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THE RULES
OF THE
VICTORIAN ABORIGINAL HEALTH SERVICE
CO-OPERATIVE LIMITED

Co-operatives Act 1996

1. Definitions

In these Rules:-

- "Act" means the *Co-operatives Act 1996*;
- "Appendix" means Appendix to these Rules;
- "Board" means the Board of the Co-operative;
- "General Meeting" means any general or special meeting;
- "Member" means a member of the Co-operative;
- "Month" means calendar month;
- "Registrar" means the person for the time being holding the office of Registrar of Co-operatives under the Act;
- "Regulations" means the *Co-operative Regulations 1997*.

2. Members to abide by Co-operative Principles

The Co-operative and its members must comply with the Co-operative Principles to the extent that they apply to them.

3. Alteration of the Rules

- (1) These Rules may be altered by a special resolution in accordance with s113 of the Act or by a resolution of the Board in accordance with s114 of the Act.
- (2) A proposed alteration of these Rules must be approved by the Registrar under s112 of the Act before the resolution altering the Rules is passed.
- (3) Alteration of these Rules does not take effect unless and until it is registered by the Registrar under s115 of the Act.
- (4) Any member is entitled to obtain from the Co-operative a copy of these Rules on payment of the amount set out in Appendix 1.

4. Name

- (1) The name of the Co-operative is the name specified in Part 1 of Appendix 2.

- (2) The Co-operative may change its name in accordance with s255 of the Act.
- (3) The Co-operative may abbreviate its name in accordance with s253 of the Act.

5. Active Membership Provisions

- (1) The primary activity of the Co-operative is the activity set out in Part 2 of Appendix 2.
- (2) In order to establish active membership of the Co-operative a member must comply with the requirements set out in Part 3 of Appendix 2.
- (3) All members must be active members of the Co-operative.
- (4) If a member fails or ceases to be an active member, the Board must in accordance with Division 4 of Part 6 of the Act:-
 - (a) declare the membership of the member cancelled; and
 - (b) declare the shares of the member forfeit.

6. Qualifications Required for Membership

- (1) A person is not qualified to be admitted to membership unless there are reasonable grounds for believing that the person will be an active member of the Co-operative.
- (2) Every member shall hold at least one (1) share.
- (3) Membership of the Co-operative shall be restricted to persons who:
 - (a) are not under the age of 18 years;
 - (b) are of Australian Aboriginal or Torres Strait Islands descent;
 - (c) Reside in the State of Victoria.
- (4) No formal proof of Australian Aboriginal, Torres Strait Islands descent shall be required from any applicant for membership but subject thereto a person shall be prima facie deemed to be of Australian Aboriginal or, Torres Strait Islands descent if she/he considers herself/himself so as to be and is recognised by the community in which she/he lives so to be.

7. Membership and Shares

- (1) An application for membership or shares of the Co-operative must:-
 - (a) be in a form approved by the Board;
 - (b) be lodged at the registered office of the Co-operative; and
 - (c) be accompanied by the relevant fee or amount set out in Part 1 of Appendix 3.
- (2) An application for membership must include an application for a share in the Co-operative.
- (3) The Board must consider each application.
- (4) The Board at its sole discretion may accept or reject an application for membership or shares and need not give any reason for its decision.
- (5) If the board approves an application for membership or shares:-
 - (a) the relevant shares must be allotted to the applicant; and
 - (b) the Board must ensure that the name of the person and the number of shares allotted is entered in the register of members, Director and shares in accordance with s75 and s224 of the Act; and
 - (c) the Board must notify the applicant in writing of allotment of shares and of the entry in the register; and
 - (d) the applicant for membership becomes entitled to exercise the rights of membership when:-
 - (i) the member's name appears in the register of members; and
 - (ii) the member has paid to the Co-operative the relevant fee set out in Part 2 of Appendix 3.
- (6) If the Board rejects an application, the whole of the money lodged in respect of the application must be refunded to the applicant without interest.

8. Ceasing Membership

A person ceases to be a member in each of the following circumstances:-

- (a) if the member's membership is cancelled under Part 6 of the Act;

- (b) if the member is expelled in accordance with these Rules;
- (c) if the member becomes bankrupt and:-
 - (i) the trustee of the member's estate disclaims any debt, contract, duty or liability of the member with the Co-operative; or
 - (ii) the bankrupt member or trustee is unable to pay monies due to the Co-operative by the member or the trustee in his/her capacity as trustee;
- (d) on the death of the member;
- (e) if the contract of membership is rescinded on the ground of misrepresentation or mistake;
- (f) if the member's share is transferred to another person and the transferee is registered as the holder of the share;
- (g) if the member's share is forfeited in accordance with the provisions of the Act or the provisions of these Rules;
- (h) if the member's share is purchased by the Co-operative in accordance with the provisions of these Rules;
- (i) if the member's share is sold by the Co-operative pursuant to any power in these Rules and the purchaser is registered as holder in the member's place;
- (j) if the amount paid up on the member's share is repaid to the member in accordance with the provisions of these Rules;
- (k) on notice in writing by the member to the Secretary, of the member's resignation from membership; or
- (l) in the case of the member being a Body Corporate, if the Body is dissolved.

9. Expulsion of Members

- (1) A member may be expelled from the Co-operative if the Co-operative by special resolution determines that the member should be expelled on the ground that:-
 - (a) the member has failed to discharge the member's obligation to the Co-operative under the Act or these Rules;
 - (b) the member has acted in a manner that has:-

- (i) prevented or hindered the Co-operative in carrying out any of its primary activities; or
 - (ii) brought the Co-operative into disrepute; or
 - (c) the member has acted in a manner contrary to any of the Co-operative Principles and in so acting caused the Co-operative harm.
- (2) The member must be given at least twenty-eight (28) days written notice of the proposed resolution and of the date, time and place of the meeting at which the resolution will be moved.
- (3) The procedure at the general meeting to consider the proposed resolution is as follows:-
- (a) the member must be given a reasonable opportunity to be heard at the meeting;
 - (b) the member is entitled to call witnesses and to cross-examine witnesses called against the member;
 - (c) if the member fails, without reasonable excuse, to attend at the time and place of which notice has been given, the Co-operative may consider the matter in the absence of the member;
 - (d) after considering the matter, the Co-operative may by special resolution determine to expel the member.
- (4) The expulsion of the member does not take effect until the special resolution is registered with the Registrar.
- (5) When a member is expelled, the Co-operative must, in accordance with s82 of the Act, repay to the member an amount determined in accordance with that section in respect of the member's shares and cancel the member's shares.

10. Suspension of Members

- (1) A member may be suspended from membership of the Co-operative for a period not exceeding one (1) year if the Co-operative, by special resolution, determines that the member should be suspended on the ground that:-
- (a) the member has contravened these Rules; or
 - (b) the member has failed to discharge the member's obligations to the Co-operative under these Rules; or

- (c) the member has acted in a manner detrimental to the Co-operative.
- (2) The member must be given at least twenty-eight (28) days written notice of the proposed resolution and of the date, time and place of the meeting at which the proposed resolution will be moved.
- (3) The procedure at the general meeting to consider the proposed resolution is as follows:-
 - (a) the member must be given a reasonable opportunity to be heard at the meeting;
 - (b) the member is entitled to call witnesses and to cross examine witnesses called against the member;
 - (c) if the member fails, without reasonable cause, to attend at the time and place of which notice has been given, the Co-operative may consider the matter in the absence of the member;
 - (d) after considering the matter, the Co-operative may by special resolution determine to suspend the member.
- (4) A member who is suspended ceases, during the suspension, to have the rights of a member except as otherwise provided in the Act or these Rules.

II. Disputes.

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between:-
 - (a) a member and another member; or
 - (b) a member and the Co-operative.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting under sub-rule [2] if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:-
 - (a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:-

- (i) in the case of a dispute between a member and another member, by the Board of the Co-operative; or
- (ii) in the case of a dispute between a member and the Co-operative, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice)

(5) A member of the Co-operative can be a mediator.

(6) the mediator cannot be a member who is a party to the dispute.

12. Fines

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

13. Capital and Shares

The capital of the Co-operative is to be raised by the issue of shares which are to have a nominal value as described in Part 2 of Appendix 3.

14. Liability of Members

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

15. Calls on Shares

- (1) The Board may make calls on the members in respect of any money unpaid on their shares.
- (2) Sub-rule [1] does not apply if the terms of issue of the shares provide for the money unpaid on the share to be paid at fixed times.
- (3) A call must not:-

- (a) exceed one-quarter of the sum of the nominal value of the share; or
- (b) be payable earlier than one (1) month after the day fixed for the payment of the last preceding call.
- (4) A member must be given at least fourteen (14) days notice specifying the time or times and place of payment of the call.
- (5) A member who receives notice of a call must pay the amount of the call on the member's shares to the Co-operative at the time or times and at the place specified in the notice.
- (6) The Board may revoke or postpone a call.
- (7) A sum that becomes payable on a share under the terms of issue of the share is deemed for the purposes of these Rules to be an amount payable on a call notified under this Rule as if the time and place for payment specified in the terms of issue were the time and place for payment of the call.
- (8) The Board may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.

16. Forfeiture of Shares

- (1) If a member fails to pay a call on any day appointed for the payment of the call, the Board may serve a notice on the member requiring payment of such of the call as is unpaid.
- (2) The notice must:-
 - (a) specify a day (being not less than twenty-eight (28) days after the date of service of the notice) on or before which the payment required by the notice is to be paid; and
 - (b) state that if the payment is not paid, the shares in respect of which the call was made are liable to be forfeited.
- (3) If the payment is not made in accordance with the notice, the Board may, by resolution, declare that the shares are forfeited.
- (4) The Board's declaration has the effect of forfeiting the shares concerned.

17. Share Certificates

- (1) The Board, on application of a person holding shares in the Co-operative, must issue to that person, without payment, a certificate under the seal of the Co-operative specifying the shares held by that person and the amount paid up on those shares.
- (2) However, if the shares are held jointly:-
 - (a) the Board is not required to issue more than one (1) share certificate in respect of those shares; and
 - (b) the delivery of the share certificate to one joint shareholder is sufficient delivery to all.
- (3) If the Board is satisfied that a share certificate issued by the Co-operative is defaced, lost or destroyed, the Board may issue a duplicate certificate on payment of a fee (not exceeding \$10) determined by the Board.

18. Sale of Members' Shares

Subject to s172 of the Act, the Co-operative may sell a member's shares at the request of the member.

19. Transfer and Transmission of Shares

- (1) The instrument of transfer of any share shall be executed by or on behalf of the transferor (*the giver*) and the transferee (*the receiver of the share*).
- (2) The transferor remains the holder of the share until the name of the transferee is entered in the register of members in respect of the share.
- (3) A transfer of shares is to be in the form of Appendix 4 or in a form approved by the Board.
- (4) A share can not be sold or transferred except:-
 - (a) with the consent of the Board, to any person who is qualified to be admitted to membership of the Co-operative under Rules 5 or 6; or
 - (b) as otherwise provided by the Act or these Rules.
- (5) The Board may refuse to register a transfer of shares:-
 - (a) to a person who is not eligible to be a member; or

- (b) to a person whom the Board does not approve; or
 - (c) if the Co-operative has a lien or charge over the shares.
- (6) If the Board refuses to register a transfer of shares, it must send written notice of its decision to the proposed transferee within fourteen (14) days after making that decision.
- (7) The Board may decline to recognise any instrument of transfer unless -
- (a) a fee in accordance with Appendix 1 is paid by the member to the Co-operative for the transfer; and
 - (b) the instrument of transfer is accompanied by the certificate (if any) 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.
- (8) The Board may suspend the registration of transfers during the fourteen (14) days immediately preceding the annual general meeting in each year.

20. Forfeitures and Cancellations - Inactive Members

- (1) In accordance with s131 of the Act, the Board, after giving any notice required under s136 of the Act, 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 period of at least three years before that time; or
 - (b) the member is not presently an active member of the Co-operative and has not been an active member of the Co-operative at any time during the period of three (3) years immediately before that time.
- (2) Sub-rule [1] applies to a member only if he or she was a member of the Co-operative throughout the period referred to in paragraph [a] or [b], as the case requires.
- (3) In accordance with s132 of the Act, the Board must declare the shares of the member to be forfeited at the same time as the member's membership is cancelled under s131 of the Act.
- (4) The Board's declaration has the effect of forfeiting the shares concerned.

- (5) If the membership of a member is cancelled any amount due to the member in respect of the cancellation must be dealt with in accordance with s138 of the Act.

21. Forfeited Shares

A person whose shares have been forfeited under the Act or these Rules remains liable to the Co-operative for any amount still unpaid at the date of forfeiture in respect of those shares.

22. Death of a member

- (1) Subject to s84, s173 and s174 of the Act, on the death of a member, the Board must transfer the deceased member's share or interest in the Co-operative to:-

- (a) the executor or administrator of the deceased member; or
- (b) with the consent of the Board, to a person:-
 - (i) who is specified by the personal representative of the deceased member in an application under s84 of the Act; and
 - (ii) who is qualified to be a member in accordance with the Act and these Rules.

- (2) The Board may transfer the share or interest of a deceased member to a person entitled in accordance with s85 of the Act if:-

- (a) the total value of the shares or interest is less than \$10,000 (or such other amount as may be prescribed by the Regulations);
- (3) there has not been a grant of administration of the estate, or probate of the will of the deceased member.

23. Registration as Trustee, Executor or Administrator

- (1) In accordance with s166, s167 and s168 of the Act, the following persons may be registered as the holders of a share in the Co-operative:-
- (a) the trustee, executor or administrator of the estate of a dead person, if the dead person was the holder of that share or was entitled in equity to that share;

- (b) the administrator of the estate of an incapable person, if the incapable person was the holder of that share or was entitled in equity to that share.
- (c) the official Trustee in Bankruptcy, if a bankrupt was the holder of that share or was entitled in equity to that share.
- (2) if a person is entitled in equity to a share in the Co-operative, the consent of the Co-operative and the holder of the share must be obtained before a person can be registered in respect of that share pursuant to sub-rule [1].

24. Entitlements and Liabilities of Person Registered Trustee, Administrator, etc

Subject to the Act, a person registered pursuant to s166, 167 or s168 of the Act or Rule 23 is, while registered:-

- (1) entitled to the same dividends and other benefits; and
- (2) in accordance with s169 of the Act, subject to the same liabilities and only those liabilities

in respect of the shares as those to which the person would have been subject if the share had remained, or had been, registered in the name of the dead person, the incapable person or the bankrupt.

25. Transfer and Transmission of Debentures

- (1) the instrument of transfer of a debenture must be executed by the transferor (the giver) and the transferee (the receiver).
- (2) The transferor remains the holder of the debenture until the Board consents to the transfer and the name of the transferee is entered in the registers of debentures in respect of the debenture.
- (3) A transfer of debentures must be in the form of Appendix 4 or in a form approved by the Board.
- (4) The Board may decline to recognise any instrument of transfer of a debenture and may decline to register the transfer unless:-
 - (a) a fee in accordance with Appendix 1 is paid to the Co-operative for the transfer; and
 - (b) the instrument of transfer is accompanied by the debenture and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

- (c) any stamp duty payable in respect of the instrument of transfer has been paid.
- (5) If the Board refuses to register a transfer of debenture, it must send written notice of its decision to the proposed transferee within twenty-eight (28) days after making that decision.

26. Annual General Meetings

- (1) In accordance with s204 of the Act, the first annual general meeting of the Co-operative must be held at any time within nineteen (19) months after the incorporation of the Co-operative.
- (2) The second or any subsequent annual general meeting of the Co-operative must be held within:
 - (a) five (5) months after the close of the financial year of the Co-operative; or
 - (b) any further time that may be allowed by the Registrar or is prescribed.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) All general meetings of the Co-operative other than the annual general meeting shall be special general meetings.
- (5) If the Board does not hold an annual general meeting within the required time, the members may requisition the meeting in accordance with s209 of the Act.

27. Special General Meetings

- (1) A special general meeting of the Co-operative may be convened at any time by the Board of Directors.
- (2) In accordance with s209 of the Act, the Board must convene a general meeting of the Co-operative on the written requisition of the number of active members of the Co-operative, who together are able to cast at least 20% of the total number of votes to be cast at a meeting of the Co-operative.

28. Notice of General Meetings

- (1) The Board must give each member at least fourteen (14) days notice of each general meeting.

- (2) the notice must be given in accordance with s460 of the Act.
- (3) The notice must specify the place, the day and the time of the meeting and if special business is to be transacted, set out generally the nature of the special business.
- (4) If a special resolution is to be proposed at the meeting at least twenty-one (21) days notice of that special resolution must be given to the members of the Co-operative in accordance with s192 of the Act.
- (5) A member of the Co-operative who wishes to propose a resolution at a general meeting must give the Co-operative written notice of the resolution.
- (6) If notice of an ordinary resolution is given under sub-rule [5] at least fourteen (14) days before the Board gives notice of the meeting, the Board must include details of that resolution in the notice of the meeting.
- (7) Provided that by a vote of the members at any General Meeting the requirements of this paragraph (2) may be dispensed with in respect of any proposed resolution raised at that meeting other than a proposed resolution of no confidence in the board or to the effect thereof upon the members so determining to deal with such proposed resolution all formalities concerning notice thereof shall be deemed to have been complied with.

29. Business at General Meetings

- (1) The ordinary business at the annual general meeting shall be:-
 - (a) to confirm minutes of the last preceding general meeting (whether annual or special);
 - (b) to receive from the Board, auditors or any officers of the Co-operative; reports upon transactions of the Co-operative during the financial year, including balance sheet, trading account, profit and loss account, statement of cash flows and state of affairs at the end of that year;
 - (c) to elect and determine the remuneration (if any) of Directors.
- (2) The annual general meeting may also transact special business of which notice has been given to members in accordance with these Rules.
- (3) All business of a general meeting, other than ordinary business, is special business.

30. Quorum at General Meetings

- (1). An item of business must not be transacted at a meeting of a Co-operative unless a quorum of members entitled to vote is present during the transaction of that item.
- (2) Subject to sub-rule [3] the quorum of the Co-operative is five [5] members entitled to vote at a meeting of the Co-operative plus -
 - (a) if the active membership of the Co-operative exceeds fifty [50] but does not exceed two hundred [200], one [1] additional member for each ten [10] members after the first fifty [50] active members; and
 - (b) if the active membership of the Co-operative exceeds two hundred [200], the additional members referred to in paragraph [a] and one [1] additional member for each fifty [50] members after the first two hundred [200] members.
- (3) If within half an hour after the appointed time for the meeting a quorum is not present, the meeting -
 - (a) if convened upon the requisition of members, is abandoned; and
 - (b) in any other case is to be adjourned to the same day and time in the next week at the same place.
- (4) If at an adjourned meeting, under sub-rule [3][b], a quorum is not present within half an hour after the time appointed for the meeting the meeting must be abandoned.

31. Presiding at General Meetings

- (1) Subject to this Rule, the Chairperson of the Board presides at every general meeting of the Co-operative.
- (2) If the Chairperson of the Board is unable or unwilling to preside or is not present within fifteen [15] minutes after the appointed time for the meeting, the members present must select one of their number to preside.
- (3) The person selected under sub-rule [2] presides at the meeting until the time that the Chairperson attends and is willing to act.

32. Adjournment of Meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and from place to place.
- (2) The person presiding must, if directed by a majority of members present at the meeting, adjourn the meeting to a date and time agreed.
- (3) No business may be transacted at the adjourned meeting other than business unfinished at the meeting which was adjourned.
- (4) This Rule only applies if there is a quorum at the meeting to be adjourned.

33. Standing Orders at Meetings

- (1) Subject to sub-rule [3], the following Standing Orders must be observed at general meetings of the Co-operative:-
 - (a) the mover of a proposition must not speak for more than ten (10) minutes. Subsequent speakers are allowed five (5) minutes, and the mover of the proposition five (5) minutes to reply. The meeting may however, by simple majority, extend in a particular instance the time permitted by this Rule.
 - (b) If an amendment to an original proposition is proposed, no second amendment may be considered until the first amendment is disposed of.
 - (c) if an amendment is carried, the proposition as so amended displaces the original proposition and may itself be amended.
 - (d) if an amendment is defeated, then a further amendment may be moved to the original proposition. However, only one amendment may be submitted to the meeting for discussion at one time.
 - (e) The mover of every original proposition, but not of an amendment, has the right of reply. Immediately after this, the question must be put from the Chair. No other member may speak more than once on the same question, unless permission is given for an explanation, or the attention of the Chairperson is called to a point of order.
 - (f) Propositions and amendments must be submitted in writing, if requested by the Chairperson.

- (g) Any discussion may be closed by a resolution "*that the question be now put*" being moved and seconded, and carried. That resolution must be put to the meeting without debate.
- (2) Any member, or visitor invited to attend the meeting by the Board, may speak on any issue at a meeting with the permission of the Chairperson, subject to any conditions imposed by the Chairperson.
- (3) Standing Orders may be suspended for any period by ordinary resolution.

34. Attendance and Voting at General Meetings

- (1) the right to vote attaches to membership and not shareholding.
- (2) A member of the Co-operative is not entitled to vote at a meeting of the Co-operative unless that person is an active member of the Co-operative.
- (3) Subject to the Act and this Rule, every member of the Co-operative has only one (1) vote at a meeting of the Co-operative.
- (4) In the case of joint membership:-
 - (a) the joint members have only one (1) vote between them; and
 - (b) that vote may be exercised by the member whose name appears first in the register of members unless the other joint members otherwise direct.
- (5) Subject to the Act and these Rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of member present at the meeting and voting.
- (6) In accordance with s208[2] of the Act, unless a poll is demanded by at least five (5) members, a question for decision at a meeting must be determined by a show of hands.
- (7) In the case of an equality of votes at a meeting of the Co-operative, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded may exercise a second or casting vote.

35. Postal Ballot

- (1) The manner of voting shall be in accordance with the Regulations.
- (2) A special postal ballot or a postal ballot must be held:-
 - (a) when required by the Act; or
 - (b) in accordance with s202 of the Act, on the written requisition of the number of active members of the Co-operative 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; or
- (3) if approved by the members by ordinary resolution.

36. Poll at General Meetings

- (1) If a poll (or ballot) is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (2) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

37. Special and Ordinary Resolutions

- (1) A special resolution is a resolution which is passed in accordance with s192 and s193 of the Act:-
 - (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) An ordinary resolution is a resolution passed by a simple majority at a general meeting or in a postal ballot by members.
- (3) A special resolution has effect from the date that it is passed unless it is required to be registered under s196[2] of the Act.

38. Board of Directors

- (1) There shall be a Board of seven (7) Directors.
- (2) A Director must be:-
 - (a) a natural person; and
 - (b) not less than eighteen (18) years of age.

39. Qualifications of Directors

- (1) Subject to sub-section 2 hereof, a person is not qualified to be Director unless he/she is a member of the co-operative or a representative of a body corporate which is a member of the co-operative.
- (2) Notwithstanding sub-section 1 hereof, a member who is also an employee of the Co-operative is not qualified to be a Director.
- (3) A person must not act as a Director if the person is disqualified under s214 of the Act.
- (4) The first directors shall be elected at the meeting for the formation of the co-operative.
- (5) There is no eligibility to be a Director other than in accordance with this clause, and there shall be no independent Directors of the Co-operative.

40. Retirement of Directors

- (1) At the first annual general meeting of the Co-operative four (4) of the Directors must retire and at the next annual general meeting three (3) of the Directors must retire and this pattern of rotation is to continue in the ensuing years.
- (2) A retiring Director retains office until the close of the meeting at which his or her successor is elected.
- (3) The Directors to retire in any one year are, subject to the provisions as to the filling of casual vacancies, those that have been longest in office since their last election and if there are two (2) or more Directors who become Directors on the same day, those who retire must be determined by lot unless they otherwise agree among themselves.
- (4) A retiring Director is eligible for re-election.

41. Election of Directors

- (1) At least six (6) weeks before an annual general meeting, the Board must:-
 - (a) notify all members of the number of Directors retiring at the annual general meeting; and
 - (b) advise the members of:-
 - (i) their eligibility to nominate as a Director; and
 - (ii) the duties and responsibilities of a Director; and
 - (iii) the anticipated remuneration (if any); and
 - (iv) the nomination and election procedures.
- (2) Not less than six (6) weeks before the annual general meeting a notice must be displayed at the registered office of the Co-operative inviting nominations of candidates for election as Directors.
- (3) A nomination must:-
 - (a) be signed by two (2) members; and
 - (b) provide details of the qualifications and experience of the person nominated; and
 - (c) be accompanied by a notice in writing signed by the candidate, agreeing to his or her nomination.
- (4) The nomination and notice referred to in sub-rule [3] must be lodged at the registered office of the Co-operative at least twenty-one (21) days before the annual general meeting.
- (5) Details of each person who has been nominated must be given to members with the notice of the annual general meeting by the Secretary or an officer nominated by the Board.
- (6) Details to be provided to members must include the candidate's:-
 - (a) name; and
 - (b) age; and
 - (c) qualifications and experience; and
 - (d) length of any previous service as a Director of the Co-operative or with any other Co-operative.

42. Manner of Election

- (1) The ballot for the election of Directors must be conducted at the annual general meeting in the manner that the Board directs.
- (2) If, at the annual general meeting at which an election of Directors ought to take place, the place of any retiring Directors is not filled, the meeting stands adjourned until the same day and time in the next week and at the same place unless another place is specified by a Director or officer of the Co-operative:-
 - (a) at the time of the adjournment; or
 - (b) by written notice to members given before the day to which the meeting is adjourned.
- (3) at the resumption of the adjourned meeting nomination for any unfilled positions of Directors may be received and an election may be held.

43. Casual Vacancy

If there is a casual vacancy in the office of Director under s219 of the Act, the Board may appoint a person to fill that vacancy but the person must retire at the next annual general meeting.

44. Removal from the Office of Director

The Co-operative may by special resolution remove any Director from office before the end of the Director's period of office.

45. Remuneration

In accordance with s229 of the Act, a Director of the Co-operative must not be paid any remuneration for services as a Director other than fees, concessions and other benefits that are approved at a general meeting of the Co-operative.

46. Deputy Directors

- (1) In the absence of a Director from a meeting of the Board, the Board may appoint a person to act as a deputy for that Director.
- (2) A person appointed under sub-rule [1] must:-
 - (a) be a member, if the absent Director is a member;

- (b) be a representative of a Body Corporate if the absent Director is a representative of that Body Corporate;
- (3) A person appointed a deputy may act in the place of the Director for whom he or she is deputy.
- (4) The other members of the Board may by a majority remove a deputy Director from office.
- (5) A deputy Director vacates office:-
 - (a) if the deputy Director is removed from office under this Rule; or
 - (b) if the Director for whom he or she is deputy ceases to hold office; or
 - (c) if the deputy Director dies; or
 - (d) if the deputy Director resigns.
- (6) A deputy Director while acting as a Director is entitled to the same remuneration as that to which the Director for whom he or she is deputy would have been entitled.

47. Proceedings of the Board

- (1) Meetings of the Board are to be held as often as may be necessary for properly conducting the business of the Co-operative and must in any case, be held at least every three (3) months;
- (2) Questions arising at any meeting shall be decided by a majority of votes.
- (3) In the case of an equality of votes, the Chairperson has a second or casting vote.
- (4) A Director may call a meeting of the Board of Directors by giving notice individually to every other Director.
- (5) Except in special circumstances determined by the Chairperson, at least forty-eight hours notice shall be given to the Directors of all meetings of the Board.

48. Quorum for Board Meetings

The quorum for a meeting of the Board is four (4).

49. Chairperson of the Board

- (1) The Chairperson of the Board shall be elected by the Board.
- (2) If the Chairperson of the Board is unable or unwilling to preside or is not present within fifteen (15) minutes after the time appointed for meetings of the Board, the members present must elect one of their number to preside.
- (3) The person selected under sub-rule [2] presides at the Board meeting until the time that the Chairperson attends and is willing to act.
- (4) The Board may by ordinary resolution remove the Chairperson from office.
- (5) A Chairperson shall be elected in the last month of each financial year.

50. Financial Year

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

51. Seal

- (1) In accordance with s254 of the Act, the Co-operative must ensure that the name of the Co-operative appears in legible characters on its common and official seals.
- (2) The common seal must be kept at the registered office of the Co-operative in such custody as the Board directs.
- (3) The Co-operative must have, for use in place of its common seal outside the State where its common seal is kept, one or more official seals, each of which must be a facsimile of the common seal of the Co-operative with the addition on its face of the name of every place where it is to be used.
- (4) The seal of the Co-operative must not be fixed to any instrument except in accordance with a resolution of the Board.
- (5) Two (2) Directors must be present when the common or official is affixed to an instrument by another person and must sign the instrument so sealed.

- (6) In accordance with s49[2] of the Act, the person affixing the official seal must certify in writing on the instrument to which it is affixed, the date and place at which it is affixed.

52. Custody and Inspection of Records

A person is entitled to make a copy of entries in a register specified in s246[1] of the Act:-

- (1) if the copy is a photocopy or electronic copy, on payment of a fee of \$1 per page to a maximum of \$20; and
- (2) in any other case, free of charge.

53. Banking

- (1) The Board must ensure that:-
 - (a) a banking account or accounts are kept in the name of the Co-operative; and
 - (b) all money received by the Co-operative is paid into that account or those accounts as soon as possible after it is received.
- (2) All cheques drawn on such accounts and all drafts, bills of exchange, promissory notes and other negotiable instruments for and on behalf of the Co-operative, must be signed by one (1) Director and countersigned by two (2) signatories, as may be authorised by the Board from time to time.

54. Safekeeping of Securities

The Co-operative must keep the securities of the Co-operative safely in the manner and with the provision for their safety that the Board directs.

55. Audit

- (1) The accounts of the Co-operative must be audited in accordance with s238 of the Act and the Regulations made under that section.
- (2) Auditors must be appointed in accordance with the Regulations under s238 of the Act to audit the accounts of the Co-operative.
- (3) Audits must be carried out annually.

56. Co-operative Funds

- (1) The funds and property of the Co-operative shall be applied solely towards the carrying out and promotion of its objects and no part shall be paid or transferred directly or indirectly by way of discount, rebate or otherwise by way of profit to members of the Co-operative.
- (2) There must be no return or distribution on surplus or share capital to members other than any entitlement they have to the nominal value of shares at winding up.

57. Provision for Loss

Subject to s271 of the Act, the Board may resolve to retain part of the surplus arising from the business of the Co-operative in any year to be applied to meet any loss on the transactions of the Co-operative.

58. Winding Up

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

CERTIFICATION

We, the undersigned, certify that this is a copy of the Rules which was presented to the formation meeting on (date)

at.....

.....

.....

.....

(Location)

for the purpose of forming a Co-operative to be known as:

.....

.....

.....

(name of Co-operative)

.....

.....

.....

.....

..... Chairperson of Formation Meeting

(signature)

.....

.....

.....

.....

..... Secretary of Formation Meeting

(Signature)

Note: This certification is signed at the Formation Meeting which is held after the Rules have been approved by the Registrar and returned to the sponsors of the proposed Co-operative.

Appendix 1

Schedule of charges:-

<i>Copy of entry in register</i>	<i>refer to Rule 52</i>
<i>Duplicate Share Certificate</i>	<i>\$10.00 (maximum)</i>
<i>Transfer of Share</i>	<i>\$10.00</i>
<i>Transfer of Charge (inclusive of transfer of debenture)</i>	<i>\$10.00</i>
<i>Copy of Rules</i>	<i>\$5.00 plus \$1.00 for each page after the first to a maximum of \$10.00.</i>

Appendix 2

Part 1

Name of Co-operative:

The Victorian Aboriginal Health Service Co-operative Limited

Part 2

Primary Activity:

The primary activity of the Victorian Aboriginal Health Service Co-operative Limited is:

- a) to acquire and to provide and maintain lands and buildings and to provide furnishings requisites and equipment for the provision of medical and ancillary services thereto, and to promote and assist clubs, societies, or other organisations in particular the Victorian Aboriginal Health Service for any such purposes.
- b) to promote and carry out any charitable purposes.
- c)
 - i) to recognise, alleviate and prevent, social physical suffering, economic, nutritional and accommodation problems whatever kind.
 - ii) to provide, in the first instance, clinics where members and others in need can receive free medical services of a general practitioner type.
 - iii) to arrange for referral, in the appropriate cases to specialist services without charge to the patient.
 - iv) to arrange for hospitalisation of patients where necessary.
 - v) to ensure that where necessary or desired by the patient, members and others are enabled to use existing health services effectively and to their own satisfaction.
 - vi) to promote knowledge and understanding among health authorities to make adequate provision for Aborigines.
 - vii) to bring matters affecting Aboriginal health to the attention of the public and governments.

- viii) to provide a home-visiting service by doctors and others in appropriate cases.
- ix) to organise such ancillary services as are necessary for the effective provision and use of medical, hospital, pharmaceutical and other services.
- x) to undertake where appropriate, health, welfare, education programmes in the Aboriginal Community.
- xi) to promote the formation of co-operatives within the Aboriginal community to remedy the nutritional and housing problems which cause or accentuate medical problems.
- xii) to encourage and assist Aborigines to undergo training in medicine and other health and welfare vocations.

Part 3

Active membership requirements:

To be an active member a member must:

1. to validly complete an application for membership in a form approved by the board.
2. to make application for a share in the co-operative with a deposit of \$0.10 for such share.

(Note: Active membership may be a regular subscription to be applied in connection with a primary activity of the co-operative: Section 126 of the Act.)

Appendix 3

Part 1

Fines

The maximum fine applicable to the Co-operative is \$100.00

(Note: The Act does not permit a fine exceeding \$100.00)

Part 2

The nominal value of a share and the amount payable per share is - \$1.00.

Fees:-

Charges:-

Subscription:-

\$ NIL

Terms:-

Appendix 4

This form can be used either for a transfer of shares or debentures.

I, ("the transferor") of
in the State of

in consideration of the sum of \$..... paid to me by C.D.

("the transferee") of in the State of

transfer to the transferee the share (or shares)/debenture or

debentures numbered
in the

.....[Name of Co-operative]

to be held by the transferee, the transferee's executors, administrators, and assigns,
subject to the several conditions on which I hold the same at the time of the execution,

and I, the transferee, agree to take the share (or shares)/debenture or debentures
subject to the conditions previously referred to in this document.

Dated this day of 2000

Signed by

..... transferor.

In the presence of

..... witness.

..... witness address

Signed by

..... transferee

In the presence of

..... witness

..... Witness address



VICTORIAN ABORIGINAL HEALTH SERVICE CO-OPERATIVE LTD.

186 Nicholson Street, Fitzroy, 3065

General Enquiries - Phone: 9419 3000
Fax: 9417 3897

Administration - Phone: 9419 3143
Fax: 9417 3897

Medical - Phone: 9419 3301
Fax: 9419 1208

Dental - Phone: 9419 3680

3rd November 2000

The Registrar of Co-operatives
Department of Justice
Consumer and Business Affairs Victoria
GPO Box 4567
MELBOURNE VIC 3001

ATTENTION: ROBYN LIED

Dear Madam,


RE: APPLICATION FOR APPROVAL OF MODEL RULES OF
VICTORIAN ABORIGINAL HEALTH SERVICES CO-OPERATIVE
LTD

We enclose:

1. Special Resolution in duplicate;
2. The Rules as passed by the Special Resolution;

Kindly acknowledge receipt.

Yours faithfully


Tony McCartney
Chief Executive Officer

CARING FOR THE COMMUNITY

14922