

RULES

RADIO 2RPH CO-OPERATIVE LIMITED

1 Definitions and name

1.1 Definitions

In these rules, unless the context otherwise requires:

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

- i) amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the co-operative or any subsidiary of the co-operative; or
- ii) in relation to an employee director, remuneration received or due and receivable as an employee;
- n) “**Schedule**” means a Schedule to these rules;
- o) “**secretary**” means any person appointed by the board as secretary of the cooperative in accordance with section 190 of the Law;
- p) “**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 Law or the rule granting the power;
- q) “**special business**” means all business of a general meeting other than the ordinary business of the annual general meeting;
- r) “**special general meetings**” means all general meetings of the co-operative other than the annual general meeting;
- s) “**the Law**” means the Co-operatives National Law as applying in this jurisdiction;
- t) “**the Regulations**” means the Co-operative National Regulations as applying in this jurisdiction;
- u) “**writing**” includes printing, typing, lithography, electronic and other modes of representing or reproducing words in a visible form, and “written” has a corresponding meaning;
- v) Words importing one gender include the other gender;
- w) Words importing persons include bodies corporate;
- x) Words in the singular include the plural, and vice versa; and
- y) Words or expressions used have the same meanings as those given to them by the Law and the Regulations.

1.2 *Definitions – interpretation provisions*

- a) A reference in these rules to “the Law” includes a reference to the Law as originally enacted and as amended from time to time since its original enactment.
- b) A reference in these rules to a provision in “the Law” includes a reference to:
 - i) the provision as originally enacted and as amended from time to time since the original enactment;
 - ii) if the provision has been omitted and re-enacted since the enactment of the reference, the provision as re-enacted and as amended from time to time since its re-enactment; and
 - iii) if the provision has been omitted and replaced with a new provision dealing with the same area of law or procedure, the new provision as enacted and as amended from time to time since its enactment.
- c) In the interpretation of a rule, or paragraph of a rule, the interpretation that will best achieve the purpose of the rule is to be preferred to any other interpretation. This provision applies whether or not the purpose is expressly stated in the rule or paragraph of the rule.

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

1.3 *Name*

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

1.4 *Objects*

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

1.5 *Non-trading co-operative*

The co-operative is a non-trading co-operative within the meaning of section 19 of the Law and shall not give any returns or distributions of surplus to members.

2 Active membership provisions

2.1 *Primary activity*

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

2.2 *Active Membership Requirements*

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

3 Admission to membership

3.1 *Qualifications for membership*

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

3.2 *Application for Membership*

- a) The board, or a person authorised by the board, shall provide applicants for membership of the co-operative with:
- i) the written notice specified in section 122 of the Law, and
 - ii) a written notice of any intending or prescribed entry or periodic fees that a person or an organisation will be liable to pay on becoming a member of the co-operative.
- b) Applications for membership shall be lodged with the secretary in a format approved by the board.
- c) The board shall consider every application. If the applicant is admitted to membership, the applicant's name, date of admission and any other information required under the Law shall be entered in the register of members. The applicant shall be notified in writing of the entry in the register within 14 days of the approval.
- d) The board may, at its discretion, refuse admittance to membership and must provide reasons for the refusal of membership to the applicant by way of written notice and refund. Upon refusal, any deposit made by the applicant shall be refunded without interest.
- e) In considering an application for membership, the board shall ensure that a person or an organisation is not admitted as a member unless there are reasonable grounds for believing that the person or organisation will be an active member.

3.3 *Right to appeal refusal of membership*

- a) An applicant who has been refused membership may appeal to the co-operative within 10 business days after written notice of the decision is served on the applicant, by lodging a notice of appeal with the secretary.
- b) On receipt of the notice of appeal, the secretary must notify the board as soon as reasonably practicable. A board meeting must be held within 28 days after the date on which the secretary received the notice of appeal, to consider the decision to refuse membership, and the applicant shall be invited to attend the meeting.
- c) At the meeting of the board, the applicant shall be afforded a reasonable opportunity to be heard. If the applicant is not able to attend, they may make a written statement for the consideration of the board the meeting.
- d) If the decision to refuse the applicant's membership application is upheld at a meeting of the board, the board must provide reasons for the refusal of membership to the applicant by way of written notice.
- e) If the appeal is upheld at a board meeting, the applicant will be granted membership.
- f) Any written notice provided to the applicant pursuant to the above procedures may be given by pre-paid post, hand delivery or email. Any such notice will be deemed to have been received:
 - i) if served by post, four business days after being posted;
 - ii) when delivered by hand; or
 - iii) if sent by email, when the email is confirmed to have been sent from the sender's server,

provided that if the notice is deemed under this clause to have been received on a day other than a business day, then it will be deemed to have been received on the next business day.

4 Members

4.1 Members of the co-operative

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

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

4.2 Rights and liabilities of members

- a) The rules of the co-operative have the effect of a contract under seal:
 - i) between the co-operative and each member;
 - ii) between the co-operative and each director, the principal executive officer and the secretary of the co-operative; and
 - iii) between a member and each other member.

- b) Under the contract, each of those persons agrees to observe, perform or abide by:
 - i) the provisions of the rules applicable to that person; and
 - ii) the provisions of the Law and the Regulations; in force and as amended from time to time.
- c) A member shall be entitled on demand to a copy of the rules upon payment of the prescribed fee. Any person may inspect a copy of these rules free of charge at the registered office during all reasonable hours.
- d) The co-operative may, in accordance with section 125 of the Law, make a contract with a member requiring the member to have specified dealings with the co-operative for a fixed period.
- e) A member shall not, as a member of the co-operative, be under any personal liability to a creditor of the co-operative.
- f) A member shall, in accordance with sections 122 and 124 of the Law, be liable to the co-operative for any charges, including entry and periodic fees, payable by the member to the co-operative as required by these rules.

4.3 *Death of a member*

- a) On the death of a member, the member's estate is subject to the same liability as the member would have been until the member's personal representative or some other person is registered in the member's place. The board shall follow the provisions in Division 8 Part 2.4 of the Law in dealing with a deceased member's estate.
- b) For the purposes of section 105, the value of any interest of a deceased member will be determined by the instrument creating that interest.

4.4 *Rights and liabilities of members under bankruptcy or mental incapacity*

- a) If a person's membership ceases because of bankruptcy, the value of the person's membership interest calculated in accordance with rule 4.3 may be transferred to the Official Trustee in Bankruptcy.
- b) 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 interest in the co-operative and the rights and liabilities of membership vest in that person during the period of the appointment.
- c) Upon application by a person appointed to manage the affairs of a member referred to in sub-rule b) above, 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.

5 Cancellation and expulsion of members

5.1 *Cancellation of membership*

- a) Pursuant to section 156 of the Law, the board shall, after giving notice in accordance with section 161 of the Law, declare the membership of a member cancelled if:
 - i) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a

continuous period of at least 3 years, or if a shorter period is specified in [Part 5 of Schedule 1](#), that period, before the date of cancellation; or

- ii) the member is not presently an active member and has not been an active member at any time during the period specified in paragraph (a)(i) above immediately before the date of cancellation.
- b) The board shall not be required to give notice if the member's whereabouts are unknown to the co-operative and the amount required to be repaid to the member in respect of the cancelled membership does not exceed \$50, or such other amount as may be prescribed.

5.2 *Expulsion of members*

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

5.3 *Suspension of members*

- a) A member may be suspended by a resolution passed by the board, for a period not exceeding six months, for any of the following:
 - i) infringing any of the rules or by-laws of the co-operative; or
 - ii) failing to discharge obligations to the co-operative, whether prescribed by these rules or arising out of contract; or

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

5.4 *Right of appeal of suspended member*

- a) A member who has been suspended by resolution of the board may appeal to the co-operative in general meeting within 7 days after notice of the decision is served on the member, by lodging a notice of appeal with the secretary.
- b) On receipt of the notice of appeal, the secretary must notify the board, which is to convene a general meeting of the co-operative to be held within 28 days after the date on which the secretary received the notice of appeal, to consider a special resolution to confirm the board's decision to suspend the member.
- c) At the general meeting of the co-operative convened under paragraph (b):
 - i) no business other than the question of appeal is to be transacted; and
 - ii) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii) the members present are to vote by secret ballot on the question of whether the board's decision should be confirmed.

- d) If the special resolution confirming the board's decision to suspend the member is passed, the member's suspension shall take effect from that time. If the special resolution confirming the board's decision to suspend the member is not passed, the board resolution is revoked.

5.5 *Rights of suspended member*

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

6 Ceasing membership

- a) Membership of the co-operative ceases in the circumstances set out in section 117 of the Law;
- b) If the member no longer qualifies for membership under Rule 3.1.

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

7.1 *Entrance fees*

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

7.2 *Annual subscriptions*

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

7.3 *Charges*

The co-operative has a charge in respect of any debt due from a member or past member to the co-operative, as specified under section 127 of the Law.

7.4 *Compulsory loans from members*

- a) The co-operative may, in accordance with section 343 of the Law, require its members to lend money to the co-operative, with or without security, in accordance with a proposal approved by the members by special resolution.
- b) Any such proposal must be accompanied by a disclosure statement approved by the Registrar.

8 Fines payable by members

The board may impose on a member a maximum fine specified in [Schedule 2](#) for any infringement of the rules or by-laws. No fine exceeding \$20 is to be imposed unless the provisions of section 126 of the Law have been complied with.

9 Grievance procedures for settling disputes

- a) In this rule
 - i) “party” includes:
 - A) a member of the co-operative;
 - B) any aggrieved person who has ceased to be a member in the last six months;
 - C) any person claiming through or under a member or any aggrieved person referred to in subparagraph (a)(i)(B); and
 - D) the co-operative, including the board or any other officer of the co-operative.
 - ii) “dispute” may only refer to a matter affecting a person of the type mentioned in subparagraphs (a)(i)(A)-(C).
- b) If a dispute arises, a party shall not commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions of this rule, except where the person seeks urgent interlocutory relief.
- c) A party claiming that a dispute has arisen must give written notice to the other party or parties specifying the nature of the dispute.
- d) On receipt of that notice by that other party or parties, the parties must endeavour to resolve the dispute expeditiously, using the mediation rules of the NSW Law Society.
- e) If the parties do not agree within seven days of receipt of the notice (or such further period as agreed in writing between them) as to:
 - i) the timetable for all steps in the procedures; and
 - ii) the selection and compensation of the independent person required for mediation;the dispute shall be settled by arbitration in accordance with the Commercial Arbitration Act 2010.
- f) Nothing in this rule shall extend to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.

10 Powers of the co-operative and the board

10.1 Legal capacity and limitation of powers

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

10.2 *By-laws*

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

11 **Board of directors**

11.1 *Board*

- a) There shall be a board of directors, each of whom shall be a natural person and at least 18 years old. In accordance with section 172 of the Law, the business of the co-operative shall be managed by the board of directors. The number and terms of office of directors and positions on the board are set out in [Part 1 of Schedule 4](#).
- b) Subject to [Rule 11.6](#), the directors shall hold office until the end of the annual general meeting at which their term expires.
- c) The maximum number of consecutive terms for which a director may hold office is three (3).

11.2 *Qualifications of directors*

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

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

11.3 *Election of directors*

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

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

11.4 First meeting of the board

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

- a) Elect persons from their number to fill any vacancies in the positions specified in [Part 1 of Schedule 4](#); and
- b) Appoint a person to act as the co-operative's secretary as specified in section 190 of the Law if necessary.

11.5 Vacation of office of director

A director vacates office in the circumstances provided in the section 179 of Law.

11.6 Filling of casual vacancies

A casual vacancy on the board may be filled as specified in section 173 of the Law by appointment by the board until the next annual general meeting.

11.7 Retirement of directors

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

11.8 Removal of director from office

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

11.9 Directors' remuneration

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

11.10 Delegation and board committees

- a) The board may, by resolution in accordance with section 178 of the Law, delegate the exercise of any of the board's functions (other than this power of delegation).
- b) The board may by resolution appoint committees comprising directors, members or members and other persons, to act in an advisory role to the board and to any committees of directors in accordance with section 178 of the Law.
- c) A committee may elect a chairperson, may meet and adjourn as it thinks proper, and shall follow the procedures specified for board meetings in [Rule 12](#).

11.11 Deputy directors

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

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

12 Meetings of the board

12.1 Meetings

- a) Meetings of the board shall be held at least once every three (3) months in accordance with section 175 of the Law and as often as the board considers necessary.
- b) Questions arising at any meeting shall be decided by a majority of votes.
- c) The quorum for a meeting of the board shall be 50% of the number of directors provided active member directors present outnumber independent directors present by at least one (1).
- d) A director shall not vote in respect of any contract or proposed contract with the co-operative in which the director is in any way interested or in respect of any matter arising out of such a contract or proposed contract.

12.2 Using technology to hold board meetings

- a) The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- b) The directors' agreement may be a standing (ongoing) one.
- c) A director may only withdraw their consent within a reasonable period before the meeting.

12.3 Chairperson of board

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

12.4 *Transaction of business outside board meetings*

- a) The board may transact any of its business in a manner specified in section 176 of the Law.
- b) A circular resolution approved in writing by a majority of the directors of the board is to be taken to be a decision of the board.
- c) Separate copies of a resolution may be distributed for signing by the directors if the wording of the resolution and approval is identical in each copy.
- d) The resolution is approved when the last director required for the majority signs.
- e) A resolution approved under this rule must be recorded in the minutes of the meetings of the board within 28 days after the resolution is approved under this rule.
- f) A resolution may be circulated among directors of the board by email for the purposes of this rule, and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

12.5 *Minutes of meetings*

- a) In accordance with section 258 of the Law, the board shall have minutes of meetings recorded in books provided for the purpose within 28 days after the meeting, and in particular of:
 - i) all appointments of officers and employees made by the directors;
 - ii) the names of the directors present at each meeting of the board and of any committee of the board; and
 - iii) all resolutions and proceedings at all meetings of the co-operative and of the board and of committees.
- b) The confirmation of such minutes, signed by the chairperson, shall be taken as the first business at the next succeeding meeting of the co-operative, board, or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, the minutes shall be confirmed at the next succeeding meeting.
- c) Directors present at any meeting shall sign their name in a book to be kept for that purpose.
- d) The minutes of board meetings and subcommittee meetings are only to be made available for inspection by members where the board considers it appropriate.

13 Seal

- a) The co-operative shall, as required by section 223(1)(a) of the Law, have the name of the co-operative appear in legible characters on its common seal. The common seal shall be kept at the registered office in such custody as the board shall direct.
- b) The common seal or official seal of the co-operative shall not be affixed to any instrument except by resolution of the board. The seal must be affixed by a director of the co-operative in the presence of another

director or officer of the co-operative and be authenticated by the signature of both persons.

- c) The person affixing the official seal shall certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.
- d) The co-operative may, in accordance with section 50 of the Law, by writing under its common seal, empower its agent or attorney (either generally or in respect of a specified matter or specified matters) to execute deeds on its behalf.

14 Co-operative funds

14.1 Income and property of the co-operative

- a) The income and property of the co-operative and any surplus however derived shall be applied solely towards the promotion of the objects of the co-operative. No portion thereof shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit, to the members of the cooperative.
- b) Payment shall be made in good faith of:
 - i) any commensurate remuneration of any member or servant of the cooperative or other person in return for any services actually rendered to the co-operative; or
 - ii) reasonable interest on money lent or reasonable or proper rent for property or premises demised or let by any member to the co-operative.
- c) An amount not exceeding ten percent of the surplus arising in any year from the business of the co-operative may be applied to any charitable purpose.

14.2 Accounts

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

14.3 Banking

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

the co-operative, shall be signed by 2 directors or by any 2 persons authorised by the board.

15 Custody of securities belonging to the co-operative

15.1 Custody of the securities and records

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

15.2 Registered office

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

15.3 Documents to be kept

- a) The co-operative shall keep at the registered office, or such other location as specified in section 213 of the Law, available during all reasonable hours for inspection by any person free of charge:
 - i) a copy of the Law and the Regulations;
 - ii) a copy of the rules of the co-operative; and
 - iii) a copy of the last annual report of the co-operative under section 215 of the Law.
- b) The co-operative shall keep at the registered office, or such other location as specified in section 213 of the Law, available during all reasonable hours for inspection by any member free of charge, all the registers specified in section 214 of the Law.
- c) A member is entitled to make a copy of entries in a register specified in subparagraph (b) on payment of the prescribed fee.

16 Transfer of debentures

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

- ii) the instrument of transfer is accompanied by such evidence as the board may reasonably require to show the right of the transferor to make the transfer.
- f) The board shall have a record of all transfers made in the appropriate register.

17 Financial year

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

18 Audit

- a) The accounts of the co-operative must be audited annually in accordance with the Corporations Act 2001 as applied by the Law and the Regulations.
- b) One or more auditors shall be appointed, hold office, be remunerated, and have duties, and responsibilities in accordance with the Corporations Act 2001 as applied by the Law and the Regulations and shall be qualified as a registered company auditor, unless exempt from this requirement under an order made pursuant to section 316, in which case the auditor shall hold the qualifications of:
 - i) a member of the Institute of Chartered Accountants of Australia; or
 - ii) a member of CPA Australia; or
 - iii) a person approved by the Registrar.
- c) An auditor must not be replaced except in accordance with the procedure set out in the Corporations Act 2001 as applied by the Law and the Regulations.

19 Provision for loss

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

20 General meetings

20.1 Convening special general meetings

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

20.2 Using technology to hold meetings

- a) The co-operative may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- b) Anyone using this technology is taken to be present in person at the meeting.

20.3 Requisition of general meetings

The board shall convene and hold, as soon as practicable, a general meeting of the co-operative in accordance with section 257 of the Law, on the requisition in writing by at least 20% of active members entitled to vote, or if a lesser percentage is specified in [Part 1 of Schedule 3](#), that percentage.

20.4 *Member resolutions*

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

20.5 *Notice of general meetings*

- a) Subject to [Rule 20.6](#), at least 14 days notice (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) shall be given of any general meeting.
- b) Notice shall be given to those persons who are, under these rules entitled to receive such notices from the co-operative, but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting. The notice must specify the place, day and hour of the meeting and the general nature of any special business.
- c) The board shall have inserted in any notice convening a general meeting any proper business that a member has notified the intention to move and for which notification has been given in accordance with [Rule 20.4](#).
- d) Notice of every general meeting shall be given to:
 - i) members of the co-operative, by any method specified in [Rule 20.7](#); and
 - ii) the auditor or auditors of the co-operative.
- e) Except as provided in these rules, no other person shall be entitled to receive notice of general meetings.

20.6 *Notice of special resolutions*

Notice of a special resolution, in accordance with section 239 of the Law, shall be given to those persons entitled to receive notice at least 21 days (not including the day on which the notice is served or deemed to be served, but including the day for which notice is given) before the general meeting.

20.7 *Notices*

- a) A notice must be in writing and shall be given by the co-operative to any member:
 - i) personally;
 - ii) by post to a listed address or an alternate address supplied by the member;
 - iii) by some other form of technology, for example by facsimile or e-mail; where the member has given consent and notified the co-operative of the relevant contact details; or
 - iv) by publishing the notice in a newspaper circulating generally in New South Wales or in the area served by the co-operative.
- b) Where a notice is sent by post, service shall be deemed to be affected at the time at which the properly addressed and prepaid letter would be delivered in the ordinary course of post. In proving such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.
- c) A notice forwarded by some other form of technology shall be deemed to have been served, unless the sender is notified of a malfunction in

transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.

- d) A notice may be given by the co-operative to joint members by giving the notice to the joint member named first in the register of members.
- e) For the purpose of this rule, “listed address” means the address of the member as appearing in the register of members.

20.8 *Annual general meetings*

- a) The first annual general meeting of the co-operative shall be held at any time within 18 months after the incorporation of the co-operative. Subsequent annual general meetings shall be held within five (5) months after the end of financial year, or within such other period as specified in section 252 of the Law.
- b) If an annual general meeting is not held in accordance with paragraph (a), the members may requisition such a meeting, in accordance with [Rule 20.3](#).

20.9 *Business of annual general meetings*

- a) The ordinary business of the annual general meeting shall be:
 - i) to confirm minutes of the preceding general meeting (whether annual or special);
 - ii) for the board, auditors, or any officers of the co-operative to present reports upon the transactions of the co-operative during the financial year, including balance sheet, income statement, cash flow statement, and the state of affairs at the end of that year;
 - iii) to announce the annual subscription, if any, for the following year;
 - iv) to elect the directors;
 - v) to determine the remuneration, if any, of directors;
 - vi) to appoint (if necessary) an auditor; and
 - vii) to allow members a reasonable opportunity to ask questions about or comment on the management of the co-operative and to ask the auditor or their representative, if present, questions relevant to the conduct of the audit and the preparation and content of the auditor's report and the accounting policies adopted by the co-operative in relation to the financial statements.
- b) The annual general meeting may also transact special business of which notice has been given to members in accordance with these rules.

21 Procedure at meetings

21.1 *Standing orders*

- a) The following standing orders shall be observed at the co-operative's meetings, subject to any suspension of, or amendment to, or addition to, these orders adopted for the purposes of that meeting by the members present at a meeting:
 - i) the mover of a motion shall not speak for more than 10 minutes. Subsequent speakers shall be allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may, however, by simple majority, extend in a particular instance the time permitted by this rule;

- ii) whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of;
 - iii) if an amendment is carried, the motion as so amended shall displace the original motion and may itself be amended;
 - iv) if an amendment is defeated, a further amendment may be moved to the original motion. However, only one amendment shall be submitted to the meeting for discussion at one time;
 - v) the mover of every original motion, but not of an amendment, shall have the right to reply. Immediately after this, the question shall be put from the chair. No other member shall speak more than once on the same question, unless permission is given for an explanation, or where the attention of the chairperson is called to a point of order; and
 - vi) any discussion on a motion or amendment may be closed by a resolution "that the question be now put" being moved, seconded and carried. Such resolution shall be put to the meeting without debate.
- b) Any motions and amendments shall be submitted in writing if requested by the chairperson.
 - c) Any member, or any visitor invited to attend the meeting by the board, may speak on any issue at a meeting with the permission of the chairperson provided that the permission may be conditional.
 - d) Standing orders may be suspended for any period by ordinary resolution.

21.2 *Quorum at general meetings*

- a) No item of business shall be transacted at any general meeting unless a quorum of members is present, either in person or through the use of technology, at the time when the meeting is considering that item. The number of active members specified in [Part 2 of Schedule 3](#), present in person and entitled to vote, constitutes a quorum.
- b) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the members present shall constitute a quorum.

21.3 *Chairperson at general meetings*

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

21.4 *Adjournment of general meetings*

- a) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the

meeting from time to time and from place to place. The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

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

21.5 *Voting rights*

- a) Members shall have the right to vote as specified in Division 1 of Part 2.3 of the Law.
- b) Except as provided in [Rule 21.6\(g\)](#), an active member of the co-operative who is entitled to vote shall have one vote only in respect of any question or motion arising at a general meeting of the co-operative.
- c) A member of the co-operative is not entitled to vote at a meeting of the co-operative:
 - i) if the person is not an active member of the co-operative or a delegate for a body corporate that is an active member; or
 - ii) the person is excluded from voting under the Law or these rules.
- d) A person is not entitled to exercise, under a power of attorney, a member's power to vote if the person has that power of attorney in respect of another member under another power of attorney.
- e) In the case of joint membership, the joint members shall have one (1) vote only between them and that vote may only be exercised (subject to the grant of any proxy in accordance with [Rule 21.8](#) or power of attorney) by the joint member whose name appears first in the register of members.

21.6 *Attendance and voting at general meetings*

- a) A member whose membership is required to be cancelled under [Rule 5.1](#) is not entitled to attend any meeting of the co-operative.
- b) At any general meeting, a resolution put to the vote of the meeting shall be decided by show of hands unless a poll is demanded in accordance with section 256 of the Law.
- c) If no poll is demanded before the declaration of the result, a declaration by the chairperson that a resolution has been carried, or lost, and an entry to that effect included in the book of the proceedings of the co-operative, shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
- d) If a poll is demanded, it shall be taken in a manner that the chairperson directs. Unless the meeting is adjourned, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- e) A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.
- f) A poll demanded may be withdrawn.

- g) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, may have a casting vote.
- h) A simple majority shall determine all resolutions except special resolutions.

21.7 *Special resolutions*

- a) A special resolution is passed:
 - i) at a general meeting where two-thirds of the members who, being entitled to do so, vote in favour of the special resolution; or
 - ii) in a postal ballot where two-thirds of the members who, being entitled to do so, cast formal votes in favour of the special resolution; or
 - iii) in a special postal ballot where three quarters of the members who, being entitled to do so, cast formal votes in favour of the special resolution.
- b) A special resolution has effect from the date it is passed except in the following circumstances:
 - i) the removal of an auditor;
 - ii) the expulsion of a member;
 - iii) the alteration of a rule; or
 - iv) any matter for which a special resolution is required to be passed by special postal ballot pursuant to section 249 of the Law (other than a special postal ballot in favour of a voluntary winding up); in which case it has effect from the time it is registered by the Registrar.

21.8 *Proxy votes*

There shall be no proxy voting.

21.9 *Instrument appointing proxy to be lodged at registered office*

deleted.

21.10 *Revocation of instrument appointing proxy*

deleted.

22 Postal ballots

22.1 *Decisions to be made by postal ballot*

The co-operative may hold a postal ballot to determine any issue or proposal by the members. Postal ballots, including special postal ballots as required by section 249 of the Law, must be conducted in the following manner, as prescribed in regulation 3.9 of the Regulations.

22.2 *Manner for conducting postal ballots*

- a) A postal ballot must be held in respect of a special resolution where members who together are able to cast at least 20% (or a lesser percentage which may be substituted here) of the total number of votes able to be cast at a meeting of the cooperative may requisition the board to conduct the special resolution by postal ballot.

- b) If a postal ballot is requisitioned by members under sub-rule a) above, the requisition should specify whether the postal ballot is to be a secret ballot.
- c) A postal ballot requisitioned under sub-rule a) above is to be conducted in accordance with the Regulations and in the form and manner determined by the board.
- d) 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 fax or other electronic means or both.
- e) 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.
- f) 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.
- g) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members giving:
 - i) particulars of the business in relation to which the postal ballot is being conducted; and
 - ii) an explanation of how to lodge a valid vote and the majority required to pass the vote; and
 - iii) notice of the closing date and closing time of the postal ballot;and must be sent to members so that they arrive (assuming standard postal times) at least 21 days before the closing date of the postal ballot.
- h) This rule does not apply in relation to special postal ballots.

22.3 *Manner for conducting special postal ballots*

- a) This rule applies where a special postal ballot is required.
- b) 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 (assuming standard postal times) at least 28 days before the closing date of the special postal ballot.
- c) 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 fax or other electronic means or both.
- d) 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.

23 **Rule alterations**

- a) The rules may be altered by special resolution or by a resolution of the board in accordance with section 62 of the Law.

- b) A change to the active membership provision cannot be proposed at a meeting unless prior written approval has been obtained from the Registrar.
- c) Resolutions altering the rules shall be lodged with the Registrar in accordance with section 63 of the Law.
- d) No alteration to these rules takes effect until the Registrar registers the alteration.

24 Winding up

- a) The winding up of the co-operative shall be in accordance with Part 5.4 of the Law.
- b) If on the winding up or dissolution of the co-operative there remains after the satisfaction of all its debts and liabilities any surplus assets, these assets shall not be distributed to the members or former members of the co-operative but shall be transferred to one or more organisations:
 - i) which have charitable objects similar to those of the co-operative;
 - ii) whose constitution(s) prohibits the distribution of its property among its members;
 - iii) which have been chosen by the members of the co-operative at or before the time of dissolution or in default thereof, as directed by such Court as may have or acquire jurisdiction in the matter; and
 - iv) which are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997.

25 Revocation of deductible gift recipient endorsement

- a) If the co-operative's deductible gift recipient endorsement is revoked (whether or not the co-operative is to be wound up), any surplus gift funds must be transferred to one or more organisations that meet the requirements of Rule 24 b).
- b) For the purpose of this rule:
 - i) 'gift funds' means:
 - 1) gifts of money or property for the principal purpose of the co-operative;
 - 2) contributions made in relation to a fund-raising event held for the principal purpose of the co-operative; and
 - 3) money received by the co-operative because of such gifts and contributions.
 - ii) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997.

Schedule 1

Part 1 - Name of co-operative

[Rule 1.3](#)

The name of the co-operative is:

Radio 2RPH Co-operative Limited

Part 2 - Objects

[Rule 1.4](#)

The objects of the co-operative are:

- (a) to seek participation of people with a print disability and other interested persons in the management, operations and programs produced by the co-operative;
- (b) to publicise, support and provide educational, cultural, social and other activities or services for people with a print disability;
- (c) to encourage and to assist the development of radio and other telecommunications for the benefit of people with a print disability;
- (d) to carry out research into broadcasting and other telecommunications including, but without limiting the generality, all technical, economic, social and marketing aspects specifically related to the use of these means for the benefit of people with a print disability.

Part 3 - Active membership provision

[Rule 2](#)

The primary activities of the co-operative are:

- (a) to serve the needs of people with a print disability by disseminating printed and other material in the spoken form; and
- (b) the production and broadcast of radio programs for people with a print disability; and
- (c) the operation of one or more radio services for people with a print disability solely or jointly with others.

In order to establish active membership of the co-operative a member must:

- (a) pay an annual subscription in accordance with Rule 7.2; or
- (b) be a life member who pays an annual subscription of \$1.00.

Part 4 – Member qualifications

[Rule 3.1](#)

The qualifications for membership of the co-operative are:

Part 5 – Period of inactivity prior to cancellation

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

The period of inactivity prior to cancellation is:

2 years

Schedule 2

Schedule of fees

Annual subscription (maximum):	\$500.00	Rule 7.2(a)
Entrance fee (maximum):	\$500.00	Rule 7.1(a)
Maximum fine:	\$500.00	Rule 8
Transfer of debentures:	\$500.00	Rule 16(e)

Schedule 3

Part 1 – Requisition of general meetings

[Rule 20.2](#)

The required percentage of members to requisition a general meeting is:
20%

Part 2 - Quorum at general meetings

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

The number of members required for a quorum is:
ten (10)

Schedule 4

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

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

The number of directors of the co-operative is:
fifteen (15) up to the 2013 Annual General Meeting, and
thirteen (13) from the 2013 Annual General Meeting; and
between seven (7) and nine (9) from the 2020 Annual General Meeting

The positions on the board shall consist of:

Chair
Vice-Chair
Secretary

The term of office of a director is:
Three (3) years

Schedule 4 continued

Part 2 – Qualifications of independent directors

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

The qualifications of independent directors are:

There are no independent directors.

Part 3 - Retirement of directors

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

The directors shall retire as follows:

One third of the current directors must retire as directors by rotation at every Annual General Meeting. Where the number of directors is not a number divisible by three, the minimum number of directors to retire will be the number which is nearest to and less than one third.

INDEX

A		E	
Accounts	15	Expulsion of members	6
Active membership provisions	3	F	
Annual general meeting	18	Fees	
Business	19	Annual subscriptions	8
Procedure	20	Entrance fees	8
Audit	17	Periodic fees	5
Auditor	1	Financial year	17
B		Fines	9
Banking	16	Funds of the co-operative	15
Board (see also Directors)	10	G	
Chairperson	14	General meetings	
Delegation & Committees	12	Adjournment	21
Filling of casual vacancies	12	Attendance and voting	22
First meeting	12	Convening special general meetings	18
Meetings	13	Member resolutions	18
Minutes of meetings	13	Minutes of meetings	14
Transaction of business	14	Mover of a motion	20
Business day	1	Notice	19
By-Laws	10	Procedure at meetings	20
C		Quorum	20
Ceasing membership	8	Requisition	18
Chairperson		Special business	2
General meetings	21	Special general meetings	2
of Board	14	Standing orders	20
Committees	12	Grievance procedures	9
Minutes of meetings	12	I	
Compulsory loans	9	Interpretation provisions	2
Contracts with members	5	L	
Custody of securities	16	Legal capacity	10
D		Liability of members	5
Death of a member	5	M	
Debentures		Membership	1, 4
Transfer	16	Admission to membership	3
Definitions	1	Annual subscriptions	8
Directors (see also Board)		Appeal of suspended member	7
Deputy directors	12	Application for membership	3
Election	10	Cancellation	6
Qualifications	10	Ceasing membership	7
Removal	12	Charges	8
Remuneration	2, 12	Death of a member	5
Retirement	12	Entrance fees	8
Vacation of office	12	Expulsion	6
Disputes	9	Fines	9

M continued

Liability on death	5
Members of the co-operative	4
Procedure at meetings	20
Qualifications	3
Refusal of admission to membership	4
Rights and liabilities	5
Rights of suspended members	8
Suspension of members	7
Month	1

N

Name	3
Notices	19
General meetings	19
Special resolutions	18

O

Objects	3
Officer	11

P

Postal ballot	23
Powers of the co-operative	10
Prescribed	1
Primary activity	3
Provision for loss	17
Proxy votes	22

R

Registered office	16
Registers	
Inspection of	16
Keeping of	16
Registrar	1

Resolutions	
Majority required to pass resolution	22
Member resolutions	18
Special resolutions	16, 22
Returning officer	11
Rules	
Alterations	24
Copy of rules	5
Legal effect	5

S

Schedule	2
Schedules applying to 2RPH	26, 27, 28
Seal	15
Secretary	2, 12
Appointment	12
Special resolutions	
Majority required to pass	22
Notice	18
Registration	22
Suspension	7
Appeal	7
Rights	8

V

Voting	
By show of hands	22
Joint members	21
Poll	22
Restrictions on exercise of vote	21
Voting rights	21

W

Winding up	24
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