

A non-distributing co-operative without share capital

RULES

of

MACLEAN AND DISTRICT BOWLING CLUB CO-OP LIMITED

ABN 86 678 526 412

NAME

1. The name of the Co-operative (“the Club”) is Maclean and District Bowling Club Co-op Limited.

DEFINITIONS

2. In these Rules, unless the context or subject matter otherwise requires:

“active member” has the same meaning as in the National Law;

“Annual General Meeting” means the Annual General Meeting held each year as required by the National Law and these Rules;

“ballot paper” includes physical or electronic formats;

“Board” means the members for the time being of the Club’s Board of Directors;

“By-law” includes any policy or regulation made by the Board;

“club noticeboard” means the board or boards provided in the Club’s premises on which notices for the information of members are posted;

“Director” means a member of the Board;

“full member” has the same meaning as in the Registered Clubs Act;

“inactive member” has the same meaning as in the National Law;

“Liquor Act” means the Liquor Act 2007;

“month” means calendar month;

“National Law” means the Co-operatives National Law as applied by the Co-operatives (Adoption of National Law) Act 2012;

“National Regulations” means the Co-operatives National Regulations under the National Law;

“officer” has the same meaning as in the National Law;

“Registered Clubs Act” means the Registered Clubs Act 1976;

“Registrar” means the Registrar of Co-operatives as defined in the Co-operatives (Adoption of National Law) Act 2012;

“Secretary” of the Club includes Chief Executive Officer, General Manager, Secretary Manager or Honorary Secretary;

“special resolution” means a special resolution as defined in the National Law.

INTERPRETATION

3. (a) These Rules will be read and construed subject to legislation including the National Law, Liquor Act and Registered Clubs Act. To the extent that any provision in these Rules is inconsistent with any legislation, that provision will be inoperative and have no effect.
- (b) To the extent permitted by law, a decision of the Board on the construction or interpretation of these Rules, or on any By-laws made under these Rules or on any matter arising from these Rules or By-laws, is conclusive and binding on all members of the Club.
4. (a) Unless the context or subject matter otherwise requires, words indicating the singular include the plural and vice versa.
- (b) A reference in these Rules to an Act includes regulations and instruments made under that Act.
- (c) A reference in these Rules to any legislation, or any provision of legislation, includes amendments or replacements of that legislation or provision.
- (d) Headings and the Index are included for convenience only and do not form part of these Rules.
- (e) These Rules will also be known as the Constitution of the Club.

GENERAL PROVISIONS

5. (a) These Rules have the effect of a contract under seal:
 - (i) between the Club and each member; and
 - (ii) between the Club and each Director and the Secretary; and
 - (iii) between a member and each other member.
- (b) Under the contract, each of those persons agrees to observe and perform the provisions of these Rules as in force for the time being so far as those provisions are applicable to the person.
6. (a) These Rules may be amended by a special resolution, by a resolution of the Board in accordance with the National Law or as otherwise permitted by the National Law.
- (b) An amendment of a Rule will not have effect until the amendment has been registered by the Registrar.
7. The Club will supply a copy of these Rules to any full member on request. If the Board determines that a fee is payable for a copy of these Rules, the maximum fee will be \$10.

REGISTERED OFFICE

8. The Club will maintain a registered office in accordance with the National Law.

OBJECTS

9. The objects of the Club are:
- (a) to promote the game of bowls and other sporting and recreational activities;
 - (b) to operate, maintain and carry on a club registered under the National Law and licensed under the Liquor Act;
 - (c) to provide and maintain buildings and grounds for the playing of bowls and for accommodation, recreation and other lawful purposes;
 - (d) to hold or arrange matches, games and competitions, and offer, grant or contribute towards the provision of trophies, awards and distinctions;
 - (e) to provide facilities for bowls and other sporting and recreational activities as the Board may determine;
 - (f) to promote other lawful activities as the Board may determine.

POWERS

10. The Club will have, both within and outside New South Wales, the legal capacity of a natural person, and will have all the powers allowed by or under the National Law. Without limiting the Club's powers under this Rule and subject to legislation, the Club may:
- (a) acquire any real or personal property by purchase, lease, donation, bequest or otherwise, and dispose of any real or personal property by sale, lease, licence or otherwise;
 - (b) engage, appoint, control, remove, discharge, suspend and dismiss managers, officers, representatives, agents or other employees or contractors;
 - (c) promote and carry on any charitable undertaking;
 - (d) obtain financial accommodation and give security for the repayment of money;
 - (e) acquire by purchase or otherwise, shares in any other body corporate;
 - (f) arrange insurance against loss, damage to or liability of the Club;
 - (g) amalgamate with, subscribe to, become a member of or co-operate with any other club, association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club;
 - (h) carry on any other lawful activity which is incidental or conducive to promoting any object of the Club.

ACTIVE MEMBERSHIP PROVISION

11. In accordance with the National Law:
- (a) the operation, maintenance and carrying on of a club for the promotion of bowls and other social and sporting activities are the primary activities of the Club; and
 - (b) in order to establish active membership of the Club, a person must be:
 - (i) a Life Member under these Rules; or
 - (ii) a full member other than a Life Member, who has paid a membership subscription in accordance with these Rules.

MEMBERSHIP REQUIREMENTS

12. Membership of the Club is open to all genders.
13. (a) A person who is under 18 years of age will not be admitted as a full member of the Club other than as a Junior Member.
- (b) A body corporate is disqualified from being a full member of the Club.
- (c) A person will not be admitted to full membership of the Club except in accordance with the Registered Clubs Act.
- (d) A person will not be admitted to full membership unless the Board has reasonable grounds for believing that the person will be an active member of the Club.

CLASSES OF MEMBERSHIP

14. (a) Unless and until otherwise determined by the Board, full membership will consist of the following classes:
- (i) Life Members;
 - (ii) Senior Members;
 - (iii) Junior Members.
- (b) With the exception of Life membership, the Board may create and dissolve sub-classes of full membership and assign a full member to a sub-class according to their most recently paid membership subscription.
- (c) Any member of a sub-class of Senior membership or Junior membership will continue to be regarded as either a Senior Member or Junior Member under these Rules.
15. (a) A Senior Member is any person who has attained 18 years of age and has been elected or transferred to Senior membership.
- (b) A Junior Member is any person who at the time of election to Junior membership is under 18 years of age, has attained the minimum age (if any) determined by By-law, and has been elected in accordance with the following sub-paragraphs:
- (i) the Board must be satisfied that the person has an interest in taking part in the Club's sporting activities on a regular basis; and

- (ii) the Board must receive written consent from the person's parent or guardian to the person becoming a Junior Member and taking part in the Club's sporting activities; and
 - (iii) the Board must be of the opinion that the person is suitable to be elected to Junior membership.
16. Any person who at the date of registration of these Rules, is already entered in the Club's Register of Members in a specified class of full membership other than Life membership, will be entered into the appropriate class of full membership under these Rules according to that member's most recently paid membership subscription.

LIFE MEMBERS

17. Life membership may be conferred on any active Senior Member who has rendered long or meritorious service to the Club or its members. The following persons will be Life Members:
- (a) any person who at the date of registration of these Rules is already entered in the Club's Register of Members as a Life Member, will be deemed to be a Life Member under these Rules; and
 - (b) any active Senior Member who is elected to Life membership in accordance with the following procedure:
 - (i) the member must be nominated by a Life Member or active Senior Member and seconded by another Life Member or active Senior Member;
 - (ii) the nomination will then be forwarded to the Board for approval;
 - (iii) if the nomination is approved by the Board, the nomination will then be referred to the next general meeting;
 - (iv) if the nomination is approved at the next general meeting by a two-thirds majority of members present and voting at that meeting, the person nominated will be a Life Member.
18. (a) A Life Member will have all the entitlements, rights and privileges of an active Senior Member.
- (b) A Life Member will be relieved from payment of membership subscriptions and levies.

ENTITLEMENTS OF MEMBERS

19. (a) Life Members and Senior Members will be entitled to attend and vote at general meetings, and vote at elections of the Board.
- (b) Junior Members will not be entitled to attend or vote at any general meeting unless the Registered Clubs Act entitles them to vote on a resolution at that meeting, and will not be entitled to vote at elections of the Board.
- (c) An inactive member will not be entitled to attend or vote at any general meeting or vote at any election of the Board.
- (d) A full member who is currently under suspension in accordance with these Rules will not be entitled to attend or vote at any general meeting or vote at any election of the Board.

- (e) A full member who is an employee of the Club will not be entitled to vote at any general meeting or meeting of the Board or at any election of the Board, or hold office as a Director.
 - (f) Each member who is entitled to vote will have one vote. Voting by proxy is prohibited.
20. (a) To the extent permitted by law, Junior Members will not be entitled to participate in the Club's management, business and affairs in any way.
- (b) The entitlements, rights and privileges of members to use the Club's facilities and amenities are as the Board may determine by By-law or otherwise.

HONORARY MEMBERS

21. (a) The Club may admit the following persons as honorary members of the Club:
- (i) any Patron for the time being of the Club, as appointed by ordinary resolution passed at a general meeting on the recommendation of the Board; and
 - (ii) any prominent citizen or local dignitary.
- (b) A Patron who is not a full member of the Club will be deemed to be an honorary member while that person remains a Patron.
- (c) The Board may exempt honorary members from any obligation or liability with respect to the payment of entrance fees, membership subscriptions and levies.
- (d) Honorary members are entitled only to those facilities and amenities of the Club as the Board may determine. Honorary members are not entitled to vote at any general meeting, vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
- (e) The Board has the power to terminate the membership of any honorary member without notice and without being required to give reason.

TEMPORARY MEMBERS

22. (a) The Club may admit as a temporary member of the Club any person who satisfies the eligibility requirements for temporary membership under the Registered Clubs Act and any additional requirements as the Board may determine by By-law.
- (b) The Board may require temporary members to pay a fee for temporary membership of the Club.
- (c) Temporary members are entitled only to those facilities and amenities of the Club as the Board may determine. Temporary members are not entitled to attend or vote at any general meeting, vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
- (d) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the membership of any temporary member at any time without notice and without being required to give reason.

PROVISIONAL MEMBERS

23. (a) The Club may admit a person to provisional membership for up to six months, pending the Board's decision on the person's application for full membership. The requirements for admission to provisional membership are:
- (i) the person has applied for a class of full membership on the Club's application form; and
 - (ii) the person has paid the appropriate entrance fee (if any) and membership subscription.
- (b) Provisional members are entitled only to those facilities and amenities of the Club as the Board may determine. Provisional members are not entitled to attend or vote at any general meeting, vote at the election of the Board, be nominated for or elected to the Board or any office of the Club or participate in the Club's management, business and affairs in any way.
- (c) If the Board approves the person's application for full membership, that person will cease to be a provisional member and from the date of approval the person will be admitted to full membership.
- (d) If the Board rejects the person's application for full membership or if paragraph (e) applies, that person will cease to be a provisional member, and the Club will return the entrance fee (if any) and membership subscription submitted with the application form to that person.
- (e) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may terminate the provisional membership of any person at any time without notice and without being required to give reason.

GUESTS OF MEMBERS

24. (a) Subject to the Registered Clubs Act and these Rules, members who have attained 18 years of age may introduce guests to the Club.
- (b) A member must not introduce as a guest, any person who:
- (i) has been expelled from full membership of the Club within the previous five years; or
 - (ii) is currently a full member and is under suspension.
- (c) A member will be responsible for the conduct of any guest introduced to the Club by that member.
- (d) A guest must at all times remain in the reasonable company of the member who introduced that guest.
- (e) A guest must not remain on the Club's premises any longer than the member who introduced that guest.

- (f) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty, may refuse a guest admission to the Club's premises (or any part thereof) at any time without notice and without being required to give reason.
- (g) The Board has the power to make By-laws regulating all matters in connection with guests of members.

APPLICATION FOR MEMBERSHIP

- 25. (a) Every application for full membership must be on an application form approved by the Board.
- (b) The application form will contain those particulars which the Board may determine. The application form will as a minimum include the full name and address of the applicant and a statement to the effect that the applicant, if admitted, agrees to be bound by these Rules.
- (c) The applicant must sign the application form.
- (d) The applicant's name must be displayed on the club noticeboard or in some other conspicuous place in the Club's premises for at least one week before the applicant's election to full membership.
- (e) An interval of at least two weeks must elapse between the Club's receipt of the application form and the applicant's election to full membership.
- 26. (a) A person must not be admitted as a full member of the Club unless that person is elected to membership at a meeting of the Board by a majority of the Directors present and voting. The Secretary must record the names of those Directors present and voting at that meeting.
- (b) The Board may reject any application for full membership without giving any reason for the rejection.
- (c) The Board may appoint a committee to exercise the Board's powers in relation to the election of members. However, if a person who has been previously expelled from full membership of the Club again applies for full membership, only the Board (not a committee) will consider that application.
- (d) Any person who has been expelled from full membership of the Club will not be eligible to apply for re-election to full membership for a period of five years from the date of expulsion and during that period will not be entitled to enter the Club's premises as a temporary member or as the guest of a member.
- 27. When a person has been elected to full membership, the Club will enter that person's name and details in the Club's Register of Members. The member so admitted is deemed to have agreed to be bound by these Rules and the By-laws from time to time in force.
- 28. The Board has the power to make By-laws regulating all matters in connection with the election and admission of members.

TRANSFER BETWEEN CLASSES OF MEMBERSHIP

- 29. (a) On the written application of a Junior Member who has attained 18 years of age, the Board may transfer that member to Senior membership. A Junior Member who has not been transferred to Senior membership before attaining 19 years of age, will cease to be a full member of the Club on attaining 19 years of age.

- (b) The Board has the power to transfer any full member to or from any sub-class of full membership without the person making an application under this Rule.
- (c) The Board may, if it thinks fit, make an adjustment in the entrance fee (if any) and membership subscription paid or payable by a transferred member.
- (d) The Board may appoint a committee to exercise the Board's powers under this Rule.

ENTRANCE FEES, SUBSCRIPTIONS AND LEVIES

- 30. The Board has the power to prescribe entrance fees, membership subscriptions, levies, charges and other amounts payable to the Club.
- 31. The Board may prescribe an entrance fee of not less than \$1 and not more than \$200, to be paid by each person who applies for and is elected to full membership. The Board may waive an entrance fee chargeable to any person under any special circumstances that may arise.
- 32. Membership subscriptions must be paid annually in advance or, if the Board so directs and approves, by monthly, quarterly or half-yearly instalments in advance or for more than one year in advance. The time and manner of payment thereof and all other matters pertaining thereto not especially provided for by these Rules are as prescribed by the Board from time to time.
- 33. The Board will prescribe the membership subscriptions payable by members of the Club, provided that the subscription payable by each full member other than a Life Member, is not less than \$1 per annum and not more than \$1,000 per annum.
- 34. The Board has the power to impose levies on each full member other than a Life Member, for general or special purposes, to a maximum amount of \$500 in each financial year of the Club.
- 35. The Board has the power to make By-laws regulating all matters in connection with the time and manner of payment of entrance fees, membership subscriptions, levies, charges and other amounts.

CONTACT DETAILS OF MEMBERS

- 36. (a) The Club will use the contact details provided by each full member to send notices and other correspondence to that member.
- (b) Each full member must notify the Club in writing of any change in their contact details (for example, a change of name or address) as soon as practicable after the change.
- (c) The Club will not be liable for a full member's non-receipt of any notice or other correspondence if that member has not complied with paragraph (b).

INACTIVE MEMBERS AND MEMBERSHIP CANCELLATION

- 37. (a) If a full member has not paid the membership subscription due to the Club on or before the due date for payment, the member will become an inactive member.
- (b) The Board may disqualify any inactive member from all of the Club's competitions and promotions in which that member may be participating.
- (c) If the inactive member pays the subscription within one month after the due date (or further time which the Club in its discretion may permit), that member will again be an active member.

- (d) If the subscription remains unpaid after one month from the due date (or further time which the Club in its discretion may permit), the inactive member's membership will be cancelled in accordance with paragraphs (e) to (h).
- (e) Subject to the National Law and the procedure in paragraphs (f) to (h), the Board must declare the membership of a member cancelled if:
 - (i) the whereabouts of the member are not presently known to the Club and have not been known to the Club for at least one month before the declaration; or
 - (ii) the member is not presently an active member of the Club and has not been an active member of the Club at any time during the past month (or further time which the Board in its discretion may permit, not exceeding one year) immediately before the declaration.
- (f) The Board must ensure that not less than 28 days' notice of its intention to declare the membership of a member to be cancelled is given to the member.
- (g) The Board is not required to give notice under paragraph (f) if:
 - (i) the member's whereabouts are unknown to the Club; and
 - (ii) the amount (if any) required to be repaid to the member in relation to the cancelled membership is not more than \$100.
- (h) Notice under paragraph (f) may be given by publication of a notice in a newspaper in the district in which the registered office of the Club is situated if:
 - (i) the member's whereabouts are unknown to the Club; and
 - (ii) the amount (if any) required to be repaid to the member in relation to the cancelled membership is more than \$100.
- (i) The Board will in accordance with the National Law, keep a register of memberships cancelled in accordance with this Rule.

CESSATION OF MEMBERSHIP

38. (a) A person will cease to be a full member of the Club in any of the following circumstances:
- (i) if the person's membership is cancelled under these Rules;
 - (ii) if the member is expelled in accordance with these Rules;
 - (iii) if the member becomes bankrupt or becomes subject to control under the law relating to bankruptcy;
 - (iv) on the death of that member;
 - (v) if the contract of membership is rescinded on the ground of misrepresentation or mistake;

- (vi) on receipt of notice in writing from the member to the Club notifying the member's resignation from membership of the Club;
 - (vii) in any other circumstances prescribed by the National Law or these Rules.
- (b) Every person who ceases to be a full member of the Club (whether by resignation, expulsion, not paying a membership subscription or for any other reason) will upon and by reason of cessation of membership, forfeit all rights as a member of the Club. However, the person will remain liable for any unpaid membership subscription and any other money due to the Club by that person at the date of cessation of membership or for which that person is or may become liable under these Rules.
- (c) The rights and liabilities of the estate of a deceased full member, and of any representative of a full member under mental incapacity or any person who ceased to be a full member due to bankruptcy, will be as specified in the National Law.

DISCIPLINARY PROCEEDINGS

39. (a) The Board has the power to reprimand, suspend from any or all privileges of membership for any period as it considers fit, expel or accept the resignation of any full member if, in its opinion, that member:
- (i) has refused or neglected to comply with any provision of these Rules or the By-laws; or
 - (ii) is guilty of any conduct which is prejudicial to the Club's interests; or
 - (iii) is guilty of any conduct which is unbecoming of a member; or
 - (iv) is guilty of any conduct which renders the member unfit for membership.
- (b) The Board will comply with the following procedure when exercising its powers under paragraph (a):
- (i) The Club will give written notice to the member of any charge against that member under this Rule at least seven days before the meeting of the Board at which the charge is to be heard. The notice will set out the facts, matters and circumstances giving rise to the charge and include details of the range of potential penalties if the member is found guilty.
 - (ii) The member charged is entitled to attend the meeting for the purpose of answering the charge or may answer the charge in writing.
 - (iii) At the meeting, the member is entitled to call witnesses in the member's defence.
 - (iv) The Board may decide the manner of voting by the Directors present at the meeting. A resolution at the meeting will not be passed unless a two-thirds majority of the Directors present vote in favour of that resolution.
 - (v) If the member fails to attend the meeting, the Board may hear the charge and on the evidence before it make a decision as to the member's guilt and, if the member is found guilty, a separate decision as to penalty. However, the Board will have regard to any written representations made to it by the member charged.

- (vi) After the Board has considered all the evidence put against the member it will come to a decision as to the member's guilt in relation to the charge. Once it has decided the issue of guilt, the Board will, if the member has attended the meeting and been found guilty, inform the member prior to considering any penalty.
 - (vii) If the member has attended the meeting, the Board will give the member a further opportunity at the meeting to address the Board in relation to the penalty appropriate to the charge of which the member has been found guilty.
 - (viii) Any decision of the Board at the meeting or any adjournment thereof is final and the Board is not required to give any reason for its decision.
 - (ix) If a notice of charge is issued to a member under paragraph (b)(i), either the Board or the Secretary may by giving written notice (which may form part of the notice of charge) to the member, suspend that member from any or all privileges of membership until the charge is heard and determined.
 - (x) The Board may appoint a disciplinary committee consisting of at least three Directors to exercise the Board's powers in relation to disciplinary proceedings. The quorum for a meeting of the disciplinary committee is three Directors.
 - (c) This Rule will not affect any provision of the Liquor Act or Registered Clubs Act regarding refusal of admittance, or removal or exclusion, of any person (including a full member) from the Club's premises.
40. (a) The Secretary, or in the Secretary's absence the senior employee of the Club then on duty ("senior employee"), has the power to suspend the membership of and remove from the Club's premises any full member:
- (i) who is at the time intoxicated, violent, quarrelsome or disorderly; or
 - (ii) whose presence on the premises renders the Club liable to a penalty under the Liquor Act; or
 - (iii) who smokes, within the meaning of the Smoke-free Environment Act 2000, while on any part of the premises that is a smoke-free area within the meaning of that Act; or
 - (iv) who uses or possesses, while on the premises, any substance that the Secretary or senior employee suspects of being a prohibited plant or a prohibited drug; or
 - (v) whom the Club, under the conditions of its licence or a term of a local liquor accord (as defined in the Liquor Act), is authorised or required to refuse access to the premises; or
 - (vi) who in the Secretary's or senior employee's opinion has engaged in conduct which may be prejudicial to the Club's interests or which may be conduct unbecoming of a member or which may render the member unfit for membership.
- (b) The Secretary or senior employee who has exercised the power referred to in paragraph (a) will make a written report to the Board within 14 days of the date of the suspension and removal of the member. The report will set out the facts, matters and circumstances giving rise to the suspension and removal.

- (c) Any suspension of a member by the Secretary or senior employee under paragraph (a) will continue until further notice is given to the member under Rule 39 or for three months, whichever is the earlier.
- (d) This Rule will not affect any provision of the Liquor Act or Registered Clubs Act regarding refusal of admittance, or removal or exclusion, of any person (including a full member) from the Club's premises.

THE BOARD

- 41. (a) The Club's business and affairs and the custody and control of its funds and property is to be managed by the Board consisting of nine Directors.
- (b) A person must not hold more than one position on the Board at any time.
- (c) In addition to the requirements of any legislation and other provisions of these Rules, a member will only be eligible to be nominated for or elected to the Board if that person:
 - (i) is a Life Member, or an active Senior Member with at least two years' continuous full membership of the Club;
 - (ii) is not currently under suspension;
 - (iii) has not been suspended for a period of three months or more within two years before the date of nomination or election;
 - (iv) has not within the past five years been convicted of an offence in Australia which was punishable by imprisonment at the time of the offence;
 - (v) is not a former employee of the Club whose employment ceased within the previous two years;
 - (vi) is not a former employee of the Club whose employment was terminated at any time for misconduct.
- 42. (a) The Directors will be elected to and hold office in accordance with Schedule 4 of the Registered Clubs Act. Without limiting the operation of Schedule 4 of the Registered Clubs Act:
 - (i) the Board will be divided into three rotating groups (as nearly as practicable equal in number); and
 - (ii) in each year one group will retire from office and an election will be held for that group; and
 - (iii) subject to clause 3 of Schedule 4, the candidates who are elected to the Board in that group will hold office (subject to these Rules) until the conclusion of the third Annual General Meeting following their election.
- (b) A retiring Director will be eligible (subject to these Rules) for re-election.
- (c) The Directors in office at the date of registration of this Rule will continue to hold office (subject to these Rules) until their term of office expires.

ELECTION OF THE BOARD

43. The Board will be elected in the following manner:

- (a) Each nomination for election to the Board must be made in writing, and signed by two persons who are Life Members or active Senior Members. The nominee must also signify their consent to the nomination.
- (b) Nominations will be open for not less than 14 days. The Board will determine the closing date and time for nominations (“close of nominations”), which will be not less than 14 days before the Annual General Meeting.
- (c) The roll of members who will be eligible to vote at the election will close at the close of nominations.
- (d) The Secretary will as soon as practicable after the close of nominations, post notification of the nominations on the club noticeboard.
- (e) If at the close of nominations the number of candidates duly nominated does not exceed the number required to be elected, the candidate or candidates nominated will be declared elected at the Annual General Meeting.
- (f) If at the close of nominations no nominations or insufficient nominations are received for the number required to be elected, the candidate or candidates, if any, duly nominated will be declared elected at the Annual General Meeting and nominations may, with the consent of the nominee, be made orally at the meeting for the remaining vacancies. If more than one candidate is nominated at the meeting for the remaining vacancies, an election to fill those vacancies will be conducted in accordance with procedures prescribed by the Board. If any remaining vacancy is not filled at the meeting, a vacancy in that position will occur immediately after the conclusion of the meeting, and Rule 45 will apply.
- (g) If at the close of nominations the number of candidates duly nominated for any position exceeds the number required to be elected, a ballot will be conducted in accordance with the following sub-paragraphs:
 - (i) The Board will appoint a Returning Officer who will be responsible for the conduct of the election. The Returning Officer may appoint one or more assistants.
 - (ii) A candidate for office is ineligible to be appointed as the Returning Officer or as an assistant.
 - (iii) The Returning Officer will conduct a draw in the Club’s premises to determine the order in which the candidates will appear on the ballot paper.
 - (iv) The ballot will take place during the period of seven days immediately preceding the date of the Annual General Meeting, at voting times determined by the Board. Voting times will be prominently displayed in the Club’s premises throughout the ballot period.
 - (v) Voting in the ballot will take place at the Club’s premises, using an electronic terminal placed near the main entrance of the premises.
 - (vi) In addition to the voting method under sub-paragraph (v), the Board may approve additional methods for members to vote in the ballot.

- (vii) Voting will commence seven days prior to the date of the Annual General Meeting. Voting will cease on the eve of the Annual General Meeting.
 - (viii) The Returning Officer will arrange for the electronic terminal to display the position to be balloted for, the names of the candidates in the order determined in accordance with sub-paragraph (iii), and directions as to the manner of voting.
 - (ix) A member must cast their vote by scanning or swiping their membership card and selecting their preferred candidate in accordance with directions on the screen.
 - (x) Despite sub-paragraphs (i) to (ix), the Board may determine to conduct the ballot at the Annual General Meeting.
 - (xi) If two or more candidates receive the same number of votes for a position, the Returning Officer will conduct a draw to determine the candidate who is to be elected.
 - (h) The Board has the power to make By-laws regulating all matters in connection with any election of the Board not otherwise provided for in these Rules.
44. The Board will elect the Executive in accordance with the following paragraphs:
- (a) As soon as practicable after each Annual General Meeting, the Directors will elect from among their number, an Executive of three Directors comprising the President and two other Directors. To be elected or appointed as the President, a Director must have held office on the Board for at least two years, which need not be consecutive.
 - (b) The Executive will be regarded as a committee and have the powers (if any) delegated to it by the Board under Rule 59.
 - (c) Subject to paragraph (d), the Executive will hold office until the next election of the Executive under paragraph (a).
 - (d) A person may resign from the Executive without resigning as a Director. However, if a person ceases to be a Director for any reason, that person will also cease to be on the Executive.
 - (e) The Board may appoint a current Director to fill a vacancy on the Executive. Any Director appointed to fill that vacancy will hold office until paragraph (c) or (d) applies.

VACANCIES ON THE BOARD

45. The office of a Director will be immediately vacated in the circumstances set out in these Rules and in any of the following circumstances:
- (a) if the Director dies;
 - (b) if the person becomes disqualified from being a Director as provided by any legislation;
 - (c) if the Director absents himself or herself from three consecutive ordinary meetings of the Board without its leave;
 - (d) if the Director resigns from office by notice in writing given by the Director to the Club;
 - (e) if the Director is removed from office by ordinary resolution passed at a general meeting;

- (f) if the person ceases to hold the qualification by reason of which the person was qualified to be a Director;
 - (g) if the Director becomes an employee of the Club;
 - (h) if an administrator of the Club's affairs is appointed under the National Law;
 - (i) if the person is mentally incapacitated or the subject of an order under a law of New South Wales or of another State or of a Territory relating to mental health;
 - (j) if the Director is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare their interest as required under the National Law;
 - (k) if the Director holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the Director's duties or interests as a Director and the Director fails to declare the fact and the nature, character and extent of the conflict;
 - (l) if the Director ceases to be an active member of the Club.
46. (a) The Board may appoint any member who is eligible to be elected to the Board, to fill any vacancy on the Board.
- (b) The member who fills the vacancy will be subject to retirement at the conclusion of the next Annual General Meeting. If the group of the Board to which the member was appointed is not due to retire from office at the conclusion of the next Annual General Meeting, an election consistent with Rule 43 will be held for that position, and the member who is elected will hold office (subject to these Rules) until the conclusion of the next Annual General Meeting at which that group is due to retire from office.
47. The continuing Directors may act despite any vacancy on the Board. However, if at any time the number of continuing Directors is less than the number specified in Rule 52 as the quorum for a meeting of the Board, the continuing Director or Directors must not act for any purpose except:
- (a) to appoint sufficient Directors so that the number of Directors is the quorum (and for the purpose of making the appointment, the continuing Director or Directors will be regarded as constituting a quorum); or
 - (b) to call a general meeting.
48. (a) The members at a general meeting may by ordinary resolution remove any Director before the expiration of their term of office and may by ordinary resolution appoint another person in their place.
- (b) The person appointed under paragraph (a) will be due to retire from office at the same time as when the Director who was removed, was due to retire from office had that Director not been removed.

HONORARIA AND REIMBURSEMENT OF EXPENSES

49. (a) In accordance with the Registered Clubs Act, the members at a general meeting must approve the payment of an honorarium to any person in respect of their services to the Board or any committee of the Club prior to that payment being made.

- (b) In accordance with the Registered Clubs Act, the Board may authorise the reimbursement of out-of-pocket expenses to any person in respect of those expenses which have been reasonably incurred in the course of carrying out duties for the Club.

PROCEEDINGS OF THE BOARD

50. The Board will meet as frequently as it thinks fit for the transaction of business, and adjourn and otherwise regulate its meetings as it thinks fit. However, a meeting of the Board must be held at least once in each quarter ending 31 March, 30 June, 30 September and 31 December. A meeting of the Board may be called or held using any technology consented to by the Board, and the consent may be a standing consent.
51. The President or any Director may call a meeting of the Board by giving notice individually to every other Director. The Secretary on request of the President or any Director, may also call a meeting of the Board. Except in special circumstances determined by the President, 48 hours' notice will be given of all meetings of the Board.
52. The quorum for any meeting of the Board is five Directors.
53. The President is entitled to preside as the chair of any meeting of the Board. If the President is not present or being present is unwilling or unable to act, the Directors present may elect their own chair of the meeting.
54. Subject to these Rules, questions arising at any meeting of the Board must be decided by a majority of votes, and a determination by a majority of the Directors will for all purposes be deemed to be a determination of the Board. In the event of an equality of votes, the chair of the meeting may exercise a casting vote in addition to a first vote.
55. All acts done at a meeting of the Board or of a committee of the Board or by a person acting as a Director are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any Director or that any Director was disqualified or had vacated office.

INTERESTS OF DIRECTORS

56. (a) Subject to the exemptions in the National Law, a Director who is or becomes in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club must declare the nature and extent of the interest at a meeting of the Board.
- (b) In the case of a proposed contract with the Club, the declaration must be made:
- (i) at the meeting of the Board at which the question of entering into the contract is first considered; or
 - (ii) if the Director was not at that time interested in the proposed contract, at the next meeting of the Board held after the Director becomes interested in the proposed contract.
- (c) If a Director becomes interested in a contract with the Club after it is made, the declaration must be made at the next meeting of the Board held after the Director becomes interested in the contract.

- (d) For the purposes of this Rule, it will be a sufficient declaration if the Director gives a general written notice to the Board to the effect that the Director:
 - (i) is a member of a specified entity; and
 - (ii) is to be regarded as interested in any contract which may, after the giving of the notice, be made with the entity.
57. (a) A Director who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the Director's duties or interests as a Director must declare at a meeting of the Board the fact and the nature, character and extent of the conflict.
- (b) A declaration required by paragraph (a) in relation to holding an office or having an interest must be made by the person:
- (i) if the person holds the office or has the interest when that person becomes a Director, at the first meeting of the Board held after:
 - (A) the person becomes a Director; or
 - (B) the relevant facts as to holding the office or having the interest come to the person's knowledge,
 whichever is the later; or
 - (ii) if the person starts to hold the office or acquires the interest after the person becomes a Director, at the first meeting of the Board held after the relevant facts as to holding the office or having the interest come to the person's knowledge.
58. (a) If a Director has made a declaration under Rules 56 or 57, then unless the Board otherwise determines, the Director must not:
- (i) be present during any deliberation of the Board in relation to the matter; or
 - (ii) take part in any decision of the Board in relation to the matter.
- (b) For the purposes of the making of a determination of the Board under paragraph (a) in relation to a Director who has made a declaration under Rules 56 or 57, the Director must not:
- (i) be present during any deliberation of the Board for the purpose of making the determination; or
 - (ii) take part in the making by the Board of the determination.
- (c) Any vote cast by a Director in contravention of Rules 56 or 57 is not to be counted.
- (d) Every declaration made by a Director under Rules 56 or 57 is to be recorded in the minutes of the meeting at which it was made.

COMMITTEES

59. (a) The Board may in accordance with the National Law, by resolution delegate to a Director, or a committee of two or more Directors, or a committee of full members of the Club, or to a committee of full members of the Club and other persons if members comprise the majority of persons on the committee, the exercise of any of the Board's powers (other than this power of delegation) as are specified in the resolution. The Board may by resolution revoke wholly or in part any delegation.
- (b) A power, the exercise of which has been delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (c) A delegation under this Rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.
- (d) Despite any delegation under this Rule, the Board may continue to exercise all or any of the powers delegated.
- (e) 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 their own name on behalf of the Board, the power will be deemed to have been exercised by the Board, 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) were observed by the Director exercising the power.
- (f) An instrument purporting to be signed by a Director will in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the Club under seal. Until the contrary is proved, the instrument is to be taken to be an instrument signed by a delegate of the Board under the National Law.
- (g) The President or the President's nominee, who must be a Director, has by virtue of their office the right to be a member of all committees.
- (h) A committee may meet and adjourn as it thinks proper. Unless otherwise specified in these Rules, the quorum for any meeting of a committee is half, or where half is not a whole number, the whole number next higher than half, of the number of committee members. Meetings and proceedings of a committee consisting of two or more members will, as far as practicable, be governed by the proceedings of the Board provisions of these Rules unless the Board prescribes otherwise.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

60. (a) The Board may in accordance with the National Law transact any of its business by the circulation of papers among all the Directors.
- (b) A resolution in writing approved in writing by a majority of Directors will be taken to be a decision of the Board.
- (c) Separate copies of a resolution may be distributed for signing by the Directors if the wording of the resolution and approval is identical in each copy.
- (d) For the purpose of this Rule, each Director has the same voting rights as they have at an ordinary meeting of the Board.

- (e) The resolution is approved when the last Director required for the majority, or two-thirds majority if specified in these Rules, signs their approval of the resolution.
- (f) A resolution approved under this Rule must be recorded in the minutes of meetings of the Board within 28 days after the resolution is approved under this Rule.
- (g) The Secretary may circulate papers among the Directors for the purpose of this Rule by electronic or other transmission of the information in the papers concerned.

DUTIES AND POWERS OF THE BOARD

- 61. The Board will manage the Club's business and operations. Subject to the National Law and these Rules, the Board may exercise the Club's powers as if those powers had been expressly conferred on the Board at a general meeting.
- 62. (a) The Board must keep minutes of meetings and, in particular, of:
 - (i) all appointments of officers and employees made by the Board;
 - (ii) the names of the Directors present at each meeting of the Board and of any committee of the Board;
 - (iii) all resolutions and proceedings at all general meetings, meetings of the Board and meetings of committees of the Board.
- (b) The minutes of a meeting must be recorded in the minute book within 28 days of the date of the meeting to which they relate.
- (c) The minutes of a meeting must be confirmed at and signed by the chair of the next succeeding general meeting, meeting of the Board or meeting of a committee of the Board as the case may be.
- (d) The minutes of a meeting are to be kept in the English language.

BY-LAWS

- 63. (a) The Board has the power to make, amend and revoke By-laws (to be consistent with these Rules), which in the Board's opinion are necessary or desirable for the proper control, administration and management of the Club's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Club's members. Without limiting the generality of the Board's power, the By-laws may relate to the following matters:
 - (i) those matters as the Board is specifically empowered by these Rules to regulate by By-law;
 - (ii) the general management and control of the Club's trading activities;
 - (iii) the management and control of the Club's premises;
 - (iv) the management and control of activities and dress on the Club's premises;
 - (v) the upkeep and control of the Club's property;
 - (vi) the management and control of all competitions;

- (vii) the conduct of members and guests of members;
 - (viii) the eligibility requirements for admission to each class and any sub-class of membership;
 - (ix) the privileges of members, and of classes and any sub-classes of members;
 - (x) the maximum number of members in each class and any sub-class of membership;
 - (xi) the relationship between members and the Club's employees;
 - (xii) the formation, termination, control and regulation of the Club's committees and subsidiary clubs and their conduct and activities;
 - (xiii) standing orders at general meetings; and
 - (xiv) generally all those matters as are commonly the subject matter of club rules or by-laws or which are not reserved under any law or these Rules for decision by the members of the Club in general meeting.
- (b) The Board has the power to enforce the observance of all By-laws in accordance with the disciplinary proceedings provisions of these Rules.
- (c) Any By-law made or amended under these Rules will come into force and have the full authority of a By-law when it is first posted on the club noticeboard or on the Club's website. Revocation of a By-law will come into force when notice of that revocation is first posted on the club noticeboard or on the Club's website.

GENERAL MEETINGS

64. (a) A general meeting to be known as the Annual General Meeting will, as provided in the National Law, be held in each year within five months after the close of the financial year (or within any further time as may be allowed by the Registrar or prescribed) at a time and place as the Board may determine.
- (b) If an Annual General Meeting is not held in accordance with paragraph (a) the members may, in accordance with the National Law, requisition the meeting.
- (c) Any general meeting other than the Annual General Meeting will be a Special General Meeting.
65. The Board may call a Special General Meeting at any time.
66. (a) The Board must call a Special General Meeting on the written requisition of the number of members who together are able to cast at least 20% of the total number of votes able to be cast at a general meeting.
- (b) A member cannot be a requisitioning member unless the member is an active member.

- (c) The following provisions apply to a requisition for a general meeting:
 - (i) it must state the objects of the meeting;
 - (ii) it must 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);
 - (iii) it must be served on the Club by being filed at the registered office of the Club.
- (d) The meeting must be called and held as soon as practicable and in any case must be held within 63 days after the requisition is served.
- (e) If the Board does not call the meeting within 21 days after the requisition is served, the following provisions apply:
 - (i) the requisitioning members (or any of them representing at least half their total voting rights) may call the meeting in the same way as nearly as possible as meetings are called by the Board;
 - (ii) for that purpose, they may ask the Club 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 Club;
 - (iii) the Board must send the requested statement to the requisitioning members within seven days after the request for the statement is made;
 - (iv) the meeting called by the requisitioning members must be held within 91 days after the requisition is served;
 - (v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to call the meeting must be paid by the Club;
 - (vi) any amount required to be paid by the Club under sub-paragraph (v) must be retained by the Club out of any money due from the Club by way of fees or other remuneration for their services to any of the Directors that were in default.

NOTICE OF GENERAL MEETINGS

- 67. (a) Subject to paragraph (b), the Club will give at least 14 days' notice of a general meeting (excluding the day on which the notice is given or deemed to be given, but including the day for which notice is given). The notice will specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business. The notice will be given to those persons who, under the National Law or these Rules, are entitled to receive notices of general meetings. However, the non-receipt of the notice by any member will not invalidate the proceedings of that general meeting.
- (b) The Club will give at least 21 days' notice of a general meeting (excluding the day on which the notice is given or deemed to be given, but including the day for which notice is given) at which a special resolution will be proposed.
- (c) Any member who wishes to submit business to an Annual General Meeting must give the Club written notice of that business at least two months prior to the date of the meeting. Time permitting, the Board will review the submitted business and may include that business as special business of the Annual General Meeting.

BUSINESS OF ANNUAL GENERAL MEETING

68. (a) The ordinary business of the Annual General Meeting will be:
- (i) to confirm minutes of the last preceding general meeting, whether the Annual General Meeting or Special General Meeting; and
 - (ii) to receive from the Board, auditor or reviewer, or any officers of the Club, reports and statements in accordance with the National Law and National Regulations; and
 - (iii) to elect (if required) the Directors to hold office in accordance with these Rules.
- (b) The Annual General Meeting may also transact any special business of which notice has been given to members in accordance with these Rules.
- (c) All business of an Annual General Meeting other than the ordinary business as defined in this Rule will be deemed to be special business.

PROCEEDINGS AT GENERAL MEETINGS

69. The President is entitled to preside as the chair of any general meeting. If the President is not present or being present is unwilling or unable to act, the Board will elect a Director to preside as the chair of the meeting. If a Director is not present or being present is unwilling or unable to act, the members of the Club present will elect one of their number to be the chair of the meeting.
70. No item of business is to be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item. The quorum requirements are:
- (a) for a general meeting which is called on the requisition of members, the greater of 20% of the Club's full members who are present and entitled to vote or 20 full members who are present and entitled to vote; and
 - (b) for a general meeting which is not called on the requisition of members and for an Annual General Meeting, 20 full members who are present and entitled to vote.
71. If within 30 minutes from the time appointed for any general meeting a quorum is not present, the meeting if called on the requisition of members will be dissolved. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place or to any other day, time and place as the Board may determine, but the adjournment period must be less than one month. If at the adjourned meeting a quorum is not present, the members who are present and entitled to vote will be a quorum and may transact the business for which the meeting was called.
72. The chair of a general meeting may, with the consent of any general meeting at which a quorum is present (and will if directed by the meeting) adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting will be given as in the case of an original meeting. When the meeting is adjourned for less than one month, it will not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

VOTING PROCEDURE

73. (a) At any general meeting, a poll on any resolution may be demanded by the chair of the meeting or not less than five members who are entitled to vote on that resolution.
- (b) If a poll on a resolution is demanded at a general meeting, the chair of the meeting will direct the manner in which the poll is taken and whether the poll is taken immediately or after an interval or adjournment. A poll demanded on the election of the chair or on a question of adjournment must be taken immediately. The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (c) A demand for a poll may be withdrawn.
- (d) In the case of any dispute as to the admission or rejection of a vote, the chair of the general meeting will determine the dispute, and that determination made in good faith will be final and conclusive.
- (e) At any general meeting (unless a poll is demanded), a declaration by the chair that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the meeting, is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.
- (f) Unless otherwise specified in these Rules, a resolution will be determined by simple majority except in the case of a special resolution.
- (g) On a show of hands or a poll, every member who is present and entitled to vote will have one vote.
- (h) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the general meeting at which the show of hands takes place, or at which the poll is demanded, may exercise a casting vote in addition to a first vote.

POSTAL BALLOTS

74. (a) The Board may conduct a postal ballot in respect of any proposal.
- (b) The Board must conduct a special postal ballot if required by the National Law.
- (c) The Board must conduct a special postal ballot for the passing of a special resolution on the written requisition of the number of members who together are able to cast at least 20% of the total number of votes able to be cast at a general meeting.
- (d) A postal ballot or special postal ballot is to be conducted in accordance with the National Regulations and in the form and manner determined by the Board.
- (e) The Board may determine in a particular case whether the postal ballot or special postal ballot should be a secret ballot and whether votes may be returnable by electronic means.
- (f) If the Board decides to conduct a secret ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.
- (g) The Secretary will be the returning officer to conduct the postal ballot or special postal ballot, unless the Board appoints a different person to be the returning officer.

- (h) Ballot papers (in a format and with content as the Board may approve) must be sent to all full members who are entitled to vote by giving:
- (i) particulars of the business to which the postal ballot is being conducted; and
 - (ii) an explanation of how to lodge a valid vote and the majority required to pass the vote; and
 - (iii) notice of the closing date and closing time of the postal ballot,
- and must be sent so that the ballot papers arrive at least 21 days before the closing date of a postal ballot, or at least 28 days before the closing date of a special postal ballot.

FINANCIAL YEAR

75. The Club's financial year will commence on the first day of July and end on the last day of June in the next year.

FINANCIAL REPORTS

76. The Club will prepare financial reports and statements in accordance with the National Law and National Regulations.

FINANCIAL RECORDS

77. The Club's financial records will be kept at the Club's registered office or at any other place as the Board thinks fit. The Club must at all reasonable times make its financial records available in writing for the inspection of Directors and any other persons authorised or permitted by or under any law to inspect those records.

BANKING

78. (a) The Board will cause to be opened a banking account or accounts in the name of the Club into which all moneys received will be paid as soon as possible after receipt.
- (b) All cheques drawn on the Club's accounts and all drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the Club will be signed by one of the Directors and countersigned by the Secretary or other persons authorised by the Board.

AUDIT OR REVIEW

79. (a) Subject to paragraph (b), the financial reports of the Club will be audited in accordance with the National Law and National Regulations.
- (b) If the Club meets the definition of a "small co-operative" in the National Regulations, the financial reports of the Club may be reviewed in accordance with the requirements of the National Law and National Regulations.
- (c) Auditors or reviewers will be appointed or removed in accordance with the National Law and National Regulations.

APPLICATION OF FUNDS

80. (a) The income and property of the Club, howsoever derived, will be applied solely towards the promotion of the objects of the Club as set out in these Rules and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the Club. However, nothing in these Rules will prevent:
- (i) the payment in good faith of interest to any member in respect of any money advanced by that member to the Club or otherwise owing by the Club to the member, or of remuneration of any officer or employee of the Club or to any member of the Club or other person in return for services actually rendered to the Club;
 - (ii) the payment of an honorarium in respect of special honorary services rendered, repayment of out-of-pocket expenses, payment of interest on money lent, payment for sale or hire of goods or payment of rent for premises let to the Club.
- (b) The Club is empowered to apply part of its surplus in the manner envisaged in the National Law. An amount not exceeding 50% of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

PROVISION FOR LOSS

81. The Board will account for any loss which may result from the transactions of the Club in accordance with applicable accounting standards as defined in the National Law.

DISPUTES

82. (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (i) a full member and another full member; or
 - (ii) a full member and the Club.
- (b) If a dispute arises, a party as referred to in paragraph (a) cannot commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions of this Rule, except where a party seeks urgent interlocutory relief.
- (c) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days of:
- (i) the dispute coming the attention of each party; or
 - (ii) a party giving notice, to each of the other parties involved, of the dispute.
- (d) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, as soon as is practicable, hold a meeting in the presence of a mediator.
- (e) The mediator will be, where possible, a person chosen by agreement between the parties, but in the absence of agreement between the parties:
- (i) for a dispute between a full member and another full member, the mediator will be a person appointed by the Board; or

- (ii) for a dispute between a full member and the Club, the mediator will be a person appointed by the President or their nominee, of the Law Society of New South Wales.
- (f) The mediator may (but need not) be a member of the Club, and must not be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator cannot determine the dispute.
- (j) The mediation must be confidential and without prejudice.
- (k) The costs of the mediation will be shared equally between the parties unless otherwise agreed.
- (l) Nothing in this Rule applies to any dispute as to the construction or effect of any contract contained in any document other than these Rules.
- (m) Nothing in this Rule applies to any dispute involving the expulsion or suspension of a member.
- (n) If the mediation process does not result in the dispute being resolved, each party may seek to resolve the dispute in accordance with the National Law or otherwise at law.

NOTICES

83. The Club may give a notice (which includes a document or report) to any member by one or more of the following means:
- (a) personally; or
 - (b) sending the notice by post to the address of the member recorded for that member in the Register of Members kept in accordance with these Rules or any alternative address notified by the member; or
 - (c) sending the notice by electronic means (for example, email or text message) where the member has notified the Club of the relevant contact details; or
 - (d) any other means permitted under the National Law or other legislation.

84. (a) Where the Club gives a notice personally, the notice is taken to have been given to the member on that day.
- (b) Where the Club sends a notice by post, the notice is taken to have been given to the member:
- (i) in the case of a notice of general meeting, on the day following that on which the notice was posted; or
 - (ii) in any other case, at the time at which the notice would have been delivered in the ordinary course of post.
- (c) Where the Club sends the notice by electronic means, the notice is taken to have been given to the member on the day following that on which the notice was sent.
- (d) Where the Club gives a notice under Rule 83(d), the notice is taken to have been given to the member as provided in the National Law or other legislation, or on the day following that on which the notice was sent or made available, whichever is the later.

LIABILITY OF MEMBERS

85. The liability of members of the Club is limited in accordance with the National Law.

WINDING UP

86. (a) The winding up of the Club will be conducted in accordance with the National Law.
- (b) If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the property must not be paid to or distributed among the members of the Club but must be given up or transferred to some other body or bodies:
- (i) which has or have objects similar to the objects of the Club; and
 - (ii) which prohibits or prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of these Rules.
- (c) The body or bodies in paragraph (b) will be determined by the members of the Club at or before the time of winding up or dissolution or in default thereof by that Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter. If and so far as effect cannot be given to paragraph (b), then the remaining property will be given to some charitable object.

REGISTERS AND OTHER DOCUMENTS

87. (a) The Club will keep registers as required by the Registered Clubs Act, including:
- (i) a register of persons who are full members of the Club, which includes the full name and address of each full member and, if the full member is not a Life Member, the date on which that full member last paid the membership subscription;
 - (ii) a register of persons who are honorary members;
 - (iii) a register of persons who are temporary members;

- (iv) a register of persons of or above 18 years of age who enter the Club's premises as guests of members.
 - (b) The Club will keep registers as required by the National Law and National Regulations, including:
 - (i) the register of Directors;
 - (ii) the register of members, which may be the register kept under paragraph (a)(i);
 - (iii) a register of any loans raised, securities given, bonds issued and deposits received by the Club;
 - (iv) a register of any loans made or guaranteed by the Club and of securities taken by the Club.
88. The Club will keep and make the following documents available at all reasonable hours for inspection by any full member free of charge:
- (a) a copy of the Co-operatives (Adoption of National Law) Act 2012, the National Law, the National Regulations, and local regulations made under the National Law;
 - (b) a copy of these Rules;
 - (c) a copy of the minutes of each general meeting;
 - (d) a copy of the last annual report of the Club under the National Law;
 - (e) the register of Directors under paragraph (b)(ii);
 - (f) the register of full members under paragraphs (a)(i) and (b)(ii);
 - (g) the register of names of persons (if any) who have given loans or deposits to the Club;
 - (h) other registers which are required to be open for inspection under the National Regulations.

INDEMNITY FOR OFFICERS

89. To the extent permitted by the National Law, the Club may:
- (a) indemnify a person against a liability incurred by that person as an officer of the Club other than:
 - (i) a liability to the Club; or
 - (ii) a liability that is owed to someone other than the Club and arose out of conduct which was not in good faith; and
 - (b) indemnify a person against legal costs incurred by that person in defending an action for a liability incurred as an officer of the Club other than if the costs are incurred:
 - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under paragraph (a); or
 - (ii) in defending or resisting criminal proceedings in which the person is found guilty; or

- (iii) in defending or resisting proceedings brought by the Registrar or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
- (iv) in connection with proceedings for relief to the person under the National Law in which the court denies the relief; and
- (c) pay a premium for a contract insuring a person who is or was an officer of the Club against a liability (other than one for legal costs) other than a liability arising out of conduct involving a wilful breach of duty in relation to the Club.

COMMON SEAL

90. (a) The Club may execute a document without using a common seal if the document is signed by:
- (i) two Directors; or
 - (ii) a Director and the Secretary.
- (b) The Club may execute a document with a common seal if the seal is fixed to the document and the fixing of the seal is witnessed by:
- (i) two Directors; or
 - (ii) a Director and the Secretary.
- (c) The Club may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with paragraph (a) or (b).
- (d) This Rule does not limit the ways in which the Club may execute a document (including a deed).

DEBENTURES

91. The Club will not issue any debentures (as defined in the National Law).

CUSTODY OF SECURITIES

92. The Club will keep certificates, documents or duplicates of them relating to securities belonging to the Club, in any manner as the Board directs in relation to safekeeping of documents.

SECRETARY

93. The Board will appoint a Secretary who will perform all the functions and duties which are required by law and these Rules, to be performed or undertaken by the Secretary of the Club.

INDEX TO RULES OF MACLEAN AND DISTRICT BOWLING CLUB CO-OP LIMITED

Rule Heading	Rule Number
Active Membership Provision	11
Application for Membership	25-28
Application of Funds	80
Audit or Review	79
Banking	78
Business of Annual General Meeting	68
By-laws	63
Cessation of Membership	38
Classes of Membership	14-16
Committees	59
Common Seal	90
Contact Details of Members	36
Custody of Securities	92
Debentures	91
Definitions	2
Disciplinary Proceedings	39-40
Disputes	82
Duties and Powers of the Board	61-62
Election of the Board	43-44
Entitlements of Members	19-20
Entrance Fees, Subscriptions and Levies	30-35
Financial Records	77
Financial Reports	76
Financial Year	75
General Meetings	64-66
General Provisions	5-7
Guests of Members	24
Honoraria and Reimbursement of Expenses	49
Honorary Members	21
Inactive Members and Membership Cancellation	37
Indemnity for Officers	89
Interests of Directors	56-58
Interpretation	3-4
Liability of Members	85
Life Members	17-18
Membership Requirements	12-13
Name	1
Notice of General Meetings	67
Notices	83-84
Objects	9
Postal Ballots	74
Powers	10
Proceedings at General Meetings	69-72
Proceedings of the Board	50-55
Provision for Loss	81
Provisional Members	23
Registered Office	8
Registers and Other Documents	87-88
Secretary	93
Temporary Members	22
The Board	41-42
Transaction of Business outside Board Meetings	60
Transfer between Classes of Membership	29
Vacancies on the Board	45-48
Voting Procedure	73
Winding Up	86