R U L E S O F

Adamstown Bowling Club Co-op Ltd.

.....

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

ON THE 17th MARCH 2005

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

REGISTRY OF CO-OPERATIVES & ASSOCIATIONS

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DEFINITIONS

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

(i) "active member" means a member who is in active membership within the provisions of Rule 16;

(ii) "alter" or similar word or expression used in relation to a rule amendment includes add to, substitute, and rescind;

(iii) "annual general meeting" means the annual general meeting held each year as required by the Act and these rules;

(iv) "auditor" means an auditor or auditors for the time being of the co-operative appointed in accordance with Rule 69;

(v) "by-laws" means the by-laws of the co-operative that are currently in force;

(vi) "banking account" includes an account with a credit union or building society registered, or authorised to operate, under the Australian Prudential Regulation Authority Act and the Banking Act into which the co-operative's monies may be paid;

(vii) "bowling member" means a person who is also a member of the relative bowling associations.

(viii) "business day" means a day that is not a Saturday or Sunday or a public holiday or bank holiday in New South Wales;

(ix) "chairperson" includes deputy chairperson;

(x) "director" means any director of the co-operative for the time being and any deputy director acting in the absence of a nominating director under Rule 59;

(xi) "financial year" means the financial year of the co-operative as specified in Rule 65;

(xii) "full member" means a person who is an active member of the co-operative, and is either an social, bowling or life member;

(xiii) "guest", in relation to a full member, a provisional member or an honorary member of a co-operative, means a person:

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

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

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

(xiv) “honorary member” means a person who, under the rules of the co-operative and the Clubs Act, is an honorary member of the club;

(xv) “life member” means a person who is elected to membership of the co-operative for life;

(xvi) “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;

(xvii) “member” means a person who is an active/full member of the co-operative;

(xviii) “month” means calendar month;

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

(xx) “officer” includes the President, Director, Principal Executive Officer, Secretary, Treasurer, duly appointed Manager or other person who is concerned or takes part in the management of the co-operative;

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

(xxii) “postal ballot” includes a special postal ballot;

(xxiii) “prescribed” means prescribed by the Act or under the Act by Regulation;

(xxiv) “provision” in relation to the Act, means words or other matter that form or forms part of the Act, and includes:

(A) a chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph or schedule of or to the Act; and

(B) a section, clause, subclause, item, column, table or form of or in a schedule to the Act; and

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

(xxv) “provisional member” means a person who has applied for admission as a full member of the co-operative, has paid the subscription appropriate for the membership applied for, and is awaiting a decision on the application;

(xxvi) “regulation” means a regulation made under the Act, and any regulation that applies to a co-operative by way of a transitional regulation made under the Act;

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

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

(xxix) “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;

(xxx) “special resolution” means a resolution which is passed in accordance with Rule 43;

(xxxi) “temporary member” means a person who, under the rules of the co-operative, is a temporary member of the club;

(xxxii) “the Act” means the Co-operatives Act 1992;

(xxxiii) “the Board” means the whole or any number of the directors assembled at a meeting of the directors or transacting business in accordance with Rule 50, being not less than a quorum or a majority, as the case may be;

(xxxiv) “the club” means the co-operative known as Adamstown Bowling Club Co-operative Limited and, where the words appear in the appropriate context means the Club acting lawfully under these Rules;

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

(xxxvi) “the co-operative” means the Club;

(xxxvii) “the Law” means the Corporations Act 2001;

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

(xxxix) “the secretary” means any person appointed by the Board as secretary of the co-operative in accordance with the rules;

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

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

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

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

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

DEFINITIONS - INTERPRETATION PROVISIONS

2. (a) A reference in these rules to “the Act” includes a reference to:

(i) the Act as originally enacted, and as amended from time to time since its original enactment; and

(ii) if the Act has been repealed since the inclusion of the reference in these rules - the legislation enacted in substitution of the Act (whether legislation of the State or Federal Parliament) and as amended from time to time since its enactment;

(b) A reference in these rules to a provision in “the Act” includes a reference to:

(i) the provision as originally enacted, and as amended from time to time since the original enactment;

(ii) if the provision has been omitted and re-enacted (with or without modification) since the enactment of the reference - the provision as re-enacted and as amended from time to time since its re-enactment; and

(iii) if the provision has been omitted and replaced with a new provision dealing with the same area of law or procedure - the new provision as enacted and as amended from time to time since its enactment.

(c) (i) In the interpretation of a rule, or paragraph of a rule, the interpretation that will best achieve the purpose of the rule is to be preferred to any other interpretation.

(ii) This provision applies whether or not the purpose is expressly stated in the rule or subparagraph of the rule.

(d) In these rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.

NAME

3. (a) The name of the co-operative shall be:

Adamstown Bowling Club Co-op Ltd.

(b) The co-operative may, in accordance with Section 259 of the Act, change its name by way of a special resolution to a name approved by the Registrar.

NON-TRADING CO-OPERATIVE

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

REGISTERED OFFICE

5. (a) The co-operative must cause a notice to be conspicuously and publicly displayed at the premises of the registered office which states the name of the co-operative and identifies the premises as its registered office.

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

REGISTERED CLUBS REQUIREMENTS

6. Subject to the provisions of the Registered Clubs Act:

(a) liquor shall not be sold, supplied or disposed of on the premises of the club to any person, other than a member, except on the invitation and in the company

of a member. This subparagraph does not apply if the club is the holder of a Certificate of Registration under the Registered Clubs Act in respect of the sale, supply or disposal of liquor to any person at a function in respect of which authority is granted to the club under the Registered Clubs Act;

(b) liquor shall not be sold, supplied or disposed of on the premises of the club to any person under the age of eighteen years;

(c) a person under the age of eighteen years shall not use or operate poker machines on the premises of the club;

RULES

7. (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; and

(iii) between a member and each other member.

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

(b) (i) A member shall be entitled, on demand, to a copy of the rules upon payment of the sum specified in Rule 77, Schedule of Fees.

(i) A person may inspect a copy of these rules free of charge at the office where the registers are kept, during all reasonable hours.

RULE ALTERATIONS

8. (a) The rules may be altered by a special resolution, by a resolution of the Board in accordance with Section 112 of the Act or as otherwise permitted by the Act. The Active Membership Provision must only be altered by Special Resolution. A change to the Active Membership Provision cannot be proposed at a meeting unless prior approval has been obtained from the Registrar.

(b) No alteration to these rules takes effect until the alteration is registered by the Registrar.

(c) Where any rule is altered, by way of a board resolution under Section 112 of the Act, the co-operative must cause the alteration to be notified, in writing, to members as soon as practicable after the alteration is registered and, in any event, not later than the date on which notice is given to the members of the next annual general meeting of the co-operative, following the registration of the alteration.

BY-LAWS

9. (a) The Board shall have power to make by-laws, not inconsistent with the Act, the Regulations and the rules, relating to the conduct of members on the premises of the co-operative or to the operations of the co-operative.

(b) A breach of a by-law shall be deemed to be an infringement of the rules for the purposes of Rule 76.

OBJECTS

10. The objects of the co-operative shall be:

(i) To hold a Certificate of Registration under the Registered Clubs Act, 1976 or any other such Act or Law from the time being operative and for such purpose to appoint if necessary or desirable a manager or other officer(s).

(ii) To buy sell and deal in kinds of apparatus and provisions either liquid or solid, required by persons frequenting the Club's property and premises but not to compete with wholesale or similar stores which sell goods not normally sold by bowling clubs.

(iii) To promote the game of bowls and other such sports, games, amusements and recreations as the Board may deem expedient and to operate, maintain and carry on a club for that purpose.

(iv) To affiliate with such Associations as shall be considered necessary.

(v) To purchase, lease or otherwise acquire land at any place that the Club may deem expedient and to lay out and prepare such grounds for bowls and for other purposes of the Club and provide a clubhouse and other conveniences in connection therewith and permit their use by Members and their guests on such terms as the Board shall determine.

(vi) To hold or arrange bowls and other matches, games and competitions and offer and grant or contribute towards the provisions of trophies, awards and distinctions.

(vii) To subscribe to, become a member of and co-operate with any other association/s, whether incorporated or not, whose objects are altogether or in part similar to those of this Club.

POWERS

11. (a) The co-operative shall have, both within and outside the State, the legal capacity of a natural person and have all the powers allowed by or under the Act.

(b) The powers of the co-operative to:

(i) obtain financial accommodation; and

(ii) give security for the repayment of money,

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

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

SEAL

12. (a) The co-operative shall, as required by Section 258(1)(a) of the Act, have the name of the co-operative appear in legible characters on its Common Seal and on any Official Seal, and the Australian Registered Body Number of the co-operative if required under the Law. The Common Seal shall be kept at the registered office in such custody as the Board shall direct.

(b) The co-operative may, pursuant to Section 49 of the Act, have for use in place of its Common Seal outside the State, one or more Official Seals. Each of the additional seals must be a facsimile of the Common Seal with the addition on its face of the name of the place where it is to be used.

(c) The Common Seal of the co-operative shall not be affixed to any instrument except by resolution of the board. The seal must be affixed by a director of the co-operative in the presence of another director or officer of the co-operative and be authenticated by the signature of both persons

(d) The person affixing the Official Seal must certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.

CO-OPERATIVE MAY AUTHORISE AGENT OR ATTORNEY TO EXECUTE DEEDS

13. (a) The co-operative may, by writing under its Common Seal, empower its agent or attorney (either generally or in respect of a specified matter or specified matters) to execute deeds on its behalf.

(b) A deed signed by such an agent or attorney on behalf of the co-operative and under the agent's or attorney's seal, or under the appropriate official seal of the co-operative, binds the co-operative and has effect as if it were under the Common Seal of the co-operative.

(c) The authority of such an agent or attorney, as between the co-operative and a person dealing with the agent or attorney, continues during the period (if any) mentioned in the instrument conferring the authority or, if no period is so mentioned, until notice of the revocation or termination of the agent's or attorney's authority has been given to the person dealing with the agent or attorney.

(d) Where an agent or attorney affixes an Official Seal to an instrument, the person must comply with Rule 12(d).

CUSTODY AND INSPECTION OF RECORDS AND REGISTERS

14. (a) The co-operative must have at the registered office, subject to Rule 15, and available during all reasonable hours for inspection by *any member* free of charge the following:

(i) a copy of the Act, the Clubs Act and the Regulations;

(ii) a copy of the rules of the co-operative;

(iii) a copy of the minutes of each general meeting of the co-operative;

(iv) a copy of the last annual report of the co-operative under Section 252 of the Act;

(v) the register of directors and members;

(vi) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the co-operative;

(vii) such other registers as the regulation provides are to be open for inspection.

(b) The register of members must be kept in accordance with Sections 30 and 31 of the Clubs Act, Section 249 of the Act and the Regulation.

(c) A member is entitled to make a copy of entries in a register specified in subparagraph (a) and to do so on payment of the fee required under Rule 77, Schedule of Fees.

(d) The co-operative must have at the place where the registers are kept and available during all reasonable hours for inspection by *any person*:

(i) a copy of the Act, the Clubs Act and the Regulations;

(ii) a copy of the rules of the co-operative;

(iii) a copy of the last annual report of the co-operative under Section 252 of the Act.

NOTIFICATION OF OFFICE ADDRESS AT WHICH REGISTERS ARE KEPT

15. If any of the registers required by Section 249(1) of the Act and Section 32(2) of the Clubs Act to be kept by a co-operative are not kept at the registered office, the co-operative must lodge with the Registrar a notice of the address at which the register is kept within 28 days after the register is:

(a) established at an office which is not the co-operative's registered office; or

(b) moved from one office to another.

ACTIVE MEMBERSHIP PROVISION

16. In accordance with Part 6 of the Act:

(a) The operation, maintenance and carrying on of a Club for the promotion of lawn bowls and any other sporting activities that the club becomes involved with from time to time is a primary activity of the co-operative; and

(b) a member shall:

(i) be an ordinary member who pays an annual subscription in accordance with Rule 22; or

(ii) be a bowling member who is an ordinary member and pays an annual subscription to a bowling club association: or

(iii) be a life member who may not be liable to pay an annual subscription

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

CANCELLATIONS RELATING TO INACTIVE MEMBERS

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

(i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least 1 month before the date of cancellation; or

(ii) the member is not presently an active member and has not been an active member at any time during the past 1 month immediately before the date of cancellation.

(b) The co-operative shall, in a form approved by the Registrar, keep a register of memberships cancelled pursuant to subparagraph (a), which shall specify the particulars prescribed in Clause 6 of Schedule 1 of the Co-operatives Regulation 1997.

(c) The Board shall not be required to give notice, under this rule, if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed $50, or such other amount as may be prescribed.

QUALIFICATIONS FOR MEMBERSHIP

18. (I) A person is not qualified to be admitted to membership of the co-operative unless:

(i) the Board has reasonable grounds for believing that the person will be an active member under Rule 16; and

(ii) the applicant is an individual and not a body corporate.

(II) Membership shall consist of the following classes:

(a) Ordinary members:

Ordinary members are sub-divided into three classes, namely:-

Social Members

Social members of the Club shall be those persons who have attained the age of 18 years and are elected in accordance with these rules who shall pay the annual subscription in advance.

Bowling Members

Bowling members shall be those persons who have been elected as members in accordance with the rules and have

paid the required annual subscription required by the relative bowling association.

Junior members.

Persons over the age of fourteen (14) years and under the age of eighteen years (18) may be admitted as junior members of the Club for the purpose of enabling such person to become participants in playing the game of lawn bowls or other such game as the Club may from time to time conduct and shall pay the junior annual subscription in advance.

(b) Life members.

Life membership may be conferred upon a full member who has rendered meritorious service to the Club. Such member shall be nominated and seconded by active ordinary members. Such nomination must be firstly approved and recommended by the Board of Directors before being referred to the next Annual General Meeting of members for their approval. All voting in respect of a life membership shall be by a secret ballot of active ordinary members attending the said Annual General Meeting at which the nomination for a life membership is to be considered. If the resolution is passed as a special resolution, the nominee shall then become a life member of the Club who shall not thereafter be liable for payment of annual subscriptions to the Club, but not the subscription for the relative bowling association required for a Bowling Member.

At no time shall the number of life members exceed ten (10) living persons.

(c) Honorary members;

Honorary membership is restricted to the Patrons of the Club (if any), prominent citizens or local dignitaries and other persons admitted as honorary members under provisions of Section 30 of the Registered Club Act.

(d) Temporary members;

(A) A person who is a member of another Club and is attending the Club to participate in an organised sport or competition for the day.

(B) A person whose ordinary place of residence in New South Wales is not less than such minimum distance from the Club's premises as may be determined by the Board.

(C) Temporary members shall sign the temporary member register each day they attend the Club.

(D) Temporary members may be admitted only pursuant to the provisions of Section 30. of the Registered Clubs Act.

(e) Provisional members;

A person who, having applied for membership of the Club and who, when making such application, pays the current annual subscription for the class of membership applied for, shall thereupon be admitted as a provisional member pending consideration of his membership application by the Board. In the event that the application for membership is refused all monies so paid shall be refunded to the provisional member and the provisional membership shall cease. Provisional members shall be admitted only as provided in Section 30. of the Registered Clubs Act.

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

(i) Social members;

Members are entitled to enjoy the amenities of the club's facilities, introduce guests to the Club, vote, propose or second a person for admission as member or a member for admission to the Board, or participate in the management of the co-operative and hold office.

(ii) Bowling members

Members have the rights of a full member and entitled to participate in all bowling events and have paid the required fees to any body having control of playing lawn bowls in Newcastle.

(iii) Junior members

Members are entitled to enjoy the amenities of the club's facilities as permitted by the Licensing Act, shall be entitled to attend meetings of the Club, but have no rights of any other class of membership

(iv) Life members

Members have the rights of a full member.

(v) Honorary members

Members are entitled to enjoy the amenities of the Club but have no rights of any other class of membership.

(vi) Temporary members

Members are entitled to enjoy the amenities of the Club but have no rights of any other class of membership.

(vii) Provisional members.

Members are permitted to introduce guests to the Club and to use the facilities of the Club but have no rights of any other class of membership.

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

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

APPLICATION FOR MEMBERSHIP

20. (a) The Board must provide each person intending to become a member of the co-operative with:

(i) a consolidated copy of the rules of the co-operative; and

(ii) a copy of all special resolutions applicable to the member passed by the members of the co-operative, except special resolutions providing for an alteration of the rules of the co-operative; and

(iii) a copy of the last annual report of the co-operative under Section 252 of the Act.

(b) The Board may comply with subparagraph (a) by:

(i) giving the person intending to become a member notice that the documents referred to in that subparagraph may be inspected by that person at the registered office of the co-operative; and

(ii) making those documents available for inspection.

(c) A person shall not be admitted as a full member of the co-operative unless elected to membership at a meeting of the full members of the co-operative, the board, or the election committee appointed in accordance with Rule 54. The names of the members present and voting at the meeting are to be recorded by the secretary.

(d) Every candidate for membership of the co-operative shall be proposed and seconded by members of the co-operative in accordance with Rule 18.

(e) Applications for membership shall be lodged at the registered office.

(f) The names and addresses of persons proposed for election as ordinary members shall be displayed in a conspicuous place on the premises of the co-operative for at least 1 week before their election.

(g) An interval of at least 2 weeks shall elapse between the proposal of a person for election as an ordinary member of the co-operative and his or her election.

(h) If elected, the applicant's name and any other information required by or under the Act shall be entered in the register of members. The applicant shall be notified in writing of the entry in the register and shall then be entitled to the privileges attaching to membership.

(i) The board, committee or meeting of full members, may, at their discretion, refuse any application for membership and need not give any reasons to the

unsuccessful applicant. Upon refusal the applicant's deposit shall be refunded without interest.

(j) In considering an application for membership pursuant to this rule, the Board must ensure that a person who is not qualified for membership of the co-operative under Rule 18 is not admitted as a member.

(k) There shall be no joint members.

ENTRANCE FEES

21. Deleted

ANNUAL SUBSCRIPTION

22. (a) A member shall, in accordance with the Act, be liable to the co-operative for any charges payable by the member to the co-operative, as prescribed by these rules.

(b) Members may be required to pay an annual subscription which shall:-

(i) be in addition to any other charges payable under the rules;

(ii) be determined by the Board;

(iii) be payable by monthly, quarterly or half yearly instalments, in advance, or for more than one (1) year in advance as determined by the Board;

(iv) is due and payable on a date or dates, determined by the Board.

(c) Notwithstanding subparagraph (b)(iii) the Board may, either generally or in a specific case, extend a period for the payment of the Annual Subscription, even though the previous period has expired. The extended period for payment shall not exceed 12 months.

(d) If the subscription of any member shall not be paid within a period of one month from the date on which it shall fall due upon, the member shall be automatically suspended from all privileges of the co-operative and a person's membership shall be cancelled in accordance with Rule 17.

MEMBERS OF THE CO-OPERATIVE

23. The members of the co-operative are:

(a) those persons who signed the application for registration of the co-operative; and

(b) those persons admitted to membership in accordance with Rules 18 and 20; and

(c) those persons who become members by a transfer of engagements to the co-operative.

EMPLOYEE MEMBERS

24. An employee may be a member of the co-operative in accordance with the Clubs Act, however the following restrictions apply:

    (a) the employee member is not entitled to vote at any meeting of the co-operative, meeting of the Board or at any election of the Board; and

    (b) the employee member shall not hold office as a member of the Board of the co-operative.

LIABILITY OF MEMBERS TO THE CO-OPERATIVE

25. (a) A member shall not, as a member of the co-operative, be under any personal liability to a creditor of the co-operative.

    (b) A member shall, in accordance with Section 76 of the Act, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.

    (c) On the death of a member, the member's estate is subject to the same liability as the member would have had prior to death.

VOTING RIGHTS

26. (a) Subject to Rule 18, an active member of the co-operative shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.

    (b) (i) A person must not directly or indirectly control the right to vote of a member.

    (ii) If a person controls the exercise of the right to vote of a member at a meeting of the co-operative:

    (A) the vote of that member; and

    (B) the vote of that person, if that person is a member,

    are invalid.

    (iii) Nothing in subparagraph (b) prevents the exercise of a vote by means of a power of attorney.

    (c) A member's right to vote is a personal right.

RESTRICTION ON VOTING ENTITLEMENT UNDER POWER OF ATTORNEY

27. A person is not entitled to exercise a member’s right to vote under a power of attorney, if that person has a power of attorney to vote in respect of another member.

DISCIPLINARY PROCEEDINGS

28. Subject to Rule 29, the Board shall have power to reprimand, fine, suspend, expel or accept the resignation of any member, if that member:

(a) in the reasonable opinion of the Board, has wilfully refused or neglected to comply with any of the provisions of this Constitution or any By-Law; or

(b) is, in the reasonable opinion of the Board;

(i) guilty of any conduct prejudicial to the interests of the Club; or

(ii) guilty of conduct which is unbecoming of a member;

(iii) guilty of any conduct which renders a member unfit for membership of the Club.

29. The following procedure shall apply to disciplinary proceedings of the Club:

(a) A member shall be notified of:

(i) any charge against the member pursuant to Rule 28(a); and

(ii) the date, time and place of the meeting of the Board at which the charge is to be heard.

(b) The member charged shall be notified of the matters in Rule 29(a) by notice in writing at least seven (7) days before the meeting of the Board at which the charge is to be heard.

(c) The member charged shall be entitled to:

(i) attend the meeting for the purpose of answering the charge; and

(ii) submit to the meeting written representations for the purpose of answering the charge.

(d) If the member fails to attend such meeting:

(i) the charge may be heard and dealt with and the Board may decide on the evidence before it; and

(ii) the Board may impose any penalties,

the member's absence notwithstanding, but having regard to any representations which may have been made to it in writing by the member charged.

(e) After the Board has considered the evidence put before it, the Board must come to a decision as to whether the member is guilty or not of the charge.

(f) When the Board has made a decision as to whether the member is guilty or not, if the member charged is at the meeting, the Board must inform the member of the Board’s decision.

(g) If the member charged has been found guilty and is at the meeting, the member must be given a further opportunity at the meeting to address the Board in relation to an appropriate penalty for the charge of which the member has been found guilty.

(h) No motion by the Board to reprimand, fine, suspend or expel a member shall be deemed to be passed unless a two thirds majority of the directors present in person vote in favour of such motion.

(i) The Board shall have the power to adjourn, for such period as it considers fit, a meeting pursuant to this Rule 29.

(j) Any decision of the Board on such hearing shall be final and the Board shall not be required to give any reason for its decision.

CEASING MEMBERSHIP

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

(a) if the member's membership is cancelled under Rule 17;

(b) if the member is expelled in accordance with Rule 28 and 29;

(c) but not in the case of becoming bankrupt or subject to control under the law relating to bankruptcy;

(d) on death of the member;

(e) if the contract of membership is rescinded on the ground of misrepresentation or mistake.

ANNUAL GENERAL MEETINGS

31. (a) A general meeting of the co-operative to be known as the “annual general meeting” shall, as provided in Section 198 of the Act, be held each year on a date and a time determined by the Board as long as it is within five (5) months after the close of the financial year of the co-operative, or within such further time as may be allowed by the Registrar.

(b) All general meetings of the co-operative other than the annual general meeting shall be special general meetings.

(c) If an annual general meeting is not held in accordance with subparagraph (a), the members may, in accordance with Section 202 of the Act and Rule 33, requisition such a meeting.

(d) The annual report must be sent to the members as required by with Rule 66(d) at least 14 days before the date of the annual general meeting.

CONVENING SPECIAL GENERAL MEETINGS

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

REQUISITION OF GENERAL MEETINGS

33. (a) The Board must convene a general meeting of the co-operative on the requisition in writing by active members who together are able to cast at least 15% of the total number of votes to be cast at a meeting of the co-operative.

(b) The requisition must:

(i) state the objects of the meeting; and

(ii) be signed by the requisitioning members and may consist of several documents in like form each signed by one or more of the requisitioning members; and

(iii) be served on the co-operative by being lodged at the registered office of the co-operative.

REQUISITIONED MEETING MUST BE CONVENED AS SOON AS PRACTICAL

34. (a) A meeting requisitioned by members in accordance with Rule 33 must be convened and held as soon as practicable and, in any case, must be held within 2 months after the requisition is served.

(b) Where the Board does not convene a meeting twenty one (21) days after the requisition is served, the following provisions apply :

(i) the requisitioning members (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board;

(ii) for that purpose they may request the co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of the co-operative;

(iii) the Board must send the requested statement to the requisitioning members within 7 days after the request for the statement is made.

(iv) the meeting convened by the requisitioning members must be held not later than 3 months after the requisition is served;

(v) any reasonable expenses incurred by the requisitioning members because of the Board's failure to convene the meeting must be paid by the co-operative;

(vi) any such amount required to be paid by the co-operative is to be retained by the co-operative out of any money due from the co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

NOTICE OF GENERAL MEETINGS

35. (a) Subject to Rules 31 and 36, at least 14 days notice (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any general meeting in the manner stipulated in Rule 74.

(b) Notice must be given to those persons who are, under these rules entitled to receive such notices from the co-operative, but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting.

The notice must specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business.

(c) Any member who has a resolution to submit to a general meeting must give written notice of the terms of the resolution to the co-operative not less than 14 days prior to the date of the meeting.

(d) The Board shall have inserted in any notice convening a general meeting any business which a member has notified of intention to move and for which notification has been given in accordance with this rule.

(e) Notice of every general meeting shall be given in the same manner as authorised in Rule 74 to:

(i) every member of the co-operative, except those members who have not supplied to the co-operative an address or facsimile number for the giving of notices to them; and

(ii) the auditor or auditors of the co-operative.

(f) Except as provided in this rule, no other persons shall be entitled to receive notices of general meetings.

NOTICE OF SPECIAL RESOLUTIONS

36. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 35, at least 21 days before the general meeting. The notice shall specify:

(a) the intention to propose the resolution as a special resolution at that meeting;

(b) the reason for the making of the special resolution; and

(c) the effect of the special resolution if passed.

BUSINESS OF GENERAL MEETINGS

37. (a) The ordinary business of the annual general meeting shall be :

(i) to confirm minutes of the last preceding general meeting (whether annual or special); and

(ii) for the Board, auditors, or any officers of the co-operative to present reports upon the transactions of the co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of source and application of funds, and the state of affairs at the end of that year; and

(iii) to declare the results of the election of directors to the vacancies on the Board caused by the operation of the Triennial Rule referred to in Rule 46(i).

(iv) to elect (if necessary) an auditor, or to determine the auditor's remuneration, or both.

(v) 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.

(vi) To determine the annual subscription fees.

(b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.

(c) All business of a general meeting, other than business of the annual general meeting that is by this rule termed ordinary business, should be deemed special business.

QUORUM AT GENERAL MEETINGS

38. (a) No item of business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.

(b) Except where these rules state otherwise, thirty (30) active members, present in person and entitled to vote, constitute a quorum.

(c) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall constitute a quorum.

CHAIRPERSON AT GENERAL MEETINGS

39. (a) The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the co-operative.

(b) If there is no such chairperson, or if at any meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the members present shall choose someone from their number to be chairperson until such time as the chairperson attends or is willing to act.

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

STANDING ORDERS AT GENERAL MEETINGS

40. (a) The following standing orders shall be observed at the co-operative's meetings, subject to any suspension of, or amendment of, or addition to, these orders adopted for the purposes of that meeting by the members present at a meeting:

(i) the mover of a motion shall not speak for more than 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, then a further amendment may be moved to the original motion. However, only one amendment shall be submitted to the meeting for discussion at one time;

(v) the mover of every original motion, but not of an amendment, shall have the right to reply. Immediately after this the question shall be put from the chair. No other member shall speak more than once on the same question, unless permission is given for an explanation, or where the attention of the chairperson is called to a point of order;

(vi) any discussion on a motion or amendment may be closed by a resolution “that the question be now put” being moved seconded, and carried. Such resolution shall be put to the meeting without debate.

(b) Motions and amendments shall be submitted in writing, if requested by the chairperson.

(c) Any member, or visitor invited to attend the meeting by the Board, may speak on any issue at a meeting with the permission of the chairman provided that the permission may be conditional.

(d) Standing orders may be suspended for any period by ordinary resolution.

ATTENDANCE AND VOTING AT GENERAL MEETINGS

41. (a) At any meeting of the co-operative a member, whose membership is required to be forfeited under Rule 17, is not entitled to attend.

(b) A member of the co-operative is not entitled to vote at a meeting of the co-operative:

(i) if the person is not an active member of the co-operative;

(ii) the person is excluded from voting under the Act or these rules.

(c) At any general meeting a resolution put to the vote of the meeting shall (as provided in Section 201 of the Act) be decided on a show of hands. This is unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 5 members. If no poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the co-operative shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.

(d) If a poll is demanded, in accordance with subparagraph (c), it shall be taken in a manner which the chairperson directs. Unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

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

(e) On a show of hands, or on a poll, every member who is present at a meeting in person or represented by power of attorney, shall have one vote. However, no member shall have a vote, or be entitled to vote, contrary to the Act.

(f) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, may have a casting vote.

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

POSTAL BALLOT

42. The co-operative may hold a postal ballot to determine any issue or proposal by the members in the manner prescribed in Schedule 2 of the Co-operatives Regulation 1997.

SPECIAL RESOLUTION

43. (a) A special resolution means a resolution of which notice has been given of the intention to propose the resolution as a special resolution and which is passed either by two-thirds of the members who vote at a general meeting in person or in a postal ballot; or by three quarters of the members who cast votes in a special postal ballot of members.

(b) A special postal ballot for the purposes of passing a special resolution must be conducted in relation to the following matters:

(i) a conversion of a trading co-operative to a non-trading co-operative and vice versa;

(ii) transfer of incorporation;

(iii) an acquisition or disposal of assets referred to in Section 285 of the Act;

(iv) takeover;

(v) merger;

(vi) transfer of engagements;

(vii) members' voluntary winding up.

(c) A special resolution has effect from the date it is passed except in the following circumstances:

(i) the removal of an auditor;

(ii) the expulsion of a member;

(iii) the alteration of a rule;

(iv) any matter for which a special resolution is required to be passed by special postal ballot (other than a special postal ballot in favour of a voluntary winding up).

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

BOARD OF DIRECTORS

44. (a) There shall be a board of seven (7) directors each of whom shall be a natural person and at least 18 years old.

(b) The business of the co-operative is to be managed by the board of directors, and for that purpose the Board may exercise all the powers of the co-operative that are not, by the Act or these rules, required to be exercised by the co-operative in general meeting.

(c) The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.

(d) The Board shall consist of a President and six (6) ordinary directors.

QUALIFICATIONS OF DIRECTORS

45. (a) A person shall not be elected as director of the co-operative unless the person is an active member of the co-operative and is eligible under Rule 18.

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

(c) No person holding office in another sporting club shall be eligible for election as a Director.

(d) Subject to any other restrictions contained in these Rules, a member who has been suspended from membership of the Club shall be eligible to nominate for or be elected or appointed to the Board after the expiration of their suspension from membership.

(e) A member cannot hold office on the Board if they have been suspended from membership of the Club at any time on or after 30 June 2024 for engaging in any form of misconduct towards employees of the Club.

(f) An eligible member shall be entitled to nominate for election to the Board as a director only and the President shall be elected in accordance with Rule 46(xvi) of these Rules.

RETIREMENT AND ELECTION OF DIRECTORS

46.

(i) The Board shall be elected triennially in accordance with Rule 46 and Schedule 4 of the Registered Clubs Act (which is set out below) and the first meeting under the triennial rule will be the Annual General Meeting held in 2022.

SCHEDULE 4

Definitions

1. In this Schedule -

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

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

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

2. Repealed.

First general meeting under triennial rule

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

(2) The groups -

(a) shall be determined by drawing lots; and

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

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

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

(a) in group 1 shall hold office for 1 year; and

(b) in group 2 shall hold office for 2 years; and

(c) in group 3 shall hold office for 3 years.

Subsequent general meetings

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

Casual vacancies

5. (1) A person who fills a casual vacancy in the office of a member of the governing body elected in accordance with this Schedule shall, unless otherwise disqualified, hold office until the next succeeding general meeting.

(2) The vacancy caused at a general meeting by a person ceasing to hold office under subclause (1) shall be filled by election at the general meeting and the person elected shall, unless otherwise disqualified, hold office for the residue of the term of office of the person who caused the casual vacancy initially filled by the person who ceased to hold office at the general meeting.

Re-election

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

Revocation of triennial rule

7. If the triennial rule is revoked -

(a) at a general meeting - all the members of the governing body cease to hold office; or

(b) at a meeting other than a general meeting - all the members of the governing body cease to hold office at the next succeeding general meeting,

and an election shall be held at the meeting to elect the members of the governing body."

(ii) References to the election of the Board in this Rule 46(ii) to (xv) refer to positions on the Board to be elected in any one (1) year in accordance with the Triennial Rule set out in Rule 46(i). Those directors retiring each year by virtue of the operation of the Triennial Rule shall be eligible for re-election, subject to the person holding the qualifications specified in Rule 45.

(iii) The Secretary shall cause a notice to be displayed on the notice board of the Club at least twenty one (21) days prior to the proposed date for the next Annual General Meeting in accordance with these Rules.

(iv) Such nominations shall be made in writing and shall be signed by two (2) active members of the Club and by the nominee who shall signify his consent to the nomination, which shall be lodged with the Secretary not less than fourteen (14) days before the Annual General Meeting of the members. All nominations received by the Secretary shall be displayed on the notice board as soon as received together with a recent photograph of the nominee.

(v) Where a ballot becomes necessary following the closure of nominations, the Secretary shall prepare ballot papers in respect of the position(s) to be filled by ballot. The nominee's position on the ballot paper shall be determined by a draw from the hat.

(vi) The Secretary shall be the returning officer at every ballot. Voting shall be by personal registration of votes on the Club premises and shall be conducted by the nominated returning officer or other person authorised by the Board of Directors, assisted by scrutineers appointed by the Board of Directors.

(vii) Voting shall commence, and the ballot shall be conducted in such manner and on such days and during such times as shall be determined by the Board from time to time and shall close at noon on the day prior to the Annual General Meeting and only active members shall be entitled to vote.

(viii) The election of the Board shall be conducted on a "first past the post basis.

(ix) Votes, which at the discretion of the Secretary, shall be considered bona fide absentee votes, shall be accepted by post prior to the close of the ballot as aforesaid.

(x) Members shall record their vote in such manner as may be prescribed by the Board from time to time. Failure to comply with these requirements shall render the vote invalid.

(xi) At the closing of the ballot, the Secretary or other authorised person, assisted by two (2) scrutineers, shall proceed with the examination and counting of the voting papers and at the completion of the same shall declare the result of the poll to the chairperson at the Annual General Meeting who shall then declare the result of the poll to the Annual General Meeting and advise members that the President will be elected by the elected directors after the Annual General Meeting in accordance with Rule 46(xvi) below.

(xii) If at any ballot the number of votes cast for two or more candidates is equal, the chairperson shall request the said candidates to draw lots and if any or all decline, shall himself draw lots for them and shall in accordance with the results of such drawing, declare which of such said candidates is successful.

(xiii) If there are insufficient nominations to fill vacancies, further nominations will be called from the floor at the Annual General Meeting.

(xiv) If, at the end of the meeting, any vacancies remain, such vacancies shall be casual vacancies and shall be filled in accordance with Rule 58.

(xv) Following the Annual General Meeting and after the President has been elected in accordance with Rule 46(xvi) below the Secretary shall

post a notice on the notice board with the names of the successful candidates.

(xvi) As soon as reasonably practicable after an Annual General Meeting, the elected directors shall elect the President from amongst their number. The director elected to the position of President shall, subject to these Rules, hold that office until the conclusion of the next Annual General Meeting. If the director who is elected to the position of President resigns from the position of President only, that director shall revert to being a director only and the elected directors shall elect a replacement President from amongst their number.

DIRECTORS' REMUNERATION

47. (a) The directors shall not receive remuneration for their services as directors, but all necessary expenses incurred by them in the business of the co-operative shall be refunded to them.

(b) For the purposes of this rule "remuneration" means any money, consideration or benefit but does not include amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the co-operative or any subsidiary of the co-operative.

REQUISITION AND NOTICE OF BOARD MEETING

48. (a) A meeting of the board of directors may be called by a director giving notice individually to every other director.

(b) Except in special circumstances determined by the chairperson, at least 48 hours notice shall be given to the directors of all meetings of the Board.

(c) Meetings of the Board (including those conducted in accordance with Rule 50) must be held at least once every two (2) months and may be held as often as may be necessary for properly conducting the business and operations of the co-operative.

PROCEEDINGS OF THE BOARD

49. (a) Questions arising at any meeting shall be decided by a majority of votes.

(b) In the case of an equality of votes, the chairperson may have a casting vote.

(c) If a director of the co-operative becomes in any way, whether directly or indirectly, interested in any contract or proposed contract with the co-operative, the director must declare the nature and extent of that interest to the Board.

(d) The declaration must be made at the meeting of the Board at which the question of entering into the contract is first considered, or, if the director was not at that time interested, at the next meeting of the Board after the director becomes interested in the proposed contract.

(e) Within 48 hours of a declaration being made and for a continuous period of 14 days, the particulars of the declaration specifying the name of the board

member who made the declaration and the nature of the interest declared is to be exhibited in a conspicuous position on the premises of the club.

(f) A director shall not vote in respect of any contract or proposed contract in which the director is interested. If the director votes in contravention of this rule, the director's vote shall not be counted.

TRANSACTION OF BUSINESS OUTSIDE BOARD MEETINGS

50. (a) The Board may in accordance with Section 210 of the Act transact any of its business:

(i) by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;

(ii) at a meeting at which board members (or some board members) participate by telephone, closed-circuit television or other means, but only if any board member who communicates on a matter before the meeting, can be understood by the other members of the Board.

(b) For the purposes of this rule the chairperson of the Board and each member of the Board have the same voting rights as they have at an ordinary meeting of the Board.

(c) A resolution approved under subparagraph (a)(i) is to be recorded in the minutes of the meetings of the Board.

(d) The secretary may circulate papers among members of the Board for the purposes of subparagraph (a)(i) by facsimile or other transmission of the information in the papers concerned.

QUORUM FOR BOARD MEETINGS

51. The quorum for a meeting of the Board shall be four (4) directors, being 50% or more of the number of directors, in accordance with Section 209(4) of the Act.

APPOINTMENT OF DIRECTORS TO CONSTITUTE A QUORUM

52. (a) If at any time the number of directors is the same or less than the number of directors required to constitute a quorum of the board, the board may appoint sufficient directors so that the number of directors is one more than a quorum.

(b) For the purpose of enabling the board to make such appointment(s), the number of directors at that time is deemed to be a quorum.

(c) In all other circumstances where a casual vacancy occurs, Rule 58 applies.

CHAIRPERSON OF BOARD

53. The chairperson of the Board may be elected or removed either by the Board or at a general meeting of the co-operative. However, if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present may choose one of their number to be chairperson of

the meeting, until such time as the chairperson attends and is willing to act in that capacity.

DELEGATION AND BOARD COMMITTEES

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

(i) to a director; or

(ii) to a committee of 2 or more directors; or

(iii) to a committee of members of the co-operative; or

(iv) to a committee of members of the co-operative and other persons if members comprise the majority of persons on the committee.

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

(c) A power, the exercise of which has been delegated under this rule may, while the delegation remains un-revoked, be exercised from time to time in accordance with the terms of the delegation.

(d) A delegation under this rule may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstance.

(e) Notwithstanding any delegation under this rule, the Board may continue to exercise all or any of the powers delegated.

EXERCISE OF DELEGATED POWER BY DIRECTORS

55. (a) Where a power is exercised by a director (either alone or with other directors) and the exercise of the power is evidenced in writing, signed by the director in the name of the Board or in the director's own name on behalf of the Board, then the power shall be deemed to have been exercised by the Board.

(b) Subparagraph (a) applies whether or not a resolution delegating the exercise of the power to the director was in force when the power was exercised, and whether or not any conditions or limitations referred to in Rule 54(d) were observed by the director exercising the powers.

(c) An instrument purporting to be signed by a director as referred to in subparagraph (a) shall in all courts and before all persons acting judicially be received in evidence as if it were an instrument executed by the co-operative under seal. Furthermore, until the contrary is proved, it shall be deemed to be an instrument signed by a delegate of the Board under this rule.

(d) A committee may elect a chairperson of their meetings. If no such chairperson is elected, or, if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the meeting, then the members present may choose one of their number to be chairperson of the meeting.

(e) A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and voting and in case of an equality of votes the chairperson may have a casting vote.

REMOVAL OF DIRECTOR FROM OFFICE

56. The co-operative may, by ordinary resolution, remove any director before the expiration of the director's period of office, and may by a simple majority appoint another person in place of the director. The person so appointed shall retire at the same time as the removed director would have done if not removed.

VACATION OF OFFICE OF DIRECTOR

57. A director vacates office in such circumstances (if any) as are provided in the rules of the co-operative and in any of the following cases:

(a) if the person is an insolvent under administration (as defined in the Law);

(b) if the person has been convicted of an offence and that conviction disqualifies a person from being a director, as provided by Section 208 of the Act;

(c) if the director absents himself/herself from 3 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 co-operative;

(e) if the director is removed from office by ordinary resolution of the co-operative;

(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 co-operative;

(h) if an administrator of the co-operative's affairs is appointed under Division 6 of Part 12 of the Act;

(i) if the director is directly or indirectly interested in any contract or proposed contract with the co-operative and fails to declare his/her interest as required under Section 234 of the Act;

(j) if the director who holds an office or has an interest in property whereby, whether directly or indirectly, duties or interests might be created that could conflict with the director’s duties or interests as a director and the director fails to declare the fact and the nature, character and extent of the conflict;

(k) if the director is removed from office, by a voluntary administrator of the co-operative appointed under Part 5.3A of the Law, as applying under Section 332 of the Act.

(l) If the director is suspended from membership of the co-operative.

FILLING OF CASUAL VACANCIES

58. (a) Notwithstanding Rule 52, a casual vacancy of the Board is to be filled:

(i) by election by the members held:

(A) at a meeting of the co-operative; or

(B) by means of a postal ballot; or

(C) in the manner specified in the rules of the co-operative for the ordinary election of directors; or

(ii) by appointment by the directors; or

(iii) in such other manner as the Registrar may approve in a particular case.

(b) The person elected pursuant to subparagraph (a)(i) shall hold office and vacate office in accordance with the Triennial Rule set out in Rule 46(i)

(c) The person appointed pursuant to subparagraph (a)(ii) shall hold office until the next annual general meeting only.

(d) For the purposes of this rule, a casual vacancy shall arise where the office of a director is vacated in accordance with Rule 57.

DEPUTY DIRECTORS

59. (a) Any director may from time to time apply, in writing, for any member eligible to be a director in accordance with Rule 45 to be appointed by the Board as a deputy director to sit in the director's place on the Board.

(b) A deputy director appointed by the Board shall be entitled to notice of meetings of the directors and, in the absence of the nominating director, to attend and vote at those 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.

(c) 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/her from office.

(d) 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 Rule 74.

(e) 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.

(f) 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.

(g) The attendance of the deputy director at any meeting of the Board shall be deemed to be attendance by the nominating director.

(h) For the purposes of this rule a meeting of the directors shall include a meeting conducted pursuant to Rule 50.

OTHER COMMITTEES

60. (a) There shall be a committee to manage the day-to-day affairs of conducting matches, competitions and exhibitions in relation to lawn bowls

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

(c) The provisions of Rules 55(d) and (e) apply to committees appointed under this rule, subject to any variations approved of by the Board.

(d) The quorum for any meeting of the committee shall be one-half (or where one-half is not a whole number the whole number next higher than one-half) of the number of members in the committee.

MINUTES OF MEETINGS

61. (a) The Board shall have minutes of meetings made in books provided for the purpose, and, in particular:

(i) of all appointments of officers and employees made by the directors;

(ii) of the names of the directors present at each meeting of the Board and of any committee of the Board;

(iii) of all resolutions and proceedings at all meetings of the co-operative and of directors and of committees.

(b) Minutes must be recorded in the minute book within 28 days of the date of the meeting to which they relate.

(c) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business at the next succeeding meeting of the co-operative, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes shall be confirmed at the next succeeding meeting.

(d) Every director present at any meeting shall sign their name in a book to be kept for that purpose.

(e) The minutes are to be kept in the English language.

OFFICERS

62. (a) Without prejudice to the general powers conferred on the Board by the Act or these rules, the Board shall, subject to any applicable Industrial Award or Agreement, have power to appoint, remove or suspend employees, servants, agents and contractors, and to fix their powers, duties and remuneration.

(b) For the purposes of this rule:

(i) "Industrial Award or Agreement" means an Award or Enterprise Agreement made or approved under a State or Federal Act regulating industrial relations; and

(ii) "Enterprise Agreement" includes an Australian Workplace Agreement, Certified Agreement or Enterprise Flexibility Agreement.

APPOINTMENT OF SECRETARY

63. (a) The Board shall appoint a secretary who shall perform all the functions and duties required by the Act, the Regulations, the Clubs Act, the rules and the Law to be performed or undertaken by the secretary of the co-operative.

(b) A secretary shall:

(i) be appointed to the office on such terms and conditions as the Board may determine; and

(ii) hold office until death, or removed by the Board, or resignation from office.

(iii) hold the function of Licensee on behalf of the co-operative.

INSURANCE

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

FINANCIAL YEAR

65. The financial year of the co-operative shall end on the 31st December.

ACCOUNTS

66. The co-operative must prepare financial reports and statements in accordance with Co-operatives (Adoption of National Law) Act 2012 (as amended from time to time), the Co-operatives National Regulations and these Rules.

BANKING

67. (a) The Board shall have a banking account or accounts in the name of the co-operative, into which all monies 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.

68. Deleted.

69. Deleted.

70. Deleted.

CO-OPERATIVE FUNDS

71. **(**a) The income and property of the co-operative however derived shall be applied solely towards the promotion of the objects of the co-operative and no portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to the members of the co-operative.

(b) Payment shall be made in good faith of:

(i) any commensurate remuneration of any member or servant of the co-operative or other person in return for any services actually rendered to the co-operative;

(ii) reasonable interest on money lent by members to the co-operative; or

(iii) reasonable or proper rent for property or premises demised, or let, by any member to the co-operative.

(c) Any surplus resulting from the co-operative's operation during a financial year, after providing for depreciation in value of the co-operative's property or for contingent liability for loss, shall be applied to carrying out the co-operative's objects.

(d) An amount not exceeding 10% percent of the surplus may be applied to any charitable purpose, or for promoting co-operation or any community advancement object.

PROVISION FOR LOSS

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

DISPUTES

73. (a) In this rule:

(i) "party" includes:

(A) a aggrieved full member of the co-operative;

(B) any person who has ceased to be a full 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 may not commence any court or arbitration proceedings relating to the dispute unless it has complied with the following subparagraphs 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 (a copy is available from the Registry of Co-operatives & Associations on 1800 502 042).

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

(i) the timetable for all steps in the procedures; and

(ii) the selection and compensation of the independent person required for mediation,

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

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

NOTICES

74. (a) A notice may be given by the co-operative to any member entitled to vote either:

(i) personally;

(ii) by post to the member's registered address or an alternate address supplied by the member;

(iii) by some other form of technology, for example by facsimile or email, where the member has notified the co-operative of the relevant contact details; or

(iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the co-operative.

(b) A notice may be given to all other members by placing an advertisement in a newspaper which is circulated in the neighbourhood of the registered office of the co-operative and shall be deemed to have been duly given to the member on the date on which the advertisement appears.

(c) Where a notice is sent by post, service shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice. In the case of a notice of a meeting, service is deemed to be effected at the expiration of 24 hours after the letter containing the notice is posted. In every other case service is deemed to be effected at the time at which the letter would be delivered in the ordinary course of post and in proving such service

it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

(d) If a member has no registered address (and has not supplied to the co-operative an address for the giving of notices) a notice addressed to the member and advertised in a newspaper circulating in New South Wales or in the neighbourhood of the registered office of the co-operative shall be deemed to be duly given to the member on the date on which the advertisement appears.

(e) A notice forwarded by another form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.

(f) For the purpose of this rule "registered address" means the address of the member as appearing in the register of members and shares.

WINDING UP

75. (a) The winding up of the co-operative shall be in accordance with Part 12 of the Act.

(b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any property, this shall not be paid or distributed amongst the members of the co-operative but shall be given or transferred to an institution:-

(i) which has objects similar to those of the co-operative;

(ii) whose constitution prohibits the distribution of its property among its members;

(iii) which has been chosen by the members of the co-operative at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter; and

(iv) which satisfies the relevant sub-section of Section 23 of the Income Tax Assessment Act.

(c) In subparagraph (b), the expression “institution” includes an institution or institutions.

FINES PAYABLE BY MEMBERS

76. (a) The board may impose on a member a maximum fine in accordance with Rule 77, Schedule of Fees, for any infringement of the rules or by-laws.

(b) A fine exceeding $20 shall not be imposed on a member pursuant to subparagraph (a) unless:

(i) written notice of intention to impose the fine and the reason for it has been given to the member; and

(ii) the member has been given a reasonable opportunity to appear before the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

SCHEDULE OF FEES

77. Copy Book of Rules:

$14.00 for the first page and $1 for every page thereafter	Rule 7(b)
Copy of Register:	
$7.00 for the first page and $1 for every page thereafter	Rule 14(b)
Annual Subscription: $10.00 max	Rule 22(b)
Maximum Fine: $110.00	Rule 79(a)

Alterations to Rules

Date changed	In force	Rule change	Reason for change
March 25th 2007 AGM	June 25th 2007	Rule 35 (a) Days notice required for General Meeting to be called changed from 14 to 30	14 days incorrect, in conflict with other Rule time requirements
	July 22nd 2008	Rule 54 (f) requiring the elected President to hold the function of licensee deleted.	In conflict with the Dept of Gaming & Racing Act. Must be the Secretary.
	July 22nd 2008	Rule 63 (iii) added, requiring the secretary to hold the licence on behalf of the Club.	To align with the Dept of Gaming & Racing Act.
June 22nd 2008 GM	July 22nd 2008	Rule 44 (a) Number of directors reduced from 9 to 7	Unable to obtain sufficient directors
	July 22nd 2008	Rule 46 (i) Number of directors to retire reduced from eight to six	As above
	July 22nd 2008	Rule 46 (iv) Nominations for directors reduced from seven to five	As above
	July 22nd 2008	Rule 51 Quorum for meeting reduced from 5 to 4	As above
April 2009 AGM		Rule 45 (d) requiring directors not to be related deleted	Special Resolution submitted by member and passed by members
June 6th 2010 GM		All Rules referring to supporting a Soccer Club deleted	Soccer Club no longer supported
		The Rules requiring the Bowling Club to be an Incorporation deleted	Bowling Club unified with main Club, at request of Lands Department
		The name of the Club Changed	Request of members