

Rules of ESTATE AGENTS CO-OPERATIVE LIMITED



**ESTATE AGENTS
CO-OPERATIVE LTD.**

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RULES OF ESTATE AGENTS CO-OPERATIVE LIMITED

Registered under the Co-operatives Act, 1992

Interpretation

1. In these Rules, unless the context otherwise requires:-
 - Expressions used have the same meanings as those ascribed to them by the Act.
 - “The Act” means the Co-operatives Act 1992, as amended.
 - “Member” means member of the Co-operative.
 - “Active member” means a member who is in active membership within the provisions of Rule 6(b).
 - “Month” means calendar month.
 - “Prescribed” means prescribed by the Act.
 - “The co-operative” means Estate Agents Co-operative Limited.
 - “Special resolution” means a resolution passed in the manner set forth in Section 189 of the Act.
 - “Regulation” means regulation under the Act.
 - “The Registrar” means the person from time to time holding the office of Registrar under the Act.
 - “The Board” means the Board of Directors of the Co-operative.
 - Words in the singular include the plural, and vice versa.
 - Words importing masculine gender include females.

Rules

2. (a) In accordance with Section 106 of the Act, the Rules of the Co-operative have the effect of a contract under seal.
 - (i) between the Co-operative and each member; and
 - (ii) between the Co-operative and each director, principal executive officer and the secretary of the Co-operative; and
 - (iii) between a member and each other member.
- (b) The Rules of the Co-operative must be altered by special resolution unless otherwise specified in the Act or as provided for in Section 112 of the Act. No such alteration shall have effect until the alteration has been registered by the Registrar. Alteration includes addition to a Rule, a substitution of a Rule, and a rescission of a Rule.
- (c) Any person shall be entitled to obtain from the Co-operative a copy of these Rules upon payment of such sum not exceeding \$5.00 as the Board may from time to time determine.

Name

3. The name of the Co-operative shall be ESTATE AGENTS CO-OPERATIVE LIMITED.

Registered Office

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

Primary Activities

5. In accordance with Part 6 of the Act, the primary activities of the co-operative are:
- (a) to conduct and develop a listing system in relation to the marketing and selling of real estate and interests in real estate; and
 - (b) to provide goods, services and facilities to those involved in, or intending to become involved in, a property services industry, including but not limited to Agency Practice Support, Listing Management, Property Data, Print and Online Marketing services in relation to the marketing and selling of real estate and interests in real estate, printed and electronic real estate forms and stationery.

In this rule “property services industry” includes any industry or activity which involves or is associated with the selling, managing, valuing or otherwise dealing with real estate or interests in real estate or businesses.

Active Membership

6. (a) In order to establish active membership of the co-operative, a member shall, do one or more of the following during every financial year:
- (i) list in the listing system conducted by the co-operative, any/all type or types of real estate properties;
 - (ii) advertise real estate properties for sale in publications published by the Co-operative from time to time.
 - (iii) utilise such one or more of the services or facilities provided by the Co-operative.

Powers

7. (a) The Co-operative has both within and outside New South Wales, the legal capacity of a natural person and shall have all the powers conferred under the Act.
- (b) The Co-operative intends to avail itself of all powers authorised by the Act and in the case of the borrowing powers it proposes to exercise those powers unlimited by these Rules.

Power to Acquire Property

8. In accordance with Section 29(d) of the Act, the Co-operative, subject to the Act, is capable of taking, purchasing, leasing, holding, selling and disposing of real and personal property.

Co-operative may Purchase Members' Shares

9. The Co-operative may in accordance with Sections 172, 173 and 174 of the Act purchase any share of a member in the Co-operative.

Seal

10. (a) The Co-operative, as provided in Section 29(b) of the Act, has a common seal. The seal shall be kept at the registered office in such custody as the Board shall direct.
- (b) The device of the seal shall be the words “Common Seal” surrounded by two concentric circles between which appears the name of the Co-operative.
- (c) The seal shall only be used by the authority of the Board, or of a committee of the directors authorised by the Board to authorise the use of the seal, and every document to which the seal is affixed shall be signed by a director and be countersigned by the secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.
- (d) The seal of the Co-operative shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of two directors and the secretary or such other person as the Board may appoint for the purpose and such two directors and secretary or such other person shall sign every instrument to which the seal of the Co-operative is so affixed in their presence.

Custody of Books and Documents

11. All books of accounts, securities, documents and papers of the Co-operative, other than such (if any) as the Board may direct to be kept elsewhere, shall be kept at the registered office, in such manner and with such provision for their security as the Board shall direct.

Qualification of Members

12. (a) Every member shall hold at least fifty (50) shares.
- (b) There shall be no joint shareholding.
- (c) Every member shall abide and be bound by these Rules and by the Co-operative's By-laws, Code of Ethics, Code of Practice or other Codes and Policies (if any) promulgated or adopted from time to time.
- (d) A person is not qualified to be admitted to membership of the Co-operative unless there are reasonable grounds for believing that the person will be an active member of the Co-operative.
- (e) All persons who become members must become active members.
- (f) No rights of membership shall be exercised by a person until that person has paid the proper entrance fee and has taken up fifty(50) shares.
- (g) Only natural persons can be members.

Application for Membership

13. (a) An application for membership shall be made and addressed to the registered office of the Co-operative in the form approved by the Board from time to time.
- (b) A person is not qualified to be admitted to membership of the Co-operative unless the Board is satisfied that the applicant will abide by the Rules, By-laws, Codes and Policies of the Co-operative and that:
- (i) the applicant is the sole beneficial owner of the business or a beneficial co-owner owning more than a quarter of the business, and is still so carrying on that business, or
- (ii) the applicant is the person in charge and having the conduct of a real estate agency business owned by a company which is of the type referred to in subclause (c) of this Rule and is still such a person.
- (c) The type of company referred to in subclause (b) (ii) of this Rule is a company of which the applicant is a director and in respect of which the applicant alone, or the applicant and any one or more of the spouse (including de facto spouse), children and parents of the applicant, or the applicant and any one or more persons (limited to such number as the Board may approve in any particular case) acceptable to the Board
- (i) control the composition of its board of directors,
- (ii) is or are in a position to cast, or control the casting of, more than one half of the maximum number of votes that might be cast at a general meeting of the company, or
- (iii) holds or between them hold more than one half of the issued share capital of the company (excluding any part of that issued share capital that carries no right to participate beyond a specified amount in a distribution of either profits or capital).
- (d) For the purposes of subclause (c) of this Rule any share held, or power exercisable, by a person in a fiduciary capacity shall be treated as not held or exercisable by that person.
- (e) Variations of the above qualifications shall be made only at the discretion of the Board, providing that the Board specifically advises members that such variation is being considered prior to any decision.
- (f) Notwithstanding the foregoing the Board may refuse an application for membership without assigning any reason for the refusal.

Membership Identification

14. (a) The recognised logo of the Co-operative as prescribed by the Board from time to time will be displayed in a prominent position on the exterior of real estate agency offices under the control of a member.
- (b) The services and benefits of the Co-operative will be withdrawn from a member who fails to comply with this Rule until he remedies such failure.

Branch Offices

15. (a) A member shall not establish or maintain a branch office unless and until the Board is satisfied that the branch office will be under the effective direction and control of the member and in this regard the Board may from time to time call upon the member to produce such evidence as it considers necessary to establish whether this is so.
- (b) If a member breaches Rule 15(a), or if a branch office established or maintained by a member ceases to be under the effective direction and control of the member, then the Board may withdraw the services of the Co-operative from the member, and from all offices of the member, until the member remedies that breach and (if applicable) until the branch office again becomes under the effective direction and control of the member.

Liability of a Member to Co-operative

16. A member shall in accordance with Section 76(2) of the Act be liable to the Co-operative for the amount, if any, unpaid on the shares held by him, together with any charges payable by him to the Co-operative, as prescribed by these Rules.

Cessation of Membership

17. (a) A person's membership of the Co-operative shall cease in any of the following circumstances:
 - (i) if by written notice to the Co-operative he resigns as a member and either his shares are transferred by him in accordance with these Rules or his shares have been purchased by the Co-operative at his request.
 - (ii) if his shares are transferred in accordance with these Rules and the transferee is registered as holder in his place;
 - (iii) if his shares are forfeited in accordance with the Act or these Rules;
 - (iv) if his shares are sold by the Co-operative under a power conferred by these Rules and the purchaser is registered as holder in his place;
 - (v) if his shares are purchased by the Co-operative in accordance with the Act and these Rules;
 - (vi) if he is expelled in accordance with these Rules;
 - (vii) if the amount paid upon his shares is repaid to him in accordance with these Rules;
 - (viii) if he becomes bankrupt, or his property becomes subject to control under the law relating to bankruptcy;
 - (ix) if a manager, guardian, or other representative is appointed in respect of his property or affairs under any legislation relating to mental health;
 - (x) on death provided that his estate shall remain liable as the member until the member's personal representative, or some other person is registered as holder in his place;
 - (xi) if the contract of membership is rescinded on the ground of misrepresentation or mistake.
- (b) The Board shall, after giving notice in accordance with Section 132 of the Act, declare the membership of a member cancelled if
 - (i) the whereabouts of the member are not presently known to the Co-operative and have not been known to the Co-operative for at least six months before that time; or
 - (ii) the member is not presently an active member and has not been an active member at any time during the past six months immediately before that time and the Board shall declare the shares of the member forfeited at the same time as his membership is so cancelled and the amount due to the member in respect of the cancellation shall be dealt with or repaid in accordance with Section 134 of the Act.
- (c) A person's membership of the Co-operative shall cease and the Board shall declare the shares of the member forfeited if he fails to pay any of the fees and charges referred to in Rule 76 following written notice being given to the member of any overdue fee or charge.

Membership Declaration

18. (a) Whenever requested by the Board so to do each member will complete and return to the Co-operative a Membership Declaration giving such particulars concerning the member and each real estate agency business in which the member has an interest (including particulars concerning ownership of the business) as the Board may require.
- (b) The services and benefits of the Co-operative will be withdrawn from a member who fails to comply with this Rule until he remedies such failure.

Expulsion of Members

19. (a) A member may be expelled from the Co-operative by special resolution to the effect that he has breached or failed to comply with any of these Rules or has otherwise failed to discharge his obligations to the Co-operative, whether prescribed by these Rules or arising out of any contract. Without limiting the generality of this provision, a failure by a member to discharge his obligations to the Co-operative may be deemed by members to have occurred if they resolve that the real estate agency business of the member has ceased to be under his effective direction and control.
- (b) At least fourteen days prior to the meeting at which the special resolution is to be considered the member shall be given written notice of the proposed resolution and the member shall be given a reasonable opportunity to be heard at the meeting.
- (c) The Co-operative shall repay to the expelled member the amount of capital paid up on his shares at the date of expulsion less any amount owed by the member to the Co-operative at the date of expulsion under the Rules of the Co-operative or any contract or otherwise.
- (d) If the balance sheet of the Co-operative last issued before the expulsion of the member disclosed a loss or deficiency, there is to be a proportionate reduction in the capital to be repaid to the member.
- (e) That reduction is to be by an amount that bears to the amount of the loss or deficiency so disclosed the same proportion as the number of shares held by the member bore to the total number of shares held by all members of the Co-operative as at the date of expulsion of the member.
- (f) Payment to such expelled member shall be made at such time as shall be determined by the Board in its discretion but not later than twelve months after the date of expulsion.
- (g) Shares in respect of which capital has been repaid are to be cancelled.
- (h) No expelled member shall be re-admitted except by special resolution.
A member so re-admitted shall not have restored to him any shares which were cancelled on his expulsion.

Capital and Shares

20. (a) The capital of the Co-operative shall be raised by the issue of shares which shall be of the nominal value of \$2.00 each. The capital shall vary in amount according to the nominal value of shares from time to time subscribed.

No member shall hold shares exceeding the nominal value of ten thousand dollars nor shall any member hold more than one-fifth of the shares in the Co-operative.
- (b) The Board may require a member to take or subscribe for additional shares in accordance with a proposal approved by a special resolution and in accordance with the provisions of Section 155 of the Act.
- (c) The shares of the Co-operative shall not be quoted for sale or purchase at any stock exchange or in any other public manner whatever within the meaning of the Income Tax Act, 1936 of the Commonwealth of Australia or any amendment thereof.
- (d) Bonus shares may be issued by the Co-operative, if approved by a special resolution, in accordance with the provision of Section 156 of the Act.
- (e) Any share other than a bonus share may be issued on such terms as the Board may determine.
- (f) The Board may determine the periodic subscriptions (if any) by which or the manner in which shares are to be paid for.

Certificate of Shares

21. Every person whose name is entered as a member in the register of members shall, without payment, be entitled upon application to a certificate under the seal of the Co-operative specifying the shares held by him and the amount paid up thereon. If a share certificate is defaced, lost or destroyed a duplicate thereof may be issued by the Co-operative on payment of such fee, not exceeding fifty cents and on such terms as to evidence and indemnity as the Board thinks fit.

Purchase and Repayment of Share Capital

22. (a) Subject to Section 172 of the Act the Co-operative may:
- (i) purchase any share of a member at the request of the member; and
 - (ii) repay to a member, with the member's consent, the whole or any part of the amount paid up on any share held by the member when the sum repaid is not required for the activities of the Co-operative.
- (b) The Co-operative shall cancel any share purchased by the Co-operative.
- (c) If the Board is of the opinion that payment of the repurchase price would adversely affect the financial position of the Co-operative, or if the Board and the member so agree, the Co-operative may instead of paying it to the member:
- (i) apply the amount as an interest bearing deposit by the member with the Co-operative; or
 - (ii) allot or issue debentures or co-operative capital units (CCUs) of the Co-operative to the member in satisfaction of the amount.
- (d) Such a deposit, debenture or CCU shall bear interest during any period as determined in accordance with Section 173 of the Act, and shall be repaid to the member as soon as repayment would not, in the opinion of the Board, adversely affect the financial position of the Co-operative and in any case shall be repaid within ten years after the repurchase of the share concerned.

Calls on Shares

23. (a) The Board may from time to time make calls upon the members in respect of any moneys unpaid on their shares, provided that no call shall exceed one-fourth of the nominal amount of the share, or be payable at less than one month from the last call; and each member shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Co-operative at the time or times so specified the amount called on his shares.
- (b) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest upon the sum at the rate of six per cent per annum from the day appointed for the payment thereof to the time of the actual payment, but the Board shall be at liberty to waive payment of that interest wholly or in part.
- (c) The Board may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be made and times of payment.
- (b) The Board may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Co-operative in general meeting, six per cent per annum) as may be agreed upon between the member paying the sum in advance and the Board.

Default in Payment of Calls

24. (a) If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
- (b) The notice shall name a further day (not earlier than the expiration of fourteen days from the date of notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
- (c) If the requirements of any such notice as aforesaid are not complied with by the member, any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.

Forfeited Shares

25. A person whose shares have been forfeited for a default in payment of calls shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Co-operative all moneys which, at the date of forfeiture, were presently payable by him to the Co-operative in respect of the shares.

A statutory declaration in writing that the declarant is a director of the Co-operative, and that a share in the Co-operative has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Shares forfeited for default in payment of calls shall be cancelled and a notation of the cancellation entered in the share register.

Charge and Setoff

26. (a) The Co-operative shall, as provided in Section 80 of the Act, have a charge upon the share or interest in the capital and the credit balance and deposits of a member or past member, and upon any dividend, interest, bonus or rebate payable to a member or past member in respect of any debt due from the member or past member to the Co-operative, and may set off any sum credited or payable to such member or past member in or towards payment of the debt.
- (b) The charge may be enforced by the appropriation by the Co-operative of the thing that is subject to the charge, but only after at least seven days notice has been given to the member or past member.
- (c) Any share in respect of which capital has been so appropriated shall be cancelled.

Transfer and Transmission of Shares

27. (a) The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Shares shall be transferred in the following form or in any usual or common form which the Board shall approve:

I, _____ of _____
in consideration of the sum of \$ _____ paid to me by C.D, _____
of _____
(herein after called "the said transferee") do hereby transfer to the said transferee the share (or shares)
numbered _____ to _____
to hold unto the said transferee, his executors, administrators, and assigns, subject to the several conditions on which I hold the same at the time of the execution hereof; and I, the said transferee, do hereby agree to take the said share (or shares) subject to the conditions aforesaid.

As witness our hands, the _____ day of _____ 20____
Signed by _____, transferor
In the presence of _____, witness.
Signed by _____, transferee.
In the presence of _____, witness.

(NOTE – Attention is specially directed to Rule 27)

- (b) A share cannot be sold or transferred except:
 - (i) with the consent of the Board, to any person if there are reasonable grounds for believing that the person will be an active member of the Co-operative, or
 - (ii) as otherwise provided by these Rules or by the Act.
- (c) The Board may decline to register any transfer of shares to a person not qualified to be a member or of whom they do not approve and may also decline to register any transfer of shares on which the Co-operative has a lien or charge. If the Board refuses to register a transfer of shares it shall within one month after the date on which the transfer was lodged with the Co-operative, send to the transferee notice of refusal.
- (d) The Board may decline to recognise any instrument of transfer unless - (i) a fee of fifty cents is paid to the Co-operative in respect thereof; and (ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.
The Board shall cause a record of all transfers to be made in the proper books of the Co-operative.
- (e) The Board may suspend the registration of transfers during the fourteen days immediately preceding the annual general meeting in each year.

28. (a) When a share that is the property of a bankrupt vests by force of the Bankruptcy Act 1966 (Commonwealth) in the Official Trustee in Bankruptcy.
- (i) if the bankrupt is the registered holder of the share, the Official Trustee may be registered as the holder of that share as the Official Trustee in Bankruptcy, and
 - (ii) if the bankrupt is entitled in equity to the share, the Official Trustee may, with the consent of the Co-operative and of the registered holder of the share, be registered as the holder of that share as the Official Trustee in Bankruptcy.
- (b) A person becoming entitled to a share by reason of the death, incapacity (including mental incapacity) or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Co-operative.

Death of Member

29. (a) A trustee, executor or administrator of the estate of a dead person who was the registered holder of a share or who was entitled in equity to a share may (but in the case of such an entitlement in equity, only with the consent of the Co-operative and of the registered holder of that share) be registered as the holder of that share as trustee, executor or administrator of that estate.
- (b) Subject to Section 170A of the Act, on the death of a member, the Board shall transfer the deceased members' share or interest in the Co-operative to:
- (i) the personal representative of the deceased member, or
 - (ii) to such person as the deceased's personal representative may specify in an application made to the Co-operative within three months after the death of the member.
- (c) For the purposes of Division 3 of Part 4 of the Act the value of the shares or interest of a deceased member is to be determined by the Co-operative's auditor.

General Meetings

30. (a) A general meeting of the Co-operative to be known as the "annual general meeting" shall, as provided in Section 198 of the Act, be held each year on such date and at such time being within five months after the close of the financial year of the Co-operative or within any further time that may be allowed by the Registrar or is prescribed by regulation and at such place as the Board may determine.
- (b) All other general meetings of the Co-operative shall be special general meetings.
31. (a) The Board may, whenever it thinks fit, convene a special general meeting of the Co-operative.
- (b) The Board must convene a general meeting on the requisition in writing of any members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the Co-operative.
- (c) A requisition for a special general meeting shall state the objects of the meeting and must be signed by the requisitionists and lodged at the registered office of the Co-operative, and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (d) If the Board does not within twenty-one days from the date of lodgement of the requisition convene the meeting the requisitionists (or any of them representing at least half their aggregate voting rights) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Board but any meeting so convened must be held no later than three months from the date of such lodgement.
- (e) For that purpose the requisitionists may request the Co-operative to supply a written statement setting out the names and addresses of the persons entitled when the requisition was lodged to receive notice of general meetings.
- (f) The Board must send the requested statement to the requisitionists within seven days after the request for the statement is made.

- (g) Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to convene the meeting shall be paid by the Co-operative, and any sum so paid shall be retained by the Co-operative out of any money due from the Co-operative by way of fees or other remuneration in respect of their services to such of the directors as were in default.

Notice of General Meetings

- 32. (a) Fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business the general nature of that business shall be given of any general meeting in manner hereinafter mentioned, to such persons as are, under these Rules, entitled to receive such notices from the Co-operative; but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting.
- (b) In the case of special resolutions the giving of notice shall conform to Rule 38 hereof.
- (c) Any member having a resolution to submit to a general meeting shall give written notice thereof to the Co-operative not less than twenty-eight days prior to the date of the meeting.
- (d) The Board shall cause to be inserted in any notice convening a general meeting any business of which notice of his intention to move has been given by a member in accordance with these Rules.

Proceedings at General Meetings

- 33. (a) The ordinary business of the annual general meeting shall be:
 - (i) to confirm minutes of the last preceding general meeting whether the annual general meeting or special general meeting.
 - (ii) to receive from the Board, auditors, or any officers of the Co-operative reports upon the transactions of the Co-operative during the financial year, including balance sheet, trading account, and profit and loss account, and the state of affairs at the end thereof.
 - (iii) to determine the rates of dividend, bonus and rebate (if any);
 - (iv) to elect and determine the remuneration of directors and auditors.
- (b) The annual general meeting may also transact such special business of which notice has been given to members in accordance with these Rules.
- (c) All business shall be deemed special business other than such business of the annual general meeting as is by this Rule termed as ordinary business.
- 34. (a) No item of business shall be transacted at any general meeting unless a quorum of members entitled to vote is present during the transaction of that item.
- (b) Save as herein otherwise provided ten members personally present shall be a quorum. If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned for half an hour and, if a quorum is not then present, the members present shall constitute a quorum.
- 35. (a) The Chairman of the Board or a Vice-Chairman nominated by him shall preside as Chairman of every general meeting of the Co-operative.
- (b) If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose someone from their number to be chairman until such time as the chairman being in attendance is willing to so act.

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

When a meeting is adjourned for twenty one days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

36. The following standing orders shall be observed at the Co-operative's meetings:

- (a) the mover of a proposition shall not speak for more than ten minutes; subsequent speakers shall be allowed five minutes, and the mover of the proposition five minutes to reply. The meeting may however by simple majority extend in a particular instance the time permitted by this Rule.
- (b) whenever an amendment is proposed upon an original proposition, no second amendment shall be taken into consideration until the first amendment shall have been disposed of;
- (c) if an amendment be carried, it shall displace the original proposition and become itself the proposition to which any further amendment may be moved;
- (d) if an amendment be negatived, then a further amendment may be moved to the original proposition; but only one amendment shall be submitted to the meeting for discussion at one time;
- (e) the mover of every original proposition, but not of an amendment, shall have the right to reply immediately after which the question shall be put from the chair, but no other member shall speak more than once on the same question, unless permission be given to explain or the attention of the chairman be called to a point of order;
- (f) propositions and amendments shall be submitted in writing, when requested by the chairman;
- (g) any discussion may be closed by a resolution "that the question be now put" being moved, seconded, and carried. Such resolution shall be put to the meeting without debate.

Attendance and Voting at General Meetings

Postal Ballots

37. (1) (a) At any meeting of the Co-operative, a member whose membership is required to be cancelled under Part 6 (Active membership requirements) of the Act is not entitled to be present.
- (b) A member is not entitled to vote if:
- (i) the member is not an active member;
 - (ii) another person (whether or not a member) has a relevant interest (as defined in the Act) in any share held by the member or in the right to vote of the member, or
 - (iii) the member has sold or transferred, or disposed of the beneficial interest in, the members shares, or agreed to do any of those things.
- (c) Every question for decision shall be determined by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least five members.
- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting is entitled to an additional or casting vote.
- (e) On a show of hands every member present in person, and every representative of a body corporate so appointed pursuant to section 68 of the Act present in person, shall have one vote.
- (f) On a poll every member, and every such representative, present in person or represented by proxy shall have one vote.
- (g) A person may not act as proxy unless he or she is an active member, and a person may not act as a proxy for more than ten persons on any one occasion unless acting under an instrument of proxy referred to in clause 1(k) of this Rule.
- (h) the instrument appointing a proxy shall be in writing under the hand of the appointer and shall be in a form which the Board may approve.
- (i) No person shall act as proxy unless he is entitled on his own behalf to be present and vote at the meeting at which he acts as proxy.

- (j) The instrument appointing a proxy shall be deposited at the registered office of the Co-operative not less than twenty-four (24) hours before the time for holding the meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
 - (k) The instrument of proxy may specify the manner in which a proxy is to vote in respect of a particular resolution and if it does the proxy must vote in the manner authorised by the instrument.
- (2) A postal ballot may be held on any proposal and shall be conducted in accordance with the Act and the Regulations.
- (3) A special postal ballot is required to be conducted for the purpose of passing a special resolution in relation to any of the following matters relating to the Co-operative.
- (a) a conversion of a trading co-operative to a non-trading co-operative;
 - (b) transfer of incorporation;
 - (c) an acquisition or disposal of assets referred to in section 285 of the Act;
 - (d) the maximum permissible level of share interest in the co-operative;
 - (e) takeover;
 - (f) merger;
 - (g) transfer of engagements;
 - (h) members' voluntary winding up.

Special Resolution

38. (1) A special resolution is a resolution of a co-operative which is passed:
- (a) by a two-thirds majority at a general meeting of members; or
 - (b) by a two-thirds majority in a postal ballot (other than a special postal ballot) of members; or
 - (c) by a three-quarters majority in a special postal ballot of members.
- (2) A special resolution may be passed by a postal ballot.
- (3) A resolution is not to be considered to have been passed as a special resolution unless not less than twenty one days notice has been given to the members specifying:
- (a) the intention to propose the special resolution; and
 - (b) the reasons for the making of the special resolution; and
 - (c) the effect of the special resolution being passed.

Board of Directors

39. (a) Until otherwise determined by a general meeting there shall be a Board of 9 directors each of whom shall be a natural person who is at least 18 years of age.
- (b) The Board shall divide the areas in which the Co-operative operates into two voting zones, a Metropolitan voting zone and a Regional voting zone, the boundaries of which shall be as determined by the Board from time to time and identified by reference to a voting zone plan kept in the registered office of the Co-operative.
- (c) The Metropolitan voting zone shall be represented by five directors and the Regional voting zone by four directors.

40. The qualification of a director shall be the holding of fifty shares in the Co-operative.
41. A person is not eligible to be elected or appointed as a director of the Co-operative unless the person
 - (a) is an active member, or
 - (b) is eligible for election as provided by Section 216 (Election of employees as directors) of the Act.
42. At each annual general meeting one half of the number of the directors for the time being shall retire from office, but if that resulting number is not a whole number then the number to retire from office shall be the whole number which is next higher than the resulting number.
43. (a) The directors to retire at each annual general meeting shall (subject the provisions as to filling casual vacancies) be those who have been longest in office since their last election or appointment, but as between persons who were last elected or appointed on the same day those to retire shall be (unless they otherwise agree among themselves) determined by lot. In such case the order of retirement shall be the order in which the names are withdrawn.
 - (b) If for any reason (including a vacancy in the office of director or a change in the number of voting zones) a question arises as to which directors are to retire at an annual general meeting pursuant to this Rule or within the spirit and intent of this Rule then that question shall be resolved by the Board.
44. A retiring director shall be eligible for re-election.
45. The election of directors shall take place in the following manner:
 - (a) Not less than four weeks before the annual general meeting the Secretary shall, in writing, notify all members carrying on, or being the person in charge and having the conduct of, the business of a real estate agent within the voting zone which a retiring director represents, of such impending retirement, and inviting nominations to fill the vacancy occurring by virtue of such retirement.
 - (b) Nominations for a candidate for the office of director, other than for a retiring director, shall be in writing and shall be signed by the candidate and two members carrying on, or being the person in charge and having the conduct of, the business of a real estate agent within the voting zone to be represented and shall be lodged at the registered office on or before the date and time fixed by such notification. Every such nomination must provide details of the qualifications and experience of the person nominated.
 - (c) A retiring director shall be deemed to have been nominated in accordance with the preceding sub-clause unless he has given written notice to the Co-operative of a contrary intention.
 - (d) A printed ballot paper containing the names of all candidates for the office of director for each voting zone, in alphabetical order and initialled and numbered by their returning officer, shall be posted at least twenty one days before the annual general meeting to every member entitled to vote carrying on, or being the person in charge and having the conduct of, the business of a real estate agent within the voting zone for which the candidates have been nominated.
 - (e) Such ballot papers shall be returned to the registered office on or before the date and time stated therein, not being less than twenty-four hours before the annual general meeting.
 - (f) Each candidate may appoint one scrutineer to attend the checking of envelopes and counting of votes.
 - (g) The returning officer shall be the Secretary for the time being of the Co-operative or some other person appointed by the Board.
 - (h) The Board shall cause to be issued ballot papers in such manner that they may on return be checked with the register of members without the contents of the ballot papers being disclosed at the time of such checking, and so that after such checking, the votes may be counted without the identity of the voter being disclosed.
 - (i) The returning officer in the presence of such scrutineers, if any, as may be appointed, shall count the votes at the annual general meeting and notify the results to the Chairman of the annual general meeting who shall thereafter announce the appointment of the successful candidate as a Director.
 - (j) The decision of the returning officer as to the formality of any ballot paper shall be final.

46. In the event that no nominations are received for the office of Director representing any voting zone, a casual vacancy shall be deemed to exist in respect of that zone and the Board shall fill that vacancy in accordance with Rule 48.
47. The Co-operative may by resolution remove any director before the expiration of his period of office, and may by simple majority appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
48. The Board may appoint a person to fill a casual vacancy in the office of director until the next annual general meeting (other than a vacancy under section 218 of the Act - as to which Section 212 of the Act applies).

Vacation of Office of Director

49. A director vacates office in any of the following cases:
 - (a) If he is disqualified from being a director as provided by Section 208 of the Act;
 - (b) If he absents himself from three consecutive ordinary meetings of the Board without its leave;
 - (c) If he resigns the office of director by notice in writing given to the Co-operative;
 - (d) If he is removed from office by ordinary resolution of a general meeting of the Co-operative;
 - (e) If he ceases to hold the qualification by reason of which he was qualified to be a director;
 - (f) If he becomes an employee of the Co-operative (unless elected under Section 216 of the Act).

Remuneration

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

Proceedings of the Board

51. (a) The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A meeting of the Board may be called by a director giving notice individually to every other director and shall be called by the secretary of the chairman or any two directors. Except in special circumstances determined by the chairman 48 hours notice shall be given of all meetings of the Board.
 - (b) The Board may, if it thinks fit, transact any of its business as provided in Section 210 of the Act (which refers to transacting business by circulation of papers) or as provided in Section 209 (3) of the Act (which refers to calling or holding meetings using any technology consented to by the Board).
52. A quorum for a meeting of the Board is the number of directors which is one more than 50% of the number of directors holding that office for the time being. If that resulting number is not a whole number, then the number which is the next higher whole number to that resulting number.
53. The continuing directors may act notwithstanding any vacancy in their body but, if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the minimum number of directors, the continuing directors may act only for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Co-operative, but not for any other purpose.
54. The Board at its first meeting following each annual general meeting of the Co-operative shall elect a chairman and two vice-chairmen to hold office until the first Board meeting following the next annual general meeting of the Co-operative or for such lesser period as the Board shall determine.

55. (a) The Board may, by resolution, delegate the exercise of such of the Board's functions (other than this power of delegation) as are specified in the resolution:
- (i) to a director; or
 - (ii) to a committee of two or more directors; or
 - (iii) to a committee of members of the Co-operative; or
 - (iv) to a committee of members of the Co-operative and other persons if members comprise the majority of persons on the committee, and Sections 213 and 214 of the Act shall apply to every such delegation.
- (b) Any such director or committee shall in the exercise of the powers so delegated conform to any conditions or stipulations that may be imposed by the Board.
- (c) A committee may elect a chairman of its meetings. If no such chairman is elected, or, if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
- (d) A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the committee members present, and in case of an equality of votes the chairman shall have a second or casting vote.

Duties and Powers of the Board

56. (a) Subject to the Act and these Rules the business of the Co-operative is to be managed by the Board.
- (b) The Board may exercise all of the powers of the Co-operative that are not, by the Act or these Rules, required to be exercised by the Co-operative in general meeting.
- (c) The Board must provide for the custody of securities belonging to the Co-operative.
57. (1) The Board shall, in accordance with Section 251 of the Act, cause to be kept at the registered office of the Co-operative, and available during all reasonable hours for inspection by any member, without fee -
- (a) a copy of the Act and the Regulations;
 - (b) a copy of the Rules of the Co-operative;
 - (c) a copy of the minutes of each general meeting of the Co-operative.
 - (d) a copy of the last annual report of the Co-operative under Section 252 of the Act.
 - (e) the register of directors, members and shares;
 - (f) the register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by the Co-operative;
 - (g) such other registers as the regulations provide are to be open for inspection.
- (2) If a register is not kept on a computer, the person inspects the register itself.
- (3) If the register is kept on a computer, the person inspects a hard copy of the information on the register unless the person and the Co-operative agree that the person can access the information by computer.
- (4) A member is entitled to make a copy of entries in a register specified in subrule (1) on payment of the fee prescribed by the Regulations for a copy of any entry in the Register of Co-operatives established under Part 15 of the Act.
- (5) The Co-operative must:
- (a) permit a member to inspect a document or make a copy of a document that the member is entitled to inspect or make; and
 - (b) give the member all reasonable assistance to inspect the document or make the copy.

58. The Co-operative will have at the place where the registers are kept and available during all reasonable hours for inspection by any person such documents in relation to the Co-operative as are prescribed by the Regulations.
59. Without prejudice to the general powers conferred on the Board by the Act or these Rules, the Board shall have power to appoint and, at its discretion, remove or suspend officers, clerks, agents and servants, and to fix their powers, duties, and remuneration.

Minutes of Meetings

60. (a) The Board shall cause minutes of each meeting of the Co-operative, the Board and committees of directors to be recorded in the English language in separate minute books provided for the purpose.
- (b) Such minutes shall be recorded in the minute book within fourteen days of the date of the meeting the proceedings of which they record.
- (c) The confirmation of such minutes shall be taken as the first business at the next succeeding meeting of the Co-operative, Board or committee as the case may be.
- (d) Every director present at any meeting of directors shall sign his name in a book to be kept for that purpose.
- (e) Such minutes must be signed after confirmation by the chairman of the meeting at which they are confirmed.

Insurances

61. The Board shall effect and maintain a policy of insurance for the indemnity of the Co-operative against any pecuniary loss to the Co-operative resulting from any act of fraud or dishonesty committed:
- (a) by any officer of, or other person employed by, the Co-operative in connection with his or her duties;
- or
- (b) if a person contracts to provide a secretarial or administrative service to the Co-operative - by that person or any of his or her employees in connection with the provision of any such service.

Financial Year

62. The financial year of the Co-operative shall end on the 30th June.

Accounts

63. (a) The Board shall cause to be made out the accounts, statements and reports required by the Act or the Regulations to be made out.
- (b) The Board will cause to be laid before each annual general meeting a copy of the accounts, statements and reports required by the Act or the Regulations to be laid before that meeting.
- (c) The Board shall either
- (i) not less than 14 days before each annual general meeting send to all persons entitled to receive notice of that meeting a copy of the accounts, statements and reports referred to in the preceding subclause (b); or
- (ii) state in the notice sent to members of that annual general meeting that copies of those accounts, statements and reports are available to be inspected at the registered office of the Co-operative for seven days before the meeting, and have those accounts, statements and reports so available

Banking

64. The Board shall cause to be opened a banking account or accounts in the name of the Co-operative, into which all monies received shall be paid as soon as possible after receipt.

Cheques drawn on such accounts and all drafts, bills of exchange, promissory notes, and other negotiable instruments for and on behalf of the Co-operative, shall be signed by one of the Directors and counter-signed by the Secretary or other person authorised by the Board. However, two members of Management, who are authorised signatories to such accounts, are permitted to sign such cheques that are within the budgeted levels of expenditure approved by the Board from time to time.

Audit

65. The accounts of the Co-operative shall be audited and the auditor(s) shall be appointed and shall hold office, be remunerated, be removed, and have duties and responsibilities, as provided in, or as required or permitted under, the Act and Regulations.

Co-operative Funds

66. (1) The Co-operative may apply a part of the surplus arising in any year from the business of the Co-operative or a part of the reserves of the Co-operative by:
- (a) distribution to members as a rebate on the basis of business done with the Co-operative; or
 - (b) the issue of bonus shares to members; or
 - (c) the issue to members of a limited dividend.
- (2) The amount of any rebate or dividend payable to a member under subrule (1) may, with the consent of the member be applied:
- (a) in payment for the issue of the member of bonus shares, or
 - (b) as a loan to the Co-operative.
- (3) In this rule limited dividend means a dividend that does not exceed the amount by the Regulations or such other amount or rate as the Registrar may approve in any particular case.
- (4) Any part of the surplus arising in any year from the business of the Co-operative may be credited to any person who is not a member, but is qualified to be a member, by way of rebate in proportion to the business done by him or her with the Co-operative, if:
- (a) the person was a member at the time the business was done and the membership has lapsed; or
 - (b) the person has applied for membership after the business was done.
- (5) Nothing in this section precludes the payment of a bonus to an employee in accordance with the terms of his or her employment.
- (6) The Co-operative may not apply more than 15% of the surplus arising in any year from the business of the Co-operative for any charitable purpose (which expression includes any benevolent, philanthropic or patriotic purpose).
- (7) The Co-operative may not apply more than 15% of the surplus arising in any year from the business of the Co-operative for supporting any activity approved by the Co-operative.
- (8) In this Rule "Surplus" means the excess of income over expenditure after making proper allowance for taxation expense, depreciation in value of the property of the Co-operative and for future contingencies.
- (9) The funds of the Co-operative may be invested in such manner as the Board may from time to time determine.

(10) Subject to the Act and the Regulations and in accordance with any requirements imposed by the Act or the Regulations the Co-operative may:

- (i) obtain financial accommodation (which includes the borrowing or raising of money by any means including accepting money on deposit and by way of loan and by the issue of Co-operative Capital Units (CCUs); or
- (ii) Give security for the payment of money in such manner and to such extent as the Board may from time to time determine.

(11) If the Co-operative issues CCUs

- (i) each holder of a CCU is entitled to one vote only at a meeting of the holders of CCUs;
- (ii) the rights of the holders of CCUs may be varied only in the manner and to the extent provided by their terms of issue and only with the consent of at least 75% of the holders of CCUs given in writing or at a meeting;
- (iii) the holder of a CCU has, in the person's capacity as such a holder, none of the rights or entitlements of a member of the Co-operative;
- (iv) the holder of a CCU is entitled to receive notice of all meetings of the Co-operative and all other documents in the same manner as the holder of a debenture of the Co-operative.

(12) If it is a term of issue of a debenture that it is transferable then the debenture may be transferred by a document of transfer in any common form which the Board shall approve.

67. Any dividend, bonus or rebate which shall accrue to the holder of shares on which all calls due have been paid shall be paid to him, but any dividend bonus or rebate which shall accrue to the holder of partially paid up shares shall be applied to paying off subscriptions or calls, if any, on shares which may at the time the dividend, bonus or rebate becomes payable be due by him and unpaid.
68. Notice of any dividend bonus or rebate that may have been declared shall be given by displaying same at the registered office and in such other manner, if any, as the Board shall determine.
69. No dividend bonus or rebate shall bear interest against the Co-operative.

Provision for Loss

70. The Board shall make such provision for any loss which may result from the transactions of the Co-operative as the Act requires or allows and as the Board may from time to time determine.

Disputes

71. Any dispute under these Rules between a member and another member or a member and the Co-operative, shall be settled by arbitration in accordance with the Commercial Arbitration Act, 1984, as amended, from time to time.

Fines

72. (a) The Co-operative may impose a fine on a member for any infringement of these Rules or of the By-laws of the Co-operative.
- (b) The maximum fine that may be imposed on a member is \$1,000.
- (c) No fine exceeding \$20 is to be imposed unless:
- (i) written notice of intention to impose the fine and the reason for it has been given to the member; and
 - (ii) the member has been given a reasonable opportunity to appear before an appropriate Committee of the Board in person (with or without witnesses), or to send to the Board a written statement, for the purpose of showing cause why the fine should not be imposed.

Notices

73. (a) A notice may be given by the Co-operative to any member, either personally or by delivering it, or by sending it by post, to his registered address, or (if he has no registered address in the State) to the address, if any, within the State supplied by him to the Co-operative for the giving of notices to him.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted and in every other case at the time at which the letter would be delivered in the ordinary course of post.
- (c) If a member has no registered address in the State and has not supplied to the Co-operative an address within the State for the giving of notices to him, a notice addressed to him and advertised in a newspaper circulating in the neighbourhood of the registered office of the Co-operative shall be deemed to be duly given to him on the date on which the advertisement appears.
- (d) A notice may be given by the Co-operative to the person entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, in the State, supplied for the purpose by the person claiming to be so entitled or (until such address has been supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
- (e) Notice of every general meeting shall be given in some manner herein before authorised to:
- (i) every member of the Co-operative except those members who (having no registered address within the State) have not supplied to the Co-operative an address within the State for the giving of notices to them; and
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a member, who, but for his death or bankruptcy, would be entitled to receive notice of the meeting. Except as provided in these Rules no other persons shall be entitled to receive notices of general meetings.
- (f) For the purpose of this Rule "registered address" means address of the member as appearing in the register of members, directors and shares.

Winding Up

74. The winding up of the Co-operative shall be in accordance with Part 12 of the Act.

By-laws

75. The Board may from time to time make or adopt such By-laws, Codes and Policies for regulating the business and affairs of the Co-operative as the Board thinks fit and may from time to time rescind, vary, replace or add to any By-laws, Codes and Policies but so that they be not inconsistent with these Rules or the Act.

Fees, Subscriptions and Charges

76. (a) Applicants for membership of the Co-operative shall pay a non-refundable entrance fee of \$3,000 and in addition an amount of \$100 for share capital as currently required by the Rules.

Notwithstanding the provisions contained in Rule 76(c) hereunder, the above entrance fees may be varied by the Board in respect of applicants who are former members, partners of former members purchasing control of such partnership or co-shareholders of a company which was represented by the former member.

- (b) Registration fees for a branch office shall be \$2,000.
- (c) Variation of the above membership and registration fees may be made only at the discretion of the Board and shall relate specifically to areas of a special nature that the Board may from time to time designate, but shall not exceed the fees referred to in Rule 76(a) and Rule 76(b).

- (b) In respect of each office and branch office maintained by a member the member will pay to the Co-operative, in advance, a subscription fee of \$206.85 (or such other amount as may be determined by the Board from time to time) per month. The Board may determine a lower subscription fee to be paid by members in areas of a special nature designated by it related to the degree of service to be provided to those members.
If a member is in arrears for longer than 60 days in the payment of a subscription fee the Board may at any time thereafter withdraw the services of the Co-operative from the member, and from all offices of the member, until all subscription fees payable by the member which remain unpaid have been paid.
- (e) Members will be required to lodge an appeal bond of \$200 to cover costs in respect of an appeal to the Board following disclosure of local Dispute Committee's findings. Such appeals will only be agreed if the appellant satisfies the Board that he has grounds for such appeal and following the hearing of an appeal the bond will be refunded to the appellant ONLY if such appeal is upheld.
- (f) Whether or not such listings are submitted to the Society a member shall be debited each financial year with an amount equivalent to the charge for twelve such listing fees in respect of each office maintained by him. Provided that all listing fees paid by him during such financial year shall be set off against such debit.
- (g) Any of the fees referred to in this Rule may be altered by resolution of the Board.

Nomination of an Associate Business

- 77. (a) A member who is in charge and has the conduct of a real estate agency business owned by a company, whether or not the company is of the type referred to in Rule 13(c), shall request the Co-operative in writing to supply and make available to that member ("the member concerned") at the business address of and for use in that business ("the associated business") the services, benefits and facilities of the Co-operative.
- (b) Any request or order by the associated business for any of those services, benefits or facilities shall be deemed to be a request or order by the member concerned and the member concerned shall be responsible for the payment of all charges, fees and subscriptions payable in relation to those services, benefits and facilities.
- (c) The Board may at any time suspend or withdraw such supply and availability to the member concerned if the Board considers
 - (i) that the member concerned is no longer in charge or no longer has the conduct of the associated business;
 - (ii) in cases where the member concerned was admitted to membership of the Co-operative because he qualified for admission under Rule 13(b)(ii) - that the associated business is no longer owned by a company which is of the type referred to in Rule 13(c); or
 - (iii) that it is in the interests of the Co-operative to do so.
- (d) Any act or omission on the part of the owner, or of any officer or employee of the owner, of the associated business which if it were an act or omission on the part of the member concerned would be a breach of these Rules or of any of the Co-operative's By-laws, Codes or Policies, shall be deemed to be such a breach by the member concerned.
- (e) For the purposes of these Rules and of any of the Co-operative's By-laws, Codes and Policies, and where the context so admits, staff employed by the associated business shall be deemed to be staff employed by the member concerned.
- (f) Whenever requested by the Board so to do the member concerned will give to the Board in writing (verified on oath if so required) all information requested by the Board to enable it to establish whether the company which owns the associated business remains a company of the type referred to in Rule 13(c).

Registered under the Co-operatives Act, 1992