

## **RULES OF**



## **SINGLETON GOLF CLUB CO-OPERATIVE LIMITED**

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

**REGISTERED UNDER THE CO-OPERATIVES ACT 1992 (N.S.W.) 2010**

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## DEFINITIONS

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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 15;
  - (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 51(a)(4);
  - (v) **“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;
  - (vi) **“by-laws”** means the by-laws of the Co-operative that are currently in force;
  - (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) **“CCU”** means Co-operative Capital Unit issued in accordance with these rules;
  - (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 and includes each of the specified officers and any deputy director acting in the absence of a nominating director under Rule 75;
  - (xii) **“financial year”** means the financial year of the co-operative as specified in Rule 83;
  - (xiii) **“full member”** means a person who is an active member of the co-operative, and is an ordinary or life member;
  - (xiv) **“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;
  - (xv) **“honorary member”** means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club;

- (xvi) **"life member"** means a person who is elected to membership of the co-operative for life;
- (xvii) **"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;
- (xviii) **"member"** means a person who is an active/full member of the co-operative;
- (xix) **"month"** means calendar month;
- (xx) **"notice board"** means the board or boards provided on the co-operative premises on which notices for the information of members is posted;
- (xxi) **"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;
- (xxii) **"ordinary member"** means a member of the co-operative, other than a life member, provisional member, honorary member or temporary member;
- (xxiii) **"postal ballot"** includes a special postal ballot;
- (xxiv) **"prescribed"** means prescribed by the Act or under the Act by Regulation;
- (xxv) **"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;
- (xxvi) **"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;
- (xxvii) **"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;
- (xxviii) **"relevant interest"** has the same meaning as given in Schedule 2 of the Act;
- (xxix) **"rules"** mean the registered rules of the co-operative as amended from time to time and reference to particular rules has a corresponding meaning;
- (xxx) **"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;
- (xxxi) **"share"** means a share in the capital of the co-operative;
- (xxxii) **"special resolution"** means a resolution which is passed in accordance with Rule 58;
- (xxxiii) **"temporary member"** means a person who, under the rules of the co-operative, is a temporary member of the club;

- (xxxiv) **"the Act"** means the Co-operatives Act 1992 as amended from time and includes the Co-operatives (Adoption of National Law) Act 2012;
- (xxxv) **"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 68, being not less than a quorum or a majority, as the case may be;
- (xxxvi) **"the club"** means Singleton Golf Club Co-operative Limited;
- (xxxvii) **"the Clubs Act"** means the Registered Clubs Act 1976;
- (xxxviii) **"the co-operative"** means Singleton Golf Club Co-operative Limited;
- (xxxix) **"the Law"** means the Corporations Act;
- (xl) **"the Registrar"** means the Registrar of Co-operatives or any person delegated the Registrar's functions;
- (xli) **"the Secretary-Manager"** means any person appointed by the Board as Secretary Manager of the co-operative in accordance with the rules and is synonymous with the word "Secretary" wherever the latter word appears in these Rules, the Act and the Clubs Act;
- (xlii) **"the specified officers"** means the President, the Vice-President, the Treasurer, the Captain, and the Vice-Captain;
- (xliii) **"the State"** means the State of New South Wales;
- (xliv) **"writing"** includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and "written" has a corresponding meaning;
- (xlv) Words importing one gender include the other genders;
- (xlvi) Words in the singular include the plural, and vice versa;
- (xlvii) Words or expressions used have the same meanings as those given to them by the Act.
- (xlviii) **"Gaming Machines Act"** means the Gaming Machines Act 2001 and any regulation made under the Gaming Machines Act 2001. Any reference to a provision of the Gaming Machines Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Gaming Machines Act however that provision may be amended in that legislation.
- (xlix) **"Liquor Act"** means the Liquor Act 2007 and any regulation made under the Liquor Act 2007. Any reference to a provision of the Liquor Act includes a reference to the same or similar provision in any legislation replacing, amending or modifying the Liquor Act however that provision may be amended in that legislation.

## **DEFINITIONS - INTERPRETATION PROVISIONS**

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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.

## **NON-TRADING CO-OPERATIVE**

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

## **REGISTERED CLUBS REQUIREMENTS**

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4. Subject to the provisions of the 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 club licence under the Liquor 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 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) Subject to Section 73(2)(b) of the Gaming Machines Act, the Club shall not share any receipts arising from the operation of an approved gaming machine kept by the Club and shall not make any payment or part payment by way of commission or an allowance from or on any such receipts.
- (v) Subject to Section 74(2) of the Gaming Machines Act, the Club shall not grant any interest in an approved gaming machine kept by the Club to any other person.
- (vi) Subject to the provisions of Section 10(6) and Section 10(6A) of the Clubs Act, a member of the Club, whether or not he or she is a director or a member of any committee of the Club shall not be entitled under these Rules or otherwise to derive directly or indirectly any profit, benefit or advantage from the Club that is not offered equally to every full member (as defined in the Clubs Act) of the Club.
- (vii) Subject to the provisions of Section 10(7) of the Clubs Act, a person, other than the Club or its members, shall not be entitled under these Rules or otherwise to derive directly or indirectly any profit, benefit or advantage from the grant to the Club of, or the fact that the Club has applied for, a club licence under the Liquor Act or from any added value that may accrue to the premises of the Club because of the grant to the Club of, or the fact that the Club has applied for, such a licence.

## **RULES**

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

Under the contract, each of those persons agrees to observe and perform the provisions of the rules as in force for the time being so far as those provisions are applicable to that person.
- (b) (i) A member shall be entitled to demand to a copy of the rules upon payment of a sum not exceeding forty dollars (\$40.00) or such lesser 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**

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- 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 of the Act, the co-operative must cause the alteration to be notified, in writing, to members as soon as practicable after the alteration is registered and, in any event, not later than the date on which notice is given to the members of the next annual general meeting of the co-operative, following the registration of the alteration.

## **BY-LAWS**

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7. (a) The members at a general meeting shall have power to make and amend 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 and its facilities.
- (b) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 88.

## **NAME**

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8. (a) The name of the co-operative shall be Singleton Golf Club Co-operative Limited.
- (b) The co-operative may, in accordance with Section 259, change its name by way of a special resolution to a name approved of by the Registrar.

## **CHANGE OF REGISTERED OFFICE**

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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**

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10. If the registers required by Section 249(1) of the Act and Section 30(2) of the Clubs Act to be kept by the co-operative are not kept at the registered office, the co-operative must lodge with the Registrar a notice of the address at which the register is kept within 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**

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11. The objects of the co-operative shall be:
- (i) To promote the game of golf in Singleton.
  - (ii) To provide the following community services:
    - (a) The provisions and maintenance of buildings and grounds for recreation including a Club House with facilities and amenities for the comfort and refreshment of members and their guests and to apply for and obtain a club license under the Liquor Act, gaming machine entitlements under the Gaming Machines Act and any other rights, entitlements, permits, authorities and licenses necessary and desirable for the Club.
    - (b) The operation, maintenance and carrying on of a club to be known as the Singleton Golf Club.
    - (c) The provision of such other recreational facilities as the committee of management established under the by-laws to these rules determine from time to time.

- (d) The provision of facilities for the playing of the game of golf by its members and other persons as provided for in the by-laws to these rules.

## **POWERS**

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- 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.
- (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**

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- 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. The seal must be affixed by a director of the co-operative in the presence of another director or officer of the co-operative and be authorised by the signatures of both persons.
- (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.
- (e) Notwithstanding the remaining provisions of this Rule 13, the Club may execute a document without using the Seal if the document is signed by two (2) directors or one (1) director and the Secretary of the Club.

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

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- 14. The Club must maintain records and registers in accordance with the Act and the Clubs Act and where required by those Acts, the Club must provide members with access to those records and registers.

## **ACTIVE MEMBERSHIP PROVISION**

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- 15. In accordance with Part 6 of the Act:

- (i) The operation maintenance or carrying on of a club for the promotion of the game of golf and other recreations and pastimes in Singleton is a primary activity of the co-operative; and
- (ii) a member shall be:
  - (a) an Ordinary member who pays an annual subscription of not less than two dollars (\$2.00) in accordance with Rule 21; or
  - (b) a Life Member

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

#### **FORFEITURES AND CANCELLATIONS RELATING TO INACTIVE MEMBERS**

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

The member is not presently an active member and has not been an active member at any time during the past nine (9) months immediately before the date of cancellation.
- (b) The Board is to declare the shares of a member forfeited at the same time as the membership is cancelled and the amounts due in respect of that cancellation and forfeiture shall be dealt with and repaid in accordance with Sections 134 - 136 (inclusive) of the Act.
- (c) The co-operative shall, in a form approved 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 2005 and any replacement thereof.
- (d) The Board shall not be required to give notice, under this rule, if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership (whether by reason of the cancellation of share or otherwise) does not exceed \$50, or such other amount as may be prescribed.

#### **QUALIFICATIONS FOR MEMBERSHIP**

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- 17. (a) A person is not qualified to be admitted to membership of the co-operative unless:
  - (i) the Board has reasonable grounds for believing that the person will be an active member under Rule 16; and
  - (ii) the applicant is an individual and not a body corporate.
- (b) Club membership shall consist of the following classes:
  - (i) Ordinary members;
    - (a) General members;
    - (b) Golfing members;
    - (c) Social Members

- (d) Junior members;
- (ii) Life members;
- (iii) Honorary members;
- (iv) Temporary members; and
- (v) Provisional members.

(c) The rights, duties and entitlements of the various classes of membership are as follows:

(d) The categories of Full membership (as defined by the Registered Clubs Act) of the Club shall be General membership, Golfing members, Social membership, Junior membership and Life membership. However, persons who are not Full members (as defined in the Registered Clubs Act) may be admitted to the Club as Honorary members, Temporary members and Provisional members

All members other than Life Members, Honorary Members and Temporary Members shall pay the annual subscriptions as approved in rule 22, according to the class of membership to which the member belongs and such other charges as may be specified in these rules.

The proportion of members of the Club with full voting rights shall at all times be not less than the proportion prescribed in Section 177 (1) of the Act.

(i) Ordinary Members - Ordinary members shall be members of the Club who are elected as or currently are registered with the Club as one of the following Categories of members:

(A) General Members - General Members of the Club shall be members who are currently registered with the Club as General Members but not so, registered as golf players and who also are above the age of eighteen years.

General Members of the Club shall be entitled of all the benefits and privileges of membership in accordance with these rules including the right to hold office in the Club (with the exception of the positions of President and Captain), to vote at general meetings, propose or second applicants for membership and the use and enjoyment of all the amenities and facilities of the Club except the right to use any golf course or other golfing facility owned or controlled by the Club (all of which are herein referred to as the golfing facilities), but subject always to the control of the Board in accordance with these rules

(B) Golfing Members - Golfing Members of the Club shall be all members who are currently registered with the Club as golf players.

Golfing Members shall be entitled to all the benefits and privileges of membership in accordance with these rules including the right to hold office in the club, to vote at general meetings, propose or second applicants for membership and the use and enjoyment of all the amenities and facilities of the Club, but subject always to the control of the Board in accordance with these rules. All persons who, at the date of the Annual General Meeting in 2018,

were recorded in the register of members as Associate members or Golf members shall be transferred to Golfing membership of the Club.

(C) Social Members - Social Members of the Club shall be members who are above the age of eighteen years. Social Members of the Club shall not be entitled to hold office, vote at general meetings or take part in the management of the club, but otherwise shall be entitled to the use and enjoyment of all the amenities and facilities of the Club except the right to use any golf course or other golfing facilities owned or controlled by the Club (all of which are herein referred to as the golfing facilities), but subject always to the control of the Board in accordance with these rules.

(D) Junior Members - A Junior Member shall mean a person under the age of eighteen years who has been elected as a Junior Member.

Junior Members shall be entitled to use such areas of the Club premises as are designated non-Restricted areas and the golfing facilities of the Club.

Junior Members shall not be entitled to vote, hold office or take part in the management of the Club.

No person under the age of eighteen years shall use or operate or be allowed to use or operate any poker machine in the Club premises.

(ii) Life Members - The club in general meeting on the recommendation of the Board for special services rendered to the Club by any member, may elect such member as a Life Member of the Club by a resolution passed by a majority of not less than two thirds of the members voting on such resolution. Every Life Member shall be entitled to all the benefits and privileges and subject to all the duties and obligations as a Golfing Member.

(iii) Honorary Members - An Honorary Member shall mean any of the following persons who at the discretion of the Board is made an Honorary Member of the Club:

(A) the patron or patrons for the time being;

(B) any prominent citizen visiting the club for some special occasion.

Honorary members who are Full members of the Club shall be entitled to the rights and privileges of which they are a Full member. However, Honorary members who are not Full members of the Club shall be entitled to all the social privileges of the club but shall not have the privilege of voting, holding office or taking part in the management of the Club.

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

(A) Any person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be prescribed by the Registered Clubs Act or

such other greater distance as may be determined from time to time by the Board by By-law pursuant to these Rules.

- (B) A full member (as defined in the Registered Clubs Act) of any registered club which has objects similar to those of the Club.
- (C) 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 or she so attends the premises of the Club until the end of that day.
- (D) Any interstate or overseas visitor.

Temporary members shall be entitled to all the social privileges of the club but shall not have the privilege of voting, holding office or taking part in the management of the Club.

The Secretary 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.

No person under the age of eighteen (18) years may be admitted as a temporary member of the Club unless that person is a member of another registered club and satisfies the requirements of paragraph (c) of this Rule.

- (v) Provisional Members - A Provisional Member shall mean any person who has been nominated for membership of the Club in accordance with these Rules and who has paid the prescribed annual subscription and any prescribed entrance fee to the Club but who has not been elected as a member by the Board. Provisional members shall be entitled to all the social privileges of the Club but shall not have the privilege of voting, holding office or taking part in the management of the Club.

Should a person who is admitted as a Provisional member not be elected to membership of the Club within six (6) weeks from the date of the nomination form being given to the Secretary 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 joining fee (if any) and subscription submitted with the nomination shall be returned to that person.

- (e) Any member of the co-operative shall be entitled to use the facilities of the club save and except as otherwise provided in these rules and subject to any conditions and restrictions proclaimed by the Board from time to time and notified to the members.

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

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

## APPLICATION FOR MEMBERSHIP AND SHARES

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19. (a) The Board must provide each person intending to become a member of the co-operative with:
- (i) a consolidated copy of the rules of the co-operative; and
  - (ii) a copy of all special resolutions applicable to the member passed by the members of the co-operative, except special resolutions providing for an alteration of the rules of the co-operative; and
  - (iii) a copy of the last annual report of the co-operative under Section 252 of the Act.
- (b) The Board may comply with Rule 19(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 an Full member (as defined in the Registered Clubs Act) of the Club (other than as a Life member) unless that person is elected to membership by a resolution of the Board of the Club, or a duly appointed election committee of the Club.
- (d) The names of the members present and voting at that Board or election committee meeting shall be recorded by the Secretary of the Club.
- (e) The Board or election committee may reject any application for membership without giving any reason.
- (f) Every application for membership of the Club (which shall be a proposal for membership by the applicant) shall be in writing and shall be in such form as the Board may prescribe and shall contain the following particulars:
- (i) the full name of the applicant; and
  - (ii) the residential address of the applicant;
  - (iii) the date of birth of the applicant;
  - (iv) the occupation of the applicant;
  - (v) a statement to the effect that the applicant agrees to be bound by the Rules and By-laws of the Club;
  - (vi) the signature of the applicant;
  - (vii) such other particulars as may be prescribed by the Board from time to time.
- (g) Every form of application for membership shall be presented by the applicant to an authorised officer of the Club together with the joining fee (if any) and the appropriate subscription evidence of a current driver's licence or a current passport held by that applicant or such other form of identification as determined by the Board.



- (h) The authorised officer of the Club to whom the application for membership is presented shall compare the particulars of the applicant as appearing on the application with the particulars of that person as appearing in the evidence of identification. If the authorised officer is satisfied that the particulars of the applicant in the application and in the evidence of identification correspond, the authorised officer shall sign the application and shall cause the application to be sent to the Secretary.
- (i) A person whose application has been signed by an authorised officer of the Club in accordance with Rule 20(h) and who has paid the Club the joining fee (if any) and the first annual subscription for the class of membership applied for may become a Provisional member.
- (j) The full name and address of each applicant for membership shall be placed on the Club Notice Board and shall remain on the Club Notice Board for not less than seven (7) days.
- (k) An interval of at least fourteen (14) days shall elapse between the deposit at the office of the nomination form of a person for election and the election of that person to membership of the Club.
- (l) The Club shall not be required to notify a person if they have been elected to membership. If a person fails to be elected to membership the Secretary shall cause any joining fee and subscription paid by the person to be returned to that person.

#### **ENTRANCE FEES**

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- 20. Every applicant for membership shall pay a once only non-returnable entrance fee of such sum as may be fixed by the Board. The fee shall be paid in full upon application and shall not exceed five hundred dollars (\$500.00).

#### **ANNUAL SUBSCRIPTION**

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- 21. (a) A member shall, in accordance with the Act, be liable to the club for any charges payable by the member to the club, as prescribed by these rules.
- (b) Members subscriptions shall be determined by the Board and they shall be paid annually and in advance. Members shall be notified of the due date of annual subscriptions by notice on the Club's notice board. The time and manner of payment thereof and all other matters pertaining thereto not specially provided for in these Rules, shall be as prescribed by the Board from time to time.
- (c) The entrance fees and subscriptions or payments payable by members of the club shall be such as the Board may from time to time prescribe and the entrance fee and annual subscription payable by Ordinary Members shall not be less than the minimum subscription provided from time to time by the Clubs Act and not more than 10% more than the previous financial year.
- (d) If the subscription of any member shall not be paid within a period of two (2) months 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 an inactive member and have their membership cancelled in accordance with Rule 16.

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

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22. 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 17 and 19.

## **EMPLOYEE MEMBERS**

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23. 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 general meetings, propose or second applicants for membership; and
  - (ii) the employee member is not entitled to hold any office in the Club or take part in the management of the Club.

## **CAPITAL AND SHARES**

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24. (a) The capital of the co-operative shall be raised by the issue of shares which shall be of one class, all ranking equally and be of nominal value of one dollar (\$1.00) each.
- The capital shall vary in amount according to the nominal value of shares from time to time subscribed. Every member shall hold one (1) share and no more.
- (b) The shares of the co-operative shall not be quoted for sale or purchase at any stock exchange or in any other public manner whatever within the meaning of the Income Tax Assessment Act 1987 as amended of the Commonwealth of Australia or any amendment thereof.

## **ABROGATION OR VARIATION OF SHARE RIGHTS**

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25. (a) Where the co-operative's share capital is divided into share classes, and rights are attached to shares included in a class of shares, the co-operative may, if passed by resolution by a simple majority at a meeting of members who hold shares of that class, vary or abrogate those rights.
- (b) If, after passing the resolution referred to in Rule 26(a), the co-operative wishes to alter its rules to vary or abrogate the rights attached to that particular class of shares, it may give notice to members of the intention to propose a special resolution to that effect.
- (c) Where a special resolution is passed in accordance with this rule, the co-operative may (on registration of the special resolution) vary or abrogate the rights attached to the share class the subject of the special resolution.

## **SHAREHOLDING**

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26. Every member shall, on admission to membership of the co-operative, hold only one (1) share.

## **ONE MEMBER ONE VOTE**

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27. Subject to Rule 17, 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. A member's right to vote is a personal right and is not attached to, or conferred by, any share held by the member in the co-operative.

## **MATERIAL PERSONAL INTERESTS OF DIRECTORS**

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28. Any director who has a material personal interest in a matter that relates to the affairs of the Club must, as soon as practicable after the relevant facts have come to the director's knowledge declare the nature of the interest at a meeting of the Board and comply with Rule 65.

## **REGISTERED CLUBS ACCOUNTABILITY CODE**

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29. (a) The Club must comply with the requirements of the Registered Clubs Accountability Code (as amended from time to time) and the provisions of Rules 30 to 36 inclusive.
- (b) For the purposes of Rules 30 to 36 inclusive the terms "close relative", "controlling interest", "manager", "pecuniary interest" and "top executive" shall have the meanings assigned to them by the Clubs Act and Registered Clubs Regulations.

## **CONTRACTS WITH TOP EXECUTIVES**

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30. (a) The Club must ensure that each top executive has entered into a written employment contract with the Club dealing with
- (i) the top executive's terms of employment; and
  - (ii) the roles and responsibilities of the top executive;
  - (iii) the remuneration (including fees for service) of the top executive;
  - (iv) the termination of the top executive's employment.
- (b) Contracts of employment with top executives will not have any effect until they are approved by the Board, and they must be reviewed by an independent and qualified adviser before they can be approved by the Board.

## **CONTRACTS WITH DIRECTORS OR TOP EXECUTIVES**

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31. The Club must not enter into a commercial arrangement or a contract with a director or top executive or with a company or other body in which a director or top executive has a pecuniary interest, unless the proposed commercial arrangement or contract is first approved by the Board. A "pecuniary interest" in a company for the purposes of this Rule does not include any interest exempted by the Clubs Act.

## **CONTRACTS WITH SECRETARY AND MANAGERS**

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32. Unless otherwise permitted by the Clubs Act, the Club must not enter into a commercial arrangement or contract with:

- (a) the Secretary or a manager; or
- (b) any close relative of the Secretary or a manager; and
- (c) any company or other body in which the Secretary or a manager or a close relative of the Secretary or a manager has a controlling interest.

#### **LOANS TO DIRECTORS AND EMPLOYEES**

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33. The Club must not lend money to a director of the Club unless otherwise permitted by the Clubs Act and Regulations, the Club must not lend money to an employee of the Club unless the amount of the proposed loan is ten thousand dollars (\$10,000) or less and the proposed loan has first been approved by the Board.

#### **RESTRICTIONS ON THE EMPLOYMENT OF CLOSE RELATIVES OF DIRECTORS AND TOP EXECUTIVES**

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34. (a) A person who is a close relative of a director or top executive must not be employed by the Club unless their employment is approved by the Board.
- (b) If a person who is being considered for employment by the Club is a close relative of a director of the Club, the director must not take part in any decision relating to the person's employment.

#### **DISCLOSURES BY DIRECTORS AND EMPLOYEES OF THE CLUB**

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35. (a) A director, top executive or employee of the Club must disclose any of the following matters to the Club to the extent that they relate to the director, top executive or employee:
- (i) any material personal interest that the director has in a matter relating to the affairs of the Club; and
  - (ii) any personal or financial interest of the director or top executive in a contract relating to the procurement of goods or services or any major capital works of the Club;
  - (iii) any financial interest of the director or top executive in a hotel situated within forty (40) kilometres of the Club's premises;
  - (iv) any gift (which includes money, hospitality and discounts) valued at one thousand dollars (\$1,000) or more, or any remuneration (including any fees for service) of an amount of one thousand dollars (\$1,000) or more, received by the director, top executive or employee from an affiliated body of the Club or from a person or body that has entered into a contract with the Club.
- (b) The Club must keep a register in an approved form containing details of the disclosures made to the Club in accordance with Rule 36(a).

#### **PROVISION OF INFORMATION TO MEMBERS**

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36. The Club must:
- (a) make the information required by the Registered Clubs Regulations available to

the members of the Club within four (4) months after the end of each reporting period to which the information relates; and

- (b) indicate, by displaying a notice on the Club's premises and on the Club's website (if any), how the members of the Club can access the information.

## **CALLS ON SHARES**

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37. As no shares are allotted if not fully paid, there shall be no calls on shares.

## **FORFEITED SHARES**

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

## **FORFEITURE OF SHARES ON DEATH, BANKRUPTCY OR INCAPACITY OF MEMBER**

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39. A member's shares will be forfeited:
- (a) On the death of the member; or
  - (b) On the declaration of bankruptcy or if the member becomes subject to control under the law relating to bankruptcy; or
  - (c) On the mental or physical incapacity or infirmity of the member, or if the member becomes subject to the control of an appointee under a law of a State or Territory to administer the estate of the member.

## **TRANSFER AND TRANSMISSION OF SHARES**

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40. A share cannot be transferred or sold.

## **SUSPENSION OF MEMBERS**

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41. If any member shall fail to discharge their obligations with the Club whether prescribed by these Rules or be guilty of conduct which in the opinion of the Board is unbecoming of a member or which shall render them unfit for membership or be deemed by the Board to be detrimental to the interests of the Club, the Board shall have the power to fine, reprimand, suspend for a maximum period of twelve (12) months, require an apology provided that:
- (a) Such a member shall be notified of any charge against them pursuant to this Rule

by notice in writing by a prepaid letter posted to their last known address seven (7) clear days before the meeting of the Board at which such charge is to be heard.

- (b) The member charged shall be entitled to attend the hearing for the purpose of answering the charge or may answer the charge in writing.
- (c) The shares of any member expelled shall be cancelled as at the date of expulsion and the cancellation shall be noted in the Register of Shares.
- (d) At all hearings the Board may give notice to any other person or persons whose presence is desired at the hearing. The Board may question such persons as it may consider proper at the hearing concerning the facts and the circumstances pertaining to the proceedings.
- (e) No motion by the Board to fine, reprimand, suspend, require an apology or accept the resignation of a member shall be deemed to be passed unless at least two thirds majority of members of the Board present vote in favour of such motion.
- (f) If the member fails to attend such meeting, the charge may be heard and dealt with and the Board may decide on the evidence before it, the members absence notwithstanding but having regard to any representations made to it in writing by the member charged.
- (g) Any decision of the Board at such hearing or any adjournment there of shall be final and the Board shall not be required to assign any reason for its decision.
- (h) On the occurrence of any conduct by a member which the Secretary/Manager is of the opinion falls within this Rule, the Secretary Manager may suspend such member from the use of the facilities of the Club, until the Board meets to consider such conduct for a period not exceeding one month. Any suspension under this sub-rule does not affect the members right to vote or attend general meetings of the co-operative.

#### **EXPULSION OF MEMBERS**

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- 42. (a) A member may be expelled from the co-operative by special resolution to the effect:
  - (i) That the member has been guilty of conduct detrimental to the co- operative.
- (b) In either case written notice of the proposed resolution shall be forwarded to the member not less than fourteen (14) days before the date of the meeting at which the special resolution is to be moved, and the member shall be given a reasonable opportunity of being heard at the meeting.
- (c) The shares of any member expelled shall be cancelled as at the date of expulsion and the cancellation shall be noted in the register of shares.
- (d) Expulsion of a member shall not be effective, until the special resolution expelling the member is registered.

#### **REMOVAL OF PERSONS FROM CLUB'S PREMISES**

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- 43. (a) In addition to any powers under section 77 of the Liquor Act the Secretary or subject to paragraph (b) of this Rule 43 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, quarrelsome or disorderly; or
  - (ii) who, for the purposes of prostitution, engages or uses any part of the premises of the club: or
  - (iii) whose presence on the premises of the club renders the club or the Secretary liable to a penalty under the Clubs Act; or the Liquor Act.
  - (iv) who hawks, peddles or sells any goods on the premises of the club; or
  - (v) who uses, or has in his or her possession, while on the premises of the club any substance that the Secretary suspects of being a prohibited drug or plant;
  - (vi) who, within the meaning of the Smoke-Free Environment Act, smokes while on any part of the premises that is smoke-free;
  - (vii) whom the Club, under the conditions of its Club licence, or a term of a liquor accord, is authorised or required to refuse access to the Club.
- (b) If pursuant to paragraph (a) of this Rule 43 a person (including a member) has been refused admission to, or has been turned out of the premises of the club, the Secretary of the club or (subject to paragraph (c) of this Rule 43) 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.
- (c) Without limiting Rule 43(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 43(a)(i), the person must not re-enter or attempt to re-enter the Club within twenty four (24) hours of being refused admission or being turned out.
- (d) Without limiting Rule 43(b), if a person has been refused admission to or turned out of the Club in accordance with Rule 43(a)(i), the person must not:
- (i) remain in the vicinity of the Club; or
  - (ii) re-enter the vicinity of the Club within six (6) hours of being refused admission or being turned out.
- (e) Without limiting the provisions of section 77 of the Liquor Act 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 from the premises of the club senior employee then on duty; and
  - (ii) Any employee authorised by the Secretary to exercise such power.

## **CEASING MEMBERSHIP**

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44. A person shall cease to be a member in any of the following circumstances:
- (i) if the member's membership is cancelled under Rule 16;
  - (ii) if the member is expelled in accordance with Rule 42;

- (iii) if the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy.
- (iv) on death of the member;
- (v) if the member becomes incapable of managing their affairs through mental or physical incapacity or infirmity, or becomes subject to the control of a person appointed under a law of a State or Territory to administer the estate of such a person;
- (vi) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
- (vii) if the member's share is transferred to another person and the transferee is registered as the holder of the share in accordance with these rules;
- (viii) if the member's share is forfeited in accordance with the provisions of the Act or the provisions of these rules (other than a forfeiture to remedy a contravention of Section 170B of the Act);
- (ix) if the member's share is purchased in accordance with Rule 31;
- (x) if the amount paid up on the member's share is repaid to the member in accordance with the provisions of these rules;
- (xi) If the member resigns repayment of share capital shall be made in accordance with Section 172.

#### **ANNUAL GENERAL MEETINGS**

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45. (a) A general meeting of the co-operative to be known as the “annual general meeting” shall, as provided in Section 198 of the Act, be held each year on a date and a time determined by the Board as long as it is within five (5) months after the close of the financial year of the co-operative, or within such further time as may be allowed by the Registrar.
- (b) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.
- (c) If an annual general meeting is not held in accordance with paragraph (a) of this rule, the members may, in accordance with Section 202 of the Act and Rule 48, requisition such a meeting.

#### **CONVENING SPECIAL GENERAL MEETINGS**

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

#### **REQUISITION OF GENERAL MEETINGS**

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47. (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 per cent (20%) of the total number of votes to be cast at a meeting of the co-operative.
- (b) The requisition must:



- (i) state the objects of the meeting; and
- (ii) be signed by the requisitioning members (and may consist of several documents in like form each signed by one or more of the requisitioning members; and
- (iii) be served on the co-operative by being lodged at the registered office of the co-operative.

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

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48. (a) A meeting requisitioned by members in accordance with Rule 48 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.
- (b) Where the Board does not convene a meeting twenty-one (21) days after the requisition is served, the following provisions apply:
- (i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;
  - (ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the co-operative;
  - (iii) the Board must send the requested statement to the requisitioning members within 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.

#### **NOTICE OF GENERAL MEETINGS**

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49. (a) Subject to Rules 45 and 50, at least 14 days notice (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any general meeting in the manner stipulated in Rule 86.
- (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 authorized in Rule 86 to:
  - (i) every member of the co-operative, except those members who have not supplied to the co-operative an address or facsimile number for the giving of notices to them; and
  - (ii) the auditor or auditors of the co-operative.
- (f) Except as provided in this rule, no other persons shall be entitled to receive notices of general meetings.

#### **NOTICE OF SPECIAL RESOLUTIONS**

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50. A notice of special resolution must be given to eligible members at least twenty one (21) days before the general meeting and it must state the intention to propose the special resolution, the reasons for proposing the special resolution and the effect of the special resolution being passed.

#### **BUSINESS OF GENERAL MEETINGS**

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51. (a) The ordinary business of the annual general meeting shall be:
- (i) to confirm minutes of the last preceding general meeting (whether annual or special); and
  - (ii) for the Board, auditors, or any officers of the co-operative to present reports upon the transactions of the co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of source and application of funds, and the state of affairs at the end of that year; and
  - (iii) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the triennial rule referred to in Rule 60;
  - (iv) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both;
  - (v) to elect three (3) patrons of the club in the same manner as provided sub-rule 61(d) for the election of directors; and
  - (vi) to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative and to ask the auditor or their representative, if present, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.
- (b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.
- (c) All business of a general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.

## **QUORUM AT GENERAL MEETINGS**

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52. (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, ten (10) active members present in person and entitled to vote constitute a quorum.
- (c) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of 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**

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53. (a) The President, or in his or her absence 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 someone from their number to be chairperson until such time as the chairperson attends or is willing to act.
- (c) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place. The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for fourteen (14) days or more notice of the adjourned meeting shall be given just as in the case of the original meeting. Apart from this requirement it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **STANDING ORDERS AT GENERAL MEETINGS**

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54. (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 ten (10) minutes. Subsequent speakers shall be allowed five (5) minutes, and the mover of the proposition five (5) minutes to reply. The meeting may however by simple majority extend in a particular instance the time permitted by this rule;
- (ii) whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of;
- (iii) if an amendment is carried, the motion as so amended shall displace the original motion and may itself be amended;
- (iv) if an amendment is defeated, then a further amendment may be moved to the original motion. However, only one 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;
- (vii) Motions and amendments shall be submitted in writing, if requested by the chairperson;
- (viii) 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;
- (ix) Standing orders may be suspended for any period by ordinary resolution.

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

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55. (a) At any meeting of the co-operative a member, whose membership is required to be forfeited under Rule 16, 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) the person is not an active member of the co-operative if;
  - (ii) the person is excluded from voting under the Act or these rules.
- (c) At any general meeting a resolution put to the vote of the meeting shall (as provided in Section 201 of the Act) be decided on a show of hands. This is unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five (5) members or the Chairperson. If no poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the co-operative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (d) If a poll is demanded, in accordance with Rule 55(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 55(c) may be withdrawn.
- (e) On a show of hands, or on a poll, every member who is present at a meeting in person or represented by power of attorney shall have one vote. However, no member shall have a vote, or be entitled to vote, contrary to the Act.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the

chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

- (g) All resolutions, except special resolutions, shall be determined by a simple majority.

## **POSTAL BALLOT**

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- 56. The co-operative may hold a postal ballot to determine any issue or proposal by the members in the manner prescribed in Schedule 2 of the Co-operatives Regulation 2005 and any replacement thereof.

## **SPECIAL RESOLUTION**

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- 57. (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 by two-thirds (2/3) of the members who vote at a general meeting in person; or alternatively by three quarters (3/4) of the members who cast votes in a special postal ballot of members.
- (b) A special postal ballot for the purposes of passing a special resolution must be conducted in relation to the following matters:
  - (i) a conversion of a trading co-operative to a non-trading co-operative and vice versa;
  - (ii) transfer of incorporation;
  - (iii) an acquisition or disposal of assets referred to in Section 285 of the Act;
  - (iv) the maximum permissible level of share interest in the co-operative;
  - (v) takeover;
  - (vi) merger;
  - (vii) transfer of engagements;
  - (viii) members' voluntary winding up.
- (c) A special resolution has effect from the date it is passed except in the following circumstances:
  - (i) the removal of an auditor;
  - (ii) the expulsion of a member;
  - (iii) the alteration of a rule;
  - (iv) any matter for which a special resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up),

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

## **BOARD OF DIRECTORS**

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58. (a) There shall be a Board of nine (9) directors including the office bearers of the Club mentioned in Rule 51(a)(iii) each of whom shall be a natural person and at least eighteen (18) years old. The Board shall consist of a President, Vice President, Treasurer, Captain, Vice Captain and five (5) ordinary directors.
- (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) No director or sub-committee shall incur a liability on behalf of the co-operative exceeding one thousand dollars (\$1,000.00) without having obtained the prior authority or approval of the Board.
- (e) Any person who is elected or appointed to the Board, must, unless exempted, complete such mandatory training requirements for directors as required by the Regulations made under the Clubs Act.
- (f) A member who:
- (i) is not a financial members of the Club;
  - (ii) is currently under suspension;
  - (iii) is an employee of the Club,
- shall not be eligible to be nominated for or to be elected or appointed to the Board.
- (g) Subject to any restriction contained in these Rules, Life members, General members and Golfing members are entitled to stand for and be elected or appointed to the Board provided that General members cannot hold the offices of President or Captain.

## **QUALIFICATIONS OF DIRECTORS**

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59. 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 17. A member who is an employee of the co-operative is not eligible to hold office as a director.

## **RETIREMENT AND ELECTION OF DIRECTORS**

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60. The Board shall be elected triennially in accordance with Rule 61 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2018.

SCHEDULE 4

**Definitions**

1. In this Schedule -

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

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

**"year"** means the period between successive general meetings.

2. Repealed.

**First general meeting under triennial rule**

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

(2) The groups -

(a) shall be determined by drawing lots; and

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

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

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

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- (a) in group 1 shall hold office for 1 year; and
- (b) in group 2 shall hold office for 2 years; and
- (c) in group 3 shall hold office for 3 years.

**Subsequent general meetings**

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

**Casual vacancies**

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

**Re-election**

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

**Revocation of triennial rule**

7. If the triennial rule is revoked -
- (a) at a general meeting - all the members of the governing body cease to hold office; or
  - (b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,
- and an election shall be held at the meeting to elect the members of the governing body.

61. The election of the Board shall be conducted in the following manner:
- (a) The Board shall appoint a Returning Officer and at least two (2) scrutineers to take charge of the ballot. A candidate for any position shall not be appointed as the Returning Officer or as a scrutineer.
  - (b) Notice of the date and time of the last day for receiving nominations for office in accordance with paragraph (c) of this Rule 61 shall be prominently posted on the Club Notice Board at least twenty-one (21) days prior to the date fixed for the Annual General Meeting.
  - (c) Nominations shall close at least seven (7) days prior to the date fixed for the Annual General Meeting and must be delivered to the Secretary on or before that date.
  - (d) Nominations for election to the Board shall be made in writing and signed by one and seconded by another eligible member and signed by the nominee who shall thereby signify his or her consent to the nomination.



- (e) A nomination can be withdrawn at any time prior to the close of nominations.
- (f) An eligible member may be nominated for more than one office.
- (g) The Secretary shall post the name of the candidate and his or her proposers on the Club Notice Board.
- (h) If the full number of candidates for the various positions on the Board is not nominated then those candidates who are nominated shall be declared elected to the relevant positions and additional nominations shall with the consent of the nominee or nominees be made at the meeting for the position not so filled.
- (i) If there be only the requisite number nominated for the various positions those candidates shall be declared duly elected.
- (j) If there be more than the required number nominated for any position an election by secret ballot shall take place in respect of that position.
- (k) If a member who has been nominated for more than one office is elected to a senior office, the member shall be eliminated from the election for the junior office. For the purposes of this Rule 61 the order of seniority shall be President, Captain, Treasurer, Vice-President, Vice-Captain and Ordinary Director.
- (l) The Returning Officer shall supervise the preparation of ballot papers.
- (m) The order in which names appear on the ballot paper shall be determined by lot.
- (n) The ballot shall be conducted on such days and during such times as shall be determined by the Board from time to time.
- (o) The Returning Officer shall supervise the issue of ballot papers.
- (p) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with those requirements shall render the vote invalid.
- (q) Members shall place their ballot papers in the ballot box provided at the Club.
- (r) The Returning Officer shall supervise the safe custody of ballot papers returned.
- (s) The Returning Officer shall supervise the examination of ballot papers.
- (t) The decision of the Returning Officer as to the formality or informality of any vote shall be final.
- (u) The Returning Officer shall supervise the counting of votes.
- (v) 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 that position.
- (w) The Returning Officer shall report the result of the ballot to the Annual General Meeting.
- (x) If the Returning Officer is not present, a scrutineer shall perform the duties of the Returning Officer set out in this Rule 61.

- (y) The Board may, at any time, engage the services of a professional electoral consultant or company to perform, or assist in performing, any or all of the duties of the Returning Officer or scrutineers set out in this Rule 61.
  - (z) If at the close of the Annual General Meeting any vacancies remain on the Board, such vacancies shall be casual vacancies and may be filled in accordance with Rule 75.
62. The Board shall have the power to make by-laws regulating all matters in connection with the election of the Board that are not inconsistent with Rule 61.

#### **DIRECTORS' REMUNERATION**

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

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

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64. (a) A meeting of the Board of directors may be called by a director giving notice individually to every other director.
- (b) Except in special circumstances determined by the chairperson, at least 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 68) 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**

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65. (a) Questions arising at any meeting shall be decided by a majority of votes.
- (b) In the case of an equality of votes, the chairperson may have a casting vote.
- (c) If a director of the co-operative becomes in any way, whether directly or indirectly, interested in any contract or proposed contract with the 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.

- (g) A meeting of the Board may be called or held using any technology consented to by all the directors. The consent may be a standing one. A director may only withdraw his or her consent within a reasonable period before the meeting.

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

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66. 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 communicates on a matter before the meeting, can be understood by the other members of the Board.
  - (b) For the purposes of this rule the chairperson of the Board and each member of the Board have the same voting rights as they have at an ordinary meeting of the Board.
  - (c) A resolution approved under paragraph (a)(i) is to be recorded in the minutes of the meetings of the Board.
  - (d) The Secretary-Manager may circulate papers among members of the Board for the purposes of paragraph (a)(i) by facsimile or other transmission of the information in the papers concerned.

#### **QUORUM FOR BOARD MEETINGS**

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67. The quorum for a meeting of the Board shall be five (5) directors, being at least fifty per cent (50%) or more of the number of directors, in accordance with Section 209(4) of the Act.

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

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68. A casual vacancy on the Board may be filled by the directors appointing a person to constitute a quorum until the next annual general meeting. In all other circumstances where a casual vacancy occurs, Rule 75 applies.

#### **CHAIRPERSON OF BOARD**

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69. (a) The chairperson of the Board shall be the President and in the absence of the President the chairperson of the Board may be elected and removed by the Board. However, if no such chairperson is elected, or if at any meeting the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present may choose one of their number to be chairperson of the meeting, until such time as the chairperson attends and is willing to act in that capacity.
- (b) The chairperson may have a casting vote.

## **DELEGATION AND BOARD COMMITTEES**

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70. (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.
- (b) A power, the exercise of which has been delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (c) A delegation under this rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstance.
- (d) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

## **BY LAWS**

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71. The Board shall have the power to make By-Laws not inconsistent with the Act, the Regulations and these Rules, as are necessary and desirable for the proper conduct and management of the Club and may amend or repeal such By-laws. Any By-law made under this Rule shall come into force and be fully operative upon the posting of an appropriate notice containing such By-Laws on the notice board.

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

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- 72 (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 paragraph (c) of Rule 70 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 five (5) minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.

- (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**

- 73 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**

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74 The office of director shall automatically be vacated if:

- (a) the director is disqualified for any reason referred to in under section 181 of the Act).
- (b) the director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
- (c) the director is absent from meetings of the Board for a continuous period of three (3) months without leave of absence from the Board and the Board resolves that the office be vacated.
- (d) the director by notice in writing given to the Secretary resigns from office as a director.
- (e) the director becomes prohibited from being a member of the Board by reason of any order or declaration made under the Act, the Clubs Act or the Liquor Act.
- (f) the director ceases to be a member of the Club.
- (g) the director ceases to hold the qualification because of which the person was qualified to be a director.
- (h) the director becomes an employee of the Club.
- (i) the director fails to complete the mandatory training requirements for directors referred to in Rule 58(e) within the prescribed period (unless exempted).
- (j) if an administrator of the Club's affairs is appointed under Part 4.1 of the Act.
- (k) if the director is removed from office under section 180 of the Act.

#### **FILLING OF CASUAL VACANCIES**

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75. (a) Notwithstanding Rule 68 and subject to Rule 64 (c), a casual vacancy of the Board is to be filled:
- (i) by election by the members held:
    - (A) at a meeting of the co-operative; or
    - (B) by means of a postal ballot; or

- (C) in the manner specified in the rules of the co-operative for the ordinary election of directors; or
  - (ii) by appointment by the directors; or
  - (iii) in such other manner as the Registrar may approve in a particular case.
- (b) The person elected pursuant to subparagraph (a) (i) shall retire at the same time as the director who vacated the office would have done if that director had not vacated it.
  - (c) The person appointed pursuant to subparagraph (a) (ii) shall hold office until the next annual general meeting.
  - (d) For the purposes of this rule, a casual vacancy shall arise where the office of a director (including any of the specified officers) is vacated in accordance with Rule 75, or the person holding office dies.

#### **OTHER COMMITTEES**

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- 76 (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 70(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**

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- 77 (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:
  - (i) of all appointments of officers and employees made by the directors;
  - (ii) of the names of the directors present at each meeting of the Board and of any committee of the Board;
  - (iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees.
- (b) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.
- (c) The 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.
- (d) The minutes are to be kept in the English language

## **INSURANCE**

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

## **FINANCIAL YEAR**

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79 The financial year of the co-operative shall end on the thirtieth (30<sup>th</sup>) day of June.

## **ACCOUNTS**

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80 The Co-operative must prepare financial reports and statements in accordance with the Act, Regulations and these Rules.

## **BANKING**

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81 The Board shall cause to be opened a banking account or accounts in the name of the Club into which all moneys received shall be paid as soon as possible after receipt. All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the Club shall be signed by two (2) of the Directors or by one (1) of the Directors and countersigned by the Secretary/Manager or other persons authorised by the Board.

## **NO DISTRIBUTION OF SURPLUS**

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82 There shall be no return or distribution on surplus or share capital to members other than the nominal value of shares (if any) at winding up.

## **CO-OPERATIVE FUNDS**

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- 83
- (a) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative and no portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to the members of the co-operative.
  - (b) Payment shall be made in good faith of:
    - i. any commensurate remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;
    - ii. reasonable interest on money lent by members to the co-operative; or
    - iii. reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.
  - (c) Any surplus resulting from the co-operative's operation during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.
  - (d) An amount not exceeding 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

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84 The Board shall provide for any loss which may result from the transactions of the co-operative in accordance with current Accounting Standards as adopted by the Regulation

## DISPUTES

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85 (a) In this rule:

(i) "party" includes:

- (A) a full member of the co-operative;
- (B) any aggrieved person who has ceased to be a full member in the last six (6) months;
- (C) any person claiming through or under a member or any aggrieved person referred to in Rule 85(a)(i)(B); and
- (D) the co-operative, including the Board or any other officer of the co-operative;

(ii) "dispute" may only refer to a matter affecting a person of the type mentioned above in (A) - (C) in the capacity of such a person as a member or ex-member of the co-operative; or as a person claiming through or under a member of the co-operative in that person's capacity as a member,

(b) If a dispute arises a party may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following paragraphs of this rule except where the person seeks urgent interlocutory relief.

(c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.

(d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society.

(e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:

- (i) the timetable for all steps in the procedures; and
- (ii) the selection and compensation of the independent person required for mediation;

then the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 1984.

(f) Nothing in this rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.



## NOTICES

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- 86 (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 a facsimile number, by facsimile transmission to the number notified or by any form of technology (for example, by fax or email), where the member has given consent and notified the Club of the relevant contact details, 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 New South Wales or 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 affected 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 affected 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) A notice forwarded by facsimile transmission or by some other form of technology such as email shall be deemed to have been served, unless the sender's facsimile machine indicates a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- (e) 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

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87. (a) The winding up of the co-operative shall be in accordance with Part 12 of the Act.
- (b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any property, amounts paid up on shares shall be refunded and any remaining amount shall be given or transferred to an institution:
- i. which has objects similar to those of the co-operative;
  - ii. whose constitution prohibits the return or distribution on surplus or share capital amongst its members;
  - iii. which has been chosen by the members of the co-operative at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter; and
  - iv. which satisfies the relevant sub-section of Section 23 of the Income Tax Assessment Act.
- (c) In paragraph (b), the expression "institution" includes an institution or institutions.

## **FINES PAYABLE BY MEMBERS**

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88. (a) The Board may impose on a member a maximum fine of a sum of one hundred dollars (\$100.00) for any infringement of the rules.
- (b) A fine exceeding twenty dollars (\$20) shall not be imposed on a member pursuant to Paragraph (a) unless;
- (i) written notice of intention to impose the fine and the reason for it has been given to the member; and
  - (ii) the member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

## **GUESTS OF MEMBERS**

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- 89 (a) Subject to Rule 89(b), all members (other than Junior members) shall have the privilege of introducing guests to the Club.
- (a) Temporary member may introduce a guest only in accordance with Rule 89(l)(iii).
- (b) Unless the guest is a minor, on each day a member first brings a guest into the Club that member shall enter the particulars of the guest into the register of guests maintained in accordance with Rule 14.
- (c) No member shall introduce guests more frequently or in greater number than may for the time being be provided by By-law.
- (e) No member shall introduce any person as a guest who has been expelled from the Club, whose membership is then suspended or who is then refused admission to or being turned out of the Club.
- (f) Members shall be responsible for the conduct of any guests they may introduce to the Club.
- (g) The Board shall have power to make By-laws from time to time not inconsistent with these Rules or the Clubs Act regulating the terms and conditions on which guests may be admitted to the Club.
- (h) No guest shall be supplied with liquor on the premises of the Club except on the invitation of and in the company of a member.
- (i) A guest shall at all times remain in the reasonable company of the member who countersigned the entry in the Register of Guests in respect of that guest.
- (j) A guest shall not remain on the premises of the Club any longer than the member who countersigned the entry in the Register of Guests in respect of that guest.
- (k) The Secretary or senior employee then on duty may refuse a guest of a member admission to the Club or require a guest of a member to leave the premises of the Club (or any part thereof) without giving any reason.

- (l) A Temporary member may bring into the non restricted areas of the Club premises as the guest of that Temporary member a minor:
  - (i) who at all times while on the Club premises remains in the company and immediate presence of that Temporary member; and
  - (ii) who does not remain on the Club premises any longer than that Temporary member;
  - (iii) in relation to whom the member is a responsible adult.
- (m) For the purposes of Rule 89(l)(iii), "responsible adult" means an adult who is:
  - (i) a parent, step-parent or guardian of the minor; or
  - (ii) the minor's spouse or de facto partner;
  - (iii) for the time being, standing in as the parent of the minor.

**SCHEDULE OF CHARGES**

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90. Copy Book of Rules: \$40.00 or such less amount as determined by the Board

Inspection of Register:		\$Nil
Entrance Fees:		\$ such sum as shall be fixed by the Board not exceeding \$500.00
Annual Subscription:	not less than	\$2.00 and
	not more than	10% above the previous financial year.
Nominal Value of Shares:		\$1.00
Duplicate Confirmation of Share Statement:		\$10.00 being a maximum fee
Maximum Fine:		\$100.00