

STOCKTON BOWLING CLUB CO-OP LTD

REGISTERED UNDER THE CO-OPERATIVES (ADOPTION OF NATIONAL LAW) ACT
2012 (N.S.W)

For a Non-Distributing Co-operative without share capital that is also a Club registered
under the Registered Clubs Act 1976 (NSW)

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THIRD DRAFT

DEFINITIONS

1. In these rules, unless the context otherwise requires:

- (i) “active member” means a member who is an active member within the provisions of Rule 12;
- (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 Co-operatives (Adoption National Law) Act 2012 and these rules;
- (iv) “auditor” means an auditor or auditors for the time being of the co-operative;
- (v) “bowling member” means a person who has attained the age of 18 years and paid an annual subscription to the Club;
- (vi) “by-laws” means the by-laws of the co-operative that are currently in force;
- (vii) “banking account” includes an account with a credit union or building society registered, or authorised to operate, under the Australian Prudential Regulation Authority Act and the Banking Act into which the co-operative's monies may be paid;
- (viii) “business day” means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales;
- (ix) “chairperson” includes deputy chairperson;
- (x) “club member” means a person who is a full member, a provisional member, an honorary member or a temporary member of the co-operative;
- (xi) “director” means any director of the co-operative for the time being;
- (xii) “Enterprise Agreement” includes an Australian Workplace Agreement, Certified Agreement or Enterprise Flexibility Agreement;
- (xiii) “financial year” means the financial year of the co-operative as specified in Rule 53;
- (xiv) “full member” means a person who is an active member of the co-operative, and is either an ordinary or life member;
- (xv) “guest”, in relation to a full member, a provisional member or an honorary member of a co-operative, means a person:

(A) whose name and address, countersigned by the member, are entered in a register kept for the purpose by the co-operative; and

(B) who, at all times while on the co-operative premises, remains in the reasonable company of the member; and

(C) who does not remain on the co-operative premises any longer than the member;

(xvi) "honorary member" means a person who, under the rules of the Co-operative and the Registered Clubs Act, is an honorary member of the club;

(xvii) "Industrial Award or Agreement" means an Award of Enterprise Agreement made or approved under a State or Federal Award

(xviii) "junior member" means a person who is under the age of 18 and is a member of a sub club or the Club;

(xix) "life member" means a person who is elected to membership of the co-operative for life;

(xx) "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;

(xxi) "member" means a person who is an active/full member of the co-operative;

(xxii) "month" means calendar month;

(xxiii) "notice board" means the board or boards provided on the co-operative premises on which notices for the information of members is posted;

(xxiv) "officer" includes the President, Vice-President(s), Director, Secretary / Manager, Treasurer, duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;

(xxv) "ordinary member" means a member of the co-operative, other than a life member, provisional member, honorary member or temporary member;

(xxvi) "ordinary resolution" means a resolution which requires votes in favour from a majority (50% plus 1) of the members

(xxvii) "postal ballot" includes a special postal ballot;

(xxviii) "prescribed" means prescribed by the Act or under the Act by Regulation;

(xxix) "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, subrule, item, column, table or form of or in a schedule to the Act; and

(C) the long title and any preamble to the Act;

(xxx) “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;

(xxxii) “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;

(xxxiii) “relevant interest” has the same meaning as given in Schedule 2 of the Act;

(xxxiv) “rules” mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;

(xxxv) “shall” or a similar word or expression used in relation to a power of the Board indicates that the power must be exercised, subject to the Act or the rule granting the power;

(xxxvi) “special resolution” means a resolution which is passed in accordance with Rule 32 and receives votes in favour from not less than three quarters (75%) of the members

(xxxvii) “temporary member” means a person who, under the rules of the cooperative is a temporary member of the club;

(xxxviii) “the Act” means the Co-operatives (Adoption National Law) Act 2012;

(xxxix) “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 37, being not less than a quorum or a majority, as the case may be;

(xl) “the Club” means Stockton Bowling Club Co-op Ltd;

(xli) “the Clubs Act” means the Registered Clubs Act 1976;

(xlii) “the co-operative” means Stockton Bowling Club Co-op Ltd;

(xliii) “the Law” means the Corporations Act;

(xliv) “the Registrar” means the Registrar of Co-operatives or any person delegated the Registrar's functions;

(xliv) “the Secretary / Manager” means any person appointed by the Board as Secretary / Manager of the co-operative in accordance with the rules;

(xlv) “the State” means the State of New South Wales;

(xlvi) “writing” includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and “written” has a corresponding meaning;

(xlvii) Words importing one gender include the other genders;

(xlviii) Words in the singular include the plural, and vice versa;

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

INTERPRETATIONS

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. The name of the Co-operative is the Stockton Bowling Club Co-op Ltd, trading as “whatever name we chose???” Perhaps Stockton Beach Club.

REGISTERED OFFICE

4. The registered office of the Co-operative shall be 122 Mitchell Street, Stockton - NSW 2295 or such place as the Board of the Co-operative may from time to time determine. Not later than 14 days after changing the address of its registered office, the Co-operative must give the Registrar written notice of the new address.

REGISTERED CLUBS REQUIREMENTS

5. Subject to the provisions of the Registered Clubs Act:
- (a) liquor shall not be sold, supplied or disposed of on the premises of the club to any person, other than a member, except on the invitation and in the company of a member. This 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;
 - (b) liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of eighteen years;
 - (c) a person under the age of eighteen years shall not use or operate poker machines on the premises of the club;

RULES

6. (a) The Stockton Bowling Club Co-operative Ltd, as a member of ClubsNSW shall, under the Rules and By-Laws of its Constitution, act in accordance with the ClubsNSW Code of Practice and Guidelines as updated from time to time. Where there is any conflict or inconsistency that may arise, the Stockton Bowling Club Constitution shall prevail.
- (b) Any amendment of the rules must be approved by special resolution. However, if model rules are adopted in the manner specified under section 65(a) of the Act any amendments to the model rules as notified by the Registrar are included in the co-operative's rules without the need for a special resolution.

- (c) A proposal to amend the rules of the co-operative must be made in a form approved by the board which clearly shows the existing rule or rules concerned and any proposed amendment to the rules.
- (d) A member is entitled to a copy of the rules upon payment of the amount of \$5 to the co-operative.

OBJECTS

7. The objects of the co-operative shall be:
- (a) The primary activity is to promote and conduct the game of bowls and promote and engage in social and educational undertakings and other such sports, games, amusements, entertainments, pastimes and recreations indoor and outdoor as the Club may deem expedient.
 - (b) To promote social welfare and to ensure equal benefit to all members.
 - (c) To make available every facility and provide assistance to all members and guests in the promotion of a healthy and safe environment.
 - (d) To affiliate with such association as shall be considered necessary.
 - (e) To subscribe to, become a member of and co-operate with any other association(s) whether incorporated or not, whose objects are altogether or in part, similar to those of this Club.
 - (f) To hold or ensure suitable arrangements are made for the holding of games and competitions and offer and grant or contribute as appropriate, towards the provision of trophies, awards and distinctions.
 - (g) To purchase, lease or otherwise acquire land at any place that the Club may deem expedient and to lay out and prepare such grounds for bowls, sports and for other purposes of the Club.
 - (h) To provide a clubhouse and other conveniences in connection therewith, and permit their use by members and their guests on such terms as the Board shall determine. Notwithstanding the provisions of this rule no portion of the Club's property, which may be covered by a certificate of registration under the provisions of the Registered Clubs Act (1976) shall be let, leased or demised without prior approval of the Licensing Court.
 - (i) To buy, prepare, make, supply, sell and deal in all kinds of provisions, apparatus and equipment used in connection with the Club's activities or entertainments and all kinds of provisions and refreshments required or used by the members of the Club or other persons frequenting the facilities, amenities or premises of the Club.

- (j) To hold a club certificate of registration or other licence for the sale of spirits or other liquors and to carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, sellers of tobacco, cigarettes and cigars.
- (k) To hold any necessary authorities and licences to keep and operate poker machines and to conduct any other form of gaming permitted in the premises of a registered club including but without limiting the generality of this rule, Keno and TAB.
- (l) To promote and carry out charitable activities or undertakings.
- (m) To make such payments to community development and support as described in the Registered Clubs Act.

POWERS

8. (a) The Co-operative may do all or any of the following things, in accordance with the Act as incidental to its objects:
- (i) Make by-laws, not inconsistent with the Act, the Regulations and the rules;
 - (ii) Acquire land on which dwellings or buildings are being or have been erected and sell or let the same to members;
 - (iii) Sell or let land to its members or to any other Co-operative;
 - (iv) Subdivide land, make and maintain private ways, bridges, culverts and drains and make, open and dedicate roads;
 - (v) Provide and maintain buildings and grounds for education, recreation or other community purposes, operate, maintain or carry on any club, or promote or assist clubs, for any such purpose;
 - (vi) Raise money on loan for any objects of the Co-operative from time to time and to give security for such loan;
 - (vii) Enter into guarantees, indemnities and agreements for recourse, purchase and repurchase with an owner in relation to hire purchase agreements made between such owner and members of the Co-operative in respect of goods, plant, machinery or equipment;
 - (viii) To contract or otherwise make arrangements for any guarantee or guarantees by any person or persons of the payment of money by the Co-operative or of the performance by the Co-operative of any of its obligations whether present or future and for such purpose to indemnify or agree to indemnify the person or persons giving or

about to give such guarantee or guarantees and to give security over the assets of the Co-operative or any of them for such indemnity or for the performance of such agreement to indemnify;

- (ix) To raise funds by fees, subscriptions, sponsorship, grants, donations or other methods approved by the Board from time to time in addition to annual membership fees for the operation of the Club
 - (x) To generally manage the affairs of the Club and to do whatever may seem best calculated to promote the interests of the Club.
 - (xi) To set and circulate the subscriptions and other fees, charges and levies payable by members pursuant to Rule 13 at least one month before the due date;
 - (xii) To obtain financial accommodation; and
 - (xiii) To give security for the repayment of money which shall be exercised subject to the Act, but otherwise remain unlimited by the rules.
 - (xiv) The Board shall arrange insurance on behalf of its members against loss, damage to or liability of the co-operative by reason of fire, accident or otherwise.
- (b) The co-operative shall not have the power to lend money to any of its employees or members.
 - (c) To appoint, employ, remove or suspend such managers, secretaries, employees, workmen and other persons as may be necessary or convenient for the purposes of the Club.
 - (d) Without prejudice to the general powers conferred on the Board by the Act or these rules, the Board shall, subject to any Industrial Award or Enterprise Agreement, have power to appoint, remove or suspend employees, servants, agents and contractors, and to fix their powers, duties and remuneration.

SEAL

- 9. (a) This rule applies if the co-operative chooses to authenticate a document under the common seal of the co-operative.
- (b) The co-operative's name and registration number must appear on its common seal and any official seal. The common seal must be kept at the registered office in the custody that the board directs.
- (c) The co-operative may have one or more official seals for use outside the State or Territory in place of its common seal. 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.

- (d) The seal of the co-operative must not be affixed to an instrument other than under a resolution of the board. Two directors, or one director and the secretary, must be present and must sign all instruments sealed while they are present.

INSPECTION OF RECORDS AND REGISTERS

- 10. (a) Members of the co-operative have free access to the records and registers referred to in section 214(1) of the Act and they may make a copy of any entry in the registers free of charge including:
 - (i) a copy of the Act, the Clubs Act and the Regulations;
 - (ii) a copy of the rules of the co-operative;
 - (iii) a copy of the minutes of each general meeting of the co-operative;
 - (iv) a copy of the last annual report of the co-operative under Section 214 of the Act;
 - (v) the register of directors and members;
 - (vi) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the co-operative;
 - (vii) such other registers as the regulation provides are to be open for inspection.

APPLICATION FOR MEMBERSHIP

- 11. A person qualifies for membership of the co-operative if the person is able to use or contribute to the services of the co-operative.
 - (a) Applications for membership must be lodged at the registered office on the application form approved by the board, and should be accompanied by payment of any applicable entry fee or subscription set by the Board.
 - (b) The proposal form shall be lodged with the Secretary / Manager of the Co-operative who shall process the application in accordance with the Club Procedure – Application for Membership.
 - (c) Every application must be considered by the board.
 - (d) A person shall not be admitted as a member of the Co-operative, other than as an Honorary member, Temporary member or Provisional member, unless the person is elected to membership at a meeting of the Board of the Co-operative.

- (e) If the board approves the application, the applicant's name and any other information required must be entered in the register of members within 28 days of the board's approval.
- (f) The applicant must be notified in writing of the entry in the register and the applicant is then entitled to the privileges attaching to membership.
- (g) The board may, at its discretion, refuse an application for membership.
- (h) The board need not assign reasons for the refusal. On refusal any amounts accompanying the application for membership must be refunded within 28 days without interest.
- (i) Candidates for Ordinary membership of the Club shall be proposed by one and seconded by another member as now set out:
 - (i) Bowling members must be proposed by one Bowling or Life member and seconded by another Bowling or Life member;
 - (ii) Social members may apply for membership without being proposed or seconded by another member;
 - (iii) Junior Bowling members must be proposed by one Bowling or Life member and seconded by another Bowling or Life member.
 - (iv) Junior Social members must be proposed and seconded by 2 members of the Club.
- (j) A member is liable to the co-operative for the amount, if any, unpaid by the member in respect of entry fees and regular subscriptions, together with any charges, payable by the member to the co-operative under these rules.

MEMBERSHIP

- 12. (a) Club membership shall consist of the following classes:
 - (i) Ordinary members
 - a. Bowling members:
 - b. Social members
 - c. Junior members
 - (ii) Life members;
 - (iii) Honorary members;

- (iv) Temporary members; and
 - (v) Provisional members.
- (b) Active membership requirements
To establish and maintain active membership of the co-operative, a member must:
- (i) use or support a primary activity of the co-operative or maintain a relationship or an arrangement with the co-operative, in the way and to the extent the rules of the co-operative provide; or
 - (ii) maintains any other relationship or arrangement with the co-operative for carrying on a primary activity of the co-operative that the National Regulations provide;
 - (iii) must pay the annual subscription by the due date.
- (c) Failure to maintain active membership may lead to cancellation of membership
- (d) A person is not qualified to be admitted to membership of the co-operative if:
- (i) the Board has reasonable grounds for believing that the person will not be an active member; and
 - (ii) the applicant is a body corporate.
- (e) A member shall not, as a member of the Co-operative, be under any personal liability to a creditor of the Co-operative.
- (f) All members hereby acknowledge and accept the Board has the power from time to time to organise and enforce the exclusion of any member or other person from the Co-operative's premises.

ANNUAL SUBSCRIPTIONS

13. (a) Members may be required to pay an annual subscription as determined by the Board from time to time:
- (i) for Ordinary members be not less than \$2.00 or such other minimum subscription provided from time to time by the Registered Clubs Act,
- (b) Any candidate elected during the last six (6) months of the financial year of the Club to any class of membership shall pay such proportion of the annual subscription as may be determined by the Board from time to time provided that it not be less than \$2.00 or such other minimum prescribed under the Registered Clubs Act.

- (c) 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 and the period for payment has not been extended pursuant to subrule 13(c), the member shall remain unfinancial within this period of one month until they renew. After this time, if the member does not renew they shall be automatically suspended from all privileges of the co-operative and a person's membership shall be cancelled in accordance with Rule 22.

BOWLING MEMBERS

- 14. (a) Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Bowling membership of the Co-operative.
- (b) Bowling members shall pay an annual subscription in addition to other charges under the rules and By-laws as the Board may determine.
- (c) Bowling members shall be entitled to:
 - (i) all the social privileges and advantages of the Club; and
 - (ii) attend and vote at annual general meetings and special general meetings of the Co-operative;
 - (iii) nominate for and be elected to hold office on the Board (subject to Rule 37);
 - (iv) vote in the election of the Board;
 - (v) vote on any special resolution to amend these rules;
 - (vi) propose, second and nominate any person to membership of the Club;
 - (vii) propose, second and nominate any member for any office of the Club;
 - (viii) propose, second and nominate any member for Life membership;
 - (ix) play bowls on the Club's bowling greens as members of the Stockton Women's Bowling Club or Stockton Men's Bowling Club

SOCIAL MEMBERS

15. (a) Persons who have attained the age of eighteen (18) years and who are elected or transferred by the Board to Social membership of the Co-operative shall be Social members of the Co-operative.
- (b) Social members shall pay an annual subscription as the Board may determine.
- (c) Social members shall be entitled to:
- (i) the social privileges and advantages of the Club; and
 - (ii) play bowls on the Clubs bowling green for social group bowling activities
 - (iii) attend and vote at general meetings including annual general meetings;
 - (iv) propose or second members for any office of the Club;
 - (v) propose, second or nominate any member for Life Membership;
 - (vi) be elected to hold office on the Board (subject to Rule 37);
 - (vii) vote in the election of the Board;
 - (viii) vote on any special resolution to amend these rules.
- (d) Social members shall not be entitled to:
- (i) the playing privileges available through bowling membership until they have paid to the Club the applicable subscription;
 - (ii) propose or second a person for Bowling membership of the Club;
- (e) Social members shall also be eligible to form themselves into social or sub clubs in accordance with Rule 51.

JUNIOR MEMBERS

16. (a) A Junior Member may be a Junior Bowling Member or a Junior Social Member.
- (b) Junior members shall be persons under the age of eighteen (18) years who have been elected as a Junior bowling member of a Sub Club or a Junior Social member and have paid the entrance fee (if any) and the applicable annual subscription.

- (c) A person shall not be admitted as a Junior member of the Club unless the Board:
 - (i) is satisfied that the person joining the Club has an interest in taking part in one or more of the Clubs sporting activities on a regular basis
 - (ii) has received from that person's parent or guardian written consent to that person becoming a Junior member of the Club and taking part in the sporting activities organised by the Club or a sporting sub-club of the Club;
- (d) Subject to the provisions of the Registered Clubs Act, a Junior member shall be entitled to use the Club's facilities as the Board shall determine but shall not be entitled to:
 - (i) vote at any meetings of the Club; or
 - (ii) take part in the management of the Club;
 - (iii) propose, second or nominate any person to membership of the Club;
 - (iv) propose, second or nominate any member for any office of the Club;
 - (v) propose, second or nominate any member for Life membership;
 - (vi) the playing privileges of the Club available through bowling membership until they have paid to the Club the applicable subscription and fees of a bowling member.

LIFE MEMBERS

- 17. (a) Life member shall mean any member who, in consideration of long and meritorious service or any other special reason has been granted Life membership of the Club in accordance with this rule.
- (b) Life membership may only be conferred at an annual general meeting.
- (c) A proposal for Life membership shall be made in the form of a written notice of motion signed by one Bowling and one Social or two Life members of the Club handed to the Secretary / Manager at least one month before the date of the annual general meeting at which it is to be presented.
- (d) The notice of motion shall be placed on the Club's notice board and communicated to members in the notice convening the meeting.

- (e) No grant of Life membership shall be made except with the consent of two-thirds of the members present and entitled to vote at the meeting. Voting shall be by secret ballot.
- (f) Every Life member shall be entitled to all the rights and privileges and subject to subrule 17(h) be subject to all the duties and obligations of a Bowling member.
- (g) Any person who is listed as a Life member in the Register of Members on the date of the Special Resolution adopting these rules is deemed to be a Life member under these rules.
- (h) A Life member is relieved from the payment of any annual subscription but shall not be entitled to the playing privileges of the Club available through bowling membership until they have paid to the Club the applicable subscription and fees of a bowling member

HONORARY MEMBERS

- 18. (a) The following persons may be made Honorary members of the Club in accordance with procedures established by the Board from time to time:
 - (i) the patron or patrons for the time being of the Club;
 - (ii) any prominent citizen or local dignitary visiting the Club.
- (b) Honorary members shall be entitled to only the social facilities and amenities of the Club and shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
- (c) When Honorary membership is conferred on any person the following particulars shall be entered in the Club's Register of Honorary Members:
 - (i) the name in full of the Honorary Member;
 - (ii) the residential address of the Honorary Member;
 - (iii) the date on which Honorary membership is conferred;
 - (iv) the date on which Honorary membership is to cease.

TEMPORARY MEMBERS

- 19. (a) The following persons in accordance with procedures established by the Board may be made Temporary members of the Club:

- (i) Any visitor whose permanent place of residence in New South Wales is not less than a distance of 5 kilometres radius from the Club or such other greater distance as may be determined from time to time by the Board by the By-Law pursuant to these rules;
 - (ii) A Full Member (as defined in the Registered Clubs Act) of another club which is registered under the Registered Clubs Act and which has objects similar to those of the Club;
 - (iii) A Full member (as defined in the Registered Clubs Act) of any registered club who, at the invitation of the Board of the Club, attends on any day at the premises of the Club for the purpose of participating in an organised sport or competition to be conducted by the Club on that day from the time on that day when he so attends the premises of the Club until the end of that day;
 - (iv) Any interstate or overseas visitor.
- (b) Temporary members shall be required to pay a fee or annual subscription.
 - (c) Temporary members shall not be entitled to vote at any meeting of the Club, nominate for or be elected to the Board or any office in the Club or participate in the management, business and affairs of the Club in any way.
 - (d) Temporary members shall not be permitted to introduce guests into the Club other than a minor in accordance with the Registered Clubs Act.
 - (e) The Secretary / Manager, Chairperson, Vice Chairperson or senior employee then on duty may terminate the membership of any Temporary member at any time without notice and without having to provide any reason therefore.
 - (f) No person under the age of 18 years may be admitted as a temporary member of the Club.
 - (g) When a Temporary member (other than a Temporary member admitted pursuant to subrule 19(a)(iii)) first enters the Club premises on any day the following particulars shall be entered in the Club's Register of Temporary Members:
 - (i) the name in full of the Temporary member;
 - (ii) the residential address of the Temporary member;
 - (iii) the date on which Temporary membership is granted;
 - (iv) the signature of the Temporary member.

PROVISIONAL MEMBERS

20. (a) Every person who has lodged with the Secretary / Manager an application form duly completed in accordance with these rules seeking membership of the Club and pays to the Club the subscription appropriate to the class of membership referred to in the nomination form shall be granted Social membership of the Club while awaiting the decision of the Board in relation to that person's application for membership of the Club.
- (b) Should a person who is admitted as a Provisional member not be elected to membership of the Club within six weeks from the date of lodging the nomination form with the Secretary / Manager or should that person's application for membership be refused (whichever is the sooner) that person shall cease to be a Provisional member of the Club and the annual subscription submitted with the nomination shall be forthwith returned to that person.
- (c) Provisional members shall be entitled only to the social privileges, facilities and amenities of the Club and shall not be entitled to:
- (i) attend and vote at any meetings of the Club; or
 - (ii) take part in the management of the Club;
 - (iii) propose, second or nominate any person to membership of the Club;
 - (iv) propose, second or nominate any member for any office of the Club;
 - (v) propose, second or nominate any member for Life membership;
 - (vi) the playing privileges of the Club available through bowling or social membership until they have paid to the Club the applicable subscription and fees of a bowling or social member.

EMPLOYEE MEMBERS

21. (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 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.

CANCELLATIONS RELATING TO INACTIVE MEMBERS

22. (a) The board must declare the membership of a member cancelled if:

- (i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least 1 year; or
 - (ii) the member is not presently active and has not been active within the meaning of Rule 12 in the past 12 months.
- (b) The co-operative shall keep a register of cancelled memberships.

COMPLAINTS

23. Complaints can be forwarded to the Board, with written detail, from members or Sub Clubs of the Co-operative.
- (a) The Board will investigate the matter and speak to the person/s involved.
 - (b) If, after the conclusion of the investigations, no clear breach is found, the Board will advise the complainant and no further action will be taken.
 - (c) If, after the conclusion of the investigations, disciplinary action is required, the conditions of Rule 24 will be implemented.

DISCIPLINE OF MEMBERS

24. (a) If any member shall wilfully refuse or neglect to comply with any of the provisions of the rules of the Club or any By-Laws or be, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club or be guilty of conduct which is unbecoming of a member or which shall render the member unfit for membership, the Board shall have power to reprimand or suspend for such period as it considers fit, expel or accept the resignation of such member and to have recorded in the register of members that the person has ceased to be a member of the Club provided that:
- (i) Such member shall be notified of any charge against the member pursuant to this Rule by notice in writing by a prepaid letter posted to his or her last known address at least seven clear days before the meeting of the Board at which such charge is to be heard. The notice shall set out the facts, matters and circumstances giving rise to the charge;
 - (ii) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing and is entitled to call witnesses in his or her defence;
 - (iii) If the member fails to attend such meeting, the charge or complaint may be heard and dealt with and the Board may decide on the evidence before it, the member's absence notwithstanding, but having regard to any representations made to it in writing by the member charged;

- (iv) After the Board has considered all the evidence put against the member, it must come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt or innocence, the Board must inform the member prior to considering any penalty.
 - (v) The member charged must be given a further opportunity at the hearing to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (vi) The voting by the members of the Board present at such a meeting shall be by secret ballot if requested by any member of the Board and no resolution by the Board to reprimand, suspend or expel a member shall be deemed to be passed unless at least two-thirds of the members of the Board present vote in favour of such resolution.
 - (vii) Any decision of the Board at such hearing or any adjournment thereof shall be final and the Board shall not be required to assign any reason for its decision.
 - (viii) In the event that a notice of charge is issued to a member pursuant to subrule 24(a)(i), the Board shall have the power to immediately suspend that member from all privileges of membership until the charge is heard and determined. Notice of immediate suspension imposed by the Board on a member shall be notified in writing to that member.
- (b) The Board may suspend a member for not more than one year, who does any of the following:
- (i) contravenes any of these rules;
 - (ii) fails to discharge obligations to the co-operative, whether under these rules or a contract;
 - (iii) acts detrimentally to the interests of the co-operative.
- (c) During the period of suspension, the member:
- (i) loses any rights (except the right to vote) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the co-operative; and
 - (iii) remains liable for any fine that may be imposed.
- (d) In addition to any powers under Section 77 of the Liquor Act, the Secretary / Manager or an employee of the Club may refuse to admit to the Club and

may turn out, or cause to be turned out, of the premises of the Club any person including any member:

- (i) who is then intoxicated, violent, engages in abusive language, quarrelsome or disorderly; or
 - (ii) who is suspended under subrule 24(b)
 - (iii) who, for the purposes of prostitution, engages or uses any part of the premises of the Club; or
 - (iv) whose presence on the premises of the Club renders the Club or the Secretary / Manager liable to a penalty under the Registered Clubs Act; or
 - (v) who hawks, peddles or sells any goods on the premises of the Club; or
 - (vi) who uses, or has in his or her possession, while on the premises of the Club any substance that the Secretary / Manager suspects of being a prohibited drug or prohibited plant; or
 - (vii) who, within the meaning of the Smoke Free Environment Act smokes while on any part of the premises that is smoke free; or
 - (viii) whom the Club, under the conditions of its Certificate of Registration, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (e) If a person (including a member) has been refused admission to, or has been turned out of, the premises of the Club, the Secretary / Manager of the Club or an employee of the Club, may at any subsequent time, refuse to admit that person into the premises of the Club or may turn the person out, or cause the person to be turned out of the premises of the Club.
- (f) The employee who under these rules is entitled to exercise the powers set out in this rule shall be:
- (i) in the absence of the Secretary / Manager from the premises of the Club the senior employee then on duty; and
 - (ii) Any employee authorised in writing by the Secretary / Manager to exercise such power.

EXPULSION OF MEMBERS

25. (a) A member may be expelled from the co-operative by special resolution to the effect:

- (i) That the member has seriously or repeatedly failed to discharge obligations to the co-operative, whether prescribed by these rules or arising out of contract; or
- (b) That the member has acted in a way that:
 - (ii) prevented or hindered the co-operative in carrying out one or more of its primary activities
 - (iii) brought the co-operative into disrepute
 - (iv) has been contrary to one or more of the co-operatives and principles as described in section 10 of the Act and has caused the co-operative harm.
- (b) Written notice of the proposed special resolution shall be given to the member at least 28 days before the date of the Board 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) At the general meeting when the special resolution for expulsion is proposed the following procedures apply:
 - (i) at the meeting, the member must be afforded a full opportunity to be heard and is entitled to call witnesses and cross-examine witnesses called against the member;
 - (ii) if the member fails to attend at the time and place mentioned, without reasonable excuse, the member's alleged conduct must be considered and the co-operative may decide on the evidence before it, despite the absence of the member;
- (d) Once the alleged conduct is considered, the co-operative may decide to expel the member concerned;
 - (i) the co-operative must not make a decision on the alleged conduct or on expulsion, except by vote by secret ballot of the members present and entitled to vote;
 - (iii) a motion for the decision is not taken to be passed unless two-thirds of the members present, vote in favour of the motion.
- (e) An expelled member must not be re-admitted as a member unless the re-admission is approved by special resolution.

CEASING MEMBERSHIP

26. (a) A person shall cease to be a member in any of the following circumstances:

- (i) if the member's membership is cancelled under Rule 22;
 - (ii) if the member is expelled in accordance with Rule 25;
 - (iii) on death of the member;
 - (iv) if the contract of membership is rescinded on the grounds of misrepresentation or mistake;
 - (v) on the expiration of one month's notice in writing of the member's intention to resign from membership given by the member, to the Secretary / Manager.
- (b) A person shall not cease to be a member upon becoming bankrupt.

ANNUAL GENERAL MEETINGS

27. (a) An annual general meeting must be held each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the co-operative or within the further time allowed by the Registrar.
- (b) If an Annual General Meeting is not held in accordance with paragraph (a) of this rule, the members may, in accordance with Section 257 of the Act and Rule 30, requisition such a meeting.
- (c) The Board shall, not less than twenty one (21) days before each Annual General Meeting and in any event within four (4) months of the end of the financial year of the Club, send to all members of the Club entitled to attend the Annual General Meeting a copy of all reports which pursuant to Section 314 of the Act are to be laid before the Annual General Meeting in respect of the financial year ending on the thirtieth day of June immediately prior to the Annual General Meeting and without limitation these shall include:
- (i) a copy of the Financial Report of the Club;
 - (ii) a copy of the Annual Report;
 - (iii) a copy of the Directors' Report; and
 - (iv) a copy of the Auditors' Report on the financial report.
- (d) The Board may comply with Rule 27(c) by giving notice to all members that all documents are available for inspection at the Registered Office.

BUSINESS OF ANNUAL GENERAL MEETING

28. The ordinary business of the Annual General Meeting shall be:

- (a) to confirm minutes of the last preceding general meeting (whether annual or special); and
- (b) to receive from the board, auditors or officers of the co-operative:
 - (i) the financial reports of the co-operative for the financial year;
 - (ii) a report on the state of affairs of the co-operative; and
 - (iii) to approve any payments of fees to directors.
- (c) consideration of allowances;
- (e) to elect or declare the results of an election and determine the remuneration of directors; and
- (f) to allow members to make recommendations for consideration by the Board;
- (g) 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.
- (h) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.

RETIREMENT AND ELECTION OF DIRECTORS

- 29.
- (a) At the Annual General Meeting in each year all the directors shall retire.
 - (b) A retiring director shall be eligible for re-election provided the person is qualified under the rules and the Act to hold office as a director.
 - (c) 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.
 - (d) Two months prior to the date fixed for the annual general meeting, the Secretary / Manager shall cause to be placed on the notice board a notice advising members of the opening date and closing date for nominations together with the dates and times at which eligible members can cast their vote in the elections.
 - (e) Nominations for candidates to fill the vacant positions shall be sought in such manner as the Board determines.
 - (f) Only Bowling members, Life members and Social 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.

- (g) Nominations for election of a director shall be made in writing and be signed by one Bowling or Life member and one social member who are entitled to attend and vote at meetings of the Co-operative pursuant to these rules and by the nominee who shall also signify his/her consent to the nomination.
- (h) The nomination shall specify the position on the Board for which the nominee is nominated.
- (i) 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 subrule 29(w).
- (k) No member who is under suspension by the Board pursuant to these rules shall be eligible to nominate stand for or be elected or appointed to the Board.
- (l) No member shall be eligible to nominate, or be elected or appointed to the Board unless that member has paid all entrance fees, annual subscriptions and all other moneys due to the Co-operative at the time of such nomination, election or appointment.
- (m) Nominations shall cease twenty one (21) clear days prior to the date of the Annual General Meeting.
- (n) The Board of Directors shall appoint a Returning Officer and two Assistant Returning Officers who shall also act as scrutineers for the purpose of an election. A Returning Officer or Assistant Returning Officer should not be a candidate for any position being contested in an election. A Returning Officer cannot be seen to have any affiliation with or show support to any candidate or group of candidates.
- (o) The Returning Officer and Assistant Returning Officers must undertake the election process in accordance with the ClubsNSW Guidelines for the Conduct of Board Elections.
- (p) The Returning Officer shall forthwith upon receipt of a nomination, post the name of the candidate and his/her proposers on the Notice Board in accordance with the ClubsNSW Guidelines for the Conduct of Board Elections.
- (q) If there are insufficient nominees to fill all vacancies, the nominees are to be declared elected at the annual general meeting and nominations for people to fill the remaining vacancies are to be called from the floor and a ballot held if required.

- (r) If there be more than the required number nominated for any position, an election shall take place in respect of the position, but if there be only the requisite number nominated, the Returning Officer shall declare those nominated duly elected.
- (s) Any election by ballot for the Board of Directors shall be conducted in accordance with the ClubsNSW Guidelines for the Conduct of Board Elections.
- (t) On the closing of nominations and where there are more candidates than are required to fill the various positions, ballot papers shall be prepared by the Returning Officer and Assistant Returning Officer in time for the opening of the ballot which shall be on a day fixed by the Board but not later than twelve (12) days prior to the annual general meeting.
- (u) The Returning Officer shall confirm that the nominations are correct and valid and photos of the candidates are displayed in the Clubhouse.
- (v) A person shall not hold more than one Board position in the Club at any one time, not including office on any sub-committee.
- (w) The ballot papers shall list the Board positions in the following order:
 - Firstly: President
 - Secondly: Vice President
 - Thirdly: Ordinary Director
- (x) In the event of any candidate, having nominated for more than one Board position, being elected to a higher office his nomination/s for a lower office/s shall be cancelled and votes received by him for such office/s shall not be counted.
- (y) The ballot shall close at noon on a day at least five clear days before the date set by the Board for the annual general meeting. The Returning Officer, in accordance with the ClubsNSW Guidelines for the Conduct of Board Elections, will conduct a count of the votes.
- (z) Should there be an insufficient number of nominations the vacancy or vacancies created shall be filled by verbal nominations taken at the Annual General Meeting and voting shall be by ballot of the members present and entitled to vote. No absent member shall be considered for election to any position unless he has given his written assent and such assent is in the hands of the Returning Officer;
- (aa) In the event of an equality of votes, the Returning Officer shall draw lots between the candidates and the candidate who is drawn first shall be declared elected to the position;

- (bb) All candidates elected to the Board from the floor at the AGM shall provide contact details, a personal and professional profile, complete and sign the Director Nominee Declaration form, read and sign the Roles and Responsibilities of Board Members and submit these to the President within 1 week of the closing of the Annual General Meeting.
- (cc) Should there be an insufficient number of nominations after verbal nominations have been taken at the Annual General Meeting, the positions that remain unfilled shall be casual vacancies.

GENERAL MEETINGS

- 30.
- (a) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.
 - (b) The Board may, whenever it considers appropriate, call a special general meeting of the co-operative.
 - (c) The Board must call a general meeting of the co-operative on the requisition in writing by active members who together are able to cast at least 5% (maximum 20%) of the total number of votes able to be cast at a meeting of the co-operative.
 - (d) The requisition must:
 - (i) be in writing;
 - (ii) state the objects of the meeting; and
 - (iii) 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
 - (iv) be served on the co-operative by being lodged at the registered office of the co-operative.
 - (e) A meeting requisitioned by members must be convened and held as soon as practicable and, in any case, must be held within sixty three (63) days after the requisition is served.
 - (f) Where the Board does not within twenty one (21) days after the requisition is served, send to members a notice of a meeting to be held, the following provisions apply:
 - (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;

- (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the co-operative;
 - (iii) the Board must send the requested statement to the requisitioning members within 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 ninety one (91) days 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.
- (g) 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.

NOTICE OF GENERAL MEETINGS

31. (a) At least fourteen (14) days notice of a general meeting (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.
- (b) The notice must state the place, day and hour of the meeting and include ordinary business as specified for special business, the general nature of any special business. Non-receipt of the notice does not invalidate the proceedings at the general meeting.
- (c) The notice must also include any business that members have notified their intention to move at the meeting, but only if the members' notification has been made under these rules and within time.
- (d) Members who together are able to cast at least 5% (maximum 20%) of the total number of votes that are able to be cast at a meeting of the co-operative and who have a resolution to submit to a general meeting must give written notice of it to the co-operative at least 45 days before the day of the meeting.
- (e) 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.

- (f) If there is to be a special resolution proposed at the meeting or a resolution proposed for the removal of a director, there is a requirement for at least 21 days' notice of the special resolution.
- (g) Notice of a special resolution shall be given to those persons, entitled to receive notice 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; and
 - (i) the effect of the special resolution if passed.
- (h) Notice of every general meeting shall be given in the same manner as authorised in Rule 58:
 - (i) every member of the co-operative, except those members who have not supplied to the co-operative a postal or email address for the giving of notices to them; and
 - (ii) the auditor or auditors of the co-operative.

SPECIAL RESOLUTION

32. (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 resolution has effect from the date it is passed except in the following circumstances:
- (i) the removal of an auditor;
 - (ii) the expulsion of a member;
 - (iii) the alteration of a rule;
 - (iv) any matter for which a special resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up) in which case it has effect from the time it is registered by the Registrar.
- (c) Postal and Special Postal Ballots, if required, will be held in accordance with Part 3.2 Division 4 of the Act.

- (d) 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-distributing co-operative and vice versa;
 - (ii) transfer of incorporation;
 - (iii) an acquisition or disposal of assets referred to in Part 3.4 Division 4 of the Act;
 - (iv) takeover;
 - (v) merger;
 - (vi) transfer of engagements;
 - (vii) members' voluntary winding up.

QUORUM AT GENERAL MEETINGS

33. (a) No item of business shall be transacted at any general meeting unless a quorum of 50 members is present at the time when the meeting is considering that item.
- (b) Unless these rules state otherwise, members present in person, each being entitled to exercise a vote, constitute a quorum.
- (c) If a quorum is not present within half an hour after the appointed time for a meeting, the meeting, if called on the requisition of members, must be dissolved. In any other case it must be adjourned to the same day, time and place in the next week.
- (d) If a quorum is not present within half an hour after the time appointed for an adjourned meeting, the members present constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

34. (a) The President shall preside as chairperson at every general meeting of the co-operative.
- (b) The chairperson may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and from place to place. However, the only business that can be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given just as for the original meeting. Apart from this it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

- (c) If at any meeting the President is either not present within 5 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the Vice President shall act as chairperson. If the Vice President is either not present within 5 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson the members present shall choose someone from their number to be chairperson until such time as the President or Vice President attends or is willing to act.

STANDING ORDERS AT GENERAL MEETINGS

- 35. (a) The following standing orders shall be observed at the co-operative's meetings, subject to any suspension of, or amendment of, or addition to, these orders adopted for the purposes of that meeting by the members present at a meeting:
 - (i) the mover of a motion shall not speak for more than 5 minutes. Subsequent speakers shall be allowed 3 minutes, and the mover of the proposition 3 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

- 36.
- (a) The right to vote attaches to membership.
 - (b) Joint members have only one vote between them.
 - (c) Voting by proxy is not permitted.
 - (d) A person is not entitled to exercise a member's right to vote under a power of attorney.
 - (e) A resolution, other than a special resolution, must be decided by simple majority.
 - (f) Subject to subrules (i) and (j), a question for decision at any general meeting must be decided on a show of hands of members present at the meeting.
 - (g) On a show of hands at a general meeting, each member present may exercise only one vote.
 - (h) A poll may be demanded on any question for decision
 - (i) On a poll called at a general meeting, each member present has one vote.
 - (j) If before a vote is taken or before or immediately after the declaration of the result on a show of hands:
 - (i) the chairperson directs that the question is to be determined by a poll; or
 - (ii) at least 5 members present in person demand a poll;
 the question for decision must be determined by a poll.
 - (k) The poll must be taken when and in the manner that the chairperson directs.
 - (l) A poll on the election of a chairperson or on the question of adjournment must be taken immediately and without debate.
 - (m) Once the votes on a show of hands or on a poll have been counted then, subject to subrule (j), a declaration by the chairperson that a resolution has been carried (unanimously or by a particular majority) or lost is evidence of that fact.
 - (n) The result of the vote must be entered in the minute book.

- (o) 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.
- (p) The co-operative may hold a postal ballot to determine any issue or proposal by the members in the manner prescribed in Schedule 1 of the Act.

BOARD OF DIRECTORS

- 37.
- (a) The Board shall consist of seven (7) directors who shall comprise a President, a Vice President and five (5) other directors.
 - (b) The President shall be a Social, Bowling or Life Member who is a financial member of the Stockton Bowling Club. Four (4) of the seven (7) directors shall be bowling members who are financial members of the Stockton Bowling Club.
 - (c) The remaining directors may be either Bowling, Life or Social Members who are financial members of the Stockton Bowling Club.
 - (d) The business of the Co-operative is to be managed by the Board 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.
 - (e) The Executive Committee shall consist of the President, Vice President and one other director.
 - (f) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

QUALIFICATIONS OF DIRECTORS

- 38.
- (a) A person shall not be elected as director of the co-operative unless the person is a financial active member of the co-operative and is eligible in accordance with these rules. A member who is an employee of the co-operative is not eligible to hold office as a director.
 - (b) The term of office of a director is to be no more than three (3) consecutive one year terms ending on the day of the annual general meeting after they are elected.
 - (c) In the event that a Board vacancy is not filled from the floor at the AGM, a member who has just served for three (3) years is eligible to be nominated for a further term.

- (d) In any event the maximum period a member can serve on the Board is five (5) consecutive years.

DIRECTORS' REMUNERATION

- 39. (a) The directors shall receive such remuneration for their services as shall be determined at a general meeting, and all reasonable 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

- 40. (a) A meeting of the board of directors may be called by a director giving notice individually to every other director.
- (b) Except in special circumstances determined by the President, at least 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 43(g) 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.

QUORUM FOR BOARD MEETINGS

- 41. (a) The quorum for a meeting of the Board shall be four (4) directors, being 50% or more of the number of directors, in accordance with Section 175(4) of the Act.
- (b) 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.
- (c) 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.

CHAIRPERSON OF BOARD

- 42. The President shall preside as chairperson at every Meeting of the Board. If the President is not present or is unwilling or unable to act then the Vice President will take the chair. If the Vice President is unwilling or unable to act the Board shall elect one of their number to fill the vacancy and the person appointed shall be known as the Acting Chairperson and shall have the duties and powers of the Chairperson under this Constitution.

PROCEEDINGS OF THE BOARD

43. (a) Questions arising at a meeting must be decided by a majority of votes.
- (b) In the case of an equality of votes, the chairperson shall have a casting vote.
- (c) 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.
- (d) A resolution approved by the Board is to be recorded in the minutes of the meetings of the Board.
- (e) The Board may by resolution delegate the power to make a decision in a matter to an Executive Committee comprising the President, the Vice President and one other director nominated by the Board.
- (f) The Secretary / Manager may, by email, circulate papers among members of the Board.
- (g) The Board may in accordance with section 176 of the Act transact any of its business:
- (i) by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
 - (ii) at a meeting at which board members (or some board members) participate by telephone, closed-circuit television or other means, but only if any board member who communicates on a matter before the meeting, can be understood by the other members of the Board.

MINUTES OF BOARD MEETINGS

44. (a) The Board must keep minutes of meetings including:
- (i) appointment of officers and employees made by the Directors
 - (ii) the names of the directors present at each meeting of the Board
 - (iii) declarations of interests by Directors
 - (iv) all resolutions and proceedings at all meetings of the co-operative.
- (b) Minutes must be entered in the appropriate records within 28 days of the meeting to which they relate was held.
- (c) The minutes are to be signed within a reasonable time after the meeting to which they relate by either the Chairperson of that meeting or the Chairperson of the next meeting.

DIRECTORS' INTERESTS IN CONTRACTS

45. (a) A Director who is or becomes in any way (whether directly or indirectly) interested in a contract, or proposed contract, with the Co-operative must declare the nature and extent of the interest to the Board of Directors in accordance with the provisions of section 208 of the Act.
- (b) A Director of the Co-operative 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 Director must, in accordance with section 208 of the Act, declare at a meeting of the Board of Directors the fact and the nature, character and extent of the conflict.
- (c) Subject to section 208(7) of the Act if a Director has made a declaration under this rule, then unless the Board otherwise determines, the Director must not:
- (i) be present during any deliberation of the Board in relation to the matter; or
 - (ii) take part in any decision of the Board in relation to the matter.
- (d) Any vote cast in contravention of this rule is not to be counted.

REMOVAL OF DIRECTOR FROM OFFICE

46. 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 DIRECTOR FROM OFFICE

47. (a) 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:
- (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 182 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 co-operative;
- (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 Part 4.1 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 208 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 a director is seen to have acted in breach of any legislation relating to operations of the co-operative, they can be asked to stand down until the breach has been resolved;

FILLING OF CASUAL BOARD VACANCIES

48. The Board may at any time appoint any eligible Bowling member, Life member or Social member to be a director to fill a casual vacancy provided that the provisions of subrule 37(b) are observed and any director so appointed shall hold office until the next Annual General Meeting.

OTHER BOARD COMMITTEES

49. (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 Rule 49(b) 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.

- (d) The Board may 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.
- (e) The Board may by resolution revoke wholly or in part any such delegation.
- (f) 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.
- (g) 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.
- (h) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

PROCEEDINGS OF BOARD COMMITTEES

50. (a) 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.
- (b) 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.

SUB CLUBS AND OTHER SOCIAL CLUBS

51. (a) Club members may with the approval of the Board form themselves into social or sub clubs for the purpose of participating in a particular sport or for participating in cultural or social activities of common interest to members.
- (b) Social or sub clubs approved by the Board may adopt their own constitutions and office bearers provided that the terms of the constitutions are not

inconsistent with these rules and their activities are consistent with the objects of the Club and are not illegal.

- (c) Sub clubs approved by the Board shall make the minutes of their meetings and all their financial records available for inspection by the Board the Club or by the directors of the Club if called upon to do so in writing signed by the President of the Club or the approved Secretary of the Club from time to time.
- (d) Social or sub clubs approved by the Board will have no power or authority to enter into any contract on behalf of the Club, make representations on behalf of the Club or incur any liability on behalf of the Club.
- (e) Social or sub clubs may maintain their own bank accounts and with the approval of the Board (which will not be unreasonably withheld) affiliate with the bodies responsible for the organisation of the principal activities of each club.

APPOINTMENT OF SECRETARY / MANAGER

- 52. (a) The Board shall appoint a Secretary / Manager 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 / manager of the co-operative.
- (b) A Secretary / Manager 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.
- (c) In accordance with the Clubs Act the Secretary / Manager must be approved by the Licensing Court of New South Wales and is the Chief Executive Officer of the co-operative.

FINANCIAL YEAR

- 53. The financial year of the co-operative shall end on the 30th day of June in each year.

ACCOUNTS

- 54. (a) The Board must cause written financial records to be kept with respect to the financial affairs of the co-operative in accordance with the Act and the Registered Clubs Act.

- (b) The board must have at least one financial institution account, electronic or otherwise, in the name of the co-operative, into which all amounts received by the co-operative must be paid as soon as possible after receipt.
- (c) All cheques drawn on the accounts, and all drafts, bills of exchange, promissory notes and other negotiable instruments, of the co-operative must be signed by 2 authorised persons.
- (d) The operation of any electronic accounts must be restricted so that there is a requirement for authorisation by 2 authorised persons.
- (e) An authorised person for the purpose of this rule, is a Director or a person authorised by the Board.
- (f) An auditor must be appointed and removed in accordance with the Act. The Auditors duties will be regulated in accordance with the Co-operatives (Adoption National Law) Act 2012 and the Registered Clubs Act. The Auditors remuneration shall be fixed by the Board. If a vacancy occurs in the position of Auditor, the Board shall fill the vacancy within 14 days.

CO-OPERATIVE FUNDS

55. (a) Any profits or other income of the Club shall be applied only to the promotion of the objects of the Club and shall not be paid or distributed amongst the members of the Club.
- (b) Payment shall be made in good faith of:
- (i) any commensurate remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;
 - (ii) reasonable interest on money lent by members to the co-operative; or
 - (iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.
- (c) Any surplus resulting from the co-operative's operation during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.
- (d) An amount not exceeding five (5) percent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

PROVISION FOR LOSS

56. The Board must make appropriate provision for losses in the co-operative's accounts and when reporting to members is to indicate whether the loss is expected to continue and whether there is any real prejudice to the co-operative's solvency.

DISPUTES

57. (a) The grievance procedure set out in this rule applies to disputes under these rules between:
- (i) a member and another member; or
 - (iii) a member (including a former member) and the co-operative.
- (b) If a dispute arises, a party cannot commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions of this rule, except where a person seeks urgent interlocutory relief.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days of:
- (i) the dispute coming to the attention of each party; or
 - (ii) a party giving notice, to each of the other parties involved, of the dispute or grievance.
- (d) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, as soon as is practicable, hold a meeting in the presence of a mediator.
- (e) The mediator is, where possible, to be a person chosen by agreement between the parties, but in the absence of agreement between the parties:
- (i) for a dispute between a member and another member, a person appointed by the board; or
 - (ii) for a dispute between a member (including a former member) and the co-operative, a person appointed by a mediation service accredited by the Australian Mediation Association).
- (f) The mediator may (but need not) be a member of the co-operative, unless the member is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard; and

- (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator cannot determine the dispute.
 - (j) The mediation must be confidential and without prejudice.
 - (k) The costs of the mediation are to be shared equally between the parties unless otherwise agreed.
 - (l) Nothing in this rule applies to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.
 - (m) Nothing in this rule applies to any dispute involving the expulsion or suspension of a member or the imposition of a fine.
 - (n) If the mediation process does not result in the dispute being resolved, each party may seek to resolve the dispute in accordance with the Act or otherwise at law.

NOTICES

58. (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 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) If a notice is sent by post, service is taken to be effected at the time at which the properly addressed and prepaid letter would be delivered in the ordinary course of post. In proving service by post, it is 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

59. (a) The winding up of the co-operative shall be in accordance with Part 4.5 of the Act.
- (b) If, on the winding up or dissolution, there remains any property after the satisfaction of all its debts and liabilities, this must not be paid to or distributed among the members of the co-operative but must be given or transferred to an institution or institutions:
- (i) with objects similar to those of the co-operative; and
 - (ii) whose constitution prohibits the distribution of its property among its members; and
 - (iii) chosen by the members of the co-operative at or before the dissolution or, in default, by a judge of the court with jurisdiction in the matter.