

R U L E S O F

Alfalfa House Community Food Cooperative Ltd.

A Non-Trading Cooperative without Share Capital

REGISTERED UNDER THE COOPERATIVES ACT 1992 (N.S.W.)

REGISTRY OF COOPERATIVES & ASSOCIATIONS

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(Code: Model/NT/NS: 05/2006)

General statement on rules and their legal effect

These rules have the effect of a contract under seal between the cooperative and each of its members, as well as between a member and each of the other members. Each member, office-bearer, and director must agree to observe and perform the requirements of the rules applicable to them.

The rules should be read in conjunction with the current provisions in the *Co-operatives Act 1992 (NSW)* and the Regulation to that Act. The Act and the Regulation are available for inspection at the registered office of the co-operative and can be accessed by members, prospective members and the public.

The Schedules provide information specific to the co-operative and are linked to the rules. The rules and Schedules should be read together.

In the application of a rule, the interpretation that would best achieve the purpose of the rule and the objects of the co-operative, as well as cooperative principles, is to be used in preference to any other interpretation.

Schedule 1

Part 1 - Name of co-operative

[Rule 1.3](#)

The name of the co-operative is Alfalfa House Community Food Cooperative Ltd.

Part 2 - Objects

[Rule 1.4](#)

The objects of the co-operative are:

- a) to provide a retail source of wholefoods so that members may have some control over the sources of their food supply;
- b) to provide information on and promote the use of
 - i) low-cost, ethically-produced and packaged wholefoods,
 - ii) cruelty-free foods,
 - iii) vegetarian foods,
 - iv) vegan foods,
 - v) organic foods and
 - vi) genetically-modified-free foods;
- c) to run an ethical, not-for-profit business;
- d) to minimise resource wastage and, hence, encourage reuse and recycling;

- e) to support other cooperatives whose objects are similar or related to the objects of the cooperative; and
- f) to stimulate community development, foster community spirit and promote sustainable living.

Part 3 - Active membership provision

[Rule 2](#)

A primary activity of the co-operative is to provide members with access to sources of wholefoods.

In order to establish active membership of the co-operative a member must purchase goods from the co-operative on at least one occasion each calendar year.

Part 4 – Member qualifications

[Rule 3.1](#)

Only natural persons qualify for membership of the co-operative.

Part 5 – Period of inactivity prior to cancellation

[Rule 5.1\(a\)](#)

The period of inactivity prior to cancellation is 18 months.

Schedule 2

Schedule of fees

Annual subscription (maximum):	\$	20	Rule 7.2(a)
Entrance fee (maximum):	\$	50	Rule 7.1(a)
Maximum fine:	\$	100	Rule 8
Transfer of debentures:	\$	N/A	Rule 16(e)

Schedule 3

Part 1 – Requisition of general meetings

[Rule 20.2](#)

The required percentage of members to requisition a general meeting is 5%.

Part 2 - Quorum at general meetings

[Rule 21.2\(a\)](#)

The number of members required for a quorum is 10.

Schedule 4

Part 1 - Number of directors, composition of the board and term of office of directors

[Rule 11.1\(a\)](#)

The number of directors of the co-operative shall be a minimum of four (4) and a maximum of seven (7). If, at the Annual General Meeting, 7 or fewer than 7 members nominate to be directors, they shall all be deemed to be elected, as specified in Rule 11.3, and this number shall be the number of directors for the purposes of Rule 11.1(a). If, at some later stage, people stand forward to fill casual vacancies, that increased number shall be the number of directors for the purposes of Rule 11.1(a).

Specific board positions are Chair, Secretary, Treasurer and Public Officer.

The term of office of a director is one (1) year. A retiring director shall be eligible for re-election, subject to the person holding the qualification specified in Rule 11.2, except if the retiring director has held the position for three (3) consecutive years at the time of the annual general meeting, unless there remain vacancies on the board after the nominations have been called.

Part 2 – Qualifications of independent directors

[Rule 11.2\(d\)](#)

There shall be no independent directors. A person is not eligible to be elected as director of the co-operative unless the person is an active member of the co-operative (active member director).

Part 3 - Retirement of directors

[Rule 11.7\(a\)](#)

All directors shall retire at the annual general meeting.

Schedule 5 - Changes to the model rules

Rule 4.1(c) - DELETED

Rule 7.1(b) - DELETED

Rule 7.2(c) - DELETED

Rule 11.2(b) - DELETED

Rule 11.2(c) - DELETED

Rule 11.2(d) - DELETED

Replace Rule 11.3(b) with the following:

- b) At least three (3) weeks before an annual general meeting, the board must:
 - i) notify all members of the number of directors retiring at the annual general meeting; and
 - ii) advise the members of:
 - A) their eligibility to nominate as a director;
 - B) the duties and responsibilities of a director;
 - C) the anticipated remuneration, if any;
 - D) the nomination and election procedures

Replace Rule 11.3(d)(i) with the following:

- i) be seconded by one (1) or more members;

Rule 11.3(d)(iii) - DELETED

Rule 11.3(e) - DELETED

Rule 11.3(f) - DELETED

Replace Rule 11.3(g) with the following:

- g) Where the number of nominees is less than or equal to the maximum number of vacancies, the nominees will be declared elected at the annual general meeting.

Rule 11.3(h) - DELETED

Replace Rule 11.3(i) with the following:

- i) Where the number of nominees exceeds the maximum number of vacancies, the election of directors shall be conducted at the meeting by ballot as follows:
 - i) a returning officer is elected at the meeting. The directors, secretary, or anyone who has an interest in the election, are not eligible to be the returning officer;
 - ii) all nominees are to be listed on the ballot form in alphabetical order;
 - iii) the returning officer is responsible for determining the validity of and counting of the votes;
 - iv) if there is an equality of votes, the outcome shall be determined by lot; and
 - v) The returning officer is to declare the election results.

Rule 11.7(b) - DELETED

Replace Rule 12.1(c) with the following:

- c) The quorum for a meeting of the board shall be four (4) directors.

Replace Rule 12.4(c) with the following:

- c) Directors present at any meeting shall have their names included in the attendance section of the minutes.

Replace Rule 12.4(d) with the following:

- d) The minutes of board meetings are to be kept in the English language and be available for inspection by members.

Replace Rule 16 with the following:

- 16 Transfer of debentures
There shall be no transfer of debentures.

1 Definitions and name

1.1 Definitions

In these rules, unless the context otherwise requires:

- a) “**Act**” means the Co-operatives Act 1992;
- b) “**active member**” means a member who is in active membership within the provisions of [Rule 2.2](#) and [Part 3 of Schedule 1](#);
- c) “**alter**” or a similar word or expression used in relation to a rule amendment includes add to, substitute and rescind;
- d) “**auditor**” means the auditor or auditors for the time being of the co-operative appointed in accordance with the rule relating to audit;
- e) “**board**” means the board of directors of the co-operative and includes a committee of management of the co-operative;
- f) “**business day**” means a day that is not a Saturday, Sunday, public holiday or bank holiday in New South Wales;
- g) “**director**” includes:
 - i) a person who occupies or acts in the position of a director or member of the board of the co-operative, whether or not the person is called a director and whether or not the person is validly appointed or duly authorised to act in the position; and
 - ii) a person in accordance with whose directions or instructions the directors or members of the board of the co-operative are accustomed to act;
- h) “**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;
- i) “**member**” means a member of the co-operative;
- j) “**month**” means a calendar month;
- k) “**prescribed**” means prescribed by the Act or under the Act by Regulation;
- l) “**provision**” in relation to the Act, means words or other matter that form or forms part of the Act, and includes:
 - i) a chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph or Schedule of or to the Act; and
 - ii) a section, clause, subclause, item, column, table or form of or in a Schedule to the Act; and
 - iii) the long title and any preamble to the Act;
- m) “**Registrar**” means the Registrar of Co-operatives or any person to whom the Registrar’s functions are delegated from time to time;
- n) “**Regulation**” means any Regulation made under the Act, and any Regulation that applies to a co-operative by way of a transitional Regulation made under the

Act;

- o) **“remuneration”** means any money, consideration or benefit but does not include:
 - i) 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; or
 - ii) in relation to an employee director, remuneration received or due and receivable as an employee;
- p) **“Schedule”** means a Schedule to these rules;
- q) **“secretary”** means any person appointed by the board as secretary of the co-operative in accordance with section 219 of the Act;
- r) **“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;
- s) **“special business”** means all business of a general meeting other than the ordinary business of the annual general meeting;
- t) **“special general meetings”** means all general meetings of the co-operative other than the annual general meeting;
- u) **“writing”** includes printing, typing, lithography, electronic and other modes of representing or reproducing words in a visible form, and “written” has a corresponding meaning;
- v) Words importing one gender include the other gender;
- w) Words importing persons include bodies corporate;
- x) Words in the singular include the plural, and vice versa; and
- y) Words or expressions used have the same meanings as those given to them by the Act and Regulation.

1.2 *Definitions – interpretation provisions*

- a) A reference in these rules to “the Act” includes a reference to the Act as originally enacted and as amended from time to time since its original 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 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) 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. 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.

1.3 *Name*

The name of the co-operative is specified in [Part 1 of Schedule 1](#).

1.4 *Objects*

The objects of the co-operative, if any, are set out in [Part 2 of Schedule 1](#).

1.5 *Non-trading co-operative*

The co-operative is a non-trading co-operative within the meaning of section 15 of the Act and shall not give any returns or distributions of surplus to members.

2 Active membership provisions

2.1 *Primary activity*

The primary activity(ies) of the co-operative is/are set out in [Part 3 of Schedule 1](#).

2.2 *Active Membership Requirements*

In order to establish active membership of the co-operative, a member must comply with the requirements set out in [Part 3 of Schedule 1](#).

3 Admission to membership

3.1 *Qualifications for membership*

In order to qualify for membership of the co-operative, a person shall meet the qualifications, if any, set out in [Part 4 of Schedule 1](#).

3.2 *Application for Membership*

- a) The board, or a person authorised by the board, shall provide applicants for membership of the co-operative with:
- i) the written notice specified in section 76A(2) of the Act, and
 - ii) a written notice of any intending or prescribed entry or periodic fees that a person or an organisation will be liable to pay on becoming a member of the co-operative.
- b) Applications for membership shall be lodged with the secretary in a format approved by the board.
- c) The board shall consider every application. If the applicant is admitted to membership, the applicant's name, date of admission and any other information required under the Act shall be entered in the register of members. The applicant shall be notified in writing of the entry in the register within 14 days of the approval.
- d) The board may, at its discretion, refuse admittance to membership and need assign no reasons for such refusal. Upon refusal, any deposit made by the applicant shall be refunded without interest.
- e) In considering an application for membership, the board shall ensure that a

person or an organisation is not admitted as a member unless there are reasonable grounds for believing that the person or organisation will be an active member.

4 Members

4.1 Members of the co-operative

The members of the co-operative are those persons or bodies corporate who:

- a) signed the application for registration of the co-operative; or
- b) are admitted to membership by the board; or
- c) become members by:
 - i) a transfer of engagements to the co-operative;
 - ii) a scheme of arrangement; or
 - iii) operation of law.

4.2 Rights and liabilities of members

- a) The rules of the co-operative have the effect of a contract under seal:
 - i) between the co-operative and each member;
 - ii) between the co-operative and each director, the principal executive officer and the secretary of the co-operative; and
 - iii) between a member and each other member.
- b) Under the contract, each of those persons agrees to observe, perform or abide by:
 - i) the provisions of the rules applicable to that person; and
 - ii) the provisions of the Act and the Regulation; in force and as amended from time to time.
- c) A member shall be entitled on demand to a copy of the rules upon payment of the prescribed fee. Any person may inspect a copy of these rules free of charge at the registered office during all reasonable hours.
- d) The co-operative may, in accordance with section 78 of the Act, make a contract with a member requiring the member to have specified dealings with the co-operative for a fixed period.
- e) A member shall not, as a member of the co-operative, be under any personal liability to a creditor of the co-operative.
- f) A member shall, in accordance with sections 76 and 77 of the Act, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.

4.3 Death of a member

- a) On the death of a member, the member's estate is subject to the same liability as the member would have been until the member's personal representative or some other person is registered in the member's place. The board shall follow the provisions in Division 3 Part 4 of the Act in dealing with a deceased member's estate.

- b) For the purposes of section 86, the value of any interest of a deceased member will be determined by the instrument creating that interest.

5 Cancellation and expulsion of members

5.1 Cancellation of membership

- a) Pursuant to section 127 of the Act, the board shall, after giving notice in accordance with section 132 of the Act, declare the membership of a member cancelled if:
 - i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least 3 years, or if a shorter period is specified in [Part 5 of Schedule 1](#), that period, before the date of cancellation; or
 - ii) the member is not presently an active member and has not been an active member at any time during the period specified in paragraph (a)(i) above immediately before the date of cancellation.
- b) The board shall not be required to give notice if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$50, or such other amount as may be prescribed.

5.2 Expulsion of members

- a) A member may be expelled from the co-operative by special resolution for:
 - i) failing to discharge the member's obligations to the co-operative, whether prescribed by these rules or arising out of any contract; or
 - ii) conducting themselves in a manner prejudicial or detrimental to the interests of the co-operative; or
 - ii) ceasing to be qualified as a member as specified in [Rule 3.1](#).
- b) A notice of special resolution to expel a member shall be forwarded to the member not less than 21 days before the date of the meeting at which the special resolution is to be moved. The notice shall state the date, time and place of the meeting and shall also state the nature of the relevant act or omission.
- c) At the meeting, the member shall be afforded a reasonable opportunity to be heard. If the member is not able to attend, they may make a written statement for the consideration of members present at the meeting. If the member fails to attend at the time and place mentioned without reasonable excuse, the act or omission shall be considered and the co-operative may decide on the evidence before it, in spite of the absence of the member. Following such consideration, the members of the co-operative may decide to expel the member.
- d) The members of the co-operative shall not make a decision on an expulsion, except by vote by secret ballot. A motion for that decision shall not be deemed to be passed unless two-thirds of the members so present and so entitled, vote in favour of the motion.
- e) If the co-operative resolves to expel the member, the secretary must, within 7 days after the meeting, cause written notice to be given to the member of the decision.
- f) Expulsion of a member shall not be effective until the special resolution expelling the member is registered.

- g) An expelled member shall not be re-admitted as a member unless such re-admission is approved by special resolution.

5.3 *Suspension of members*

- a) A member may be suspended by a resolution passed by the board, for a period not exceeding six months, for any of the following:
 - i) infringing any of the rules or by-laws of the co-operative; or
 - ii) failing to discharge obligations to the co-operative, whether prescribed by these rules or arising out of contract; or
 - iii) conducting themselves in a manner prejudicial or detrimental to the interests of the co-operative.
- b) Where the board receives a complaint that a member has committed any act referred to in paragraph (a), the board may meet within 21 days of the occurrence of the act to consider the complaint.
- c) Where the board is to meet pursuant to paragraph (b), the following procedure shall apply:
 - i) at least 7 days written notice stating the date, time and place of the board meeting shall be given to any member against whom a complaint has been received. The written notice shall also state the nature of the complaint;
 - ii) at the meeting, the member shall be afforded a reasonable opportunity to be heard. If the member is not able to attend, they may make a written statement for the consideration of the members of the board. If the member fails to attend at the time and place mentioned without reasonable excuse, the complaint shall be considered and the board may decide on the evidence before it, in spite of the absence of the member. Once the complaint has been considered, the board may decide to suspend the member; and
 - iii) a resolution on the complaint or on a suspension shall not be deemed to be passed unless two-thirds of the board members so present vote in favour of the resolution.
- d) If the board resolves to suspend the member, the secretary must, within 7 days after the meeting, cause written notice to be given to the member of the decision and of the member's right to appeal.
- e) The suspension does not take effect:
 - i) until the expiration of the period within which the member is entitled to appeal against the board's decision; or
 - ii) if within that period the member exercises the right of appeal, unless and until the co-operative confirms the board's decision;whichever is the later.

5.4 *Right of appeal of suspended member*

- a) A member who has been suspended by resolution of the board may appeal to the co-operative in general meeting within 7 days after notice of the decision is served on the member, by lodging a notice of appeal with the secretary.
- b) On receipt of the notice of appeal, the secretary must notify the board, which is to convene a general meeting of the co-operative to be held within 28 days after the date on which the secretary received the notice of appeal, to consider a special resolution to confirm the board's decision to suspend the member.

- c) At the general meeting of the co-operative convened under paragraph (b):
 - i) no business other than the question of appeal is to be transacted; and
 - ii) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii) the members present are to vote by secret ballot on the question of whether the board's decision should be confirmed.
- d) If the special resolution confirming the board's decision to suspend the member is passed, the member's suspension shall take effect from that time. If the special resolution confirming the board's decision to suspend the member is not passed, the board resolution is revoked.

5.5 *Rights of suspended member*

A member who has been suspended shall not be entitled to the rights of membership and use of the co-operative's facilities but remains liable for all their obligations as a member under these rules and the Act.

6 **Ceasing membership**

Membership of the co-operative ceases in the circumstances set out in section 70 of the Act.

7 **Charges or subscriptions which are to be payable by a member**

7.1 *Entrance fees*

- a) Every applicant for membership may be required to pay a once only entrance fee. The entrance fee may be fixed by the board but must not exceed the sum specified in [Schedule 2](#).
- b) A member whose membership ceases may apply to the board for a refund of all or part of the entrance fee. Such refund will be at the discretion of the board.

7.2 *Annual subscriptions*

- a) Members may be required to pay an annual subscription which shall:
 - i) be in addition to any other charges payable under the rules;
 - ii) be determined by the board from time to time with any increase in the annual subscription to be announced at the annual general meeting in accordance with [Rule 20.8](#);
 - iii) be payable, in advance, within the period set by the board; and
 - iv) not exceed the sum specified in [Schedule 2](#) in any financial year.
- b) Notwithstanding paragraph (a)(iii), the board may in the event of unusual circumstances, either generally or in a specific case, extend a period for the payment of the annual subscription, even though the previous period has expired.
- c) A member whose membership ceases may apply to the board for a refund of any pre-paid subscriptions. Such refund will be at the discretion of the board.
- d) Where the annual subscription forms part of the active membership requirement set out in [Part 3 of Schedule 1](#), a person who fails to pay the annual subscription shall be an inactive member and shall have their membership cancelled in accordance with [Rule 5.1](#).

7.3 Charges

The co-operative has a charge in respect of any debt due from a member or past member to the co-operative, as specified under section 80 of the Act.

7.4 Compulsory loans from members

- a) The co-operative may, in accordance with section 268 of the Act, require its members to lend money to the co-operative, with or without security, in accordance with a proposal approved by the members by special resolution.
- b) Any such proposal must be accompanied by a disclosure statement approved by the Registrar.

8 Fines payable by members

The board may impose on a member a maximum fine specified in [Schedule 2](#) for any infringement of the rules or by-laws. No fine exceeding \$20 is to be imposed unless the provisions of section 79 of the Act have been complied with.

9 Grievance procedures for settling disputes

- a) In this rule
 - i) "party" includes:
 - A) a member of the co-operative;
 - B) any aggrieved person who has ceased to be a member in the last six months;
 - C) any person claiming through or under a member or any aggrieved person referred to in subparagraph (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 in subparagraphs (a)(i)(A)-(C).
- b) If a dispute arises, a party shall not commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions 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;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.

10 Powers of the co-operative and the board

10.1 Legal capacity and limitation of powers

The co-operative shall have the legal capacity of a natural person and have all the powers allowed by or under the Act.

10.2 By-laws

The board shall have power to make by-laws, not inconsistent with the Act, the Regulation or the rules, relating to the conduct of members or to the operations of the co-operative. A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of fines.

11 Board of directors

11.1 Board

- a) There shall be a board of directors, each of whom shall be a natural person and at least 18 years old. In accordance with section 204 of the Act, the business of the co-operative shall be managed by the board of directors. The number and terms of office of directors and positions on the board are set out in [Part 1 of Schedule 4](#).
- b) Subject to [Rule 11.6](#), the directors shall hold office until the end of the annual general meeting at which their term expires.

11.2 Qualifications of directors

A person is eligible to be elected as director of the co-operative provided the person:

- a) is an active member of the co-operative (active member director); or
- b) is a representative of a body corporate, that is an active member of the co-operative (active member director); or
- c) is an employee of the co-operative (independent director); or
- d) holds the qualifications (if any) set out in [Part 2 of Schedule 4](#) (independent director).

11.3 Election of directors

- a) Board members will be elected in the manner specified in this rule. At an annual general meeting at which a director retires, the vacated office may be filled in the manner specified in this rule.
- b) At least six (6) weeks before an annual general meeting, the board must:
 - i) notify all members of the number of directors retiring at the annual general meeting; and
 - ii) advise the members of:
 - A) their eligibility to nominate as a director;
 - B) the duties and responsibilities of a director;
 - C) the anticipated remuneration (if any); and
 - D) the nomination and election procedures.
- c) A notice must also be displayed at the place of business of the co-operative, inviting nominations of nominees to serve as directors.

- d) A nomination must:
 - i) be signed by two (2) or more members;
 - ii) provide details of the qualifications and experience of the person nominated; and
 - iii) be accompanied by a notice in writing signed by the nominee consenting to their nomination.
- e) The nomination and the notice of consent must be lodged with the secretary of the co-operative at least 30 days before the annual general meeting.
- f) The secretary, or an officer nominated by the board, shall give details of each person who has been nominated to members with the notice of the annual general meeting. Details to be provided to members must include the nominee's:
 - i) name;
 - ii) qualifications and experience; and
 - iii) length of any previous service as a director of the co-operative or with any other co-operative.
- g) Where the number of nominees equals the number of vacancies, the nominees will be declared elected at the annual general meeting.
- h) If there are insufficient nominees to fill all vacancies, the nominees will be declared elected at the annual general meeting and nominations for people to fill the remaining vacancies shall be called from the floor and a ballot held if required.
- i) Where the number of nominees exceeds the number of vacancies, the election of directors shall be conducted at the meeting by ballot as follows:
 - i) a returning officer is elected at the meeting. The directors, secretary, or anyone who has an interest in the election, are not eligible to be the returning officer;
 - ii) all nominees are to be listed on the ballot form in alphabetical order;
 - iii) the returning officer is responsible for determining the validity of and counting of the votes;
 - iv) If there is an equality of votes, the outcome shall be determined by lot; and
 - v) The returning officer is to declare the election results.
- j) If any vacancies remain at the end of the meeting, such vacancies shall be casual vacancies and shall be filled in accordance with [Rule 11.6](#).

11.4 First meeting of the board

At the first meeting of the board following the annual general meeting, the directors shall:

- a) Elect persons from their number to fill any vacancies in the positions specified in [Part 1 of Schedule 4](#); and
- b) Appoint a person to act as the co-operative's secretary as specified in section 219 of the Act if necessary.

11.5 Vacation of office of director

A director vacates office in the circumstances provided in the section 218 of Act.

11.6 Filling of casual vacancies

A casual vacancy on the board may be filled as specified in section 212 of the Act or by appointment by the board in accordance with section 205(3) of the Act.

11.7 Retirement of directors

- a) At the first annual general meeting of the co-operative, and at the annual general meeting in each subsequent year, the directors shall retire as specified in [Part 3 of Schedule 4](#).
- b) The directors to retire in any year shall (subject to the provision as to filling casual vacancies) be those who have been longest in office since their last election. Retirement of persons who became directors on the same day, shall (unless they otherwise agree among themselves) be determined by lot. In such case, the order for retirement shall be the order in which the names are withdrawn.

11.8 Removal of director from office

The co-operative may, by ordinary resolution, remove any director before the expiration of the director's period of office. The resulting vacancy shall be filled as provided under [Rule 11.6](#).

11.9 Directors' remuneration

The directors shall receive such remuneration for their services as shall be determined at a general meeting and all necessary expenses incurred by them in the business of the co-operative shall be refunded to them.

11.10 Delegation and board committees

- a) The board may, by resolution in accordance with section 213 of the Act, delegate the exercise of any of the board's functions (other than this power of delegation).
- b) The board may by resolution appoint committees comprising directors, members or members and other persons, to act in an advisory role to the board and to any committees of directors in accordance with section 213 of the Act.
- c) A committee may elect a chairperson, may meet and adjourn as it thinks proper, and shall follow the procedures specified for board meetings in [Rule 12](#).

11.11 Deputy directors

- a) A director may, from time to time, apply, in writing, for any active member (other than an employee of the co-operative, the auditor or a partner or employer or employee of the auditor) to be appointed by the board as a deputy director to sit in the director's place on the board.
- b) A person appointed as a deputy director must have similar qualifications to the absent director.
- c) A deputy director shall be entitled to notice of meetings of the directors. In the absence of the nominating director, the deputy director is entitled to attend and vote at board meetings and to sign resolutions and to exercise such powers, authorities, and discretions as are vested in or would otherwise be exercisable by the nominating director. The attendance of the deputy director at any meeting of the board shall be deemed to be attendance by the nominating director.

- d) The remuneration of any such deputy director shall be payable out of the remuneration payable to the nominating director and shall consist of such portion of the last mentioned remuneration as shall be agreed between the deputy director and the nominating director.
- e) A deputy director shall vacate office if the nominating director ceases to be a director or on a majority of the other directors removing him or her from office. An appointment or removal under this rule must be in writing and notice thereof must be served on the deputy director and the appointment or removal shall take effect forthwith upon the service thereof. Service of any such notice may be effected in accordance with these rules.
- f) A deputy director whilst acting in the absence of the nominating director shall not be an agent of the nominating director and the nominating director shall not be liable for the actions of the deputy director.

12 Meetings of the board

12.1 Meetings

- a) Meetings of the board shall be held at least once every three (3) months in accordance with section 209 of the Act and as often as the board considers necessary.
- b) Questions arising at any meeting shall be decided by a majority of votes.
- c) The quorum for a meeting of the board shall be 50% of the number of directors provided active member directors present outnumber independent directors present by at least one (1).
- d) A director shall not vote in respect of any contract or proposed contract with the co-operative in which the director is in any way interested or in respect of any matter arising out of such a contract or proposed contract.

12.2 Chairperson of board

- a) The board shall elect one of their number to act as the chairperson of the board.
- b) The chairperson may be removed as chairperson by a resolution of the board. Such a person remains a director after their removal as chairperson.
- c) If:
 - i) the chairperson is not present within 10 minutes after the time appointed for holding the meeting; or
 - ii) the chairperson is unwilling to act as chairperson of the meeting;
 then 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.

12.3 Transaction of business outside board meetings

The board may transact any of its business in a manner specified in section 210 of the Act.

12.4 Minutes of meetings

- a) In accordance with section 203 of the Act, the board shall have minutes of

meetings recorded in books provided for the purpose within 28 days after the meeting, and in particular of:

- i) all appointments of officers and employees made by the directors;
 - ii) the names of the directors present at each meeting of the board and of any committee of the board; and
 - iii) all resolutions and proceedings at all meetings of the co-operative and of the board and of committees.
- b) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business at the next succeeding meeting of the co-operative, board, or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, the minutes shall be confirmed at the next succeeding meeting.
 - c) Directors present at any meeting shall sign their name in a book to be kept for that purpose.
 - d) The minutes of board meetings and subcommittee meetings are only to be made available for inspection by members where the board considers it appropriate.

13 Seal

- 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. The common seal shall be kept at the registered office in such custody as the board shall direct. The co-operative may have one or more official seals in accordance with section 49 of the Act.
- b) The common seal or official 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 authenticated by the signature of both persons.
- c) The person affixing the official seal shall certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.
- d) The co-operative may, in accordance with section 48 of the Act, by writing under its common seal, empower its agent or attorney (either generally or in respect of a specified matter or specified matters) to execute deeds on its behalf.

14 Co-operative funds

14.1 Income and property of the co-operative

- a) The income and property of the co-operative and any surplus however derived shall be applied solely towards the promotion of the objects of the co-operative. 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; or
 - ii) reasonable interest on money lent or reasonable or proper rent for property or premises demised or let by any member to the co-operative.

- c) An amount not exceeding ten percent of the surplus arising in any year from the business of the co-operative may be applied to any charitable purpose.

14.2 Accounts

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

14.3 Banking

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

15 Custody of securities belonging to the co-operative

15.1 Custody of the securities and records

A person or persons appointed by the board annually shall have the custody of the securities and records of the co-operative. For the purposes of this rule, "securities" includes, but is not limited to, debentures held by the co-operative.

15.2 Registered office

The co-operative shall have a registered office, the address of which is recorded in the public register maintained by the Registrar. The board shall ensure that the record is accurate by notifying the Registrar of any change of address within 28 days after the change, in the form approved by the Registrar.

15.3 Documents to be kept

- a) The co-operative shall keep at the registered office, or such other location as specified in section 250 of the Act, available during all reasonable hours for inspection by any person free of charge:
 - i) a copy of the Act and the Regulation;
 - ii) a copy 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 co-operative shall keep at the registered office, or such other location as

specified in section 250 of the Act, available during all reasonable hours for inspection by any member free of charge, all the registers specified in section 251 of the Act.

- c) A member is entitled to make a copy of entries in a register specified in subparagraph (b) on payment of the prescribed fee.

16 Transfer of debentures

- a) A debenture of the co-operative cannot be sold or transferred except with the consent of the board.
- b) The instrument of transfer of any debenture shall be executed by or on behalf of the transferor and the transferee. The transferor shall be deemed to remain the holder of the debenture until the name of the transferee is entered in the register of debentures held by the co-operative.
- c) Debentures shall be transferred in a form approved by the board.
- d) The board may decline to register any transfer of debentures. If the board refuses to register a transfer of debentures, it shall send notice of the refusal to the transferee within 2 weeks after the date on which the board declined to register the transfer.
- e) The board may decline to recognise any instrument of transfer unless:
 - i) the fee specified in [Schedule 2](#) is paid to the co-operative for the transfer; and
 - ii) the instrument of transfer is accompanied by such evidence as the board may reasonably require to show the right of the transferor to make the transfer.
- f) The board shall have a record of all transfers made in the appropriate register.

17 Financial year

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

18 Audit

- a) The accounts of the co-operative must be audited annually in accordance with the Corporations Act 2001 as applied by the Act and the Regulation.
- b) One or more auditors shall be appointed, hold office, be remunerated, and have duties, and responsibilities in accordance with the Corporations Act 2001 as applied by the Act and the Regulation and shall be qualified as a registered company auditor, unless exempt from this requirement under an order made pursuant to section 244, in which case the auditor shall hold the qualifications of:
 - i) a member of the Institute of Chartered Accountants of Australia; or
 - ii) a member of CPA Australia; or
 - iii) a person approved by the Registrar.
- c) An auditor must not be replaced except in accordance with the procedure set out in the Corporations Act 2001 as applied by the Act and the Regulation.

19 Provision for loss

The board shall account for any loss that may result from the transactions of the co-operative in accordance with Accounting Standards as applied by the Regulation.

20 General meetings

20.1 Convening special general meetings

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

20.2 Requisition of general meetings

The board shall convene and hold, as soon as practicable, a general meeting of the co-operative in accordance with section 202 of the Act, on the requisition in writing by at least 20% of active members entitled to vote, or if a lesser percentage is specified in [Part 1 of Schedule 3](#), that percentage.

20.3 Member resolutions

Any member who has a resolution to submit to a general meeting shall give written notice of the terms of the resolution to the co-operative not less than 28 days prior to the date of the meeting.

20.4 Notice of general meetings

- a) Subject to [Rule 20.5](#), 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.
- b) Notice shall 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, day and hour of the meeting and the general nature of any special business.
- c) The board shall have inserted in any notice convening a general meeting any proper business that a member has notified the intention to move and for which notification has been given in accordance with [Rule 20.3](#).
- d) Notice of every general meeting shall be given to:
 - i) members of the co-operative, by any method specified in [Rule 20.6](#); and
 - ii) the auditor or auditors of the co-operative.
- e) Except as provided in these rules, no other person shall be entitled to receive notice of general meetings.

20.5 Notice of special resolutions

Notice of a special resolution, in accordance with section 189 of the Act, shall be given to those persons entitled to receive notice at least 21 days (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) before the general meeting.

20.6 Notices

- a) A notice must be in writing and shall be given by the co-operative to any member:
 - i) personally;
 - ii) by post to a listed address or an alternate address supplied by the member;
 - iii) by some other form of technology, for example by facsimile or e-mail; where the member has given consent and notified the co-operative of the

- relevant contact details; or
- iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the co-operative.
- b) Where a notice is sent by post, service shall be deemed to be affected at the time at which the properly addressed and prepaid letter would be delivered in the ordinary course of post. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- c) A notice forwarded by some other form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- d) A notice may be given by the co-operative to joint members by giving the notice to the joint member named first in the register of members.
- e) For the purpose of this rule, "listed address" means the address of the member as appearing in the register of members.

20.7 Annual general meetings

- a) The first annual general meeting of the co-operative shall be held at any time within 18 months after the incorporation of the co-operative. Subsequent annual general meetings shall be held within five (5) months after the end of financial year, or within such other period as specified in section 198 of the Act.
- b) If an annual general meeting is not held in accordance with paragraph (a), the members may requisition such a meeting, in accordance with [Rule 20.2](#).

20.8 Business of annual general meetings

- a) The ordinary business of the annual general meeting shall be:
 - i) to confirm minutes of the preceding general meeting (whether annual or special);
 - 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, income statement, cash flow statement, and the state of affairs at the end of that year;
 - iii) to announce the annual subscription, if any, for the following year;
 - iv) to elect the directors;
 - v) to determine the remuneration, if any, of directors;
 - vi) to appoint (if necessary) an auditor; and
 - vii) 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 and the accounting policies adopted by the co-operative in relation to the financial statements.
- b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.

21 Procedure at meetings

21.1 Standing orders

- a) The following standing orders shall be observed at the co-operative's meetings, subject to any suspension of, or amendment to, 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 10 minutes. Subsequent speakers shall be allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may, however, by simple majority, extend in a particular instance the time permitted by this rule;
 - ii) whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of;
 - iii) if an amendment is carried, the motion as so amended shall displace the original motion and may itself be amended;
 - iv) if an amendment is defeated, 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; and
 - vi) any discussion on a motion or amendment may be closed by a resolution "that the question be now put" being moved, seconded and carried. Such resolution shall be put to the meeting without debate.
- b) Any motions and amendments shall be submitted in writing if requested by the chairperson.
- c) Any member, or any visitor invited to attend the meeting by the board, may speak on any issue at a meeting with the permission of the chairperson provided that the permission may be conditional.
- d) Standing orders may be suspended for any period by ordinary resolution.

21.2 Quorum at general meetings

- 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. The number of active members specified in [Part 2 of Schedule 3](#), present in person and entitled to vote, constitutes a quorum.
- b) 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.

21.3 Chairperson at general meetings

The chairperson of the board shall preside as chairperson at every general meeting of the co-operative. If at any meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the members present shall choose one of their number to be chairperson until such time as the chairperson attends or is willing to act in that capacity.

21.4 Adjournment of general meetings

- a) 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.
- b) Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given just as in the case of the original meeting. Apart from this requirement it, shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

21.5 Voting rights

- a) Members shall have the right to vote as specified in Division 1 of Part 8 of the Act.
- b) Except as provided in [Rule 21.6\(g\)](#), an active member of the co-operative who is entitled to vote shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.
- c) A member of the co-operative is not entitled to vote at a meeting of the co-operative:
 - i) if the person is not an active member of the co-operative or a delegate for a body corporate that is an active member; or
 - ii) the person is excluded from voting under the Act or these rules.
- d) A person is not entitled to exercise, under a power of attorney, a member's power to vote if the person has that power of attorney in respect of another member under another power of attorney.
- e) In the case of joint membership, the joint members shall have one (1) vote only between them and that vote may only be exercised (subject to the grant of any proxy in accordance with [Rule 21.8](#) or power of attorney) by the joint member whose name appears first in the register of members.

21.6 Attendance and voting at general meetings

- a) A member whose membership is required to be cancelled under [Rule 5.1](#) is not entitled to attend any meeting of the co-operative.
- b) At any general meeting, a resolution put to the vote of the meeting shall be decided by show of hands unless a poll is demanded in accordance with section 201 of the Act.
- c) If no poll is demanded before the declaration of the result, a declaration by the chairperson that a resolution has been carried, or lost, and an entry to that effect included 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, it shall be taken in a manner that the chairperson directs. Unless the meeting is adjourned, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e) A poll demanded on the election of a chairperson, or on a question of

adjournment, shall be taken immediately.

- f) A poll demanded may be withdrawn.
- g) 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, may have a casting vote.
- h) A simple majority shall determine all resolutions except special resolutions.

21.7 Special resolutions

- a) A special resolution is passed:
 - i) at a general meeting where two-thirds of the members who, being entitled to do so, vote in favour of the special resolution; or
 - ii) in a postal ballot where two-thirds of the members who, being entitled to do so, cast formal votes in favour of the special resolution; or
 - iii) in a special postal ballot where three quarters of the members who, being entitled to do so, cast formal votes in favour of the special resolution.
- b) A special resolution has effect from the date it is passed except in the following circumstances:
 - i) the removal of an auditor;
 - ii) the expulsion of a member;
 - iii) the alteration of a rule; or
 - iv) any matter for which a special resolution is required to be passed by special postal ballot pursuant to section 194A of the Act (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.

21.8 Proxy votes

- a) The instrument appointing a proxy shall be duly authorised in writing under the hand of the appointer, or of the appointer's attorney. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument. An instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll.
- b) An instrument appointing a proxy may be in the form given in [Appendix 1](#) to these rules or any other form which the board shall approve.
- c) Where an instrument of proxy is signed by all of the joint members, the vote of the proxy so appointed shall be accepted as the vote of the joint member whose name appears first in the register of members.
- d) No person shall act as a proxy unless the person is an active member.
- e) No person shall act as proxy for more than 10 persons unless the instrument appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution.

21.9 Instrument appointing proxy to be lodged at registered office

- a) An instrument appointing a proxy is not valid unless:
 - i) the instrument; and

- ii) if the instrument is signed by the appointer's attorney, the authority under which the form was signed, or a notarially certified copy of the authority; is deposited at the registered office of the co-operative.
- b) The documentation required to be given under this rule must be deposited at the registered office:
 - i) at least 48 hours before the meeting at which the proxy may be used; or
 - ii) in the case of a poll, at least 24 hours before the taking of the poll.

21.10 Revocation of instrument appointing proxy

A vote given in accordance with the terms of an instrument of proxy, or of a power of attorney, is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the co-operative at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

22 Postal ballot

The co-operative may hold a postal ballot to determine any issue or proposal by the members. Postal ballots, including special postal ballots as required by section 194A of the Act, must be conducted in the manner prescribed in Schedule 2 of the Regulation.

23 Rule alterations

- a) The rules may be altered by special resolution or by a resolution of the board in accordance with section 112 of the Act.
- b) A change to the active membership provision cannot be proposed at a meeting unless prior written approval has been obtained from the Registrar.
- c) Resolutions altering the rules shall be lodged with the Registrar in accordance with section 113 of the Act.
- d) No alteration to these rules takes effect until the Registrar registers the alteration.

24 Winding up

- a) The winding up of the co-operative shall be in accordance with Part 12 of the Act.
- b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any property, this shall not be paid or distributed amongst the members of the co-operative but shall be given or transferred to an organisation:
 - i) which has objects similar to those of the co-operative;
 - ii) whose constitution prohibits the distribution of its property among its members;
 - iii) which has been chosen by the members of the co-operative at or before the time of dissolution or in default thereof, as directed by 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.

Appendix 1 – Rule 21.8

PROXY FORM

I/we

.....

.....

of

.....

.....

appoint

of

.....

.....

or in that person's absence

of

.....

.....

or [in that person's absence] the chairperson of the meeting, or a person nominated by the chairperson, as my/our proxy to vote for me/us on my/our behalf at the [annual/special] general meeting of the co-operative to be held on and at any adjournment of that meeting.

I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

	FOR	AGAINST
[ordinary/special] resolution No. 1	[]	[]
[ordinary/special] resolution No. 2	[]	[]

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.

Dated

Signature

Corporate members should execute under seal or by attorney.

INDEX

A

Accounts	14
Act	1
Active membership requirements	3
Annual general meeting	17
Business	17
First annual general meeting	17
Audit	15
Auditor	1

B

Banking	14
Board (see also Directors)	9
Chairperson	12
Delegation & Committees	11
Filling of casual vacancies	11
First meeting	10
Meetings	12
Minutes of meetings	12
Transaction of business	12
Business day	1
By-Laws	9

C

Ceasing membership	7
Chairperson	
General meetings	18
of Board	12
Committees	11
Minutes of meetings	12
Compulsory loans	8
Contracts with members	4
Custody of securities	14

D

Death of a member	4
Debentures	
Transfer	15
Definitions	1
Directors (see also Board)	
Deputy directors	11
Election	9
Qualifications	9
Removal	11
Remuneration	2, 11
Retirement	11
Vacation of office	10
Disputes	8

E

Expulsion of members	5
----------------------------	---

F

Fees	
Annual subscriptions	7

Entrance fees	7
Periodic fees	4, 7
Financial year	15
Fines	8
Funds of the co-operative	13

G

General meetings	
Adjournment	19
Attendance and voting	19
Convening special general meetings	16
Member resolutions	16
Minutes of meetings	12
Mover of a motion	18
Notice	16
Procedure at meetings	18
Quorum	18
Requisition	16
Special business	2
Special general meetings	2
Standing orders	18
Grievance procedures	8

I

Interpretation provisions	2
---------------------------------	---

L

Legal capacity	9
Liability of members	4

M

Membership	1, 4
Admission to membership	3
Annual subscriptions	7
Appeal of suspended member	6
Application for membership	3
Cancellation	5
Ceasing membership	7
Charges	8
Death of a member	4, 21
Entrance fees	7
Expulsion	5
Fines	8
Incapacitation	21
Liability on death	4
Members of the co-operative	4
Procedure at meetings	18
Qualifications	3
Refusal of admittance to membership	3
Rights and liabilities	4
Rights of suspended members	7
Suspension of members	6
Month	1

N

Name	3
------------	---

Notices	16
General meetings	16
Special resolutions	16

O

Objects	3
Officer	10

P

Postal ballot	21
Powers of the co-operative	9
Prescribed	1
Primary activity	3
Provision for loss	15
Proxy votes	20
Form	22
Instrument	20
Revocation	21

R

Registered office	14
Registers	
Inspection of	14
Keeping of	14
Registrar	1
Resolutions	18
Majority required to pass resolution	20
Member resolutions	16
Special resolutions	16, 20
Returning officer	10

Rules	
Alterations	21
Copy of rules	4
Legal effect	4

S

Schedule	2
Seal	13
Secretary	2, 10
Appointment	10
Special resolutions	
Majority required to pass	20
Notice	16
Registration	20
Suspension	6
Appeal	6
Rights	7

V

Voting	
By show of hands	19
Joint members	19
Poll	19
Proxy votes	20
Restrictions on exercise of vote	19
Voting rights	19

W

Winding up	21
------------------	----