



RedWest Rulebook

RedWest Rulebook 1

Part 1 Preliminary	3
1 Application of these rules	3
2 Definitions	3
3 Name of the co-operative (CNL ss220-222 & 224)	4
Part 2 Membership	4
Division 1 Membership generally	4
4 Active membership provisions (CNL ss112(2), 144, 148 & 156-166)	4
5 Qualifications for membership (CNL s112)	4
6 Entry fees and regular subscriptions (CNL s124)	5
7 Membership applications	5
8 Cessation of membership (CNL s117)	5
9 Expulsion of members (CNL s117)	6
10 Resignation of members (CNL s117)	7
11 Monetary consequences of expulsion or resignation (CNL s128)	7
12 Suspension of members	7
Division 2 Dispute resolution	7
13 Disputes and mediation (CNL s129)	7
Division 3: Members' and provisional members' liability	8
14 Fines payable by members /provisional members (CNL ss56 & 126)	8
Division 5 Member cancellations	9
15 Forfeiture and cancellations—inactive members (CNL ss156-163)	9
Division 6 Deceased or incapacitated members	9
16 Death of member (CNL ss93 & 102-106)	9
17 Entitlements and liabilities of person registered as trustee, administrator etc.	9
Division 7 Transfer of securities other than shares	10
18 Transfer and transmission of debentures	10
19 Issue of CCUs (CNL ss345-354)	11
Part 3 General meetings, resolutions and voting	11
21 Annual general meeting (CNL s252)	11
22 Members' power to requisition a special general meeting (CNL s257)	11
23 Notice of general meetings (CNL ss239, 254 & 611)	11
24 Business of general meetings	12
25 Quorum at general meetings	12
26 Chairperson at general meetings	13
27 Attendance and voting at general meetings (CNL ss228 & 256)	13
28 Voting on a show of hands (CNL ss234 & 256)	14
29 Voting on a poll	14
30 Determining the outcome where equality of votes (s228)	14
31 Proxy votes (s229)	14

32 Special resolutions (CNL ss238-241)	15
Part 4 Board of directors	15
33 Board (CNL s172)	15
34 Qualifications of directors (CNL s174)	15
35 CEO / Managing Director (CNL ss172 & 178)	16
36 First directors and election of the board (CNL ss173 & 179)	16
37 Removal from office of director (CNL s180)	17
38 Vacation of office of a board member (CNL s179)	17
39 Casual vacancies and alternate board members (CNL ss173 & 177)	17
40 Remuneration of the board (CNL s203)	18
41 Proceedings of the board (CNL ss175 & 176)	18
42 Quorum for board meetings (CNL s175)	18
43 Chairperson of board	19
44 Delegation and board committees (CNL s178)	19
45 Other committees	20
46 Minutes	20
Part 5 Rules	20
47 Amendments and copies of rules (CNL ss57 & 60-63)	20
Part 6 Administrative matters	21
48 Seal (CNL ss49 & 223)	21
49 Inspection of records and registers (CNL ss214 & 215)	21
50 Safe keeping of securities	21
51 Notices to members (CNL s611)	21
Part 7 Accounting and financial matters	22
52 Financial year	22
53 Accounts	22
54 Appointing an auditor or reviewer for small co-operative (optional rule) (CNL s298)	22
55 Appointing an auditor or reviewer for a small co-operative if there is a direction under the Law (CNL ss271 & 272)	23
56 Disposal of surplus funds during a financial year (CNL ss355-358)	23
57 Provision for loss	23
58 Financial reports to members (CNL Part 3.3)	23
Part 8 Winding up	23
59 Winding up (CNL Part 4.5)	23
Part 9 Appendices	24
60 Behavioural Contract	24
61 Statement of Proxy for RedWest meetings:	25
62 Structure of the Co-operative illustrated:	26

Part 1 Preliminary

1 Application of these rules

These rules are the rules of the **RedWest Creatives Co-op Ltd.**

2 Definitions

(1) In these rules:

advisor refers to any non-member present during a meeting who is attending to offer specialist advice.

ballot paper means a ballot paper in paper or electronic form.

basic minimum financial statements means the financial statement required of a small co-operative under the National Regulations.

board means the board of the co-operative formed of the directors and officers.

CNL is a reference to the Co-operatives National Law as applying in this jurisdiction.

Co-Op or *cooperative* refers to the RedWest Creatives Co-op.

director means a director of the co-operative / member of the board.

the Law means the Co-operatives National Law as applying in this jurisdiction.

member means a member of the co-operative with voting rights.

membership refers to both members and provisional members.

member director and *non-member director*—see section 174 of the Law and rule 45.

the National Regulations means the Co-operatives National Regulations as applying in this jurisdiction.

a *Patron* refers to a subscribing non-member.

a *Provisional member* means a member of the co-operative with no voting rights.

standard postal times means the times when properly addressed and prepaid letters would be delivered in the ordinary course of post.

(2) Except so far as the contrary intention appears in these rules, words and expressions used in these rules have the same meanings as they have, from time to time, in the Law or relevant provisions of the Law.

3 Name of the co-operative (CNL ss220-222 & 224)

The name of the co-operative is the RedWest Creatives Co-op Ltd.

Part 2 Membership

Division 1 Membership generally

4 Active membership provisions (CNL ss112(2), 144, 148 & 156-166)

(1) Primary activity

For the purposes of Part 2.6 of the Law, the primary activities of the co-operative are:

To strengthen the creative and performing arts sector of the outer western suburbs* of Melbourne, Victoria by addressing the needs of local creatives.

**Outer Western suburbs refers to the western suburbs that lie within Interface Councils, including but not limited to Wyndham City Council*

(2) Active membership requirements

A member or provisional member must:

Be a creative professional within the outer western suburbs of Melbourne with an active practice and meet the membership criteria to establish and maintain active membership within the Co-Operative.

5 Qualifications for membership (CNL s112)

Qualifications for membership vary depending on the level of engagement desired by the member. Members and Provisional Members must both submit an application to be considered by the board and annually update their information as well as follow the rulebook, including the Behaviour code; to remain in good standing.

(1) To be a member or provisional member of the Co-op the person must remain in good standing by:

(a) Pay their annual fee

(b) Participate in

(i) The AGM, or

(ii) Be physically present for at least 3 general meetings, or

(iii) Participated in 1 Co-Op project for the year

(c) Provide an updated:

(i) CV

(ii) Portfolio

(iii) Certificate of currency for Public Liability Insurance (Members only)

(d) and remain in good standing in reference to the Rulebook and Behaviour Code

(2) To be a Patron of the Co-op the person must remain in good standing by:

(a) Paying their annual fee

(b) Remain in good standing in reference to the Rulebook and Behaviour Code

6 Entry fees and regular subscriptions (CNL s124)

(1) The entry fee for an application for membership is determined each year by the board and published on the website of the Co-Op.

(2) The regular subscription / periodic membership fees for members, provisional members, and patrons is determined each year by the board and published on the website of the co-operative.

7 Membership applications

(1) Membership applications will be open once a year with the exception of RedWest's maiden year.

(2) Applications for membership must be lodged at the registered office in the application form approved by the board, and should be accompanied by:

(a) payment of any applicable entry fee or subscription set under rule 6;

(2) every application will be considered by the board.

(3) If the board approves the application, the applicant's name and any other information required under the Law must be entered in the register of members within 28 days of the board's approval.

(4) The applicant must be notified in writing of the entry in the register and the applicant is then entitled to the privileges attaching to membership.

(5) The board may, at its discretion, refuse an application for membership.

(6) The board need not assign reasons for the refusal. If the applicant has applied to be a member but the board feels the applicant does not qualify for membership but would be better suited to Provisional Membership the board will contact the applicant to see if they would be interested in being a Provisional Member. No refunds of application fees will be given.

(7) All members and provisional members will undergo a 4 month probationary period in which they must maintain good standing and show that their values and interests align with the Co-Op.

8 Cessation of membership (CNL s117)

(1) A person ceases to be a member or provisional member in any of the following circumstances:

(a) if the membership ceases in any circumstances specified in section 117 of the Law;

- (b) if the member /provisional member moves out of the state of Victoria, Australia.
- (c) if the member /provisional member is deceased.
- (d) If the member /provisional member is expelled.

9 Expulsion of members (CNL s117)

- (1) A member /provisional member may be expelled from the co-operative by special resolution to the effect:
- (a) that the member /provisional member has seriously or repetitively failed to discharge their obligations to the co-operative under these rules or a contract entered into with the co-operative under section 125 of the Law; or
 - (b) that the member /provisional member has acted in a way that has:
 - (i) prevented or hindered the co-operative in carrying out its primary activity or one or more of its primary activities; or
 - (ii) brought the co-operative into disrepute; or
 - (iii) been contrary to one or more of the co-operative principles as described in section 10 of the Law and has caused the co-operative harm.
- (2) Written notice of the proposed special resolution must be given to the member /provisional member at least 28 days before the date of the meeting at which the special resolution is to be moved, and the member /provisional member must be given a reasonable opportunity of being heard at the meeting.
- (3) At the general meeting when the special resolution for expulsion is proposed the following procedures apply:
- (a) at the meeting, the member /provisional member must be afforded a full opportunity to be heard and is entitled to call witnesses and cross-examine witnesses called against the member /provisional member;
 - (b) if the member /provisional member fails to attend at the time and place mentioned, without reasonable excuse, their alleged conduct must be considered and the co-operative may decide on the evidence before it, despite the absence of the member /provisional member;
 - (c) once the alleged conduct is considered, the co-operative may decide to expel the member /provisional member concerned;
 - (d) the co-operative must not make a decision on the alleged conduct or on expulsion, except by vote by secret ballot of the members present, in person or represented by proxy entitled to vote;
 - (e) a motion for the decision is not taken to be passed unless two-thirds of the members present, in person or represented by proxy vote in favour of the motion.
- (4) An expelled member /provisional member must not be re-admitted to the co-op unless the re-admission is approved by special resolution.

10 Resignation of members (CNL s117)

A member /provisional member may resign from a co-operative by giving **28 days** notice in writing in the form approved by the board.

11 Monetary consequences of expulsion or resignation (CNL s128)

- (1) If a member /provisional member is expelled or resigns from the co-operative, all amounts owing by the former member /provisional member to the co-operative become immediately payable in full.
- (2) If a member /provisional member is expelled or resigns from the co-operative, no refund of application fee or subscription fee will be given.

12 Suspension of members

- (1) The co-operative may suspend a member /provisional member for not more than one year, who does any of the following:
 - (a) contravenes any of these rules;
 - (b) fails to discharge obligations to the co-operative, whether under these rules or a contract;
 - (c) acts detrimentally to the interests of the co-operative.
- (2) In order to suspend a member /provisional member, the procedure for expulsion set out in rule 9 is to be followed as if references to expulsion were references to suspension.
- (3) During the period of suspension, the member /provisional member:
 - (a) loses any rights (except the right to vote) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the co-operative; and
 - (c) remains liable for any fine that may be imposed.
- (4) The lifting of a suspension is at the discretion of the Board.
- (5) Any member /provisional member who is suspended must re-apply to become a member or provisional member at the next application date.
 - (a) re-application includes the application fee.

Division 2 Dispute resolution

13 Disputes and mediation (CNL s129)

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a member or provisional member and another member /provisional member; or
 - (b) a member or provisional member (including a former) and the co-operative.
- (2) If a dispute arises, a party cannot commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions of this rule.
- (3) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days of:

- (a) the dispute coming to the attention of each party; or
- (b) a party giving notice, to each of the other parties involved, of the dispute or grievance.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, as soon as is practicable, hold a meeting in the presence of a mediator.
- (5) The mediator is, where possible, to be a person chosen by agreement between the parties, but in the absence of agreement between the parties:
 - (a) for a dispute between a member and another member, a person appointed by the board;
- (6) The mediator may (but need not) be a member of the co-operative, unless the member is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator cannot determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) The costs of the mediation are to be shared equally between the parties unless otherwise agreed.
- (12) Nothing in this rule applies to any dispute as to the construction or effect of any mortgage or contract contained in any document other than these rules.
- (13) Nothing in this rule applies to any dispute involving the expulsion or suspension of a member or the imposition of a fine.
- (14) If the mediation process does not result in the dispute being resolved, each party may seek to resolve the dispute in accordance with the Law or otherwise at law.

Note. Section 130 of the Law applies if mediation does not resolve the dispute

Division 3: Members' and provisional members' liability

14 Fines payable by members /provisional members (CNL ss56 & 126)

- (1) The board may impose on a maximum fine of \$ 200 for a contravention of these rules.
- (2) A fine must not be imposed on a member /provisional member under subrule (1) unless:
 - (a) written notice of intention to impose the fine and the reason for it has been given to the member /provisional member; and
 - (b) the member /provisional member has been given a reasonable opportunity to appear before the board in person (with or without witnesses), or to send to the board a written statement, to show cause why the fine should not be imposed.

(3) Fines will be considered for contraventions of this rulebook, the behaviour code, and if the member /provisional member:

(a) If the member has lapsed Public Liability Insurance

(b) Disregards OH&S practices laid out for projects

(c) Is suspected of plagiarism or violating intellectual property laws [Copyright Act 1968 (Cth)] and said plagiarism might have brought harm to the reputation of the Co-Op.

Division 5 Member cancellations

15 Forfeiture and cancellations—inactive members (CNL ss156-163)

(1) The board must declare the membership of a member cancelled if:

(a) the whereabouts of the member are not presently known to the co-operative and have not been known to the co-operative for a continuous period of at least 1 years; or

(b) the member is not presently active and has not been active within the meaning of rule 4 in the past 1 years.

Division 6 Deceased or incapacitated members

16 Death of member (CNL ss93 & 102-106)

In the instance of death or incapacitation of a Member the Board will reach out to the party nominated by the Member for contact in such circumstances to settle any financial or property concerns relating to regular activities or special contracts entered into with the Co-Op.

25 Rights and liabilities of members under bankruptcy or mental incapacity (CNL ss95, 96 & 117)

(1) A person's membership ceases upon bankruptcy and that person's financial stakes may be transferred to the Official Trustee in Bankruptcy and dealt with under the provisions of section 95 of the Law.

(2) A person appointed under a law of a State or Territory to administer the estate of a member who, through mental or physical infirmity, is incapable of managing his or her affairs, may be registered as the holder of the member's financial concerns and the rights and liabilities of membership vest in that person during the period of the appointment.

(3) The liabilities attaching to the shares of a person under bankruptcy or mental incapacity continue in accordance with section 96 of the Law.

(4) Upon application by a person appointed to manage the affairs of a member referred to in subrule (2), the board may decide to suspend some or all active membership obligations if there are grounds to believe that the member's physical or mental infirmity is temporary.

17 Entitlements and liabilities of person registered as trustee, administrator etc.

(1) A person becoming entitled to be a trustee for a member because of the death, bankruptcy or incapacity of the holder is not entitled to financial shares or advantages personally to

which the person would be entitled if he or she were the registered holder of the membership. The financial stakes and advantages would still rest with the member as long as they were still able to benefit and were in good standing. However, before being registered as a member, the person is not entitled to exercise any right conferred by membership in relation to meetings of the co-operative.

- (2) A person registered as holder of the shares of a member who has died, or is bankrupt or incapable of managing his or her affairs, has the same liabilities in relation to financial concerns, due or fines as those to which the deceased, bankrupt or incapable person would have been liable if he or she had remained a member with full legal capacity.

Division 7 Transfer of securities other than shares

18 Transfer and transmission of debentures

- (1) On the written request of the transferor (the giver) of a debenture, the co-operative must enter in the appropriate register the name of the transferee (the receiver) in the same way and on the same conditions as if the application for entry were made by the transferee.
- (2) If the co-operative refuses to register a transfer of debentures, it must, within 28 days after the date on which the transfer was lodged with it, send to the transferee notice of the refusal.
- (3) An instrument of transfer of a debenture must be executed by or on behalf of the transferor and the transferee. The transferor is taken to remain the holder of the debenture until the debenture in the name of the transferee is entered in the register of debentures.
- (4) The board may decline to recognise an instrument of debenture and may decline to register it.
- (5) Debentures must be transferred in the following form or in a form approved by the board:

I, A.B. (the transferor) of _____ in the State/Territory of

_____ in consideration of the sum of \$ ____ paid to me by C.D (the transferee), of

_____ in the State of

_____ transfer to the transferee the debenture(s)

numbered _____ to be held by the transferee, the transferee's executors, administrators and assigns, subject to any conditions on which I hold the debenture(s) and any other conditions being terms of the transfer of the debenture(s).

And I, the transferee, agree to take the debenture(s) subject to the conditions mentioned.

Dated this _____ day of _____ 20 ____

Signed by _____ transferor.

In the presence of _____ witness.

Signed by _____ transferee.

In the presence _____ witness.

19 Issue of CCUs (CNL ss345-354)

- (1) At the time of formation the Board chooses not to confer an interest in the capital of the co-operative by issuing CCUs.

Part 3 General meetings, resolutions and voting

21 Annual general meeting (CNL s252)

An annual general meeting must be held each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the co-operative or within the further time allowed by the Registrar.

22 Members' power to requisition a special general meeting (CNL s257)

- (1) The board may, whenever it considers appropriate, call a special general meeting of the co-operative.
- (2) The board must call a general meeting of the co-operative if 75% of it's members in writing requisition a special meeting.
- (3) The provisions of section 257 of the Law apply to a meeting requisitioned by members.

23 Notice of general meetings (CNL ss239, 254 & 611)

- (1) At least 14 days' notice of a general meeting (not including the day on which the notice is served or taken to be served, but including the day for which notice is given) must be given.
 - (a) If there is to be a special resolution proposed at the meeting, there is a requirement for at least 21 days' notice of the special resolution.
 - (b) If there is a resolution proposed for the removal of a director, section 180 of the Law requires special notice of the resolution and 21 days notice of the meeting.
- (2) Notice must be given to each member /provisional member of the co-operative and any other persons who are, under these rules or the Law, entitled to receive notices from the co-operative.
- (3) The notice must state the place, day and hour of the meeting and include ordinary business as specified in rule 33 and, for special business, the general nature of any special business.
- (4) The notice must also include any business members/provisional members have notified their intention to move at the meeting under sub-rule (6) (but only if the members' notification has been made under these rules and within time).

(5) The notice must be served in the manner provided in the Law or rule 51.

(a) Non-receipt of the notice does not invalidate the proceedings at the general meeting.

(6) An individual member can propose a resolution in a general meeting but the board can choose to postpone the resolution until the next meeting if

(a) They feel more research is needed before coming to a resolution

(b) If time is limited and the agenda is already full for that meeting

24 Business of general meetings

(1) The ordinary business of the annual general meeting of a large co-operative must be:

(a) to confirm minutes of the last preceding general meeting (whether annual or special);
and

(b) to receive from the board, auditors or officers of the co-operative:

(i) the financial reports of the co-operative for the financial year;

(ii) a report on the state of affairs of the co-operative; and

(c) to approve any payments of fees to directors.

(2) The ordinary business of the annual general meeting of a small co-operative must be:

(a) to confirm minutes of the last preceding general meeting (whether annual or special);
and

(b) to receive from the board, auditors or officers of the co-operative:

(i) the basic minimum financial statements for the co-operative for the financial year; (a cash flow statement to be included if the consolidated gross assets are more than \$250,000 and the consolidated revenue is more than \$750,000.)

(ii) a report on the state of affairs of the co-operative;

(iii) a directors' solvency resolution as to whether or not, in their opinion, there are reasonable grounds to believe that the co-operative will be able to pay its debts as and when they become due and payable; and

(iv) review said statements and either approve them or ask for an audit.

(c) to approve any payments of fees or to directors.

(3) The annual general meeting may also transact special business of which notice has been given to members /provisional member under these rules.

(4) All business of a general meeting, other than business of the annual general meeting that is ordinary business, is special business.

25 Quorum at general meetings

(1) An item of business cannot be transacted at a general meeting unless a quorum of members is present when the meeting is considering the item.

(2) Unless these rules state otherwise, three board members and 25% of members present in person, each being entitled to exercise a vote, constitute a quorum.

- (3) If a quorum is not present within half an hour after the appointed time for a meeting, the meeting, if called on the requisition of members, must be dissolved. In any other case it must be adjourned to the same day, time and place in the next week.
- (4) If a quorum is not present within half an hour after the time appointed for an adjourned meeting, the members present constitute a quorum.

26 Chairperson at general meetings

- (1) The chairperson, if any, of the board may preside as chairperson at every general meeting of the co-operative.
- (2) If there is no chairperson, or if at a meeting the chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, the members present must choose someone from their number to be chairperson (until the chairperson attends and is willing to act).
- (3) The chairperson may, with the consent of a meeting at which a quorum is present (and must if directed by the meeting) adjourn the meeting from time to time and from place to place. However, the only business that can be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given just as for the original meeting. Apart from this it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

27 Attendance and voting at general meetings (CNL ss228 & 256)

- (1) The right to vote attaches to members and not provisional members, patrons, or members under suspension.
- (2) Attendance must be taken at every meeting and any advisors are to be noted in the minutes.
- (3) A resolution, other than a special resolution, must be decided by simple majority. (**Note.** The requirements for a special resolution are in section 239 of the Law.)
- (4) Subject to subrules (5) and (6), a question for decision at any general meeting must be decided on a show of hands of members present at the meeting.
- (5) A poll may be demanded on any question for decision.
- (6) If before a vote is taken or before or immediately after the declaration of the result on a show of hands:
 - (a) the chairperson directs that the question is to be determined by a poll; or
 - (b) at least 5 members present in person or represented by proxy demand a poll; the question for decision must be determined by a poll.
- (7) The poll must be taken when and in the manner that the chairperson directs.
- (8) A poll on the election of a chairperson or on the question of adjournment must be taken immediately and without debate.

- (9) Once the votes on a show of hands or on a poll have been counted then, subject to subrule (6), a declaration by the chairperson that a resolution has been carried (unanimously or by a particular majority) or lost is evidence of that fact.
- (10) The result of the vote must be entered in the minute book.

28 Voting on a show of hands (CNL ss234 & 256)

- (1) On a show of hands at a general meeting, each member:
- (a) present; or
 - (b) represented by a non-member acting under a power of attorney; or
 - (c) represented by a non-member appointed under the provisions of the Law; or
 - (d) represented by a proxy.

may exercise only one vote.

- (2) In a show of hands the individual votes do not need to be recorded in the minutes with the exception of those done by proxy.

29 Voting on a poll

- (1) On a poll called at a general meeting, each member:
- (a) present; or
 - (b) represented by a person acting under a power of attorney; or
 - (c) represented by a person appointed under the provisions of the Law; or
 - (d) represented by a proxy
 - (i) proxies must be nominated by the representee prior to the meeting and be reported to the chairperson by either email or in writing.
- (2) Decisions by poll must be recorded by the minutes

30 Determining the outcome where equality of votes (s228)

- (1) This rule applies where the votes in favour and against a resolution are equal.
- (2) If the chairperson of the meeting is a member of the co-operative, he or she may exercise a second or casting vote.
- (3) If the chairperson is not a member of the co-operative or decides not to exercise a second or casting vote, the outcome of an equality of votes is taken to have been decided in the negative.

31 Proxy votes (s229)

- (1) Voting may be by proxy at a general meeting.
- (2) The instrument appointing a proxy must be in writing signed by the appointer
- (3) An instrument appointing a proxy may direct the way the proxy is to vote in relation to a particular resolution and, if an instrument of proxy directs, the proxy is not entitled to vote on the resolution other than as directed in the instrument.

- (4) A person may be appointed as a proxy by more than one member.
- (5) An instrument appointing a proxy may must submit the proxy in the form of the document found in the appendices of this document.
- (6) Appointment of a proxy must occur prior to the meeting and the chairperson must be given note of all acting proxies in the initial opening of the meeting.

32 Special resolutions (CNL ss238-241)

- (1) A special resolution is a resolution that is passed:
 - (a) by a two-thirds majority at a general meeting; 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 notice of special resolution is required to be given to members at least 21 days before the vote or ballot time (or 28 days notice in the case of a special postal ballot).
- (3) The notice of special resolution must state:
 - (a) the intention to propose the special resolution; and
 - (b) the reasons for proposing the special resolution; and
 - (c) the effect of the special resolution being passed.

Part 4 Board of directors

33 Board (CNL s172)

- (1) The business of the co-operative are to be managed by or under the direction of the board of directors, and for that purpose the board has and may exercise all the powers of the co-operative that are not required to be exercised by the co-operative in general meeting.
- (2) The board must have 5 directors.

34 Qualifications of directors (CNL s174)

- (1) A person is not qualified to be a director of the co-operative unless the person is an individual over the age of 18 years and is either:
 - (a) an active member of the co-operative or a representative of a corporation that is an active member of the co-operative; or
 - (b) an active provisional member who possesses special skills in management or other technical areas of benefit to the Co-Op as specified by the board from time to time.
 - (c) a non-member who possesses special skills in management or other technical areas of benefit to the co-operative as specified by the board from time to time.
- (2) A person qualified to be a director under sub-rule (1)(a) is known as a “member director”. A person qualified under sub-rule (1)(c) is known as a “non-member director”.
- (3) The board of directors must have a majority of member directors.

35 CEO / Managing Director (CNL ss172 & 178)

- (1) The board may, if it considers appropriate, appoint a person to be responsible for the day to day management of the co-operative. The person may be a director, the secretary or a member of the co-operative.
- (2) The appointed person is the chief executive officer of the co-operative, and may be called the chief executive officer or the managing director if a board member.
- (3) The conditions and the period of appointment including termination must be decided by the board.
- (4) The chief executive officer/managing director is not entitled to be present or to vote at a meeting of directors on a motion concerning the conditions of his or her own appointment, conditions of service or termination of service.
- (5) In the event of any conflict between the terms of the appointment of a person as the chief executive officer and that person's obligations or privileges under the Law, the terms of the Law prevail over the terms of appointment.

36 First directors and election of the board (CNL ss173 & 179)

- (1) The first board is set by the founders of the Co-Op at the formation meeting of the co-operative (except as provided by section 173(2)(b) of the Law).
- (2) The term of office of the first board is to be not more than 3 years ending on the day of the third annual general meeting after the formation meeting.
- (3) The term of office of board members elected thereafter, is to commence from the annual general meeting at which they are elected and ends on the day of the third annual general meeting thereafter.
- (4) The members of the board are to be elected in the manner specified in this rule.
- (5) At an annual general meeting at which a board member retires, the vacated office may be filled in the following manner:
 - (a) At least 6 weeks before an annual general meeting, the board must:
 - (i) notify all members of the number of board members retiring at the annual general meeting; and
 - (ii) advise the members of:
 - (A) their eligibility to nominate as a board member; and
 - (B) the duties and responsibilities of a board member; and
 - (C) the anticipated remuneration (if any); and
 - (D) the nomination and election procedures.
 - (b) A notice must also be displayed at the place of business of the co-operative inviting nominations of nominees to serve as board members and directors.
 - (c) A nomination must:
 - (i) be signed by 2 or more members; and
 - (ii) provide details of the qualifications and experience of the person nominated; and

- (iii) be accompanied by a notice in writing signed by the nominee consenting to their nomination.
- (d) The nomination and the notice of consent must be lodged with the secretary of the co-operative at least 30 days before the annual general meeting.
- (e) The secretary, or an officer nominated by the board, must give details of each person who has been nominated to members with the notice of the annual general meeting. Details to be provided to members must include:
 - (i) the nominee's name; and
 - (ii) the nominee's qualifications and experience; and
 - (iii) the nominee's length of any previous service as a director of the co-operative or with any other co-operative.
- (6) If the number of nominees equals the number of vacancies, the nominees must be declared elected at the annual general meeting.
- (7) If there are insufficient nominees to fill all vacancies, the nominees to be declared elected at the annual general meeting and nominations for people to fill the remaining vacancies are to be called from the floor and a ballot held if required.
- (8) If the number of nominees exceeds the number of vacancies, the election of directors must be conducted at the meeting by ballot as follows:
 - (a) An election officer is elected at the meeting. The board, the secretary and anyone who has an interest in the election are not eligible to be the returning officer.
 - (b) All nominees are to be listed on the ballot form in alphabetical order.
 - (c) The election officer is responsible for determining the validity of and counting of the votes.
 - (d) If there is an equality of votes, the outcome must be determined by lot.
 - (e) The election officer is to declare the election results.
- (9) If any vacancies remain at the end of the meeting, the vacancies are to be casual vacancies and must be filled in accordance with rule 39.

37 Removal from office of director (CNL s180)

The co-operative may by resolution under section 180 of the Law, with special notice as required by that section, remove a director or board member before the end of the director's period of office, and may by a simple majority appoint another person in place of the removed director. The person appointed must retire when the removed director would otherwise have retired.

38 Vacation of office of a board member (CNL s179)

In addition to the circumstances set out in the Law, a director vacates office if the director dies.

39 Casual vacancies and alternate board members (CNL ss173 & 177)

- (1) The board may appoint a qualified person to fill a casual vacancy in the office of director until the next annual general meeting.

- (2) The board may appoint a person to act as a director (an *alternate director*) in the place of an absent director.
- (3) A person is not qualified to be appointed as an alternate director for:
 - (a) a member director—unless the person is qualified for appointment as a member director; or
 - (b) a non-member director—unless the person is qualified for appointment as a non-member director.
- (4) An alternate director holds office until the next annual general meeting or until the next general meeting held to elect directors to fill any vacancies (whichever is earlier).
- (5) An alternate director for a director (the *principal director*) vacates office:
 - (a) in similar circumstances or cases to those in which the principal director would vacate office (and for that purpose the provisions of these rules and Division 1 of Part 3.1 of the Law accordingly apply in relation to the alternate director); or
 - (b) if the alternate director is removed from office by the board as alternate director for failure, without its leave, to attend a meeting of the board at which the principal director is absent (and for that purpose the provisions of section 179(2)(b) of the Law do not apply in relation to the alternate director).

40 Remuneration of the board (CNL s203)

The board will not receive pay for fulfilling the responsibilities of their role but can be remunerated for other services provided to the Co-Op.

41 Proceedings of the board (CNL ss175 & 176)

- (1) Meetings of the board (including meetings conducted outside board meetings pursuant to section 176 of the Law) are to be held as often as may be necessary for properly conducting the business of the co-operative and must be held at least every 3 months.
- (2) A meeting may be held with one or more of the directors participating by using a form of communication that allows reasonably contemporaneous and continuous communication between the directors taking part in the meeting.
- (3) Questions arising at a meeting must be decided by a majority of votes.
- (4) If votes are equal, the chairperson, if a member director, has a second or casting vote.
- (5) Other than in special circumstances decided by the chairperson, at least 48 hours notice must be given to the directors of all meetings of the board, without which the meeting cannot be held.

42 Quorum for board meetings (CNL s175)

- (1) The quorum for a meeting of the board is 50% of the number of directors (or if that percentage of the number of directors is not a whole number, the whole number next higher than one half).

- (2) For a quorum, the number of member directors must outnumber the non-member directors by at least one.

43 Chairperson of board

- (1) The chairperson of the board is to be elected by the board.
- (2) If no chairperson is elected or the chairperson is not present within 15 minutes after the time fixed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present may choose one of their number to be chairperson of the meeting until the chairperson attends and is willing to act as chairperson.
- (3) The chairperson may be removed, and a new chairperson elected, by:
 - (a) ordinary resolution of the board, unless paragraph (b) applies; or
 - (b) ordinary resolution at a general meeting, if these rules provide that the chairperson is elected at a general meeting of the co-operative.

44 Delegation and board committees (CNL s178)

- (1) The board may by resolution delegate to:
 - (a) a director; or
 - (b) a committee of 2 or more directors; or
 - (c) a committee of members of the co-operative; or
 - (d) a committee of members of the co-operative and other persons if members form the majority of persons on the committee; or
 - (e) a committee of directors and other persons;
 - (f) the exercise of the board's powers (other than this power of delegation) specified in the resolution. The co-operative or the board may by resolution revoke all or part of the delegation.
- (2) A power delegated under this rule may, while the delegation remains unrevoked, be exercised from time to time in accordance with the delegation.
- (3) A delegation under this rule may be given on conditions limiting the exercise of the power delegated, or time or circumstances.
- (4) Despite any delegation under this rule, the board may continue to exercise the power delegated.
- (5) If a power is exercised by a director (alone or with another director) and the exercise of the power is evidenced in writing, signed by the director in the name of the board or in his or her own name on behalf of the board, the power is taken to have been exercised by the board. This is so whether or not a resolution delegating the exercise of the power to the director was in force when the power was exercised, and whether or not any conditions mentioned in subrule (3) were observed by the director exercising the powers.
- (6) A committee may elect a chairperson of their meetings. If no chairperson is elected, or, if at a meeting the chairperson is not present within 15 minutes after the time appointed for

holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

- (7) A committee may meet and adjourn as it thinks appropriate. Questions arising at a meeting must be decided by a majority of votes of the members present and voting and if the votes are equal, the chairperson has a second or casting vote.

45 Other committees

- (1) The board may by resolution appoint committees of members or other persons or both, to act in an advisory role to the board and to committees of directors.
- (2) Rule 44 (6) and (7) apply to committees appointed under this rule, with the changes approved by the board.
- (3) The quorum for a meeting of the committee is half the number of committee members (or, if half is not a whole number, the whole number next higher than one half).

46 Minutes

- (1) The board must keep minutes of meetings and, in particular, of:
 - (a) all appointments of officers and employees made by the directors; and
 - (b) the names of the directors present at each meeting of the board and of a committee of the board; and
 - (c) all resolutions and proceedings at all meetings of the co-operative and of directors and of committees of directors.
 - (d) Any declarations of conflict by the directors or members /provisional members.
 - (e) The number of attendees of every meeting and if anyone is attending and acting within their job capacity.
 - (i) If an attendee is acting within their job capacity then a director will need to follow up with said attendee to gather their hourly rate information to be put on file to inform any acting grants 'in-kind hours'
- (2) Minutes must be entered in the appropriate records within 28 days of the meeting to which they relate was held.
- (3) The minutes are to be signed within a reasonable time after the meeting to which they relate by either the chairperson of that meeting or the chairperson of the next meeting.

Part 5 Rules

47 Amendments and copies of rules (CNL ss57 & 60-63)

- (1) Any amendment of the rules must be approved by special resolution. However, if model rules are adopted in the manner specified under section 65(a) of the Law, any amendments to the model rules as notified by the Registrar are included in the co-operative's rules without the need for a special resolution.

- (2) A proposal to amend the rules of the co-operative must be made in a form approved by the board which clearly shows the existing rule or rules concerned and any proposed amendment to the rules.
- (3) A member/provisional members is entitled to a copy of the rules free of charge and can access them from the website or be sent a digital copy.

Part 6 Administrative matters

48 Seal (CNL ss49 & 223)

- (1) This rule applies if the co-operative chooses to authenticate a document under the common seal of the co-operative.
- (2) The co-operative's name and registration number must appear on its common seal and any official seal. The common seal must be kept at the registered office in the custody that the board directs.
- (3) The co-operative may have one or more official seals for use outside the State or Territory in place of its common seal. Each of the additional seals must be a facsimile of the common seal with the addition on its face of the name of the place where it is to be used.
- (4) The seal of the co-operative must not be affixed to an instrument other than under a resolution of the board. Two directors, or one director and the secretary, must be present and must sign all instruments sealed while they are present.

49 Inspection of records and registers (CNL ss214 & 215)

- (1) Members/provisional members of the co-operative have free access to the records and registers referred to in section 214 (1) of the Law and they may make a copy of any entry in the registers free of charge.
 - (a) Any information obtained is gathered with the understanding that the use or distribution of that information maybe limited or prohibitive.
- (2) Members /provisional members do not have access to the minutes of board or committee meetings, but may request access to any such minutes in writing addressed to the board.

50 Safe keeping of securities

Certificates and documents or duplicates of them pertaining to securities and important information must be safely kept by the co-operative in the way and with the provision for their security as the board directs.

51 Notices to members (CNL s611)

- (1) This rule applies in addition to section 611 of the Law regarding how a notice or other document may be given to a member of the co-operative.

- (2) A notice or other document required to be given to a member/provisional member of the co-operative may be given by any form of technology where the member/provisional member has given consent and notified the co-operative of the relevant contact details.
 - (a) It is the duty of the member/provisional member/ patron to keep the co-operative updated with their current means of contact.
- (3) If a notice is sent by post, service is taken to be effected at the time at which the properly addressed and prepaid letter would be delivered in the ordinary course of post. In proving service by post, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (4) A notice forwarded by some other form of technology is taken to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.

Part 7 Accounting and financial matters

52 Financial year

The financial year of the co-operative ends on June 30th.

53 Accounts

- (1) The board must have at least one financial institution account, electronic or otherwise, in the name of the co-operative, into which all amounts received by the co-operative must be paid as soon as possible after receipt.
 - (a) During the formation of the co-operative the board has 6 months from formation to secure said account.
- (2) All cheques drawn on the accounts, and all drafts, bills of exchange, promissory notes and other negotiable instruments, of the co-operative must be signed by 2 authorised persons.
- (3) The operation of any electronic accounts must be restricted so that there is a requirement for authorisation by 2 authorised persons.
- (4) For the purposes of this rule, an **authorised person** is:
 - (a) a director; or
 - (b) a person approved by the board.
- (5) A copy of all financial transactions must be given to the acting Treasurer to be put on file.

54 Appointing an auditor or reviewer for small co-operative (optional rule) (CNL s298)

- (1) The co-operative must appoint a reviewer in respect of its financial statements.
- (2) The appointment of a reviewer under this rule is to be made at an annual general meeting.
- (3) The co-operative may appoint another reviewer at a subsequent annual general meeting if there is a vacancy in the office of the reviewer.

(4) The provisions of section 300(2) of the Law apply to a reviewer appointed under this rule in the same way (but with any necessary adaptations) as they apply to an auditor appointed for a large co-operative.

55 Appointing an auditor or reviewer for a small co-operative if there is a direction under the Law (CNL ss271 & 272)

- (1) If a small co-operative is directed to prepare a financial report under section 271 or 272 of the Law and the direction requires that the financial report be reviewed, the board must appoint a reviewer (as the case may be) within one month of the direction.
- (2) A reviewer appointed under this rule holds office until the financial report prepared as a result of the direction has been reviewed and sent to members.

56 Disposal of surplus funds during a financial year (CNL ss355-358)

- (1) The board may retain all or part of the surplus arising in any year from the business of the co-operative, to be applied for the benefit of the co-operative.
- (2) No part of the surplus may be paid or transferred directly or indirectly, by way of profit, to members of the co-operative.
- (3) A part of the surplus, but not more than 30 %, arising in any year from the business of the co-operative may be applied for charitable purposes.

57 Provision for loss

The board must make appropriate provision for losses in the co-operative's accounts and when reporting to members is to indicate whether the loss is expected to continue and whether there is any real prejudice to the co-operative's solvency.

58 Financial reports to members (CNL Part 3.3)

The co-operative must prepare financial reports and statements in accordance with the Law, the National Regulations and these rules.

Part 8 Winding up

59 Winding up (CNL Part 4.5)

- (1) The winding up of the co-operative must be in accordance with Part 4.5 of the Law.
- (2) If, on the winding-up or dissolution, there remains after the satisfaction of all its debts and liabilities any property, this must not be paid to or distributed among the members of the co-operative but must be given or transferred *to an institution or institutions*:
 - (a) with objects similar to those of the co-operative; and
 - (b) whose constitution prohibits the distribution of its property among its members; and
 - (c) chosen by the members of the co-operative at or before the dissolution or, in default, by the a judge of the court with jurisdiction in the matter.

Part 9 Appendices

60 Behavioural Contract

To remain in good standing as a member / provisional member the following must be read, agreed too and signed: I, _____ (name) As a member/ provisional member (circle one) of RedWest agree to treat others how I wish to be treated within the co-operative and as such will:

- use professional and respectful language in all correspondence with the co-operative and my fellows.
- maintain respectful and appropriate conduct during meetings
- be supportive of my fellows
- be respectful of the diverse backgrounds and opinions
- not use discriminatory language
- not say, write or post negative views about RedWest or it's members /provisional members.

sign

date

61 Statement of Proxy for RedWest meetings:

_____ (name of co-operative)

I _____ (name) of _____ (address)

being a member of the co-operative appoint _____ (name) of
_____ (address)

as my proxy or, in that person's absence, the chairperson of the meeting or a person nominated by the chairperson as my proxy, to vote for me and on my behalf at the _____(type of meeting) meeting of the co-operative, to be held on the _____ day of _____ 20 ____ and at any adjournment of the meeting.

I wish for my proxy, _____ (name) to vote:

(chose one option:)

- A. For / Against (circle one) on _____ resolution.
- B. To vote on my behalf however they think I would vote on _____ resolution.
- C. To vote on my behalf however they think I would vote on any resolution, show of hands, or poll that arises at said meeting.

Signed this _____ day of _____ 20 ____

62 Structure of the Co-operative illustrated:

MEMBERS:

Members & Provisional members are creatives in Melbourne's west that are looking to join together to leverage their people power to get more exposure for their practice, strengthen the identity of the arts sector in the west, and collaborate on projects and in spaces with other creatives. Members (full) elect the board.

Advisory Committee(s):

Highly engaged members or specialists (member and non-members) that will sit in on board meetings or be formed to advise

The Board of Directors:

Elected annually by the members, the board jointly oversee the activities of the co-operative and is accountable to the voting members of the organisation. There are at least 5 Directors on the board, which consists of:

President: Acts as the public face of the co-op, is responsible for the overall running of the co-operative, is the default chairperson for meetings and is expected to research new opportunities for the co-operative.

Vice President: Acts in the President's stead when they are unavailable and provides support to the President in overseeing and leading the organisation as well as looking out for and sourcing new opportunities.

Secretary: is responsible for taking the minutes of meetings, keeping up with member's details, and supporting the CEO/Managing Director with official correspondence to members.

Treasurer: is responsible for putting together the annual financial report, is the point of approval for the CEO/Managing Director's spending, and is always one of the organisation's signatories in financial matters.

Grants Officer/ Funding Officer: Assists the CEO/Managing director in securing funding for the organisation by helping apply for grants as well as track their progress and put together the acquittal. The Grants Officer can choose to be the point of contact for an active grant or can pass on the handling of it to the CEO/Managing Director once funding has been secured.

The Board appoints/hires a CEO, or if they are also on the board then a Managing Director to run the day to day business of the co-operative. Salary is decided by the board and is dependent upon expected workload, projects etc.

Managing Director (or CEO)

The Managing Director is responsible for the day to day running of the Co-op including the upkeep of digital presences, daily administrative tasks, marketing, and is the main point of contact of the Co-op to the public. Reports the the board, is hired by the board and salary is determined by the board.

Employees:

Are hired by the Managing Director with the board's approval for specific services. Can be members or non-members and can be short or long term contracts.