

Rules of Operation

For the

Food
Co-Operative
Shop

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1. Definitions

- 1.1. In these Rules, unless the context otherwise requires:
- 1.1.1. "**active member**" means a member who is either employed by the Co-operative or who has contributed work (as a Co-ordinator, as a shift worker, or other work recognised as work by a General Meeting or Board Meeting) towards the Co-operative;
 - 1.1.2. "**alter**" or similar word or expression used in relation to a Rule amendment includes add to, substitute, and rescind;
 - 1.1.3. "**auditor**" means an auditor or auditors for the time being of the Co-operative appointed in accordance with Rule 60 (Auditors - Appointment and Responsibilities);
 - 1.1.4. "**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;
 - 1.1.5. "**business day**" means a day that is not a Saturday or Sunday or a public holiday or bank holiday in the Australian Capital Territory;
 - 1.1.6. "**co-ordinator**" means an active member who has been trained to open and close the shop, sell food and other items from the Co-operative to members of the Co-operative and the public, and such other tasks as may be assigned to the role from time to time;
 - 1.1.7. "**debenture**" means a document issued by the Co-operative that evidences or acknowledges indebtedness of the Co-operative in respect of money that is or may be deposited with or lent to the Co-operative, whether constituting a charge on property of the Co-operative or not, other than:
 - 1.1.7.1. A cheque, order for the payment of money, or bill of exchange; or
 - 1.1.7.2. A promissory note having a face value of not less than \$50,000; or
 - 1.1.7.3. Any other document of a class that is prescribed as exempt from this definition, and includes a unit of a debenture;

- 1.1.8. **"Board member"** includes a member who has been elected at an annual or Special General Meeting to be a member of the Board of the Co-operative or has been validly appointed or duly authorised to act in the position;
- 1.1.9. **"financial year"** means the financial year of the Co-operative as specified in Rule 67 (Financial Year);
- 1.1.10. **"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;
- 1.1.11. **"member"** means a member of the Co-operative;
- 1.1.12. **"month"** means a calendar month;
- 1.1.13. **"not for profit"** means that profits from the Co-operative are not distributed to members but are retained for the purposes of the Co-operative;
- 1.1.14. **"officer"** means:
- 1.1.14.1. A Board member, co-ordinator, secretary or employee of the Co-operative; or
 - 1.1.14.2. A person who is concerned, or takes part, in the management of the Co-operative, whether or not as a Board member; or
 - 1.1.14.3. A receiver, or receiver and manager, of property of the Co-operative, or any other authorised person who enters into possession or assumes control of property of the Co-operative for the purpose of enforcing any charge; or
 - 1.1.14.4. An administrator of a deed of arrangement executed by the Co-operative; or
 - 1.1.14.5. A liquidator or provisional liquidator appointed in a voluntary winding up of the Co-operative; or
 - 1.1.14.6. An administrator of the Co-operative appointed under Part 5.3A of the [Corporations Law](#) as applying under this Act or Division 12.5 of [the Act](#); or
 - 1.1.14.7. A trustee or other person administering a compromise or arrangement made between the Co-operative and another person or other persons;

- 1.1.15. “**paid worker**” means a person or member paid in wages by the Co-operative;
- 1.1.16. “**postal ballot**” includes a special postal ballot;
- 1.1.17. “**prescribed**” means prescribed by [the Act](#) or under [the Act](#) by Regulation;
- 1.1.18. “**provision**” in relation to [the Act](#), means words or other matter that form or forms part of [the Act](#), and includes:
- 1.1.18.1. A chapter, part, division, subdivision, section, subsection, paragraph, subparagraph, sub-subparagraph or schedule of or to [the Act](#); and
 - 1.1.18.2. A section, clause, subclause, item, column, table or form of or in a schedule to [the Act](#); and
 - 1.1.18.3. The long title and any preamble to [the Act](#);
- 1.1.19. “**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](#);
- 1.1.20. “**relevant interest**” has the same meaning as given in Schedule 2 of [the Act](#);
- 1.1.21. “**Rules**” mean the registered Rules of the Co-operative as amended from time to time and reference to particular Rules has a corresponding meaning;
- 1.1.22. “**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;
- 1.1.23. “**special resolution**” means a resolution which is passed in accordance with Rule 34 (Resolutions - Special and Ordinary);
- 1.1.24. “**the Act**” means the Co-operatives Act 2002, subject to Rule 2 of these rules;
- 1.1.25. “**the committee**” means the whole or any number of the Board members assembled at a meeting of the Board or transacting business in accordance with Rule 46 (Board - Proceedings), being not less than a quorum or a majority, as the case may be;
- 1.1.26. “**the Co-operative**” means The Food Co-operative Shop Ltd;
- 1.1.27. “**the Law**” means the [Corporations Law](#);

- 1.1.28. **"the Registrar"** means the Registrar of Co-operatives or any person delegated the Registrar's functions;
- 1.1.29. **"the secretary"** means any person elected at an ANNUAL GENERAL MEETING as minute taker of the Co-operative;
- 1.1.30. **"the Territory"** means the Australian Capital Territory;
- 1.1.31. **"work"** means doing under the direction of a co-ordinator or Manager/Assistant Manager:
 - 1.1.31.1. At least one hour of tasks set out in the Co-operative's "Worker Task Book" or
 - 1.1.31.2. At least one hour of work approved and recorded in the minutes of a Board meeting or Co-operative meeting;
- 1.1.32. **"writing"** includes printing, typing, lithography and other modes of representing or reproducing words in a visible form and "written" has a corresponding meaning;
- 1.1.33. Words importing one gender include the other genders;
- 1.1.34. Words importing persons include bodies corporate;
- 1.1.35. Words in the singular include the plural, and vice versa; and
- 1.1.36. Words or expressions used have the same meanings as those given to them by [the Act](#).

2. Definitions: Interpretation Provisions

- 2.1. A reference in these Rules to "the Act" includes a reference to:
 - 2.1.1. [The Act](#) as originally enacted, and as amended from time to time since its original enactment; and
 - 2.1.2. [The Act](#) if it has been repealed since the inclusion of the reference in these Rules – the legislation enacted in substitution of [the Act](#) (whether legislation of the Territory or Federal Parliament) and as amended from time to time since its enactment.
- 2.2. A reference in these Rules to a provision in "the Act" includes a reference to:
 - 2.2.1. The provision as originally enacted, and as amended from time to time since the original enactment;
 - 2.2.2. Of 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
 - 2.2.3. 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.
- 2.3. In the interpretation of a Rule, or paragraph of a Rule:
 - 2.3.1. The interpretation that will best achieve the purpose of the Rule is to be preferred to any other interpretation;
 - 2.3.2. This provision applies whether or not the purpose is expressly stated in the Rule or paragraph of the Rule.
- 2.4. In these Rules, unless the context indicates a contrary intention, headings are for convenience and do not affect interpretation.

3. Name

- 3.1. The name of the Co-operative shall be The Food Co-operative Shop Ltd.
- 3.2. The Co-operative may, in accordance with Section 256 of [the Act](#), change its name by way of a special resolution to a name approved by the Registrar.
- 3.3. The Co-operative may trade under any name of its choosing.

4. Primary Activity of the Co-Operative

- 4.1. The primary activity of the Co-operative shall be to trade in food and other items in the Co-operative shop that promote its objects, which are:
 - 4.1.1. To provide, where possible, food in bulk, i.e., without packaging, at an affordable price;
 - 4.1.2. To encourage participation in the running of the Co-operative;
 - 4.1.3. To provide a supportive environment for employees, co-ordinators, workers and members;
 - 4.1.4. To promote organic produce;
 - 4.1.5. To encourage and support the production of local produce;
 - 4.1.6. To promote healthy, happy, sustainable and environmentally friendly living in the region;
 - 4.1.7. To promote environmental responsibility; and
 - 4.1.8. To inspire and encourage community participation and involvement in these aims.

5. Non-Trading Co-Operative

- 5.1. The Co-operative is a not-for-profit, non-trading Co-operative, without shares within the meaning of Section 18 of [the Act](#). Profits of the Co-operative shall be retained to further the objects of the Co-operative and shall not be distributed to members.
- 5.2. Profits may be used as donations to like minded organizations or groups. These groups must be environmentally sound, have ethical principles and be locally based.
- 5.3. Donations are not available to individuals.
- 5.4. Donations must be approved by the Board.

6. Registered Office

- 6.1. 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.
- 6.2. 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.
- 6.3. The registered office of the Co-operative is at Kingsley Street, Acton in the Australian Capital Territory.

7. Rules

- 7.1. The Rules of the Co-operative have the effect of a contract under seal:
 - 7.1.1. Between the Co-operative and each member;
 - 7.1.2. Between the Co-operative and each Board member; and
 - 7.1.3. Between a member and each other member.
- 7.2. Under a contract, each of those persons agrees to observe and perform the provisions of the Rules as in force for the time being in so far as those provisions are applicable to that person.
- 7.3. A member shall be entitled on demand to a copy of the Rules upon payment of a sum not exceeding that specified in the Schedule of Fees.
- 7.4. A person may inspect a copy of these Rules free of charge at the registered office, during reasonable hours.

8. Rule Alterations

- 8.1. The Rules may be altered by a special resolution, in accordance with Section 107 of [the Act](#) or as otherwise permitted by [the Act](#).
- 8.2. An alteration cannot be passed at a meeting unless prior approval has been obtained from the Registrar.
- 8.3. An alteration to the Rules of the Co-operative shall only be made by a general meeting of members.
- 8.4. No alteration to these Rules takes effect until the alteration is registered by the Registrar.

9. Powers

- 9.1. The Co-operative shall have, both within and outside the Territory, the legal capacity of a natural person and have all the powers allowed by or under [the Act](#).
- 9.2. The powers of the Co-operative to obtain financial accommodation, and give security for the repayment of money, shall be exercised subject to [the Act](#), but are otherwise unlimited by the Rules.
- 9.3. In furtherance of the Co-operative's primary activity and objects and without limiting the rules 10.1 and 10.2, and, subject to the provisions of the Law, the Co-operative has power:
 - 9.3.1. To form or participate in the formation of a body corporate or unit trust;
 - 9.3.2. To acquire interests in and sell or otherwise dispose of interests in bodies corporate, unit trusts and joint ventures; and
 - 9.3.3. To form or enter into a partnership, joint venture or other association with other persons or bodies.

10. Dealings with Members of the Co-Operative

- 10.1. The Co-operative may make a contract with a member requiring the member to have specified dealings with the Co-operative for a fixed period.
- 10.2. The provisions of the contract may require a member:
 - 10.2.1. To sell products through or to the Co-operative; or
 - 10.2.2. To obtain supplies or services through or from the Co-operative; or
 - 10.2.3. To pay to the Co-operative specified sums as liquidated damages for any failure to comply with a requirement authorised by this Rule.
- 10.3. The sum, if any, specified as liquidated damages is to be considered as a debt due to the Co-operative.
- 10.4. Nothing in this Rule shall be interpreted as restricting the powers of the Co-operative to enter into contracts with a member or members other than pursuant to the provisions of this Rule.

11. Seal

- 11.1. The Co-operative shall 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.
- 11.2. The Co-operative may have for use in place of its Common Seal outside the Territory, 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.
- 11.3. 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 Board member in the presence of another Board member or officer of the Co-operative (except where signed by an agent or attorney under Rule 12.2).
- 11.4. 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.

12. Authorise Agent or Attorney to Execute Deeds

- 12.1. 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.
- 12.2. 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.
- 12.3. 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.
- 12.4. Where an agent or attorney affixes an Official Seal to an instrument, the person must comply with Rule 12.2 above.

13. Custody and Inspection of Records and Registers

- 13.1. The Co-operative must have at the registered office, subject to Rule 14 (Notification of Address at which Registers are Kept) and available during all reasonable hours for inspection by any member free of charge the following:
 - 13.1.1. A copy of the minutes of each general meeting of the Co-operative;
 - 13.1.2. A copy of the minutes of each Board meeting of the Co-operative;
 - 13.1.3. The register of Board members and active members;
 - 13.1.4. The register of names of persons who have given loans or deposits to or hold securities, debentures given or issued by the Co-operative;
 - 13.1.5. The register of any loans made by or guaranteed by the Co-operative, and of any securities taken by the Co-operative;
 - 13.1.6. The register of memberships cancelled;
 - 13.1.7. Such other registers as the regulation provides are to be open for inspection.
- 13.2. A member is entitled to make a copy of entries in a register specified in Rule 13 and to do so on payment of the fee required under the Schedule of Fees.
- 13.3. The Co-operative must have at the place where the registers are kept and available during all reasonable hours for inspection by any member:
 - 13.3.1. A copy of [the Act](#) and the Regulations;
 - 13.3.2. A copy of the Rules of the Co-operative;
 - 13.3.3. A copy of the last annual report of the Co-operative.

14. Notification of Address at which Registers are Kept

14.1. If any of the registers required by Rule 13 (Custody and Inspection of Records and Registers) to be kept by the Co-operative are not kept at the registered office, the Co-operative must lodge with the Registrar a notice of the address at which the register is kept within 28 days after the register is:

14.1.1. Established at an office which is not the Co-operative's registered office; or

14.1.2. Moved from one office to another.

15. Members – Qualifications for Membership

- 15.1. A person is not qualified to be admitted to membership if they have breached Rule 71 (Debentures - Approval of Board for Transfer of Debentures) of the Co-operative. In addition, a person is not qualified to be admitted to membership of the Co-operative unless:
 - 15.1.1. They pay an annual membership fee which is dependent on their income level and relative capacity to pay; and
 - 15.1.2. They agree to abide by the Rules of the Co-operative.
- 15.2. On first applying for membership, a new member shall be entitled to their first annual membership, or if available their first six-monthly membership, for a fee determined pro rata to the portion of the financial year, or six-month period as the case may be, remaining.
- 15.3. Availability of six-monthly memberships, and membership fees applicable to each class of membership, shall be set at the AGM each year or at a Special General Meeting called for that purpose.

16. Members - Active Membership Provision

16.1. In accordance with the Objects of these Rules and Part 6 of [the Act](#), participating in the running of the Co-operative shop to further the objects of the Co-operative is a primary activity of the Co-operative and a member shall do at least one of the following to qualify as an active member of the Co-operative:

- 16.1.1. Provide such number of hours of work per annum to the Co-operative as shall be set each year at the Annual General Meeting;
- 16.1.2. Do the equivalent amount of any other work recognised as work by a general meeting or Board meeting;
- 16.1.3. Be an employee of the Co-operative; or
- 16.1.4. Be a Board member.

17. Members - Application for Membership

- 17.1. The Board of the Co-operative must provide each person intending to become a member of the Co-operative with an opportunity to inspect:
 - 17.1.1. A copy of the last annual report, if any, of the Co-operative;
 - 17.1.2. A copy of all special resolutions passed by the members of the Co-operative that will apply to the person as a member, except special resolutions providing for an alteration of the Rules of the Co-operative; and
 - 17.1.3. A consolidated copy of the Rules of the Co-operative.
- 17.2. Applications for membership shall be lodged on the official form at the registered office as approved by the committee.
- 17.3. At the time of lodging an application, the applicant shall be told:
 - 17.3.1. About any fees that a person will be liable to pay on becoming a member;
 - 17.3.2. The number of hours of work they will be required to contribute to the Co-operative to be an active member and the increased prices and/or other monetary penalty they will need to pay in lieu of work if applicable;
- 17.4. Every application, when accompanied by payment of the membership fee, and after receiving approval from the Board:
 - 17.4.1. Entitles the applicant to the rights attached to membership; and
 - 17.4.2. Obliges the applicant to meet the obligations attached to membership under Rules 15 (Members – Qualifications for Membership) and 16 (Members - Active Membership Provision) 16.
- 17.5. Membership is conditional on periodic payment of the membership fee and compliance with these Rules.
- 17.6. The Board may, at its discretion, refuse any application for membership, and need assign no reasons for such refusal though the Board may choose to give reasons, if the Board considers it appropriate to do so. Upon refusal any amounts accompanying the application for membership shall be refunded without interest.
- 17.7. 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 15 (Members – Qualifications for Membership) is not admitted as a member.

- 17.8. The Board must register a member's name in the Register of Members within 28 days of the date of their application for membership.

18. Members of the Co-operative - Description and Entitlements

- 18.1. The members of the Co-operative are:
 - 18.1.1. Those persons who signed the application for registration of the Co-operative; and
 - 18.1.2. Those persons admitted to membership.
- 18.2. All members of the Co-operative may shop at the Co-operative shop.
- 18.3. Active members, who do the required numbers of hours or make some other contribution, as specified in these rules, are entitled to a discount. This discount may also be purchased by any member who seeks and gains approval in writing from the management collective to pay the price set at the AGM each year to buy out their hours. The management collective may, but is not bound to, take into consideration family circumstances, equity and capacity in determining whether to grant approval for a member to buy out their hours
- 18.4. All active members are entitled to apply for the position of Co-ordinator. Co-ordinators must undertake adequate training and satisfy the trainer of their competency before commencing work for the Co-operative.
- 18.5. Co-ordinators will be interviewed for suitability by the manager and a shop employee (or a person chosen by the board to be the alternate of any shop employee). Co-ordinators will be required to submit their curriculum vitae for approval by the Co-operative Board prior to commencing work.
- 18.6. Co-ordinators will be entitled to the active members discount for a period of one (1) calendar month from the date which they have worked as a Co-ordinator for the Co-operative.
- 18.7. All discounts can be added, amended or abolished at Annual General Meetings or at Special General Meetings.
- 18.8. All active members of the Co-operative who are 18 years or older may vote and will be entitled to the benefits associated with active membership.
- 18.9. A member who has attained 18 years and is an active member and has been a member for six months is entitled to be nominated or nominate for membership of the Co-operative Board.

19. Members - Liability of Members to the Co-operative

- 19.1. A member shall, in accordance with Section 72 of [the Act](#), be liable to the Co-operative for any charges payable to the Co-operative and the amount, if any, of unpaid membership fees and periodic annual fees, payable by the member to the Co-operative as required by these Rules.
- 19.2. Should joint holding of a membership be permitted, the joint holders of a membership shall be jointly and severally liable in respect of any such amount unpaid on membership fees and to any such charges referred to in 19.1 above.

20. Members - Voting Rights

- 20.1. A member, who has attained 18 years of age, and has been an active member, is entitled to vote during meetings of the Co-operative.
- 20.2. Voting members shall have one vote only in respect of any question or motion arising at a general meeting of the Co-operative.
- 20.3. Members who have not been active are not entitled to vote.
- 20.4. A member's right to vote is a personal right.
- 20.5. In the case of joint membership, if any, the joint members shall have one (1) vote only between them and that vote may only be exercised, subject to any power of attorney, by the joint member whose name appears first in the register of members or as otherwise agreed by the joint members.
- 20.6. In the case of family membership, if any, two adult family members shall have one vote each (subject to 20.1 and 20.3 above).
- 20.7. A person is not entitled to exercise, under a power of attorney, the power of a member of the Co-operative to vote if the person has that power of attorney in respect of another member of the Co-operative under another power of attorney.
- 20.8. A person is not entitled to exercise, as the representative of a body corporate, the power of a body corporate member of the Co-operative to vote if the person has the power as the representative of another body corporate member of the Co-operative.
- 20.9. A person must not directly or indirectly control the right to vote of another member.
- 20.10. If a person controls the exercise of the right to vote of another member at a meeting of the Co-operative, the vote of that member; and the vote of that person, if that person is a member, is invalid.
- 20.11. Nothing in 20.7 above prevents the exercise of a vote by power of attorney.
- 20.12. Any vote cast by or on behalf of a member of a Co-operative when not entitled to vote is to be disregarded.

21. Proxy Votes

- 21.1. A member shall not vote by proxy. If they are unable to attend a meeting where their vote is needed, they must record their vote in writing or in electronic form to be verified in writing within one (1) week of the meeting.

22. Registration of Official Trustee in Bankruptcy

- 22.1. Where a member is declared bankrupt, the Official Trustee in Bankruptcy may be registered as the holder of the membership held by the bankrupt member.
- 22.2. The Board may register the Official Trustee in Bankruptcy as the holder of a membership in which a bankrupt member has an entitlement in equity, with the consent of the holder of the membership.

23. Registration as administrator of estate on incapacity of member

- 23.1. A person appointed under a law of a State or Territory to administer the estate of another person who, through mental or physical infirmity, is incapable of managing their affairs, may be registered as the holder of a membership held by the incapable person whose estate the appointed person is administering.
- 23.2. The Board may register the Administrator of the estate of an incapacitated member as the holder of a membership in which the incapacitated member has an entitlement in equity.

24. Membership - Expulsion and Suspension of Members

- 24.1. A member may be expelled from the Co-operative within two months of joining the Co-operative at the discretion of the Board. Upon expulsion the applicant's membership fee shall be refunded without interest.
- 24.2. After two (2) months of membership, a member may be expelled from the Co-operative by special resolution to the effect:
 - 24.2.1. That the member has failed to discharge the member's obligations to the Co-operative, whether prescribed by these Rules or arising out of any contract; or
 - 24.2.2. That the member has been guilty of conduct detrimental to the Co-operative.
- 24.3. 24.3. In either case written notice of the proposed special resolution shall be forwarded to the member not less 14 days before the date of the meeting at which the special resolution is to be moved, and the member shall be given a reasonable opportunity of being heard at the meeting.
- 24.4. Expulsion of a member shall not be effective, until the special resolution expelling the member is registered. See Rule 34.4 (Resolution - Special)
- 24.5. The Co-operative may, in a general meeting, suspend a member, by special resolution, for not more than one year, who does any of the following acts:
 - 24.5.1. Contravene any of these Rules;
 - 24.5.2. Fail to discharge obligations to the Co-operative, whether under these Rules or a contract;
 - 24.5.3. Act detrimentally to the interests of the Co-operative.
- 24.6. If, in the opinion of the Board, a member does an act mentioned in this Rule, the Board may call a Special General Meeting, if required, within 28 days of the occurrence of [the Act](#) to consider it.
- 24.7. If a general meeting is to be called under this section the procedure in this rule applies and all references to expulsion in this rule are taken to include references to suspension.

- 24.8. Unless the expelled member is expelled within 2 months of becoming a member, the member is not entitled to a refund of their membership fee.
- 24.9. An expelled member shall not be re-admitted as a member unless such re-admission is approved by special resolution. A member so re-admitted shall have any share restored which may have been cancelled on the member's expulsion.

25. Members - Ceasing Membership

- 25.1. A person shall cease to be a member in any of the following circumstances:
 - 25.1.1. If the member is expelled in accordance with Rule 27;
 - 25.1.2. On the death of the member;
 - 25.1.3. If the contract of membership is rescinded on the ground of misrepresentation or mistake;
 - 25.1.4. On resignation by written notice giving 14 days notice;
 - 25.1.5. In the case of a member that is a body corporate, if the body is deregistered;
 - 25.1.6. Six months after a member's failure to renew their annual membership or three months after a member's failure to renew their six-monthly membership.

26. Meetings - Annual General Meetings

- 26.1. The first Annual General Meeting of the Co-operative must be held at any time within 19 months, or such other period as is permitted under [the Act](#), after the registration of the Co-operative.
- 26.2. A general meeting of the Co-operative to be known as the "Annual General Meeting" shall be held each year on a date and a time determined by the Board as long as it is within three (3) months after the close of the financial year of the Co-operative, or within such further time as may be allowed by the Registrar.
- 26.3. All general meetings of the Co-operative other than the Annual General Meeting shall be Special General Meetings, and shall be held at such place as the Board nominates. See Rule 27 (Meetings - Convening Special General Meetings).
- 26.4. If an Annual General Meeting is not held in accordance with paragraph 26.1 and paragraph 26.2 above, the members may, in accordance with Section 52 of [the Act](#) requisition such a meeting from the Registrar.

27. Meetings - Convening Special General Meetings

- 27.1. The Board may of its own motive or at the request of four or more active members, convene a Special General Meeting requiring a postal ballot or special resolution of the Co-operative. Such a meeting must be convened within two months of receipt of the request.

28. Meetings - General Meetings

- 28.1. The Co-operative shall convene a general meeting of the Co-operative once a year or more frequently if so decided by a meeting of the Co-operative, or a Board meeting, or if the Board is requested to do so under Rule 27 (Meetings - Convening Special General Meetings).
- 28.2. At least 21 days notice shall be given of any general meeting. Notice shall be given by placing a notice of the meeting at the registered office of the Co-operative. Notice may also be given by email if such facilities are available to the Co-operative.
- 28.3. The non-receipt of the notice by any member shall not invalidate the proceedings at such general meetings. The notice must specify the place, the day and the hour of the meeting and leave space for members to place their agenda items.
- 28.4. Any member who has an agenda item for discussion may record that item in the space provided by the notice of the meeting.
- 28.5. Notice of every general meeting shall be given to the auditors of the Co-operative in writing and by telephone call or email if a member with a disability so requests.
- 28.6. Except as provided in this Rule, no other persons shall be entitled to receive notices of general meetings.

29. Meetings - Business of Annual General Meetings

- 29.1. A returning officer shall be appointed to conduct the election of Board members.
- 29.2. The returning officer must not be standing for election or re-election.
- 29.3. The ordinary business of the Annual General Meeting shall be:
 - 29.3.1. To confirm the minutes of the last Annual or Special General Meeting. The minutes of proceedings of a meeting shall be examined for accuracy and if found satisfactory shall be signed by the person who presided at that meeting or by the person presiding at the next succeeding meeting;
 - 29.3.2. For the employees, co-ordinators, auditors, and Board 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;
 - 29.3.3. To elect, if necessary, an auditor, or to determine the auditor's remuneration, if necessary, or both;
 - 29.3.4. To elect five to nine Board members from eligible members;
 - 29.3.5. To appoint a secretary from among the elected Board members;
 - 29.3.6. To discuss and if necessary pass resolutions on matters arising from the previous minutes, reports, unfinished business from the previous meeting; and
 - 29.3.7. To discuss and if necessary pass resolutions on any items listed on the agenda or added to the agenda during the meeting.
- 29.4. The Board shall notify the Registrar of the appointment of persons elected and appointed as provided for in paragraphs 29.3.4 and 29.3.5 within 28 days.
- 29.5. The Annual General Meeting may also transact special business of which notice has been given to members in accordance with these Rules.

- 29.6. 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.
- 29.7. A resolution approved by the meeting is to be recorded in the minutes of the meetings of the meeting.
- 29.8. Minutes of the meeting are to keep at the registered office and available for inspection by every member of the Co-operative during reasonable hours.

30. Meetings-Quorum at General Meetings

- 30.1. 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.
- 30.2. Except where these Rules state otherwise, 20 active members present in person and entitled to vote constitute a quorum, provided one of these members is a paid employee (or a person chosen by the Board to be the alternate of any paid employee), one is a co-ordinator and one is a Board member.
- 30.3. If within half an hour after the appointed time for the meeting a quorum is not present, the meeting 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.

31. Decision Making

- 31.1. Decisions at meetings shall be made by co-operative decision-making processes which includes the options of consensus and voting.
- 31.2. All decisions shall be attempted to be made by consensus before any form of voting is proposed. Consensus is achieved when all members present at a meeting agree with a proposed course of action, or where some members disagree with the proposal but those members decide not to oppose the rest of the members' agreement. Consensus is blocked if any member expressly opposes at the meeting the rest of the members' agreement to a proposal.
- 31.3. In attempting to reach consensus, sufficient time shall be allowed for discussion of different views on a proposal and to make amendments to a proposal, including provision for non-decision-making meetings where time allows.
- 31.4. If consensus is not able to be reached about a proposal at a meeting, the matter shall be deferred to the next general meeting, except where the following clause applies.
- 31.5. Any member present at a meeting may propose an urgency motion that a particular proposal must be decided at the meeting and not be deferred. An urgency motion to be successful requires the consensus of the meeting or, where consensus is blocked, a vote of those members present with two thirds in favour of the motion.
- 31.6. If an urgency motion is passed regarding a proposal and consensus on the proposal is not able to be achieved at the meeting, a vote on the proposal shall be held before the end of the meeting. A vote to be successful requires a 2/3rds majority of those members present, unless other rules apply as provided for elsewhere in the Rules.
- 31.7. If an urgency motion has been passed and a vote has been held, but a 2/3rds majority has not been reached, then, if there has been no previous decision on the issue, another vote may be held that can be decided by a simple majority of those voting. If possible, the meeting shall be adjourned before using the option of a simple majority vote.
- 31.8. Voting shall be conducted by a show of hands except in the case of contested elections which shall be determined by secret ballot. Voting by proxy shall not be allowed (see Rule 21 Proxy Votes), but written votes submitted by absent members shall be counted.
- 31.9. Provision shall be made for important or contentious issues to be resolved by all members (see section 36 Postal Ballot - Special

Resolution). A postal ballot may be convened if initiated by a Special General Meeting or a petition of the lesser of 20 members or 20% of the membership. The text of the motion to be put to the ballot must have the endorsement of all those calling the ballot. For the ballot to be successful a minimum of 20% of the membership must vote in favour of the motion and at least two thirds of the total number of votes cast must favour the motion.

- 31.10. Decisions on matters described in these Rules can only be made at a Board Meeting or Special General Meeting while a quorum is present.

32. Meetings-Facilitator a Special General Meetings

- 32.1. At each meeting the members present shall choose someone from their number to be a facilitator.
- 32.2. The Board member appointed to be the secretary (or a person chosen by the Board to be the alternate of the secretary for that meeting) shall take minutes for that meeting.
- 32.3. The facilitator 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. Notice of the adjourned meeting shall be given just as in the case of the original meeting.
- 32.4. The facilitator's task is:
 - 32.4.1. To ensure that the process of discussion is fair and inclusive and allows members' views to be heard;
 - 32.4.2. To ensure that discussion is constructive and enable the passing of resolutions by consensus, where possible, or to facilitate the shift to voting where necessary.
 - 32.4.3. To assist the secretary to record the wording of motions in the minutes.

33. Meetings - Attendance, Input to Meetings and Voting at General Meetings

- 33.1. At any meeting of the Co-operative a person whose membership has not been confirmed under Rule 17 (Members - Application for Membership) is not entitled to attend.
- 33.2. A member of the Co-operative is not entitled to give input to consensus decision making or to vote at a meeting of the Co-operative:
 - 33.2.1. If the person's membership has been suspended; or
 - 33.2.2. If the person is excluded from voting under [the Act](#) or these Rules.
- 33.3. At any general meeting all resolutions shall be made if at all possible by consensus of the members present. If consensus on a resolution is not possible, the meeting shall by consensus or vote determine if the resolution is to be adjourned to the next meeting or shall be voted on at the meeting. All voting shall be determined by 2/3rds majority.
 - 33.3.1. All resolutions, except special resolutions, shall be determined by consensus, and if consensus is not possible, then by the procedures described in these Rules (see Rule 31 Decision Making).
- 33.4. A member shall not vote in respect of any contract or proposed contract with the Co-operative in which he or she is in any way interested, whether directly or indirectly, or in respect of any matter arising out of such a contract or proposed contract and, if he votes in contravention of this Rule, his vote shall not be counted.

34. Resolutions - Special and Ordinary

- 34.1. The members at a general meeting shall have power to make resolutions, not inconsistent with [the Act](#), the Regulations and the Rules, relating to:
 - 34.1.1. The conduct of members on the premises of the Co-operative;
 - 34.1.2. The operations of the Co-operative;
 - 34.1.3. The employment of workers; and
 - 34.1.4. The expulsion of members for misconduct.
- 34.2. A breach of a resolution shall be deemed to be an infringement of the Rules for the purposes of fines.
- 34.3. A special resolution is 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 2/3rds of the members who vote in person or by attorney or in writing at a general meeting, or by a 2/3rds majority in a postal ballot, or by three-quarters of the members who cast formal votes in a special postal ballot of members as required by [the Act](#) (see 36 Postal Ballot - Special Resolution).
- 34.4. A special resolution has effect from the date it is passed, however a special resolution by special postal ballot has no effect until registered by the registrar.
- 34.5. An ordinary resolution is one passed by consensus and has effect from the date it is passed.

35. Resolutions - Notice of Special Resolutions

35.1. Notice of a special resolution shall be given to those persons, entitled to receive notice under Rule 74 Notices, at least 21 days before the general meeting. The notice shall specify:

35.1.1. The intention to propose the resolution as a special resolution at that meeting;

35.1.2. The reason for the making of the special resolution; and

35.1.3. The effect of the special resolution if passed.

36. Postal Ballot - Special Resolution

- 36.1. A special resolution by postal ballot passed by a 3/4 majority of the members of the Co-operative is required to authorise any of the following:
- 36.1.1. A conversion of a trading Co-operative to a non-trading Co-operative and vice versa;
 - 36.1.2. Transfer of incorporation;
 - 36.1.3. An acquisition or disposal of assets referred to in Section 276 of [the Act](#);
 - 36.1.4. The maximum permissible level of share interest in the Co-operative;
 - 36.1.5. A takeover;
 - 36.1.6. A merger;
 - 36.1.7. A transfer of engagements;
 - 36.1.8. A voluntary winding up.

37. Postal Ballot - Procedure

- 37.1. A postal ballot will be held in accordance with these rules for a non-trading Co-operative.
- 37.2. Voting must not be by fax or electronic means.
- 37.3. A postal ballot must be held when required by [the Act](#), and in the following circumstances:
 - 37.3.1. When the members by ordinary resolution approve one;
 - 37.3.2. When the members by ordinary resolution approve a special resolution being decided by postal ballot.
- 37.4. A special postal ballot must be held for passing a special resolution in relation to any of the following matters of conversion:
 - 37.4.1. Share capital Co-operative to a non-share capital Co-operative or vice versa; or
 - 37.4.2. A trading Co-operative to a non trading Co-operative or vice versa; or
 - 37.4.3. An acquisition or disposal of assets mentioned in [the Act](#).

38. Quick Decision-Making

- 38.1. A Quick Decision Making Group shall be established to make decisions for the Co-operative regarding any matter of such urgency that it must be resolved before the next scheduled meeting of the Board.
- 38.2. Decisions made by the Quick Decision Making Group shall be consistent with the Rules and the policies, decisions and practices of the Co-operative.
- 38.3. The Group shall comprise the Convener, the Secretary, the Treasurer, and the annually appointed Spokesperson. A quorum shall be four members of the Group, but the Convener shall attempt to contact all members of the Group regarding a quick decision that needs to be made.
- 38.4. The Quick Decision Making Group shall meet only as often as essential.
- 38.5. In matters relating to particular issues, the Quick Decision Making Group shall consult where possible with members or bodies who may have a direct interest in the decision.
- 38.6. Decisions of the Quick Decision Making Group shall follow the rules in Rule 31 (Decision Making).
- 38.7. The Convener shall report on any quick decisions made to the next meeting of the Board or a Special General Meeting. The Convener will also report on attempts made to contact those members of the Quick Decision Making Group who were not contacted. The meeting may then decide to ratify the decision, take further actions or issue guidelines for future decision making.

39. Management of the Co-operative

- 39.1. The Co-operative shall be managed by the Board. The Board is to manage the Co-operative and for that purpose it 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.
- 39.2. The acts of a Board member are valid despite any defect that may afterwards be discovered in the appointment or qualification of the Board member.
- 39.3. In day-to-day business the Board will be referred to as the management collective.

40. Board - Qualifications Board Members

- 40.1. All members are eligible to be a Board member on the Board of the Co-operative if, and only if, the person:
 - 40.1.1. Is a member of the Co-operative;
 - 40.1.2. Has been a member of the Co-operative for at least six calendar months; and
 - 40.1.3. Has been elected by consensus or vote by members of the Co-operative at a general meeting.
- 40.2. A member is not eligible to be a Board member of the Co-operative if the person:
 - 40.2.1. Is the auditor, partner, employee or employer of the auditor of the Co-operative;
 - 40.2.2. Has been convicted of a disqualifying offence as defined by Section 214 of [the Act](#).

41. Board - Members of First and Subsequent Boards

- 41.1. The first Board is to be elected at the Formation Meeting of the Co-operative.
- 41.2. In each subsequent year Board members shall be elected at the Annual General Meeting.
- 41.3. The Co-operative shop manager shall ex officio be a member of the Board.

42. Board- Retirement and Election of Board Members

- 42.1. At the Annual General Meeting all Board member positions are to be vacated and re-elected.
- 42.2. Casual vacancies may be filled by election at a Special General Meeting.
- 42.3. Nominations for candidates to fill the vacant positions shall be approved by two active members of the Co-operative.
- 42.4. The election of Board members shall occur by consensus or vote at general meetings.

43. Board - Remuneration

- 43.1. Board members are not entitled to remuneration.
- 43.2. While Board members are not entitled to remuneration, they may include the hours spent on the Board as work hours for the Co-operative.
- 43.3. Board members are entitled to reasonable expenses to cover telephone, stationery and travelling costs incurred in the course of ordinary Board business for the Co-operative.

44. Board - Requisition Notice of Meeting

44.1. A meeting of the Board may be called:

- 44.1.1. By a Board member, with the approval of another Board member, by placing a notice giving 28 days notice at the registered office, or
- 44.1.2. By speaking in person to, telephoning, emailing, faxing or mailing all other Board members giving seven days notice.

45. Board - Meetings

- 45.1. Meetings of the Board must be held at least once every two months and may be held as often as may be necessary for properly conducting the business and operations of the Co-operative.
- 45.2. Minutes of proceedings of a meeting shall be examined for accuracy and if found satisfactory shall be signed by the person who presided at that meeting or by the person presiding at the next succeeding meeting.

46. Board - Proceedings

- 46.1. Questions arising at any Board meeting shall be decided by consensus.
- 46.2. If consensus is not reached a vote of 2/3rds of the members present is required to determine whether to vote at that meeting or to adjourn the decision to the next meeting of the Board.
- 46.3. The agenda will be prioritised and a time allocation given to each item.
- 46.4. The Board members shall chose one among them to be a facilitator.
- 46.5. The Board members shall chose one among them to be a timekeeper.
- 46.6. The minute taker is the secretary of the Co-operative until the next Annual General Meeting of the Co-operative. Minutes may be taken by another Board member if the secretary is not present.
- 46.7. A Board member shall not vote in respect of any contract or proposed contract with the Co-operative in which he or she is in any way, whether directly or indirectly, interested or in respect of any matter arising out of such a contract or proposed contract and, if he or she votes in contravention of this Rule, his or her vote shall not be counted.

47. Board - Transaction of Business outside Meetings

- 47.1. The Board may in accordance with Section 216 of [the Act](#) transact any of its business by the circulation of papers among all the members of the Board.
- 47.2. In accordance with paragraph 47.1, a resolution in writing signed by a 2/3rds majority of those members is to be taken to be a decision of the Board.
- 47.3. The Board may in accordance with Section 216 of [the Act](#) transact any of its business 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.
- 47.4. A resolution approved under paragraph 47.2 is to be recorded in the minutes of the meetings of the Board.

48. Board - Quorum for Meetings

- 48.1. The quorum for a meeting of the Board shall be half of the members of the Board plus one (or in the event of there being an odd number of Board members, half of the members of the Board rounded up to the nearest whole number), or four members of the Board, whichever shall be the greater.

49. Board - Appointment of Members to Constitute a Quorum

- 49.1. A casual vacancy on the Board may be filled by the Board members appointing a person, or persons, in order to have sufficient numbers to constitute a quorum until the next Annual General Meeting. Such a person shall have been a member of the Co-operative for at least six (6) calendar months.
- 49.2. For the purpose of enabling the Board to make such appointments, the number of Board members at that time is deemed to be a quorum.
- 49.3. In all other circumstances where a casual vacancy occurs, Rule 55 (Board - Filling Casual Vacancies) applies.

50. Board - Advisory Committees

- 50.1. The Board may by resolution appoint committees or working groups comprising of members or other persons or both, to act in an advisory role to the Board.

51. Board - Delegation and Sub Committees

- 51.1. The Board may, in accordance with Section 218 of [the Act](#), by resolution delegate the exercise of such of the Board's functions, other than this power of delegation, as specified in the resolution to:
 - 51.1.1. A Board member;
 - 51.1.2. A committee or working group of two or more Board members;
 - 51.1.3. A committee or working group of employees of the Co-operative; or
 - 51.1.4. A committee or working group of members of the Co-operative and other persons if members comprise the majority of persons in the group.
- 51.2. The Board may revoke wholly or in part any delegation made under paragraph 51.1 above.
- 51.3. This delegation may also be revoked by a motion passed at a Special General Meeting with a 2/3rds majority.
- 51.4. A power, the exercise of which has been delegated under this Rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- 51.5. 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.
- 51.6. Notwithstanding any delegation under this Rule, the Board may continue to exercise all or any of the powers delegated.

52. Board - Exercise of Delegated Power by Board Members

- 52.1. Where a power is exercised by a Board member, either alone or with other Board members, and the exercise of the power is evidenced in writing and signed by the Board member in the name of the Board or in the Board member's own name on behalf of the committee, then the power shall be deemed to have been exercised by the committee.
- 52.2. Paragraph 52.1 above applies whether or not a resolution delegating the exercise of the power to the Board member was in force when the power was exercised, and whether or not any conditions or limitations referred to in Rule 51 (Board - Delegation and Sub Committees) were observed by the Board member exercising the powers.
- 52.3. An instrument purporting to be signed by a Board member as referred to in Paragraph 52.1 above 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.
- 52.4. Questions arising at any meeting shall be determined by a consensus or where consensus is not possible, then by 2/3rds of votes of the members present and voting.

53. Board - Vacation of Board

53.1. A Board member must voluntarily vacate their office in the following circumstances:

- 53.1.1. If the Board member is disqualified under Section 214 of [the Act](#) (DISQUALIFIED PEOPLE);
- 53.1.2. If the Board member is absent from three consecutive ordinary meetings of the Board without its leave;
- 53.1.3. If the Board member resigns giving written notice;
- 53.1.4. If an administrator of the Co-operative is appointed.

54. Board - Removal from Office of Board Member

54.1. The Co-operative may, by ordinary resolution, remove any Board member before the expiration of the Board member's period of office, and may by a vote of 2/3rds appoint another person in place of the Board member. The person so appointed shall retire at the same time as the removed Board member would have done if not removed. A Board member may be removed from office in any of the following cases:

- 54.1.1. If the person is an insolvent under administration, under Division 12.5 of [the Act](#);
- 54.1.2. If the person has been convicted of an offence and that conviction disqualifies a person from being a Board member, as provided by Section 214 of [the Act](#);
- 54.1.3. If the Board member absents himself/herself from three consecutive ordinary meetings of the Board without its leave;
- 54.1.4. If the Board member resigns from office by notice in writing given by the Board member to the Co-operative;
- 54.1.5. If the Board member is removed from office by ordinary resolution of the Co-operative;
- 54.1.6. If the person ceases to hold the qualification by reason of which the person was qualified to be a Board member;
- 54.1.7. If an administrator of the Co-operative's affairs is appointed under Division 12.5 of [the Act](#);
- 54.1.8. If the Board member is directly or indirectly interested in any contract or proposed contract with the Co-operative and fails to declare his/her interest;
- 54.1.9. If the Board member 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 Board member's duties or interests as a Board member and the Board member fails to declare the fact and the nature, character and extent of the conflict.

55. Board - Filling Casual Vacancies

55.1. In the event that the Board does not make an appointment under Rule 49 (Board - Appointment of Members to Constitute a Quorum), a casual vacancy is to be filled by:

55.1.1. Election by the members held:

55.1.1.1. At a Special General Meeting of the Co-operative;

55.1.1.2. By means of a postal ballot;

55.1.1.3. In the manner specified in the Rules of the Co-operative for the ordinary election of Board members;

55.1.1.4. In such other manner as the Registrar may approve in a particular case; or

55.1.2. Nomination of another Board member, supported by a two-thirds majority of Board members present and voting, to hold office only until it can be filled by a method set out in 55.1.1

55.2. The person elected pursuant to paragraph 51.1 above shall retire at the same time as the Board member who vacated the office would have done if that Board member had not vacated it.

55.3. The person elected pursuant to paragraph 51.1 above shall hold office until the next Annual General Meeting only.

55.4. For the purposes of this Rule, a casual vacancy shall arise where the office of a Board member is vacated or removed from office.

56. Board - Independent Board Members

- 56.1. The elected Board members may appoint persons with special skills to be independent Board members on the conditions and for the period the Board members decide and set the remuneration and allowances to be paid to independent Board members for services as a Board member as approved at a general meeting of the Co-operative. An independent Board member is, subject to this section, a Board member of the Co-operative for the period of the appointment. The ratio of the number of independent Board members to ordinary Board members must not be more than 1 to 3 in accordance with [the Act](#).
- 56.2. Independent Board members may be counted for a quorum.
- 56.3. Unless this section otherwise provides, all other rules relating to Board members apply to an independent Board member.
- 56.4. On the termination of appointment as independent Board member by death, retirement, resignation or in any other way, the independent Board member stops being a Board member.
- 56.5. An independent Board member cannot vote at a meeting of Board members on a motion about the conditions of his or her appointment, conditions of service or termination of service but may be permitted by the chairperson of the Board to speak in relation to the motion.
- 56.6. Despite anything else in these rules no vote may be taken at a meeting of the Board of Board members unless, when the vote is taken, the number of independent Board members present is less than the number of ordinary Board members present.
- 56.7. An independent Board member cannot be appointed as chairperson of the Board however an independent Board member may be appointed to chair a sub-committee of the Board which the Board in its discretion might appoint.
- 56.8. Despite the term of appointment fixed under paragraph 56.1, the appointment of an independent Board member must be ratified by the members of the Co-operative at the general meeting next after the appointment of each independent Board member. Ratification must be by a 2/3rds majority of members of the Co-operative present and entitled to vote at the meeting.
- 56.9. If the appointment of an independent Board member is not ratified by the members of the Co-operative, anything done by the independent Board member since the appointment is taken to have been validly done even though the appointment is not ratified by the members of the Co-operative.

56.10. Despite the terms of appointment, the members of the Co-operative may, by special resolution at a general meeting of members, terminate the appointment of an independent Board member.

56.11. An independent Board member cannot be required to be an active member of the Co-operative.

57. Officers - Employees, Agents and Contractors

57.1. 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 Enterprise Agreement, have power to appoint, remove or suspend employees, agents and contractors, and to fix their powers, duties and remuneration.

57.2. For the purposes of this Rule:

57.2.1. "Industrial Award or Agreement" means an Award or Enterprise Agreement made or approved under a State or Federal Act regulating industrial relations;

57.2.2. "Enterprise Agreement" includes an Enterprise Flexibility Agreement, Australian Workplace Agreement, or Certified Agreement,

57.3. Vacancies for shop employees will be advertised.

57.4. Shop employee applicants will be interviewed by at least two members of the Board and appointed in consultation with the committee.

57.5. Shop co-ordinator applicants will be interviewed by at least one member of the Board and one member of shop management (if available) and appointed in consultation with the committee.

57.6. Members are only eligible for appointment as co-ordinators if:

57.6.1. They have been active members for at least six (6) months, or

57.6.2. They have been invited to appear before the Board, and subsequent to that appearance the Board has unanimously supported their appointment as a co-ordinator.

58. Treasurer

- 58.1. The Treasurer of the Co-operative or their delegate shall:
 - 58.1.1. Collect and receive all monies due to the Association and make all payments authorised by the Co operative;
 - 58.1.2. Keep correct accounts and books showing the financial affairs of the Co-operative with full details of all receipts and expenditure connected with the activities of the Co-operative;
 - 58.1.3. Arrange two signatories for financial transactions (as per paragraph 58.3 below);
 - 58.1.4. Present monthly financial reports to the Board;
 - 58.1.5. Present an audited Financial Statement, in regard to the financial year just ended, to the Annual General Meeting; and
 - 58.1.6. Ensure that sufficient copies of the audited financial statements are available at the Annual General Meeting.
- 58.2. The treasurer's delegate can be:
 - 58.2.1. A shop co-ordinator; or
 - 58.2.2. The Co-operative shop manager; or
 - 58.2.3. The Co-operative assistant shop manager; or
 - 58.2.4. The accounts clerk.
- 58.3. The Treasurer or another designated Board member will be one of two signatories for payment of accounts. The other signatory shall be one of a number of active members not greater than four, and where convenient should be a Board member or one of the members mentioned in paragraph 58.2 above.

59. Secretary

- 59.1. The Secretary shall, as soon as practicable after being appointed as Secretary, notify the Co-operative of his or her address.
- 59.2. The Secretary shall keep or cause to be kept accurate minutes of:
 - 59.2.1. All elections and appointments of office bearers and Board members;
 - 59.2.2. The names of members of the Board present at a Board meeting or a general meeting; and
 - 59.2.3. All proceedings at committee/Board meetings and general meetings.
- 59.3. The secretary shall also:
 - 59.3.1. Provide a summary of the minutes to the website manager and newsletter editor, if there is one;
 - 59.3.2. Repair notices of meetings and agendas for meetings;
 - 59.3.3. Advise on interpretation of the rules; and
 - 59.3.4. Handle correspondence with external organisations.

60. Auditors - Appointment and Responsibilities

- 60.1. One or more auditors shall be appointed, hold office, be remunerated, be removed and have qualifications, duties and responsibilities as provided in these Rules or as otherwise provided in, or permitted by, the [Corporations Law](#) as adopted by [the Act](#).
- 60.2. Within one (1) month after the date on which the Co-operative is registered, the Board members shall appoint an auditor of the Co-operative, unless the Co-operative at a general meeting has already appointed an auditor. An auditor appointed under this clause shall hold office until the first Annual General Meeting of the Co-operative.
- 60.3. The Co-operative shall at its first Annual General Meeting appoint an auditor of the Co-operative.
- 60.4. At each subsequent Annual General Meeting, if there is a vacancy in the office of auditor, the Co-operative shall appoint an auditor to fill the vacancy.
- 60.5. An auditor appointed under this Rule shall hold office until death or removal or resignation from office or until ceasing to be capable of acting as auditor in accordance with the [Corporations Law](#) or [the Act](#).
- 60.6. The Board shall fill any vacancy in the office of auditor, other than a vacancy caused by the removal of an auditor from office, within one month of such vacancy occurring, unless the Co-operative at a general meeting has already appointed an auditor to fill the vacancy. A person or firm appointed as Auditor of the Co-operative pursuant to this paragraph holds office, subject to the [Corporations Law](#), until the next Annual General Meeting of the Co-operative.
- 60.7. While a vacancy in the office of auditor continues, the surviving or continuing auditor or auditors, if any, may act.
- 60.8. An auditor filling a vacancy caused by the removal of the previous auditor shall be appointed by a 3/4 majority of members at the same general meeting at which the previous auditor is removed, as long as notice of the nomination has been sent, or notice placed at the registered office of the Co-operative at least seven days before the meeting, to the members and nominated and current auditors. If the notice of nomination was not sent in accordance with paragraph 60.10 below or the resolution to appoint a new auditor is not passed, then the meeting may be adjourned for 20 to 30 days later. At the adjourned meeting, the Co-operative may appoint an auditor by ordinary resolution as long as notice of the nomination is received by the Board from a member at least 14 clear days before the date of the adjourned meeting and the Board gives notice of the nomination at

least seven days before the meeting to the members and nominated and current auditors. The auditor appointed under this paragraph holds office until the next Annual General Meeting. Notice to members may be given by placing a notice in a prominent position at the registered office of the Co-operative.

60.9. The Co-operative or the Board shall not appoint as auditor a person who has not consented in writing to the appointment or who has withdrawn such consent, or a person of whose nomination notice has not been given in accordance with paragraphs 60.8 or 60.10.

60.10. The Co-operative is not entitled to appoint an auditor at its Annual General Meeting unless notice in writing of the nomination of the auditor was given to the Board by a member before the meeting was convened or at least 21 days before the meeting. The Board must have then given notice to the nominated and current auditors and members not less than seven days before the meeting or at the time notice of the meeting is given.

60.11. A person is not qualified to be appointed auditor of the Co-operative if:

60.11.1. The person is not a registered company auditor;

60.11.2. The person or body corporate in which the person is a substantial shareholder, is indebted for an amount exceeding \$5,000 to the Co-operative, to a related body corporate or to an entity that the Co-operative controls; or

60.11.3. The person is:

60.11.3.1. An officer of the Co-operative;

60.11.3.2. A partner, employer or employee of an officer of the Co-operative;

60.11.3.3. A partner of an employee of an officer of the Co-operative; or

60.11.3.4. An employee of an employee of an officer of the Co-operative.

60.12. A firm is not qualified to be appointed auditor of the Co-operative unless:

60.12.1. At least one member of the firm is a registered company auditor who is ordinarily resident in Australia;

60.12.2. No member of the firm or a body corporate in which the firm is a substantial shareholder, is indebted for an amount exceeding

\$5,000 to the Co-operative, to a related body corporate or to an entity that the Co-operative controls; or

60.12.3. No member of the firm is:

- 60.12.3.1. An officer of the Co-operative;
- 60.12.3.2. A partner, employer or employee of an officer of the Co-operative;
- 60.12.3.3. A partner of an employee of an officer of the Co-operative; or
- 60.12.3.4. An employee of an employee of an officer of the Co-operative;
- 60.12.3.5. No officer of the Co-operative receives any remuneration from the firm for acting as a consultant to it on accounting or auditing matters; and
- 60.12.3.6. The business name under which the firm is carrying on business is registered under the [Business Names Act 1962](#) or a return, in a form approved by the Registrar for the purpose, has been lodged, showing, in relation to each member of the firm, the member's full name and address at the time when the firm so consents, acts or prepares a report.

60.13. All reasonable fees and expenses of the auditor are payable by the Co-operative.

60.14. The auditor is entitled to attend any general meeting of the Co-operative and to receive all notices of, and other communications relating to, any general meeting which any member of the Co-operative is entitled to receive. The auditor is also entitled to be heard at any general meeting which the auditor attends, on any part of the business of the meeting of concern to the auditor.

61. Auditor - Duties of Board

- 61.1. The Board shall enable the auditor to have access to all books, accounts, vouchers, securities and documents of the Co-operative, and to be furnished with such information and explanation by the Board members or any other officers as may be necessary for the performance of the duties of the auditor.

62. Auditor - Removal

- 62.1. The auditor may be removed from office by special resolution at a general meeting.
- 62.2. Notice of intention to move the resolution must be given to the Co-operative not less than two months before the meeting at which the resolution is moved, but if, after notice has been given, a meeting is convened for a date two months or less after notice has been given, subject to paragraph 62.4 below, notice shall be deemed to have been properly given.
- 62.3. Where special notice of a resolution to remove an auditor is received by the Co-operative, the secretary shall as soon as possible send a copy of the notice to the auditor and lodge a copy of the notice with the Registrar.
- 62.4. The secretary of the Co-operative shall give notice of a resolution to remove the auditor at the same time and in the same manner as it gives notice of the meeting or, if that is not practicable, shall give notice of the resolution to members in any manner allowed by these Rules not less than 21 days before the meeting.
- 62.5. Within seven days after receiving a copy of the notice, the auditor may make representations in writing, not exceeding a reasonable length, to the Co-operative and request that before the meeting at which the resolution is to be considered, a copy of the representations be available for inspection at the registered office and a notice declaring their availability be placed in a prominent position at the registered office.
- 62.6. Unless the Registrar on the application of the Co-operative otherwise orders, the Co-operative shall send a copy of the representations in accordance with the auditor's request. The auditor may require that the representations be read out at the meeting and may also speak at the meeting.
- 62.7. Within 14 days after the removal from office of the auditor, the Co-operative shall lodge with the Registrar a notice of the removal on the prescribed form, and, where there is a trustee for the holders of debentures of the Co-operative, give to the trustee a copy of the notice lodged with the Registrar.

63. Auditor - Resignation

63.1. The auditor may, by notice in writing given to the Co-operative, resign as auditor of the Co-operative if:

63.1.1. The auditor has, by notice in writing given to the Registrar, applied for consent to resign and stated the reasons and, at or about the same time, notified the Co-operative in writing of the application; and

63.1.2. The auditor has received the consent of the Registrar.

63.2. The resignation of the auditor takes effect:

63.2.1. On the date, if any, specified for the purpose in the notice of resignation;

63.2.2. On the date on which the Registrar consents to the resignation; or

63.2.3. On the date, if any, fixed by the Registrar for the purpose, whichever last occurs.

63.3. Within 14 days after the receipt of a notice of a resignation from an auditor, the secretary of the Co-operative shall lodge with the Registrar a notice of the resignation on the prescribed form, and, where there is a trustee for the holders of debentures of the Co-operative, give to the trustee a copy of the notice lodged with the Registrar.

64. Annual Report

- 64.1. Twenty-eight days following the Annual General Meeting, the Board shall file with the Registrar an annual report of the Co-operative containing the following:
 - 64.1.1. A list stating the names of the secretary, Board members and employees of the Co-operative;
 - 64.1.2. A copy of the reports submitted to the Annual General Meeting;
 - 64.1.3. A copy of the report by the auditor;
 - 64.1.4. A copy of the financial statement of the Co-operative.

65. Meeting - Minutes

- 65.1. Minutes of each general meeting, Board meeting and sub-committee meeting must be appropriately recorded and available for inspection by members within 28 days of a meeting. The minutes shall be a record of:
 - 65.1.1. All appointments of officers and employees made by the committee;
 - 65.1.2. All names of members present at each meeting;
 - 65.1.3. All resolutions and proceedings at all meetings of the Co-operative and of the committee.
- 65.2. Minutes must be recorded in the minute book within 28 days after the meeting to which they relate.
- 65.3. The confirmation of such minutes, signed by the minute taker, shall be taken as the first business at the next succeeding meeting of the Co-operative, or Board 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.

66. Insurance

- 66.1. The Board shall arrange insurance against loss, damage to or liability of the Co-operative by reason of fire, accident or otherwise as it see fit.

67. Financial Year

- 67.1. The financial year of the Co-operative shall commence on 1st July, and end on the 30th June the following year.

68. Accounts

- 68.1. The Board shall have prepared the accounts, statements and Board report in accordance with [the Act](#) and the [Corporations Law](#).
- 68.2. The Board shall submit those accounts, statements and report, together with the auditor's report on those accounts, to the Annual General Meeting of the Co-operative, in accordance with [the Act](#) and the [Corporations Law](#).

69. Banking

- 69.1. The Board shall have a banking account or accounts in the name of the Co-operative, into which all moneys received shall be paid as soon as possible after receipt.
- 69.2. 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 two (2) Board members or by any two (2) persons authorised by the Board.

70. Securities - Safe Keeping

- 70.1. Shares, debentures, charges and any other certificate of or document or duplicates of them pertaining to securities must be safely kept by the Co-operative in the way and with such provision for their security as the Board directs.

71. Debentures - Approval of Board for Transfer of Debentures

- 71.1. A debenture of a Co-operative cannot be sold or transferred except with the consent of the Board.
- 71.2. 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.
- 71.3. Debentures shall be transferred in a common form which the Board shall approve.
- 71.4. 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 two weeks after the date on which the Board declined to register the transfer.
- 71.5. The Board shall have a record of all transfers made in the proper books of the Co-operative.

72. Provision for Loss

- 72.1. The Board shall account for any loss which may result from the transactions of the Co-operative in accordance with current Accounting Standards, if any, as approved by the Registrar.

73. Disputes

73.1. In this Rule:

73.1.1. "**party**" may include:

73.1.2. A member of the Co-operative;

73.1.3. Any aggrieved person who has ceased to be a member in the last three months;

73.1.4. Any person claiming through or under a member or any aggrieved person referred to in subparagraphs 73.1.2 and 73.1.3; and

73.1.5. The Co-operative, including the Board and any other officer of the Co-operative.

73.1.6. "**Dispute**" may only refer to a matter affecting a person of the type mentioned in subparagraphs 73.1.2, 73.1.3, 73.1.4, 73.1.5.

73.2. 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.

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

73.4. On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the Board if appropriate, otherwise the Resolution Centre or other mutually agreeable independent mediator. The resolution process must use the principles of natural justice, including the use of a non biased mediator, a fair hearing of the issues and notice of case against a member prior to hearing.

73.5. This requirement must be fulfilled before resorting to an appropriate judicial body.

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

73.6.1. The timetable for all steps in the procedures; and

73.6.2. The selection of the independent person required for mediation, then the Board shall choose a mediator and set a timetable on their behalf. If this mediation fails to solve the dispute then the

dispute shall be settled by resorting to an appropriate judicial body.

- 73.7. 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.

74. Notices

- 74.1. A verbal notice or notice placed in a prominent place at the registered office of the Co-operative may be given by the Co-operative to any member unless these Rules or [the Act](#) require the notice to be in writing. Where notice in writing is required, notice is to be given either personally or by post to the member's registered address, or 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. If the member has no registered address then the notice can be sent to any address supplied by the member to the Co-operative for the giving of notices, or posted up at the registered office of the Co-operative.
- 74.2. 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 48 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 service it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- 74.3. 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.
- 74.4. A notice may be given by the Co-operative to the joint members or holders of a share by giving the notice to the joint member or holder named first in the register of members and shares.
- 74.5. Notice may be given by the Co-operative to the person entitled to a share in consequence of incapacity or bankruptcy of a member by sending it through the post in a prepaid letter addressed to that person by name. Alternatively it can be addressed to the person entitled by law to administer the affairs of the incapacitated person, or trustee of the bankrupt, or by any like description. The address should be that supplied for the purpose by the person claiming to be entitled. Alternatively, if no such address has been supplied, the notice can be given in the manner in which it could have been given if the death, incapacity or bankruptcy had not occurred.
- 74.6. For the purpose of this Rule, "registered address" means the address of the member as appearing in the register of members and shares.

75. Occupational Health and Safety

- 75.1. The Co-operative will endeavour to maintain its premises in accordance with Occupational Health and Safety standards and guidelines for the health and safety of its members and customers.

76. Winding up

- 76.1. The winding up of the Co-operative shall be in accordance with Part 12 of [the Act](#).
- 76.2. 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 must not be paid to or distributed among the members of the Co-operative but must be given or transferred to an incorporated not-for-profit organisation:
 - 76.2.1. With objects similar to the Co-operative's; and
 - 76.2.2. Whose constitution prohibits the distribution of its property among its members.
- 76.3. The organisation under 76.2 shall be chosen by the outgoing Board of the Co-operative with approval by the Registrar.

77. Fines

- 77.1. The Board may impose on a member a maximum fine in accordance with Rule 78 (Schedule of Fees) for any infringement of the Rules or resolutions.
- 77.2. A fine exceeding \$20 shall not be imposed on a member pursuant to paragraph 77.1 unless:
 - 77.2.1. Written notice of the intention to impose the fine and the reason for it has been given to the member; and
 - 77.2.2. 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.

78. Schedule of Fees

- 78.1. Copy Book of Rules _____ \$ _____ Rule 7.3
- 78.2. Copy of Register _____ \$ _____ Rule 13.2
- 78.3. Transfer of Debentures _____ \$ _____ Rule 71.5
- 78.4. Maximum Fine without Written Notice _____ \$ _____ Rule 77.2

79. Certification

We, the undersigned, certify that this is a copy of the Rules which was presented on _____ for the purpose of forming a Co-operative to be known as The Food Co-operative Shop.

Facilitator of Formation Meeting

Signature

Secretary of formation meeting

Signature

Note: This certification is signed at the Formation Meeting which is held after the Rules have been approved by the Registrar and the Rules have been returned to the sponsors of the proposed Co-operative.

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