

Tranby Aboriginal Co-operative Limited

(a non-distributing co-operative without share capital)

Rules

Adopted May 2025

Preamble

These rules, adopted on 22 May 2025, have been developed for Tranby Aboriginal Co-operative Limited (Tranby) in accordance with the Co-operatives National Law and other relevant regulatory frameworks. They provide a foundation for strong, culturally grounded governance and decision-making by the board and members of the co-operative.

The rules set out the responsibilities, rights, and expectations for all who engage with Tranby - including in the delivery of programs and services - to ensure our collective work is aligned, ethical and accountable. They support the advancement of educational, social and economic outcomes for Aboriginal and Torres Strait Islander peoples across this continent, and reflect Tranby's unwavering commitment to self-determination, economic empowerment, equity and cultural integrity.

These rules were revised following consultation with the Tranby board, staff and trusted advisors. The process was guided by our values and the expectations of our national community. All changes reflect our belief that cultural governance must be central to how we operate as a First Nations-led organisation.

Through these rules, we honour our legacy, strengthen our co-operative principles and shape a future led by our people, for our people.

Always was, always will be Aboriginal land.

Table of Contents

Preliminary 4

1	Name.....	4
2	Definitions.....	4
3	Objects.....	4

Membership 4

4	Active membership provisions.....	4
5	Qualifications for membership.....	5
6	Entry fees and regular subscriptions....	5
7	Membership applications.....	5
8	Cessation of membership.....	5
9	Expulsion of members.....	6
10	Resignation of members.....	6
11	Suspension of members.....	6
12	Disputes and mediation.....	7
13	Fines payable by members.....	8
14	Cancellations—inactive members.....	8
15	Value of interest of deceased member	8
16	Rights and liabilities of members under bankruptcy or mental incapacity.....	8
17	Debentures.....	8

General meetings, resolutions and voting 9

18	General meetings.....	9
19	Members' power to requisition a general meeting.....	9
20	Notice of general meetings.....	9
21	Business of general meetings.....	9
22	Quorum at general meetings.....	10
23	Chairperson at general meetings.....	10
24	Attendance and voting at general meetings.....	10
25	Proxy votes.....	11
26	Postal ballots (other than special postal ballots).....	11
27	Special postal ballots.....	12
28	Special resolutions.....	13

Board of directors 13

29	Board.....	13
30	Qualifications of directors.....	13
31	Election of directors.....	14
32	Removal from office of director.....	14
33	Vacation of office of director.....	14
34	Casual vacancies.....	14
35	Remuneration of directors.....	14
36	Proceedings of the board.....	14
37	Quorum for board meetings.....	15
38	Co-Chairpersons.....	15

39	Delegation by board.....	15
40	Minutes.....	15

Rules..... 16

41	Amendments and copies of rules.....	16
----	-------------------------------------	----

Administrative matters 16

42	Policy.....	16
43	Execution of documents.....	16
44	Inspection of records and registers....	16
45	Safe keeping of securities.....	16
46	Notices to members.....	16

Accounting and financial matters 17

47	Financial year.....	17
48	Accounts.....	17
49	Appointing an auditor.....	17
50	Disposal of surplus funds during a financial year.....	18
51	Provision for loss.....	18
52	Financial reports to members.....	18

Winding up 18

53	Winding up.....	18
54	Revocation of deductible gift recipient endorsement.....	18

Preliminary

1 Name

The name of the co-operative is Tranby Aboriginal Co-operative Limited.

2 Definitions

(1) In these rules:

the Law means the Co-operatives National Law as applying in New South Wales.

the National Regulations means the Co-operatives National Regulations as applying in New South Wales.

(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 Objects

The objects of the co-operative are to:

- (a) develop co-operative education and training of Aboriginal people and non-Aboriginal people who work with and support Indigenous people
- (b) encourage the establishment of co-operative activity and organisations amongst Aboriginal people
- (c) improve the general health, welfare, education and social life of Aboriginal people
- (d) provide and maintain buildings and grounds for education, recreation or other community purposes and promote and assist clubs for any such purposes
- (e) promote and carry out any charitable undertaking
- (f) acquire by purchase or otherwise shares in any other society
- (g) do all such other things as may be incidental or conducive to the attainment of the above objects and powers or any of them
- (h) uphold the co-operative principles as outlined in section 10 of the Law.

Membership

4 Active membership provisions

(1) Primary activity

For the purposes of Part 2.6 of the Law, the primary activity of the co-operative is the education and training of Aboriginal and Torres Strait Islander students.

(2) Active membership requirements

A member must each calendar year:

- (a) attend at least 2 hours of educational sessions or classes of the co-operative, or
- (b) perform at least 2 hours of board-approved volunteer work for the co-operative,
or
- (c) complete a member survey issued by the co-operative

to establish and maintain active membership.

5 Qualifications for membership

(1) A person qualifies for membership of the co-operative if:

- (a) there are reasonable grounds for believing they will be an active member, and
- (b) they have committed to abide by the Code of Conduct.

(2) At all times, at least 51% of the membership of the co-operative must be Aboriginal or Torres Strait Islander people.

(3) There is no joint or corporate membership.

6 Entry fees and regular subscriptions

There is no entry fee for an application for membership and no regular subscription.

7 Membership applications

(1) Applications for membership must be lodged in a form approved by the board.

(2) Every application must then be considered by the board.

(3) If the board approves of 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.

8 Cessation of membership

A person ceases to be a member in any circumstances specified in section 117 of the Law.

9 Expulsion of members

- (1) A member may be expelled from the co-operative by resolution of the board passed by at least a two-thirds majority to the effect:
 - (a) that the member has seriously or repetitively failed to discharge the member's obligations to the co-operative under these rules, including the Code of Conduct, or a contract entered into with the co-operative under section 125 of the Law, or
 - (b) that the 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 resolution must be given to the member at least 14 days before the date of the meeting at which the resolution is to be moved, and the member must be given a reasonable opportunity of being heard at the meeting.
- (3) An expelled member must not be re-admitted as a member unless the re-admission is approved also by resolution of the board passed by at least a two-thirds majority.

10 Resignation of members

A member may resign from the co-operative by giving 14 days' notice in writing.

11 Suspension of members

- (1) The board of the co-operative may by resolution suspend a member for not more than 6 months, 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) Written notice of the proposed resolution must be given to the member at least 7 days before the date of the meeting at which the resolution is to be moved, and the member must be given a reasonable opportunity of being heard at the meeting.
- (3) During the period of suspension, the member:
 - (a) loses any rights arising as a result of membership, and
 - (b) is not entitled to a refund, rebate, relief or credit for amounts paid or payable to the co-operative.

12 Disputes and mediation

- (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 (including a former member) 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, except where a person seeks urgent interlocutory relief.
- (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, or
 - (b) for a dispute between a member (including a former member) and the co-operative, a person appointed by The Co-operative Federation Ltd.
- (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
 - (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.

13 Fines payable by members

The co-operative will not impose a fine on members in any circumstances.

14 Cancellations—inactive members

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 2 years, or
- (b) the member is not presently active and has not been active within the meaning of rule 4 in the past 2 calendar years.

15 Value of interest of deceased member

The value of the interest of a deceased member is nil.

16 Rights and liabilities of members under bankruptcy or mental incapacity

- (1) A person ceases to be a member if they become bankrupt, and the value of their interest is then nil.
- (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 interest in the co-operative and the rights and liabilities of membership vest in that person during the period of the appointment.
- (3) 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 Debentures

The co-operative will not issue debentures under any circumstances.

General meetings, resolutions and voting

18 General meetings

- (1) General meetings (annual or special) may be held in person or using technology that permits a member to participate contemporaneously in the meeting and enables the member to hear proceedings, ask questions and cast a vote.
- (2) 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.
- (3) The board may, whenever it considers appropriate, call a special general meeting of the co-operative.

19 Members' power to requisition a general meeting

- (1) The board must call a general meeting of the co-operative on the requisition in writing by members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the co-operative.
- (2) The provisions of section 257 of the Law apply to a meeting requisitioned by members.

20 Notice of general meetings

- (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.
- (2) Notice must be given to each 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 21 and, for special business, the general nature of any special business.
- (4) The notice must also include any business members have notified their intention to propose at the meeting under subrule (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 46.
- (6) Any member who has a resolution to submit to a general meeting must give written notice of it to the co-operative at least 28 days before the day of the meeting.

21 Business of general meetings

- (1) The ordinary business of the annual general meeting must be to:
 - (a) confirm minutes of the last preceding general meeting (whether annual or special)
 - (b) receive from the board, auditors or officers of the co-operative:

- (i) a report on the state of affairs of the co-operative, and
 - (ii) the appropriate financial reports under the Law of the co-operative for the financial year, and
- (c) elect directors to fill any vacancies on the board.
- (2) A general meeting may also transact other business of which notice has been given to members, if required, under the Law or these rules.

22 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, 9 members present, 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.

23 Chairperson at general meetings

- (1) A co-chairperson, if any, may preside as chairperson at every general meeting of the co-operative.
- (2) If there is no co-chairperson, or if at a meeting the co-chairpersons are either not present within 15 minutes after the time appointed for holding the meeting or they are unwilling to act as chairperson, the members present must choose someone from their number to be chairperson (until a co-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.

24 Attendance and voting at general meetings

- (1) The right to vote attaches to membership.
- (2) A resolution, unless otherwise specified in these rules or the Law, must be decided by simple majority.
- (3) Subject to subrules (4) and (5), a question for decision at any general meeting must be decided on a show of hands of members present at the meeting.
- (4) A poll may be demanded on any question for decision.

- (5) 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 pollthe question for decision must be determined by a poll.
- (6) The poll must be taken when and in the manner that the chairperson directs.
- (7) A poll on the election of a chairperson or on the question of adjournment must be taken immediately and without debate.
- (8) The outcome of an equality of votes is taken to have been decided in the negative.
- (9) Once the votes on a show of hands or on a poll have been counted then, subject to subrule (8), a declaration by the chairperson that a resolution has been carried (unanimously or by a particular majority) or lost is evidence of that fact.

25 Proxy votes

- (1) Voting may be by proxy at a general meeting.
- (2) The instrument appointing a proxy must be in writing signed by the appointer or the appointer's attorney properly authorised in writing.
- (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) No active member may act as a proxy for more than 4 active members.
- (5) An instrument appointing a proxy must be in a form approved by the board.
- (6) An instrument appointing a proxy is not valid until the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of the power or authority, are deposited, at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the registered office of the co-operative or at another place specified for the purpose in the notice calling the meeting.
- (7) A vote given in accordance with an instrument of proxy or a power of attorney is valid despite the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the co-operative at the registered office before the start of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

26 Postal ballots (other than special postal ballots)

- (1) A postal ballot must be held in respect of a special resolution where members who together are able to cast at least 20% of the total number of votes able to be cast at a

meeting of the co-operative may requisition the board to conduct the special resolution by postal ballot.

- (2) If a postal ballot is requisitioned by members under subrule (1), the requisition should specify whether the postal ballot is to be a secret ballot.
- (3) A postal ballot requisitioned under subrule (1) is to be conducted in accordance with the National Regulations and in the form and manner determined by the board.
- (4) The board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by electronic means.
- (5) If the board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.
- (6) The board is to appoint a returning officer to conduct the postal ballot. In default of such an appointment, the secretary is the returning officer.
- (7) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members giving:
 - (a) particulars of the business in relation to which the postal ballot is being conducted
 - (b) an explanation of how to lodge a valid vote and the majority required to pass the vote, and
 - (c) notice of the closing date and closing time of the postal ballot

and must be sent to members so that they arrive (assuming standard postal times) at least 21 days before the closing date of the postal ballot.

- (8) This rule does not apply in relation to special postal ballots.

27 Special postal ballots

- (1) This rule applies where a special postal ballot is required.
- (2) Ballot papers (in such form and with such content as the board may approve) must be sent to all voting members so that they arrive (assuming standard postal times) at least 28 days before the closing date of the special postal ballot.
- (3) The board may determine in a particular case whether the special resolution by postal ballot should be a secret ballot and whether votes may be returnable by electronic means.
- (4) If the board decides to conduct a secret postal ballot, it must ensure that the method used to conduct the ballot will ensure that votes can be counted without identifying the way each member has voted.

28 Special resolutions

- (1) Unless otherwise provided for in these rules, 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
 - (b) the reasons for proposing the special resolution, and
 - (c) the effect of the special resolution being passed.

Board of directors

29 Board

- (1) The business of the co-operative is to be managed by or under the direction of the board, 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 8 directors.

30 Qualifications of directors

- (1) A person is not qualified to be a director of the co-operative unless they:
 - (a) are an active member over the age of 18 years, and
 - (b) possess skills and experience of benefit to the co-operative as determined by the co-chairs.
- (2) At all times, at least 51% of the directors of the co-operative must be Aboriginal or Torres Strait Islander people.
- (3) All directors must:
 - (a) within 12 months of being elected attend a training course on co-operative directors' duties and responsibilities, and
 - (b) regularly attend courses for the purposes of attaining or maintaining skills appropriate to directors of a co-operative which provides education and training of Aboriginal and Torres Strait Island students.

31 Election of directors

- (1) Directors are generally elected at annual general meetings of the co-operative.
- (2) The term of office of directors commences from the annual general meeting at which they are elected and ends on the day of the 2nd annual general meeting thereafter.
- (3) A director elected at an annual general meeting to fill a vacant position arising from a casual vacancy shall retire at the same time as the director who vacated the office would have done.
- (4) Retiring directors are eligible for re-election without nomination.
- (5) Nominations for candidates to fill vacant positions are sought in a manner as determined by the board.
- (6) Any election of directors at the annual general meeting is conducted by secret ballot and otherwise in a manner determined by the board.
- (7) If there is an equality of votes in a director election, further ballots must be held for the nominees with equal votes until the outcome is determined.

32 Removal from office of director

The co-operative may by resolution under section 180 of the Law, with special notice as required by that section, remove a director before the end of their 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.

33 Vacation of office of director

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

34 Casual vacancies

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

35 Remuneration of directors

Director remuneration must be approved at a general meeting of the co-operative, other than travelling and other expenses incurred in attending board or general meetings of the co-operative.

36 Proceedings of the board

- (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 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.

37 Quorum for board meetings

The quorum for a meeting of the board is a simple majority of the number of directors.

38 Co-Chairpersons

- (1) Two co-chairpersons are to be elected by the board.
- (2) If no co-chairperson is elected or a co-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 a co-chairperson attends and is willing to act as chairperson.
- (3) A co-chairperson may be removed, and a new co-chairperson elected, by ordinary resolution of the board.

39 Delegation by board

The board may delegate its functions in accordance with section 178 of the Law.

40 Minutes

- (1) The board must keep minutes of meetings and, in particular, of:
 - (a) all appointments of officers and employees made by the directors
 - (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.
- (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.

Rules

41 Amendments and copies of rules

- (1) Any amendment of the rules must be approved by 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 is entitled to a copy of the rules from the co-operative free of charge.

Administrative matters

42 Policy

- (1) The board may make policies for the co-operative, not inconsistent with the Law, the National Regulations, the rules or any other law, to govern the co-operative's activities, conduct and dealings generally.
- (2) A breach of a co-operative policy will be deemed to be a contravention of the rules.

43 Execution of documents

Documents of the co-operative are executed by two directors, or a director and the secretary.

44 Inspection of records and registers

- (1) 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.
- (2) 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.

45 Safe keeping of securities

Shares, debentures, charges and any other certificates or documents or duplicates of them pertaining to securities must be safely kept by the co-operative in the way and with the provision for their security as the board directs.

46 Notices to members

- (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 of the co-operative may be given by the co-operative to any member by any form of technology (for example, by email), where the member has given consent and notified the co-operative of the relevant contact details.
- (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.

Accounting and financial matters

47 Financial year

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

48 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.
- (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:
 - (a) 2 authorised persons, or
 - (b) 1 authorised person for smaller transactions up to a limit set by the board.
- (4) For the purposes of this rule, an **authorised person** is:
 - (a) a director, or
 - (b) a person approved by the board.

49 Appointing an auditor

- (1) The co-operative must appoint an auditor in respect of its financial statements.
- (2) An auditor appointed under this rule is to conduct an audit of the co-operative's financial statements as presented to members.
- (3) The appointment of an auditor under this rule is to be made at an annual general meeting.
- (4) The co-operative may appoint another auditor at a subsequent annual general meeting if there is a vacancy in the office.
- (5) The provisions of section 300(2) of the Law apply to an auditor appointed under this rule (with any necessary adaptations if the co-operative is a small co-operative).

50 Disposal of surplus funds during a financial year

- (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 20%, arising in any year from the business of the co-operative may be applied for charitable purposes.

51 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.

52 Financial reports to members

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

Winding up

53 Winding up

- (1) The winding up of the co-operative must be in accordance with Part 4.5 of the Law.
- (2) Any winding up special resolution only passes with at least 80% support.
- (3) If, on the winding up or dissolution, there remains any property after the satisfaction of all its debts and liabilities, this must not be paid to or distributed among the members of the co-operative but must be given or transferred to a charity or charities:
 - (a) with objects similar to those of the co-operative
 - (b) whose constitution prohibits the distribution of its property among its members, and
 - (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth) or other applicable law.
- (4) If the co-operative is not a deductible gift recipient when it is wound up, the co-operative does not need to comply with subrule (2)(c).
- (5) The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the co-operative may apply to a court of competent jurisdiction to make this decision.

54 Revocation of deductible gift recipient endorsement

If the co-operative's endorsement as a deductible gift recipient is revoked (whether or not the co-operative is to be wound up or dissolved) any surplus of the following assets

must be transferred to one or more charities that meet the requirements of rules 54(2)(a) to (c) as decided by the directors:

- (a) gifts of money or property for the principal purpose of the co-operative
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the co-operative, and
- (c) money received by the organisation because of such gifts and contributions which are unspent.