

I certify that this and the following 54 pages is a true and correct copy of the Rules of Kotara Bowling & Recreation Club Co-operative Limited.

Benjamin Hamilton
Secretary Manager

Date: 11 September 2022

**RULES OF
KOTARA BOWLING & RECREATION CLUB CO-OP LTD
NSWC00461
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)

CO-OPERATIVES NSW
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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 cooperative appointed in accordance with Rule 71;
 - (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 62;
 - (xi) “**financial year**” means the financial year of the co-operative as specified in Rule 68;
 - (xii) “**full member**” means a person who is an active member of the cooperative, 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 cooperative 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 cooperative premises on which notices for the information of members is posted;
- (xx) “**officer**” includes the President, Vice-President(s), Director, Principal Executive Officer, Secretary, duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;
- (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;
- (xxxi) “**temporary member**” means a person who, under the rules of the co-operative, is a temporary member of the club;
- (xxxii) “**the Act**” means the Co-operatives Act 1992;
- (xxxiii) “**the Board**” means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with Rule 54, being not less than a quorum or a majority, as the case may be;
- (xxxiv) “**the Club**” means Kotara Bowling & Recreation Club Co-op Ltd;
- (xxxv) “**the Clubs Act**” means the Registered Clubs Act 1976;
- (xxxvi) “**the co-operative**” means Kotara Bowling & Recreation Club Co-op Ltd;
- (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**” means any person appointed by the Board as secretary of the cooperative 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;

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

DEFINITIONS - INTERPRETATION PROVISIONS

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- (i) the Act as originally enacted, and as amended from time to time since its original enactment; and
 - (ii) if the Act has been repealed since the inclusion of the reference in these rules - the legislation enacted in substitution of the Act (whether legislation of the State or Federal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

NAME

3. (a) The name of the co-operative shall be:
- Kotara Bowling & Recreation Club Co-op Ltd
- (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 cooperative 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 registered office which states the name of the cooperative 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:
- (i) liquor shall not be sold, supplied or disposed of on the premises of the club to any person, other than a member, except on the invitation and in the company of a member. This paragraph does not apply if the club is

the holder of a Certificate of Registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which authority is granted to the club under the Registered Clubs Act;

- (ii) liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of eighteen years;
- (iii) a person under the age of eighteen years shall not use or operate poker machines on the premises of the club;
- (iv) DELETED;
- (v) DELETED.

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;
 - (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 person shall be entitled on demand to a copy of the rules upon payment of a sum not exceeding that specified in Rule 80, 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.
- (c) The rules of the co-operative shall be read as consistent with the Act and the Regulation thereunder relating to a co-operative registered under this Act and holding a Certificate of Registration under the Clubs Act.
- (d) Any appointment made or motion passed under the constitution hereby repealed, if in force at the commencement of these rules, shall continue in force as far as practicable as if made or passed under these rules.

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. No alteration to these rules takes effect until the alteration is registered by the Registrar;
- (b) Where any rule is altered, by way of a board resolution under Section 112 of the Act, the co-operative must cause the alteration to be notified, in writing, to members as soon as practicable after the alteration is registered and, in any event, not later than the date on which notice is given to the members of the next annual general meeting of the co-operative, following the registration of the alteration.

BY-LAWS

9. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations and these rules, necessary for the conduct of the co-operative. Such by laws until repealed by the Board, shall have the full force of the rules of the co operative provided such by-laws are consistent with the rules of the co-operative and the constitution of the Newcastle District Bowling Association Zone 2 Inc. and the Royal New South Wales Bowling Association Inc. The decision of the Board on the constriction and interpretation of the co-operative's rules or by-laws shall be conclusive and binding on all members. All new or amended by-laws shall be displayed on the co-operative notice board for a period of not less than three months.
- (b) A breach of a by-law by a member shall be deemed to be an infringement of the rules of the co-operative and the Board may impose fines on such members on the basis of up to \$5.00 for the first offence and up to \$50.00 for any subsequent offence. In accordance with the provisions of Section 79 of the Act, no fine exceeding \$20.00 shall be imposed until written notice of intention to impose the fine and of the reason therefore has been transmitted to the member and he or she has had an opportunity of appearing before the Board in person, with or without witnesses or of sending to the Board a written statement for the purpose of showing cause against the imposition of the fine.
- (c) In lieu of such fine, or in addition to such fine, the Board may suspend a member from the use of part or all of the facilities of the co-operative for a period not exceeding twelve (12) months.
- (d) A person shall be entitled on demand to a copy of the by-laws upon payment of a sum not exceeding that specified in Rule 80, Schedule of Fees. Any person may inspect a copy of the by-laws free of charge at the registered office of the co-operative during ordinary business hours.

OBJECTS

10. The objects of the co-operative shall be:
- (i) to promote the game of bowls and such other sports, games, amusements and recreations as the Board may deem expedient, and to operate, maintain and carry on a co-operative for that purpose;
 - (ii) to affiliate with such associations as may be considered necessary, consistent with Rule 10(i).

POWERS

11. (a) The co-operative shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act.
- (b) The powers of the co-operative to:
- (i) obtain financial accommodation; and
 - (ii) give security for the repayment of money,
- shall be exercised subject to the Act, but otherwise unlimited by the rules.
- (c) The co-operative shall not have the power to lend money to any of its employees or members.

POWER TO FORM COMPANIES, ENTER JOINT VENTURES ETC

- 11A. Without limiting the provisions of Rule 11, and subject to the provisions of the Law, the co-operative has power;
- (i) to form or participate in the formation of a body corporate or unit trust;
 - (ii) to acquire interests in and sell or otherwise dispose of interests in bodies corporate, unit trusts and joint ventures; and
 - (iii) to form or enter into a partnership, joint venture or other association with other persons or bodies,
- in furtherance of the co-operative's primary activity.

DEALINGS OF MEMBERS WITH CO-OPERATIVES

- 11B. (a) The co-operative may, in accordance with Section 78 of the Act, make a contract with a member requiring the member to have specified dealings with the co-operative for a fixed period.
- (b) The provisions of the contract may require a member:
- (i) to sell products through or to the co-operative; or

- (ii) to obtain supplies or services through or from the co-operative; or
 - (iii) to pay to the co-operative specified sums as liquidated damages for any failure to comply with a requirement authorised by this rule.
- (c) The sum, if any, specified as liquidated damages is to be considered as a debt due to the co-operative and in respect of such debt, the co-operative has, pursuant to Section 80 of the Act, a charge on each of the following:
- (i) the credit balance and deposits of the member or past member;
 - (ii) any entry and periodic fees required to be repaid to a member when the member ceases to be a member. The charge created pursuant to Section 80 of the Act shall be enforced in accordance with that section.
- (d) Nothing in this rule shall be interpreted as restricting the powers of the co-operative to enter into contracts with a member or members other than pursuant to the provisions of this rule.

SEAL

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

CO-OPERATIVE MAY AUTHORISE AGENT OR ATTORNEY TO EXECUTE DEEDS

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 secretary shall maintain a register of members in which shall be entered the full name, occupation, address and date of joining of every member of the co-operative, together with the date of the payment of his or her latest subscription, in accordance with Sections 30 and 31 of the Clubs Act, Section 249 of the Act and the Regulation.
- (c) The secretary shall maintain a register of Honorary and Temporary member, showing the full name and address of each Honorary and Temporary member and, where that person has been admitted to membership for a limited period, the dated of commencement and completion of membership.

- (d) A member is entitled to make a copy of entries in a register specified in subsection (a) and to do so free of charge or on the payment of a fee if required under Rule 80, Schedule of Fees.
- (e) 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 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:
- (i) established at an office which is not the co-operative's registered office; or
 - (ii) moved from one office to another.

ACTIVE MEMBERSHIP PROVISION

16. In accordance with Part 6 of the Act:
- (i) The operation, maintenance and carrying on of a club for the promotion of bowls and other social and sporting activities is a primary activity of the co-operative; and
 - (ii) a member shall be:
 - (A) a Life member; or
 - (B) an Ordinary member who pays an annual subscription as determined under Rule 22, 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 cooperative and have not been known to the co-operative for a continuous period of at least 2 years 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 2 years immediately before the date of cancellation.
- (b) The co-operative shall, in a form approved by the Registrar, keep a register of memberships cancelled pursuant to paragraph (a) of this rule, which shall specify the particulars prescribed in Clause 6 of Schedule 1 of the Cooperatives Regulation 1997.
- (c) The Board shall not be required to give notice, under this rule, if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$50, or such other amount as may be prescribed.

QUALIFICATIONS FOR MEMBERSHIP

18. (a) A person is not qualified to be admitted to membership of the co-operative unless:
- (i) the Board has reasonable grounds for believing that the person will be an active member under Rule 16; and
 - (ii) the applicant is an individual and not a body corporate.
- (b) Club membership shall consist of the following classes:
- (i) Ordinary members:
 - (A) Bowling member;
 - (B) Pensioner member;
 - (C) Senior member;
 - (D) Junior Bowling member;
 - (E) Free member;
 - (F) Social member;
 - (ii) Life members;
 - (iii) Honorary members;
 - (iv) Temporary members; and
 - (v) Provisional members.

- (c) The rights, duties and entitlements of the various classes of membership are as follows:
- (i) **ORDINARY MEMBERSHIP** of the co-operative shall consist of the following classes:
- (A) **BOWLING MEMBER:**
- (I) Bowling member shall mean a member of the co-operative who shall pay the full annual subscription, or, in the case of a new member joining after the 31st December and prior to the 31st March next following, such proportion of such annual subscription shall be determined by the Board.
- (II) Each applicant for Bowling membership shall indicate on his or her application form whether he or she intends to play or to promote the game of bowls.
- (III) Coaching classes, or instruction on the rudiments of the game, may be arranged for new bowlers.
- (B) **PENSIONER MEMBER:**
- (I) Pensioner member shall mean a member who has at least three (3) years bowling membership in a bowling club and who is in possession of a Pensioner Health Benefits Card.
- (II) On production of his or her Pensioner Health Benefits Card to the secretary, an eligible member shall be transferred to Pensioner member classification as from the first day of July next following, from which date he or she shall pay the subscription as provided in Rule 22.
- (III) A pensioner member shall retain the rights and privileges of a Bowling member.
- (C) **SENIOR MEMBER:**
- (I) Senior member shall mean a member who has had twenty-five consecutive years Bowling membership with Kotara Bowling Club.
- (II) Senior members shall retain all the rights and privileges of a Bowling member but their annual subscription shall be the minimum amount as determined from time to time and they shall be presented with a 25 year lapel badge.

(D) **JUNIOR BOWLING MEMBER:**

- (I) 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 applicable annual subscription.
- (II) Subject to the provisions of the Act, a Junior Bowling member shall be entitled to such of the playing privileges and to use such of the facilities of the cooperative as the Board shall determine, but shall not be entitled to hold office on the board of management of the co-operative or to nominate co-operative members for such office or to vote at any meetings of the cooperative.
- (III) Junior Bowling members shall be subject to the same conditions regarding their intention to play bowls as apply to applicants for Bowling membership.
- (IV) On attaining the age of 18 years, a Junior Bowling member may make written request to transfer to Bowling membership. A Junior Bowling member so changing his or her membership designation shall pay such additional subscription as shall, with the amount already paid by him or her as such Junior Bowling member, bring his or her total subscription to the amount payable by a Bowling member.

(E) **FREE MEMBER:**

- (I) Free member shall mean a person who has been admitted or transferred to Free membership of the co-operative.
- (II) Free members shall be entitled to enter the Club premises without the need to enter their personal details on each visit as required by Temporary Members Rule 18 (c) (iv).
- (III) The subscription of a Free member will be nil.

(F) **SOCIAL MEMBER**

- (I) Social member shall mean a person over the age of eighteen (18) years who has been admitted or transferred to Social membership of the co-operative.
- (II) Social members shall be entitled to:
 - (1) subject to Rule 18(c)(i)(F)(III), such playing and social privileges and advantages of the

cooperative as may be determined by the Board from time to time; and

- (2) attend and vote at general meetings (including Annual General Meetings) of the co-operative;
 - (3) subject to any restrictions in these Rules, nominate for and be elected to hold office on the Board;
 - (4) vote in the election of the Board;
 - (5) vote on any Special Resolution (including a Special Resolution to amend these Rules);
 - (6) propose, second, or nominate any eligible member for any office of the co-operative;
 - (7) propose, second or nominate any eligible member for Life membership;
 - (8) introduce guests to the co-operative.
- (III) Social members shall not be entitled to participate in any bowling competitions conducted by Zone 2 Newcastle District Bowling Association, Newcastle District Women's Bowling Association and Bowls NSW Limited.
- (IV) The subscription of a Social member shall be less than that of a Bowling member but more than that of a Free member.

(ii) **LIFE MEMBER:**

- (A) Life member shall mean any member who may, in consideration of long or meritorious service, or for any other special reason, be granted Life membership of the co-operative.
- (B) A proposal for Life membership shall be made to the Secretary in writing by any two Bowling, Pensioner, Senior, Social or Life members of the co-operative and submitted to the members at the annual general meeting or at a special general meeting and the members shall consider the application and come to a decision regarding it.
- (C) The proposal is to be communicated to the members in the notice convening the meeting and the subsequent adoption (or rejection) of the proposal shall be by secret ballot and by two thirds of the members present and entitled to vote.

- (D) At no time shall the number of Life members exceed five (5).
- (E) A Life member shall retain all the rights and privileges of a Bowling member, without the requirement to pay the annual subscription.

(iii) **HONORARY MEMBER:**

- (A) The following may be made an Honorary member of the club:
 - (I) the patron or patrons for the time being; and
 - (II) any prominent citizen visiting the co-operative for some special occasion.
- (B) An Honorary member shall be entitled only to the social privileges of the co-operative and to play bowls and other such games, recreations and pastimes as determined by or on the invitation of the Board from time to time without the payment of the annual subscription.

(iv) **TEMPORARY MEMBER:**

- (A) Temporary membership may be granted by the Board, or a person or persons authorised by the Board, to one person and no other who has one of the following qualifications:
 - (I) 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 co-operative for the purposes of an organised competition, to be conducted by the cooperative on that day when he or she so attends the premises of the co-operative until the end of the day. Any person who so qualifies as a Temporary member of the co-operative under this paragraph shall be deemed to have been admitted as a Temporary member of the co-operative;
 - (II) any visiting member of a registered club having similar objects, for a period not exceeding one day at any time; and
 - (III) any visitor whose permanent address is outside a radius from the co-operative of not less than five (5) kilometres.
- (B) Temporary members shall not be entitled to vote at any meeting of the co-operative, nominate for, or be elected to, the committees or any office in the co-operative or participate in the management of the co-operative in any way.

- (C) Temporary members shall not be permitted to introduce guests to the co-operative.
 - (D) An executive member of the co-operative may terminate the membership of any Temporary member at any time without having to provide any reason therefore.
 - (E) The Board may, by by-law, specify the number of days in any financial year of the co-operative on which temporary membership may be conferred on any person, provided however, that, in total, the number of days temporary membership is conferred on the same person in any year shall not be more than twenty-eight (28) but these need not be consecutive days.
 - (F) A person shall not be admitted as a Temporary member of the co-operative unless he or she completes and signs an application for temporary membership in such form as the Board may determine.
 - (G) Unless otherwise specified in the co-operatives temporary membership registered and on the temporary membership card issued pursuant to subrule 18(c)(iv)(H), temporary membership shall be conferred only for the duration of the day on which it is granted.
 - (H) Upon a person being admitted to temporary membership, he or she shall be issued with a temporary membership card bearing his or her name and the date on which it was issued. If the temporary membership is granted for a period longer than the day of issue, the date on which temporary membership ends shall be included on the membership card.
 - (I) Upon a person being admitted to temporary membership, all relevant particulars shall be forthwith entered in the cooperatives temporary membership register for the purposes of Section 30(2)(l) and (m) of the Clubs Act.
 - (J) A Temporary member shall be required to produce his or her temporary membership card if requested to do so by a director or employee of the co-operative. If unable to produce the card the person may be required to leave the premises of the cooperative immediately.
 - (K) No person under the age of eighteen (18) years may be admitted as a Temporary member of the co-operative.
- (v) **PROVISIONAL MEMBER:**

- (A) Provisional membership may be granted to a person who has applied for membership of the co-operative, has paid the appropriate membership subscription and is awaiting a decision on his or her application.
- (B) The Board or the Secretary shall be empowered to grant provisional membership pending the determination of the membership application.
- (d) The Board shall have the power to grant permission, on written request, for Bowling or Social members to change from either one of such designations to another, provided that a Bowling member, on changing his or her designation, shall not be entitled to any refund or reduction of any subscription paid or payable by him or her for the current year.
- (e) Any Social member changing his or her designation to that of a Bowling member shall pay such additional subscription as shall, with the amount already paid by him or her as such Social member, shall bring his or her total subscription to the amount payable by a Bowling member, subject to Rule 22.
- (f) A Social member transferring to bowling membership shall be subject to the same provisions as regards coaching classes as apply to applicants for bowling membership under Rule 18(c)(i)(A)(III).
- (g) Social, Temporary, Honorary and Provisional members shall not be entitled to compete for club championship prizes, not to take part in competitions conducted by the Newcastle District Bowling Association nor to hold office in the co-operative or nominate any members for such office. Notwithstanding the provisions of this rule Temporary members who have entered the cooperative in accordance with the qualifications outlined in Rule 18(c)(iv)(A)(I) & (II) shall be entitled to participate in any competition conducted by the cooperative, the Newcastle District Bowling Association or any other affiliated Bowling Association.

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) Applications for membership shall be lodged at the registered office in or to the effect of the form approved by the Board.
- (d) The names of every applicant for membership shall be recorded in the cooperative's provisional membership register, the applicable annual subscription receipted and a provisional membership card issued. The card should show the provisional member's name, provisional membership number, the class of membership applied for and any expiry date of the card issued.
- (e) The name of every applicant for membership shall be posted on the notice board in a conspicuous place on the co-operative premises by the secretary and shall remain posted for at least fourteen (14) days prior to the date of the meeting of the Board at which the application is to be considered.
- (f) An interval of at least fourteen (14) days shall elapse between the date of acceptance as a provisional member and the date of election of all candidates to the various classes of membership.
- (g) Every application shall be considered by the Board. If elected, the applicant's name and any other information required by or under the Act shall be entered in the register of members. The applicant shall be notified in writing of the entry in the register and shall then be entitled to the privileges attaching to membership.
- (h) The Board may, at its discretion, refuse any application for membership and need not give any reasons to the unsuccessful applicant though the Board may choose to give reasons if the Board considers it appropriate to do so. Upon refusal the applicant's deposit shall be refunded without interest.
- (i) 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 cooperative under Rule 18 is not admitted as a member.

- (j) Each applicant for bowling membership shall indicate on his or her application form whether he or she intends to play or promote the game of bowls and he or she shall be elected for a probationary period of up to six (6) months, during which time that intention shall be evident. Coaching classes, or instruction on the rudiments of the game, can be arranged for new bowlers.
- (k) No person under eighteen (18) years of age, except a Junior Bowling member, shall be admitted as a member of the co-operative and no persons shall be allowed to become Honorary or Temporary members of the co-operative, 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.
- (l) There shall be no joint members.

KOTARA WOMEN'S BOWLING CLUB

- 21. (a) Only Lady Bowling members of the co-operative may be members of the Kotara Women's Bowling Club, affiliated with the Newcastle District Women's Bowling Association or an equivalent association.
- (b) Deleted.
- (c) Deleted.
- (d) The Kotara 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 Newcastle District Women's Bowling Association or equivalent association, provided that such constitution does not contravene the co-operative's rules.
- (e) Kotara Women's Bowling Club shall have the right to play on the cooperative's greens, subject to such regulations as the Board may adopt.

SOCIAL CLUBS

- 21A. (a) Members wishing to form sections within the co-operative to cater for other sports, games, amusements etc (eg fishing, snooker, darts, flying bowlers), shall first draw up by-laws for the proposed section and submit them to the Board for approval before such section may become operative.
- (b) The bowling co-operative reserves the right to disaffiliate or dissolve any such club that, in the Board's opinion, is not operating in the best interests of the full members of the bowling co-operative.
- (c) If a social club is disbanded or disaffiliated, all moneys and property revert back to the Kotara Bowling and Recreation Club Co-op Ltd.

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 Board from time to time;
 - (iii) be payable in advance, and fall due on or before 30 June each year; and
 - (iv) vary depending upon the class of membership.
- (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 shall not be paid within a period of one month from the date on which it shall fall due upon, the member shall be automatically suspended from all privileges of the co-operative and a person's membership shall be cancelled in accordance with Rule 17.

MEMBERS OF THE CO-OPERATIVE

23. (a) The members of the co-operative are:
- (i) those persons who signed the application for registration of the cooperative; and
 - (ii) those persons admitted to membership in accordance with Rules 18 and 20; and
 - (iii) those persons who become members by:
 - (A) a transfer of engagements to the co-operative;
 - (B) a scheme of arrangement; or
 - (C) operation of law.
- (b) The number of members shall not exceed the number from time to time fixed by the Board.

MEMBER'S GUEST

- 23A. A guest of the co-operative means a person:

- (i) whose name and address, countersigned by a member, are entered in a register kept for the purpose by the co-operative;
- (ii) who at all times, while on the co-operative's premises, remains in the reasonable company of the member; and
- (iii) who does not remain on the co-operative's premises any longer than the member does.

EMPLOYEES

24. (a) An employee may be a member of the co-operative in accordance with the Clubs Act, however the following restrictions apply:
- (i) the employee member is not entitled to vote at any meeting of the cooperative, meeting of the Board or at any election of the Board; and
 - (ii) the employee member shall not hold office as a member of the Board of the co-operative.
- (b) An employee who is a Bowling member of the co-operative and an active player of lawn bowls shall be eligible to be nominated in the position of selector.
- (c) No employee shall consume intoxicating liquor, play poker machines or Keno or Tab on the co-operative's premises whilst on duty.

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 cooperative 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.

NO CLAIM ON CO-OPERATIVE PROPERTY

- 25A. No member shall, by reason of his or her membership, have any transmissible or assignable interest, by operation of law or otherwise, in any property of the cooperative. When any person ceases, by death, resignation or otherwise, to be a member of the co-operative, all his or her interest shall survive, accrue and belong to the members for the time being.

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 Rule 26(e) prevents the exercise of a vote by means of a proxy or power of attorney.
- (c) Social members shall be entitled to vote and shall have one vote.
- (d) Temporary, Provisional and Honorary members shall not be entitled to vote.
- (e) There shall be no voting by proxy.

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.

REMOVAL OF PERSONS FROM THE CO-OPERATIVE

- 27A. (a) The secretary or his delegated officer, or an employee or a board member may refuse to admit to the co-operative, and may turn out, or cause to be turned out, of the premises of the co-operative any person:
- (i) who is intoxicated, violent, quarrelsome or disorderly; or
- (ii) who, for the purposes of prostitution, engages or uses any part of the premises;
- (iii) whose presence on the premises renders the co-operative or the secretary of the co-operative liable to a penalty under the Clubs Act;
- (iv) who hawks, peddles or sells any goods on the premises; or
- (v) who uses, or has on his or her possession while on the premises, any substance that the secretary or employee suspects of being a prohibited

plant or a prohibited drug, within the meaning of the Drug Misuse and Trafficking Act 1985.

- (b) If, pursuant to Rule 27A(a), a person has been refused admission to, or has been turned out of, the premises of the co-operative, the secretary of the cooperative or an employee or a board member may, at any subsequent time or from time to time, refuse to admit that person into the premises of the cooperative or may turn the person out of, or cause the person to be turned out of, the premises.
- (c) For the purposes of Rule 27A(a) or (b), such reasonable force as may be necessary may be used to turn a person out of the premises of the co-operative.
- (d) If a person to whom a secretary or an employee or a board member is, under Rule 27A(a) or (b), entitled to refuse admission to the premises of the cooperative is on the premises of the co-operative, the person must, on being required to do so by the secretary of the co-operative, employee, board member or a police officer, quit the premises.

SUSPENSION OF MEMBERS

28. (a) (i) The secretary or his or her delegated officer or employee or a Board member shall have the power to suspend any member from membership of the co operative:
- (A) who is intoxicated, violent, quarrelsome or disorderly; or
 - (B) whose presence on the premises of the co-operative renders the cooperative or the secretary of the co-operative liable to a penalty under NSW Government Legislation.
- (ii) Any suspension pursuant to this rule shall be for a minimum period of one month only and the secretary shall make a written report of the circumstances giving rise to the suspension to the Board or its subcommittee within seven (7) days of the suspension being imposed.
- (b) If a member shall wilfully infringe any of these rules or by-laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interest of the cooperative or be guilty of any conduct which, in the opinion of the Board, shall render that member unfit for membership, the Board shall have the power, by resolution, to reprimand, fine, suspend from all or any of the privileges of membership for such period as it considers fit, accept the resignation of, or commence proceedings to expel such member under Rule 29, PROVIDED THAT:
- (i) The member may appear before a meeting of the Board to explain any charge has received seven clear days notice by Certified Mail, without reasonable excuse, the charge or complaint will be heard and dealt with and the Board shall decide on the evidence before it, his or her absence notwithstanding. At all hearings on matters of this nature, the Board may give notice of the hearing to any person, or persons whose presence may

be desired by it. The Board may, at such hearing, question the members of the co-operative, and any other person having knowledge of the facts, on any matter pertaining to the infringement or complaint;

- (ii) If the member attends the board meeting and is found guilty, the member shall, before a resolution is moved on the penalty to be imposed, have had an opportunity to address the Board;
 - (iii) The meeting shall be held within one (1) month of the date that the alleged offence, infringement or misconduct is raised at a meeting of the Board;
 - (iv) Any resolution under this rule shall be by secret ballot and passed by not less than two-thirds of the members of the Board present at such meeting;
 - (v) The member shall be notified of the decision of the Board in writing by certified post.
- (c) Any resolution of the Board pursuant to Rule 28(b) shall be final and need not state the grounds, facts or opinions upon which it is based.
 - (d) No member dealt with in accordance with this rule shall have any right of action, whether at law or in equity or other remedy, whatsoever against the cooperative of Board or any member thereof by reason of such reprimand, fine or suspension or by reason of any act or thing arising therefrom or relating thereto.
 - (e) The Board may, at its discretion, order the refund of the whole or part of the current annual subscription to any member suspended or expelled.
 - (f) The Board may refuse legal representation to any member required to appear before the Board in terms of this rule.
 - (g) Any member who has been suspended or expelled in accordance with this rule or Rule 29 may be refused admission as a Temporary member in accordance with Section 30(10) of the Clubs Act.

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 members obligations to the cooperative, whether prescribed by these rules or arising out of any contract; or
 - (ii) that the member has been guilty of conduct detrimental to the cooperative.

- (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 readmitted, except by special resolution.

GAMBLING, OBJECTIONABLE LANGUAGE ETC

- 29A. (a) No subject or questions of a political or religious nature shall be discussed on the premises of the co-operative.
- (b) Objectionable language or unlawful betting shall not be allowed on the premises of the co-operative.

CEASING MEMBERSHIP

30. A person shall cease to be a member in any of the following circumstances:
- (i) if the member's membership is cancelled under Rule 17;
 - (ii) if the member is expelled in accordance with Rule 29;
 - (iii) if the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy;
 - (iv) on death of the member;
 - (v) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
 - (vi) on the expiration of one months notice in writing of the member's intention to resign from membership given by the member, to the Secretary.

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 paragraph (a) of this rule, 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 with Rule 69(d) at least 21 days before the date of the annual general meeting.

CONVENING SPECIAL GENERAL MEETINGS

32. The Board may, whenever it thinks fit, convene a special general meeting of the cooperative.

REQUISITION OF GENERAL MEETINGS

33. (a) The Board must convene a general meeting of the co-operative on the requisition in writing by active members who together are able to cast at least *20% of the total number of votes to be cast at a meeting of the co-operative.
- (b) The requisition must:
- (i) state the objects of the meeting; and
 - (ii) be signed by the requisitioning members and may consist of several documents in like form each signed by one or more of the requisitioning members; and
 - (iii) be served on the co-operative by being lodged at the registered office of the co-operative.

REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICABLE

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 cooperative;

- (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 cooperative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

NOTICE OF GENERAL MEETINGS

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 77.
- (b) Notice must be given to those persons who are, under these rules entitled to receive such notices from the co-operative, but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting. The notice must specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business.
- (c) Any member who has a resolution to submit to a general meeting must give written notice of the terms of the resolution to the co-operative not less than 28 days prior to the date of the meeting.
- (d) The Board shall have inserted in any notice convening a general meeting any business that 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 77 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:
- (i) the intention to propose the resolution as a special resolution at that meeting;
 - (ii) the reason for the making of the special resolution;
 - (iii) 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) consideration of allowances;
 - (iv) declaration by the returning officer of the ballot for the election of officers and members of the Board caused by the operation of the Triennial Rule set out in Rule 48(c) and patron(s) and the filling of vacant positions;
 - (v) election of Life members, if any;
 - (vi) determination of the annual subscription and other fees of charges for the various classes of members for the next year ensuing. The Board shall recommend a fee structure to the meeting for consideration;
 - (vii) election of returning officer and deputy returning officer;
 - (viii) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both.
 - (ix) election of publicity officer;
 - (x) election of greens liaison officer or committee;
 - (xi) election of Newcastle District Bowling Association delegates;

- (xii) to decide the number of selectors and determination of method of selection for the ensuing year;
 - (xiii) recommendations from the annual general meeting to be considered by the incoming board; and
 - (xiv) to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative and to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- (b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.
 - (c) All business of a general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.

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, 50 active members, present in person and entitled to vote, or 20% of such members, whichever is lesser, constitute a quorum.
- (c) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

- 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 pm-poses 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 forfeited under Rule 17, is not entitled to attend.
- (b) A member of the co-operative is not entitled to vote at a meeting of the cooperative:
- (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 cooperative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) If a poll is demanded, in accordance with Rule 4 1(c), it shall be taken in a manner that the chairperson directs. Unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.
- A poll demanded in accordance with Rule 4 1(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, shall be entitled to a second or 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).

BOARD OF DIRECTORS

44. (a) (i) Subject to Rule 44(a)(ii), there shall be a Board of seven (7) directors each of who shall be a natural person and at least eighteen (18) years old. The Board shall consist of a President, two (2) Vice Presidents and four (4) ordinary Board members.
- (ii) For the purposes of section 30(1)(b)(i) of the Clubs Act, the Board may appoint up to two (2) persons to be members of the Board. The provisions of the Clubs Act shall apply in respect of any person appointed to the Board pursuant to this Rule.

- (b) The business and operation 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 cooperative that are not, by this Act or these rules, required to be exercised by the cooperative 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) Every director acting in the business or operations of the co-operative, pursuant to a resolution duly passed by the Board, shall, in accordance with Section 214 of the Act, be deemed to be the agent of the co-operative for all purposes within the objects of the co-operative.
- (e) From the time these rules are adopted until the annual general meeting following the adoption of these rules, the existing board of directors will continue in office.
- (f) Any person who is elected or appointed to the Board, must, unless exempted complete such mandatory training requirements for directors as required by the Regulations made under the Clubs Act.

QUALIFICATIONS OF DIRECTORS

45. 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. Bowling, Pensioner, Senior, Gala and Life Members may be elected to any position on the board. Social members may be elected as ordinary Board members only. There shall not be more than three (3) Social members on the Board at any one time. A member who is an employee of the co-operative is not eligible to hold office as a director.

RETIREMENT OF DIRECTORS

46. All board members shall retire in accordance with the Triennial Rule set out in Rule 48(c). All members of the Board (other than any director who has been appointed to the Board in accordance with Rule 44(a)(ii)) shall hold office until their successors are appointed, unless they resign or are removed from office in accordance with these rules.

NOMINATION OF BOARD MEMBERS AND OTHER POSITIONS

47. (a) Nomination for the position of Patron(s) (if required), President, Vice Presidents (2), and four (4) members of the Board shall be made in writing by a proposer and a seconder who must be Bowling, Pensioner, Senior, Social or Life members. Such nomination shall be signed by the person so nominated as consenting to such nomination, provided that any such member holding office in another registered club with similar objectives shall not be eligible to hold office in this co-operative or be elected to any sub committee. No absent member shall be considered for election to any position unless the nominee has given his or her written assent as such assent is in the hands of the secretary.

- (b) All nominations must be lodged with the secretary and a copy shall forthwith be posted by him or her on the notice board. Nomination must be registered by 6.00pm on the second Sunday prior to the date set down for the annual general meeting.

ELECTION OF DIRECTORS

48. (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 retiring director shall be eligible for re-election, subject to the person holding the qualifications specified in Rule 45.
- (c) The Board shall be elected triennially in accordance with Rule 49 and Schedule 4 of the Clubs Act (which is set out below) and the first meeting under the Triennial Rule shall be the Annual General Meeting held in 2014.

SCHEDULE 4

Definitions

1. In this Schedule -

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

"triennial rule" means the rule of the club that provides for the election of members of the governing body in accordance with this Schedule;

"year" means the period between successive general meetings.

2. Repealed.

3. First general meeting under triennial rule

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

- (2) The groups -

(a) shall be determined by drawing lots; and

(b) shall be as nearly as practicable equal in number; and

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

- (3) Unless otherwise disqualified, the members of the governing body -

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

4. At each general meeting held while the triennial rule is in force (other than the first such meeting) the number of the members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for 3 years.

5. Casual vacancies

(1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

6. Re-election

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

7. Revocation of triennial rule

If the triennial rule is revoked -

- (a) at a general meeting - all the members of the governing body cease to hold office; or
- (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body.

49. References to the election of the Board in this Rule 49 refer to positions on the Board to be elected in any one year in accordance with the Triennial Rule set out in Rule 48(c). All members of the Board referred to in Rule 44(a)(i) shall be elected by member in a ballot conducted as follows:

- (i) Where there are nominations, received in accordance with Rule 47.

equal to the number required for the position to be elected, then a ballot will not be required and the nominees will be deemed to be elected.

- (ii) Where there are more candidates for any office than are required, a ballot shall be held among the members entitled to vote.
- (iii) The candidate's position on all ballot papers shall be determined by means of a draw conducted by the Returning Officer.
- (iv) Should there be an insufficient number of nominations, the nominated candidates shall be declared elected and the vacancy or vacancies thus created shall be filled by verbal nominations taken at the annual general meeting. 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 his or her written assent and such assent is in the hands of the secretary.
- (v) On the closing of nominations and where there are more candidates than required, the returning officer and scrutineers (2) shall be responsible for the preparation of a ballot, which shall be opened on a day fixed by the Returning Officer, but not later than fourteen (14) days prior to the annual general meeting.
- (vi) From the opening of the ballot to the day of the closing of the ballot, as herein after provided, the Returning Officer of the scrutineers shall attend the clubhouse on such days and times as are nominated by the Board for the purpose of conducting the ballot. Any member desirous of voting shall attend at the co-operative, produce evidence to the Returning Officer or the scrutineers that he or she is financial for the preceding year, and shall be handed ballot papers, initialled by the Returning Officer or the scrutineers, for the various position, after signing his or her name in the book provided for the purpose, which book shall be retained in the care and custody of the Returning Officer.
- (vii) In the event of an eligible member being unable to attend the clubhouse for the purpose of voting during the aforesaid hours, such member may apply in writing to the Returning Officer for the issue to the member of ballot papers and may return such 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 and any ballot papers returned shall forthwith be placed by the Returning Officer in the ballot box.
- (viii) Any member desirous of voting shall indicate, in the manner directed, the name of the person or persons for whom he or she desires to vote, being no more or less than the number required to fill the vacancy or vacancies and shall thereupon place the ballot paper in the ballot box provided.

- (ix) A sealed ballot box shall be provided and shall remain in the care of the Returning Officer, who, alone, shall have a key to the box, until the completion on the ballot.
- (x) The Returning Officer shall determine the formality or otherwise of ballot papers. Incorrectly marked ballot papers will not be recognised as a vote.
- (xi) A person shall not hold more than one board position in the cooperative at any one time, not including office on any sub-committee.
- (xii) The ballot paper shall list the board positions in the following order:
 - (A) President;
 - (B) Vice Presidents (2);
 - (C) DELETED;
 - (D) Ordinary Board Members (4);
 - (E) DELETED; (F) DELETED.
- (xiii) In the event of a candidate, having nominated for more than one board position, being elected to a higher office, his nomination(s) and votes received for the lower office(s) shall be cancelled.
- (xiv) The ballot shall close at 6:00pm on the day preceding the date fixed for the annual general meeting and it shall be declared by the Returning Officer and posted on the notice board not later than one (1) hour prior to the opening time of the annual general meeting.

RETURNING OFFICER

- 49A. (a) At all meetings of members where a ballot is to be take, the Returning Officer, and/or scrutineers, shall conduct the ballot and their decision shall be final in any case of doubt as to formality of a ballot paper.
- (b) Should two or more candidates for any position receive an equal number of votes and not all receiving an equal number of votes can be elected, the Returning Officer shall report the position to the chairperson, whereupon the successful candidate(s) shall be determined by a draw from the hat.

DIRECTORS' REMUNERATION

- 50. (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

51. (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 53 must be held at least once every quarter and may be held as often as may be necessary for properly conducting the business and operations of the cooperative.

PROCEEDINGS OF THE BOARD

52. (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) If a director of the co-operative becomes in any way, whether directly or indirectly, interested in any contract or proposed contract with the cooperative, the director must declare the nature and extent of that interest to the Board.
- (d) 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.
- (e) 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.
- (f) 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.
- (g) 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 on which the meeting to alter or rescind such resolution is held unless 75% of the board members present vote to rescind a resolution adopted at the same board meeting.
- (h) The executive officers of the co-operative shall be the President, Vice Presidents and Secretary/Manager, who shall be ex-officio members of any committees appointed under Rule 63, with the exception of the selection committee. Should

any co-operative business arise requiring urgent attention, any member of the executive shall have the power to take any necessary action, but the secretary shall submit a report thereon for confirmation or otherwise at the next meeting of the Board.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

53. (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 paragraph 53(a)(i) is to be recorded in the minutes of the meetings of the Board.
- (d) The secretary may circulate papers among members of the Board for the purposes of paragraph 53(a)(i) by facsimile or other transmission of the information in the papers concerned.

QUORUM FOR BOARD MEETINGS

54. (a) A quorum of a meeting of the board of directors shall be no less than fifty percent (50%) of the number of directors who are on the Board at that time.
- (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 those present and at least two (2) days notice of such adjourned meeting shall be sent by the secretary to all members of the Board.

APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

55. (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 61 applies.

CHAIRPERSON OF BOARD

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

DELEGATION AND BOARD COMMITTEES

57. (a) The Board may (in accordance with Section 213 of the Act) by resolution delegate the exercise of such of the Board's functions (other than this power of delegation) as are specified in the resolution:
- (i) to a director; or
 - (ii) to a committee of 2 or more directors; or
 - (iii) to a committee of members of the co-operative; or
 - (iv) to a committee of members of the co-operative and other persons if members comprise the majority of persons on the committee.
- (b) The co-operative or the Board may by resolution revoke wholly or in part any such delegation.
- (c) A power, the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (d) A delegation under this rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstance.
- (e) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

EXERCISE OF DELEGATED POWER BY DIRECTORS

58. (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) Rule 58(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 57(d) were observed by the director exercising the powers.

- (c) An instrument purporting to be signed by a director as referred to in Rule 58(a) shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the Board under this rule.
- (d) A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.
- (e) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting and in case of an equality of votes the chairperson shall have a second or casting vote.

REMOVAL OF DIRECTOR FROM OFFICE

59. 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

60. A director vacates office in such circumstances (if any) as are provided in the rules of the cooperative and in any of the following cases:
- (i) if the person is an insolvent under administration (as defined in the Law);
 - (ii) if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 208 of the Act;
 - (iii) if the director absents himself/herself from 3 consecutive ordinary meetings of the Board without its leave;
 - (iv) if the director resigns from office by notice in writing given by the director to the co-operative;
 - (v) if the director is removed from office by ordinary resolution of the cooperative;
 - (vi) if the person ceases to hold the qualification by reason of which the person was qualified to be a director;
 - (vii) if the director becomes an employee of the co-operative;
 - (viii) if an administrator of the co-operative's affairs is appointed under Division 6 of Part 12 of the Act;

- (ix) if the director is directly or indirectly interested in any contract or proposed contract with the co-operative and fails to declare his/her interest as required under Section 234 of the Act;
- (x) if the director who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the director's duties or interests as a director and the director fails to declare the fact and the nature, character and extent of the conflict;
- (xi) if the director is removed from office, by a voluntary administrator of the co-operative appointed under Part 5.3A of the Law, as applying under Section 332 of the Act.
- (xii) if the director fails to complete the mandatory training requirements for directors referred to in Rule 44(f) within the prescribed period (unless exempted).

FILLING OF CASUAL VACANCIES

61. (a) Notwithstanding Rule 55, a casual vacancy of the Board is to be filled:
- (i) by election by the members held:
 - (A) at a meeting of the co-operative; or
 - (B) by means of a postal ballot; or
 - (C) in the manner specified in the rules of the co-operative for the ordinary election of directors; or
 - (ii) by appointment by the directors; or
 - (iii) in such other manner as the Registrar may approve in a particular case.
- (b) The person elected pursuant to Rule 61(a)(i) shall retire at the same time as the director who vacated the office would have done if that director had not vacated it.
- (c) The person appointed pursuant to Rule 61(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 60.

POWERS OF THE BOARD

62. The Board shall

- (i) have the power to authorise expenditure of, invest, borrow, raise secure payment of, any sum of money by mortgage or charge on any of the property of the co-operative, real an personal, issue debentures, perpetual or otherwise, charged upon all or any of the property of the co-operative, receive all moneys and subscriptions, appoint delegates and representatives to the Newcastle District Bowling Association Zone 2 Inc., take or accept a least or leases of ground and accept surrenders thereof, close the co operative premises at their discretion for any period or periods. Provided that, in the case of giving a mortgage or charge over the property of the co-operative or issuing debentures or accepting a lease of any real property, or committing the co-operative to capital, expenditure shall not exceed \$1,000,000.00 at any one time;
- (ii) have the power to elect new members in accordance with Rule 20, accept resignations, warn, reprimand, fine or suspend any member of the co-operative who shall infringe any rules or by-laws, or whose conduct shall, in the Board's opinion, render a person unfit for membership and against whom a complaint in writing has been lodged with the secretary;
- (iii) have the power to appoint or re-appoint an honorary solicitor;
- (iv) review the minutes of the annual general meeting and any special general meeting at the board meeting immediately following the annual or special general meeting and take any necessary action on them.

OTHER COMMITTEES

63. (a) The Board may by resolution appoint committees comprising of members or other persons or both, to act in an advisory role to the Board and to any committees of directors.
- (b) The selection committee shall be created in accordance with the by-laws of the co operative.
- (c) The provisions of Rules 58(d) and (e) apply to committees appointed under this rule, subject to any variations approved of by the Board.
- (d) The quorum for any meeting of the committee shall be one-half (or where onehalf is not a whole number the whole number next higher than one-half) of the number of members in the committee.

MINUTES OF MEETINGS

64. (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:
- (i) of all appointments of officers and employees made by the directors;
 - (ii) of the names of the directors present at each meeting of the Board and of any committee of the Board;

- (iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees.
- (b) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.
- (c) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business at the next succeeding meeting of the co-operative, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.
- (d) Every director present at any meeting shall sign their name in a book to be kept for that purpose.
- (e) The minutes are to be kept in the English language.

OFFICERS

65. (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.

PRESIDENT

66. (a) The President shall take the chair at all meetings, whether of the members or of the Board. In his or her absence, or refusal to act the members of the Board may elect a chairperson for the meeting. In addition his or her deliberative vote, the chairperson shall have a casting vote in cases of an equality of votes
- (b) At any meeting, the interpretation of the rules of debate or procedure shall be determined by the chairperson. To be effective, a motion of dissent from the chairperson’s ruling must be carried by two-thirds majority of the members present and entitled to vote.
- (c) In the event of the office of President becoming vacant during the year, the position shall be filled by either one of the two Vice Presidents, elected by simple majority of the directors present at the same meeting. If the position of President still remains

SECRETARY

- 66A. At any time there shall only be one Secretary of the co-operative who shall be appointed by the Board and who shall be the Chief Executive Officer of the cooperative for the purposes of the Registered Clubs Act.
- 66B. DELETED.
- 66C. DELETED.

INSURANCE AND INDEMNITY

67. (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 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.

FINANCIAL YEAR

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

ACCOUNTS

69. The co-operative must prepare financial reports and statements in accordance with Co-operatives (Adoption of National Law) Act 2012 (as amended from time to time), the Co-operatives National Regulations and these Rules.

BANKING

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

AUDITOR AND/OR REVIEWER

71. If the co-operative is a small co-operative, the co-operative is not required to appoint an auditor or reviewer unless the co-operative is directed to prepare audited or reviewed financial statements by its members or by the Registrar of Co-operatives in accordance with the Co-operatives (Adoption of National Law) Act 2012 (as amended from time to time).

APPOINTING AN AUDITOR OR REVIEWER FOR A SMALL CO-OPERATIVE IF THERE IS A DIRECTION UNDER THE LAW

72. If the co-operative is a small co-operative and is directed to prepare a financial report under section 271 or 272 of the Co-operatives (Adoption of National Law) Act 2012 (as amended from time to time) and the direction requires that the financial report be audited or reviewed, the Board must appoint an auditor or reviewer (as the case may) within one (1) month of the direction.
73. An auditor or reviewer appointed under Rule 72 holds office until the financial report prepared as a result of the direction has been audited or reviewed and sent to members.

CO-OPERATIVE FUNDS

74. (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 cooperative 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 cooperative's objects.
- (d) An amount not exceeding 20 percent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

PROVISION FOR LOSS

75. The board shall account for any loss that may result from the transactions of the cooperative in accordance with Accounting Standards as adopted by the Regulation.

DISPUTES

76. (a) In this rule:
- (i) “party” includes:
 - (A) a full member of the co-operative;
 - (B) any aggrieved person who has ceased to be a full member in the last six months;
 - (C) any person claiming through or under a member or any aggrieved person referred to in Rule 76(a)(i)(B): and
 - (D) the co-operative, including the Board or any other officer of the cooperative .
 - (ii) “dispute” may only refer to a matter affecting a person of the type mentioned above in (A) - (C).
- (b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of this rule except where the person seeks urgent interlocutory relief.
- (c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- (d) On receipt of that notice by that other party or parties, the parties must 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.

COMPLAINTS

- 76A. (a) In no instance shall the conduct of an employee of the co-operative be made the subject of personal reprimand by any member of the co-operative unless it be by the Secretary or any other member of the executive in the course of his or her duties.

- (b) All complaints by members, whether against employees 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.

NOTICES

77. (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

78. (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 paragraph (b), the expression “institution” includes an institution or institutions.

FINES PAYABLE BY MEMBERS

79. (a) The board may impose on a member a maximum fine in accordance with Rule 80, 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 Paragraph (a) unless:
- (i) written notice of intention to impose the fine and the reason for it has been given to the member; and
 - (ii) the member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

SCHEDULE OF CHARGES

80. Copy Book of Rules:	\$5.00	Rule 7(c)
Breach By-Laws – Fine: First Offence	\$5.00	Rule 9(b)
Second Offence	\$50.00	Rule 9(b)
Copy of By-Laws:	\$5.00	Rule 9(d)
Copy of Register:	\$2.00	Rule 14(b)
Annual Subscription: (Maximum)	\$200.00	Rule 22(b)
Maximum Fine:	\$50.00	Rule 79(a)