINGS

41. (a) At any meeting of the co-operative a member, whose membership is required to be cancelled under Rule 17, is not entitled to attend.
- (b) A member of the co-operative is not entitled to vote at a meeting of the co-operative:
- (i) if the person is not an active member of the co-operative;
 - (ii) the person is excluded from voting under the Act 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 5 members. If no poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the co-operative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) If a poll is demanded, in accordance with subparagraph (c), it shall be taken in a manner, which the chairperson directs. Unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.
- A poll demanded in accordance with subparagraph (c) may be withdrawn.
- (e) On a show of hands, or on a poll, every member who is present at a meeting in person or represented by power of attorney, shall have one vote. However, no member shall have a vote, or be entitled to vote, contrary to the Act.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, may have a casting vote.
- (g) All resolutions, except special resolutions, shall be determined by a simple majority.

POSTAL BALLOT

42. 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

43. (a) A special resolution means a resolution of which notice has been given of the intention to propose the resolution as a special resolution and which is passed either by two-thirds of the members who vote at a general meeting in person or in a postal ballot; or by three quarters of the members who cast votes in a special postal ballot of members.

- (b) A special postal ballot for the purposes of passing a special resolution must be conducted in relation to the following matters:
- (i) a conversion of a trading co-operative to a non-trading co-operative and vice versa;
 - (ii) transfer of incorporation;
 - (iii) an acquisition or disposal of assets referred to in Section 285 of the Act;
 - (iv) takeover;
 - (v) merger;
 - (vi) transfer of engagements;
 - (vii) members' voluntary winding up.
- (c) A special resolution has effect from the date it is passed except in the following circumstances:
- (i) the removal of an auditor;
 - (ii) the expulsion of a member;
 - (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

44. (a) There shall be a board of six (6) directors each of whom shall be a natural person and at least 18 years old consisting of a President, Senior Vice-President, Vice-President, and three ordinary board members.

(b) The business of the co-operative is to be managed by the board of directors, and for that purpose the Board may exercise all the powers of the co-operative that are not, by the Act or these rules, required to be exercised by the co-operative in general meeting.

(c) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

- (d) The Board shall have the power to authorize expenditure, invest, borrow, raise and secure payment of any sum of money by mortgage or charge on any of the property of the Club, real and personal, issue debentures, perpetual or otherwise, charged upon all or any of the property of the Club, receive all moneys and subscriptions, appoint delegates and representatives to the appropriate District Bowling Association. Take or

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

- (e) The Board shall not have the power to authorise expenditure from the proceeds received from the sale of any club land or buildings up to the value of \$100,000 unless it has been submitted to a general meeting of members and approval obtained for such action from such general meeting. Proceeds from the sale of any club land or buildings up to the value of \$100,000 shall be invested and the income from such investments may be expended on any projects nominated by the Board.
- (e) The Board shall have the power to appoint or re-appoint an Honorary Solicitor.

QUALIFICATIONS OF DIRECTORS

- 45. (a) A person shall not be elected as director of the co-operative unless the person is an active member of the co-operative and is eligible under Rule 18.
- (b) A member who is an employee of the co-operative is not eligible to hold office as a director.
- (c) A member holding office in another club with similar objects is not eligible to hold office as a director or be elected to any sub-committee.

RETIREMENT OF DIRECTORS

- 45A. (a) At the annual general meeting in each all the directors shall retire.
- (b) A retiring director shall be eligible for re-election, subject to the person holding the qualifications specified in Rule 45.

ELECTION OF DIRECTORS

- 46. (a) At an annual general meeting at which a director retires or a casual vacancy occurs the vacated office may be filled by electing a person to it.
- (b) A notice calling for nominations shall be placed on the notice board at least eight (8) weeks prior to the annual general meeting. Nominations shall close four (4) weeks prior to the Annual General Meeting.
- (c) Nominations for candidates to fill the vacant positions of patron/s, president, senior vice-president, vice-president, and threeordinary members shall be made in writing by a proposer and a seconder, who must be a bowling or life member. Such nomination shall be signed by the person so nominated consenting to such nomination. No absent member shall be considered for election to any position unless the nominee has given written assent and such assent is in the hands of the Secretary.

- (d) The election of directors and patron/s shall be conducted by a ballot of members:
- (i) on the closing of nominations for officers and sub-committees and where there are more than are required, the returning officer and the scrutineers shall be responsible for the preparation of a ballot which shall be opened on the day fixed by the Board, but no later than seven (7) days prior to the date of the Annual General Meeting.
 - (ii) on each day from the opening of the ballot to the day of the closing of the ballot as hereinafter provided, the returning officer and scrutineers shall attend the club house at the hours set by the Board of Directors for the purpose of conducting the ballot. Any members desirous of voting shall attend at the club house, produce evidence to the returning officer that he is a financial, bowling, croquet, social or life member for the current year. The member shall be handed ballot papers, initialled by the returning officer, for the various positions, after signing his name in the book provided for that purpose, such book shall be retained in the care and custody of the returning officer. Provided always that in the event of a member being unable to attend at the clubhouse for the purpose of voting by reason of illness or absence from the district, he may apply in writing to the returning officer for the issue of ballot papers duly marked and enclosed in a sealed envelope by post or otherwise to the returning officer prior to the close of the ballot. These shall forthwith be placed by the returning officer into the ballot box.
 - (iii) a sealed ballot box shall be provided and shall remain in the care and custody of the returning officer, who alone shall have a key, until the completion of the ballot.
 - (iv) the ballot shall close at 7:00pm seven days proceeding the Annual General Meeting and the returning officer shall proceed forthwith to count the votes cast by the members.
 - (v) the method of marking ballot papers shall be by placing consecutive numbers opposite the name of the candidate in the member's order of preference. All candidates must be voted for irrespective of the number of positions to be filled. The ballot paper shall list the officers to be filled in the following order:

Patron, President, Senior Vice-President, Vice-President, Ordinary Board Members.
 - (vi) where only one candidate is to be elected the candidate polling the highest number of No 1 votes shall be elected. Where more than one candidate is to be elected all preferences indicated and up to and including the number to be elected shall be regarded as of equal value and the candidates polling the highest number of votes shall be elected up to the number of positions to be filled. Provided always, that in the event of any candidate, having nominated for more than one (1) office, being elected to a prior office the nomination(s) for the later office(s) shall be cancelled and the votes received by him for that office shall not be counted.
 - (vii) the returning officer shall determine the informality or otherwise of ballot papers. Any members desirous of voting shall indicate in the manner

prescribed the name of the person(s) for whom he desires to vote. The returning officer shall declare the poll at the Annual General Meeting. Should there be an insufficient number of nominations the vacancy or vacancies thus created shall be filled by verbal nominations taken at the Annual General Meeting and voting shall be by ballot of the members present and entitled to vote. No absent member shall be considered for election to any position unless the nominee has given written assent and such assent is in the hands of the Secretary.

DIRECTORS' REMUNERATION

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

REQUISITION AND NOTICE OF BOARD MEETING

48. (a) A meeting of the board of directors may be called by a director giving notice individually to every other director.
- (b) Except in special circumstances determined by the chairperson, at least 48 hours notice shall be given to the directors of all meetings of the Board.
- (c) Meetings of the Board (including those conducted in accordance with Rule 50) must be held at least once every month and may be held as often as may be necessary for properly conducting the business and operations of the co-operative.

PROCEEDINGS OF THE BOARD

49. (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) In the case of an equality of votes, the chairperson may have a casting vote.
- (c) No resolution passed by the board shall be altered or rescinded without notice of motion having first been given at a meeting of the Board prior to the date of which the meeting to later or rescind such resolutions is held. Provided that such notice of motion may be dispensed with on the consent of at least two-thirds of the Board present at any meeting at which such rescission or alteration shall be proposed.
- (d) If a director of the co-operative becomes in any way, whether directly or indirectly, interested in any contract or proposed contract with the co-operative, the director must declare the nature and extent of that interest to the Board.
- (e) The declaration must be made at the meeting of the Board at which the question of entering into the contract is first considered, or, if the director was not at that time

interested, at the next meeting of the Board after the director becomes interested in the proposed contract.

- (f) Within 48 hours of a declaration being made and for a continuous period of 14 days, the particulars of the declaration specifying the name of the board member who made the declaration and the nature of the interest declared is to be exhibited in a conspicuous position on the premises of the club.
- (g) A director shall not vote in respect of any contract or proposed contract in which the director is interested. If the director votes in contravention of this rule, the director's vote shall not be counted.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

50. (a) The Board may in accordance with Section 210 of the Act transact any of its business:
- (i) by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
 - (ii) at a meeting at which board members (or some board members) participate by telephone, closed-circuit television or other means, but only if any board member who communicates on a matter before the meeting, can be understood by the other members of the Board.
- (b) For the purposes of this rule the chairperson of the Board and each member of the Board have the same voting rights as they have at an ordinary meeting of the Board.
 - (c) A resolution approved under subparagraph (a)(i) is to be recorded in the minutes of the meetings of the Board.
 - (d) The secretary/manager may circulate papers among members of the Board for the purposes of subparagraph (a)(i) by facsimile or other transmission of the information in the papers concerned.

QUORUM FOR BOARD MEETINGS

51. (a) 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.
- (b) At all meetings of the board if a quorum is not present within 15 minutes of the appointed time such meeting shall stand adjourned to a date and time fixed by the members present and notice of such adjourned meeting shall be given by the secretary to all members of the Board.

APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

52. (a) A casual vacancy on the Board may be filled by the directors appointing a person or persons to constitute a quorum until the next annual general meeting.

- (b) For the purpose of enabling the board to make such appointment(s), the number of directors at that time is deemed to be a quorum.
- (c) In all other circumstances where a casual vacancy occurs, Rule 58 applies.

CHAIRPERSON OF BOARD

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

DELEGATION AND BOARD COMMITTEES

54. (a) The Board may (in accordance with Section 213 of the Act) by resolution delegate the exercise of such of the Board's functions (other than this power of delegation) as are specified in the resolution:
- (i) to a director; or
 - (ii) to a committee of 2 or more directors; or
 - (iii) to a committee of members of the co-operative and one or more directors; or
- (b) 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.
- (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 circumstance.
- (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

55. (a) Where a power is exercised by a director (either alone or with other directors) and the exercise of the power is evidenced in writing, signed by the director in the name of the Board or in the director's own name on behalf of the Board, then the power shall be deemed to have been exercised by the Board.
- (b) Subparagraph (a) applies whether or not a resolution delegating the exercise of the power to the director was in force when the power was exercised, and whether or not any conditions or limitations referred to in Rule 54(d) were observed by the director exercising the powers.

- (c) An instrument purporting to be signed by a director as referred to in subparagraph (a) shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the Board under this rule.
- (e) A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.
- (f) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting and in case of an equality of votes the chairperson may have a casting vote.

REMOVAL OF DIRECTOR FROM OFFICE

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

VACATION OF OFFICE OF DIRECTOR

57. 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 Territory relating to mental health;
 - (c) if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 208 of the Act;
 - (d) if the director absents himself/herself from 3 consecutive ordinary meetings of the Board without its leave;
 - (e) if the director resigns from office by notice in writing given 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 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) 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;
- (k) if the director who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the director's duties or interests as a director and the director fails to declare the fact and the nature, character and extent of the conflict;
- (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

58. (a) Notwithstanding Rule 52, a casual vacancy of the Board is to be filled:
- (i) by election by the members held:
 - (A) at a meeting of the co-operative; or
 - (B) by means of a postal ballot; or
 - (C) in the manner specified in the rules of the co-operative for the ordinary election of directors; or
 - (ii) by appointment by the directors in accordance with Rule 63E ; or
 - (iii) in such other manner as the Registrar may approve in a particular case.
- (b) The person elected pursuant to subparagraph (a)(i) shall retire at the same time as the director who vacated the office would have done if that director had not vacated it.
- (c) The person appointed pursuant to subparagraph (a)(ii) shall hold office until the next annual general meeting only.
- (d) For the purposes of this rule, a casual vacancy shall arise where the office of a director is vacated in accordance with Rule 57.

DEPUTY DIRECTORS

59. (a) Any director may from time to time apply, in writing, for any member eligible to be a director in accordance with Rule 45 to be appointed by the Board as a deputy director to sit in the director's place on the Board.
- (b) A deputy director appointed by the Board shall be entitled to notice of meetings of the directors and, in the absence of the nominating director, to attend and vote at those meetings and to sign resolutions and to exercise such powers, authorities and discretions as are vested in or would otherwise be exercisable by the nominating director.

- (c) A deputy director shall vacate office if the nominating director ceases to be a director or on a majority of the other directors removing him/her from office.
- (d) An appointment or removal under this rule must be in writing and notice thereof must be served on the deputy director and the appointment or removal shall take effect forthwith upon the service thereof.. Service of any such notice may be effected in accordance with Rule 74.
- (e) A deputy director whilst acting in the absence of the nominating director shall not be an agent of the nominating director and the nominating director shall not be liable for the actions of the deputy director.
- (f) The remuneration of any such deputy director shall be payable out of the remuneration payable to the nominating director and shall consist of such portion of the last mentioned remuneration as shall be agreed between the deputy director and the nominating director.
- (g) The attendance of the deputy director at any meeting of the Board shall be deemed to be attendance by the nominating director.
- (h) For the purposes of this rule a meeting of the directors shall include a meeting conducted pursuant to Rule 50.

OTHER COMMITTEES

- 60. (a) The Board may by resolution appoint committees comprising of members including at least one member of the Board, in particular a Judicial Committee as referred to in Rule 20 and 28.
- (b) The Board shall have the power to co-opt any financial bowling member for any purpose of the co-operatives management, but no such co-opted member shall have any voting power on the Board.
- (c) The executive officers of the Co-operative shall be the President, Vice-President, Secretary/Manager and the Treasurer, who shall be ex-officio members of all other committees with the exception of the selection committee.
- (d) The provisions of Rules 55(d) and (e) apply to committees appointed under this rule, subject to any variations approved of by the Board.
- (e) The quorum for any meeting of the committee shall be one-half (or where one-half is not a whole number the whole number next higher than one-half) of the number of members in the committee.

MINUTES OF MEETINGS

- 61. (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:
 - (i) of all appointments of officers and employees made by the directors;

- (ii) of the names of the directors present at each meeting of the Board and of any committee of the Board;
 - (iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees.
- (b) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.
 - (c) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business at the next succeeding meeting of the co-operative, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.
 - (d) Every director present at any meeting shall sign their name in a book to be kept for that purpose.
 - (e) The minutes are to be kept in the English language.
 - (f) The Board shall review the minutes of the Annual General Meeting or Special General Meeting at its meeting immediately following such meeting and take any necessary action on them.
 - (g) *The minutes of board meetings and subcommittee meetings are to be available for inspection by members.
*(*Delete if not applicable.)*

OFFICERS

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

SECRETARY/MANAGER

63. (a) The Board shall appoint a secretary/manager who shall perform all the functions and duties required by the Act, the Regulation, the Clubs Act, the rules and the Law at such salary as the Board may from time to time determine. Such appointment may be terminated by one month's notice in writing on either side provided that the President or in his absence a Vice-President may, for sufficient reason, suspend such Secretary/Manager from duty and report such suspension as soon as possible to the Board which may take such action as it may deem proper.
- The Secretary/Manager shall be directly responsible to the President for the time being and to no other person, but if his appointment is Honorary he shall be responsible to the Board for the time being. He shall interalia, perform such duties and do such acts and things as are required to be performed and done by a Secretary/Manager of a Co-operative in accordance with the Registered Clubs Act and as defined in the Club Managers (State) Award. No payment or part payment to any Secretary/Manager or other officer or employee of the Co-operative shall be made by way of commission or allowance from or upon the receipts of the Co-operative for liquor supplied.
- (b) It shall be the Secretary/Manager's duty to conduct and manage the affairs of the Co-operative under the direction of the Board and to keep in books provided for the purpose, full and accurate minutes of all resolutions and proceedings at all meetings of members as well as all meetings of the Board, to keep a record of the names of members of the elected Board (i.e. the Board) present and voting at all meetings for admission of members, to keep a register of members and such books and records as may be thought by the Board to be necessary for the purpose of correctly showing the Co-operative's operations, position and affairs.
- (c) The Secretary/Manager shall, when directed by the Board, deliver up all books, vouchers and property to any person duly authorised by the Board.
- (d) The Secretary/Manager or the President shall have the power to hire and employ all classes of persons whose service may be considered necessary for the purpose of the Co-operative and pay them, salaries and wages fixed by the Club Employees (State) Award or with amounts previously agreed to and approved by the Board, except where the Board reserves the right to make the appointment and the termination of staff in appropriate circumstances.
- (e) The Secretary/Manager or the President shall have the power to suspend at any time the services of any employee for inefficiency, irregularity of conduct, disobedience of orders or for any other just cause and shall report such action to the next meeting of the Board which shall take such action as is deemed necessary.
- (f) If a Secretary/Manager is employed by the Co-operative, he shall perform the duties of the Treasurer under Rule 63C (c), (d) and (g).
- (g) The Secretary/Manager shall supervise all phases of stock control and the purchase and receipt of all kinds of goods, materials or provisions required by the Co-operative and shall issue all official orders therefor.
- (h) The Secretary/Manager shall prepare and submit to the Board for approval at its meeting before the Annual General Meeting, an annual report of the Co-operative's affairs for presentation to the Annual General Meeting.

- (i) Should the office of Secretary/Manager become vacant or should he be temporarily absent or unwilling to act, the Board shall have the power to appoint any person to perform the duties required by these rules to be performed by the Secretary/Manager.
- (j) A person on being appointed Secretary/Manager shall immediately apply to the Licensing Court for approval of his appointment and comply with Section 33 of the Registered Clubs Act.
- (k) It shall be the duty of the Secretary/Manager to comply with Section 37 of the Registered Clubs Act by lodging the appropriate documents with the Clerk of the Licensing Court.

PRESIDENT

- 63A. (a) The President shall take the chair at all meetings, whether of the members or of the Board. In his absence, or refusal to act, the members or the Board may elect a Chairman for the meeting. In addition to his deliberative vote the Chairman shall have a casting vote in cases of equality of votes.
- (b) At any meeting the interpretation of the rules of debate or procedure shall be determined by the Chairman. To be effective, a motion of dissent from the Chairman's ruling must be carried by two-thirds majority of the members present.

RETURNING OFFICER

- 63B. (a) At all meetings of members where a ballot is to be taken, or where a postal ballot is carried out, the returning officer shall conduct the ballot and his decision shall be final in any case of doubt as to the formality of a ballot paper.
- (b) Should two or more candidates for any position receive an equal number of votes and not all receiving such equal number of votes can be elected, the Returning Officer shall report the position to the Chairman who may without comment, exercise his casting vote and declare elected such candidate or candidates as may be required to fill the position. Should the Chairman elect not to exercise his casting vote, then the successful candidate/s shall be determined by a draw from a hat.
- (c) The board may appoint scrutineers to oversee to the counting of the votes.

ABSENCE OR ILLNESS OF OFFICERS

- 63C. Notwithstanding Rule 52 should any member of the Board of Management other than the President be absent or ill or should any of them neglect or refuse to do anything required under these Rules or by resolution of the Board, the Board may appoint any member of the Co-Operative to act in their stead until such time as Rule 58 (a) (i) shall be applied.

INSURANCE AND FIDELITY BONDS

64. (a) The Board shall arrange insurance against loss, damage to or liability of the co-operative by reason of fire, accident or otherwise.
- (b) The board shall cause every officer or person, having the receipt or charge of any money of the club, to give security as prescribed in such amount as the board shall determine. The club shall pay all premiums in respect of any such security.

FINANCIAL YEAR

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

ACCOUNTS

66. (a) The Board shall have prepared the accounts, statements and directors' report in accordance with the Corporations Law, as adopted by Clause 15 of the Co-operatives Regulation 1997.
- (b) The Board shall submit those accounts, statements and report, together with the auditors' report on those accounts, to the annual general meeting of the co-operative, in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.
- (c) The Board shall also have a copy of everything required to be submitted under subparagraph (b) displayed at the registered office of the co-operative for a period of not less than 21 days before the date of the annual general meeting of the co-operative.
- (d) The board shall:
- (i) send a copy of everything required to be submitted under subparagraph (b) to each member 21 days before the annual general meeting of the co-operative; or
 - (ii) give members notice 21 days before the annual general meeting of the co-operative that the documents required under subparagraph (b) will be made available for inspection at the registered office of the co-operative.
- (e) The Board shall cause to be prepared and submitted to a meeting of the board at intervals of not more than three months a statement of income and expenditure in relation to each aspect of the Co-operative's activities during the period from the last such statement to the latest one.
- (f) The Board shall display the statement in a conspicuous position in the Co-operative within 48 hours of its having been presented to the board, together with any resolution passed by the board in relation thereto. This statement must be displayed for at least 28 days.

BANKING

67. (a) The Board shall have a banking account or accounts, with Westpac or such other bank as the board may decide, in the name of the co-operative, into which all monies received shall be paid as soon as possible after receipt.

(b) All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the co-operative, shall be signed by 2 directors, namely the president, vice-president, the treasurer, the secretary, provided that should any of the directors be absent through illness or any other cause a substitute or acting appointment to be made by the Board, then such person acting in the place of any of the directors above mentioned shall be empowered to sign cheques on the Co-operative's bank account in the like manner.

APPOINTMENT, DUTIES AND RESPONSIBILITIES OF AUDITORS

68. (a) One or more auditors shall be appointed, hold office, be remunerated, be removed and have qualifications, duties and responsibilities as provided in these rules or as otherwise provided in, or permitted by, the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997, or any order made by the Registrar pursuant to that Regulation or Section 244(1) of the Act.

(b) At each annual general meeting, if there is a vacancy in the office of auditor, the co-operative shall appoint an auditor to fill the vacancy.

(c) An auditor appointed under subparagraph (b) of this rule shall hold office until death or removal or resignation from office or until ceasing to be capable of acting as auditor in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.

(d) The Board shall fill any vacancy in the office of auditor, other than a vacancy caused by the removal of an auditor from office, within one month of such vacancy occurring, unless the co-operative at a general meeting has already appointed an auditor to fill the vacancy. A person or firm appointed as Auditor of the co-operative pursuant to this subparagraph holds office, subject to the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997 until the next Annual General Meeting of the co-operative

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

(e) An auditor filling a vacancy caused by the removal of the previous auditor shall be appointed by a three-quarter ($\frac{3}{4}$) majority of members at the same general meeting at which the previous auditor is removed, as long as notice of the nomination has been sent at least 7 days before the meeting to the members and nominated and current auditors. If the notice of nomination was not sent in accordance with subparagraph (g) or the resolution to appoint a new auditor is not passed, then the meeting may be adjourned 20 to 30 days later. At the adjourned meeting, the co-operative may appoint an auditor by ordinary resolution as long as notice of the nomination is received by the board from a member at least 14 clear days before the date of the adjourned meeting and the board gives notice of the nomination at least 7 days before the meeting to the members and nominated and current auditors. The auditor appointed under this subparagraph holds office until the next AGM.

- (f) The co-operative or the Board shall not appoint as auditor a person who has not consented in writing to the appointment or who has withdrawn such consent, or a person of whose nomination notice has not been given in accordance with subparagraphs (e) or (g).
- (g) Not being a meeting at which an auditor is removed from office, a co-operative is not entitled to appoint an auditor at its annual general meeting unless notice in writing of the nomination of the auditor was given to the board by a member before the meeting was convened or at least 21 days before the meeting. The board must have then given notice to the nominated and current auditors and members not less than 7 days before the meeting or at the time notice of the meeting is given.
- (h) A person is not qualified to be appointed auditor of the co-operative if:
- (i) the person is not a registered company auditor;
 - (ii) the person or body corporate in which the person is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the co-operative, to a related body corporate or to an entity that the co-operative controls; or
 - (iii) the person is:
 - (A) an officer of the co-operative;
 - (B) a partner, employer or employee of an officer of the co-operative;
 - (C) a partner of an employee of an officer of the co-operative; or
 - (D) an employee of an employee of an officer of the co-operative.
- (i) A firm is not qualified to be appointed auditor of the co-operative unless:
- (i) at least 1 member of the firm is a registered company auditor who is ordinarily resident in Australia;
 - (ii) no member of the firm or a body corporate in which the firm is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the co-operative, to a related body corporate or to an entity that the co-operative controls; or
 - (iii) no member of the firm is:
 - (A) an officer of the co-operative;
 - (B) a partner, employer or employee of an officer of the co-operative;
 - (C) a partner of an employee of an officer of the co-operative; or
 - (D) an employee of an employee of an officer of the co-operative.
 - (iv) no officer of the co-operative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters; and

- (v) the business name under which the firm is carrying on business is registered under the Business Names Act 1962 or a return (in a form approved by the Registrar for the purpose) has been lodged, showing, in relation to each member of the firm, the member's full name and address at the time when the firm so consents, acts or prepares a report.
- (j) All reasonable fees and expenses of the auditor are payable by the co-operative.
- (k) The Board shall enable the auditor to have access to all books, accounts, vouchers, securities and documents of the co-operative, and to be furnished with such information and explanation by the board members or any other officers as may be necessary for the performance of the duties of the auditor.
- (b) The auditor is entitled to attend any general meeting of the co-operative and to receive all notices of and other communications relating to any general meeting which any member of the co-operative is entitled to receive. The auditor is also entitled to be heard, at any general meeting which the auditor attends, on any part of the business of the meeting of concern to the auditor.

REMOVAL OF AUDITORS

69. (a) The auditor may be removed from office by special resolution at a general meeting.
- (b) Notice of intention to move the resolution must be given to the co-operative not less than 2 months before the meeting at which the resolution is moved. However, if the co-operative convenes a meeting after the notice of intention is given, the resolution may be passed at the meeting even if the meeting is held less than 2 months after the notice is given.
- (c) Where special notice of a resolution to remove an auditor is received by the co-operative, it shall as soon as possible send a copy of the notice to the auditor and lodge a copy of the notice with the Registrar.
- (d) The co-operative shall give at least 21 days notice of a resolution to remove the auditor to persons entitled to be given notice of a meeting of the co-operative.
- (e) Within 7 days after receiving a copy of the notice, the auditor may make representations in writing, not exceeding a reasonable length, to the co-operative and request that before the meeting at which the resolution is to be considered, a copy of the representations be sent by the co-operative at its expense to every member of the co-operative to whom notice of the meeting is sent.
- (f) Unless the Registrar on the application of the co-operative otherwise orders, the co-operative shall send a copy of the representations in accordance with the auditor's request. The auditor may require that the representations be read out at the meeting and may also speak at the meeting.
- (g) Within 14 days after the removal from office of the auditor, the Co-operative shall lodge with the Registrar a notice of the removal on the prescribed form, and, where there is a trustee for the holders of debentures of the co-operative, give to the trustee a copy of the notice lodged with the Registrar.

RESIGNATION OF AUDITOR

70. (a) The auditor may, by notice in writing given to the co-operative, resign as auditor of the co-operative if:
- (i) the auditor has, by notice in writing given to the Registrar, applied for consent to resign and stated the reasons and, at or about the same time, notified the co-operative in writing of the application; and
 - (ii) the auditor has received the consent of the Registrar.
- (b) The resignation of the auditor takes effect:
- (i) on the date (if any) specified for the purpose in the notice of resignation;
 - (ii) on the date on which the Registrar consents to the resignation; or
 - (iii) on the date (if any) fixed by the Registrar for the purpose,
- whichever last occurs.
- (c) Within 14 days after the receipt of a notice of a resignation from an auditor, the Co-operative shall lodge with the Registrar a notice of the resignation on the prescribed form, and, where there is a trustee for the holders of debentures of the co-operative, give to the trustee a copy of the notice lodged with the Registrar.

CO-OPERATIVE FUNDS

71. (a) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative and no portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to the members of the co-operative.
- (b) Payment shall be made in good faith of:
- (i) any commensurate remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;
 - (ii) reasonable interest on money lent by members to the co-operative; or
 - (iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.
- (c) Any surplus resulting from the co-operative's operation during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.
- (d) An amount not exceeding **twenty (20)** percent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

- (e) The board may establish from the co-operative's funds, a provident scheme for a member, as set out below:
- (i) the scheme shall be non-contributory for members;
 - (ii) all bowling, life and senior members will be covered by the provisions of the scheme after twelve months membership of the co-operative;
 - (iii) on the death of a member covered by the scheme the sum \$75 or such other sum (subject to a maximum of \$150) as determined by the board from time to time, shall be paid from the co-operative's funds to the member's nearest dependant relative or such other person as the board, having due regard to the circumstances of a particular case, may decide;
 - (iv) the sum mentioned in (iii) above and other conditions of the scheme are subject to review by the board at any time, having due regard to the state of the co-operative's finances;
 - (v) the board may withhold or cancel the payment of any grant without notice;
 - (vi) the board's decision on all matters relating to the scheme shall be final.

PROVISION FOR LOSS

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

DISPUTES

73. (a) In this rule:
- (i) "party" includes:
 - (A) a full member of the co-operative;
 - (B) any aggrieved person who has ceased to be a full member in the last six months;
 - (C) any person claiming through or under a member or any aggrieved person referred to in subparagraph (a)(i)(B); and
 - (D) the co-operative, including the Board or any other officer of the co-operative.
 - (ii) "dispute" may only refer to a matter affecting a person of the type mentioned in subparagraphs (a)(i) (A) - (C).
- (b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following subparagraphs of this rule except where the person seeks urgent interlocutory relief.

- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society (a copy is available from the Registry of Co-operatives on 1800 502 042).
- (e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:
 - (i) the timetable for all steps in the procedures; and
 - (ii) the selection and compensation of the independent person required for mediation,
 then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 1984.
- (f) Nothing in this rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.

NOTICES

74. (a) A notice may be given by the co-operative to any member entitled to vote either:
- (i) personally;
 - (ii) by post to the member's registered address or an alternate address supplied by the member;
 - (iii) by some other form of technology, for example by facsimile or email, where the member has notified the co-operative of the relevant contact details; or
 - (iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the co-operative.
- (b) A notice may be given to all other members by placing an advertisement in a newspaper which is circulated in the neighbourhood of the registered office of the co-operative and shall be deemed to have been duly given to the member on the date on which the advertisement appears.
- (c) Where a notice is sent by post, service shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice. In the case of a notice of a meeting, service is deemed to be effected at the expiration of 24 hours after the letter containing the notice is posted. In every other case service is deemed to be effected at the time at which the letter would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (d) If a member has no registered address (and has not supplied to the co-operative an address for the giving of notices) a notice addressed to the member and advertised in a newspaper circulating in New South Wales or in the neighbourhood of the

registered office of the co-operative shall be deemed to be duly given to the member on the date on which the advertisement appears.

- (e) A notice forwarded by another form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- (f) For the purpose of this rule "registered address" means the address of the member as appearing in the register of members and shares.

WINDING UP

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

FINES PAYABLE BY MEMBERS

76. (a) The board may impose on a member a maximum fine in accordance with Rule 77, Schedule of Fees, for any infringement of the rules or by-laws.
- (b) A fine exceeding \$20 shall not be imposed on a member pursuant to subparagraph (a) unless:
- (i) written notice of intention to impose the fine and the reason for it has been given to the member; and
 - (ii) the member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

- (c) Any member on whom a fine has been imposed shall not be permitted to enjoy the privileges of membership until such a fine is paid.

SCHEDULE OF FEES

- 77. Copy Book of Rules:\$2.00 Rule 7(c)
- Copy of Register:\$0.00 Rule 14(b)**
- Entrance Fee:max.....\$20.00 Rule 21
- Annual Subscription:max.....\$100.00 Rule 22(b)
- Maximum Fine:\$110.00 Rule 76(a)***

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

EMPLOYEES

- 78. No employee shall consume intoxicating liquor or play poker machines on the club premises while on duty.

GAMBLING, OBJECTIONABLE LANGUAGE ETC

- 79. (a) No subject or questions of a political or religious nature shall be discussed on the premises of the Club.
- (b) Objectionable language or unlawful betting shall not be allowed on the premises of the Club.

NO CLAIM ON CLUB PROPERTY

- 80. No member shall, by reason of his membership, have any transmissible, assignable interest by operation of law or otherwise in any property of the Co-operative. When any person ceases by death, resignation or otherwise to be a member, all his interest shall survive, accrue and belong to the members for the time being.

COMPLAINTS

- 81. In no instance shall the conduct of a servant of the Co-operative be made the subject of personal reprimand by any member of the Co-operative unless it is by the Secretary in the course of his duties.

All complaints by members, whether against servants or other members, shall be made in writing and submitted either to the President or Secretary who shall submit such complaints for

consideration to the first ensuing meeting of the Board or, if considered desirable, to an earlier Special Meeting of the Board.

INDEMNITY OF OFFICERS

82. The officers of the co-operative who may, by authority of the members in a general meeting of by the Board, accept or incur any pecuniary liability on behalf of the co-operative, shall be held indemnified by the co-operative against any personal loss in respect of such liability.

LADIES

83. (a) Facilities shall be made available for the conduct of a ladies bowling club to be known as "Boolaroo Women's Bowling Club".
- (b) The annual subscription, being not less than two (2) dollars, and any other charges fixed from time to time by the Annual General Meeting of the Co-operative and such subscriptions and charges shall be paid in total, to the Co-operative by the Boolaroo Women's Bowling Club.
- (c) Boolaroo Women's Bowling Club shall arrange its own matches and competitions and draw up its own by-laws, which shall conform to the Rules of the Co-operative. It shall abide by the constitution of the Lake Macquarie District Women's Bowling Association or equivalent Association, provided such constitution does not contravene the Co-operative's Rules.
- (d) The Boolaroo Women's Bowling Club shall take no part in the management of the Co-operative, but individual ladies who are Bowling Members of the Co-operative shall have all the rights of a Bowling Member.

SPORTING SECTIONS WITHIN THE CO-OPERATIVE

84. Members wishing to form sections within the Co-operative to cater for other sports, games, amusement etc (eg snooker club, darts club, flying bowlers) shall first draw up by-laws for the proposed section and submit them to the Board for approval before such section can become operative.