



**Fair
Trading**

Please note:

On 16 September 2025, NSW Fair Trading approved (regarding section 4 of this disclosure statement) a revised time and date for:

- the annual general meeting of 3pm on Sunday 2 November 2025, and
- the commencement of advanced voting of 10am on Monday 27 October 2025.

Co-operatives National Law (CNL)

Sections 35 & 248

**Proposal for the conversion from a co-operative with share capital
to a co-operative without share capital.**

Weston District Workers' Co-operative Club Limited - NSWC00085

The attached disclosure statement for Weston District Workers' Co-operative Club Limited relating to the proposal for the conversion from a co-operative with share capital to a co-operative without share capital is approved pursuant to Section 248 of the Co-operatives National Law (NSW).

The disclosure statement is valid for a period of six (6) months from the date of approval.

DATED this 7th day of August 2025.



Marina Melnikoff

Marina Melnikoff

Manager, Customer & Community Operations

Delegate Registrar of Co-operatives

SPECIAL POSTAL BALLOT

DISCLOSURE STATEMENT

CO-OPERATIVES NATIONAL LAW (NSW)
SECTIONS 35 & 248

NAME OF CO-OPERATIVE:

**WESTON DISTRICT WORKERS'
CO-OPERATIVE CLUB LIMITED**

PROPOSAL:

Conversion from a **co-operative with share capital** to a **co-operative without share capital**.

DATE OF APPROVAL:

07	/	08	/	2025
DD		MM		YY

**THIS DISCLOSURE STATEMENT IS VALID FOR A PERIOD
OF 6 MONTHS FROM DATE OF APPROVAL
FOR ISSUE WITHIN THE STATE OF NEW SOUTH WALES**

APPROVED

DISCLOSURE STATEMENT

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DISCLOSURE STATEMENT

1. INTRODUCTION

1.1. Name of Co-operative

Weston District Workers' Co-operative Club Limited
(the "co-operative")

1.2. Registered office

Government Road Weston NSW 2326

1.3. Explanation of this statement

Section 35 of the *Co-operatives National Law (NSW)* (CNL) requires that the board of a co-operative conduct a special postal ballot to convert from a co-operative with share capital to a co-operative without share capital.

2. THE PROPOSAL

2.1 The directors of the co-operative put the following proposal to members by way of a special resolution:

That:

- the conversion of the co-operative from a co-operative with share capital to a co-operative without share capital be approved and the new rules as drafted be adopted, and
- all share capital become part of the general reserves of the co-operative.

2.2 History of the co-operative

The Weston District Workers Co-operative Club was born out of a strong sense of community spirit and post-war resilience. The first meeting to explore the formation of a workers' club took place in June 1945 in the unheated reading room of the local School of Arts. It was attended by a group of determined locals who recognised the need for a communal space where workers and their families could come together, unwind, and contribute to the wellbeing of the broader community.

These founding members were inspired by co-operative principles and shared ideals of equality, good fellowship, and mutual support. They sought to establish a club that would not only offer social and recreational opportunities but also foster the cultural and material advancement of its members and fellow citizens. After several years of planning and persistence, the club was formally registered in 1948.

Since its registration, the club has evolved alongside the community it serves. What began as a modest establishment driven by volunteerism and grassroots effort has transformed into a modern licensed venue, offering a wide range of services including dining, entertainment, community events and support for local sporting and social groups. Despite this transformation, the club has remained firmly rooted in its founding values.

The Club's motto, "**Building Community Strength**", continues to guide its operations. Over the decades, the Club has consistently reinvested in its facilities, people and local

partnerships, ensuring it remains a vibrant and inclusive hub for the people of Weston and surrounding areas. As a co-operative, the club continues to be governed by its members, reflecting the democratic principles on which it was founded.

Today, Weston Workers stands as a proud example of what a community-led organisation can achieve. Its long history is a testament to the enduring power of collaboration, adaptability and commitment to the collective good.

2.3 Reasons for the proposal

New law for the registration and regulation of co-operatives, the Co-operatives National Law, came into force in NSW in 2014. With the rules (constitution) of the club not having been updated for a long time and the opportunities the new law presents, the board initiated a project to review the rules.

As part of this project, it became clear that the club's current requirement for members to hold a \$1 share no longer serves any purpose. Maintaining a share register is also an administrative burden for the club. It is also clear that the \$1 share is insignificant to members, and that returning this capital to them would be a significant administrative project.

In addition, co-operative shares are currently accounted for in Australia as a liability on the balance sheet. These funds are therefore not freely available to improve and expand the club. So, another reason for the proposal is to free up this capital so that it can be used by the club for the benefit of its members and their community.

2.4 Details of the proposal

The proposal is for the club to no longer have share capital and for it to retain the current share capital. The club will then be able to use the capital for the benefit of its members and their community.

The co-operative has always been non-distributing (formerly called non-trading). Non-distributing co-operatives are not-for-profit. They are unable to distribute any surplus funds directly to members, and members are unable to receive any share of property remaining after the satisfaction of all debts and liabilities if the co-operative is wound up. The co-operative will remain a non-distributing co-operative regardless of the outcome of this proposal.

A successful proposal will also lead to new rules of the club coming into force. These new rules (see Annexure A) are simpler, streamlined, best-practice and updated in accordance with current law. They do also, therefore, incorporate other changes not specifically related to the conversion proposal. The most significant of these are:

- replacing the existing objects of the club with a shorter mission statement at new rule 3
- the removal of the minimum annual subscription of \$6 and the introduction of a cap of \$100 in new rule 9
- an increase in the maximum possible fine of members for an infringement of the rules from \$20 to \$1,000 to reflect current monetary values in new rule 17
- a reduction in the time the board has before it must cancel inactive memberships from 3 years to 2 in new rule 19
- a change in the number of directors of the club from 8 to a range from 5 to 8 in new rule 35
- an increase in the director election period before the annual general meeting from 7 days to 14 in new rule 37
- that the president of the club will be elected by the board rather than by members at the annual general meeting in new rule 44.

The proposed move to a board-elected president rather than member-elected is put forward by the board in the interests of best-practice corporate governance of the club.

The board of directors are elected by the members, and together they are legally responsible for the day-to-day running of the club on behalf of members. It is important for their performance of this important role, especially as they can be held personally liable, that they are able to determine who among them is best able and suited to lead their work. There is more chance that the performance of a board unable to choose or replace their chairperson could be impacted and less functional.

2.5 Effects of the proposal

The proposal will have no impact on the fundamental rights of members of the club. Members will continue to be entitled to be given notice of and attend all general meetings of the club. Active members will continue to be entitled to vote at general meetings and nominate to be a director of the club.

Apart from the new rules, noting that the major changes are detailed above in section 2.4, the proposal will have no other effect on the way the club will operate or be managed. The proposal will also not lead to any change or impact on the services or costs of services provided by the club.

The proposal will lead to all share capital becoming part of the general reserves of the club. All current members hold share capital of \$1.

As also set out above in section 2.4, the proposal will mean the club remains unable to distribute surplus funds directly to members, or for members to be able to receive any share of property remaining after the satisfaction of all debts and liabilities if the club is ever wound up.

2.6 Benefits of the proposal

The benefits of the proposal are:

- the administrative cost to the club of maintaining the member register will be significantly reduced without the need for shareholding records, thereby freeing up more resources that can be focussed on member and community benefits
- some capital will be freed up to be used by the club for the benefit of members and their community
- the adoption of simpler and streamlined best-practice new rules in accordance with current co-operative legislation.

2.7 Disadvantages of the proposal

Apart from current members no longer being able to potentially receive their \$1 back when their membership ends, the only other disadvantage of the proposal is the cost of this process of approximately \$4,000 which includes consulting, advertising and NSW Fair Trading application fees.

2.8 Taxation effect of the proposal

Advice on the taxation implications of the proposal for the club has not been sought as they are likely to not be significant for the club, while the cost of the advice would be.

The taxation implications for members, if any, will be insignificant. Members should, of course, seek their own professional taxation advice if they believe it necessary.

3. APPROVAL AND DISCLAIMER

On 07/08/2025, the Registrar approved this disclosure statement pursuant to Sections 35 and 248 of the CNL. Such approval and should not be interpreted as a comment on the merits of the proposal.

The Registrar accepts no responsibility for the contents of this disclosure statement.

4. LEGISLATIVE REQUIREMENTS

The CNL allows a co-operative to convert to a co-operative without share capital by an appropriate alteration of the rules. In order for the proposal to proceed it must usually be approved by the members by way of a special resolution passed by means of a special postal ballot.

However, the Registrar has granted an exemption from the requirement for a special postal ballot and instead has allowed for voting on the proposed special resolution to occur by advanced voting at the club or at the 2025 annual general meeting.

The information in this disclosure statement is to assist members with their decision whether to vote for or against the proposal and has been approved by the delegate of the Registrar for this purpose.

The disclosure statement must be sent to all members at least 28 days prior to the closing date of the special postal ballot, which is the date of the annual general meeting. Instructions for how members can vote on this special resolution accompanies this disclosure statement.

The 2025 annual general meeting, where members will have their last opportunity to vote, will be held at the club on Sunday 19 October 2025 commencing at 4pm. Advanced voting at the club will be available at reception for the week preceding, commencing Monday 13 October 2025 and from 10am each day until closing time.

Members must correctly vote at reception before the annual general meeting, or at the annual general meeting, in order for their vote to be valid.

At least 2 weeks before the annual general meeting, a notice advising that the proposed amendment is to be submitted to members is to be published in a newspaper circulating generally in the district where the club is situated.

The resolution will be passed if a three quarters (3/4) majority of members casting formal votes vote in favour of the special resolution. However, the special resolution will not be effective until it is registered by the Registrar.

5. MEMBERS ELIGIBLE TO VOTE

Only active members are eligible to vote in this special postal ballot.

5.1. Rule 17 of the co-operative's current rules provides an active member is a member who:

Either:

- (a) pay an annual subscription of not less than \$6.00, or
- (b) have been awarded life membership, or
- (c) if they are in receipt of an approved pension, pay an annual subscription of not less than two dollars.

If any member is unsure of his or her entitlement to vote, that member should contact the club in person at Government Road, Weston, by telephone on (02) 4937 1101 or by email at admin@westonworkers.com.au.

All members, whether active or inactive, at the time of distribution of the special postal ballot material, are entitled to receive the special postal ballot material. This is required by the CNL and ensures that all members of the co-operative are made aware of the proposal.

6. FINANCIAL POSITION OF THE CO-OPERATIVE

The audited financial statements for the year ending 30 June 2024 were provided to members for the 2024 annual general meeting and are available on request by any member without charge. The unaudited management accounts (balance sheet and profit and loss reports) for the 11-month period to May 2025 are Annexure B.

6.1 The following is a summary of key balance sheet items of the co-operative for the years ended 30 June 2022 to 2024 and for the 11-month period to May 2025.

	For 11-month period to May 2025 (Unaudited)	30 June 2024 (Audited)	30 June 2023 (Audited)	30 June 2022 (Audited)
	\$	\$	\$	\$
ASSETS				
Current Assets	454,983	386,302	493,320	498,115
Non-Current Assets	3,247,999	3,218,110	2,964,245	2,742,521
TOTAL ASSETS	3,702,982	3,604,412	3,457,565	3,240,635
LIABILITIES				
Current Liabilities	(1,092,738)	120,523	184,012	185,637
Non-Current Liabilities	597,712	487,336	367,311	399,571
Issued Capital	6,128	4,815	3,365	2,911
TOTAL LIABILITIES	(488,898)	607,858	551,324	588,119
NET ASSETS	3,214,084	2,996,554	2,906,241	2,652,516
EQUITY				
Reserves	18,130	18,130	18,130	18,130
Retained Profits/(Loss)	2,946,446	2,888,111	2,634,386	2,638,672
TOTAL MEMBER EQUITY	3,214,084	2,996,554	2,906,241	2,652,516
Nos Members	4,750	4,500	3,900	3,500
Turnover	4,032,946	3,158,744	2,609,774	1,485,503
Profit/(Loss)	249,508	90,313	253,725	(4,286)

6.2 Significant changes to the financial position of the co-operative since the financial statements for the financial year ending 30 June 2024.

There have not been any significant changes to the financial position of the co-operative this financial year.

7. STATEMENT OF DIRECTORS' INTERESTS, COMPENSATION OR CONSIDERATION TO OFFICERS IN CONNECTION WITH THE PROPOSAL

7.1 There is no compensation, consideration, incentive, commission or other benefit which has been or will be paid or given to:

7
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- 7.1.1 any officer or member of the co-operative;
- 7.1.2 any relative of an officer of the co-operative; or
- 7.1.3 any entity (whether incorporated or not) of which an officer of the Co-operative, or relative of an officer of a co-operative, is a shareholder, member, officer, partner or beneficiary, in relation to the proposal and the promotion of the proposal.

7.2 The directors are not aware of any information that is within their knowledge and that has not previously been disclosed to the members, where that information is material to the making of a decision by a member whether or not to agree to the proposal.

7.3 The interests of the directors of the co-operative in the proposal, including any interests of the directors in any other organisation that may be concerned with the proposal are as follows:

<u>Director</u>	<u>Number of shares in the co-operative</u>
Jennifer Wrightson (President)	1
Leigh Northey (Vice President)	1
Anne Sander	1
Dianne Northey	1
Samantha Tama	1
William Fairfull	1
Scott Lewis	1

8. LIST OF ANNEXURES

A. New Rules
B. Management Accounts to May 2025

9. RECOMMENDATION

The directors of the co-operative unanimously recommend that members vote in favour of the proposed special resolution.

The Registrar has directed that all information contained in this disclosure statement be furnished to all members of the co-operative.

FURTHER INVESTIGATION:

Each member is advised to make any investigations (including the obtaining of professional advice) which that person believes to be necessary to satisfy himself or herself about the contents of this documentation or the decision of whether or not to vote in favour of the proposal.

DISCLAIMER OF LIABILITY:

This disclosure statement has been approved by the Registrar for the purpose of section 248 of the CNL. This approval is not to be taken in any way as an indication that the disclosure statement sets out all the information that may be relevant to the proposal.

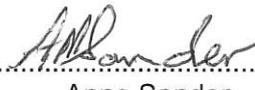
Approval does not relate in any way to the merits or otherwise of the co-operative's proposal. No responsibility as to the contents of the disclosure statement and attachments and annexures that form part of this document is to be taken by the Registrar, NSW Fair Trading or by any of its servants or agents.

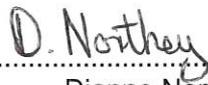
The responsibility for ensuring that the Act has been complied with in relation to the preparation of the disclosure statement lies with those issuing the statement. Persons making false or misleading statements in a disclosure statement may be liable for criminal penalties and expose themselves to civil liability to anyone who suffers loss as a consequence.

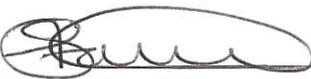
THIS STATEMENT IS SIGNED IN ACCORDANCE WITH A RESOLUTION OF THE DIRECTORS DATED 15 SEPTEMBER 2025.


.....
Jennifer Wrightson


.....
Leigh Northey


.....
Anne Sander


.....
Dianne Northey


.....
Samantha Tama


.....
William Fairfull


.....
Scott Lewis

Weston District Workers' Co-operative Club Limited

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

Rules

(Adopted October 2025)

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Preliminary

1 Name

The name of the co-operative is Weston District Workers' Co-operative Club Limited.

2 Definitions

(1) In these rules:

the Act means the New South Wales *Registered Clubs Act 1976*.

the club means the Weston District Workers' Co-operative Club Limited.

the Regulation means the New South Wales *Registered Clubs Regulation 2015*.

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 Mission statement

The provision of any community service or benefit to the Weston community and the Cessnock Local Government Area.

Membership

4 General membership provisions and qualifications

(1) A person qualifies to be admitted to membership of the club if they are at least 18 years of age.

(2) There is no joint or corporate membership of the club.

(3) There are 4 membership classes:

(a) ordinary member

(b) life member

(c) provisional member

(d) temporary member.

5 Life members

A member may, in consideration of long and meritorious service to the club or for any other special reason or reasons, be awarded life membership of the club by the Board in accordance with the Life Membership Policy.

6 Provisional members

- (1) A person who has applied to be an ordinary member of the club and has paid the annual subscription but is awaiting a decision on the application is a provisional member of the club.
- (2) Provisional members have the same rights and privileges as ordinary members except that they are not entitled to vote or hold office in the club or nominate any member for such office.

7 Temporary members

- (1) Subject to subrule (4), a person may be made a temporary member of the club.
- (2) Temporary members are not:
 - (a) entitled to vote or hold office in the club or nominate any member for such office
 - (b) required to pay an entrance fee or annual subscription, and
 - (c) permitted to introduce guests into the club.
- (3) The Board or its delegate may terminate the membership of any temporary member at any time without notice and without having to provide a reason.
- (4) No person under suspension or who has been expelled from membership of the club may be admitted as a temporary member.

8 Active membership provisions

(1) Primary activity

For the purposes of Part 2.6 of the Law, the primary activity of the club is the provision, maintenance and operation of premises for recreation.

(2) Active membership requirements

A member must:

- (a) be an ordinary member and pay the annual subscription in accordance with rule 10, or
 - (b) have been awarded life membership in accordance with rule 5
- to establish and maintain active membership of the club.

9 Entry fees and regular subscriptions

- (1) There is no entry fee for an application for membership.
- (2) The annual (financial year) subscription is:
 - (a) determined from time to time by the Board but cannot exceed \$100
 - (b) payable (in advance) within the period set by the Board, and

- (c) not refundable.

10 Membership applications

- (1) Applications for membership of the club must be:
 - (a) lodged in a form approved by the Board, and
 - (b) accompanied by payment of the appropriate annual subscription set under rule 9.
- (2) In accordance with the Act, before applications are considered by the Board:
 - (a) an interval of at least 2 weeks must have passed since the application was lodged, and
 - (b) the name of the applicant must have been posted in a conspicuous place on the premises of the club for at least 7 days, and objections from members to an application may be lodged.
- (3) If the Board then elects the person to membership, their name and any other information required under the Law must be entered in the register of members within 28 days.
- (4) The applicant must be notified 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. On refusal any amounts accompanying the application for membership must be refunded within 28 days without interest.

11 Cessation of membership

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

12 Expulsion of members

- (1) A member may be expelled from the club by resolution of the Board that is passed by a two-thirds majority to the effect:
 - (a) that the member has seriously or repetitively failed to discharge the member's obligations to the club under these rules or a contract entered into with the club under section 125 of the Law, or
 - (b) that the member has acted in a way that has:
 - (i) prevented or hindered the club in carrying out its primary activity
 - (ii) brought the club 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 club harm.

- (2) Written notice of the proposed resolution must be given to the member at least 14 days before 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 of the club unless the re-admission is approved also by resolution of the Board that is passed by a two-thirds majority.

13 Resignation of members

A member may resign from the club by giving notice in a form approved by the Board.

14 Monetary consequences of expulsion or resignation

If a member is expelled or resigns from the club, all amounts owing by the former member to the club become immediately payable in full.

15 Suspension of members

- (1) The Board of the club may by resolution suspend a 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 club, whether under these rules or a contract
 - (c) acts detrimentally to the interests of the club.
- (2) Written notice of the proposed resolution must be given to the member at least 7 days before 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
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the club, and
 - (c) remains liable for any fine that may be imposed.

16 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 club.

- (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 club, a person appointed by The Co-operative Federation Ltd.
- (6) The mediator may (but need not) be a member of the club, 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.

17 Fines payable by members

- (1) The Board may impose on a member a maximum fine of \$1,000 for a contravention of these rules.
- (2) A fine must not be imposed on a 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; and
 - (b) the 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.

18 Liability of members to the club

A member is liable to the club for the amount, if any, unpaid by the member in respect of the annual subscription, together with any charges payable by the member to the club under these rules.

19 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 club and have not been known to the club for a continuous period of 2 years, or
- (b) the member is not presently active and has not been active within the meaning of rule 8 in the past 2 membership years.

20 Value of interest of deceased member

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

21 Rights and liabilities of members under bankruptcy or mental incapacity

- (1) A person's membership ceases upon bankruptcy and the value of the person's membership 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 club 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.

22 Issue of debentures

The Board may issue debentures in accordance with the relevant provisions of the Law.

23 Transfer and transmission of debentures

- (1) On the written request of the transferor (the giver) of a debenture, the club 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 club 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 a debenture unless:
 - (a) a fee as determined from time to time by the Board is paid to the club for the transfer, and
 - (b) the instrument of transfer is accompanied by the relevant debenture(s) and any other evidence the Board reasonably requires (in particular, evidence showing the right of the transferor to make the transfer).
- (5) Applications to transfer debentures must be made in a form approved by the Board.

General meetings, resolutions and voting

24 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 club or within the further time allowed by the Registrar.
- (3) The Board may, whenever it considers appropriate, call a special general meeting of the club.

25 Members' power to requisition a general meeting

- (1) The Board must call a general meeting of the club 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 club.
- (2) The provisions of section 257 of the Law apply to a meeting requisitioned by members.

26 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 club and any other persons who are, under these rules or the Law, entitled to receive notices from the club.
- (3) The notice must state the place, day and hour of the meeting and include the business of the meeting.
- (4) The notice must also include any business members have notified their intention to move 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 52.
- (6) A member who has a resolution to submit to a general meeting must give written notice of it to the club at least 28 days before the day of the meeting.

27 Business of annual general meetings

- (1) The ordinary business of the annual general meeting of the club is to:
 - (a) confirm minutes of the last preceding general meeting (whether annual or special), and
 - (b) receive from the Board, auditors or officers of the club:
 - (i) a report on the state of affairs of the club, and
 - (ii) the appropriate financial reports of the club for the financial year, and
 - (c) elect directors to fill any vacancies on the Board.
- (2) The annual general meeting may also transact other business of which notice has been given to members, if required, under the Law or these rules.

28 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, 50 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 (or an alternative place chosen by the Board if the same place is not available) 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.

29 Chairperson at general meetings

- (1) The president, if any, may preside as chairperson at every general meeting of the club.
- (2) If there is no president, or if at a meeting the president 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 to be chairperson (until the president 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.

30 Attendance and voting at general meetings

- (1) Subject to subrule (2), the right to vote attaches to membership.
- (2) In accordance with the Act, a member who is an employee of the club cannot vote at any general meeting or in any election of directors.
- (3) A resolution, unless otherwise specified in these rules or the Law, must be decided by simple majority.
- (4) 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.
- (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 demand a pollthe question for decision must be determined by a poll.
- (7) Subject to subrule (7), a 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) The outcome of an equality of votes is taken to have been decided in the negative.
- (10) Once the votes on a show of hands or on a poll have been counted then, subject to subrule (5), a declaration by the chairperson that a resolution has been carried (unanimously or by a particular majority) or lost is evidence of that fact.

31 Proxy votes

Voting by proxy is not permitted at a general meeting.

32 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 club 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 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 at least 21 days before the closing date of the postal ballot.

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

33 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 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.

34 Special resolutions

- (1) A special resolution is a resolution that is passed:
 - (a) by a two-thirds majority at a general meeting
 - (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

35 Board

- (1) The business of the club is 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 club that are not required to be exercised by the club in general meeting.
- (2) The Board must have at least 5 but no more than 8 directors.

36 Qualifications of directors

- (1) A person qualifies to be a director of the club if:
 - (a) they are an active member
 - (b) they have been an active member for the previous 2 years, and
 - (c) their membership is not currently suspended.
- (2) A member who is an employee of the club is not eligible to be a director.

37 Election of directors

- (1) Directors are generally elected at annual general meetings.

- (2) Subject to subrule (3), 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 position arising from a casual vacancy retires at the same time as the director who vacated the office would have done.
- (4) Retiring directors are eligible for re-election.
- (5) Nominations for election as a director must:
 - (a) be signed by 2 active members
 - (b) provide details of the qualifications and experience of the person nominated
 - (c) be accompanied by a notice in writing signed by the nominee consenting to their nomination, and
 - (d) be received by the secretary not less than 21 days before the election which is the closing date for nominations.
- (6) Immediately after the close of nominations, the secretary must post the names of the candidates in a conspicuous place on the premises of the club.
- (7) If the number of nominees equals the number of vacancies, the nominees must be declared elected at the annual general meeting.
- (8) If there are insufficient nominees to fill all vacancies, the nominees are 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 secret ballot held if required.
- (9) If the number of nominees exceeds the number of vacancies, the election of directors must be conducted by secret ballot during the 14 days immediately preceding the annual general meeting and the result declared at the meeting.
- (10) If there is an equality of votes in a director election, the outcome must be determined by lot.

38 Removal from office of director

The club may by resolution under section 180 of the Law, with special notice as required by that section, remove a director 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.

39 Vacation of office of director

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

40 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.

41 Remuneration of directors

Director remuneration must be approved at a general meeting of the club, other than travelling and other expenses incurred in attending Board or general meetings of the club.

42 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 club 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 president has a second or casting vote.
- (5) Other than in special circumstances decided by the president, at least 48 hours' notice must be given to the directors of all meetings of the Board, without which the meeting cannot be held.

43 Quorum for Board meetings

The quorum for a meeting of the Board is a majority of the current number of directors.

44 President

- (1) The president is elected by and from the Board and is their chairperson.
- (2) If no president is elected or the president 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 president attends and is willing to act as chairperson.
- (3) The president may be removed, and a new president elected, by ordinary resolution of the Board.

45 Delegation and Board committees

The Board may by resolution delegate its functions in accordance with section 178 of the Law.

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

- (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 club and of directors and of committees of directors.
- (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

47 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 club 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 an electronic copy of the rules free of charge.

Administrative matters

48 Policy

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

49 Execution of documents

Documents of the club are executed by two directors, or a director and the secretary.

50 Inspection of records and registers

- (1) Members of the club 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.

51 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 club in the way and with the provision for their security as the Board directs.

52 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 club.
- (2) A notice or other document required to be given to a member of the club may be given by the club to any member by any form of technology (for example, by email), where the member has given consent and notified the club 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.
- (5) A notice may be given by the club to the person entitled to a share in consequence of the death, incapacity or bankruptcy of a member by sending it through the post in a prepaid letter addressed to that person by name. Alternatively, it can be addressed to the person by the title of representative of the deceased or incapacitated person, or trustee of the bankrupt, or by any like description, and:
 - (a) the address should be that supplied for the purpose by the person claiming to be entitled, or
 - (b) if no such address has been supplied, the notice can be given in the manner in which it could have been given if the death, incapacity or bankruptcy had not occurred.

Accounting and financial matters

53 Financial year

The financial year of the club ends on the 30th day of June.

54 Accounts

- (1) The Board must have at least one financial institution account, electronic or otherwise, in the name of the club, into which all amounts received by the club 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 club 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.

55 Appointing a reviewer

- (1) The co-operative must appoint a reviewer in respect of its financial statements.
- (2) A reviewer appointed under this rule is to conduct a review of the co-operative's financial statements as presented to members.
- (3) The appointment of a reviewer under this rule is to be made at an annual general meeting.
- (4) The co-operative may appoint another reviewer 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 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.

56 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 club, to be applied for the benefit of the club.
- (2) No part of the surplus may be paid or transferred directly or indirectly, by way of profit, to members of the club.
- (3) A part of the surplus, but not more than 50%, arising in any year from the business of the club may be applied for charitable purposes.

57 Provision for loss

The Board must make appropriate provision for losses in the club'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 club's solvency.

58 Financial reports to members

- (1) The club must prepare financial reports and statements in accordance with the Law, the National Regulations and these rules.
- (2) These reports and statements will be made available for inspection by members, at the club and electronically, at least 14 days before each annual general meeting.

Winding up

59 Winding up

- (1) The winding up of the club must be in accordance with Part 4.5 of the Law.

- (2) 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 club but must be given or transferred to an institution or institutions:
- (a) with a mission similar to that of the club
 - (b) whose constitution prohibits the distribution of its property among its members, and
 - (c) chosen by the members of the club at or before the dissolution or, in default, by a judge of the court with jurisdiction in the matter.

Profit and Loss

Weston Workers Club Co-Operative Club Limited For the 11 months ended 31 May 2025

JUL 2024-MAY 2025

Trading Income

Bar Sales	1,039,940.94
Bingo Income	169,210.00
Bistro Sales	495,189.05
Keno Commission Received	74,119.54
Poker Machine Net Clearances	1,769,005.40
Raffle Income	460,559.82
Recycling Income	1,696.41
Tab Commission Received	23,225.10
Total Trading Income	4,032,946.26

Cost of Sales

Bingo Purchases	85,170.99
Data Monitoring Services	16,563.45
Float Adjustments and Till Discrepancies	86,741.32
Freight	6,625.86
Gaming Monthly Maintenance	22,882.96
Gaming System	44,836.42
Gas - Direct Costs	3,037.19
Promotions	21,636.06
Purchases	70,775.19
Raffle Purchases	309,719.44
Raffle Voucher Redemptions	77,017.80
Repairs & Maintenance - Direct Costs	16,617.18
Stationery	4,645.24
Tab Expenses	11,556.30
Wages - Direct Expenses	3,271.72
Waste Removal	14,228.76
Total Cost of Sales	795,325.88

Gross Profit

3,237,620.38

Other Income

ATM Commissions Received	35,079.18
Functions	45,743.48
Insurance Recoveries	47,765.96
Interest Income	3.10
Membership Subscriptions	16,086.22
Other Revenue	18,663.11
Pool Table	814.92
Rebates Received	103,750.97
Rent Received	1,090.91
Sponsorship Received	1,045.45

JUL 2024-MAY 2025

Ticketed Events	19,578.11
Total Other Income	289,621.41
Operating Expenses	
Accountancy Fees	7,033.27
Advertising	56,328.27
Bank Fees	1,565.57
Cleaning Contract & Supplies	29,165.24
Club Compliance	9,511.89
Clubgrants NSW	35,083.04
Directors Benefits and Expenses	3,277.64
Donations	585.55
Drink Purchases	508,967.04
EFTPOS Fees	1,490.45
Electricity	63,459.40
Entertainment	80,113.31
Fees & Charges	10,229.65
Food Purchase	204,602.36
Function Expenses	8,306.84
Gaming Expense	98,539.54
Gaming Payout Transfer	87,533.08
Gas Usage	19,286.99
General Expenses	59,799.20
Hire of Plant & Equipment	1,579.00
Insurance	23,207.13
Interest Expense	6.71
Lease Payments	42,195.51
Membership Expenses	194,317.32
Motor Vehicle Expenses	1,266.76
Plant & Equip < \$1000	53,334.51
Postage	19.72
Printing & Stationery	9,083.85
Professional Fees	32,326.25
Rates & Taxes	175,292.18
Repairs & Maintenance	51,228.93
Security	9,762.56
Sponsorship External Clubs	17,184.51
Staff Amenities	969.36
Staff Training	14,425.73
Subscriptions	71,515.10
Superannuation	110,853.88
Telephone & Internet	6,377.66
Travel - National	1,399.08
Uniforms	2,157.81
Wages and Salaries	1,168,215.79

JUL 2024-MAY 2025

Water Usage	6,136.27
Total Operating Expenses	3,277,733.95
Net Profit	249,507.84

Balance Sheet

Weston Workers Club Co-Operative Club Limited

As at 31 May 2025

31 MAY 2025

Assets

Bank

Cheque Account	237,068.40
ClubGrants	7,711.61
Gaming Liability	29,047.50
Main Account	9,158.80
Total Bank	282,986.31

Current Assets

ATM Clearing Account	(494,795.08)
Cash on Hand	90,343.00
EFTPOS Sales Clearing Account	498,075.18
Holiday Unit Building Fund	69,000.30
Keno Acc	2,374.98
Keno Clearing Account	(13,888.00)
Security Deposit - TAB	5,000.00
Stock on Hand	19,626.05
TAB Acc	(63,880.16)
TAB Clearing Account	60,140.28
Total Current Assets	171,996.55

Fixed Assets

Clubhouse Land and Buildings - at Cost	3,080,977.87
Clubhouse Land and Buildings Accumulated Depreciation	(1,128,402.45)
Furniture and Fittings - at Cost	580,722.76
Furniture and Fittings Accumulated Depreciation	(417,464.50)
Motor Vehicles - at Cost	45,375.45
Motor Vehicles Accumulated Depreciation	(9,166.38)
Plant and Machinery - at Cost	798,999.49
Plant and Machinery Accumulated Depreciation	(530,245.06)
Poker Machines - at Cost	676,520.01
Poker Machines Accumulated Depreciation	(508,588.52)
Right of Use Assets - at Cost	842,873.40
Right of Use Assets Accumulated Depreciation	(183,602.45)
Total Fixed Assets	3,247,999.62

Total Assets **3,702,982.48**

Liabilities

Current Liabilities

Accounts Payable	38,050.40
Advance Payments	5,727.34
ANZ AU CC 456480XXXXX5242	3,704.15
ATO ICA Account	69,641.35

31 MAY 2025

Child Support Payable	(5,250.58)
Employee Entitlements	13,908.21
Insurance Funding	(135,557.18)
PAYG Withholdings Payable	(156,797.00)
Provision for GST	(1,862.60)
Rounding	(13.82)
Superannuation Payable	(76,481.86)
Wages Payable - Payroll	(847,806.74)
Total Current Liabilities	(1,092,738.33)
Non-current Liabilities	
Bank Loan - ANZ	388,962.18
Lease Liability	(7,124.21)
Lease Liability - 4 * 4C Access_X (\$19,074.00)	114,444.00
Lease Liability - 6 * Casino Top (\$8,434.80)	8,434.80
Lease Liability - 6 * Midnight Express (\$18,466.80)	(36,414.00)
Lease Liability - Printer (\$729.30)	25,483.75
Lease Liability - Senpos (\$2,885.08)	103,862.88
Provision for Bonus Points	62.66
Total Non-current Liabilities	597,712.06
Total Liabilities	(495,026.27)
Net Assets	4,198,008.75
Equity	
Capital Profit Reserve	18,130.00
Current Year Earnings	1,226,756.60
Issued Shares	6,128.00
Retained Earnings	2,946,994.15
Total Equity	4,198,008.75