

Model Rules of A Non Trading Cooperative No Shares

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DISCLAIMER

This document is prepared as a layman's guide to the law relating to cooperatives in Tasmania. No responsibility is accepted for any errors or omissions, which it may contain. For precision reference should be made to the *Cooperatives Act 1999*

1. Definitions

In these rules -

"Act" means the Cooperatives Act 1999

"Appendix" means Appendix to these rules

"board" means the board of the cooperative

"general meeting" means any annual or special general meeting

"member" means a member of the cooperative

"month" means calendar month

"Commissioner" means the person for the time being holding the office of Commissioner for Corporate Affairs

"regulations" means the Cooperatives Regulations 2000

2. Members to abide by cooperative principles

The cooperative and its members must comply with the cooperative principles to the extent that they apply to them

3. Alteration of the rules

- or
- (1) These rules may be altered by a special resolution in accordance with section 106 of the Act or by a resolution of the board in accordance with section 107 of the Act
 - (2) A proposed alteration of these rules must be approved by the Commissioner under section 105 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 Commissioner under section 108 of the Act
 - (4) Any member is entitled to obtain from the cooperative a copy of these rules on payment of the amount set out in the Appendix 1

4. Name

- (1) The name of the cooperative is the name specified in Part 1 of Appendix 2
- (2) The cooperative may change its name in accordance with section 255 of the Act
- (3) The cooperative may abbreviate its name in accordance with section 253 of the Act

5. Active membership provisions

- (1) The primary activity of the cooperative is the activity set out in Part 2 of Appendix 2

- (2) In order to establish active membership of the cooperative a member must comply with the requirements set out in Part 3 of Appendix 2
- (3) All members must be active members of the cooperative
- (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 declare the membership of the member cancelled

6. Qualifications required for membership

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 cooperative.

7. Membership, entry fees and subscription

- (1) An application for membership in the cooperative must -
 - (a) be in a form approved by the board and
 - (b) be lodged at the registered office of the cooperative and
 - (c) be accompanied by the relevant fee or amount set out in Part 1 of Appendix 3
- (2) The board must consider each application
- (3) The board at its sole discretion may accept or reject an application for membership and need not give any reason for its decision
- (4) If the board approves an application for membership -
 - (a) the board must ensure that the name of the person is entered in the register of members and directors in accordance with sections 68 and 244 of the Act and
 - (b) the board must notify the applicant in writing of the entry in the register and
 - (c) the applicant for membership becomes entitled to exercise the rights of membership when -
 - (i) the member's name appears in the register of members and
 - (ii) the member has paid to the cooperative the relevant fees and amounts set out in Part 1 of Appendix 3
- (5) If the board rejects an application, the whole of the money lodged in respect of the application must be refunded to the applicant without interest

8. Ceasing membership

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 member is expelled in accordance with these rules

- (c) if the member becomes bankrupt and the trustee of the member's estate disclaims any debt, contract, duty or liability of the member with the cooperative
- (d) on the death of the member
- (e) if the contract of membership is rescinded on the ground of misrepresentation or mistake
- (f) on notice in writing given by the member to the Secretary, of the member's resignation from membership or
- (g) in the case of a member that is a body corporate, if the body is dissolved.

9. Expulsion of members

- (1) A member may be expelled from the cooperative if the cooperative 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 cooperative under the Act or these rules
 - (b) the member has acted in a manner that has -
 - (i) prevented or hindered the cooperative in carrying out any of its primary activities or
 - (ii) brought the cooperative into disrepute or
 - (c) the member has acted in a manner contrary to any of the cooperative principles and in so acting caused the cooperative 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 cooperative may consider the matter in the absence of the member
 - (d) after considering the matter, the cooperative 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 Commissioner
- (5) When a member is expelled, the cooperative must repay to the member any amount owing to that member, less any amount owing by the member to the cooperative, and cancel the member's membership

10. Suspension of members

- (1) A member may be suspended from membership of the cooperative for a period not exceeding one year if the cooperative by special resolution determines that the member should be so suspended on the ground that -
 - (a) the member has contravened these rules or
 - (b) the member has failed to discharge the member's obligations to the cooperative under these rules or
 - (c) the member has acted in a manner detrimental to the cooperative
- (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 cooperative may consider the matter in the absence of the member
 - (d) after considering the matter, the cooperative may by special resolution determine to suspend the member
- (4) A member who is suspended ceases during the suspension to have the rights of a member except as otherwise provided in the Act or these rules

11. 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 cooperative
- (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 cooperative or
 - (ii) in the case of a dispute between a member and the cooperative, a person who is a mediator approved by the Commissioner for Corporate Affairs

- (5) A member of the cooperative can be a mediator
- (6) The mediator cannot be a member who is a party to the dispute

*This Rule provides for the mediation of a dispute. Note that section 82 of the Act provides another procedure whereby application may be made to the Supreme Court for an order declaring and enforcing rights or obligations of members between themselves, or of the cooperative and a member between themselves. The Court may refuse to make an order, or may make an order for costs, if the Court is of the opinion that the application is unreasonable or the issue trivial.

12. Fines

- (1) The cooperative may impose a fine on a member for any infringement of these rules
- (2) The fine must not exceed the amount set out in Part 2 of Appendix 3

13. Liability of members

- (1) A member is not, as a member, under any personal liability to the cooperative except for the amount of any charges payable by the member to the cooperative as required by these rules
- (2) On the death of a member, the member's estate remains liable as the member until the member's personal representative or some other person is registered in the member's place

14. Forfeitures and cancellations - Inactive members

- (1) In accordance with section 124 of the Act, the board, after giving any notice required under section 129 of the Act, must declare the membership of a member cancelled if -
 - (a) the whereabouts of the member are not presently known to the cooperative and have not been known to the cooperative for a period of at least 3 years before that time or
 - (b) the member is not presently an active member of the cooperative and has not been an active member of the cooperative 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 cooperative throughout the period referred to in paragraph (a) or (b), as the case requires
- (3) If the membership of a member is cancelled any amount due to the member in respect of the cancellation must be dealt with in accordance with section 131 of the Act

15. Death of a member

- (1) Subject to and in accordance with section 77 of the Act, on the death of the member, the board must transfer the deceased member's interest in the cooperative to -
 - (a) the executor or administrator of the deceased member or

- (b) with the consent of the board, to a person -
 - (i) who is specified by the personal representative of the deceased member in an application under section 77 of the Act and
 - (ii) who is qualified to be a member in accordance with the Act and these rules
- (2) The board may transfer the interest of a deceased member to a person entitled in accordance with section 78 of the Act if -
 - (a) the total value of the interest is less than \$10,000 (or such other amount as may be prescribed by the regulations) and
 - (b) there has not been a grant of administration of the estate, or probate of the will of the deceased member

16. 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) a fee in accordance with Appendix 1 is paid to the cooperative for the transfer and
 - (b) 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
 - (c) 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

17. Annual general meetings

- (1) In accordance with section 203 of the Act, the first annual general meeting of the cooperative must be held at any time within 18 months after the incorporation of the cooperative
- (2) The second or any subsequent annual general meeting of the cooperative must be held within -
 - (a) 5 months after the close of the financial year of the cooperative or
 - (b) any further time that may be allowed by the Commissioner or is prescribed
- (3) The board may determine the date, time and place of the annual general meeting
- (4) All general meetings of the cooperative 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 208 of the Act

18. Special general meetings

- (1) A special general meeting of the cooperative may be convened at any time by the board of directors
- (2) In accordance with section 208 of the Act, the board must convene a general meeting of the cooperative on the written requisition of the number of active members of the cooperative who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the cooperative

19. 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 457 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 cooperative in accordance with section 189 of the Act
- (5) A member of the cooperative who wishes to propose a resolution at a general meeting must give the cooperative 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

20. 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 cooperative reports upon the transactions of the cooperative 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 and determine the remuneration (if any) of 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

21. Quorum at general meetings

- (1) An item of business must not be transacted at a meeting of a cooperative 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 cooperative is 5 members entitled to vote at a meeting of the cooperative plus -
 - (a) if the active membership of the cooperative exceeds 50 but does not exceed 200, 1 additional member for each 10 members after the first 50 active members and
 - (b) if the active membership of the cooperative exceeds 200, the additional members referred to in paragraph (a) and 1 additional member for each 50 active members after the first 200 members
- (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 the same day and time in the next week at the same place
- (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 meeting must be abandoned

22. Presiding at general meetings

- (1) Subject to this rule, the chairperson of the board presides at every general meeting of the cooperative
- (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 number to preside
- (3) The person selected under sub-rule (2) presides at that meeting until the time that the chairperson attends and is willing to act

23. Adjournment of meetings

- (1) The person presiding may, with the consent of a 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

24. Standing orders at meetings

- (1) Subject to sub-rule (3), the following standing orders must be observed at general meetings of

the cooperative -

- (a) 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 in a particular instance the time permitted by this rule
 - (b) If an amendment to an original proposition is proposed, no second amendment may be considered until the first amendment is disposed of
 - (c) If an amendment is carried, the proposition as so amended displaces the original proposition and may itself be amended
 - (d) 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
 - (e) 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
 - (f) Propositions and amendments must be submitted in writing, if requested by the chairperson
 - (g) 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

25. Attendance and voting at general meetings

- (1) The right to vote attaches to membership and not shareholding
- (2) A member of the cooperative is not entitled to vote at a meeting of the cooperative unless that person is an active member of the cooperative
- (3) Subject to the Act and this rule, every member of the cooperative has only one vote at a meeting of the cooperative
- (4) A member of a cooperative 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) that vote may be exercised by the member whose name appears first in the register of members unless the other joint members otherwise direct
- (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 207(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 cooperative, 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 or casting vote

26. Postal ballot

- (1) The manner of voting shall be in accordance with the regulations
- (2) A special postal ballot or a postal ballot must be held -
 - (a) when required by the Act or
 - (b) in accordance with section 201 of the Act, on the written requisition of the number of active members of the cooperative who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the cooperative or
 - (c) if approved by the members by ordinary resolution

27. 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

28. Special and ordinary resolutions

- (1) A special resolution is a resolution which is passed in accordance with sections 189 and 190 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 193(2) of the Act

29. Board of directors

- (1) There shall be a board of five directors.

- (2) A director must be -
 - (a) a natural person and
 - (b) not less than 18 years of age

30. Qualifications of directors

- (1) A person is not qualified to be a director unless he or she is -
 - (a) a member of the cooperative or a representative of a body corporate which is a member of the cooperative ("member director") or
 - (b) an employee of the cooperative or a person qualified as set out in Appendix 5 ("independent director")
- (2) In accordance with section 212 of the Act, a person may only be elected or appointed as an independent director if there are at least 3 member directors appointed for each independent director
- (3) A person must not act as a director if the person is disqualified under section 213 of the Act
- (4) The first directors shall be elected at the meeting for the formation of the cooperative

31. Retirement of directors

- (1) At the first annual general meeting of the cooperative 3 of the directors must retire and at the next annual general meeting 2 of the directors must retire and this pattern of rotation is to continue in ensuing years
- (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 one year are, subject to the provisions as to the filling of casual vacancies, those that have been longest in 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

32. Election of directors

- (1) At least 6 weeks before an annual general meeting, the board must -
 - (a) notify all members of the number of directors retiring at the annual general meeting in writing and
 - (b) advise the members of -
 - (i) their eligibility to nominate as a director and
 - (ii) the duties and responsibilities of a director and
 - (iii) the anticipated remuneration (if any) and

- (iv) the nomination and election procedures
- (2) Not less than 6 weeks before the annual general meeting, a notice must be displayed at the registered office of the cooperative inviting nominations of candidates for election as directors
- (3) 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
- (4) The nomination and the notice referred to in the sub-rule (3) must be lodged at the registered office of the cooperative at least 21 days before the annual general meeting
- (5) 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
- (6) 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 cooperative or with any other cooperative

33. 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 any retiring directors is not filled, the meeting stands adjourned until the same day and time in the next week and at the same place unless another place is specified by a director or officer of the cooperative -
 - (a) at the time of the adjournment or
 - (b) by written notice to members given before the day to which the meeting is adjourned
- (3) At the resumption of the adjourned meeting nominations for any unfilled positions of director may be received and an election may be held

34. Casual vacancy

If there is a casual vacancy in the office of director under section 218 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

35. Removal from the office of director

The cooperative may by special resolution remove any director from office before the end of the director's period of office

36. Remuneration

In accordance with section 229 of the Act a director of a cooperative must not be paid any remuneration for services as a director other than fees, concessions and other benefits that are approved at a general meeting of the cooperative

37. 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 -
 - (i) be a member, if the absent director is a member
 - (ii) be a representative of a body corporate, if the absent director is a representative of that body corporate
 - (iii) be an employee or a person qualified as set out in Appendix 5, if the absent director is an employee or a person qualified as set out in Appendix 5
- (3) A person appointed as deputy may act in the place of the director for whom he or she is deputy
- (4) The other members of the board may by majority vote remove a deputy director from office
- (5) A deputy director vacates office -
 - (a) if the deputy director is removed from 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
- (6) A deputy director while acting as a director is entitled to the same remuneration as that to which the director for whom he or she is deputy would have been entitled

38. Proceedings of the board

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

39. Quorum for board meetings

The quorum for a meeting of the board is 3

40. Chairperson of board

- (1) The chairperson of the board shall be elected by the board
- (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
- (5) A chairperson shall be elected in the last month of each financial year

41. Financial year

The financial year of the cooperative ends on the 30 June

42. Seal

- (1) In accordance with section 254 of the Act, the cooperative must ensure that the name of the cooperative appears in legible characters on its common seal and official seals
- (2) The common seal must be kept at the registered office of the cooperative in such custody as the board directs
- (3) The cooperative must have, for use in place of its common seal outside the State where its common seal is kept, one or more official seals, each of which must be a facsimile of the common seal of the cooperative with the addition on its face of the name of every place where it is to be used
- (4) The seal of the cooperative must not be affixed to any instrument except in accordance with a resolution of the board
- (5) Two directors must be present when the common or official seal is affixed to an instrument by another person and must sign the instrument so sealed
- (6) In accordance with section 47(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

43. 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

44. Banking

- (1) The board must ensure that -
 - (a) a banking account or accounts are kept in the name of the cooperative and
 - (b) all money received by the cooperative is paid into that account or those accounts as soon as possible after it is 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 cooperative, must be signed by any 2 or more directors

45. Safekeeping of securities

The cooperative must keep the securities of the cooperative safely in the manner and with the provision for their safety that the board directs

46. Audit

- (1) The accounts of the cooperative 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 cooperative
- (3) Audits must be carried out annually

47. Cooperative funds

- (1) The funds and property of the cooperative must be applied solely towards the carrying out and promotion of its objects and no part may be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to members of the cooperative
- (2) There must be no return or distribution on surplus to members

48. Provision for loss

Subject to section 273 of the Act, the board may resolve to retain part of the surplus arising from the business of the cooperative in any year to be applied to meet any loss on the transactions of the cooperative

49. Winding up

- (1) The winding up of the cooperative must be in accordance with Part 12 of the Act
- (2) If, on the winding up or dissolution of the cooperative, any property remains after the satisfaction of all its debts and liabilities and the costs, expenses and charges of the winding up, that property -
 - (a) must not be paid to or distributed among the members and
 - (b) must be given or transferred to an institution -
 - (i) which has objects similar to those of the cooperative and
 - (ii) whose constitution prohibits the distribution of property among its members and
 - (iii) which has been chosen by the members of the cooperative at or before the time of dissolution

50. Further enquires

Consumer Affairs and Fair Trading
GPO Box 1244
Hobart Tasmania 7001

Telephone	(03) 6233 2555
Fax	(03) 6233 4882
E-mail	business.affairs@justice.tas.gov.au
Website	www.consumer.tas.gov.au

Certification

We the undersigned, certify that this is a copy of the rules which was presented to the formation meeting on

..... at
(date) (location)

.....
for the purpose of forming a cooperative to be known as:'

.....
(name of cooperative)

..... Chairperson of Formation Meeting
Signature

..... Secretary of Formation Meeting
Signature

Note: This certification is signed at the Formation Meeting which is held after the rules have been approved by the Commissioner and returned to the sponsors of the proposed cooperative.

Appendix 1Schedule of charges -

Copies of entry in register refer to rule 43

Transfer of charge
(inclusive of transfer of debenture) \$10

Copy of rules \$5 plus \$1 for each page after the first page to a maximum of \$10.

Appendix 2

Part 1

Name of cooperative -

Part 2

Primary activity -

Part 3

Active membership requirements -

[Note: Active membership may be a regular subscription to be applied in connection with a primary activity of the cooperative: section 119 of the Act.]

Appendix 3

Part 1

Entry fee - \$.....

Subscription - \$.....

Terms of payment -

Part 2

Fines -

The maximum fine applicable to the cooperative is \$.....

[Note: The Act does not permit a fine exceeding \$100.00]

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
 [Name of cooperative]

to be held by the transferee, the transferee's executors, administrators, and assigns, subject to the several conditions on which I hold the same at the time of the execution, and I, the transferee, agree to take the debenture or debentures subject to the conditions previously referred to in this document.

Dated this day of 20.....

Signed by

.....transferor.

In the presence ofwitness.

.....witness address

Signed by

.....transferee.

In the presence ofwitness.

.....witness address

Appendix 5

Qualifications of an independent director -