

Highway Alpine Club Co-operative Limited

(a non-distributing co-operative with share capital)

Rules

Adopted ??? 2026

Table of Contents

Preliminary	3	31	Attendance and voting at general meetings	12
1	Name	3	32	Proxy votes
2	Definitions	3	33	Postal ballots (other than special postal ballots).....
3	Objects	3	34	Special postal ballots
Membership	3	35	Special resolutions.....	14
4	Active membership provisions.....	3	Board of directors	15
5	Qualifications for membership	4	36	Board
6	Application fee, entry fee and annual subscription.....	4	37	Qualifications of directors
7	Membership applications	4	38	Election of directors
8	Cessation of membership	4	39	Removal from office of director
9	Expulsion of members.....	5	40	Vacation of office of director.....
10	Resignation of members	5	41	Casual vacancies
11	Monetary consequences of expulsion or resignation	5	42	Remuneration of directors
12	Suspension of members.....	6	43	Proceedings of the board
13	Disputes and mediation	7	44	Quorum for board meetings.....
14	Fines payable by members.....	8	45	Chairperson of board.....
15	Liability of members to co-operatives .	8	46	Delegation and board committees
16	Capital and shares	8	47	Minutes
17	Repurchase of members' shares.....	9	Rules	17
18	Transfer of shares	9	48	Amendments and copies of rules
19	Effect of sale, transfer or disposal of shares	10	Administrative matters	17
20	Cancellations—inactive members.....	10	49	Policy
21	Death of member	10	50	Execution of documents.....
22	Rights and liabilities of members under bankruptcy or mental incapacity	10	51	Inspection of records and registers
23	Entitlements and liabilities of person registered as trustee, administrator etc.	10	52	Safe keeping of securities.....
24	Debentures.....	11	53	Notices to members
General meetings, resolutions and voting	11	Accounting and financial matters	18	
25	General meetings	11	54	Financial year.....
26	Members' power to requisition a general meeting	11	55	Accounts
27	Notice of general meetings	11	56	Appointing an auditor or reviewer if there is a direction under the Law
28	Business of annual general meetings.	12	57	Disposal of surplus funds during a financial year
29	Quorum at general meetings	12	58	Provision for loss
30	Chairperson at general meetings	12	59	Financial reports to members
			Winding up	20
			60	Winding up

Preliminary

1 Name

The name of the co-operative is Highway Alpine Club Co-operative Limited.

2 Definitions

(1) In these rules:

the Law means the Co-operatives National Law as applying in New South Wales.

the National Regulations means the Co-operatives National Regulations as applying in New South Wales.

(2) Except so far as the contrary intention appears in these rules, words and expressions used in these rules have the same meanings as they have, from time to time, in the Law or relevant provisions of the Law.

(3) The Law prevails over these rules to the extent of any inconsistency.

3 Objects

The objects of the co-operative are to:

- (a) encourage, develop and promote snow sports, skiing, ski touring and other athletic sports and games
- (b) provide, construct and maintain lodges, huts and equipment for use in connection with the activities in subrule (a), to furnish, equip, repair and maintain the same, and to make the same available for use by members of the co-operative, by members' guests or by other persons
- (c) sell, lease or let on hire any huts, lodges or other buildings and any skis, boots and other equipment, and to provide any service that may assist, promote or encourage the activities in subrule (a)
- (d) promote, organise and hold sports meetings in connection with the activities in subrule (a) for members of the co-operative and other persons.

Membership

4 Active membership provisions

(1) Primary activity

For the purposes of Part 2.6 of the Law, the primary activity of the co-operative is the promotion of alpine sports and the provision of alpine accommodation to people engaged in such activities.

(2) Active membership requirements

A member must pay the annual subscription in accordance with rule 6(2) to establish and maintain active membership.

5 Qualifications for membership

- (1) A person qualifies for membership of the co-operative if there are reasonable grounds for believing they will be an active member.
- (2) There is no corporate membership.
- (3) No membership can now be approved to have more than 2 joint members.

6 Application fee, entry fee and annual subscription

- (1) The membership application fee and the membership entry fee are determined from time to time by the board.
- (2) The annual (financial year of the co-operative) subscription:
 - (a) is also determined from time to time by the board
 - (b) is payable (in advance) within the period set by the board, and
 - (c) cannot exceed \$2,000.
- (3) The above fees and subscription are non-refundable.

7 Membership applications

- (1) Applications for membership must be lodged in a form approved by the board and should be accompanied by payment of the application fee set under rule 6.
- (2) Every application must be considered by the board.
- (3) If the board approves of the application, payment must then be made for:
 - (a) the entry fee and first annual subscription set under rule 6, and
 - (b) allotment of at least the minimum number of shares in the co-operative as specified in rule 16.
- (4) The applicant's name and any other information required under the Law must then be entered in the register of members within 28 days of the payments referred to in subrule (3) being received.
- (5) The applicant must be notified in writing of the entry in the register and the applicant is then entitled to the privileges attaching to membership.
- (6) The board may, at its discretion, refuse an application for membership.
- (7) The board need not assign reasons for the refusal. On refusal any amounts accompanying the application for membership must be refunded within 28 days without interest.

8 Cessation of membership

A person ceases to be a member in any of the following circumstances:

- (a) if the membership ceases in any circumstances specified in section 117 of the Law
- (b) if the member's total shareholding is transferred to another person and the transferee is registered as the holder of the shareholding
- (c) if the member's total shareholding is forfeited under the Law or these rules
- (d) if the member's total shareholding is purchased by the co-operative under the Law or these rules
- (e) if the member's total shareholding is sold by the co-operative under any power in the Law or these rules and the purchaser is registered as shareholder in the member's place.

9 Expulsion of members

- (1) A member may be expelled from the co-operative by resolution of a general meeting of the co-operative that achieves at least two-thirds support in a secret ballot to the effect:
 - (a) that the member has seriously or repetitively failed to discharge the member's obligations to the co-operative under these rules or a contract entered into with the co-operative under section 125 of the Law, or
 - (b) that the member has acted in a way that has:
 - (i) prevented or hindered the co-operative in carrying out its primary activity or one or more of its primary activities
 - (ii) brought the co-operative into disrepute
 - (iii) been detrimental to the interests of the co-operative, or
 - (iv) been contrary to one or more of the co-operative principles as described in section 10 of the Law and has caused the co-operative harm.
- (2) Written notice of the proposed resolution must be given to the member at least 21 days before the meeting at which the resolution is to be moved, and the member must be given a reasonable opportunity of being heard at the meeting.
- (3) Expulsion of one joint member means expulsion of all members holding membership jointly with the expelled member.
- (4) An expelled member must not be re-admitted as a member unless the re-admission is approved also by resolution of a general meeting of the co-operative that achieves at least two-thirds support.

10 Resignation of members

A member may resign from the co-operative by giving 28 days' notice in writing.

11 Monetary consequences of expulsion or resignation

- (1) In this rule:

deficiency means the amount of accumulated loss, deficiency or significant change disclosed in the last balance sheet of the co-operative, or later reported before expulsion.

- (2) If a member is expelled or resigns from the co-operative, all amounts owing by the former member to the co-operative become immediately payable in full.
- (3) Shares for which capital has been repaid must be cancelled.
- (4) Subject to subrule (5) and the written terms of a class of share issued, the co-operative must, however, pay to the expelled or resigning member the amount of capital paid up on the former member's share at the time of expulsion or resignation (less any amount owing by the former member to the co-operative).
- (5) If a deficiency exists, an appropriate proportion of the loss, deficiency or significant change may be deducted from the amount of capital paid up on the share of the expelled or resigning member. This is done having regard to the number of shares held by the expelled or resigning member immediately before expulsion or resignation in relation to the number of shares in the co-operative.
- (6) Subject to section 128 of the Law, payment to the expelled or resigning member of any amount owing by the co-operative to the former member:
 - (a) must be made at the time decided by the board but within one year from the date of expulsion or resignation, or
 - (b) may be applied at the time decided by the board, but within one year from the date of expulsion or resignation, in the manner set out in section 128 of the Law, if there is agreement by the board and former member or if the board considers that repayment would adversely affect the financial position of the co-operative.

12 Suspension of members

- (1) The board of the co-operative may by resolution suspend a member for not more than one year, who does any of the following:
 - (a) contravenes any of these rules
 - (b) fails to discharge obligations to the co-operative, whether under these rules or a contract
 - (c) acts detrimentally to the interests of the co-operative.
- (2) Written notice of the proposed resolution must be given to the member at least 7 days before the meeting at which the resolution is to be moved, and the member must be given a reasonable opportunity of being heard at the meeting.
- (3) During the period of suspension, the member:
 - (a) loses any rights arising as a result of membership
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the co-operative, and

(c) remains liable for any fine that may be imposed.

13 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a member and another member, or
 - (b) a member (including a former member) and the co-operative.
- (2) If a dispute arises, a party cannot commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions of this rule, except where a person seeks urgent interlocutory relief.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days of:
 - (a) the dispute coming to the attention of each party, or
 - (b) a party giving notice, to each of the other parties involved, of the dispute or grievance.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, as soon as is practicable, hold a meeting in the presence of a mediator.
- (5) The mediator is, where possible, to be a person chosen by agreement between the parties, but in the absence of agreement between the parties:
 - (a) for a dispute between a member and another member, a person appointed by the board, or
 - (b) for a dispute between a member (including a former member) and the co-operative, a person appointed by The Co-operative Federation Ltd.
- (6) The mediator may (but need not) be a member of the co-operative, unless the member is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation acting reasonably.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard
 - (b) allow due consideration by all parties of any written statement submitted by any party, and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator cannot determine the dispute.
- (10) The mediation must be confidential and without prejudice.

- (11) The costs of the mediation are to be shared equally between the parties unless otherwise agreed.
- (12) Nothing in this rule applies to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.
- (13) Nothing in this rule applies to any dispute involving the expulsion or suspension of a member or the imposition of a fine.
- (14) If the mediation process does not result in the dispute being resolved, each party may seek to resolve the dispute in accordance with the Law or otherwise at law.

14 Fines payable by members

- (1) The board may impose on a member a maximum fine of \$1,000 for a contravention of these rules.
- (2) A fine must not be imposed on a member under subrule (1) unless:
 - (a) written notice of intention to impose the fine and the reason for it has been given to the member, and
 - (b) 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, to show cause why the fine should not be imposed.

15 Liability of members to co-operatives

- (1) A member is liable to the co-operative for any charges, including application and entry fees and annual subscriptions, payable by the member to the co-operative under these rules.
- (2) Joint members are jointly and severally liable for any such charges mentioned in subrule (1).

16 Capital and shares

- (1) The capital of the co-operative is raised by the issue of shares of nominal value of \$2 each.
- (2) A member must hold a minimum of 2,200 shares in the co-operative and must not hold or have a relevant interest in more than 20% of the nominal value of issued share capital of the co-operative unless permitted to do so under section 363 of the Law.

Note: In accordance with section 77(3) of the Law, those accepted as members prior to an increase in the required minimum number of shares cannot be required to subscribe for additional shares.

- (3) No share is now to be allotted unless 100% of the nominal value of the share has been paid.
- (4) A share in the co-operative does not carry a vote.

- (5) The right to vote in the co-operative is attached to membership and governed by section 228 of the Law.

17 Repurchase of members' shares

- (1) Members' shares may be repurchased in accordance with the Law.
- (2) A member who wishes the co-operative to repurchase any shares must do so by submitting a request in a form approved by the board.
- (3) The board of the co-operative must consider each request for repurchase in accordance with the Law and cancel any shares that have been repurchased.

18 Transfer of shares

- (1) The instrument of transfer of a share must be signed by or for the transferor and the transferee.
- (2) The transferor is taken to remain the holder of the share until the name of the transferee is entered in the register of members.
- (3) Shares must be transferred using a form approved by the board.
- (4) A share may not be sold or transferred except:
 - (a) with the consent of the board, and to a person who is qualified to be admitted to membership of the co-operative under rules 4 and 5, or
 - (b) as otherwise provided by these rules or the Law.
- (5) The board may decline to register a transfer of shares to a person not qualified to be a member or of whom they do not approve. The board may also decline to register a transfer of shares on which the co-operative has a lien or charge. If the board refuses to register a transfer of shares it must send notice of the refusal to the transferee within 28 days after the day the board declined to register the transfer.
- (6) The board of the co-operative must not consent to the sale or transfer of shares that would result in more than the nominal value of shares permitted under section 363 of the Law.
- (7) The board may decline to recognise an instrument of transfer unless:
 - (a) a non-refundable fee, as determined from time to time by the board, is paid to the co-operative for the transfer, and
 - (b) the instrument of transfer is accompanied by any evidence the board may require to show the right of the transferor to make the transfer.
- (8) The board must maintain a record of all transfers made in the proper books of the co-operative.
- (9) The board may suspend the registration of transfers during the 45 days immediately before the annual general meeting in each year.

19 Effect of sale, transfer or disposal of shares

A member who has sold or transferred, or disposed of the beneficial interest in, all the member's shares, or has agreed to do any of those things, is not entitled to vote at any meeting of the co-operative.

20 Cancellations—inactive members

The board must declare the membership of a member cancelled if:

- (a) 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 2 years, or
- (b) the member is not presently active and has not been active within the meaning of rule 4 in the past 2 financial years of the co-operative.

21 Death of member

The legal personal representative of a deceased member may apply to the board for a transfer of the deceased member's shares in a form approved by the board.

22 Rights and liabilities of members under bankruptcy or mental incapacity

- (1) A person's membership ceases upon bankruptcy and that person's share may be registered to the Official Trustee in Bankruptcy and dealt with under the provisions of section 95 of the Law.
- (2) A person appointed under a law of a State or Territory to administer the estate of a member who, through mental or physical infirmity, is incapable of managing his or her affairs, may be registered as the holder of the member's share and the rights and liabilities of membership vest in that person during the period of the appointment.
- (3) The liabilities attaching to the share of a person under bankruptcy or mental incapacity continue in accordance with section 96 of the Law.
- (4) Upon application by a person appointed to manage the affairs of a member referred to in subrule (2), the board may decide to suspend some or all active membership obligations if there are grounds to believe that the member's physical or mental infirmity is temporary.

23 Entitlements and liabilities of person registered as trustee, administrator etc.

- (1) A person becoming entitled to be a shareholder because of the death, bankruptcy or incapacity of the holder is entitled to the advantages to which the person would be entitled if he or she were the registered holder of the share. However, before being registered as a member, the person is not entitled to exercise any right conferred by membership in relation to meetings of the co-operative.
- (2) A person registered as holder of the share of a member who has died, or is bankrupt or incapable of managing his or her affairs, has the same liabilities in relation to the share as those to which the deceased, bankrupt or incapable person would have been liable if he or she had remained a member with full legal capacity.

- (3) The board has the same right to decline or to suspend registration of a share as it would have had for a transfer of a share by the bankrupt or incapacitated person before the bankruptcy or incapacity.

24 Debentures

The co-operative will not offer debentures under any circumstances.

General meetings, resolutions and voting

25 General meetings

- (1) General meetings (annual or special) may be held in person or using technology that permits a member to participate contemporaneously in the meeting and enables the member to hear proceedings, ask questions and cast a vote.
- (2) An annual general meeting must be held each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the co-operative or within the further time allowed by the Registrar.
- (3) The board may, whenever it considers appropriate, call a special general meeting of the co-operative.

26 Members' power to requisition a general meeting

- (1) The board must call a general meeting of the co-operative on the requisition in writing by members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the co-operative.
- (2) The provisions of section 257 of the Law apply to a meeting requisitioned by members.

27 Notice of general meetings

- (1) At least 14 days' notice of a general meeting (not including the day on which the notice is served or taken to be served, but including the day for which notice is given) must be given.
- (2) Notice must be given to each member of the co-operative and any other persons who are, under these rules or the Law, entitled to receive notices from the co-operative.
- (3) The notice must state the place, day and hour of the meeting and include the business of the meeting.
- (4) The notice must also include any business members have notified their intention to move at the meeting under subrule (6) (but only if the members' notification has been made under these rules and within time).
- (5) The notice must be served in the manner provided in the Law or rule 53.
- (6) Any member who has a resolution to submit to a general meeting must give written notice of it to the co-operative at least 28 days before the day of the meeting.

28 Business of annual general meetings

- (1) The ordinary business of the annual general meeting of the co-operative is to:
 - (a) confirm minutes of the last preceding general meeting, and
 - (b) receive from the board, auditors or officers of the co-operative:
 - (i) a report on the state of affairs of the co-operative, and
 - (ii) the appropriate financial reports of the co-operative for the financial year, and
 - (c) elect directors to fill any vacancies on the board.
- (2) The annual general meeting may also transact other business of which notice has been given to members, if required, under the Law or these rules.

29 Quorum at general meetings

- (1) An item of business cannot be transacted at a general meeting unless a quorum of members is present when the meeting is considering the item.
- (2) Unless these rules state otherwise, 11 members present, each being entitled to exercise a vote, constitute a quorum.
- (3) If a quorum is not present within half an hour after the appointed time for a meeting, the meeting, if called on the requisition of members, must be dissolved. In any other case it must be adjourned to the same day, time and place in the next week.
- (4) If a quorum is not present within half an hour after the time appointed for an adjourned meeting, the members present constitute a quorum.

30 Chairperson at general meetings

- (1) The chairperson, if any, of the board may preside as chairperson at every general meeting of the co-operative.
- (2) If there is no chairperson, or if at a meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the members present must choose someone from their number to be chairperson (until the chairperson attends and is willing to act).
- (3) The chairperson may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and from place to place. However, the only business that can be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given just as for the original meeting. Apart from this it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

31 Attendance and voting at general meetings

- (1) The right to vote attaches to membership and not shareholding.

- (2) Joint members have only one vote between them.
- (3) Every joint member is entitled to attend and be heard at a general meeting.
- (4) In the event of a dispute between joint members as to which member will vote (subject to the grant of any power of attorney), the joint member whose name appears first in the register of members is entitled to vote.
- (5) A resolution, other than a special resolution, must be decided by simple majority.
- (6) Subject to subrules (7) and (8), a question for decision at any general meeting must be decided on a show of hands of members present at the meeting.
- (7) A poll may be demanded on any question for decision.
- (8) If before a vote is taken or before or immediately after the declaration of the result on a show of hands:
 - (a) the chairperson directs that the question is to be determined by a poll, or
 - (b) at least 5 members present demand a poll
 the question for decision must be determined by a poll.
- (9) Subject to subrule (7), a poll must be taken when and in the manner that the chairperson directs.
- (10) A poll on the election of a chairperson or on the question of adjournment must be taken immediately and without debate.
- (11) If the votes in favour and against a resolution are equal, the chairperson of the meeting may exercise a second or casting vote.
- (12) Once the votes on a show of hands or on a poll have been counted then, subject to subrule (5), a declaration by the chairperson that a resolution has been carried (unanimously or by a particular majority) or lost is evidence of that fact.

32 Proxy votes

Voting by proxy is not permitted at a general meeting.

33 Postal ballots (other than special postal ballots)

- (1) A postal ballot must be held in respect of a special resolution where members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the co-operative may requisition the board to conduct the special resolution by postal ballot.
- (2) If a postal ballot is requisitioned by members under subrule (1), the requisition should specify whether the postal ballot is to be a secret ballot.
- (3) A postal ballot requisitioned under subrule (1) is to be conducted in accordance with the National Regulations and in the form and manner determined by board.

- (4) The board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by electronic means.
- (5) If the board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.
- (6) The board is to appoint a returning officer to conduct the postal ballot. In default of such an appointment, the secretary is the returning officer.
- (7) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members giving:
 - (a) particulars of the business in relation to which the postal ballot is being conducted
 - (b) an explanation of how to lodge a valid vote and the majority required to pass the vote, and
 - (c) notice of the closing date and closing time of the postal ballotand must be sent to members so that they arrive at least 21 days before the closing date of the postal ballot.
- (8) This rule does not apply in relation to special postal ballots.

34 Special postal ballots

- (1) This rule applies where a special postal ballot is required.
- (2) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members so that they arrive at least 28 days before the closing date of the special postal ballot.
- (3) The board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by electronic means.
- (4) If the board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.

35 Special resolutions

- (1) A special resolution is a resolution that is passed:
 - (a) by a two-thirds majority at a general meeting
 - (b) by a two-thirds majority in a postal ballot (other than a special postal ballot) of members, or
 - (c) by a three-quarters majority in a special postal ballot of members.

- (2) A notice of special resolution is required to be given to members at least 21 days before the vote or ballot time (or 28 days' notice in the case of a special postal ballot).
- (3) The notice of special resolution must state:
 - (a) the intention to propose the special resolution
 - (b) the reasons for proposing the special resolution, and
 - (c) the effect of the special resolution being passed.

Board of directors

36 Board

- (1) The business of the co-operative is to be managed by or under the direction of the board of directors, and for that purpose the board has and may exercise all the powers of the co-operative that are not required to be exercised by the co-operative in general meeting.
- (2) The board must have 10 directors.

37 Qualifications of directors

A person qualifies to be a director of the co-operative if they are:

- (a) over the age of 18 years, and
- (b) an active member of the co-operative.

38 Election of directors

- (1) Directors are generally only elected at annual general meetings.
- (2) Subject to subrule (3), the term of office of directors commences from the annual general meeting at which they are elected and ends on the day of the 2nd annual general meeting thereafter.
- (3) A director elected at an annual general meeting to fill a vacant position arising from a casual vacancy retires at the same time as the director who vacated the office would have done.
- (4) Retiring directors are eligible for re-election without nomination.
- (5) Nominations for candidates to fill the vacant positions are sought in such a manner as the board determines.
- (6) The election of directors is conducted in such usual and proper manner as the board directs.
- (7) If there is an equality of votes in a director election, the outcome must be determined by lot.

39 Removal from office of director

The co-operative may by resolution under section 180 of the Law, with special notice as required by that section, remove a director before the end of the director's period of office, and may by a simple majority appoint another person in place of the removed director. The person appointed must retire when the removed director would otherwise have retired.

40 Vacation of office of director

In addition to the circumstances set out in the Law, a director vacates office if the director dies.

41 Casual vacancies

The board may appoint a qualified person to fill a casual vacancy in the office of director until the next annual general meeting.

42 Remuneration of directors

Any director remuneration must be approved at a general meeting of the co-operative, other than travelling and other expenses incurred in attending board or general meetings of the co-operative.

43 Proceedings of the board

- (1) Meetings of the board (including meetings conducted outside board meetings pursuant to section 176 of the Law) are to be held as often as may be necessary for properly conducting the business of the co-operative and must be held at least every 3 months.
- (2) A meeting may be held with one or more of the directors participating by using a form of communication that allows reasonably contemporaneous and continuous communication between the directors taking part in the meeting.
- (3) Questions arising at a meeting must be decided by a majority of votes.
- (4) If votes are equal, the chairperson has a second or casting vote.
- (5) Other than in special circumstances decided by the chairperson, at least 48 hours' notice must be given to the directors of all meetings of the board, without which the meeting cannot be held.

44 Quorum for board meetings

The quorum for a meeting of the board is a majority of the current number of directors.

45 Chairperson of board

- (1) The chairperson of the board is elected by the board.
- (2) If no chairperson is elected or the chairperson is not present within 15 minutes after the time fixed 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 the chairperson attends and is willing to act as chairperson.

- (3) The chairperson may be removed, and a new chairperson elected, by ordinary resolution of the board.

46 Delegation and board committees

The board may by resolution delegate its functions in accordance with section 178 of the Law.

47 Minutes

- (1) The board must keep minutes of meetings and, in particular, of:
 - (a) all appointments of officers and employees made by the directors
 - (b) the names of the directors present at each meeting of the board and of a committee of the board, and
 - (c) all resolutions and proceedings at all meetings of the co-operative and of directors and of committees of directors.
- (2) Minutes must be entered in the appropriate records within 28 days of the meeting to which they relate was held.
- (3) The minutes are to be signed within a reasonable time after the meeting to which they relate by either the chairperson of that meeting or the chairperson of the next meeting.

Rules

48 Amendments and copies of rules

- (1) Any amendment of the rules must be approved by special resolution.
- (2) A proposal to amend the rules of the co-operative must be made in a form approved by the board which clearly shows the existing rule or rules concerned and any proposed amendment to the rules.
- (3) A member is entitled to an electronic copy of the rules free of charge.

Administrative matters

49 Policy

- (1) The board may make policies for the co-operative, not inconsistent with the Law, the National Regulations, the rules or any other law, to govern the co-operative's activities, conduct and dealings generally.
- (2) A breach of a co-operative policy will be deemed to be a contravention of the rules.

50 Execution of documents

Documents of the co-operative are executed by two directors, or a director and the secretary.

51 Inspection of records and registers

- (1) Members of the co-operative have free access to the records and registers referred to in section 214 (1) of the Law and they may make a copy of any entry in the registers free of charge.
- (2) Members do not have access to the minutes of board or committee meetings but may request access to any such minutes in writing addressed to the board.

52 Safe keeping of securities

Shares, debentures, charges and any other certificates or documents or duplicates of them pertaining to securities must be safely kept by the co-operative in the way and with the provision for their security as the board directs.

53 Notices to members

- (1) This rule applies in addition to section 611 of the Law regarding how a notice or other document may be given to a member of the co-operative.
- (2) A notice or other document required to be given to a member of the co-operative may be given by the co-operative to any member by any form of technology (for example, by email), where the member has given consent and notified the co-operative of the relevant contact details.
- (3) If a notice is sent by post, service is taken to be effected at the time at which the properly addressed and prepaid letter would be delivered in the ordinary course of post. In proving service by post, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (4) A notice forwarded by some other form of technology is taken 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.
- (5) A notice may be given by the co-operative to the person entitled to a share in consequence of the death, 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 by the title of representative of the deceased or incapacitated person, or trustee of the bankrupt, or by any like description, and:
 - (a) the address should be that supplied for the purpose by the person claiming to be entitled, or
 - (b) 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.

Accounting and financial matters

54 Financial year

The financial year of the co-operative ends on the last day of February.

55 Accounts

- (1) The board must have at least one financial institution account, electronic or otherwise, in the name of the co-operative, into which all amounts received by the co-operative must be paid as soon as possible after receipt.
- (2) The operation of any electronic accounts must be restricted so that there is a requirement for authorisation of transactions by:
 - (a) 2 authorised persons, or
 - (b) 1 authorised person for smaller transactions up to a limit set by the board.
- (3) For the purposes of this rule, an **authorised person** is:
 - (a) a director, or
 - (b) a person approved by the board.

56 Appointing an auditor or reviewer if there is a direction under the Law

- (1) If a small co-operative is directed to prepare a financial report under section 271 or 272 of the Law, the direction requires that the financial report be audited or reviewed, and the co-operative does not already have an auditor or reviewer, the board must appoint an auditor or reviewer (as the case may be) within one month of the direction.
- (2) An auditor or reviewer appointed under this rule holds office until the financial report prepared as a result of the direction has been audited or reviewed and sent to members.

57 Disposal of surplus funds during a financial year

- (1) The board may retain all or part of the surplus arising in any year from the business of the co-operative, to be applied for the benefit of the co-operative.
- (2) No part of the surplus may be paid or transferred directly or indirectly, by way of profit, to members of the co-operative.
- (3) A part of the surplus, but not more than 2%, arising in any year from the business of the co-operative may be applied for charitable purposes.

58 Provision for loss

The board must make appropriate provision for losses in the co-operative's accounts and when reporting to members is to indicate whether the loss is expected to continue and whether there is any real prejudice to the co-operative's solvency.

59 Financial reports to members

The co-operative must prepare financial reports and statements in accordance with the Law, the National Regulations and these rules.

Winding up

60 Winding up

- (1) The winding up of the co-operative must be in accordance with Part 4.5 of the Law.
- (2) If, on the winding up or dissolution, there remains any property after the satisfaction of all its debts and liabilities, this must not be paid to or distributed among the members of the co-operative but must be given or transferred to an institution or institutions:
 - (a) with objects similar to those of the co-operative
 - (b) whose constitution prohibits the distribution of its property among its members, and
 - (c) chosen by the members of the co-operative at or before the dissolution or, in default, by a judge of the court with jurisdiction in the matter.