

**R U L E S   O F**

**MILTON ULLADULLA BOWLING CLUB CO-OPERATIVE LTD**

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

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

REGISTRY OF CO-OPERATIVES

154 Russell Street  
BATHURST NSW 2795

DX 3123 BATHURST

## TABLE OF CONTENTS

### Rule No

ACCOUNTS.....	64
ACTIVE MEMBERSHIP PROVISIONS .....	16
ANNUAL GENERAL MEETINGS.....	30
ANNUAL SUBSCRIPTION.....	22
APPLICANTS FOR MEMBERSHIP TO BE GIVEN NOTICE OF ENTRY AND PERIODIC FEES.....	20
APPLICATION FOR MEMBERSHIP .....	21
APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM.....	51
APPOINTMENT OF SECRETARY.....	61
APPOINTMENT, DUTIES AND RESPONSIBILITIES OF AUDITORS .....	66
ATTENDANCE AND VOTING AT GENERAL MEETINGS.....	39
BANKING.....	65
BOARD OF DIRECTORS.....	41
BUSINESS OF GENERAL MEETINGS.....	36
BY-LAWS.....	7
CANCELLATIONS RELATING TO INACTIVE MEMBERS.....	17
CEASING MEMBERSHIP.....	29
CHAIRPERSON AT GENERAL MEETINGS.....	38
CHAIRPERSON OF BOARD .....	52
CHANGE OF REGISTERED OFFICE .....	9
CONVENING GENERAL MEETINGS.....	31
CONVERSION TO A CO-OPERATIVE WITHOUT SHARE CAPITAL .....	3
CO-OPERATIVE FUNDS.....	69
CO-OPERATIVE MAY AUTHORISE AGENT OR ATTORNEY TO EXECUTE DEEDS.....	14
CUSTODY AND INSPECTION OF RECORDS AND REGISTERS .....	15
DEFINITIONS .....	1
DEFINITIONS - INTERPRETATION PROVISIONS.....	2
DELEGATION AND BOARD COMMITTEES .....	53
DIRECTORS' REMUNERATION.....	46
DISCIPLINARY CITATIONS.....	28
EMPLOYEE MEMBERS .....	24
EXERCISE OF DELEGATED POWER BY DIRECTORS.....	54
EXPULSION OF MEMBERS .....	29
FILLING OF CASUAL VACANCIES.....	57
FINANCIAL YEAR.....	63
FINES PAYABLE BY MEMBERS.....	73
INSURANCE .....	62
LIABILITY OF MEMBERS TO THE CO-OPERATIVE .....	25
MEMBERS OF THE CO-OPERATIVE.....	23
MINUTES OF MEETINGS .....	59
NAME .....	8
NON-TRADING CO-OPERATIVE .....	3
NOTICE OF GENERAL MEETINGS.....	34
NOTICE OF SPECIAL RESOLUTIONS .....	35
NOTICES .....	71
NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT .....	10
OBJECTS .....	11
OFFICERS .....	60

ONE MEMBER ONE VOTE.....	26
OTHER COMMITTEES.....	58
POWERS.....	12
PROCEEDINGS OF THE BOARD.....	48
PROVISION FOR LOSS.....	70
QUALIFICATIONS FOR MEMBERSHIP.....	18
QUALIFICATIONS OF DIRECTORS.....	42
QUORUM AT GENERAL MEETINGS.....	37
QUORUM FOR BOARD MEETINGS.....	50
REGISTERED CLUBS REQUIREMENTS.....	4
REMOVAL OF AUDITORS.....	67
REMOVAL OF DIRECTOR FROM OFFICE.....	55
REQUISITION AND NOTICE OF BOARD MEETING.....	47
REQUISITION OF GENERAL MEETINGS.....	32
REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICAL.....	33
RESIGNATION OF AUDITOR.....	68
RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY.....	27
RETIREMENT AND ELECTION OF DIRECTORS.....	43, 44, 45
RIGHTS AND DUTIES OF MEMBERS.....	19
RULE ALTERATIONS.....	6
RULES.....	5
SCHEDULE OF CHARGES.....	74
SEAL.....	13
SPECIAL RESOLUTION.....	40
TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS.....	49
VACATION OF OFFICE OF DIRECTOR.....	56
WINDING UP.....	72

## DEFINITIONS

1. In these rules, unless the context otherwise requires:
  - (i) “**active member**” means a member who is in active membership within the provisions of Rule 16;
  - (ii) “**alter**” or similar word or expression used in relation to a rule amendment includes add to, substitute, and rescind;
  - (iii) “**annual general meeting**” means the annual general meeting held each year as required by the Act and these rules;
  - (iv) “**auditor**” means an auditor or auditors for the time being of the co-operative appointed in accordance with Rule 66;
  - (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 Financial Institutions (NSW) Code 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 an Ordinary member, Life member, Honorary member, Temporary member, Provisional member and Junior Member of the co-operative;
  - (x) “**director**” means any director of the co-operative for the time being.
  - (xi) “**financial year**” means the financial year of the co-operative as specified in Rule 63;
  - (xii) “**guest**”, in relation to a ordinary 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;
  - (xiii) “**honorary member**” means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club;

- (xiv) **“life member”** means a person who is elected to membership of the co-operative for life;
- (xv) **“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;
- (xvi) **“member”** means a person who is an active/ordinary member of the co-operative;
- (xvii) **“month”** means calendar month;
- (xviii) **“notice board”** means the board or boards provided on the co-operative premises on which notices for the information of members is posted;
- (xix) **“officer”** includes the President, Vice-President(s), Director, Principal Executive Officer, Secretary, Treasurer, duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;
- (xx) **“ordinary member”** *means a member of the co-operative, other than a life member, honorary member, temporary member, provisional member;*
- (xxi) **“prescribed”** means prescribed by the Act or under the Act by Regulation;
- (xxii) **“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;
- (xxiii) **“provisional member”** means a person who has applied for admission as a ordinary member of the co-operative, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application;
- (xxiv) **“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;
- (xxv) **“relevant interest”** has the same meaning as given in Schedule 2 of the Act;
- (xxvi) **“rules”** mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;
- (xxvii) **“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;
- (xxviii) **“special resolution”** means a resolution which is passed in accordance with Rule 40;

- (xxix) “**temporary member**” means a person who, under the rules of the co-operative, is a temporary member of the club;
- (xxx) “**the Act**” means the Co-operatives Act 1992;
- (xxxi) “**the Board**” means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with Rule 50, being not less than a quorum or a majority, as the case may be;
- (xxxii) “**the club**” means Milton Ulladulla Bowling Club Co-operative Ltd;
- (xxxiii) “**the Clubs Act**” means the Registered Clubs Act 1976;
- (xxxiv) “**the co-operative**” means Milton Ulladulla Bowling Club Co-operative Ltd;
- (xxxv) “**the Law**” means the Corporations Law;
- (xxxvi) “**the Registrar**” means the Registrar of Co-operatives or any person delegated the Registrar's functions;
- (xxxvii) “**the secretary**” means any person appointed by the Board as secretary of the co-operative in accordance with the rules;
- (xxxviii) “**the State**” means the State of New South Wales;
- (xxxix) “**writing**” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form or electronic transmission including e-mail and "written" has a corresponding meaning;
- (xl) Words importing one gender include the other genders;
- (xli) Words in the singular include the plural, and vice versa;
- (xlii) 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.

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

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

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

## **REGISTERED CLUBS REQUIREMENTS**

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

## **RULES**

- 5. The rules of the co-operative have the effect of a contract under seal:
  - (a)
    - (i) between the co-operative and each member;
    - (ii) between the co-operative and each director, the principal executive officer and the secretary of the co-operative; and
    - (iii) between a member and each other member;

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

- (b)
  - (i) A person shall be entitled on demand to a copy of the rules upon payment of a sum not exceeding \$10 or such other amount as the Board may from time to time determine.
  - (ii) A person may inspect a copy of these rules free of charge at the office where the registers are kept, during all reasonable hours.



## **RULE ALTERATIONS**

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

## **BY-LAWS**

7. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations and the rules, relating to the conduct of members on the premises of the co-operative or to the operations of the co-operative.
- (b) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 28 and Rule 73. Provided however where in the opinion of the Board the infringement of the rule amounts to a failure on the part of the member to discharge the members obligations to the Co-operative or amounts to conduct detrimental to the Co-operative, a member may be expelled pursuant to provisions of Rule 28.

## **NAME**

8. (a) The name of the co-operative shall be:  
  
**Milton Ulladulla Bowling Club Co-operative Ltd.**
- (b) The co-operative may, in accordance with Section 259, change its name by way of a special resolution to a name approved of by the Registrar.

## **CHANGE OF REGISTERED OFFICE**

9. The Board shall notify the Registrar of any change of address of the registered office of the co-operative within twenty eight (28) days after the change, and on the form approved by the Registrar.

## **NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT**

10. 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 twenty-eight (28) days after the register is:-

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

## **OBJECTS**

11. The objects of the Club shall be to provide the following community services:
- (a) The promotion of the game of bowls;
  - (b) The promotion of sporting and social activities
  - (c) The operation, maintenance and carrying on of a Club to be known as Milton-Ulladulla Bowling Club Co-operative Ltd;
  - (d) The provision and maintenance of buildings and grounds for the playing of the game of bowls and for recreation;
  - (e) The provision of such other recreational facilities as the Board may determine from time to time;
  - (f) The doing of all such other things as are incidental or conducive to the attainment of all or any of the above objects.

## **POWERS**

12. (a) The co-operative shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act including, but not limited to, the following powers:
- (i) Provide and carry on any community services, including transport and the supply of water, gas and electricity, provide and install plant fittings and requisites in connection with any community service, and do anything necessary or convenient therefore;
  - (ii) Erect dwellings and buildings either on behalf of or for sale or letting to members;
  - (iii) Acquire land on which dwellings or buildings are being or have been erected and sell or let the same to members;
  - (iv) Sell or let land to its members or to any other society;
  - (v) Subdivide land, make and maintain private ways, bridges, culverts and drains, and make, open and dedicate roads;
  - (vi) Provide and maintain buildings and grounds for education, recreation or, other community purposes, or operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
  - (vii) Promote and carry out any charitable undertaking;
  - (viii) Raise money on loan or raise money by issuing discounting or otherwise dealing with bills of exchange for any objects of the Club from time to time subject to Part 10 of the Act;
  - (ix) Receive money on deposit;
  - (x) Acquire by purchase or otherwise shares in any other society;
  - (xi) Contract or otherwise make arrangements for any guarantee or guarantees by any person or persons of the payment of money by the Club or of the performance by the Club of any of its obligations whether present or future and for such purpose to indemnify the person or persons giving or about to give such guarantee or guarantees and to give security over the assets of the Club or any of them for such indemnity or for the performance of such agreement to indemnity;

- (xii) Arrange insurance on behalf of its members.
  - (xiii) The Club may acquire by lease, purchase, donation, devise bequest or otherwise any real or personal property for any objects of the Club and may sell or lease any such real or personal property subject however to any necessary approvals or consents required under the Registered Clubs Act or any other laws for the time being operative.
- (b) The powers of the co-operative to:
- (i) obtain financial accommodation; and
  - (ii) give security for the repayment of money,

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

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

### **SEAL**

13. (a) The co-operative shall, as required by Section 258(1)(a) of the Act, have the name of the co-operative appear in legible characters on its Common Seal and on any Official Seal, and the Australian Registered Body Number of the Co-operative if required under the Law. The Common Seal shall be kept at the registered office in such custody as the Board shall direct.
- (b) The co-operative may, pursuant to Section 49 of the Act, have for use in place of its Common Seal outside the State, one or more Official Seals. Each of the additional seals must be a facsimile of the Common Seal with the addition on its face of the name of the place where it is to be used.
- (c) The Common Seal of the co-operative shall not be affixed to any instrument except by resolution of the Board. Two (2) directors and the 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**

14. (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 13(d).

## **CUSTODY AND INSPECTION OF RECORDS AND REGISTERS**

- 15. (a) The co-operative must have at the office where the registers are kept and available during all reasonable hours for inspection by any ordinary member or life 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;
  - (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.;
  - (viii) A register of persons who are ordinary members of the club.
  - (ix) A register of persons who are honorary members of the club.
  - (x) A register of persons of or above the age of eighteen (18) years who enter the premises of the club as guests of members.
  - (xi) A register of persons who are provisional members of the club.
  - (xii) A register of persons who are temporary members of the club.
  - (xiii) A register of persons who are junior members of the club.
- (b) The register of members must be kept in accordance with Sections 30 and 31 of the Clubs Act, Section 249 of the Act and the Regulation.
- (c) A member is entitled to make a copy of entries in a register specified in subsection (a) and to do so free of charge unless the rules of the co-operative require a fee to be paid, in which case on payment of the required fee.
- (d) The co-operative must have at the place where the registers are kept and available during all reasonable hours for inspection by any person:
  - (i) a copy of the Act, the Clubs Act and the Regulations;
  - (ii) a copy of the rules of the co-operative;
  - (iii) a copy of the last annual report of the co-operative under Section 252 of the Act.

## ACTIVE MEMBERSHIP PROVISIONS

16. In accordance with Part 6 of the Act:

- (a) The operation maintenance and carrying on of a Club for the promotion of the game of bowls and other sporting and social activities is a primary activity of the co-operative; and
- (b) An active member shall be:
  - (i) A life member; or
  - (ii) A Bowling member, Permanent Bowling member, Junior member, Social Bowling member or a Social member who pays an annual subscription as specified in Rule 22,

In order to establish active membership of the co-operative.

In accordance with Section 126 of the Act: -

- (i) *At least twenty-one (21) days written notice must be given to members of a co-operative of a meeting at which an active membership resolution is to be proposed.*
- (ii) *Such notice shall, in addition to the other matters required to be specified:*
  - (a) *specify whether the member is eligible to vote on the resolution and*
  - (b) *specify the full text of the proposed resolution, and*
  - (c) *contain a copy of section 127 (Cancellation of membership of inactive member)*

## CANCELLATIONS RELATING TO INACTIVE MEMBERS

17. (a) The Board shall, after giving notice in accordance with Section 132 of the Act, declare the membership of a member cancelled if:
- (i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least twelve (12) months 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 twelve (12) months 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 Co-operatives Regulation 1997.
- (c) The Board shall not be required to give notice, under this rule, if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$50, or such other amount as may be prescribed.

## **QUALIFICATIONS FOR MEMBERSHIP**

18. (a) A person is not qualified to be admitted to membership of the co-operative unless:
- (i) the Board has reasonable grounds for believing that the person will be an active member under Rule16; and
  - (ii) the applicant is an individual and not a body corporate.
- (b) Club membership shall consist of the following classes:
- (i) Ordinary members;
  - (ii) Life members;
  - (iii) Honorary members;
  - (iv) Temporary members;
  - (v) Provisional members;
- (c) (i) No person under the age of eighteen (18) years shall be admitted as a member of the Club other than a Junior Member.
- (ii) A Corporate body shall not be a member of the Club.
- (d) Ordinary membership of the Club shall consist of the following subclasses:
- (i) Bowling Members;
  - (ii) Permanent Bowling Members;
  - (iii) Social Members.
  - (iv) Junior Members
  - (v) Social Bowling members

## **RIGHTS AND DUTIES OF MEMBERS**

19. The rights, duties and entitlements of the various classes of membership are as follows:
- (a) Only Bowling members, Permanent Bowling members, Life members, Social Bowling members and Social members shall be entitled to nominate persons to stand for election to the Board of Directors and to vote at general meetings. Only Bowling members, Permanent Bowling members, Life members, Social Bowling Members and Social Members shall be entitled to stand for or be elected to positions on the Board of Directors.
    - (i) ‘Bowling Member’ shall mean a person who having been elected a Bowling Member shall have paid the applicable annual subscription. A Bowling Member shall be entitled to all the playing and social privileges and advantages of the Club.
    - (ii) ‘Permanent Bowling Member’ shall mean a Bowling Member who, having made a payment of not less than two hundred dollars (\$200.00) for the purpose of becoming a permanent Bowling Member and having been elected as a Permanent Bowling Member. A Permanent Bowling Member shall be entitled to all the playing and social privileges and advantages of the Club. Notwithstanding any other provisions of these Rules, the annual subscription payable by a Permanent Bowling Member shall be the minimum annual subscription payable by any class of ordinary members as prescribed by the Registered Clubs Act or the Regulations thereunder from time to time. A Permanent Bowling member shall be deemed to have paid the annual subscription for the then current financial year but will still be liable to pay all fees and subscriptions payable to the Bowling Associations and Authorities with which this Club is associated.
    - (iii) ‘Social Member’ shall mean a person who having been elected a Social Member shall have paid the applicable annual subscription. A Social Member shall be entitled only to the social privileges and advantages of the Club.
    - (iv) ‘Social Bowling Member’ shall mean a person who has been elected a Social Bowling member shall have paid the applicable annual subscription. A Social Bowling Member shall be entitled only to the Social Bowling privileges and advantages of the Club as may from time to time be approved by the Board”
  - (b) ‘Life Member’ shall mean any member who may, in consideration of long or meritorious service to the Club or for any other commendable reason, be elected at any general meeting by two thirds of the members present and entitled to vote, as a Life Member of the Club provided that such nominations is made in writing by two Bowling Members, Permanent Bowling Members or Life Members of the Club and notice thereof has been given with the notice convening the meeting and provided further that the Board has approved such nomination. A Life Member shall be entitled to all the rights privileges and advantages to which a Bowling Member is entitled under these Rules. A Life Member shall not be obliged to pay any annual subscriptions. Not more than one Life Member shall be elected in any financial year.
  - (c) ‘Honorary Member’ shall mean a person admitted as an Honorary member of the Club in accordance with these Rules. A person shall not be admitted as an Honorary Member unless he has the qualifications, as specified in these Rules,

requisite and appropriate in relation to the purposes of the Club for Honorary membership of the Club. The following may at the discretion of the Board be admitted as Honorary Members of the Club:

- (i) Any prominent citizen.
  - (ii) Honorary Members shall be entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by, or on the invitation of, the Board from time to time.
  - (iii) The Board shall have power to determine the duration of the Honorary Membership and to cancel the Honorary Membership of any person at any time without assigning any reason.
  - (iv) Honorary Members shall not be entitled to attend or vote at any meetings of the Club or to be elected or appointed as officers of the Club.
  - (v) Honorary Members shall not be obliged to pay any annual subscriptions.
- (d) A 'Temporary member' shall not be admitted unless they have the qualifications as specified in these Rules requisite and appropriate in relation to the purposes of the Club for Temporary Membership of the Club. The following may at the discretion of the Board, its delegated representative of the Secretary be admitted as Temporary Members of the Club:-
- (i) an interstate or overseas visitor, for the duration of such visit or three (3) months, whichever expires first, on payment of such fee (if any) as may be determined by the Board;
  - (ii) a visiting member of another Bowling Club, for the day or days on which such person takes part in any match, game or competition played on the Clubs property, on payment of such fee (if any) as may be determined by the Board.
  - (iii) A ordinary member of any other registered Club who, at the invitation of the Board or of a Ordinary member of the Club, attends on any day at the premises of the Club for the purpose of participating in a game or competition of a sporting or athletic nature to be conducted by the Club on that day shall be a Temporary member of the Club from the time on that day when he so attends the premises of the Club until the end of that day.
  - (iv) Temporary Members shall be entitled to the social privileges of the Club and to play bowls and such other games recreations and pastimes as determined by, or on the invitation of, the Board or the Secretary from time to time.
  - (v) The Board, its delegated representative of the Secretary shall have the power to cancel the temporary membership of any person at any time without assigning any reason.
  - (vi) Temporary Members shall not be entitled to attend or vote at any meetings of the Club or to be elected or appointed as officers of the Club.
  - (vii) A person whose ordinary place of residence is in New South Wales and is not more than five (5) kilometres from the premises of the Club is not eligible for admission as a temporary member unless the person complies with Part (c) (ii) or (iii) or (iv) of this Rule.
- (e) 'Provisional membership' may be granted by the Board or the Secretary to any person over the age of eighteen (18) years who has applied for membership as an Ordinary member of the Club has paid the entrance fees and annual subscription in accordance with Rule 22 hereof. Such provisional membership shall cease forthwith upon either the provisional member becoming an ordinary



member, the proposal for membership being rejected or upon notice in writing by the Board or Secretary.

- (f) 'Junior Member' shall mean a person under the age of eighteen (18) years who, having been elected a Junior Member, shall have paid the applicable annual subscription. Subject to the provisions of the Registered Club Act, a Junior Member shall be entitled to such of the playing privileges and to the use of such of the facilities of the Club as the Board shall determine but shall not be entitled to vote at general meetings of the Club. The Junior membership of a member shall automatically cease upon that junior member attaining the age of eighteen (18) years. The Board shall be entitled to terminate the membership of any Junior member at any time without assigning any reason therefore.

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

20. 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**

21. (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.
- (b) The Board may comply with Rule 21(a) by:
- (i) giving the person intending to become a member notice that the documents referred to in that sub-rule may be inspected by that person at the registered office of the co-operative, and
  - (ii) making those documents available for inspection.
- (c) A person shall not be admitted as a member of the Club, other than as an Honorary member or Temporary member, unless he/she is elected to membership at a meeting of the Board of the Club or a duly appointed election committee of the Club, the names of whose members present and voting at that meeting are recorded by the Secretary of the Club. The Board may reject any application for membership without assigning any reason for such rejection.
- (d) The application for membership of every candidate shall be made in writing and signed by the candidate and shall be in such form as may from time to time be approved by the Board.
- (e) Applications for membership shall be lodged at the registered office.

- (f) The names and addresses of persons proposed for election as ordinary members shall be displayed in a conspicuous place on the premises of the co-operative for at least one (1) week before their election.
- (g) An interval of at least two (2) weeks shall elapse between the proposal of a person for election as an ordinary member of the co-operative and his or her election.
- (h) If elected, the applicant's name and any other information required by or under the Act shall be entered in the register of members. The applicant shall be notified in writing of the entry in the register and shall then be entitled to the privileges attaching to membership.
- (i) The board, committee or meeting of ordinary members, may, at their discretion, refuse any application for membership and need not give any reasons to the unsuccessful applicant. Upon refusal the applicant's deposit shall be refunded without interest.
- (j) In considering an application for membership pursuant to this rule, the Board must ensure that a person who is not qualified for membership of the co-operative under Rule 18 is not admitted as a member.
- (k) There shall be no joint members.

#### **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, within the period set by the Board; and
  - (iv) for ordinary members, be not less than \$2.00 and not more than \$30.00 in any financial year.
- (c) 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. The members of the co-operative are:
  - (i) those persons who signed the application for registration of the co-operative; and
  - (ii) those persons admitted to membership in accordance with Rules 18 and 21;

## **EMPLOYEE MEMBERS**

24. 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 co-operative, 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.

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

25. (a) A member shall not, as a member of the co-operative, be under any personal liability to a creditor of the co-operative.
- (b) A member shall, in accordance with Section 76 of the Act, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.
- (c) On the death of a member, the member's estate is subject to the same liability as the member would have had prior to death.

## **ONE MEMBER ONE VOTE**

26. 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.

## **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.

## **DISCIPLINARY CITATIONS**

28. (a) If any member shall willfully refuse or neglect to comply with the provisions of any Rule or By-Law of the Club or shall be guilty of any conduct of which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of the Club the Board of Directors shall have power to reprimand, fine, suspend, or expel such member from the Club. Provided however that at least seven days before the meeting of the Board of Directors at which a resolution to reprimand, fine, suspend, or expel such member is passed, the member shall have had notice in writing of such meeting and of what is alleged against him. At such meeting and before the passing of such resolution, the member shall have an opportunity to give orally or in writing any explanation or defence he may think fit. Provided further that no member shall be expelled from the Club unless the resolution for his expulsion is passed

by a majority of two thirds of those members of the Board of Directors present and voting.

- (b) Any member expelled pursuant to this rules shall forfeit all subscriptions previously paid by him and shall cease to have any right or claim in or to any property of the Club.
- (c) Provided that where in the opinion of the Secretary any member may have been guilty of such refusal or neglect or such conduct as hereinbefore referred to, then the Secretary may at the time of giving notice to the member of the meeting at which a resolution to reprimand, fine, suspend or expel is to be put, suspend such member until such time as the meeting has been held.
- (d) Provided further that where in the opinion of the Secretary a member has been guilty of such refusal or neglect or such conduct as hereinbefore referred to and where in the opinion of the Secretary it is appropriate for such a member to be suspended for a period not exceeding one calendar month then the Secretary may suspend the member for a period which shall not exceed one (1) calendar month. Any member who is so suspended by the Secretary may give notice in writing to the Secretary that he requires the matter to be dealt with by the Board of Directors whereupon the member shall be dealt with according to the provisions of Rule 28(a)
- (e) No appeal whatsoever shall lie from the Board in respect of such reprimand, suspension or expulsion nor shall any member so reprimanded, suspended or expelled have any rights of action whether at law or in equity or other remedy whatsoever against the Club or the Board or any member thereof by reason of such reprimand, suspension, expulsion or by reason of any act done or notice given prior to or consequent on or incidental to the same.

### **CEASING MEMBERSHIP**

29. A person shall cease to be a member in any of the following circumstances:
- (a) if the member's membership is cancelled under Rule 17;
  - (b) if the member is expelled;
  - (c) on death of the member;
  - (d) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
  - (e) 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; or
  - (f) if the member resigns.

### **ANNUAL GENERAL MEETINGS**

30. (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 four (4) 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 32, requisition such a meeting.
- (d) The annual report must be sent to the members as required by with Rule 64(c) at least twenty-one (21) days before the date of the annual general meeting.

### **CONVENING GENERAL MEETINGS**

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

### **REQUISITION OF GENERAL MEETINGS**

- 32. (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 twenty percent (20%) of the votes at a general meeting of the Co-operative or not less than one hundred (100) members whichever amount shall be the lesser.
- (b) The requisition must:-
  - (i) state the objects of the meeting; and
  - (ii) be signed by the requisitioning members and may consist of several documents in like form each signed by one or more of the requisitioning members; and
  - (iii) be served on the co-operative by being lodged at the registered office of the co-operative.

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

- 33. (a) A meeting requisitioned by members in accordance with Rule 32 must be convened and held as soon as practicable and, in any case, must be held within two (2) months after the requisition is served.
- (b) Where the Board does not convene a meeting twenty-one (21) days after the requisition is served, the following provisions apply :
  - (i) the requisitioning members (or any of them) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
  - (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the co-operative;
  - (iii) the Board must send the requested statement to the requisitioning members within seven (7) days after the request for the statement is made.

- (iv) the meeting convened by the requisitioning members must be held not later than three (3) months after the requisition is served;
- (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the co-operative;
- (vi) any such amount required to be paid by the co-operative is to be retained by the co-operative out of any money due from the co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

### **NOTICE OF GENERAL MEETINGS**

34. (a) Subject to Rules 30 and 35, at least fourteen (14) days notice (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any general meeting in the manner stipulated in Rule 71.
- (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 twenty-eight (28) days prior to the date of the meeting.
- (d) The Board shall have inserted in any notice convening a general meeting any business which a member has notified of intention to move and for which notification has been given in accordance with this rule.
- (e) Notice of every general meeting shall be given in the same manner as authorised in Rule 71 to:
- (i) every member of the co-operative, except those members who have not supplied to the co-operative an address or e-mail address 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.
- (g) Notice of the date and time and place for each Annual general Meeting, and of the last day for receiving nominations for office, shall be posted on the Notice Board at least thirty-five (35) days prior to the date fixed for such Annual General Meeting.

## **NOTICE OF SPECIAL RESOLUTIONS**

35. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 34, at least twenty-one (21) days before the general meeting and shall specify the intention to propose the resolution as a special resolution at that meeting and specify the terms of the special resolution.

## **BUSINESS OF GENERAL MEETINGS**

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

37. (a) No item of business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) Except where these rules state otherwise, twenty (20) members entitled to attend and vote at general meetings of the Club, personally present, shall 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**

38. (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 fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the members present shall choose one of the Vice-chairperson 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 thirty (30) 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.

### **ATTENDANCE AND VOTING AT GENERAL MEETINGS**

39. (a) At any meeting of the co-operative a member, whose membership is required to be forfeited under Rule 17, is not entitled to attend.
- (b) A member of the co-operative is not entitled to vote at a meeting of the co-operative:
- (i) if the person is not an active member of the co-operative;
- (ii) the person is excluded from voting under the Act or these rules.
- (c) A resolution put to the vote at any general meeting shall be decided on a show of hands (as provided by Section 201 of the Act), unless a poll is demanded by at least five (5) members before or on the declaration of the result of the show of hands. In the absence of the demand for a poll, a declaration by the chairperson that a resolution has on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the co-operative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (c) If a poll is demanded, in accordance with Rule 39(c), it shall be taken in a manner which the chairperson directs. Unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.



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

A poll demanded in accordance with Rule 39(c) may be withdrawn.

- (d) On a show of hands, or on a poll, every member who is present at a meeting in person shall have one vote. However, no member shall have a vote, or be entitled to vote, contrary to the Act.
- (e) 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.
- (f) All resolutions, except special resolutions, shall be determined by a simple majority.

### **SPECIAL RESOLUTION**

- 40. (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 by three quarters of the members who cast votes in a special postal ballot of members.
- (b) 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;in which case it has effect from the time it is registered by the Registrar.
- (c) A special postal ballot for the purposes of passing a special resolution must be conducted in accordance with Schedule 2 of the Regulation and in relation to the following matters;
  - (i) A conversion of a trading co-operative to a non-trading co-operative and visa 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.

### **BOARD OF DIRECTORS**

41. (a) There shall be a board of seven directors. All directors must be natural persons and at least eighteen (18) years old and at least two directors must be Full Bowling Members.
- (b) The business of the co-operative is to be managed by the board of directors, and for that purpose the Board may exercise all the powers of the co-operative that are not, by the Act or these rules, required to be exercised by the co-operative in general meeting.
- (c) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- (d) Notwithstanding any other provision contained in these Rules but subject to Rule 41 (e), a person shall not be eligible to be elected or appointed to the Board unless that person has been a member of the Club for at least two (2) continuous years immediately prior to the close of nominations or proposed date of appointment.
- (e) Notwithstanding any other provision contained in these Rules, the Board may, in its absolute discretion, appoint a member who does not satisfy the requirements of Rule 41(d) to fill a casual vacancy if the Board resolves that the member has a particular skill, skills or acumen of if works in a particular profession or trade which makes it desirable for the member to be a Director notwithstanding the fact that the member does not satisfy the requirement of Rule 41 (d)

### **QUALIFICATIONS OF DIRECTORS**

42. 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 19(a). A member who is an employee of the co-operative is not eligible to hold office as a director.

### **RETIREMENT AND ELECTION OF DIRECTORS**

43. The Board of Directors shall be elected every second year in accordance with these Rules.
44. A retiring director shall be eligible for re-election, subject to the person holding the qualifications specified in Rule 42.
45. (a) *All Directors shall retire at the Annual General Meeting at which an election of the Board is to take place and subject to these Rules, the Act and the Registered Clubs Act, shall be eligible for re-election.*

- (b) *The Board shall be elected bi-ennially (every two years) by the members entitled to attend and vote at meeting of the Club pursuant to these Rules.*
- (c) *Only Bowling Members, Permanent Bowling Members, Social Bowling Members, Social Members and Life Members shall be entitled to take part in the management of the Club and to stand for or be elected or appointed to the Board.*
- (d) *No member currently under suspension by the Board in accordance with these Rules shall be eligible to nominate, stand for or be elected or appointed to the Board.*
- (e) *No member who is also an employee of the Club shall be eligible to nominate, stand for or be elected or appointed to the Board.*
- (f) *No member whose shares are required to be forfeited under the Act or these Rules shall be eligible to nominate, stand for or be elected or appointed to the Board.*
- (g) *No member shall be eligible to nominate, stand for or be elected or appointed to the Board unless he shall have paid all entrance fees, annual subscriptions and all other moneys due to the Club at the time of such nomination, standing for election or appointment.*
- (h) *Nominations for election of a Director shall be made in writing and signed by two (2) Full Members who are entitled to attend and vote at meetings of the Club pursuant to these Rules and by the nominee who shall also signify his consent to the nomination.*
- (i) *The nomination shall specify the position on the Board for which the nominee is nominated.*
- (j) *Any eligible member may be nominated for more than one position on the Board but shall only be entitled to hold one such position and the order of seniority of positions on the Board shall be the order appearing in Rule 41.*
- (k) *Nominations shall cease twenty-one (21) clear days prior to the date of the Annual General Meeting.*
- (l) *The Secretary shall forthwith upon receipt of a nomination post the name of the candidate and his proposers on the Notice Board.*
- (m) *If the full number of candidates for the various positions on the Board is not nominated as prescribed then, those candidates who are nominated shall be deemed to be duly elected to the relevant positions*
- (n) *Deleted at AGM 2015.*
- (o) *The election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board shall direct PROVIDED THAT, if the By-Laws or these Rules so provide, a ballot for election of Directors may be conducted at the Club's premises during the period of seven (7) days immediately preceding the date of the Annual General Meeting or a postal ballot for the election of Directors may be conducted and the result of such ballot shall be declared at the Annual General Meeting.*
- (p) *Deleted AGM 2015*
- (q) *If all of the positions on the Board shall not be filled at the conclusion of the Annual General Meeting, then the Board may appoint any Bowling Member or Life Member to fill the vacant position and any person so appointed shall hold office until the next Annual General Meeting.*

## **DIRECTORS' REMUNERATION**

46. No Director of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any said Director except repayment of out-of-pocket expenses or payment of interest on money lent or payment of reasonable and proper rent for premises demised or let to the Club or payment of an honorarium to any Director in respect of special services rendered. No such honorarium shall be paid unless that honorarium is approved for payment by the Club in general meeting.

## **REQUISITION AND NOTICE OF BOARD MEETING**

47. (a) A meeting of the Board of Directors may be called by the Chairperson or any other Director giving notice individually to every other Director.
- (b) Except in special circumstances determined by the chairperson, at least forty-eight (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 49) must be held at least once every month and may be held as often as may be necessary for properly conducting the business and operations of the co-operative.

## **PROCEEDINGS OF THE BOARD**

48. (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 in addition to a deliberative 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 co-operative, 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 forty-eight (48) hours of a declaration being made and for a continuous period of fourteen (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.

## **TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS**

49. The Board may in accordance with Section 210 of the Act transact any of its business:
- (a) (i) by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
  - (ii) at a meeting at which board members (or some board members) participate by telephone, closed-circuit television or other means, but only if any board member who speaks on a matter before the meeting, can be heard by the other members of the Board.
- (r) 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.
- (s) A resolution approved under rule 49(a)(i) is to be recorded in the minutes of the meetings of the Board.
- (t) The secretary may circulate papers among members of the Board for the purposes of rule 49(a)(i) by facsimile or other transmission of the information in the papers concerned.

## **QUORUM FOR BOARD MEETINGS**

50. The quorum for a meeting of the Board shall be four (4) directors.

## **APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM**

51. A casual vacancy on the Board of Directors may be filled as soon as practicably possible, by the Board of Directors appointing a person to the Board until the next annual general meeting at which an election of the Board is to take place.

## **CHAIRPERSON OF BOARD**

52. (a) The Board of Directors shall, as soon as reasonably practicable after each Annual General Meeting in an election year, elect from among their number a Chairman and Deputy Chairman and, as soon as practicable, post the result on the Club Notice Board.
- (b) The chairperson may have a casting vote.

## **DELEGATION AND BOARD COMMITTEES**

53. (a) The Board may (in accordance with Section 213 of the Act) by resolution delegate the exercise of such of the Board's functions (other than this power of delegation) as are specified in the resolution:

- (i) to a director; or
- (ii) to a committee of two (2) or more directors; 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.

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

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

#### **EXERCISE OF DELEGATED POWER BY DIRECTORS**

54. (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. This is so whether or not a resolution delegating the exercise of the power to the director was in force when the power was exercised, and whether or not any conditions or limitations referred to in Rule 54(c) were observed by the director exercising the powers.
- (b) An instrument purporting to be signed by a director as referred to in Section 214(1) of the Act shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the Board under Section 213 of the Act.
  - (c) 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.
  - (d) 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**

55. 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**

56. A director vacates office in such circumstances (if any) as are provided in the rules of the co-operative and in any of the following cases:
- (a). if the person is an insolvent under administration (as defined in the Law);
  - (b). if the person is mentally incapacitated or the subject of an order under a law of another State or of a Territory relating to mental health;
  - (c). if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 208(2) of the Act;
  - (d). if the director absents themselves from three (3) consecutive ordinary meetings of the Board without its leave;
  - (e). if the director resigns from office by notice in writing given by the director to the co-operative;
  - (f). if the director is removed from office by ordinary resolution of the co-operative;
  - (g). if the person ceases to hold the qualification by reason of which the person was qualified to be a director;
  - (h). if the director becomes an employee of the co-operative;
  - (i). if an administrator of the co-operative's affairs is appointed under Division 6 of Part 12 of the Act;
  - (j). if the director is directly or indirectly interested in any contract or proposed contract with the co-operative and fails to declare his/her interest as required under Section 234 of the Act;
  - (k). if the director 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.
  - (j). A director shall not be permitted to attend a meeting of the Board or vote on any matters whilst he is under any period of suspension.

## **FILLING OF CASUAL VACANCIES**

57. A casual vacancy of the Board is to be filled in accordance with Rule 51.
- (a) For the purposes of this rule, a casual vacancy shall arise where the office of a director is vacated in accordance with Rule 56.

## **OTHER COMMITTEES**

58. (a) The Board may by resolution appoint committees comprising of members or other persons or both, to act in an advisory role to the Board and to any committees of directors.

- (b) The provisions of Rules 54(c) and (d) apply to committees appointed under this rule, subject to any variations approved of by the Board.
- (c) The quorum for any meeting of the committee shall be one-half (or where one-half is not a whole number the whole number next higher than one-half) of the number of members in the committee.

### **MINUTES OF MEETINGS**

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

60. Deleted September 2013

### **APPOINTMENT OF SECRETARY**

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



## **INSURANCE**

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

## **FINANCIAL YEAR**

63. The financial year of the co-operative shall end on the 30<sup>th</sup> June in each year.

## **ACCOUNTS**

64. (a) The Board shall have the accounts, statements and directors' report prepared in accordance with the Corporations Act 2001, as applied by the Act and the Regulation.
- (b) The Board shall submit those accounts, statements and report, together with the auditors' report on those accounts, to the annual general meeting of the co-operative, in accordance with the Corporations Act 2001 as applied by the Act and the Regulation
- (c) The Board shall make available all documents required to be submitted to each member at least 21 days before the annual general meeting of the co-operative,
- By:
- i. Sending a copy to each member ; or
  - ii. Giving members notice that the documents are available for inspection at the registered office of the co-operative.

## **BANKING**

65. (a) The Board shall have a banking account or accounts in the name of the co-operative, into which all moneys received shall be paid as soon as possible after receipt.
- (b) All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the co-operative, shall be signed by any two directors or such other members or persons as the board may by resolution authorise for that purpose.

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

66. (a) One or more auditors shall be appointed, hold office, be remunerated, be removed and have qualifications, duties and responsibilities as provided in these rules or as otherwise provided in, or permitted by, the Corporations Law as

adopted by Clause 15 of the Co-operatives Regulation 1997, or any order made by the Registrar pursuant to that Regulation or Section 244(1) of the Act.

- (b) At each annual general meeting, if there is a vacancy in the office of auditor, the co-operative shall appoint an auditor to fill the vacancy.
- (c) An auditor appointed under paragraph (b) of this rule shall hold office until death or removal or resignation from office or until ceasing to be capable of acting as auditor in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.
- (d) The Board shall fill any vacancy in the office of auditor, other than a vacancy caused by the removal of an auditor from office, within one month of such vacancy occurring, unless the co-operative at a general meeting has already appointed an auditor to fill the vacancy. A person or firm appointed as Auditor of the co-operative pursuant to this paragraph holds office, subject to the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997 until the next Annual General Meeting of the co-operative

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

- (e) The co-operative or the Board shall not appoint as auditor a person who has not consented in writing to the appointment or who has withdrawn such consent, or a person of whose nomination notice has not been given in accordance with the Corporations Law as adopted by Clause 15 of the Co-operatives Regulation 1997.
- (f) A person is not qualified to be appointed auditor of the co-operative if:
  - (i) the person is not a registered company auditor;
  - (ii) the person or a body corporate in which the person is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the co-operative, to a related body corporate or to an entity that the co-operative controls;
  - (iii) the person is:
    - (A) an officer of the co-operative;
    - (B) is a partner, employer or employee of an officer of the co-operative;
    - (C) is a partner of an employee of an officer of the co-operative; or
    - (D) is an employee of an employee of an officer of the co-operative.
- (g) A firm is not qualified to be appointed auditor of the co-operative unless:
  - (i) at least one (1) member of the firm is a registered company auditor who is ordinarily resident in Australia;
  - (ii) no member of the firm or a body corporate in which the firm is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the co-operative, to a related body corporate or to an entity that the co-operative controls;
  - (iii) no member of the firm is:

- (A) an officer of the co-operative;
  - (B) is a partner, employer or employee of an officer of the co-operative;
  - (C) is a partner of an employee of an officer of the co-operative; or
  - (D) is an employee of an employee of an officer of the co-operative.
- (iv) no officer of the cooperative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters; and
  - (v) the business name under which the firm is carrying on business is registered under a law of a State or Territory relating to the registration of business names or a return in the prescribed form has been lodged, showing, in relation to each member of the firm, the member's full name and address at the time when the firm so consents, acts or prepares a report.
- (h) All reasonable fees and expenses of the auditor are payable by the co-operative.
  - (i) The Board shall enable the auditor to have access to all books, accounts, vouchers, securities and documents of the co-operative, and to be furnished with such information and explanation by the board members or any other officers as may be necessary for the performance of the duties of the auditor.
  - (j) The auditor is entitled to attend any general meeting of the co-operative and to receive all notices of and other communications relating to any general meeting which any member of the co-operative is entitled to receive. The auditor is also entitled to be heard, at any general meeting which the auditor attends, on any part of the business of the meeting of concern to the auditor.

### **REMOVAL OF AUDITORS**

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

considered, a copy of the representations be sent by the co-operative at its expense to every member of the co-operative to whom notice of the meeting is sent.

- (f) Unless the Registrar on the application of the co-operative otherwise orders, the co-operative shall send a copy of the representations in accordance with the auditor's request. The auditor may require that the representations be read out at the meeting and may also speak at the meeting.
- (g) The co-operative shall lodge with the Registrar a notice of removal of auditor in accordance with Rule 68(c).

### **RESIGNATION OF AUDITOR**

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

### **CO-OPERATIVE FUNDS**

69. (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 dividend, bonus, discount, rebate or otherwise by way of profit to the members of the co-operative.
- (b) Payment shall be made in good faith of:
- (i) any commensurate remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;
  - (ii) reasonable interest on money lent by members to the co-operative; or

- (iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.
- (c) Any surplus resulting from the co-operative's operation during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.

### **PROVISION FOR LOSS**

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

### **NOTICES**

71. (a) A notice may be given by the co-operative to any member entitled to vote either personally or by sending it by post to the member's registered address, or where the member has notified the co-operative of an e-mail address, by e-mail to the address given. If the member has no registered address then the notice can be sent to any address supplied by the member to the co-operative for the giving of notices.
- (b) 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 twenty-four (24) hours after the letter containing the notice is posted. In every other case, service is deemed to be effected at the time at which the letter would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (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 the newspaper circulating in the neighbourhood of the registered office of the co-operative shall be deemed to be duly given to the member on the date on which the advertisement appears.
- (e) A notice forwarded by e-mail shall be deemed to have been sent, unless the sender's internet service provider indicates a malfunction in transmission of the e-mail.
- (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

72. (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

73. The Board may impose on a member maximum fine of \$110.00 for any infringement of the rules.

## SCHEDULE OF CHARGES

74. Copy book of rules:.....	\$	Rule 5
Inspection of Register:.....	\$	Rule 15(b)
Annual Subscription:.....	\$	Rule 22(b)
Maximum Fine:.....	\$	Rule 73