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**WATHAURONG
ABORIGINAL
CO-OPERATIVE**

REGISTERED AS A NON-TRADING
CO-OPERATIVE WITHOUT SHARES
UNDER THE CO-OPERATIVE
ACT 1996 (VIC)

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[Date]

WATHAURONG ABORIGINAL CO-OPERATIVE LTD

PROPOSED RULES

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1. **Definitions**

In these rules –

“**Act**” means the **Co-operatives Act 1996**;

“**Appendix**” means Appendix to these rules;

“**Board**” means the Board of the Co-operative;

“**the boundary of the co-operative**” means the area within the boundary described in Appendix 1.

“**de facto spouse**” means any person who is living or has lived with but is not married to a person of Australian Aboriginal or Torres Strait Islander descent for a period of reasonable duration in a relationship one with the other as that of man and wife.

“**family**” means immediate family and in relation to an individual consists of brother, sister, son, daughter, spouse, or de facto spouse, spouse or de facto spouse’ children, adopted children, or any other children of either parent, ie half brothers and sisters.

“**general meeting**” means any annual or special meeting;

“**member**” means a member of the Co-operative;

“**month**” means calendar month

“**Registrar**” means the person for the time being holding office of Registrar of Co-operatives under the Act;

“**regulations**” means the Co-operative Regulations 1997.

2. **Members to Abide by Co-operatives Principles**

The Co-operative and its members must comply with the Co-operative principles to the extent that they apply to them.

3. **Alteration of Rules**

(1) These rules may be altered by a special resolution in accordance with section 113 of the Act or by a resolution of the board in accordance with section 114 of the Act.

(2) A proposed alteration of these rules must be approved by the Registrar under section 112 of the Act before the resolution altering the rules is passed.

(3) An alteration of these rules does not take effect unless and until it is registered by the Registrar under section 115 of the Act.

- (4) Any member is entitled to obtain from the Co-operative a copy of these rules for a fee of (5) five dollars.

4. Name

- (1) The name of the Co-operative is Wathaurong Aboriginal Co-operative Ltd.
- (2) The Co-operative may change its name in accordance with section 255 of the act.
- (3) The Co-operative may abbreviate its name in accordance with section 253 of the act.

5. Objects of the Co-operative

The objects of the Co-operative are to promote and carry out any charitable purpose provided that such charitable purposes can be directed towards persons in necessitous circumstances or to organisations approved by the Commissioner of Taxation as per item 81 (1) in the First Schedule to the Sales Tax (Exemptions and Classifications) Act or section 76 (1) (a) (i) or (ii) in the Income Tax Assessment Act.

6. Restriction on a Power of the Co-operative

The Co-operative shall not make or guarantee a loan to a member, employee or any other person.

7. Active Membership Provisions

- (1) The primary activity of the Co-operative is the activity set out in Part 1 of Appendix 3.
- (2) In order to establish active membership of the Co-operative a member must comply with the requirements set out in Part 2 of Appendix 3.
- (3) All members must be active members of the Co-operative.
- (4) If a member fails or ceases to be an active member, the board must in accordance with Division 4 of Part 6 of the Act –
 - (a) declare the membership of the member cancelled.

8. Qualifications Required for Membership

- (1) A person is not qualified to be admitted to membership unless there are reasonable grounds for believing that the person will be an active member of the Co-operative.
- (2) From 1 May 1990 the persons who shall be qualified to be members of the Co-operative shall be:

- (a) any natural persons from birth who is of Australian Aboriginal or Torres Strait Islander descent and resides within the boundaries of the Co-operative; and
 - (b) a body corporate.
- (3) Where an applicant for membership is a natural person:
- (a) formal proof of Australian Aboriginal or Torres Strait Islander descent shall be required from the applicant. Such formal proof shall be tendered in all or any two of the following forms which shall be deemed to be acceptable documentation:
 - (i) a letter or form, declaring recognition of Aboriginality, signed and sealed from an Aboriginal organisation from the applicants last place of residence or birthplace; and/or
 - (ii) a diagram or written submission of the applicant's kinship links, being a family tree demonstrating parents, grandparents, aunts, uncles and cousins; and/or
 - (iii) two references from Aboriginal Elders from the applicant's birthplace or place of originality or location confirming identification of Aboriginality of the applicant;
 - (b) the applicant shall make a written statement in the space provided on the application for membership, stating such skills, talents or qualifications the applicant feels may be a constructive contribution to the co-operative.

9. Membership

- (1) An application for membership in the co-operative must –
 - (a) be in a form approved by the board; and
 - (b) be lodged at the registered office of the Co-operative.
- (2) The board must consider each application.
- (3) The board at its sole discretion may accept or reject an application for membership.
- (4) A member may apply to the board for a Confirmation of Australian Aboriginal or Torres Strait Islander Decent Certificate (“the certificate”), and the board may at its sole discretion approve, subject to any conditions imposed by the board, or reject the issuing of the certificate and need not give any reason for its decision.
- (5) If the board approves an application for membership –

- (a) the relevant shares must be allotted to the applicant; and
- (b) the board must ensure that the name of the person must be entered in the register of members, in accordance with sections 75 and 244 of the Act; and
- (c) the board must notify the applicant in writing of the entry in the register; and
- (d) the applicant for membership becomes entitled to exercise the rights of membership when –
 - (i) the member’s name appears in the register of members.

10. Representation of Members

- (1) Where a body corporate is a member of the Co-operative, that body corporate may from time to time in such a manner as the board of the Co-operative directs, appoint a person who is of Australian Aboriginal or Torres Strait Islander descent and is accepted by the board to represent it in respect to its membership.
- (2) In accordance with section 70 (2) of the Act, a body corporate must not appoint a person to represent the body corporate as a member of the Co-operative, if he or she is currently a member of the Co-operative or a representative of another body corporate member.
- (3) In accordance with section 70 (4) of the Act, a person is not qualified to be appointed the representative of a company that is not a listed corporation (within the meaning of the Corporation Law) unless the person is an officer, member or shareholder of the company.

11. Dealings of Members with Co-operative

- (1) The Co-operative may in accordance with section 79 of the Act, require a member to have any specific dealings with the Co-operative for a fixed period and to enter into a contract for that purpose.
- (2) The Co-operative may make a contract with a member containing provisions that require the member to have any specific dealings with the Co-operative for fixed period in accordance with section 79 of the Act.

12. Ceasing Membership

- (1) A person ceases to be a member in each of the following circumstances –
 - (a) if the member’s membership is cancelled under Part 6 of the Act;
 - (b) if the is expelled in accordance with these rules;
 - (c) on the death of the member;

- (d) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
 - (e) if the member no longer resides within the boundaries of the Co-operative;
 - (f) on notice in writing given by the member to the Secretary, of the members resignation from membership; or
 - (g) in the case of a member that is a body corporate, if the body is dissolved.
- (2) A person may remain a member of the Co-operative if –
- (a) the member becomes bankrupt; or
 - (b) the member’s property becomes subject to control under the law relating to bankruptcy.

13. Expulsion of Members

- (1) A member may be expelled from the Co-operative if the Co-operative by special resolution determines that the member should be expelled on the ground that –
- (a) the member has failed to discharge the member’s obligations to the Co-operative under the Act or these rules;
 - (b) the member has acted in a manner that has –
 - (i) prevented or hindered the Co-operative in carrying out any of its primary activities; or
 - (ii) brought the Co-operative into disrepute; or
 - (c) the member has acted in a manner contrary to any of the Co-operative principles and in so acting caused the Co-operative harm.
- (2) The member must be given at least 28 days written notice of the proposed resolution and of the date, time and place of the meeting at which the resolution will be moved.
- (3) The procedure at the general meeting to consider the proposed resolution is as follows –
- (a) the member must be given a reasonable opportunity to be heard at the meeting;
 - (b) the member is entitled to call witnesses and to cross examine witnesses called against the member;

- (c) if the member fails, without reasonable excuse, to attend at the time and place of which notice has been given, the Co-operative may consider the matter in the absence of the member;
 - (d) after considering the matter, the Co-operative may by special resolution determine to expel the member.
- (4) The expulsion of the member does not take effect until the special resolution is registered with the Registrar.
- (5) Where a member is expelled from the Co-operative all moneys owing by him or her to the Co-operative shall forthwith become payable in full

14. Suspension of Members

- (1) A member may be suspended from membership of the Co-operative for a period not exceeding one year if the board determines that the member should be so suspended on the grounds that –
- (a) the member has contravened these rules; or
 - (b) the member has failed to discharge the members obligations to the Co-operative under these rules; or
 - (c) the member has acted in a manner detrimental to the Co-operative.
- (2) The member must be given at least 28 days written notice of the proposed resolution and of the date, time and place of the meeting at which the resolution will be moved.
- (3) The procedure at the general meeting to consider the proposed resolution is as follows –
- (a) the member must be given a reasonable opportunity to be heard at the meeting;
 - (b) the member is entitled to call witnesses and to cross examine witnesses called against the member;
 - (c) if the member fails, without reasonable cause, to attend at the time and place of which notice has been given, the Co-operative may consider the matter in the absence of the member;
 - (d) after considering the matter, the Co-operative may by special resolution determine to suspend the member.
- (4) A member who is suspended ceases during suspension to have the rights of a member except as otherwise provided in the Act or these rules.

15. Disputes

- (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 and the Co-operative.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting under sub-rule (2) or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, by the board of the Co-operative; or
 - (ii) in the case of a dispute between a member and the Co-operative, a person who is a mediator with the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Co-operative can be a mediator.
- (6) The mediator cannot be a member who is party to the dispute.

16. Fines

The Co-operative shall not impose a fine on a member for any infringement of these rules.

17. Liability of Members

- (1) A member is not, as a member, under any personal liability to the Co-operative except for any charges payable by the member to the Co-operative as required by the rules of the Co-operative.

18. Forfeiture's and Cancellations – Inactive Members

- (1) In accordance with section 131 of the Act, the board, after giving any notice required under section 136 of the Act, must declare the membership of a member cancelled if –

- (a) the whereabouts of the member are not presently known to the Co-operative for a period of at least one (1) year before that time; or
 - (b) the member is not presently an active member of the Co-operative and has not been an active member of the Co-operative at any time during the period of 3 years immediately before that time.
- (2) Sub-rule (1) applies to a member only if he or she was a member of the Co-operative throughout the period referred to in paragraph (a) or (b), as the case requires.

19. Transfer and Transmission of Debentures

- (1) The instrument of transfer of a debenture must be executed by the transferor (*the giver*) and the transferee (*the receiver*).
- (2) The transferor remains the holder of the debenture until the board consents to the transfer and the name of the transferee is entered in the registers of debentures in respect of the debenture.
- (3) A transfer of debentures must be in the form of Appendix 4 or in a form approved by the board.
- (4) The board may decline to recognise any instrument of transfer of a debenture and may decline to register the transfer unless –
 - (a) The instrument of transfer is accompanied by the debenture and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer; and
 - (b) Any stamp duty payable in respect of the instrument of transfer has been paid.
- (5) If the board refuses to register a transfer of debenture, it must send written notice of its decision to the proposed transferee within 28 days after making that decision.

20. Annual General Meetings

- (1) In accordance with section 204 of the Act, the first annual general meeting of the Co-operative must be held at any time within 19 months of making that decision.
- (2) The second or any subsequent annual general meeting of the Co-operative must be held within –
 - (a) 5 months after the close of the financial year of the Co-operative; or
 - (b) any further time that may be allowed by the Registrar or is prescribed.
- (3) The board may determine the date, time and place of the annual general meeting.

- (4) All general meetings of the Co-operative other than the annual general meeting shall be special general meetings.
- (5) If the board does not hold an annual general meeting within the required time, the members may requisition the meeting in accordance with section 209 of the Act.

21. Special General Meetings

- (1) A special general meeting of the Co-operative may be convened at any time by the board of directors.
- (2) In accordance with section 209 of the Act, the board must convene a general meeting of the Co-operative on the written requisition of the number of active members of the Co-operative 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.

22. Ordinary General Meetings

- (1) The board shall cause to convene five ordinary meetings per year.
- (2) Ordinary general meetings shall be held on a day and time as determined by the board in the months of December, February, April, June and August, at the registered office of the Co-operative.

23. Notice of General Meetings

- (1) The board must give each member at least 14 days notice of each general meeting.
- (2) The notice may be given in accordance with section 460 of the Act.
- (3) The notice must specify the place, the day and the time of the meeting and if special business is to be transacted, set out generally the nature of the special business.
- (4) If a special resolution is to be proposed at the meeting at least 21 days notice of that special resolution must be given to the members of the Co-operative in accordance with section 192 of the Act.
- (5) A member of the Co-operative who wishes to propose a resolution at a general meeting must give the Co-operative written notice of the resolution.
- (6) If notice of an ordinary resolution is given under sub-rule (5) at least 14 days before the board gives notice of the meeting, the board must include details of that resolution in the notice of the meeting.

24. Business at General Meetings

- (1) The ordinary business of the annual general meeting shall be –
 - (a) to confirm minutes of the last preceding general meeting (whether annual or special);

- (b) to receive from the board, auditors or any officers of the Co-operative reports upon the transactions of the Co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of cash flows and the state of affairs at the end of that year.
 - (c) to elect directors.
- (2) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.
 - (3) All business of a general meeting, other than ordinary business, is special business.

25. Quorum at General Meetings

- (1) An item of business must not be transacted at a meeting of a Co-operative unless a quorum of members entitled to vote is present during the transaction of that item.
- (2) Subject to sub-rule (3) the quorum of the Co-operative is 10 members entitled to vote at a meeting of the Co-operative.
- (3) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting –
 - (a) if convened upon the requisition of members, is abandoned; and
 - (b) in any other case is to be adjourned to a day, time and place as determined by the board.
- (4) If at an adjourned meeting, under sub-rule (3) (b), a quorum is not present within half an hour after the time appointed for the meeting the members present shall be a quorum.

26. Presiding at General Meetings

- (1) Subject to this rule, the chairperson of the board presides at every general meeting of the Co-operative.
- (2) If the chairperson of the board is unable or unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the members present must select one of their numbers to preside.
- (3) The person selected under sub-rule (2) presides at that meeting until time that the chairperson attends and is willing to act.

27. Adjournment of Meetings

- (1) The person presiding may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and from place to place.

- (2) The person presiding must, if directed by a majority of members present at the meeting, adjourn the meeting to a date and time agreed.
- (3) No business may be transacted at an adjourned meeting other than business unfinished at the meeting which was adjourned.
- (4) This rule only applies if there is a quorum at the meeting to be adjourned.

28. Standing Orders at Meetings

- (1) Subject to sub-rule (3), the following standing orders must be observed at general meetings of the Co-operative –
 - (i) The mover of a proposition must not speak for more than 10 minutes. Subsequent speakers are allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may however by simple majority extend a particular instance the time permitted by this rule.
 - (ii) If an amendment to an original proposition is proposed, no second amendment may be considered until the first amendment is disposed of.
 - (iii) If an amendment is carried, the proposition as so amended displaces the original proposition and may itself be amended.
 - (iv) If an amendment is defeated, then a further amendment may be moved to the original proposition. However, only one amendment may be submitted to the meeting for discussion at one time.
 - (v) The mover of every original proposition, but not of an amendment, has the right to reply. Immediately after this the question must be put from the chair. No other member may speak more than once on the same question, unless permission is given for an explanation or the attention of the chairperson is called to a point of order.
 - (vi) Propositions and amendments must be submitted in writing, if requested by the chairperson.
 - (vii) Any discussion may be closed by a resolution “that the question be now put” being moved seconded, and carried. That resolution must be put to the meeting without debate.
- (2) Any member or visitor invited to attend the meeting by the board, may speak on any issue at a meeting with the permission of the chairperson subject to any conditions imposed by the chairperson.
- (3) The standing orders may be suspended for any period by ordinary resolution.

29. Attendance and Voting at General Meetings

- (1) The right to vote attaches to membership.

- (2) A member of the Co-operative is not entitled to vote at a meeting of the Co-operative unless that person is an active member of the Co-operative.
- (3) Subject to the Act and this rule, every member of the Co-operative has only one vote at a meeting of the Co-operative.
- (4) A member of a Co-operative who is under 18 years of age is not entitled to vote.
- (5) In the case of joint membership –
 - (a) the joint members have only one vote between them; and
 - (b) in the event of a dispute between the joint holders as to which of the joint holders votes, the vote shall be exercised by the member whose name appears first in the register of members.
- (6) Subject to the Act and these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members present at the meeting and voting.
- (7) In accordance with section 208 (2) of the Act, unless a poll is demanded by at least 5 members, a question for decision at a general meeting must be determined by a show of hands.
- (8) In the case of an equality of votes at a meeting of the Co-operative, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded may exercise a second casting vote.

30. Postal Ballot

- (1) The manner of voting shall be in accordance with the regulations.
- (2) A special postal ballot or postal ballot must be held –
 - (a) when required by the Act; or
 - (b) in accordance with section 202 of the Act, on written requisition of the number of active members of the Co-operative 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; or
 - (c) if approved by the members by ordinary resolution.

31. Poll at General Meetings

- (1) If a poll (or ballot) is demanded by at least 5 members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

- (2) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

32. Special and Ordinary Resolutions

- (1) A special resolution is a resolution which is passed in accordance with sections 192 and 193 of the Act –
 - (a) by a two-thirds majority at a general meeting of members; or
 - (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) An ordinary resolution is a resolution passed by a simple majority at a general meeting or in a postal ballot by members.
- (3) A special resolution has effect from the date that it is passed unless it is required to be registered under section 196 (2) of the Act.

33. Board of Directors

- (1) Prior to and at the Annual General Meeting held for the Co-operative's 2002/2003 financial year, there shall be seven (7) directors.
- (2) After the Annual General Meeting held for the Co-operative's 2002/2003 financial year, there shall be a board of five (5) directors.
- (3) A director must be –
 - (a) a natural person; and
 - (b) not less than 18 years of age.

34. Qualifications of Directors

- (1) A person is not qualified to be a director unless he or she –
 - (a) is a member of the Co-operative ("member director") and:
 - (i) has been a member of the Co-operative for a minimum of two continuous years; and
 - (ii) no other member of his or her family is currently a director of the Co-operative; or
 - (b) is a representative of a body corporate which is a member of the Co-operative ("member director") provided that no other member of the representative's family is a director of the Co-operative.

- (2) A member seeking nomination for election as a director at the 2000 annual general meeting and every subsequent annual general meeting of the Co-operative (“member director”) can do so provided that no other member of the representative’s family is currently a director of the Co-operative.
- (3) A person must not act as a director if the person is disqualified under section 214 of the Act.
- (4) The first director shall be elected at the meeting for the formation of the Co-operative.

35. Retirement of Directors

- (1) At the annual general meeting held in the year 2003, two (2) of the directors shall retire and at the Annual General Meeting in each subsequent year the director shall retire in rotation of three (3) and two (2).
- (2) A retiring director retains office until the close of the meeting at which his or her successor is elected.
- (3) The directors to retire in any year are, subject to the previous as to the filling of casual vacancies, those that have been longest in the office since their last election and if there are 2 or more directors who became directors on the same day, those who retire must be determined by lot unless they otherwise agree among themselves.
- (4) A retiring director is eligible for re-election.

36. Election of Directors

- (1) At least 6 weeks before an annual general meeting, the board must by notice in the Geelong Advertiser and displayed at the registered office of the Co-operative –
 - (a) notify all members of the number of directors retiring at the annual general meeting; and
 - (b) inviting nominations of candidates for election as directors.
- (2) A nomination must –
 - (a) be signed by 2 or more members; and
 - (b) provide details of the qualifications and experience of the person nominated; and
 - (c) be accompanied by a notice in writing signed by the candidate agreeing to his or her nomination.
- (3) The nomination and the notice referred to in the sub-rule (2) must be lodged at the registered office of the Co-operative at least 28 days before the annual general meeting.

- (4) Details of each person who has been nominated must be given to members with the notice of the annual general meeting by the secretary or an officer nominated by the board.
- (5) Details to be provided to members must include the candidate's –
 - (a) name; and
 - (b) age; and
 - (c) qualifications and experience; and
 - (d) length of any previous service as a director of the Co-operative or with any other Co-operative.

37. Manner of Election

- (1) The ballot for the election of directors must be conducted at the annual general meeting in the manner that the board directs.
- (2) If, at the annual general meeting at which an election of directors ought to take place, the place of the retiring directors is not filled, the board shall treat any place not filled as a casual vacancy and shall be filled in accordance with rule 39 of these rules.

38. Casual Vacancy

If there is a casual vacancy in the office of director under section 219 of the Act, the board may appoint a person to fill that vacancy but the person appointed must retire at the next annual general meeting.

39. Removal From and Vacation of the Office of Director

A director vacates office as provided in section 219 (2) of the Act and in the following circumstances:

- (a) if he or she becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit; or
- (b) if he or she is or becomes an employee of the Co-operative or he or she is or becomes employed by a director; or
- (c) if he or she is on parole after being convicted of an indictable offence.

40. Remuneration

A director of a Co-operative must not be paid any remuneration for services as a director, but shall be entitled to receive reimbursement of expenses necessarily incurred by them in the discharge of their duties as directors of the Co-operative; provided that reimbursement of such

expenses shall not be made unless those expenses can be substantiated by the production of documentary evidence unless those expenses have been approved by the board.

41. Delegation by Board

In accordance with section 218 of the Act, the board may, by resolution, delegate the exercise of such of the board's functions (other than this power of delegation) as are specified in the resolution –

- (a) to a director; or
- (b) to a committee of 2 or more directors; or
- (c) to committee of members of the Co-operative and other persons if members comprise the majority of persons on the committee.

42. Deputy Directors

- (1) In the absence of a director from a meeting of the board, the board may appoint a person to act as a deputy for that director.
- (2) A person appointed under sub-rule (1) must be a member.
- (3) An employee cannot act as a deputy for a director.
- (4) A person appointed as deputy may act in the place of the director for whom he or she is deputy.
- (5) The other members of the board may by a majority vote remove a deputy director from office.
- (6) A deputy director vacates office –
 - (a) if the deputy director is removed by office under this rule; or
 - (b) if the director for whom he or she is deputy ceases to hold office; or
 - (c) if the deputy director dies; or
 - (d) if the deputy director resigns.
- (7) A deputy director while acting as a director is entitled to the reimbursement of expenses as that to which the director for whom he or she is deputy would have been entitled.

43. Proceedings of the Board

- (1) Meetings of the board are able to be held as often as may be necessary for properly conducting the business of the Co-operative and must in any case be held at least every three (3) months.

- (2) Questions arising at any meeting shall be decided by a majority of votes.
- (3) In the case of an equality of votes, the chairperson has a second or casting vote.
- (4) A director may call a meeting of the board of directors by giving notice individually to every other director.
- (5) Except in special circumstances determined by the chairperson, at least 48 hours notice shall be given to the directors of all meetings of the board.

44. Quorum for Board Meetings

- (1) Prior to the 2002/2003 Annual General Meeting of the Co-operative, the quorum for a meeting of the board is four (4).
- (2) After the 2002/2003 Annual General Meeting, the quorum for a meeting of the board is three (3).

45. Chairperson of Board

- (1) The chairperson of the board shall be elected by the board at the first board meeting following the annual general meeting.
- (2) If the chairperson of the board is unable or unwilling to preside or is not present within 15 minutes after the time appointed for meetings of the board, the members present must select one of their number to preside.
- (3) The person selected under sub-rule (2) presides at the board meeting until the time that the chairperson attends and is willing to act.
- (4) The board may by ordinary resolution remove the chairperson from office.

46. Financial Year

The financial year of the Co-operative ends on 30 June.

47. Seal

- (1) In accordance with section 254 of the Act, the Co-operative must ensure that the name of the Co-operative appears in legible characters on its common seal and official seals.
- (2) The common seal must be kept at the registered office of the Co-operative in such custody as the board directs.
- (3) The seal of the Co-operative must not be affixed to any instrument except in accordance with a resolution of the board.
- (4) Two directors must be present when the common seal is affixed to an instrument by another person and must sign the instrument so sealed.

- (5) In accordance with section 49 (2) of the Act, the persons 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.

48. Custody and Inspection of Records

A person is entitled to make a copy of entries in a register specified in section 246 (1) of the Act –

- (a) if the copy is a photocopy or electronic copy, on payment of a fee of \$1 per page to a maximum of \$20; and
- (b) in any other case, free of charge.

49. Banking

(1) The board must ensure that –

- (a) a banking account or accounts are kept in the name of the Co-operative; and
- (b) all money received by the Co-operative is paid into the account or those accounts as soon as possible after it's received.

(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, must be signed by 2 directors or 1 director and the secretary or such other officers as may be authorised by the board from time to time.

(3) The board may authorise the secretary or other officer authorised by the board to make payments of an urgent nature not exceeding \$500.00 provided that every such payment shall be reported to the board for approval at its next meeting following such payments.

50. Safekeeping of Securities

The Co-operative must keep the securities of the Co-operative safely in the manner and with the provision for their safety that the board directs.

51. Audit

(1) The accounts of the Co-operative must be audited in accordance with section 238 of the Act and the regulations made under that section.

(2) Auditors must be appointed in accordance with the regulations under section 238 of the Act to audit the accounts of the Co-operative.

(3) Audits must be carried out annually.

52. Co-operative Funds

- (1) The funds and property of the Co-operative shall be applied solely in the furtherance of its objects and no portion shall be distributed directly or indirectly by way of dividend, rebate, gratuity or otherwise by way of profit to members of the Co-operative.

53. Provision for Loss

Subject to section 271 of the Act, the board may resolve to retain part of the surplus arising from the business of the Co-operative in any year to be applied to meet any loss on the transactions of the Co-operative.

54. Winding Up

- (1) The winding up of the Co-operative shall be in accordance with Part 12 of the Act.
- (2) If upon winding up or dissolution of the Co-operative, there remains after the satisfaction of all debts and liabilities and property whatsoever, the same shall not be paid to or distributed amongst the members of the Co-operative but shall be distributed only to organisations which have similar objectives provided that such organisations are approved by the Commissioner of Taxation under item 81 (1) in the First Schedule of the Sales Tax (Exemptions and Classifications) Act or section 78 (1) (a) (i) or (ii) in the Income Tax Assessment Act.

55. Indemnity

In accordance with, but subject to sub-section 227 (2) of the Act, the Co-operative indemnifies and shall keep indemnified every officer against any liability incurred by the officer;

- (a) in defending proceedings (whether civil or criminal) in which judgement is given in favour of the officer or in which the officer is acquitted; or
- (b) in connection with an application in relation to such proceedings in which relief is granted to the officer under section 227 of the Act.

Appendix 1

Boundary of Wathaurong Aboriginal Co-operative Ltd

“The boundary of the Co-operative” commences at the low water mark on Point Nepean, thence in a straight west north-westerly line across the entrance of Port Phillip Bay to the low water mark on Point Lonsdale, thence generally south westerly along the coast to the point, approximately 1. Kms north east of Lorne, where a suspension foot bridge runs from the coastal fore dune to the Great Ocean Road. Then north across this bridge to the Great Ocean Road, which is then followed south westerly for approximately 120 metres to its junction with the Deans Marsh-Lorne Road, thence generally north-westerly along this road to its junction with the Birregurra-Deans Marsh Road. Then generally westerly northerly and north-westerly along that road to its junction with the Warncourt-Birregurra Road. Then north-westerly along that road to its intersection with the Princess Highway, then south-westerly and westerly along that highway until its intersection with the eastern boundary of the city of Colac. Then generally southerly, westerly, northerly and easterly by the boundary of the city of Colac to its intersection with the Colac-Ballarat Road. Thence generally northerly by that road to the point where it is intersected by the Buninyong Shire/Leigh Shire Boundary. Then easterly along this boundary to where it intersects with the Meredith/mount Mercer Road, which is then followed in an easterly direction to Meredith, thence east north easterly along the road between Meredith and Burdiwarrah to its junction with the Geelong-Ballan Road at Burdiwarrah. Thence south easterly along this road to the “Y” junction with the road to Staughton Vale, which is then followed in a northerly direction to its junction with the Bacchus Marsh/Balliang Road, thence northerly along this road to its junction with the Geelong-Bacchus Marsh Road. Thence northerly along the Geelong-Bacchus Marsh Road to where it crosses the Werribee River. Then generally easterly along the river to the western end of the Melton Reservoir, thence generally south easterly along the Werribee River to the southern point of its mouth to Port Phillip Bay. Thence in a straight south westerly line to the low water mark on the south west tip of the northern island of the Mud Island group, thence in a straight west-south-westerly line to the low water mark on Point Nepean thereby completing the boundary.

Appendix 2

Schedule of Charges –

Copies of entry in register	refer to rule 58
Copy of rules	\$5

Appendix 3

Part 1

Primary Activity –

The provision to its members of health, welfare, housing, childcare, education, employment and cultural services is the primary activity of the Co-operative.

Part 2

Active Membership Requirements

A member is required to utilise any one of the above services provided by the Co-operative during a three year period to establish active membership of the Co-operative.

Appendix 4

This form can be used for a transfer of debentures.

I, A.B. ("the transferor") of _____ in the state of _____

in consideration of the sum of \$ _____ paid to me by C.D. ("the transferee") of _____ in the state of _____

transfer to the transferee **the debenture or debentures** numbered _____ in the *Wathaurong Aboriginal Co-operative Ltd*

to be held by the transferee, the transferee's executor, administrators, and assigns, subject to the several conditions on which I hold the same at the time of execution,

and I, the transferee, agree to take **debenture or debentures** subject to the conditions previously referred to in this document.

Dated this _____ day of _____

Signed by

_____ transferor.

In the presence of _____ witness.

_____ witness address.

Signed by

_____ transferee.

In the presence of _____ witness.

_____ witness address.