SOUTH AUSTRALIA

CO-OPERATIVES REGULATIONS 1996

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REGULATIONS UNDER THE CO-OPERATIVES ACT 1983

Co-operatives Regulations 1996

being

No. 181 of 1996: *Gaz*. 8 August 1996, p. 434[1]

as varied by

No. 74 of 1997: *Gaz*. 13 May 1997, p. 1852[2]

1 Came into operation 1 September 1996: reg. 2.
2 Came into operation 1 July 1997: reg. 2.

PART 1
PRELIMINARY

Citation

1. These regulations may be cited as the *Co-operatives Regulations 1996*.

Commencement

2. These regulations will come into operation on 1 September 1996.

Revocation

3. All regulations previously made under the *Co-operatives Act 1983* are revoked.

Interpretation

4. (1) 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"**society**" means a society registered under the repealed Act.

(2) A reference in these regulations to a form is a reference to a form set out in schedule 1.

PART 2
FORMS AND OTHER DOCUMENTS

Forms prescribed for purposes of Act

5. (1) The forms set out in schedule 1 must—

(a) be used for the purposes specified in the schedule; and

(b) contain the information required by and be completed in accordance with the instructions contained in the forms.

(2) The name of a person signing a form set out in schedule 1 must be written legibly under or alongside the signature of that person.

(3) If a form requires that another document be furnished with the form, the other document must be furnished with the form.

(4) If a form requires that another document be furnished with the form, or the space provided in a form is insufficient to contain all the required information—

(a) the document must be furnished as, or the information must be set out in, an annexure to the form; and

(b) the annexure must have a distinguishing mark such as a letter or numeral; and

(c) the space in the form must contain the statement "See Annexure" together with the distinguishing mark for the annexure, or words to similar effect.

General requirements for documents lodged with Commission

6. (1) A document lodged with the Commission must—

(a) be on paper of international sheet size A4; and

(b) be clearly printed or typewritten in a manner that is permanent and is capable of reproduction by photographic means; and

(c) be an original or a photocopy; and

(d) if it consists of two or more sheets, be fastened together securely in the top left-hand corner; and

(e) have written on the first sheet—

(i) the registered number of the co-operative to which the document relates; and

(ii) the name of that co-operative; and

(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); and

(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 ...." (the date of lodgement to be filled in by the Commission).

(2) If the address of a person is required in a document to be lodged with the Commission, the person—

(a) must specify his or her residential address; and

(b) may specify a postal address.

Power of Commission to refuse to register or reject document, etc.

7. (1) If the Commission is of the opinion that a document submitted to the Commission—

(a) contains matter contrary to law; or

(b) contains matter that, in a material particular, is false or misleading in the form or context in which it is included; or

(c) by reason of an omission or misdescription, has not been duly completed; or

(d) does not comply with the requirements of the Act or these regulations; or

(e) contains an error, alteration or erasure,

the Commission may refuse to register or may reject the document.

(2) If the Commission refuses to register or rejects a document under this regulation, the Commission may request—

(a) that the document be appropriately amended or completed and resubmitted; or

(b) that a fresh document be submitted in its place; or

(c) if the document has not been duly completed, that a supplementary document in the form of form 1 be submitted.

(3) The Commission may request a person who submits a document to the Commission to produce to the Commission such other document, or to furnish to the Commission such information, as the Commission thinks necessary in order to form an opinion whether it should refuse to register or should reject the document.

(4) If a person fails to comply with a request of the Commission made under this regulation within 14 days after the service on the person of the request, a court of summary jurisdiction may, on the application of the Commission, order the person to comply with the Commission’s request within the time specified in the order.

(5) An order made under subregulation (4) may provide that all costs of, and incidental to, the application are to be borne by the person responsible for the non-compliance.

(6) A person who contravenes or fails to comply with an order made under subregulation (4) is guilty of an offence.

Maximum penalty: $200.

Director or secretary to swear and lodge documents

8. Unless otherwise provided in the Act or these regulations—

(a) an affidavit or statutory declaration of a co-operative that is required under the Act or these regulations must be sworn or made by a director or secretary of the co-operative; and

(b) 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.

PART 3
APPLIED PROVISIONS

Application of Code

9. (1) Subject to the Act and 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, 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 will, unless the context otherwise requires, be construed as if—

(a) a reference to "articles" were 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 were a reference to the Act;

(c) a reference to "Commission" or "State Commission" were a reference to the Corporate Affairs Commission;

(d) the references to "the Commonwealth Minister", to "the Ministerial Council" and to "the Agreement" were omitted;

(e) a reference to "a company" and to "a corporation" were a reference to a registered co-operative;

(f) a reference to "a company having a share capital" and to "a limited company" were a reference to a registered co-operative;

(g) a reference to "Companies Liquidation Account" were a reference to "Co-operatives Liquidation Account";

(h) a reference to "a contributory" were 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 were a reference to a body corporate;

(j) a reference to a company which has been dissolved in sections 460 and 461 of the Code were 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*" were a reference to the "*South Australian Government Gazette*";

(l) a reference to an inspector were 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" were a reference to the Minister to whom the administration of the Act is committed;

(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" were omitted;

(o) a reference to "the register" or "the register of company charges" in Division 9 of Part IV of the Code were a reference to the register of co-operative charges;

(p) a reference to "a related corporation" were 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) A certificate of the Minister issued pursuant to section 61 of the Act will have effect as if it is an order for winding up made by the Court under section 367 of the Code.

(5) The exceptions specified in section 417(4) of the Code do not apply in relation to a registered co-operative.

PART 4
REGISTRATION

Applications for registration

10. (1) An application for registration of a co-operative must be made by completing form 2 and sending it to the Commission together with the documents referred to in section 14(2) of the Act and the fee prescribed in schedule 4.

(2) The statutory declaration accompanying an application for registration must be in the form of form 3.

(3) The certificate of incorporation of a co-operative issued upon registration under the Act must be in the form of form 4.

PART 5
AMALGAMATION

Amalgamation of registered co-operatives

11. (1) An application for amalgamation of two or more registered co-operatives must be made by completing form 5 and sending it to the Commission together with the documents referred to in section 17(2) of the Act and the fee prescribed in schedule 4.

(2) The certificate of incorporation issued following amalgamation under the Act must be in the form of form 6.

PART 6
RULES

Rules

12. (1) An application for registration of a proposed alteration to the rules of a registered co-operative must be made by completing form 7 and sending it to the Commission together with the documents referred to in section 19(3) of the Act and the fee prescribed in schedule 4.

(2) The certificate of registration of an alteration to the rules of a registered co-operative must be in the form of form 8.

PART 7
REGISTERED OFFICES AND REGISTERS

Notice to be lodged

13. A registered co-operative must, within seven days of registration or amalgamation under the Act, lodge with the Commission a notice of situation of registered office in the form of form 9.

Maximum penalty: $200.

Office to be open for certain hours

14. The registered office of a registered co-operative must be open to members of the public for a minimum of three hours between the hours of 9.00 a.m. and 5.00 p.m. of each day other than a Saturday or a Sunday or other public holiday.

Maximum penalty: $500.

Prescribed registers

15. (1) A register of members kept by a registered co-operative in accordance with section 33(1)*(a)* of the Act must contain the following information in relation to each member:

(a) the member's name and address;

(b) the date of admission to membership;

(c) the number of shares (if any) allotted to the member;

(d) the amount paid up on shares held by the member;

(e) the date of termination of membership.

(2) Pursuant to section 33(1)*(d)* of the Act, the following registers are prescribed:

(a) a register of share transfers;

(b) a register of withdrawals and forfeiture of shares.

Prescribed fee

16. (1) The prescribed fee for the purposes of section 33(2) of the Act is $10.00.

(2) Nothing prevents a registered co-op from waiving payment of the whole or a part of the fee.

PART 8
RETURNS

Periodic return

17. Pursuant to section 48 of the Act, a periodic return must contain the information required by form 10.

Notification of changes in particulars

18. (1) A return under section 72 of the Act must be in the form of form 11.

(2) A registered co-operative must—

(a) within one month of registration or amalgamation under the Act; and

(b) within one month after a person ceases to be, or becomes, a director or secretary of the co-operative; and

(c) within one month after a change in the name or usual residential address of a director or secretary of the co-operative,

lodge with the Commission a return in the form of form 11.

Maximum penalty: $200.

PART 9
ACCOUNTS

Prescribed requirements for accounts

19. (1) Pursuant to section 40 of the Act, the prescribed requirements for the purposes of subsection (6) are those specified in schedule 2.

(2) A registered co-operative whose financial year ends on or before 31 December 1996 need not (but may) comply with the requirements specified in schedule 2 in respect of that financial year, provided that it complies with the requirements specified in schedule 4 of the revoked regulations, as in force immediately before the commencement of these regulations.

(3) In this regulation—

"**the revoked regulations**" means the *Co-operatives Regulations 1985* (see *Gazette* 23 May 1985 p. 1705), as varied.

Rounding off amounts

20. (1) 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.

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

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

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

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

(6) This regulation applies to—

(a) a registered co-operative with total assets in excess of $10 000 000; 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 $10 000 000.

PART 10
MODEL RULES

Model rules

21. Pursuant to section 80 of the Act, the rules set out in schedule 3 are prescribed as model rules with a view to their adoption by co-operatives.

PART 11
MISCELLANEOUS

Resignation, retirement or removal of auditor

22. (1) An application for consent to resignation as auditor of a registered co-operative under section 53(6)*(a)* of the Act must be in the form of form 12.

(2) A notice of resignation, retirement or withdrawal, or removal of an auditor under section 53(12) of the Act must be in the form of form 13.

Notice in relation to transfer of activities

23. (1) A notice given to members of a registered co-operative notifying them of a meeting at which a special resolution will be moved for transfer of the undertaking of the co-operative to another body corporate must be accompanied by documents containing the following information:

(a) the reasons for the transfer;

(b) a statement showing the financial position of the co-operative as at a date not more than six months prior to the date of the meeting;

(c) a statement showing the financial position of the other body corporate as at a date not more than six months prior to the date of the meeting;

(d) the names of the directors of the other body corporate;

(e) a statement indicating whether or not any director of the co-operative has a pecuniary or personal interest in the proposed transfer and, if any director does have such an interest, giving details of the interest;

(f) details of any compensation, consideration or other incentive or benefit proposed to be given to officers of the co-operative as a result of the proposed transfer;

(g) details of any payments to be made to members of the co-operative as a result of the proposed transfer;

(h) any other matter required by the Commission.

(2) Information required to be given to members under this regulation must be supplied to and approved by the Commission before it is given to members.

Request for transfer of activities

24. 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 14.

Copy of court order to be lodged with Commission

25. A registered co-operative must, within seven days after the passing and entering of an order made by the Court under the Act, lodge with the Commission an office copy of the order.

Maximum penalty: $200.

Commission may destroy documents

26. (1) If the Commission is of the opinion that it is no longer necessary or desirable to retain any document of a class specified in subregulation (2) that was lodged under the Act or the repealed Act, it may destroy that document.

(2) For the purposes of subregulation (1), the classes of documents are—

(a) annual or periodic returns (and their annexures) that have been lodged for not less than seven years;

(b) quarterly returns under the repealed Act;

(c) documents 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) documents, other than rules and amendments to rules, that have been lodged or registered not less than 10 years;

(e) documents in the custody of the Commission relating to a society or a registered co-operative where the society or registered co-operative has been dissolved or had its registration cancelled for not less than 10 years.

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

Offence to make false or misleading statement

27. A person must not, in a document lodged with the Commission for the purposes of the Act—

(a) make a statement that is, to his or her knowledge, false or misleading; or

(b) omit or authorise the omission of a particular from any such document which is, to his or her knowledge, a material particular.

Maximum penalty: $500.

Fees

28. The fees set out in schedule 4 are payable as specified in that schedule.

SCHEDULE 1

Forms

(Regulation 5)

Form

1. Supplementary document
2. Application for registration
3. Statutory declaration to accompany application for registration
4. Certificate of incorporation of a co-operative
5. Application for amalgamation of registered co-operatives
6. Certificate of incorporation on amalgamation
7. Application for registration of alteration to rules
8. Certificate of registration of alteration to rules
9. Notice of situation of registered office
10. Periodic return
11. Particulars of and changes in directors and secretaries
12. Application for consent to resignation as auditor
13. Notice of resignation, retirement, withdrawal or removal of auditor
14. Request to Commission for order to transfer activities

FORM 1
Co-operatives Act 1983

(Regulation 7)

SUPPLEMENTARY DOCUMENT

Reg. No. . . . .
(to be completed by lodging party)

Re: . . . . Limited.
(full name of co-operative)

This document and the annexed document (if any) *****is/are intended to supplement and to form part of:

. . . .
(description of document)

dated . . . . 19 . . . . . .

and lodged with the Corporate Affairs Commission on or about . . . . 19 . . . . . .

which is to be supplemented as follows:

. . . .
. . . .
. . . .
. . . .
. . . .
. . . .
. . . .
. . . .
. . . .
(details to supplement previously lodged form)

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

SIGNED: . . . .
*(*Director/Secretary)*

NAME: . . . .
(block letters)

Delete as necessary

DIRECTIONS:

- Insert sufficient description to enable identification of document previously lodged.
- If there is insufficient space to furnish the required information, the information should be set out in an annexure to the form.

FORM 2

Co-operatives Act 1983

(Section 14(1) and
Regulation 10(1))

APPLICATION FOR REGISTRATION

To the Corporate Affairs Commission:

1. I . . . .
(full name of applicant)
of . . . .
(full address of applicant)
. . . .

am authorised by the co-operative to apply for registration of the co-operative under the name: . . . . . .

. . . .
(full name of co-operative applying for registration)

2. Annexed to this application is—

- a copy of the rules of the co-operative;
- a statutory declaration verifying the matters required in section 14(2)*(b)* of the Act;
- ***** a copy of any trust instrument referred to in the rules of the co-operative or on which a rule relies for its operation;
- ***** a copy of the settled draft of an instrument prepared to establish a trust of which the co-operative is the proposed trustee where the contemplated trust is referred to in the rules of the co-operative or a rule of the co-operative relies on the contemplated trust for its operation.

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

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

5. 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	
The calling of and procedure at general meetings	
Active membership, including cancellation of shares of inactive members and repayment of amounts due thereto	

6. The co-operative is considered to be a co-operative eligible for incorporation under the Act.

7. The co-operative is situated (or established) at: . . . .

. . . .
(address of co-operative)

8. The financial year of the co-operative ends on: . . . .

9. The application fee is tendered with this application.

Signed: . . . .
(applicant)

Name: . . . .
(block letters)

Date: . . . .

*****_Delete as necessary_

FORM 3

Co-operatives Act 1983

(Section 14(2)*(b)* and Regulation 10(2))

STATUTORY DECLARATION TO ACCOMPANY APPLICATION FOR REGISTRATION

I . . . . of . . . .
(full name) *(Residential address)*
. . . . in the State of South Australia, ...
(occupation)
do solemnly and sincerely declare that:

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 following documents referred to in my application:

- the rules of the co-operative;
- *****any trust instrument referred to in the rules of the co-operative or on which a rule relies for its operation;
- *****the settled draft of an instrument prepared to establish a trust of which the co-operative is the proposed trustee where the contemplated trust is referred to in the rules of the co-operative or a rule of the co-operative relies on the contemplated trust for its operation.

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: . . . . ".

FORM 4

Co-operatives Act 1983

(Section 15(1) and
Regulation 10(3))

CERTIFICATE OF INCORPORATION OF A CO-OPERATIVE

Reg. No. . . . .

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

ISSUED at Adelaide, this . . . . day of . . . . .19. . . . . . .

. . . .
for the Corporate Affairs Commission

FORM 5

Co-operatives Act 1983

(Section 17(2) and
Regulation 11(1))

APPLICATION FOR AMALGAMATION OF REGISTERED CO-OPERATIVES

To the Corporate Affairs Commission:

1. I . . . .

*(full name of *director/secretary)*

of . . . .

*(residential address of *director/secretary)*

being a *****director/secretary of . . . .

. . . .

(name of original co-operative)

AND . . . .

*(full name of *director/secretary)*

of . . . .

*(residential address of *director/secretary)*

being a *****director/secretary of . . . .

. . . .

(name of original co-operative)

APPLY ON BEHALF OF the above registered co-operatives to amalgamate to form a single registered co-operative under the name:

. . . .

(full name of co-operative to be formed upon amalgamation)

2. Attached to this application are copies of the following documents:

- identified by the letter "A"—the special resolution passed on. . . . . 19 . . . . . .
  at a meeting called and conducted under the registered rules of . . . .
  . . . . ;

- identified by the letter "B"—the special resolution passed on. . . . . 19 . . . . . .
  at a meeting called and conducted under the registered rules of . . . .
  . . . . ;

- identified by the letter "C"—the rules of the registered co-operative proposed to be formed by the amalgamation;

- *****identified by the letter "D"—the trust instrument referred to in the rules of the co-operative proposed to be formed by the amalgamation or on which a rule of the co-operative proposed to be formed by the amalgamation relies for its operation;

- *****identified by the letter "E"—the settled draft of the instrument prepared to establish a trust of which the co-operative proposed to be formed by the amalgamation is the proposed trustee where the contemplated trust is referred to in the rules of the registered co-operative proposed to be formed by the amalgamation or a rule of the registered co-operative proposed to be formed by the amalgamation relies on the contemplated trust for its operation.

4. The undermentioned will be the first directors of the registered co-operative proposed to be formed by the amalgamation:

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

5. The undermentioned matters relating to the proposed co-operative 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	
The calling of and procedure at general meetings	
Active membership, including cancellation of shares of inactive members and repayment of amounts due thereto	

3. The registered co-operative proposed to be formed by the amalgamation is considered to be a co-operative eligible for registration under the Act.

4. The financial year of the proposed co-operative ends on . . . .

5. The certificates of incorporation of the amalgamating co-operatives are attached.

6. The application fee is tendered with this application.

DATED the . . . . .day of . . . . .19 . . . .

. . . .

. . . . Limited . . . . Limited

Signed: . . . . *(*Director/Secretary)*

Name: . . . . *(block letters)*

Signed: . . . . *(*Director/Secretary)*

Name: . . . . *(block letters)*

*****Delete as necessary*

FORM 6

Co-operatives Act 1983

(Section 17(4) and Regulation 11(2))

CERTIFICATE OF INCORPORATION ON AMALGAMATION

Reg. No. . . . .

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*.

ISSUED at Adelaide, the. . . . . day of . . . . 19 . . . .

. . . .
for the Corporate Affairs Commission

FORM 7

Co-operatives Act 1983

(Section 19(3) and
Regulation 12(1))

APPLICATION FOR REGISTRATION OF ALTERATION TO RULES

Reg. No. . . . .
(to be completed by lodging party)

To the Corporate Affairs Commission:

Re: . . . . Limited.
(full name of co-operative)

1. I . . . .
*(full name of *director/secretary)*

of . . . .
*(residential address of *director/secretary)*

being the *****director/secretary of the registered co-operative named above APPLY on behalf of the co-operative to register the *****alteration/alterations to its rules as set out in clause 2.

2. The proposed *****alteration was/alterations were effected by a special resolution the terms of which are *set out below in clause 5/set out in the annexure marked ‘A’ annexed.

3. The special resolution was passed on . . . . .19. . . . . .at a meeting called and conducted in accordance with the rules of the registered co-operative.

4. The nature of the alteration is—

- *****alteration to/rescission of rules numbered . . . .
- *****substitution of a new set of rules
- *****insertion of new rules numbered . . . .
- *****alteration of the name of the registered co-operative

5. Special resolution for alteration:
It was resolved that . . . .

. . . .

. . . .
(details of special resolution passed)

6. Attached to this form 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. . . . .

7. The application fee is tendered with this application.

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

Signed: . . . .
*(*Director/Secretary)*

Name: . . . .
(block letters)

*****Delete as necessary*

DIRECTIONS:

- Section 19 requires this application to be made not later than one month after passing the special resolution.
- Under section 19(1)*(b)* the explanatory memorandum given to each member must set out both the reason for and the effect of the proposed alterations.
- A copy of the explanatory memorandum given to each member with the notice of meeting is required to be annexed to this application.

FORM 8

Co-operatives Act 1983 (Section 19(4)*(c)* and Regulation 12(2))

CERTIFICATE OF REGISTRATION OF ALTERATION TO RULES

Reg. No. . . . .

THIS IS TO CERTIFY that an alteration to the rules of . . . . Limited specified in the schedule was 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) Insertion of new rules numbered . . . .

(d) Alteration of name to . . . . Limited.

ISSUED at Adelaide, the. . . . . day of . . . . 19 . . . .

. . . .
for the Corporate Affairs Commission

FORM 9

Co-operatives Act 1983

(Section 72*(a)* and Regulation 13)

NOTICE OF SITUATION OF REGISTERED OFFICE

Reg. No. . . . .
(to be completed by lodging party)

To the Corporate Affairs Commission:

Re: . . . . Limited

Notice is given that—

*****as from the date of registration of this co-operative 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 . . . .

Signed:. . . . .
*(*Director/Secretary)*

Name:. . . . .
(block letters)

**Delete as necessary*

DIRECTIONS:

- The full address including any room number or floor or level of a building where the registered office is situated must be included on this form.

FORM 10

Co-operatives Act 1983

(Section 48 and Regulation 17)

PERIODIC RETURN

Reg. No. . . . .
(to be completed by lodging party)

Re: . . . . Limited
(full name of co-operative)

RETURN FOR FINANCIAL YEAR ENDED ON . . . .
(Insert date)

Please refer to the accompanying DIRECTIONS before completing this form.

1. FULL NAME OF CO-OPERATIVE:
. . . .

2. ADDRESS OF REGISTERED OFFICE:
. . . .
. . . .

3. PRINCIPAL OFFICES:
. . . .
. . . .
. . . .

(a) List each State and Territory in which the co-operative is registered or exempted to trade or carry on business:

. . . .
. . . .
. . . .

(b) State the address of the co-operative's principal office in each State and Territory in which the co-operative has a place of business or carries on business:
. . . .
. . . .
. . . .
. . . .
. . . .
. . . .

4. DIRECTORS AND SECRETARIES:

Full Name of Officer	Usual Residential Address	Date and Place of Birth	Office Held

5. NAME OF AUDITOR:
. . . .
Qualifications:
. . . .
Name of auditor's firm:
. . . .
Address of principal place of practice:
. . . .
. . . .

6. AUDITOR'S REPORT:
Did the report of the auditors of the co-operative for the financial year include a statement of reasons for the auditor not being satisfied as to any matter referred to in section 56(3) or a statement of particulars of any deficiency, failure or shortcoming in respect of any matter referred to in section 56(4)?

*****YES/NO

7. ANNUAL GENERAL MEETING
Date held: . . . .
*****If the co-operative has been granted an extension of time to hold the annual general meeting, set out the date to which the time has been extended: . . . .

8. *DATE OF ANNUAL GENERAL MEETING FOR PREVIOUS FINANCIAL YEAR:
. . . .
***** Where the annual general meeting for the financial year immediately preceding the financial year to which this annual return relates was not held before or on the date to which the last annual return was made up, state the date on which the meeting was held: . . . .

9. MEMBERSHIP AND SHARE CAPITAL (Financial year ended . . . . 19. . . .)

(a) MEMBERSHIP

	MEMBERS	SHARES
Number at beginning of year	. . . .	. . . .
Add admissions during year	. . . .	. . . .
TOTAL	. . . .	. . . .
Deduct withdrawals during year	. . . .	. . . .
Number at end of year	. . . .	. . . .
Number as to which notice of withdrawal has been received	. . . .	. . . .

(b) 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	. . . .
TOTAL	. . . .
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.

NOMINAL VALUE OF EACH SHARE: $ . . . .
PAID UP CAPITAL: $ . . . .

10. 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 at the Date of this Return
	TOTAL	$

11. BUSINESS NAMES under which the co-operative carries on business:
. . . .
. . . .
. . . .

STATES OR TERRITORIES in which each of those names is registered:
. . . .
. . . .
. . . .

12. ***NAMES OF SUBSIDIARIES** of the co-operative (as defined in section 5 of the Act):
. . . .
. . . .

13. ***ALTERATIONS TO RULES** during financial year (give brief particulars only):
. . . .
. . . .

14. ***EXEMPTIONS** granted to the co-operative by the Commission (give brief particulars only):
. . . .
. . . .

15. DECLARATION:

I certify that, to the best of my knowledge and belief—
· the information contained in this return is correct at the date of signing;
· this declaration is made pursuant to a resolution of the board of directors of the co-operative which adopted the contents of this annual return.

Dated the . . . . .day of . . . . 19 . . . .

. . . .
*(*Director/Secretary)*

****Delete as necessary***

DIRECTIONS:

- **DUE DATE FOR LODGING RETURN**
  Section 48 requires a periodic return to be lodged within one month of the annual general meeting.
  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.

- **DATE OF PARTICULARS PROVIDED**
  The particulars provided in the RETURN should be correct as at the date of signing the RETURN.

- **DIRECTIONS FOR COMPLETING PARTICULAR ITEMS OF RETURN**
  Complete any incomplete sections of the return to the extent applicable to the co-operative. Items not applicable may be marked "N/A".

- **OFFICERS**
  "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.

- **AUDITOR**
  Insert the full name of the firm(s) or individual(s) holding office as auditor(s) at the date on which the annual return is signed. Where the auditor is a firm this statement must be signed in accordance with section 50(11) of the Act.

- **DOCUMENTS TO ACCOMPANY THE ANNUAL RETURN ACCOUNTS**
  Annex a copy, certified in the manner set out below, of the following documents:

  - a copy of the accounts made out in accordance with section 40(1) for the last financial year of the co-operative;

  - in the case of a registered co-operative that, at the end of its last financial year was not a holding co-operative a copy of the directors’ report made out in accordance with section 41 in respect of that financial year;

  - in the case of a registered co-operative that, at the end of its last financial year was a holding co-operative, a copy of the group accounts made out in accordance with section 40(2) in relation to that financial year and a copy of the directors’ report made out in accordance with section 42 in respect of that financial year;

  - a copy of any auditor’s report required by section 40(4) to be attached to the accounts or group accounts of the co-operative;

· a copy of any statement by the directors required by section 40(7) or (8) to be attached to the accounts or group accounts of the co-operative.

· **CERTIFICATION**

Certify all documents required to be attached to the annual return as follows:

"I certify that these documents constitute true copies of all accounts and group accounts (if any) required to be laid before the co-operative at the annual general meeting, together with every other document a copy of which is required by section 47 to be laid before the annual general meeting.

Dated the . . . . day of . . . . 19 . . . .

. . . .
*(*Director/Secretary)*

FORM 11

Co-operatives Act 1983

(Section 72*(b)* and Regulation 18)

PARTICULARS OF AND CHANGES IN DIRECTORS AND SECRETARIES

Reg. No. . . . .
(to be completed by lodging party)

Re: . . . . Limited

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

DATED the . . . . day of . . . . 19 . . . .

Signed[3]: . . . .
*(*Director/Secretary)*

Name: . . . .
(block letters)

Delete as necessary

DIRECTIONS:

[1.] Where this form is being used to notify the Commission that a person has ceased to be or has become a director, the form must also state the full name, usual residential address and occupation of each person who, at the time of lodgement of the form, continues as a director of the co-operative.

[2.] Insert, in relation to a new appointment, "Appointed on. . . . /. . . . /19. . . . .".
Insert, in relation to other changes, "Died . . . . . / . . . . /19. . . .", "Resigned . . . . /. . . . /19. . . .",
"Removed. . . . /. . . . /19. . . .", "Disqualified . . . . /. . . . /19. . . .",
"Name changed . . . . /. . . . /19 . . . .", "Address changed . . . . /. . . . /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.

FORM 12

Co-operatives Act 1983 (Section 53(6)
Regulation 22(1))

APPLICATION FOR CONSENT TO RESIGNATION AS AUDITOR

To the Corporate Affairs Commission:

· *****I/We . . . .
(name of auditor or audit firm)
at present being the auditor(s) of . . . .
(name of registered co-operative)
whose registered office is situated at . . . .
(address of registered office)
. . . .

apply to the Commission for consent to *****my/our resignation as auditor of the abovenamed registered co-operative.

· *****I/We confirm that all section 56(9) and (10) matters have been reported to the Commission at the date of this application and any further section 56(9) and (10) matters that come to my attention before resignation will be reported.

· The full reasons for this application for consent to resign as auditor(s) are as follows:

. . . .
. . . .
. . . .

· This resignation is to take effect at the registered co-operative's next annual general meeting[1].

---

1. Are you aware of anything amiss or changes in the affairs or accounts of the registered co-operative which you believe would cause you to comment adversely or qualify the accounts of the registered co-operative if you were to continue with the audit? *****YES/NO

If yes, give details[2].
. . . .
. . . .
. . . .

2. Are there any conflicts or disagreements between you and the registered co-operative about the scope of the audit or your audit role? *****YES/NO

If yes, give details[3].
. . . .
. . . .
. . . .

3. Who does the registered co-operative propose to nominate as auditor?

Name: . . . .
Firm: . . . .
Address: . . . .

4. Do you have any professional objections to the proposed nomination? ***YES/NO**

If yes, give details[4].

. . . .
. . . .
. . . .

5. Have you discussed the nature, timing and extent of the audit procedures for the current year with the directors of the registered co-operative or the nominated auditor? ***YES/NO**

If no, give reasons.[4]

. . . .
. . . .
. . . .
. . . .

6. On. . . . . ***I/we** advised the registered co-operative of this application and notified the registered co-operative that if it wished to make representations to the Commission it should do so within seven (7) days.

Dated the. . . . . day of. . . . . 19 . . . .

. . . .
(Auditor/s)

Registered office of auditor(s): . . . .
. . . .

Delete as necessary

DIRECTIONS:

[1]If the resignation is to take effect at a date other than the next annual general meeting, you should delete this paragraph and provide the following additional information in an annexure to this form:

- an explanation as to why a date other than the next annual general meeting is appropriate;
- a copy of a directors' resolution appointing a replacement auditor subject to the Commission's approval of your resignation;
- confirmation from the proposed replacement auditor stating that he or she is prepared to accept the appointment subject to the Commission's approval of your resignation.

[2]The qualifying or adverse comments include comments as to any matters or changes in accounting principles or practices affecting the financial statements, but not comments as to changes necessitated by recent legislation.

[3]The conflicts or disagreements that must be reported include conflicts or disagreements about matters of accounting principle or practice; any action on the part of the management of the registered co-operative to suggest that you should resign or that you will be removed from office if the audit deals with certain matters or items otherwise than in accordance with the approach desired by the management; or any other matter of a similar nature affecting the independence of the audit or your audit role.

[4]The Commission expects an auditor to be completely candid in setting out the reasons in support of an application for consent to resign. If you need to supply further information or details which the Commission should take into account, then you should provide full details under separate cover or arrange to discuss the issues in confidence with the Commission.

FORM 13

Co-operatives Act 1983

(Section 53(12)
Regulation 22(2))

NOTICE OF RESIGNATION, RETIREMENT, WITHDRAWAL OR REMOVAL OF AUDITOR

Reg. No. . . . .
(to be completed by lodging party)

To the Corporate Affairs Commission:

Re: . . . . Limited

Notice is given that:

1. ***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. . . . . . .

2. ***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.

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

Dated the. . . . . day of. . . . . 19 . . . .

Signed:. . . . .
*(*Director/Secretary)*

Name:. . . . .
(block letters)

Delete as necessary

FORM 14

Co-operatives Act 1983 (Section 60(1) and Regulation 24)

REQUEST TO COMMISSION FOR ORDER TO TRANSFER ACTIVITIES

Reg. No. . . . .
(to be completed by lodging party)

To the Corporate Affairs Commission:

Re: . . . . Limited

1. I . . . . .of . . . .
(full name)
. . . .
(residential address)

being a ***director/secretary of . . . . Limited
APPLY on behalf of this registered co-operative for an order to transfer its undertaking to a . . . .
. . . .
(type of body corporate)
incorporated under the . . . .
(Legislation under which incorporated)

2. ***Set out below 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 the . . . . day of . . . . 19 . . . .

Signed:. . . . .
*(*Director/Secretary)*

Name:. . . . .
(block letters)

****Delete as necessary***

DIRECTIONS:

· Regulation 5 sets out requirements relating to annexures to prescribed forms.

SCHEDULE 2

Accounts and Group Accounts

(Section 40(6) and Regulation 19)

ACCOUNTS AND GROUP ACCOUNTS
TABLE OF PROVISIONS

PART 1
PRELIMINARY

Clause

PART 2
FORMAT OF SURPLUS AND DEFICIENCY ACCOUNT AND BALANCE SHEET

PART 3
NOTES TO THE ACCOUNTS OR GROUP ACCOUNTS

DIVISION I—ACCOUNTING POLICIES ETC.

DIVISION 2—SURPLUS AND DEFICIENCY ACCOUNT

DIVISION 3—BALANCE SHEET

SUBDIVISION A—CLASSES OF ITEMS

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

SUBDIVISION C—COMMITMENTS ETC. NOT OTHERWISE INCLUDED

DIVISION 4—OTHER NOTES TO BE INCLUDED

DIVISION 5—DEALINGS WITH RELATED CORPORATIONS ETC.

DIVISION 6—ADDITIONAL REQUIREMENTS IN RELATION TO GROUP ACCOUNTS

PART 1
PRELIMINARY

Interpretation

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;

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

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

(a) a set of consolidated accounts for that holding co-operative's corporate group; or

(b) two or more sets of consolidated accounts together covering that group; or

(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;

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

"**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;

"**surplus and deficiency accounts**" includes profit and loss accounts and pool accounts and 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;

"**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; or

(b) in relation to a co-operative that is a holding co-operative where group accounts are required for the corporate group—the operating surplus or deficiency and extraordinary items of that co-operative after providing for income tax, if applicable; or

(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 corporate group after providing for income tax, if applicable; or

(d) in relation to a co-operative that is a holding co-operative where group accounts are not required for the corporate group—the operating surplus or deficiency and extraordinary items of that co-operative after providing for income tax, if applicable.

Application of schedule

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

(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 2; and

(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 3.

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 corporate group, 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, 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 must 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 must—

(a) be expressed in Australian currency and the English language, as the case may be; and

(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 must be indicated clearly.

PART 2
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 (clause 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 (clause 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) Dividends provided for or paid;

(P) Aggregate of amounts transferred to reserves;

(Q) Other appropriations;

(R) 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 (clause 12(2)*(a)*)

(1) Cash and receivables;
(2) Investments;
(3) Inventories;
(4) Other;
(5) Total current assets.

(B) Non-Current Assets (clause 12(2)*(b)*)

(1) Receivables;
(2) Investments;
(3) Property, plant and equipment;
(4) Intangibles;
(5) Total non-current assets.

(C) Total Assets

(D) Current Liabilities (clause 12(2)*(c)*)

(1) Creditors and borrowings;
(2) Provisions;
(3) Other;
(4) Total current liabilities.

(E) Non-Current Liabilities (clause 12(2)*(d)*)

(1) Creditors and borrowings;
(2) Provisions;
(3) Other;
(4) Total non-current liabilities.

(F) Total Liabilities

(G) Net Assets

(H) Share Capital and Reserves

(1) Share capital (clause 15*(a)*);
(2) Reserves (clause 12(2)*(e)*);
(3) Retained surplus or accumulated deficiency;
(4) Shareholders' equity attributable to members of the holding co-operative;
(5) Minority shareholders' interests in subsidiaries;
(6) Total shareholders' equity.

(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 12(1) to be shown.

PART 3
NOTES TO THE ACCOUNTS OR GROUP ACCOUNTS

DIVISION 1—ACCOUNTING POLICIES, ETC.

Accounting policies and methods of calculation

7. A statement must be included setting out, describing and commenting on—

(a) accounting policies and methods of calculation that have been significant in the preparation and presentation of the accounts or group accounts; and

(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 must 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) material profit arising from the sale of non-current assets;

(iv) material increment arising from the revaluation of non-current assets;

(v) material transfers from provisions;

(vi) abnormal items; and

(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) material loss arising from the sale of non-current assets;

(iv) material decrement arising from the revaluation of non-current assets;

(v) in relation to each item specified in clauses 6(1) A or B the amount charged for—

(A) depreciation; and

(B) amortisation; and

(C) diminution in value of assets;

(vi) material transfers to provisions;

(vii) abnormal items; and

(c) any material extraordinary item credited as profits (item F); and

(d) any material extraordinary item charged as losses (item F); and

(e) any equity accounting profit/loss credited/charged in the surplus and deficiency account.

Income tax attributable to accounting surplus

9. There must 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.

Interest to or from related corporations and others

10. (1) In relation to any interest charged or interest credited, there must be shown the amount attributed to the following:

(a) related corporations;

(b) other persons.

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

Dividends from related and other corporations

11. In relation to any dividends credited, there must be shown the aggregate amounts attributed to the following:

(a) related corporations;

(b) other corporations.

DIVISION 3—BALANCE SHEET

SUBDIVISION A—CLASSES OF ITEMS

Classes of assets, liabilities and share capital

12. (1) Subject to subclauses (2) and (3), in relation to the items referred to in the balance sheet format, there must 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) must 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)

(i) Cash and Receivables (format item A.1)

(A) cash at bank and in hand;

(B) trade debtors;

(C) bills of exchange and promissory notes receivable;

(D) advances to members not in the ordinary course of business.

(ii) Investments (format item A.2)

(A) Government and Semi-Government stocks and bonds;

(B) debentures in corporations;

(C) shares in corporations; and

(D) options in respect of shares in corporations;

(E) other (specify).

(iii) Inventories (format item A.3)

(A) raw materials and stores;

(B) work in progress;

(C) finished goods; and

(D) land held for resale.

(iv) Other current assets (format item A.4) (specify).

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

(i) Receivables (format item B.1)

(A) trade debtors;

(B) bills of exchange and promissory notes receivable;

(C) advances to members not in the ordinary course of business.

(ii) Investments (format item B.2)

(A) Government and Semi-Government stocks and bonds;

(B) debentures in corporations;

(C) shares in corporations;

(D) options in respect of shares in corporations;

(E) rights or interests in business undertakings;

(F) interests in unincorporated associations.

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

(A) land and buildings;

(B) motor vehicles;

(C) plant and equipment;

(D) fixtures and fittings.

(iv) Intangible (format item B.3)

(A) goodwill;

(B) patents, trade marks and licences.

(c) CURRENT LIABILITIES (format item D)

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

(A) bank overdrafts;

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

(C) debentures and notes;

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

(E) lease liabilities;

(F) trade creditors.

(ii) Provisions (format item D.2)

(A) dividend;

(B) taxation;

(C) employee entitlements.

(iii) Other (specify).

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

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

(A) bank overdraft;

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

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

(D) debentures;

(E) lease liabilities;

(F) trade creditors;

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

(ii) Provisions (format E.2)

(A) employee entitlements.

(iii) Other (specify).

(e) SHARE CAPITAL AND RESERVES

(i) Reserves (format item H.2)

(A) share premium account;

(B) capital redemption reserve;

(C) members' repayable reserves (being contributions by way of term or rotating funds or other amounts of a like nature)[1];

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

(3) Where a co-operative or corporation in the group has capitalised its obligations under lease agreements, there must be shown in the accounts or group accounts—

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

(b) 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

13. (1) Where provision has been made for depreciation, amortisation, 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 must 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 must be shown, if appropriate, as a deduction from the amount of asset to which the provision relates.

Combination of classes of assets and liabilities

14. 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 must 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.

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[1]See also clause 15(2).

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

Particulars of each class of share

15.(1) In relation to each class of share capital, the amounts and particulars required by clause 12(1) must include—

(a) the amounts and particulars of—

(i) issued capital (by way of note); and

(ii) paid up capital; and

(iii) calls in arrear; and

(iv) capital on 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; and

(b) in relation to any class of preference shares—

(i) the rate of dividend; and

(ii) the amount of arrears of dividend; and

(iii) whether they are cumulative or non-cumulative, participating or non-participating; and

(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.

(2) In relation to members' repayable reserves, there must also be shown the amount that is payable—

(a) within one year; and

(b) within one to five years; and

(c) later than five years,

after the end of the financial year.

Transfers to or from each class of reserves

16. In relation to the last financial year, there must 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

17. (1) Where the amount of a 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 must 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; and

(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; and

(c) debts payable upon which interest is payable; and

(d) investments that are listed on a stock exchange; and

(e) interest incurred during the period but not expensed during the period; and

(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 subclause (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 must be shown, so far as practicable.

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

(a) in relation to non-current assets or investments (other than investments to which subclause (2)*(d)* applies) shown at a valuation other than their cost of purchase or manufacture—

(i) the year of the valuation; and

(ii) the basis of the valuation; and

(iii) whether the valuation was an officer's valuation or an independent valuation; and

(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;

(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 subclause (2)*(c)* and *(e)*, "**interest**" includes discount on bills of exchange.

(6) For the purpose of subclause (4)*(a)* "**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

18. (1) There must 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); and

(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 capitalised.

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

Unearned revenue

19. Any unearned revenue must 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.

Valuations supported by guarantees, warranties or indemnities

20. If the valuation at which an asset included in class specified in a balance sheet forming part of the accounts as at the end of a financial period is supported by the existence of a guarantee, warranty or indemnity and there is a material difference between—

(a) the estimated realisable value of the asset as at the end of that period; and

(b) the amount at which the asset is shown in the books of the co-operative at that time,

those accounts must include a note of—

(c) the nature of the asset; and

(d) the amount at which the asset is shown in the books; and

(e) the estimated realisable value of the asset if its value were not supported by the existence of a guarantee, warranty or indemnity; and

(f) the terms of the guarantee, warranty or indemnity; and

(g) the identity of the other party or parties to the guarantee, warranty or indemnity.

SUBDIVISION C—COMMITMENTS ETC. NOT OTHERWISE INCLUDED

Commitments for expenditure not provided for

21. In relation to commitments for expenditure not provided for in the balance sheet at the end of the last financial year, there must 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; and

(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; and *(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—

(i) not later than one year; and

(ii) later than one year but not later than two years; and

(iii) later than two years but not later than five years; and

(iv) 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 must 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—

(a) the co-operative; and

(b) related corporations; and

(c) corporations the management or operating policies of which can be significantly influenced by the co-operative or related corporations; and

(d) business undertakings the management or operating policies of which can be significantly influenced by the co-operative or by a related corporation or in which the right or interest of the co-operative or a related corporation is material; and

(e) unincorporated associations; and

(f) 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 utilisation must be shown;

(b) received a guarantee—the guarantor, the amount (if known or reasonably ascertainable) and particulars of the guarantee must 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 utilisation must be shown.

DIVISION 4—OTHER NOTES TO BE INCLUDED

Remuneration of directors

24. (1) In this clause, "**income**", in relation to a director of a co-operative, means all his or her remuneration—

(a) in connection with the management of the affairs of the co-operative, or a subsidiary, whether as a director or otherwise;

(b) by way of brokerage or commission in consideration of—

(i) subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares in or debentures of, the co-operative or a subsidiary; or

(ii) procuring or agreeing to procure, subscriptions, whether absolute or conditional, for shares in, or debentures of, the co-operative or a subsidiary;

(c) by way of bonuses, commissions or salaries,

but does not include an amount to which clause 25 applies.

(2) The accounts in respect of a financial period of a co-operative must include in a note—

(a) the aggregate of the income received, or due and receivable, in respect of that financial period, by all directors of the co-operative, directly or indirectly, from the co-operative or from a subsidiary; and

(b) in respect of the band of income below $10 000 and in respect of each successive $10 000 band, the number of directors of the co-operative whose total income received, or due and receivable, in respect of that financial period, directly or indirectly, from the co-operative or from a subsidiary falls within that band.

Payments to persons or to prescribed superannuation funds

25. (1) Subject to subclause (2), where during a financial period a co-operative or an associate gave a prescribed benefit to a person, or to a prescribed superannuation fund, in connection with the retirement of a person from a prescribed office in relation to the co-operative, the accounts of the co-operative must include a note specifying particulars and the amount of that payment.

(2) The particulars referred to in subclause (1) relating to the accounts may be specified in summary form in those accounts where the directors, having regard to the number of persons to whom those particulars would relate and the nature of those particulars, state in those accounts that the provision of full particulars would be unreasonable.

(3) Unless the contrary intention appears in this clause, an expression used in this clause has the same meaning as in section 233 of the *Companies (South Australia) Code* assuming that references in that Code to a company included a reference to a co-operative.

Remuneration of auditors

26. (1) The accounts in respect of a financial period must include in a note—

(a) the aggregate of the remuneration received, or due and receivable, in respect of that financial period, by the auditor of the co-operative, directly or indirectly, from the co-operative, or a subsidiary, in connection with auditing the accounts of the co-operative; and

(b) the aggregate of the remuneration received, or due and receivable, in respect of that financial period, by the auditor of the co-operative, directly or indirectly, from the co-operative, or a subsidiary, in connection with any other services provided by that auditor to the co-operative.

(2) In this clause, "**auditor**", in relation to a co-operative, means—

(a) a person who has or shares; or

(b) a member of a firm which has or shares,

the duty of making to the members of that co-operative the report or reports required by section 56 of the Act on the accounts of that co-operative.

DIVISION 5—DEALINGS WITH RELATED CORPORATIONS ETC.

Related party transactions

27. (1) Except as otherwise provided in the Act or these regulations, the co-operative must 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**" includes—

(a) a related corporation; and

(b) a director of the reporting co-operative or of a related corporation, relatives of that director and corporations controlled by, or any unincorporated association (including trading trusts) where a beneficial interest is held by, those parties or any combination of those parties; and

(c) —

(i) an executive officer; or

(ii) a secretary

of the reporting co-operative or of a related corporation, their relatives and corporations controlled by, or any unincorporated association (including trading trusts) where a beneficial interest is held by, those parties or any combination of those parties; and

(d) any party which can significantly influence the management or operating policies of the reporting co-operative; and

(e) 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; and

(f) 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 prescribed transactions, with the related parties referred to in subclause (2)*(b)* must be disclosed.

(4) Transactions with related parties other than those to which subclause (3) applies must 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—

(a) payments by way of salary and expense allowances; or

(b) transactions, the fair market values of which, in aggregate, did not exceed $5 000;

but does not include matters specifically provided for under clauses 24, 25 and 26 of this Schedule.

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

(a) a description of the nature of the relationship;

(b) a statement of the amount, nature and a general description of the terms of the transactions;

(c) 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

28. Where the normal business activities of the co-operative are dependent on—

(a) a significant volume of business; or

(b) 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 or licence—the identity of the other party and the nature and extent of such dependence must be disclosed.

Debts, shares or options with related corporations and others

29. (1) In relation to any class, or part of a class of shares, or options over unissued shares, held in corporations, there must 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 must 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

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

(a) the names of any subsidiaries acquired or disposed of during the financial year; and

(b) the consideration of each such acquisition or disposal; and

(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 corporation

31. Where a co-operative is a subsidiary of another corporation, there must 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 6—ADDITIONAL REQUIREMENTS IN RELATION TO GROUP ACCOUNTS

Statement in relation to group accounts that are not consolidated

32. Where group accounts are prepared otherwise than as one set of consolidated accounts covering the group, it must 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

33. The group accounts must 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; and

(ii) the amount and percentage of each class of shares held by the holding co-operative; and

(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

34. Any transactions and balances between corporations covered by the consolidated accounts must 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

35. (1) Subject to subclause (2), where separate accounts of a subsidiary are included as part of the group accounts, the accounts of the subsidiary must 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; and

(b) are reported on by an auditor in such manner; and

(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

36. 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 must 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

37. 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 corporate group 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 that does not end on that date.

SCHEDULE 3

Model Rules for a Registered Co-operative

(Section 80 and
Regulation 21)

1. NAME OF CO-OPERATIVE
The name of the Registered Co-operative is . . . . Limited (referred to herein as "**the Co-operative**").

2. INTERPRETATION
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 1996*.

3. OBJECTS
[To be specified.]

4. POWERS
The Co-operative will have all the powers conferred by the Act subject to the following modifications and exclusions:

5. REGISTERED OFFICE
The registered office of the Co-operative will be at such place within the State as is determined by the Committee from time to time, and will 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 must—

(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 on 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 must not exceed $............................... (...................... dollars) unless the members in general meeting authorise borrowings in excess of that amount.

8. MEMBERSHIP

(1) The membership of the Co-operative will 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 may 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; or

(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 must 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 or her an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member on a charge of misconduct detrimental to the interests of the Co-operative.

(2) Particulars of the charge will 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 will be communicated to the member, and in the event of an adverse determination the member must, subject to subrule (4), cease to be a member 14 days after the Committee has communicated its determination to him or her.

(4) A member may appeal to the Co-operative in general meeting against his or her expulsion. The intention to appeal will 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 subrule (4), the appellant’s membership of the Co-operative may 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 under this rule must be served personally on, or sent by registered post addressed to, the person entitled to receive them.

(7) Despite any other provisions in these rules, any person expelled under this rule is entitled to redeem his or her shares, and to payment of any moneys due to him or her by the Co-operative.

10. CAPITAL AND SHARES

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

(2) The capital of the Co-operative consists of an unlimited number of shares of a nominal value of $ .... either payable in full on application or on any such other terms and conditions of issue as the Committee in its absolute discretion may decide.

(3) Shares are 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 becomes a member of the Co-operative when his or her name is entered in the register of members.

(5) The share capital of a member/and the aggregate share capital of a member and a person who is an associate of the member must not exceed 20 per cent of the total issued share capital of the Co-operative.

(6) The shares of the Co-operative are personal estate.

(7) The interest payable to members on share capital will not exceed the rate of . . . . . . % per annum.

(8) For the purposes of this rule, a person is an associate of another person if—

[To be inserted if associates are included in subclause (5)]

11. TRANSFER OF SHARES

(1) An application to register a transfer of shares must 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 will be passed not less than 14 days before the day upon which the call is payable, and every call will be deemed to be made at the time when the resolution was passed by the Committee.

(3) If a call is not paid by the due date the member who is in default will 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.

(4) No member is entitled to receive a dividend or to vote or exercise any privilege of membership if a call on partly paid shares is overdue, or the interest on the overdue call has not been paid.

(5) 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

(1) If a 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.

(2) On forfeiture the shares will be cancelled and the member whose shares are forfeited will cease to have any right or interest in the Co-operative.

14. LIEN ON SHARES

The Co-operative will have a lien on the shares of a 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 that member may, at the discretion of the Committee, be forfeited and such forfeiture will, up to the amount of the debt, deprive the member of any right in those 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 on the member ceasing to be eligible for membership under Rule 8, redeem and cancel the shares held by the member and repay the amount paid up thereon within a period of .... from the date of receipt of the application.

(2) The Committee is not bound to hear a member in support of such application, and in the event of the Committee refusing the application it is not bound to give reasons for the refusal.

(3) 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 is entitled to require the redemption of his or her shares under this rule.

(4) If any member ceases to be an active member (that is, does not do any business with the Co-operative for a consecutive period of two years), the Committee will redeem and cancel the shares held by the member and—

(a) repay the amount payed up on the shares within 12 months of the date of cancellation; or

(b) if the Committee is of the view that repayment would adversely affect the financial position of the Co-operative—convert the shareholding to a debt or, if the member consents, to a non-repayable reserve.

(5) Where a shareholding is cancelled and converted to a debt under subrule (4)—

(a) interest will be payable on the debt at a rate equal to the highest dividend rate paid during the period of 2 years immediately prior to cancellation of the shareholding or, if no dividend was paid during that period, at a rate determined by the Committee; and

(b) the debt must be repaid by the Co-operative as soon as the Committee determines that repayment would not adversely affect the financial position of the Co-operative and in any case not more than 10 years after the shareholding is cancelled.

16. JOINT HOLDERS OF SHARES

(1) The joint holders of shares are 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 shares, the shares will 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 will be recorded in a Register of Members and such person will, until the registration of a transfer to some other person or cancellation of all of his or her shares, be a member of the Co-operative.

(2) The register of members will contain the following particulars:

(a) the name and address of each member;

(b) the date of admission to membership;

(c) the number of shares (if any) allotted to the member;

(d) the amount paid up on shares held by the member;

(e) the date of termination of membership.

(3) The Co-operative will 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 will 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 will call an annual general meeting in accordance with the Act.

(2) The first annual general meeting will be held within 18 months after the date of registration of the Co-operative, and thereafter within 5 months after the end of its financial year.

(3) On a requisition in writing of not less than .... of the total number of members of the Co-operative, the Committee must, 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 must be signed by the members making the same and must state the purpose of the meeting.

(5) If a special general meeting is not convened within one month as required by subrule (3) the requisitionists may convene a special general meeting.

(6) Such a meeting must be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee must ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

(7) The reasonable expenses of convening and conducting such a meeting will be borne by the Co-operative.

(8) Subject to subrule (11), at least 14 days' notice of a general meeting will be given to members.

(9) The notice will 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.

(10) In the case of an annual general meeting the order of the business at the meeting will be as follows:

(a) the consideration of the accounts and reports of the Committee and the auditors;

(b) the appointment of auditors (if required);

(c) any other business requiring consideration by the Co-operative in general meeting.

(11) Notice of a meeting at which a special resolution is to be proposed will be given at least 21 days prior to the date of the meeting.

(12) 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 will be accompanied by an explanatory memorandum and such valuations and reports as the Act requires.

(13) 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.

(14) Where a notice is sent by post, service of the notice will 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 will constitute a quorum at any general meeting.

(2) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members will lapse.

(3) In any other case, the meeting will 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 will form a quorum.

(4) The chairperson of the Committee or if there is no chairperson, then the acting chairperson of the Committee or, in his or her absence, or on his or her declining to take, or retiring from the chair, one of the Committee members chosen by the meeting will preside as chairperson at any general meeting of the Co-operative.

(5) If there is no such chairperson or acting chairperson present within 5 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairperson.

(6) The chairperson may, with the consent of any meeting at which a quorum is present, and will, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as if that meeting were an original meeting of members.

(8) At any general meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, will, 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.

(9) If a poll is demanded by the chairperson of the meeting or by 3 or more members present personally or by proxy, it will be taken in such manner as the chairperson directs.

(10) The result of such poll will 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.

(11) A poll demanded on the election of a chairperson of a meeting, or on any question of an adjournment, will 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, will be entered within one month after the relevant meeting in minute books kept for the purpose.

(2) The minutes kept pursuant to this rule will be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

(3) Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at the meeting were validly made.

21. VOTING RIGHTS

(1) Subject to the Act, each member present in person or by proxy will be entitled to one vote irrespective of—

(a) the number of shares held by that member; and

(b) whether the member holds those shares solely or jointly with another 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, will have the same entitlement to vote as if that person were a member of the Co-operative.

(3) A member being a body corporate will 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.

(4) That person will be appointed by the member by a resolution of its board which will be authenticated under seal.

(5) Such a person will be deemed to be a member of the Co-operative for all purposes until his or her authority to act for the corporate member is revoked.

22. PROXIES

(1) A member will be entitled to appoint in writing a natural person who is also a member of the Co-operative to be his or her proxy, and attend and vote on his or her behalf at any meeting of the Co-operative.

(2) The proxy will have the same rights at the meeting in respect of which he or she has been appointed, as the member appointing the proxy would have had if present at the meeting.

(3) A form of proxy, which will be framed to enable a member to specify the way in which the proxy is to vote in respect of a particular resolution, will accompany every notice of meeting.

(4) The form appointing a proxy will 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 will be conducted by a Committee elected in accordance with these rules.

(2) The Committee will have the control of all the affairs of the Co-operative and will have power to do all matters and things as the co-operative is empowered by the Act or by these rules to do, except those matters and things which are required to be done by the Co-operative in general meeting.

(3) The Committee will 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 will consist of not less than 3 and not more than .... natural persons who need not be members of the Co-operative.

(2) Such natural persons will be at least 18 years of age and, subject to the Act, of not more than 72 years of age.

(3) The first Committee will hold office until the first annual general meeting after the registration of the Co-operative at which time one-third of the members of the Committee, who will be chosen by ballot, will retire from office but will be eligible for re-appointment.

(4) At each subsequent annual general meeting, two of the longest serving members of the Committee will retire from office and will be eligible for re-appointment.

(5) The Committee may appoint a natural person to fill a casual vacancy and such a committee member will hold office until the next annual general meeting of the Co-operative, and then will be eligible for re-appointment.

(6) A retiring director will be eligible to stand for re-election without nomination but no person not being a retiring committee member will be eligible to stand for election unless a member of the Co-operative has nominated him or her at least 28 days before the meeting by delivering the nomination of that person to the registered office of the Co-operative.

(7) The nomination will be signed by the proposer and by the nominee to signify his or her willingness to stand for election.

(8) Notice of all persons seeking election to the Committee will be given to all members of the Co-operative with the notice calling the meeting at which the election is to take place.

(9) If only the requisite number of persons are nominated to fill existing vacancies, the Secretary will report accordingly to the annual general meeting, and the chairperson will declare such persons duly elected as committee members.

25. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member will become vacant if a committee member is—

(a) disqualified by the Act; or

(b) expelled under these rules; or

(c) permanently incapacitated by ill health; or

(d) absent without apology from more than 3 consecutive committee meetings, or more than 3 committee meetings in a financial year; or

(e) no longer the duly appointed representative of a corporate member.

26. PROCEEDINGS OF COMMITTEE

(1) The Committee will meet together for the dispatch of business at least monthly.

(2) Questions arising at any meeting will be decided by a majority of votes, and in the event of equality of votes the chairperson will have a casting vote in addition to a deliberative vote.

(3) The Committee will elect a chairperson from the members of the Committee and determine the period for which he or she is to hold office, and if at any meeting the chairperson is not present the members present will choose one of their number to be chairperson of the meeting.

27. AUDITOR

(1) The first auditor of the Co-operative will be a registered company auditor, appointed by the Committee in accordance with the Act, who will hold office until the first annual general meeting, when he or she may be nominated for permanent appointment.

(2) Any vacancy in the office of auditor will be filled as required by the Act.

(3) The powers and duties of the auditor will be those set out in the Act.

28. FINANCIAL YEAR

The first financial year of the Co-operative will 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 will 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.

(4) 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

(1) 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 ensuring the financial stability of the Co-operative, and on the passing of that resolution it will be binding on all members of the Co-operative.

(2) The basis of apportionment of such levies will 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.

(2) No such alteration will be valid until it is registered under the Act.

(3) The registered rules will bind the Co-operative and all members 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 will have a common seal on which its corporate name will appear in legible characters.

(2) The seal will not be used without the express authorisation of the Committee, and every use of the seal will be recorded in the minute book of the Co-operative.

(3) The affixing of the seal will be witnessed by ....

(4) The seal will 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 will be indemnified by the Co-operative against, and it will 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 such officer or servant or in any way in the discharge of his or her duties.

(2) No Committee member or other officer of the Co-operative will be liable for—

(a) the acts, receipts, neglects or defaults of any other Committee member or officer; or

(b) 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

(c) the insufficiency or deficiency of any security in or on which any of the moneys of the Co-operative will be invested; or

(d) loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any moneys, securities or effects will be deposited; or

(e) any other damage suffered by the Co-operative,

unless such loss or damage results from his or her 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 Committee will for the purposes of this rule be deemed to be an officer of the Co-operative.

34. ARBITRATION

(1) 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 *Commercial Arbitration Act 1986*.

(2) The cost of such arbitration will be borne by the disputing parties in such proportions as the arbitrators may determine.

(3) 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 will be the duty of the Committee to provide the Secretary with a sufficient number of copies of the rules to enable him or her to supply to any person a copy of the rules on payment of such sum as the Committee may determine from time to time.

SCHEDULE 4
Fees

Item	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)	$11
· an enquiry involving the inspection of any documents	$11
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)—	
· for one page	$5
· for each additional page or part of a page	$1
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 (in addition to the fee payable under item 1)—	
· for one page	$12
· for each additional page or part of a page	$2
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	$33
5. In respect of a registered co-operative that has been dissolved—	
· 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	$47
· for an act done by the Commission under section 460 of the Code	$47
· for an act done by the Commission under section 462 of the Code	$47
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	$93
7. On lodging an application for registration under section 14 of the Act	$167
8. On lodging an application for amalgamation under section 17 of the Act	$167
9. On lodging an application to register an alteration to rules under section 19 of the Act—	
· in respect of an application to alter the name of a registered co-operative	$34
· in respect of any other alteration—	
(a) per rule being altered	$10
(b) minimum amount payable for a single application	$32
(c) maximum amount payable for a single application	$71
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—	
· on lodging a draft prospectus for examination	$1 164
· on lodging a notice of charge or notice of acquisition of property subject to a registered charge	$71
· on lodging a notice of assignment or variation of registered charge	$35
· on lodging a notice of satisfaction of, or release of property from, a registered charge	$35

Item	Amount
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; and	
(b) applies profits (if any) or other income solely for any of those purposes; and	
(c) is not authorised 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)	$48
12. On lodging a periodic return of a registered co-operative, not being a registered co-operative referred to in item 11	$123
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	$481
14. On lodging a request to the Commission for an order under section 60(2) of the Act	$202
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)—	
· if lodged within one month after the prescribed time	$30
· if lodged more than one month but within three months after the prescribed time	$91
· if lodged more than three months after the prescribed time	$152
16. For the production by the Commission, pursuant to a subpoena, of a document held by it in relation to a registered co-operative—	
· for one page	$27
· for each additional page or part of a page	$1
17. For any act that the Commission is required or authorised to do on the request of a person and for which a fee is not prescribed by any other item	$18
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	$12
19. Application for the exercise of powers conferred by section 9 of the Act—	
· under subsection (1)*(a)*	$33
· under subsection (1)*(b)*—	
(a) in relation to Part 5 of the Act	$93
(b) otherwise	$47
20. Application for the exercise of powers conferred by section 50(3) of the Act	$47
21. Application for consent to resign as auditor pursuant to section 53(6) of the Act	$27

APPENDIX

LEGISLATIVE HISTORY

Schedule 4:	substituted by 74, 1997, reg. 3