

SOUTH AUSTRALIA

**CO-OPERATIVES REGULATIONS, 1985**

## REGULATIONS UNDER THE CO-OPERATIVES ACT, 1983

### *Co-operatives Regulations, 1985*

being

No. 82 of 1985: *Gaz.* 23 May 1985, p. 1705<sup>1</sup>

as varied by

No. 118 of 1987: *Gaz.* 18 June 1987, p. 1584<sup>2</sup>

No. 126 of 1988: *Gaz.* 30 June 1988, p. 2115<sup>3</sup>

*Gaz.* 6 October 1988, p. 1271

No. 117 of 1989: *Gaz.* 29 June 1989, p. 1785<sup>4</sup>

No. 119 of 1990: *Gaz.* 28 June 1990, p. 1760<sup>5</sup>

No. 150 of 1991: *Gaz.* 27 June 1991, p. 2266<sup>6</sup>

No. 49 of 1993: *Gaz.* 8 April 1993, p. 1280<sup>7</sup>

No. 169 of 1993: *Gaz.* 8 July 1993, p. 478<sup>8</sup>

No. 74 of 1994: *Gaz.* 2 June 1994, p. 1632<sup>9</sup>

No. 123 of 1995: *Gaz.* 15 June 1995, p. 2877<sup>10</sup>

No. 62 of 1995: *Gaz.* 10 May 1995, p. 2016<sup>11</sup>

<sup>1</sup> Came into operation 1 June 1985: reg. 2.

<sup>2</sup> Came into operation 1 July 1987: reg. 2.

<sup>3</sup> Came into operation 1 July 1988: reg. 2.

<sup>4</sup> Came into operation 1 July 1989: reg. 2.

<sup>5</sup> Came into operation 1 July 1990: reg. 2.

<sup>6</sup> Came into operation 1 July 1991: reg. 2.

<sup>7</sup> Came into operation 8 April 1993: reg. 2.

<sup>8</sup> Came into operation 1 August 1993: reg. 2.

<sup>9</sup> Came into operation 1 July 1994: reg. 2.

<sup>10</sup> Came into operation 15 June 1995: reg. 2.

<sup>11</sup> Came into operation 1 July 1995: reg. 2.

*Note: Asterisks indicate repeal or deletion of text. For further explanation see Appendix.*

2.

PART I—PRELIMINARY

1. These regulations may be cited as the *Co-operatives Regulations, 1985*.
2. These regulations shall take effect from 1 June 1985.

\* \* \* \* \*

3.

## PART II—INTERPRETATION AND FORMS

4. In these regulations, unless the contrary intention appears:

"Act" means the *Co-operatives Act, 1983*;

"Code" means the *Companies (South Australia) Code*;

"society" means a society registered under the repealed Act.

5. In these regulations unless the contrary intention appears:

(a) a reference to a schedule is a reference to a schedule to these regulations;

(b) a reference in a form in Schedule 2 to a Part, Division, section, subsection, paragraph or subparagraph shall be construed as a reference to that Part, Division, section, subsection, paragraph or subparagraph of the Act.

### *Forms*

6. Subject to these regulations, where a provision is specified in Column 1 or 2 of Schedule 1, the form in Schedule 2, the number of which is specified in Column 4 of Schedule 1 opposite to that provision, is prescribed as the form to be used for the purposes of that provision in relation to the matter or thing described in Column 3 of Schedule 1 opposite to that provision.

7. In these regulations, a reference to a form by number is a reference to the form in Schedule 2 which bears that number.

### *Directions and Instructions to be followed*

8. A form in Schedule 2 must be completed in accordance with such directions and instructions as are specified in, or relate to, the form.

### *Particulars prescribed by Forms*

9. Where a form in Schedule 2 requires:

(a) the furnishing of a document; or

(b) the furnishing of information or any other matter:

(i) by completing the form in the prescribed manner;

or

(ii) by supplying or completing a document or other annexure to that form,

that document, other annexure, information or any other matter shall be taken to be the document, other annexure, information or any other matter required to be furnished in pursuance of the Act or of these regulations for the purposes of which that form is prescribed by these regulations.

*General Requirements for Documents*

10. (1) A document lodged with the Commission must:

- (a) be on paper of medium weight and of good quality and:
  - (i) in the case of rules or of a prospectus, of a size not less than international sheet size A5 and not more than foolscap folio size or international sheet size A4; and
  - (ii) in any other case, of foolscap folio size or international sheet size A4;
- (b) be clearly printed, written or otherwise produced in a manner that is permanent and is capable of reproduction by photographic means;
- (c) not be a carbon copy or a copy reproduced by any spirit duplication method;
- (d) have a margin of not less than 25 millimetres on the left-hand side and a margin of not less than 13 millimetres on the right-hand side;
- (e) where it consists of 2 or more sheets, be fastened together securely in the top left-hand corner;
- (f) have written on the first sheet:
  - (i) the registered number of the co-operative to which the document relates;
  - (ii) the name of that co-operative;
  - (iii) the title of the document (being, if the document is a form prescribed by these regulations, the same as the heading to the form);
  - (iv) the name, address and telephone number of the person by whom or on whose behalf the document is lodged; and
  - (v) the words "lodged with the Commission on .....".

11. Where a return of the address of the office of a co-operative is required to be lodged, full particulars of its situation must be specified so as to enable it to be readily located.

12. The name of the person signing a form set out in Schedule 2 that is lodged with the Commission must be legibly written under or alongside the signature of that person.

*Annexures Accompanying Forms*

13. (1) Where the space provided for a particular purpose in a form is insufficient to contain all the required information in relation to a particular item, that information must be set out in an annexure.

5.

(2) An annexure to a form must have an identifying mark and be endorsed with the words:

"This is the annexure of ..... pages marked ..... referred to in the (insert description of form) signed by me and dated ....."

.....  
Signature".

(3) An annexure to a form must be signed by the person signing the form to which the document is annexed.

(4) The pages in an annexure must be numbered consecutively.

(5) Where a document, copy of a document or other matter is annexed to a form, reference made in the form to the annexure shall be by its identifying mark, the number of pages in it, and a brief description of the nature of the document and its contents.

(6) A reference to an annexure includes a document, copy of a document or any other matter accompanying, attached to or annexed to a form.

(7) In this regulation "form" means a form in Schedule 2.

#### *Affidavits and Statutory Declarations*

14. Except as otherwise provided in the Act or in these regulations (including a form in Schedule 2) an affidavit or statutory declaration of a co-operative that is required for the purposes of the Act or these regulations must be sworn or made by a director or secretary of the co-operative.

#### *Signature of Documents lodged with the Commission*

15. Except as is otherwise provided by the Act or these regulations, a document relating to a co-operative that is required to be lodged by or on behalf of the co-operative must be signed by a director or secretary of the co-operative.

6.

PART III—FEES

16. For the purposes of an item specified in Column 1 of Schedule 3 in relation to a matter specified in Column 2, the amount specified in Column 3 in relation to that item is the prescribed fee.

\* \* \* \* \*

## PART V—APPLIED PROVISIONS

18. (1) Subject to the Act and to the modifications specified in this regulation sections 5, 6, 7, 8 and 9 of the Code apply in relation to those provisions of the Code applied to a registered co-operative by sections 13, 29, 31, 37, 59, 61, 69 and 76 of the Act.

(2) The provisions of the Code as applied to registered co-operatives by the Act shall be construed as if:

- (a) a reference to "articles" is a reference to the rules of a registered co-operative;
- (b) a reference to a Code that is a relevant Code for the purposes of the *Companies and Securities (Interpretation and Miscellaneous Provisions) (Application of Laws) Act, 1981* and a reference to "this Code" in section 16A of the Code is a reference to the Act;
- (c) a reference to "Commission" or "State Commission" is a reference to the Corporate Affairs Commission;
- (d) the references to "the Commonwealth Minister", to "the Ministerial Council" and to "the Agreement" do not appear therein;
- (e) a reference to "a company" and to "a corporation" is a reference to a registered co-operative;
- (f) a reference to "a company having a share capital" and to "a limited company" is a reference to a registered co-operative;
- (g) a reference to "Companies Liquidation Account" is a reference to "Co-operatives Liquidation Account";
- (h) a reference to "a contributory" is a reference to a member of a registered co-operative;
- (i) a reference to "any corporation" and to "a corporation" in paragraphs 315(7)(c), 323(1)(c), 323(1A)(c), subparagraph 338(1)(b)(iii), paragraph 355(4)(c) and subparagraph 357(2)(a)(iii) of the Code is a reference to a body corporate;
- (j) a reference to a company which has been dissolved in sections 460 and 461 of the Code is a reference to a society that has been dissolved or had its registration cancelled under the repealed Act and to a registered co-operative dissolved under the provisions of the Code applied by section 61 of the Act;
- (k) a reference to "the *Gazette*" is a reference to the "*South Australian Government Gazette*";
- (l) a reference to an inspector is a reference to an inspector appointed pursuant to the provisions of the Code applied to a registered co-operative by section 13 of the Act;
- (m) a reference to "the Minister" is a reference to the Minister to whom the administration of the Act is committed;



8.

- (n) a reference to "a prescribed corporation" and to "a law of or in force in a State or a law in force in a participating State or participating Territory" do not appear therein;
- (o) a reference to "the register" or "the register of company charges" in Division 9 of Part IV of the Code is a reference to the register of co-operative charges;
- (p) a reference to "a related corporation" is a reference to any body corporate related to the registered co-operative by virtue of section 5 of the Act.

(3) For the purposes of the provisions of the Code applied by section 13 of the Act, unless inconsistent in the context in which it appears, a reference to a registered co-operative includes a registered co-operative that is in the course of being wound up or has been dissolved.

(4) The provisions of the Code applied by section 29(2) of the Act shall be construed as if subsections 226(7), (8) and (9) do not appear therein and as if a reference to "any provision of the memorandum or articles of a company" is a reference to any provision of the rules of a registered co-operative.

(5) A certificate of the Minister issued pursuant to section 63 of the Act shall have effect as if it is an order for winding up made by the Court under section 367 of the Code.

PART VI—REGISTRATION OF CO-OPERATIVES

19. (1) An application for registration of a co-operative must be made by completing Form 1 in accordance with these regulations and by sending the form duly completed to the Commission together with the documents referred to in subsection 14(2) of the Act and the prescribed fee.

(2) The statutory declaration accompanying an application for registration must be in the form of Form 2.

(3) The certificate of incorporation of a co-operative issued upon registration under the Act must be in the form of Form 3.

PART VII—AMALGAMATION OF CO-OPERATIVES

20. (1) An application for amalgamation of any two or more registered co-operatives must be made by completing Form 4 in accordance with these regulations and sending the form duly completed to the Commission together with the documents referred to in subsection 17(2) of the Act and the prescribed fee.

(2) The certificate of incorporation issued upon amalgamation under the Act must be in the form of Form 5.

PART VIII—RULES

21. (1) An application for registration of a proposed alteration to the rules of a registered co-operative must be made by completing Form 6 and sending it to the Commission duly completed together with the documents referred to in subsection 19(3) of the Act and the prescribed fee.

(2) Pursuant to section 19 of the Act a certificate of registration of an alteration to the rules of a registered co-operative must be in the form of Form 7.

PART IX—REGISTERED OFFICE AND REGISTERS

*Registered Office*

22. Every registered co-operative including a co-operative formed by amalgamation shall within 7 days after incorporation under the Act or within one month after the commencement of the Act, as the case may be, lodge with the Commission a notice of situation of registered office in the form of Form 8.

23. Where a registered co-operative lodges with the Commission a notice of change of the situation of its registered office such notice must be in the form of Form 8.

24. The registered office of every registered co-operative must be open and accessible to the public for such hours not being less than three between the hours of 9.00 a.m. and 5.00 p.m. of each day, Saturday, Sunday and public holidays excepted.

*Registers*

25. Pursuant to section 33 of the Act a register of share transfers and a register of withdrawals and forfeiture of shares are prescribed registers for the purposes of paragraph (d) of subsection (1).

26. Pursuant to section 33 of the Act the prescribed fee for the purposes of subsection (2) is \$5.00.

PART X—RETURNS

27. A registered co-operative shall lodge with the Commission:

- (a) within one month of registration or amalgamation, or in the case of a co-operative deemed to be registered pursuant to section 6 of the Act within one month of the coming into operation of the Act, a return in the form of Form 9 containing particulars of directors and secretaries to be specified in the register;
- (b) within one month after a person ceases to be, or becomes, a director of a registered co-operative a return in the form of Form 9;
- (c) within one month after a person ceases to be, or becomes, the secretary of a registered co-operative, a return in the form of Form 9.

28. Pursuant to section 72 of the Act the full name of the secretary, or where there is more than one secretary, the full names of all the secretaries of a registered co-operative are prescribed particulars for the purposes of paragraph (c).

29. Pursuant to section 48 of the Act other information relevant to the financial affairs of a co-operative is the information as to the affairs of the registered co-operative required by Part A of Form 10.

30. The directors of a registered co-operative shall, not later than one month after an annual general meeting of the co-operative, or if no annual general meeting of the co-operative is held within the period within which it is required by section 34 of the Act to be held, not later than one month after the end of that period, cause to be lodged with the Commission a periodic return containing the information required by Part B of Form 10.

## PART XI—ACCOUNTS

31. Pursuant to section 40 of the Act the prescribed requirements for the purposes of subsection (6) are those specified in Schedule 4.

32. Pursuant to section 44(1) of the Act, where the directors of a registered co-operative to which subregulation (6) applies prepare any accounts or report under the Act, they may cause to be shown, in substitution for an amount that would otherwise be required or permitted to be set out, that amount to the nearest thousand dollars or, where the amount is \$500 or less, zero.

(1) Where an amount is shown to the nearest thousand dollars under subregulation (1) of this regulation this shall be clearly indicated on each page on which it has been done.

(2) Where an amount is shown as reduced to zero under subregulation (1) of this regulation, the original amount shall be shown in full by way of a note to the account.

(3) Where an amount is shown to the nearest thousand dollars or as zero under subregulation (1) of this regulation the corresponding amount for the previous period in respect of which such an account was prepared by the directors shall be shown accordingly in accordance with subregulations (2) and (3) of this regulation.

(4) Where an amount is shown to the nearest thousand dollars or as zero under subregulation (1) of this regulation in a report prepared under sections 41 or 42 of the Act, the report shall state that the registered co-operative is a registered co-operative of a kind referred to in subregulation (6) of this regulation, and that the amount has been rounded off in accordance with section 44 of the Act and this regulation.

(5) This regulation applies to:

- (a) a registered co-operative with total assets in excess of \$2 000 000; and
- (b) a holding co-operative with consolidated accounts prepared for it and its subsidiaries, if the total assets of the group are in excess of \$2 000 00.

PART XII—MODEL RULES

33. Pursuant to section 80 of the Act the model rules set out in Schedule 5 are prescribed for the purposes of paragraph (a) of subsection (2).



## PART XIII—MISCELLANEOUS

34. A request to the Commission for an order authorising a transfer of activities under section 60 of the Act must be in the form of Form 12.

35. A registered co-operative shall within 7 days after the passing and entering of an order made by the Court pursuant to the Act, lodge with the Commission an office copy of the order.

36. (1) If the Commission is of the opinion that it is no longer necessary or desirable to retain the classes of documents that have been lodged under the repealed Act or under the Act and which classes of documents are specified in subregulation (2) of this regulation it may destroy or cause them to be destroyed.

(2) For the purposes of subregulation (1) of this regulation the classes of documents are:

- (a) any annual or periodic return and any annexure thereto that has been lodged for not less than seven years,
- (b) any quarterly return under the repealed Act that has been lodged for not less than two years,
- (c) any document creating or evidencing a charge, or the complete or partial satisfaction of a charge, where a memorandum of satisfaction of the charge has been registered for not less than seven years,
- (d) any other document other than the rules and any amendment to rules, that has been lodged or registered not less than 10 years,
- (e) any document in the custody of the Commission relating to a society or a registered co-operative where the society or the registered co-operative has been dissolved or had its registration cancelled for not less than ten years.

(3) For the purposes of this regulation a reference to a document shall include a reference to a transparency of a document produced by photographic or electronic means.

37. Any person who contravenes or fails to comply with regulations 22, 24, 27, 30 and 35 of these regulations shall be guilty of an offence and liable to a penalty not exceeding \$500.

## SCHEDULE 1

## Regulation 6

## LIST OF FORMS

Column 1 Provision of the Act	Column 2 Provision of Regulations	Column 3 Description of Form	Column 4 No. of Form
Subsection 14(1)	Regulation 19(1)	Application for registration of a co-operative	1
Paragraph 14(2)(b)	Regulation 19(2)	Declaration to accompany application for registration	2
Subsection 15(1)	Regulation 19(3)	Certificate of incorporation of a co-operative	3
Paragraph 17(2)(a)	Regulation 20(1)	Application for amalgamation of registered co-operatives	4
Subsection 17(4)	Regulation 20(2)	Certificate of incorporation on amalgamation	5
Subsection 19(3)	Regulation 21(1)	Application for registration of alteration to rules	6
Paragraph 19(4)(c)	Regulation 21(2)	Certificate of registration of alteration to rules	7
Paragraph 72(a) and paragraph 80(2)(b)	Regulations 22, 23	Notice of situation of registered office	8
Paragraph 72(b) and subsection 80(1)	Regulation 27	Particulars of and changes in directors and secretaries	9
Section 48	Regulations 29, 30	Periodic Return	10
Subsection 53(12)	Regulation 6	Notice of resignation, retirement, withdrawal or removal of auditor	11
Subsection 60(1)	Regulation 34	Request to Commission for order to transfer activities	12

SCHEDULE 2

FORMS

FORM 1

Co-operatives Act, 1983

Subsection 14(1)

APPLICATION FOR REGISTRATION OF A CO-OPERATIVE

To the Corporate Affairs Commission

1. I ..... of  
(Full Name)

.....  
(Residential Address)

.....occupation being a person duly authorised by the co-operative do hereby apply for registration of the co-operative under the name ..... Limited.

2. I have annexed a true copy of the rules and a statutory declaration verifying the rules.

3. The meeting of the co-operative at which I was duly authorised to apply for registration was held on ....., 19 , at ..... and was attended by ..... persons.

4. The co-operative was formed for the purpose of \* .....  
.....  
(\*Concise summary of objects).

5. The co-operative has adopted \*the model rules/rules numbered..... of the model rules in Schedule 5 to the *Co-operatives Regulations, 1985*.

6. The undermentioned will be the first directors of the registered co-operative:

..... of .....  
..... of .....  
..... of .....  
..... of .....

7. The undermentioned matters are provided for in the rule number/s appearing opposite the reference to that matter:

Matter	Rule No.
Limitation on amount of share capital permitted to be held by or on behalf of a member:	
Limitation on amount of interest payable on share capital:	
Provision to enable alteration to rules:	
Voting rights of members:	
Provision for a committee of management consisting of at least three natural persons eligible for appointment under the Act:	
Provision for the order of business at and the conduct of annual general meetings:	

Provision for giving notice of the annual general meeting and specifying therein the nature of the business to be conducted:

Provision specifying a quorum and the taking of proper minutes at an annual general meeting.

Date ..... 19 ...  
Signature of Applicant

\*Delete as necessary

FORM 2

Co-operatives Act, 1983

Paragraph 14(2)(b) and Regulation 19(2)

STATUTORY DECLARATION TO ACCOMPANY APPLICATION FOR REGISTRATION

I ..... of .....  
(Full Name)  
..... in the State of South Australia  
(Residential Address)  
..... do solemnly and sincerely declare that:  
(Occupation)

1. I am the person authorised to apply for the registration of a co-operative under the name ..... Limited.

2. The particulars set out in my application for registration dated the ..... day of ....., 19 .., are true.

3. The document marked "A" annexed hereto is a true copy of the rules of the co-operative referred to in my application, \*and of the instrument of trust relating thereto.

4. \*There are no instruments of trust relating to the co-operative.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act, 1936.

Declared before me at .....  
this ..... day of .....  
19 ..... Declarant

.....  
Justice of the Peace

\*Delete as necessary

⊗ This annexure is to be endorsed by the person before whom the declaration is made as follows:

"This is the annexure marked "A" referred to in the statutory declaration of ..... made on the ..... day of ....., 19 ..  
Before me: ....."

20.

FORM 3

*Co-operatives Act, 1983*

Reg. No. ....

Subsection 15(1) and Regulation 19(3)

CERTIFICATE OF INCORPORATION OF A CO-OPERATIVE

THIS IS TO CERTIFY that .....

Limited is on and from the ..... day of ....., 19 , incorporated under the *Co-operatives Act, 1983*.

GIVEN under the seal of the Corporate Affairs Commission at Adelaide, this ..... day of ....., 19

.

.....  
Commissioner for Corporate Affairs

FORM 4

Co-operatives Act, 1983

Paragraph 17(2)(a) and Regulation 20(1)

APPLICATION FOR AMALGAMATION OF REGISTERED CO-OPERATIVES

To the Corporate Affairs Commission

1. I ..... of.....  
(Full Name) (Residential Address)

being \*a director/the secretary of.....  
Limited AND ..... of .....  
(Full Name) (Residential Address)

being \*a director/the secretary of..... Limited DO HEREBY APPLY ON BEHALF OF  
..... Limited and ..... Limited to amalgamate to form a  
registered co-operative under the name ..... Limited.

2. Attached hereto and marked for identification by ..... with the  
letter "A" is a true copy of a special resolution passed on the ..... day of ....., 19 .. at a  
meeting called and conducted in accordance with the *Co-operatives Act, 1983* and with the registered rules of  
..... Limited.

3. Attached hereto and marked for identification by ..... with the letter "B" is a  
true copy of a special resolution passed on the ..... day of ....., 19 .. at a meeting called  
and conducted in accordance with the *Co-operatives Act, 1983* and with the registered rules  
of..... Limited.

4. Attached hereto and marked for identification by ..... with the letter "C" is a  
true copy of the rules of the co-operative proposed to be formed by the amalgamation.

5. The co-operative proposed to be formed by the amalgamation has the following principal  
object.....

6. The rules annexed to this application and marked with the letter "C" include rules  
numbered..... of the model rules in Schedule 5 to the *Co-operatives Regulations, 1985*.

7. The undermentioned matters are provided for in the rule number/s appearing opposite the reference to  
that matter:

Matter Rule No.

Limitation on amount of share capital permitted to be held by or behalf of a member:

Limitation on amount of interest payable on share capital:

Provision to enable alteration to rules:

Voting rights of members:

Provision for a committee of management consisting of at least three natural persons eligible for appointment  
under the Act:

Provision for the order of business at and the conduct of annual general meetings:

Provision for giving notice of the annual general meeting and specifying therein the nature of the business to be conducted:

Provisions specifying a quorum and the taking of proper minutes at an annual general meeting.

DATED ..... day of ....., 19 .. .

.....  
\*Director/Secretary of

.....  
\*Director/Secretary of

.....  
Limited

.....  
Limited

\*Delete as necessary

DIRECTIONS (Regulation 8)

Regulation 13 sets out requirements relating to annexures to prescribed forms.

23.

FORM 5

*Co-operatives Act, 1983*

Reg. No....

Subsection 17(4) and Regulation 20(2)

CERTIFICATE OF INCORPORATION ON AMALGAMATION

THIS IS TO CERTIFY that.....Limited formed by the amalgamation of.....Limited and..... Limited is on and from the ..... day of....., 19 .. incorporated under the *Co-operatives Act, 1983*.

GIVEN under the seal of the Corporate Affairs Commission at Adelaide, this ..... day of ....., 19 .. .

.....  
Commissioner for Corporate Affairs



FORM 6

Co-operatives Act, 1983

Reg. No....

Subsection 19(3) and Regulation 21(1)

APPLICATION FOR REGISTRATION OF ALTERATION TO RULES

To the Corporate Affairs Commission

Re:..... Limited

1. I ..... of .....  
(Full Name)

.....  
(Residential Address)

being \*a director/the secretary of..... Limited DO HEREBY APPLY on behalf of this registered co-operative to register the undermentioned \*alteration/alterations to the rules of this registered co-operative.

2. The proposed \*alteration/alterations \*was/were effected by a special resolution the terms of which are \*set forth hereunder in item 5/set forth in the annexure marked "A" annexed hereto.

3. The special resolution was passed on the..... day of ....., 19 , at a meeting called and conducted in accordance with the Co-operatives Act, 1983 and with the registered rules of ..... Limited.

4. The nature of the alteration is:

- \*(a) alteration to/rescission of rules numbered .....
- \*(b) substitution of new rules
- \*(c) alteration of name

5. Special Resolution:

It was resolved that.....  
.....

6. Attached hereto and marked by me as the annexure "B" is a true copy of the explanatory memorandum sent to members with the notice of intention to propose a special resolution at the meeting of members held on the ..... day of ....., 19 .

DATED this ..... day of ....., 19 .

.....  
\*Director/Secretary

\*Delete as necessary

DIRECTIONS (Regulation 8)

1. Section 19 requires this application to be made not later than one month after passing the special resolution.

2. Regulation 13 sets out requirements relating to annexures to prescribed forms.

3. A copy of the explanatory memorandum given to each member with the notice of meeting is required to be annexed to this application.

26.

FORM 7

*Co-operatives Act, 1983*

Reg. No....

Paragraph 19(4)(c) and Regulation 21(2)

CERTIFICATE OF REGISTRATION OF ALTERATION TO RULES

THIS IS TO CERTIFY that an alteration to the rules of ..... Limited specified in the schedule hereto as on and from the..... day of....., 19 registered pursuant to the *Co-operatives Act, 1983*.

SCHEDULE

- (a) Alteration to/rescission of rules numbered.....
- (b) Substitution of new rules.
- (c) Alteration of name to ..... Limited.

GIVEN under the seal of the Corporate Affairs Commission at Adelaide, this ..... day of ....., 19 .

.....  
Commissioner for Corporate Affairs

27.

FORM 8

*Co-operatives Act, 1983*

Reg. No....

Paragraphs 72(a), 80(2)(b) and Regulations 22 and 23

NOTICE OF SITUATION OF REGISTERED OFFICE

To the Corporate Affairs Commission:

Re: ..... Limited

Notice is hereby given that—

\*as from the date of registration of this co-operative/from the date of commencement of the Act the registered office has been situated at.....

\*as from the ..... day of....., 19  
the situation of the registered office has been changed from.....  
to.....

DATED this..... day of....., 19 .

.....  
\*Director/Secretary

.....  
(Name in Block Letters)

\*Delete as necessary

DIRECTION (Regulation 8)

The full address including any room number or floor or level of a building where the registered office is situated is required to satisfy regulation 11.

FORM 9

Co-operatives Act, 1983

Reg. No....

Paragraphs 72(b) and Subsection 80(1) and Regulation 27

PARTICULARS OF AND CHANGES IN DIRECTORS AND SECRETARIES

Re: ..... Limited

Full Names	Residential Address	Usual Occupation	Particulars and nature of appointment or change, and relevant date (2)
Directors (1)			
.....	.....	.....	.....
.....	.....	.....	.....
Secretaries			
.....	.....	.....	.....
.....	.....	.....	.....

DATED this ..... day of ....., 19 ..

.....  
 \*Director/Secretary (3)  
 .....  
 (Name in Block Letters)

\*Delete as necessary

DIRECTIONS (Regulation 8)

(1) A return notifying the Commission of a person having ceased to be or having become a director or secretary must contain with respect to each person who is, at the time of the lodgment of the return, a director or a secretary of the co-operative, the particulars required to be specified in the register.

(2) Insert in relation to a new appointment, "Appointed on the.....  
19 .."

Insert in relation to other changes "Died ..... 19 ..",  
"Resigned ..... 19 ..", "Removed ..... 19 ..",  
"Disqualified ..... 19 .." as the case requires.

Continuing directors or a continuing secretary should be designated "continuing".

(3) This form must not be signed by a person who has ceased to hold office.

29.

FORM 10

Co-operatives Act, 1983

Reg. No....

Section 48 and Regulations 29 and 30

PERIODIC RETURN

PART A

Re: ..... Limited

ACCOUNTS

The accounts annexed to and forming part of this return are for the financial year ended ..... 19 .  
These accounts were \*adopted/not adopted by the annual general meeting held on ..... 19 .

DIRECTION (Regulation 8)

A copy, endorsed by a director or secretary in the manner set out in regulation 13 of all accounts and group accounts (if any) required to be laid before the co-operative at the annual general meeting, together with a copy of the other documents required by section 47 of the Act to be laid before an annual general meeting must be annexed to the return.

PARTICULARS OF INDEBTEDNESS

Particulars of the indebtedness of the co-operative in respect of all charges registered under section 31(1) of the Act.

Date of registration	Particulars of charge	Amount outstanding as at date of this return
		Total \$ .....

MEMBERSHIP AND SHARE CAPITAL

(FINANCIAL YEAR ENDED ..... 19 )

	Members	Shares
Number at beginning of year	.....	.....
Add admissions during year	.....	.....
<b>Total</b>	.....	.....
Deduct withdrawals during year	.....	.....
Number at end of year	.....	.....
Number as to which notice of withdrawal has been received	.....	.....

⊗SHARE CAPITAL

	\$ c
Paid up capital at beginning of year .....	
Add amount received during year .....	
Add dividends or interest satisfied by issue of share capital during year .....	_____
Deduct amount withdrawn during year .....	_____
*Paid up capital at end of year .....	=====
Amount uncalled on shares allotted .....	
Amount as to which notice of withdrawal has been received .....	

\*This must agree with share capital in balance sheet.

⊗ If co-operative does not have withdrawable capital inappropriate items should be deleted.

STATEMENT OF AUDITOR

..... Limited  
 I ..... registered company  
 (Name of auditor or audit firm)

auditor having been given access to accounting and other records and registers of this registered co-operative  
 HEREBY STATE:

- (a) that \*I/the firm has reported to the members pursuant to section 56(1) of the Act, in respect of the accounts for the financial year ended ..... 19 ..
- (b) that the report deals with such of the matters referred to in section 56(2) of the Act as are applicable to this co-operative.
- (c) that an opinion has been formed in respect of the matters referred to in section 56(4) of the Act.
- (d) that the report was \*not qualified/was qualified to the extent set out in the annexure attached to this return.
- (e) that no deficiency, failure or shortcoming has come to notice in the course of \*the audit/that the deficiency, failure or shortcoming set out in the annexure to this return came to notice in the course of the audit.

\*This statement should be altered to meet the case.

DATE ..... 19

.....  
 Auditor  
 (Registered number of auditor or signing partner in  
 the State/Territory of .....  
 is .....)

DIRECTIONS (Regulation 8)

1. Where the auditor is a firm this statement shall be signed in accordance with section 50(11) of the Act.
2. Regulation 13 sets out requirements relating to annexures to prescribed forms.

PART B

ANNUAL GENERAL MEETING

The information in this return is correct as at the ..... day of..... 19 being  
\*the date of the annual general meeting for 19 /\* the last date by which the annual general meeting should  
have been held for 19 .

\*The annual general meeting of the co-operative held, in respect of the financial year ended on  
..... was held on ..... 19 .

\*No annual general meeting was held before .....  
19 , being the last day within the period of five months after the end of the 19 /19 financial year.

\*An extension of time to hold the annual general meeting on or before the ..... day of  
....., 19 was granted by the Commission on .....19 .

\*Delete as necessary

DIRECTIONS (Regulation 8)

1. Section 48 requires a periodic return to be lodged within one month of the annual general meeting.

2. If no annual general meeting is held within 5 months from the end of the financial year, section 48  
requires a periodic return to be lodged within one month of the last date on which the annual general meeting  
should have been held.

PARTICULARS RELATING TO OPERATIONS OF CO-OPERATIVE

\*Business names (if any) under which the co-operative carries on business are:  
.....

Nature of the principal business carried on by the co-operative is:  
.....

\*Names of subsidiaries of the co-operative as defined in section 5 of the Act:  
.....

\*Brief particulars of alterations to rules during financial year:  
.....

\*Delete as necessary



ADMINISTRATION

Particulars of the directors, secretaries and auditors of the co-operative are as follows:

Full Names	Residential Address	Occupation in the case of Directors
------------	---------------------	-------------------------------------

Directors

Secretaries

Name, business address and date of appointment of auditor:

.....

DIRECTION (Regulation 8)

"Director" includes any person occupying or acting in the position of member of the committee of management and any person in accordance with whose directions or instructions the members of the committee of management of the co-operative are accustomed to act.

The registered office of the co-operative is situated at .....

.....

in the State of South Australia.

The undermentioned exemptions have been granted to this co-operative by the Corporate Affairs Commission in pursuance of the Act:

.....

(Brief Details)

.....

CERTIFICATE AND STATEMENT

I certify that the particulars contained in this return are true to the best of my knowledge and belief.

DATED this ..... day of ....., 19 .. .

.....

Director/Secretary

.....

(Name in Block Letters)

FORM 11

Co-operatives Act, 1983

Reg. No....

Subsection 53(12)

NOTICE OF RESIGNATION, RETIREMENT, WITHDRAWAL OR REMOVAL OF AUDITOR

To the Corporate Affairs Commission

Re: ..... Limited

Notice is hereby given that:

\*On the ..... day of ....., 19 .. notice was received of the resignation of .....  
(Name of auditor or audit firm)  
as auditor of this registered co-operative. The Commission consented to the resignation on the ..... day  
of ..... 19 ..

\*On the ..... day of ....., 19 .. notice was received of the  
\*retirement/withdrawal of .....  
(Name of auditor or audit firm)  
as auditor of this registered co-operative.

\*On the ..... day of ....., 19 .. ,  
..... was removed as auditor of this registered co-operative.  
(Name of auditor or audit firm)

Date ..... 19 .....  
Director/Secretary

.....  
(Name in Block Letters)

\*Delete as necessary

FORM 12

Co-operatives Act, 1983

Reg. No....

Section 60(1) and Regulation 34

REQUEST TO COMMISSION FOR ORDER TO TRANSFER ACTIVITIES

To the Corporate Affairs Commission

Re: ..... Limited

1. I ..... of.....  
(Full Name)

.....  
(Residential Address)

being \*a director/secretary of ..... Limited DO HEREBY APPLY  
on behalf of this registered co-operative for an order to transfer its undertaking to a

.....  
(Type of body corporate named/to be named)  
incorporated under the ..... Act, 19 /Code.

2. \*Set forth hereunder in item 4/attached and marked for identification by me with a letter "A" is a true  
copy of a special resolution passed on the ..... day of....., 19 .

3. The special resolution was passed at a meeting called and conducted in accordance with the *Co-  
operatives Act, 1983* and with the registered rules of ..... Limited.

4. Special Resolution:

It was resolved that .....  
.....

DATED this ..... day of ....., 19 .

.....  
\*Director/Secretary

\*Delete as necessary

DIRECTION (Regulation 8)

Regulation 13 sets out requirements relating to annexures to prescribed forms.

## SCHEDULE 3

## Regulation 16

## TABLE OF FEES

Item	Matter	Amount \$
1.	For inspection under section 8(2) of the Act of documents lodged by or in relation to a registered co-operative (other than an inspection by or on behalf of the Australian Broadcasting Corporation, the Australian Bureau of Statistics, the holder of a licence for a commercial broadcasting or television station, or the proprietor or publisher of a newspaper generally available to the public otherwise than only on subscription) . . . . .	4
2.	For the supply of an uncertified copy or extract of a document lodged by or on behalf of a registered co-operative (in addition to the fee payable under item 1) . . . . .	10
3.	For the supply of a certified copy of, or the supply of a certified copy of an extract from, a document held by the Commission in relation to a registered co-operative—	
	for one page . . . . .	11
	for each additional page or part of a page . . . . .	1
4.	On lodging an application to the Commission (not being an application for which a fee is specified elsewhere in this schedule) for the exercise of any of the powers conferred on the Commission by the Act, or by those provisions of the Code applied by the Act to a registered co-operative . . . . .	14
5.	In respect of a registered co-operative that has been dissolved—	
	(a) on lodging an application to the Commission to exercise the powers conferred by section 460 or 462 of the Code as applied by section 61 of the Act . . . . .	43
	(b) for an act done by the Commission under section 460 of the Code . . . . .	42
	(c) for an act done by the Commission under section 462 of the Code . . . . .	42
6.	On lodging an application to the Minister to exercise the powers conferred by section 15(1)(c)(iii), 17(4)(c)(iii), 19(5)(a)(iii) or 20(2) of the Act . . . . .	43
7.	On lodging an application for registration under section 14 of the Act . . . . .	156
8.	On lodging an application for amalgamation under section 17 of the Act . . . . .	156

9.	On lodging an application to register an alteration to rules under section 19 of the Act—	
	(a) in respect of an application to alter the name of a registered co-operative .....	30
	(b) in respect of any other alteration .....	30
10.	On lodgment of documents by or on behalf of a registered co-operative under provisions of the Code applied by section 31(1) of the Act—	
	(a) on lodging a draft prospectus for examination .....	1 092
	(b) on lodging a notice of charge or notice of acquisition of property subject to a registered charge .....	58
	(c) on lodging a notice of assignment or variation of registered charge .....	30
	(d) on lodging a notice of satisfaction of, or release of property from, a registered charge .....	30
11.	On lodging a periodic return pursuant to section 48 of the Act if the Commission is satisfied that the registered co-operative—	
	(a) provides recreation or amusement, or promotes commerce, industry, art, science, religion or charity, or provides housing or goods and services for the benefit of a local community;	
	(b) applies profits (if any) or other income solely for any of the purposes referred to in paragraph (a);	
	and	
	(c) is not authorized by its rules to distribute its income or property (other than by way of return of share capital or a bona fide payment for services or goods supplied) .....	44
12.	On lodging a periodic return of a registered co-operative, not being a registered co-operative referred to in item 11 .....	116
13.	On lodging for examination an explanatory statement sent out under section 316(1) of the Code as applied by section 59 of the Act .....	451
14.	On lodging a request to the Commission for an order under section 60(2) of the Act .....	73

15.	On the late lodgment of a document (in addition to any lodgment fee provided by any other item for the lodging of that document)—	
	(a) if lodged within one month after the prescribed time .....	17
	(b) if lodged more than one month but within three months after the prescribed time .....	51
	(c) if lodged more than three months after the prescribed time .....	89
16.	For the production by the Commission, pursuant to a subpoena, of a document held by it in relation to a registered co-operative .....	26
	and, in addition, for each two pages or less of the document produced .....	1
17.	For any act that the Commission is required or authorized to do on the request of a person and for which a fee is not prescribed by any other item .....	16
18.	For a certificate issued by the Commission, other than a certificate issued under section 15(1), 17(4) or 19(4) of the Act .....	4

## SCHEDULE 4

Section 40(6)

## Regulation 31

## ACCOUNTS AND GROUP ACCOUNTS

## TABLE OF PROVISIONS

## PART I—PRELIMINARY

## Clause

1. Interpretation
2. Application of Schedule
3. Adaptation of headings etc.
4. Currency language and financial years

## PART II—FORMAT OF SURPLUS AND DEFICIENCY ACCOUNT AND BALANCE SHEET

5. Surplus and deficiency account
6. Balance Sheet

## PART III—NOTES TO THE ACCOUNTS OR GROUP ACCOUNTS

## DIVISION I—ACCOUNTING POLICIES ETC.

7. Accounting policies and methods of calculation

## DIVISION 2—SURPLUS AND DEFICIENCY ACCOUNT

8. Items of revenue and expense
9. Income tax attributable to accounting surplus
10. Directors' emoluments and auditors' remuneration
11. Interest to or from related corporations and others
12. Dividends from related and other corporations

## DIVISION 3—BALANCE SHEET

## SUBDIVISION A—CLASSES OF ITEMS

13. Classes of share capital etc.
14. Provisions in relation to assets
15. Combination of classes of assets and liabilities

## SUBDIVISION B—SPECIAL REQUIREMENTS IN RELATION TO CERTAIN CLASSES OF ITEMS

16. Particulars of each class of share capital
17. Transfers to or from each class of reserves
18. Subdivision of certain classes of assets and liabilities
19. Land held for sale or resale
20. Unearned revenue

## SUBDIVISION C—COMMITMENTS ETC. NOT OTHERWISE INCLUDED

21. Commitments for expenditure not provided for
22. Contingent liabilities
23. Standby arrangements, unused credit facilities etc.

SUBDIVISION D—DEALINGS WITH RELATED CORPORATIONS ETC.

- 24. Related party transactions
- 25. Economic dependency
- 26. Debts, shares or options with related corporations and others
- 27. Subsidiaries acquired or disposed of
- 28. Ultimate holding co-operative

DIVISION 4—ADDITIONAL REQUIREMENTS IN RELATION TO GROUP ACCOUNTS

- 29. Statement in relation to group accounts that are not consolidated
- 30. Particulars in relation to subsidiaries
- 31. Elimination of transactions and balances
- 32. Accounts of holding co-operative and subsidiary to be in the same form
- 33. Presentation of accounts in different form or grouping from previous year
- 34. Divergent accounting periods



## PART I—PRELIMINARY

## 1. In this Schedule—

"accounts" means surplus and deficiency accounts and balance sheets and includes statements, reports and notes, other than auditors' reports or directors' reports, attached to or intended to be read with any of those surplus and deficiency accounts or balance sheets;

"surplus and deficiency accounts" include profit and loss accounts and pool accounts and include statements, reports and notes, other than auditors' reports or directors' reports, attached to or intended to be read with any of those profit and loss accounts or pool accounts;

"pool accounts" means accounts which record transactions of a particular group of members who deliver goods or provide services to the co-operative on the basis of sharing a return in accordance with the proportion of the goods delivered or services provided or on such other terms as may be provided for in the rules of the co-operative;

"group accounts", in relation to a holding co-operative means

- (a) A set of consolidated accounts for the group of co-operatives of that holding co-operative;
- (b) 2 or more sets of consolidated accounts together covering that group;
- (c) separate accounts for each corporation in that group; or
- (d) a combination of one or more sets of consolidated accounts and one or more separate accounts together covering that group;

"group of co-operatives" in relation to a holding co-operative means the holding co-operative and the corporations that are subsidiaries of the holding co-operative;

"holding co-operative" means a co-operative that is the holding co-operative of a corporation;

"surplus or deficiency" means

- (a) in relation to a co-operative that is not a holding co-operative—the operating surplus or deficiency and extraordinary items of that co-operative after providing for income tax, if applicable;
- (b) in relation to a co-operative that is a holding co-operative of a group of co-operatives for which group accounts are required—the operating surplus or deficiency and extraordinary items of that co-operative after providing for income tax, if applicable;
- (c) in relation to a co-operative referred to in paragraph (b) and its subsidiaries—the operating surplus or deficiency and extraordinary items of the group of co-operatives of which the co-operative is the holding co-operative after providing for income tax, if applicable; and
- (d) in relation to a co-operative that is a holding co-operative of a group of co-operatives for which group accounts are not required—the operating surplus or deficiency and extraordinary items of that co-operative after providing for income tax, if applicable.

#### Application of this Schedule

2. Subject to this Schedule, and to section 40 of the Act, every surplus and deficiency account and every balance sheet shall, in relation to a co-operative or group of co-operatives—

- (a) show the aggregate amount and description of each item set out in the surplus and deficiency account format and, under the respective heading, set out in the balance sheet format contained in Part II;
- (b) include notes that—
  - (i) subdivide, qualify and otherwise explain the matters to which paragraph (a) applies; and
  - (ii) give particulars of other matters, as required by Part III.

#### Adaptation of Headings etc.

3. Where, in the opinion of directors, any heading, description, classification or order used in this Schedule is inappropriate to the nature of the business of any co-operative or group of co-operatives, that heading, description, classification or order may be adapted for the purposes of giving a true and fair view of the surplus or deficiency or state of affairs of the co-operative or group of co-operatives, but where any such adaptation would result in any amount or particulars required to be shown separately not being shown, that amount or those particulars shall be shown separately in the notes.

#### Financial Years, Currency, and Language

4. (1) Unless otherwise specified in this Schedule, any amount or particulars required to be shown shall—

- (a) be expressed in Australian currency and the English language, as the case may be;
- (b) in the surplus and deficiency account and notes to the accounts be shown in relation to the last financial year and in relation to the financial year preceding the last financial year; and
- (c) in the balance sheet and notes to the accounts—be shown as at the end of the last financial year and as at the end of the financial year preceding the last financial year.

(2) Where the respective financial years referred to in subclause (1) are not equal in length, the periods covered shall be indicated clearly.

### PART II—FORMAT OF SURPLUS AND DEFICIENCY ACCOUNT AND BALANCE SHEET

#### Surplus and Deficiency Account

5. (1) The surplus and deficiency account format referred to in clause 2 is as follows—

- A. Operating surplus or deficiency before income tax (paragraphs 8(a), (b) and (e));
- B. Interest paid on members' share capital;
- C. Rebates or bonus distributions paid to members;
- D. Income tax attributable thereto;
- E. Operating surplus or deficiency;
- F. Profit or loss on extraordinary items before income tax (paragraphs 8(c) and (d));
- G. Income tax attributable to extraordinary items;
- H. Profit or loss on extraordinary items;

- I. Operating surplus or deficiency and extraordinary items;
- J. Minority interests in operating surplus or deficiency and extraordinary items;
- K. Operating surplus or deficiency and extraordinary items attributable to members of the holding co-operative;
- L. Retained surplus or accumulated deficiency at beginning of financial year;
- M. Aggregate of amounts transferred from reserves;
- N. Total available for appropriation;
- O. Aggregate of amounts transferred to reserves;
- P. Other appropriations;
- Q. Retained surplus or accumulated deficiency at end of financial year.

(2) A reference in parenthesis following any item in subclause (1), is a reference to a provision requiring notes that subdivide that item into specified items charged or credited in arriving at the amount of that first mentioned item.

#### Balance Sheet

6. (1) The balance sheet format referred to in clause 2 is as follows—

- A. Current Assets (paragraph 13(2)(a))
  - 1. Cash and receivables;
  - 2. Investments;
  - 3. Inventories;
  - 4. Other;
  - 5. Total current assets.
- B. Non-Current Assets (paragraph 13(2)(b))
  - 1. Receivables;
  - 2. Investments;
  - 3. Property, plant and equipment;
  - 4. Intangibles;
  - 5. Total non-current assets.
- C. Total Assets
- D. Current Liabilities (paragraph 13(2)(c))
  - 1. Creditors and borrowings;
  - 2. Provisions;
  - 3. Other;
  - 4. Total current liabilities.
- E. Non-Current Liabilities (paragraph 13(2)(d))
  - 1. Creditors and borrowings;
  - 2. Provisions;
  - 3. Other;
  - 4. Total non-current liabilities.
- F. Total Liabilities

- G. Share Capital and Reserves
1. Share capital (paragraph 16(a));
  2. Reserves (paragraph 13(2)(e));
  3. Retained surplus or accumulated deficiency;
  4. Sub-total shareholders' equity;
  5. Goodwill arising on consolidation or capital reserve arising on consolidation;
  6. Total shareholders' equity attributable to members of the holding co-operative;
  7. Minority shareholders' interests in subsidiaries;
  8. Total shareholders' equity attributable to members of the holding co-operative and minority shareholders' interests.
- H. Total Equities

(2) A reference in parenthesis following any item in subclause (1) is a reference to a provision requiring notes that subdivide that item into specified classes in addition to the discretionary classes required by clause 13(1) to be shown.

### PART III—NOTES TO THE ACCOUNTS OR GROUP ACCOUNTS

#### DIVISION 1—ACCOUNTING POLICIES, ETC.

##### Accounting Policies and Methods of Calculation

7. There shall be included a statement setting out, describing and commenting upon—
- (a) accounting policies and methods of calculation that have been significant in the preparation and presentation of the accounts or group accounts;
  - (b) changes in accounting policies and methods of calculation in the last financial year that have materially affected the accounts or group accounts for that period giving particulars of the quantified financial effect of the change in accounting policies or methods of calculation and the reasons for the change; and
  - (c) changes in accounting policies and methods of calculation in the last financial year which may materially affect the accounts or group accounts in the next financial year setting out the amount, or indicating the effect of the change in accounting policies or methods of calculation, and the reasons for the change.

#### DIVISION 2—SURPLUS AND DEFICIENCY ACCOUNT

##### Items of Revenue and Expense

8. In relation to the items referred to in the surplus and deficiency account format there shall be shown separately in addition to any other matters necessary to present a true and fair view of the surplus or deficiency of the co-operative, or of the co-operative and its subsidiaries, the amounts and particulars of—

- (a) any of the following items credited as revenue in determining the operating surplus or deficiency before provision for income tax (item A)—
  - (i) dividends;
  - (ii) interest including discount on bills of exchange;
  - (iii) profit arising from the sale of non-current assets;
  - (iv) increment arising from the revaluation of non-current assets;
  - (v) transfers from provisions; and

- (vi) abnormal items;
- (b) any of the following items charged as expense in determining the operating surplus or deficiency before income tax (item A)—
  - (i) interest including discount on bills of exchange;
  - (ii) in relation to each class of debts—bad and doubtful debts;
  - (iii) loss arising from the sale of non-current assets;
  - (iv) decrement arising from the revaluation of non-current assets;
  - (v) in relation to each item specified in subclauses 6(1) A and B the amount charged for—
    - (A) depreciation;
    - (B) amortization; and
    - (C) diminution in value of assets;
  - (vi) transfers to provisions; and
  - (vii) abnormal items;
- (c) any extraordinary item credited as profits (item D);
- (d) any extraordinary item charged as losses (item D);
- (e) any equity accounting profit/loss credited/charged in the surplus and deficiency account.

#### Income Tax Attributable to Accounting Surplus

9. There shall be shown in respect of the financial year the method by which the amount of any income tax attributable to that financial year has been calculated.

#### Directors' Emoluments and Auditors' Remuneration

10. (1) There shall be shown:

- (a) emoluments in aggregate of—
  - (i) persons who were directors at any time during the financial year engaged in the full time employment of the co-operative or of any of its related corporations, but excluding emoluments attributable to any period during which the persons acted solely in the capacity of full-time employees; and
  - (ii) other persons who were directors of the co-operative or any of its related corporations at any time during the financial year;
- (b) remuneration of the auditors and parties related thereto for their services to the co-operative, to the group or to any related corporation in relation to—
  - (i) auditing the accounts or group accounts; and
  - (ii) other services;

provided also that where a portion of the group audit fee is not payable to the auditor of the holding co-operative, the amount and particulars that are not so payable shall be shown separately in the group accounts from the amount that is payable to the auditor of the holding co-operative.

(2) where any—

- (i) emoluments of those who were directors of the co-operative at any time during the financial year; or
- (ii) amounts or benefits received, or due and receivable, by the auditors of the co-operative,

are not charged as an expense in the surplus and deficiency account or are not otherwise included in the amounts required by subclause 10(1) to be shown, particulars of those amounts shall be shown separately.

(3) (i) Where during the last financial year any director or former director of the co-operative has received or has become entitled to receive from the co-operative or from a related corporation, whether directly or indirectly, a benefit by way of pension, lump sum payment or otherwise in respect of past services, including any superannuation, retiring allowance, superannuation gratuity or similar payment, or where the amount, terms or conditions of any earlier benefits have been varied, the amount and particulars of the benefit or of any variation thereto, shall be disclosed.

(ii) Where, pursuant to paragraph (i), disclosure in respect of more than one director or former director is required, aggregation of the amount and particulars of the benefit or of any variation thereto is permitted provided such aggregation results in meaningful disclosure.

(4) For the purposes of subclause (1) and paragraph 3(i) emoluments in relation to directors means the amount or value of any money consideration or benefit given, directly or indirectly, to a director of a co-operative in connection with the management of the co-operative or of any holding co-operative or subsidiary of the co-operative, whether as a director or otherwise, but does not include amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the co-operative, being emoluments that are received, or due and receivable, from the co-operative or from a related corporation and include—

- (a) bonuses, commissions and salaries; and
- (b) commissions for subscribing for, or agreeing to procure subscriptions for, any shares in or debentures of the co-operative or a related corporation,

but does not include emoluments received, or due and receivable, by a director who is not resident in Australia, from a holding co-operative of which he is a director, or employee and which is a corporation formed outside Australia and the External Territories being emoluments received, or due and receivable, by him as such a director or employee.

#### Interest to or from Related Corporations and Others

11. (1) In relation to any interest charged or interest credited there shall be shown the amount attributed to the following—

- (a) related corporations; and
- (b) other persons.

(2) For the purpose of subclause (1) interest includes discount on bills of exchange.

## Dividends from Related and Other Corporations

12. In relation to any dividends credited there shall be shown the aggregate amounts attributed to the following—

- (a) related corporations; and
- (b) other corporations.

## DIVISION 3—BALANCE SHEET

## SUBDIVISION A—CLASSES OF ITEMS

## Classes of Assets, Liabilities and Share Capital

13. (1) Subject to subclauses (2) and (3) in relation to the items referred to in the balance sheet format, there shall be shown separately according to their nature and function in the business, the amounts and particulars of each class of share capital, reserves, assets, liabilities and provisions included in determining those items in the balance sheet.

(2) The classes required to be shown by subclause (1) shall include, but not be limited to, each of the following classes so far as they are relevant to the balance sheet—

- (a) CURRENT ASSETS (format item A)
  - (1) Cash and Receivables (format item A.1)
    - (i) cash at bank and in hand;
    - (ii) trade debtors;
    - (iii) bills of exchange and promissory notes receivable;
    - (iv) advances to members not in the ordinary course of business.
  - (2) Investments (format item A.2)
    - (i) Government and Semi-Government stocks and bonds;
    - (ii) debentures in corporations;
    - (iii) shares in corporations; and
    - (iv) options in respect of shares in corporations;
    - (v) other (specify).
  - (3) Inventories (format item A.3)
    - (i) raw materials and stores;
    - (ii) work in progress;
    - (iii) finished goods; and
    - (iv) land held for resale.
  - (4) Other current assets (format item A.4) (specify).

(b) NON-CURRENT ASSETS (format item B)

(1) Receivables (format item B.1)

- (i) trade debtors;
- (ii) bills of exchange and promissory notes receivable;
- (iii) advances to members not in the ordinary course of business.

(2) Investments (format item B.2)

- (i) Government and Semi-Government stocks and bonds;
- (ii) debentures in corporations;
- (iii) shares in corporations;
- (iv) options in respect of shares in corporations;
- (v) interests in unincorporated associations.

(3) Property, plant and equipment (format item B.3)

- (i) land and buildings;
- (ii) motor vehicles;
- (iii) plant and equipment;
- (iv) fixtures and fittings.

(4) Intangible (format item B.3)

- (i) goodwill;
- (ii) patents, trade marks and licences.

(c) CURRENT LIABILITIES (format item D)

(1) Creditors and borrowings (format item D.1)

- (i) bank overdrafts;
- (ii) bank loans and bank issued bills of exchange;
- (iii) debentures and notes;
- (iv) other bills of exchange and promissory notes payable;
- (v) trade creditors.

(2) Provisions (format item D.2)

- (i) dividend;
- (ii) taxation;



(iii) long service leave.

(3) Other (specify).

(d) NON-CURRENT LIABILITIES (format item E)

(1) Creditors and borrowings (format item E.1)

(i) bank overdraft;

(ii) bank loans and bank issued bills of exchange;

(iii) other bills of exchange and promissory notes payable;

(iv) debentures;

(v) trade creditors;

(vi) members' deferred credits (subject to stock realisations).

(2) Provisions (format E.2)

long service leave.

(3) Other (specify).

(e) SHARE CAPITAL AND RESERVES

Reserves (format item G.2)

(i) share premium account;

(ii) capital redemption reserve;

(iii) members' reserves (being contributions by way of term or rotating funds or other amounts of a like nature);

(iv) other reserves (except capital reserve arising on consolidation).

(3) Where a co-operative or corporation in the group has capitalized its obligations under lease agreements there shall be shown in the accounts or group accounts:

(i) the amounts capitalized as lease assets, by each major class of asset, clearly distinguished from other assets of the same class; and

(ii) the aggregate liability under lease agreements, classified into current and non-current elements, clearly distinguished from other liabilities of that class.

Provisions in relation to Assets

14. (1) Where provision has been made for depreciation, amortization, diminution in value or doubtful debts in relation to assets included in any class or part of a class of assets, the amount of those provisions made shall be shown as a deduction from the amount of assets of that class or part of a class.

(2) Where provision has been made for any other asset, the amount of those provisions made shall be shown, if appropriate, as a deduction from the amount of asset to which the provision relates.

#### Combination of Classes of Assets and Liabilities

15. Where by reason of the manner in which the records of a co-operative were kept before the date of commencement of these regulations, it is not possible to show separately the amounts of any classes of assets or liabilities required by this Schedule to be separately shown, there shall be shown the total amount of assets and liabilities of those classes acquired or incurred before that date for which it is not possible to so show them separately and the separate amounts of assets or liabilities of those classes acquired or incurred after that date.

#### SUBDIVISION B—SPECIAL REQUIREMENTS IN RELATION TO CERTAIN CLASSES OF ITEMS

##### Particulars of Each Class of Share Capital

16. In relation to each class of share capital, the amounts and particulars required by subclause 13(1) shall include—

- (a) the amounts and particulars of—
  - (i) issued capital (by way of note);
  - (ii) paid up capital;
  - (iii) calls in arrear;
  - (iv) capital upon which interest has been paid out of capital during the financial year and the rate of the interest so paid; and
  - (v) capital that is not capable of being called up except in the event of, and for the purposes of, the winding up of the co-operative.
- (b) in relation to any class of preference shares—
  - (i) the rate of dividend;
  - (ii) the amount of arrears of dividend;
  - (iii) whether they are cumulative or non-cumulative, participating or non-participating;
  - (iv) whether they are to be redeemed or, at the option of the co-operative, are liable to be redeemed; and
  - (v) if the preference shares are to be redeemed or at the option of the co-operative are liable to be redeemed—the date on or before which they are to be redeemed, or are liable to be redeemed, the earliest date on which the co-operative has power to redeem them and the amount of any premium or discount on redemption as the case may be.

##### Transfers to or from Each Class of Reserves

17. In relation to the last financial year, there shall be shown the amount and particulars of any material transfers to or from any class of reserves other than those which have been recorded in the retained surplus account.

##### Subdivision of Certain Classes of Assets and Liabilities

18. (1) Where the amount of any class of assets or liabilities includes amounts of assets or liabilities referred to in subclause (2), separate totals for such of those assets or liabilities referred to and for the remainder of the assets or liabilities of that class shall be shown.

(2) The assets or liabilities to which subclause (1) applies are—

- (a) non-current assets or investments shown at a valuation other than their cost of purchase or manufacture;

- (b) liabilities or contingent liabilities that are secured by a charge on the assets of the co-operative or the co-operative and its subsidiaries;
- (c) debts payable upon which interest is payable;
- (d) investments that are listed on a stock exchange;
- (e) interest incurred during the period but not expensed during the period;
- (f) provision for income tax being an amount provided for future liability as distinct from an amount provided for current liability; and
- (g) inventories, investments and other non-current assets for each method of arriving at their respective amounts.

(3) Where assets or liabilities referred to in paragraphs (2)(a), (b), (c), (d), (e) or (f) are included in more than one class of assets or liabilities, as the case may be, the aggregate of the amounts included in those classes shall be shown, so far as practicable.

(4) In relation to the separate totals required by subclause (1), the following additional particulars shall be shown—

- (a) in relation to non-current assets or, investments (other than investments to which paragraph (2)(d) applies) shown at a valuation other than their cost of purchase or manufacture—
  - (i) the year of the valuation;
  - (ii) the basis of the valuation;
  - (iii) whether the valuation was an officer's valuation or an independent valuation;
  - (iv) in the first accounts in which reference is made to that valuation the name and particulars of the relevant qualifications of the person who made that valuation; and
- (b) in relation to liabilities or contingent liabilities that are secured by a charge on the assets of the co-operative or the co-operative and its subsidiaries—the extent to which they are secured and the nature of that security;
- (c) investments that are listed on a stock exchange—their market value, calculated on the official quotation on the stock market of that stock exchange.

(5) For the purpose of paragraphs 2(c) and (e) interest includes discount on bills of exchange.

(6) For the purpose of paragraph 4(a) an officer's valuation means a valuation by an officer of the co-operative or of a related corporation, and independent valuation means a valuation made by a person not being an officer of the co-operative or of a related corporation.

#### Land held for Sale or Resale

19. (1) There shall be shown separately in respect of land or interests in land held for sale or resale—

- (a) the total cost of acquisition (exclusive of any cost of surveys, roads and drainage and other development expenses);
- (b) the total of any development expenses carried forward; and
- (c) the total of any amounts of rates, taxes or interest and any other amounts capitalized.

- (2) For the purpose of paragraph 1(c) interest includes discount on bills of exchange.

#### Unearned Revenue

20. Any unearned revenue shall not be included in any estimate of the gross amount of any class of debts unless the amount of unearned revenue so included is shown as a deduction from the estimate of the gross amount of the class of debts concerned.

#### SUBDIVISION C—COMMITMENTS ETC. NOT OTHERWISE INCLUDED

21. In relation to commitments for expenditure not provided for in the balance sheet at the end of the last financial year there shall be shown—

- (a) separately the aggregate amounts, or estimate of the aggregate amounts of—
- (i) capital expenditure contracted for; and
  - (ii) the lease and hire expenditure contracted for, that is payable—
    - (a) not later than one year;
    - (b) later than one year but not later than two years;
    - (c) later than two years but not later than five years; and
    - (d) later than five years,
 after the end of the last financial year;
- (b) the separate amount or estimate of the amount and particulars of any other financial commitment not elsewhere disclosed that has not been provided for and is material and relevant to assessing the state of affairs of the co-operative or group, that is payable—
- (a) not later than one year;
  - (b) later than one year but not later than two years; and
  - (c) later than two years but not later than five years; and
  - (d) later than five years,
- after the end of the last financial year.

#### Contingent Liabilities

22. In relation to contingent liabilities at the end of the last financial year there shall be shown so far as practicable, the maximum amount, or an estimate of the maximum amount, and particulars of any contingent liabilities distinguishing contingent liabilities in respect of:

- (i) the co-operative;
- (ii) related corporations;
- (iii) corporations in which the interest of the co-operative or related corporation is material;
- (iv) unincorporated associations; and
- (v) other persons or parties.

## Standby Arrangements, Unused Credit Facilities etc.

23. (1) Where at the end of the last financial year, the co-operative or a corporation in the group, is party to an agreement under which it has—

- (a) access to credit standby arrangements, unused credit facilities, loan rollover facilities or other financing arrangements, particulars of their nature, amount and a summary of restrictions as to their utilization shall be shown;
- (b) received a guarantee, the guarantor, the amount (if known or reasonably ascertainable) and particulars of the guarantee shall be shown;

(2) Where at the end of the last financial year, the co-operative or a corporation in the group has granted credit facilities to another party, the amount in aggregate of the unused credit facilities, credit standby arrangements, loan rollover facilities, and other financing arrangements, particulars of their nature and a summary of restrictions as to their utilization shall be shown.

## Related Party Transactions

24. (1) Except as otherwise provided in the Act and the Regulations the co-operative shall disclose information, as set out below, about transactions with related parties not in the ordinary course of business.

(2) For the purposes of this clause related parties shall be taken to include:

- (i) a related corporation;
- (ii) a director of the reporting co-operative or of a related corporation, relatives of that director and co-operatives controlled by, or any unincorporated association (including trading trusts) where a beneficial interest is held by those parties or any combination of those parties;
- (iii) (a) an executive officer; or  
(b) a secretary of the reporting co-operative or of a related corporation, their relatives and co-operatives controlled by, or any unincorporated association (including trading trusts) where a beneficial interest is held by, those parties or any combination of those parties;
- (iv) any party which can significantly influence the management or operating policies of the reporting co-operative;
- (v) any party whose management or operating policies are able to be significantly influenced by the reporting co-operative, or a director, executive officer or secretary of the reporting co-operative; or
- (vi) any party whose management or operating policies are able to be significantly influenced by a third party who or which is in a position to exercise a similar influence on the reporting party.

(3) All transactions, except those prescribed in subclause (5), with the related parties referred to in paragraph 2 (ii) shall be disclosed.

(4) Transactions with related parties excepting those prescribed in subclause (3) shall be disclosed if they are material, either individually or in the aggregate and, in the case of group accounts, have not been eliminated on consolidation.

(5) For the purposes of subclause (3) prescribed transactions means:

- (i) payments by way of salary and expense allowances;
- (ii) transactions, the fair market values of which, in aggregate, did not exceed \$5 000;

and does not include matters specifically provided for under clause 10 of this Schedule.

(6) The disclosure shall include the following in respect of each class of related party:

- (i) a description of the nature of the relationship;
- (ii) a statement of the amount, nature and a general description of the terms of the transactions; and
- (iii) the amounts due to or from related parties at the end of the financial year and, if not otherwise apparent, a general description of the terms and manner of settlement.

#### Economic Dependency

25. Where the normal business activities of the co-operative are dependent upon:

- (i) a significant volume of business; and/or
- (ii) an agreement,

with another party, including, but not limited to, a major customer, a major supplier, a major financier, and providers of a franchise, patent and/or licence, the identity of the other party and the nature and extent of such dependence shall be disclosed.

#### SUBDIVISION D—DEALINGS WITH RELATED CORPORATIONS ETC.

##### Debts, Shares or Options with Related Corporations and Others

26. (1) In relation to any class, or part of a class of shares, or options over unissued shares, held in corporations there shall be shown the amount attributed to—

- (a) related corporations; and
- (b) other persons.

(2) In relation to any amount shown for the purposes of an item referred to in the balance sheet format, there shall be shown the aggregate amount of any debts included in determining the amount of that item that are attributed to—

- (a) the holding co-operative; and
- (b) other related corporations.

##### Subsidiaries acquired or disposed of

27. Where at any time during the last financial year the co-operative was a holding co-operative, there shall be shown—

- (a) the names of any subsidiaries acquired or disposed of during the financial year;
- (b) the consideration of each such acquisition or disposal;
- (c) the fair value in each case of the net tangible assets of the subsidiary acquired or disposed of; and
- (d) in the case of a subsidiary not being a wholly owned subsidiary—the extent of the co-operative's interest in the subsidiary.

##### Ultimate Holding Co-operative

28. Where a co-operative is a subsidiary of another corporation, there shall be stated the name of the corporation that the directors believe to be its ultimate holding co-operative—

- (a) in Australia; and
- (b) in any other country, indicating the name of that country if known to the directors.

#### DIVISION 4—ADDITIONAL REQUIREMENTS IN RELATION TO GROUP ACCOUNTS

##### Statement in relation to Group Accounts that are not consolidated

29. Where group accounts are prepared otherwise than as one set of consolidated accounts covering the group, it shall be stated in the group accounts—

- (a) the reasons why the preparation of one such set of consolidated accounts is impracticable or that it is preferable, in the interests of the shareholders, that the accounts be prepared in the form in which they are prepared (as the case may be); and
- (b) whether the accounts so prepared are significantly affected by transactions and balances between the corporations covered by the accounts, other than to the extent stated in any notes to the accounts.

##### Particulars in relation to Subsidiaries

30. The group accounts shall contain a schedule showing in relation to each subsidiary—

- (a) as at the end of the last financial year—
  - (i) its name and place of incorporation, and if any business of the subsidiary is carried on in a country other than Australia, the name of the country;
  - (ii) the amount and percentage of each class of shares held by the holding co-operative;
  - (iii) where the financial year of a subsidiary differs from that of the holding co-operative, particulars of the financial year of that subsidiary; and
- (b) its contribution to the consolidated operating surplus or deficiency and extraordinary items after provision for income tax.

##### Elimination of Transactions and Balances

31. Any transactions and balances between corporations covered by the consolidated accounts shall be eliminated in determining any amounts to be stated in the consolidated accounts.

##### Accounts of Holding Co-operative and Subsidiary to be in same Form

32. (1) Subject to subclause (2), where separate accounts of a subsidiary are included as part of the group accounts, the accounts of the subsidiary shall as far as practicable be in the same form as the accounts of the holding co-operative.

(2) In the case of a subsidiary incorporated outside of the State it is sufficient compliance with the provisions of subclause (1), if the accounts of the subsidiary—

- (a) are in such form;
- (b) are reported on by an auditor in such manner;
- (c) contain such particulars; and
- (d) include or are accompanied by such documents (if any),

as the law of the place of incorporation of the subsidiary requires, in respect of accounts laid before a general meeting of that subsidiary.

Presentation of Accounts in Different Form or Grouping from Previous Year

33. Where any accounts included in group accounts laid before a holding co-operative at its annual general meeting are presented in a form of grouping different from that in which they were presented in the immediately preceding group accounts (if any), the directors shall state in the group accounts the names of the corporations the accounts of which have been so presented and the reasons for presenting them in that form or grouping.

Divergent Accounting Periods

34. A reference to a financial year in relation to group accounts of a holding co-operative is, where the financial year of any one or more of the corporations in the group of co-operatives does not end on the date on which the financial year of the holding co-operative ends, a reference to the financial year of the holding co-operative and the financial year of each other corporation in the group of co-operatives that does not end on that date.



SCHEDULE 5

REGULATION 33

MODEL RULES FOR A REGISTERED CO-OPERATIVE

1. The name of the Registered Co-operative is ..... Limited referred to herein as "the Co-operative".

2. In these rules, unless the contrary intention appears—

"Committee" means the Committee of Management of the Co-operative;

"meeting" means a general meeting of members of the Co-operative convened in accordance with these rules;

"member" means a member of the Co-operative;

the "Act" means the *Co-operatives Act, 1983*;

the "Regulations" means the *Co-operatives Regulations, 1985*.

3. OBJECTS

To be specified.

4. POWERS

The Co-operative shall have all the powers conferred by the Act save and except such modifications and exclusions as are specified in this rule.

5. REGISTERED OFFICE

The registered office of the Co-operative shall be at such place within the State as is determined by the Committee from time to time, and shall be open and accessible to the public for not less than the period of time prescribed in the Regulations.

6. USE OF NAME

The registered name of the Co-operative shall:

(a) appear in legible characters in a conspicuous place on the outside of every office or place in which the business of the Co-operative is carried on:

(b) appear in legible characters on all notices, advertisements and other publications of the Co-operative, and on all bills of exchange, promissory notes, cheques and orders for money or goods, issued by the Co-operative.

7. BORROWING POWERS

(1) Subject to this rule the Co-operative may borrow money from financial intermediaries upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by mortgages or charges over the property of the Co-operative.

(2) Subject to section 31 of the Act the Co-operative may accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

(3) The total indebtedness of the Co-operative shall not exceed \$..... (..... dollars) unless the members in general meeting authorise borrowings in excess of the amount specified\* in this rule.

#### 8. MEMBERSHIP

- (1) The membership of the Co-operative shall be comprised of those persons who:
    - (a) are engaged in the .....  
(specify the industry, occupation, community activity, and/or geographical location relevant to eligibility for membership) and who apply for and are allotted not less than the minimum number of shares which must be held by a member pursuant to this rule;

or

  - (b) subscribe to the principles on which the Co-operative is founded, and having applied for the number of shares required to qualify them for membership, have been accepted as members by the Committee;
  - (c) become entitled to shares by transfer or by operation of law.
- (2) Subject to any other determination by the Committee in a particular case, a member shall hold not less than ..... shares in the Co-operative.

\*The basis of eligibility for membership, and provisions for classes of membership, should be set out as the case requires.

#### 9. EXPULSION OF A MEMBER

- (1) Subject to giving him an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Co-operative.
- (2) Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (3) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall subject to sub-rule 4 cease to be a member 14 days after the Committee has communicated its determination to him.
- (4) It shall be open to a member to appeal to the Co-operative in general meeting against his expulsion. The intention to appeal shall be communicated to the Secretary of the Co-operative within 14 days after the determination of the Committee has been communicated to the member.
- (5) In the event of an appeal under sub-rule (4) the appellant's membership of the Co-operative shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Co-operative in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.
- (6) Notices given pursuant to this rule shall be served personally upon, or sent by registered post addressed to the person entitled to receive them.
- (7) Notwithstanding any other provisions in these rules any person expelled under this rule shall be entitled to redeem his shares, and to payment of any moneys due to him by the Co-operative.

#### 10. CAPITAL AND SHARES

- (1) The shares of the Co-operative shall not be listed or quoted on any Stock Exchange or in any other public manner whatsoever.

- (2) The capital of the Co-operative shall consist of an unlimited number of shares of a nominal value of \$ ..... either payable in full upon application or upon any such other terms and conditions of issue as the Committee in its absolute discretion shall decide.
- (3) Shares shall be transferable and/but not withdrawable. [If the Co-operative is to have withdrawable capital the rules should specify the amount repayable on each share, conditions under which withdrawal will be permitted, and the period of time within which repayment will be made to the member].
- (4) A person shall become a member of the Co-operative when his name is entered in the register of members.
- (5) The shares of the Co-operative shall be personal estate.

#### 11. TRANSFER OF SHARES

- (1) An application to register a transfer of shares shall be in a form approved by the Committee.
- (2) The Committee may at its absolute discretion refuse to register a transfer of shares.

#### 12. CALLS

- (1) The Committee may at its discretion make calls in respect of partly paid up shares issued pursuant to Rule 10.
- (2) The resolution of the Committee authorising such a call shall be passed not less than fourteen (14) days before the day upon which the call is payable, and every call shall be deemed to be made at the time when the resolution was passed by the Committee.
- (3)
  - (i) If any call is not paid by the due date the member who is in default shall be liable to pay interest on the call outstanding at the rate of ..... per centum per annum from the day appointed for the payment thereof to the time of actual payment.
  - (ii) No member shall be entitled to receive any dividend or to vote or exercise any privilege of membership if any call on partly paid shares is overdue, or the interest on the overdue call has not been paid.
  - (iii) Any overdue call and interest thereon may be recovered in any court of competent jurisdiction as a debt due to the Co-operative.

#### 13. FORFEITURE OF SHARES

If any call or instalment payable on shares remains unpaid for one month after the call or instalment is due such shares may be forfeited to the Co-operative at the discretion of the Committee. Upon forfeiture the shares shall be cancelled and the member whose shares are forfeited shall cease to have any right or interest in the Co-operative.

#### 14. LIEN ON SHARES

The Co-operative shall have a lien on the shares of any member indebted to it, and if at the expiration of one month after written notice has been given to such member requiring payment, the debt still remains unpaid, the shares of such member may at the discretion of the Committee be forfeited, and such forfeiture shall up to the amount of the debt deprive such member of any right in such shares.

#### 15. REDEMPTION AND CANCELLATION OF SHARES

- (1) The Committee may in its absolute discretion, on the application of a member, in case of distress or upon his ceasing to be eligible for membership under Rule 8, redeem and cancel the shares held by him and repay the amount paid up thereon within a period of ..... from the date of receipt of the application. The Committee shall not be bound to hear any member in support of such application, and in the event of the Committee refusing the application it shall not be bound to give reasons for such refusal.

- (2) If by transfer or otherwise a member's shareholding falls below the minimum holding required by these rules, the Committee may at its discretion redeem and cancel those shares, but no member shall be entitled to require the redemption of his shares under this rule.
- (3) If any member other than a registered co-operative ceases to be an active member (i.e. not do any business with the Co-operative for a consecutive period of two years) the Committee may at its discretion redeem and cancel the shares held by such member, but no member shall be entitled to require the redemption of his shares under this sub-rule.

#### 16. JOINT HOLDERS OF SHARES

- (1) The joint holders of shares shall be jointly and severally liable for the payment of all amounts due in respect of such shares.
- (2) On the death of a joint holder of any shares, such shares shall be transferred to the survivor or survivors on proof of death being furnished to the satisfaction of the Committee.

#### 17. REGISTERS

- (1) The name of every member of the Co-operative shall be recorded in a Register of Members and such person shall until the registration of a transfer to some other person of all of his shares be a member of the Co-operative.
- (2) The register of members shall contain the following particulars:
  - (a) name, address and occupation of each member;
  - (b) the amount of shares held by each member and the certificate number thereof;
  - (c) the date on which the name of each member was entered on the register;
  - (d) the date on which any person ceased to be a member.
- (3) The Co-operative shall keep such other registers as are required by the Act or prescribed in the Regulations, and such registers may be inspected as provided by the Act at a fee not exceeding the fee prescribed in the Regulations.
- (4) All registers required to be kept by the Co-operative shall be kept at the registered office.

#### 18. MEETINGS

- (1) The Committee may call a special general meeting of the Co-operative at any time, and shall call an annual general meeting in accordance with the Act.
- (2) The first annual general meeting shall be held within eighteen (18) months after the date of registration of the Co-operative, and thereafter within five (5) months after the end of its financial year.
- (3) Upon a requisition in writing of not less than ..... of the total number of members of the Co-operative, the Committee shall within one month of the receipt of the requisition at the registered office, convene a special general meeting for the purpose specified in the requisition.
- (4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.

- (5) If a special general meeting is not convened within one month as required by sub-rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Co-operative.
- (6) Subject to sub-rule (7) at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors (if required), and any other business requiring consideration by the Co-operative in general meeting.
- (7) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting. If the proposed special resolution is to alter the rules of the Co-operative or to authorise the sale of its undertaking or a substantial part of its undertaking, the notice shall be accompanied by an explanatory memorandum and such valuations and reports as the Act requires.
- (8) A notice may be given by the Co-operative to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register as the address of that member.
- (9) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

#### 19. PROCEEDINGS AT MEETINGS

- (1) ..... members present personally or by proxy shall constitute a quorum at any general meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (3) The chairman of the Committee or if there shall be no chairman, then the acting chairman of the Committee or in his absence, or on his declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairman at every general meeting of the Co-operative.
- (4) If there is no such chairman or acting chairman present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairman.
- (5) The chairman 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (7) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairman of the meeting that a resolution has been carried or lost, shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- (8) If a poll is demanded by the chairman of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairman directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- (9) A poll demanded on the election of a chairman of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

#### 20. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Co-operative, and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the chairman of the meeting at which the proceedings took place or by the chairman of the next succeeding meeting.
- (3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

#### 21. VOTING RIGHTS

- (1) Subject to the Act each member present in person or by proxy shall be entitled to one vote irrespective of the number of shares held by that member.
- (2) A person who is the legal representative of a deceased member, or any other person appointed to represent a member by operation of law, shall have the same entitlement to vote as if that person were a member of the Co-operative.
- (3) Where shares are held jointly, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such shares, shall alone be entitled to vote in respect thereof.
- (4) A member being a body corporate shall be entitled to appoint one person who need not be a member of the Co-operative to represent it at a particular meeting or at all meetings of the Co-operative. That person shall be appointed by the member by a resolution of its board which shall be authenticated under seal. Such a person shall be deemed to be a member of the Co-operative for all purposes until his authority to act for the corporate member is revoked.

#### 22. PROXIES

- (1) A member shall be entitled to appoint in writing a natural person who is also a member of the Co-operative to be his proxy, and attend and vote on his behalf at any meeting of the Co-operative.
- (2) The proxy shall have the same rights at the meeting in respect of which he has been appointed, as the member appointing him would have if he were present at the meeting.
- (3) A form of proxy, which shall be framed to enable a member to specify the way in which the proxy is to vote in respect of a particular resolution, shall accompany every notice of meeting.
- (4) The form appointing a proxy shall be delivered to the person named in the notice of meeting as the person who is to receive such forms, not later than 48 hours prior to the meeting.

23. POWERS OF COMMITTEE

- (1) The business of the Co-operative shall be conducted by a Committee elected in accordance with these rules. The Committee shall have the control of all the affairs of the Co-operative and shall have power to do all matters and things as the co-operative is empowered by the Act or by these rules to do, save and except those matters and things which are required to be done by the Co-operative in general meeting.
- (2) The Committee shall have the power to appoint such officers and employees as are required by the business of the Co-operative, including a secretary required by the Act, and may dismiss or delegate any of its powers to such officers and employees.

24. COMPOSITION OF COMMITTEE

- (1) The Committee shall consist of not less than three and not more than ..... natural persons who need not be members of the Co-operative. Such natural persons shall be at least 18 years of age and subject to the Act of not more than 72 years of age.
- (2) The first Committee shall hold office until the first annual general meeting after the registration of the Co-operative at which time one third ( $\frac{1}{3}$ ) of the members of the Committee, who shall be chosen by ballot shall retire from office but shall be eligible for re-appointment. At each subsequent annual general meeting, two of the longest serving members of the Committee shall retire from office and shall be eligible for re-appointment.
- (3) The Committee may appoint a natural person to fill a casual vacancy and such a committee member shall hold office until the next annual general meeting of the Co-operative, and then shall be eligible for re-appointment.
- (4) A retiring director shall be eligible to stand for re-election without nomination but no person not being a retiring committee member shall be eligible to stand for election unless a member of the Co-operative has nominated him at least twenty-eight days before the meeting by delivering the nomination of that person to the registered office of the Co-operative. The nomination shall be signed by the proposer and by the nominee to signify his willingness to stand for election.
- (5) Notice of all persons seeking election to the Committee shall be given to all members of the Co-operative with the notice calling the meeting at which the election is to take place.
- (6) If only the requisite number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the annual general meeting, and the chairman shall declare such persons duly elected as committee members.

25. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

- (i) disqualified by the Act;
- (ii) expelled under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology from more than three consecutive committee meetings, or more than three committee meetings in a financial year;
- (v) no longer the duly appointed representative of a corporate member.

#### 26. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet together for the despatch of business at least monthly.
- (2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairman shall have a casting vote in addition to a deliberative vote.
- (3) The Committee shall elect a chairman from the members of the Committee and determine the period for which he is to hold office, and if at any meeting the chairman is not present the members present shall choose one of their number to be chairman of such meeting.

#### 27. AUDITOR

- (1) The first auditor of the Co-operative shall be a registered company auditor, appointed by the Committee in accordance with the Act, who shall hold office until the first annual general meeting, when he may be nominated for permanent appointment.
- (2) Any vacancy in the office of auditor shall be filled as required by the Act.
- (3) The powers and duties of the auditor shall be those set out in the Act.

#### 28. FINANCIAL YEAR

The first financial year of the Co-operative shall be the period ending on ..... 19 , and thereafter a period of 12 months ending on 30 June in each year.

#### 29. DIVIDENDS AND RESERVES

- (1) Where there is a surplus arising from the operations of the Co-operative in a financial year, the Committee may recommend to the Co-operative in general meeting, that any part of the surplus be paid to the members by way of:
  - (a) a dividend not exceeding ..... per cent in respect of the amount paid up on their shares; or
  - (b) a bonus or rebate on the amount of business done with the co-operative by each member in the financial year in which the surplus has arisen.
- (2) The Co-operative in general meeting may declare a dividend to members from the surplus arising in a financial year, but such dividend shall not exceed the dividend recommended by the Committee.
- (3) Before recommending any dividend the Committee may set aside out of the surplus such amounts as it thinks proper as a reserve fund to meet contingencies. Reserves created under this rule may be applied for any purpose for which the capital of the Co-operative can be applied and will not be available for distribution to members except on a winding up.

#### 30. LEVIES

The Co-operative in general meeting may on the recommendation of the Committee resolve that levies be made for the purpose of creating reserves or otherwise insuring the financial stability of the Co-operative, and on the passing of that resolution it shall be binding on all members of the Co-operative. The basis of apportionment of such levies shall be as determined by the Committee, after taking into account the volume of business conducted with the Co-operative by a member.

#### 31. RULES

- (1) Subject to approval by a special resolution of the members of the Co-operative, these rules may be amended, or be rescinded and replaced by substituted rules. No such alteration shall be valid until it is registered under the Act.
- (2) The registered rules shall bind the Co-operative and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.



32. THE SEAL

- (1) The Co-operative shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Co-operative. The affixing of the seal shall be witnessed by .....
- (3) The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

33. INDEMNITY OF COMMITTEE MEMBERS AND OTHERS

- (1) Every Committee member, Manager or Secretary and other officer or servant of the Co-operative shall be indemnified by the Co-operative against, and it shall be the duty of the Committee to pay, all costs, losses and expenses (including travelling expenses approved by the Committee) which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the discharge of his duties.
- (2) No Committee member or other officer of the Co-operative shall be liable for the acts, receipts, neglects or defaults of any other Committee member or officer, or for any loss or expense suffered by the Co-operative because of any insufficiency or deficiency of title to any property acquired by order of the Committee for or on behalf of the Co-operative, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Co-operative shall be invested, or for any loss or damage arising from the bankruptcy insolvency or tortious acts of any person with whom any moneys, securities or effects shall be deposited, or for any other damage suffered by the Co-operative unless such loss or damage results from his dishonesty or negligence.
- (3) Any clerk employed by the Secretary wholly or partly in connection with the Co-operative's business with the express approval of the said Committee shall for the purposes of this rule be deemed to be an officer of the Co-operative.

34. ARBITRATION

In case any dispute arises between the Co-operative or any of its officers and any member or person claiming on account of any member or under the rules, or in case of any complaint against any member, application may be made to the Committee for redress and should the Committee not bring the parties to agreement the matter in dispute may be submitted to arbitration under the provisions of the *Arbitration Act, 1891*. The cost of such arbitration shall be borne by the disputing parties in such proportions as the arbitrators may determine. In this rule the word "member" includes, any person aggrieved who has not for more than six months ceased to be a member of the Co-operative.

35. COPIES OF RULES

It shall be the duty of the Committee to provide the Secretary with a sufficient number of copies of the rules to enable him to supply to any person a copy of the rules on payment of such sum as the Committee may determine from time to time.

**APPENDIX**

**LEGISLATIVE HISTORY**

Regulation 3:	revoked by 123, 1995, reg. 3
Regulation 4:	definition of "Chairman" revoked by 123, 1995, reg. 4 definition of "Council" revoked by 123, 1995, reg. 4
	Part IV comprising reg. 17 and heading revoked by 123, 1995, reg. 5
Schedule 3:	substituted by 118, 1987, reg. 3; 126, 1988, reg. 3; <i>Gaz.</i> 6 October 1988, p. 1271; 117, 1989, reg. 3; 119, 1990, reg. 3; 150, 1991, reg. 3; varied by 49, 1993, reg. 3; 169, 1993, reg. 3; 74, 1994, reg. 3; 62, 1995, reg. 3