



New South Wales

Co-operatives Regulation 2005

under the

Co-operatives Act 1992

Her Excellency the Governor, with the advice of the Executive Council, has made the following Regulation under the *Co-operatives Act 1992*.

DIANE BEAMER, M.P.,
Minister for Fair Trading

Explanatory note

The object of this Regulation is to replace the *Co-operatives Regulation 1997* which is repealed on 1 September 2005 by section 10 (2) of the *Subordinate Legislation Act 1989*. The new Regulation deals with the following matters:

- (a) rules for co-operatives (Part 2),
- (b) requirements for active membership of co-operatives (Part 3),
- (c) shares and voting (Part 4),
- (d) management and administration (Part 5),
- (e) funds and property (Part 6),
- (f) application of certain provisions of the *Corporations Act 2001* of the Commonwealth to co-operatives (Part 7),
- (g) restrictions on the acquisition of interests (Part 8),
- (h) merger, transfer of engagements and winding up (Part 9),
- (i) arrangements and reconstructions (Part 10),
- (j) formation and application of the *Co-operatives Act 1992* to foreign co-operatives (Part 11),
- (k) supervision and protection (Part 12),
- (l) inspection of the Register of Co-operatives (Part 13),
- (m) provisions relating to the Schedules to the *Co-operatives Act 1992* (eg matters dealing with subscription for minimum number of shares and certificates of particulars of charges) (Part 14),

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(n) other matters of a machinery, consequential or transitional nature (Parts 1 and 15).
This Regulation is made under the *Co-operatives Act 1992*, including section 446 (the general regulation-making power) and the various other sections mentioned in the Regulation.
This Regulation is made in connection with the staged repeal of subordinate legislation under the *Subordinate Legislation Act 1989*.

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Clause 1 Co-operatives Regulation 2005

Part 1 Preliminary

Co-operatives Regulation 2005

under the

Co-operatives Act 1992

Part 1 Preliminary

1 Name of Regulation

This Regulation is the *Co-operatives Regulation 2005*.

2 Commencement

This Regulation commences on 1 September 2005.

Note. This Regulation replaces the *Co-operatives Regulation 1997*, which is repealed on 1 September 2005 by section 10 (2) of the *Subordinate Legislation Act 1989*.

3 Interpretation

(1) In this Regulation:

CCU means a co-operative capital unit and has the same meaning as provided for by Division 2 of Part 10 of the Act.

Council means the Co-operatives Council constituted under the Act.

non-trading co-operative has the same meaning as in the Act.

the Act means the *Co-operatives Act 1992*.

trading co-operative has the same meaning as in the Act.

(2) In this Regulation (except in Schedule 2 (Conduct of postal ballots, postal ballot paper and middle envelope)), a reference to a Form is a reference to a Form set out in Schedule 7.

(3) Notes in the text of this Regulation do not form part of this Regulation.

Note. Penalty unit is defined in section 17 of the *Crimes (Sentencing Procedure) Act 1999* which provides that a reference in any Act or statutory rule to a number of penalty units is to be read as a reference to an amount of money equal to the amount obtained by multiplying a specified monetary value by that number of penalty units. On the commencement of this Regulation, the monetary value of a penalty unit was \$110.

4 Definition of “debenture”—exempt documents

The following classes of documents are prescribed as exempt documents for the purposes of paragraph (c) of the definition of *debenture* in section 5 (1) of the Act:

- (a) a passbook or other document:
 - (i) that contains all or some of the terms and conditions pursuant to which deposits are accepted by, or withdrawn from, a co-operative, and
 - (ii) that acknowledges the receipt of a deposit with a co-operative, and
 - (iii) that enables further deposits to be made at any time adding to the balance of an existing deposit, and
 - (iv) that enables the withdrawal of the whole or part of the balance of a deposit, whether at call or on the giving of a fixed period of notice, and
 - (v) that acknowledges the amount of the withdrawal and the balance remaining,
- (b) a document acknowledging a debt incurred by a co-operative:
 - (i) in the ordinary course of carrying on so much of a business as neither comprises, nor forms part of, a business of borrowing money and providing finance, and
 - (ii) in respect of money that is or may be deposited with or lent to the co-operative by a person in the ordinary course of a business carried on by the co-operative,
- (c) a document that is issued by a company and that constitutes evidence of a debt owed by the company to a co-operative that is a holding company (within the meaning of the Corporations Act) of the company,
- (d) a document that is issued by a co-operative and that constitutes evidence of a debt owed by the co-operative to a body corporate that is a subsidiary of the co-operative.

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Clause 5 Co-operatives Regulation 2005

Part 2 Rules

Part 2 Rules

5 Maximum fine that may be imposed on member under rules

For the purposes of section 107 (7) of the Act, the maximum fine that may be fixed by the rules of a co-operative is:

- (a) in the case of a trading co-operative—10 penalty units, or
- (b) in the case of a non-trading co-operative—1 penalty unit.

Part 3 Active membership

6 Active membership—explanation

- (1) This clause applies to a co-operative that has as its primary activity the carrying on of a club, including a registered club within the meaning of the *Registered Clubs Act 1976*.
- (2) For the purposes of section 116 (b) of the Act, a person's active membership of a co-operative is sufficiently established if the person is the holder of a life membership awarded under the rules of the co-operative for long or meritorious service.

7 Factors and considerations for determining primary activities

- (1) For the purposes of section 121 (2) (c) of the Act, the following factors and considerations are relevant in determining the matter referred to in section 121 (1) (a) of the Act:
 - (a) in the case of a co-operative whose activities include the provision of a taxi radio network facility—whether the co-operative actually carries out that activity,
 - (b) in the case of a co-operative whose activities include the disposal of produce or livestock on behalf of its members—whether the co-operative actually carries out that activity,
 - (c) in the case of a co-operative whose activities include the acquisition of particular goods or services for its members—whether the co-operative actually carries out that activity.
- (2) For the purposes of section 121 (3) of the Act, the following matters may be taken into account in determining whether an activity makes a significant contribution to the business of the co-operative:
 - (a) if the activity contributes at least 10 per cent of the co-operative's:
 - (i) turnover, or
 - (ii) income, or
 - (iii) expenses, or
 - (iv) surplus, or
 - (v) business,
 - (b) if the failure by the co-operative to conduct that activity would result in a reduction of 10 per cent or more in the business conducted by the co-operative.

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Clause 8 Co-operatives Regulation 2005

Part 3 Active membership

8 Active membership—supply or purchase of goods or produce

For the purposes of section 123 (3) (b) of the Act, a person's relationship with a co-operative as a supplier of livestock is sufficiently established if the person supplies livestock to an agent of the co-operative who in turn supplies the livestock to the co-operative.

9 Register of cancelled memberships

For the purposes of section 137 of the Act, a register of cancelled memberships must specify the particulars set out in clause 6 of Schedule 1.

Part 4 Shares and voting

10 Notice in respect of bonus shares

For the purposes of section 156 (3) (c) of the Act, a *prescribed person* is:

- (a) in relation to the valuation of property within the meaning of the *Valuers Act 2003*—a person who is a registered valuer under that Act, and
- (b) in relation to the valuation of assets of some other kind—a person who has been engaged in valuing assets of that kind for a period of, or for periods totalling, at least 5 years.

11 Postal ballots

For the purposes of section 193 of the Act, a postal ballot must be conducted in accordance with Schedule 2.

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Clause 12 Co-operatives Regulation 2005

Part 5 Management and administration of co-operatives

Part 5 Management and administration of co-operatives

12 Prescribed authorities

For the purposes of section 208 (3) of the Act, each of the following authorities is a *prescribed authority*:

- (a) the Commissioner of Corrective Services in New South Wales,
- (b) the general manager of the prison in Victoria in which the person was detained in custody on the date of release,
- (c) the general manager of the prison in Queensland in which the person was detained in custody on the date of release,
- (d) the Executive Director of the Prisons Division of the Department of Justice of Western Australia,
- (e) the Executive Director of the Prisons Division of the Department of Justice of South Australia,
- (f) the Director of Prisons in Tasmania,
- (g) the Director of Correctional Services of the Northern Territory.

13 Requirements for financial records and financial statements

- (1) A co-operative is declared to be an applied Corporations legislation matter for the purposes of Part 3 of the *Corporations (Ancillary Provisions) Act 2001* in relation to the provisions of section 198F, Part 2F.3, sections 249K, 249V, 250PA, 250RA, 250S, 250SA and 250T and Parts 2M.2, 2M.3, 2M.4 and 2M.7 of the Corporations Act, subject to the following modifications:

- (a) the modifications specified in the *Co-operatives Act 1992* and Parts 1 and 2 of Schedule 3 to this Regulation,
- (b) the provisions are to be read as if:
 - (i) any offence created in respect of those provisions were the offence set out in section 243 (1) of the *Co-operatives Act 1992*, and
 - (ii) any penalty for the offence were the penalty set out in section 243 (1) of the *Co-operatives Act 1992*,
- (c) the provisions apply subject to subclause (2).

Note. Part 3 of the *Corporations (Ancillary Provisions) Act 2001* provides for the application of provisions of the *Corporations Act 2001* of the Commonwealth and Part 3 of the *Australian Securities and Investments Commission Act 2001* of the Commonwealth as laws of the State in respect of any matter declared by a law of the State (whether with or without modification) to be an applied Corporations legislation matter for the purposes of that Part in relation to those Commonwealth provisions. Section 14 (2) of the *Corporations (Ancillary Provisions) Act 2001* ensures that a declaration made for the purposes of Part 3

of that Act only operates to apply a provision of the Corporations legislation to a matter as a law of the State if that provision does not already apply to the matter as a law of the Commonwealth. If a provision referred to in a declaration already applies as a law of the Commonwealth, nothing in the declaration will affect its continued operation as a law of the Commonwealth.

- (2) The directors of a co-operative, or the co-operative by a resolution passed at a general meeting, may authorise a member to inspect books of the co-operative.

14 Registers to be kept by co-operatives

- (1) The registers that a co-operative is required to keep under section 249 of the Act must:
- (a) be kept in written or electronic form, and
 - (b) contain the particulars specified in Schedule 1.
- (2) A register may include:
- (a) any document in the English language in which the required particulars are recorded, and
 - (b) any disc, tape, soundtrack or other device in which the required particulars are recorded, so long as they are capable (with or without the aid of some other equipment) of being reproduced in a document in the English language.
- (3) For the purposes of section 249 (1) (g) of the Act, a co-operative must keep:
- (a) a register of names of persons who have given loans or deposits to or hold securities, debentures or CCUs given or issued by the co-operative containing the particulars specified in clause 3 of Schedule 1, and
 - (b) a register of subordinated debt containing the particulars specified in clause 8 of Schedule 1.

15 Inspection of registers etc

- (1) For the purposes of section 251 (1) (g) of the Act, the following registers are prescribed:
- (a) the register of any loans made by or guaranteed by the co-operative, and of any securities taken by the co-operative, required to be kept under section 249 (1) (c) of the Act,
 - (b) the register of memberships cancelled under Part 6 of the Act required to be kept under section 249 (1) (e) of the Act,
 - (c) the register of notifiable interests required to be kept under section 294 of the Act,

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Clause 16 Co-operatives Regulation 2005

Part 5 Management and administration of co-operatives

- (d) the register of names of persons who have given loans or deposits to or hold securities, debentures or CCUs given or issued by the co-operative required to be kept under clause 14 (3) (a),
 - (e) the register of subordinated debt required to be kept under clause 14 (3) (b).
- (2) For the purposes of section 251 (7) of the Act, the following documents are prescribed:
- (a) a copy of the Act and this Regulation,
 - (b) a copy of the rules of the co-operative,
 - (c) a copy of the last annual report of the co-operative under section 252 of the Act.

16 Notice of appointment etc of directors and officers

For the purposes of section 251B (2) (c) of the Act, the following particulars are prescribed:

- (a) the name of the co-operative or subsidiary,
- (b) the name and position of the person giving notice of the appointment or cessation of appointment,
- (c) in respect of any person being appointed to act as a director, principal executive officer or secretary:
 - (i) the full name (family and given names), and
 - (ii) any former names, and
 - (iii) the residential address, and
 - (iv) the date of birth, and
 - (v) the office held and date appointed,
- (d) in respect of any person ceasing to hold that office:
 - (i) the full name (family and given names), and
 - (ii) the date of birth, and
 - (iii) the office held and date appointment ceased,
- (e) in respect of any change of name of a director, principal executive officer or secretary:
 - (i) the name previously notified, and
 - (ii) the new name (family and given names), and
 - (iii) the date of change, and
 - (iv) the date of birth, and
 - (v) the office held,

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- (f) in respect of any change of address of a director, principal executive officer or secretary:
- (i) the new address, and
 - (ii) the date of change, and
 - (iii) the date of birth, and
 - (iv) the office held.

17 Annual report

For the purposes of section 252 (1) (e) of the Act, the prescribed form of return, and the prescribed particulars to be contained in the return, are set out in Form 1.

18 Advertising change of name of co-operative

For the purposes of section 259 (1) of the Act, the prescribed manner of advertising the change of name of a co-operative is for the co-operative to cause the change of name to be advertised in at least one newspaper circulating in the locality or localities in which the co-operative carries on business within 28 days after the change of name has been registered by the Registrar.

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Clause 19 Co-operatives Regulation 2005

Part 6 Funds and property

Part 6 Funds and property

19 Fund raising to be in accordance with Act and regulations

- (1) This clause applies to a co-operative that is a deposit taking co-operative.
- (2) For the purposes of section 263 (1) of the Act, a deposit taking co-operative is restricted from accepting money on deposit from persons other than its members.
- (3) A deposit taking co-operative must provide a depositor with a copy of a current disclosure statement before the first deposit is made by the depositor after the commencement of this clause and, afterwards, at least once in each period of 12 months.
- (4) A current disclosure statement is a disclosure statement that:
 - (a) has been submitted to and registered by the Registrar, and
 - (b) has not, within 23 days after the date on which it was submitted to the Registrar, been the subject of a direction by the Registrar under section 264 of the Act, and
 - (c) complies with any such direction given by the Registrar, and
 - (d) complies with any conditions imposed by the Registrar under subclause (7), and
 - (e) is not more than 12 months old.
- (5) A disclosure statement that is submitted to the Registrar under subclause (4) must contain:
 - (a) a current balance sheet of the co-operative, and
 - (b) a current income statement for the co-operative, and
 - (c) such other information as the Registrar directs.
- (6) The Registrar may register a disclosure statement submitted under this clause with or without conditions.
- (7) The Registrar may require a deposit taking co-operative to give to a depositor, within such time as the Registrar may determine, a document of a kind referred to in clause 4 (a) of this Regulation.
- (8) This clause does not apply to the acceptance of money in connection with the issue by the co-operative of debentures.
- (9) This clause does not apply to the acceptance by a co-operative of a deposit of money in connection with goods or services to be supplied by the co-operative in the ordinary course of business.

20 Compulsory loan by member to co-operative

For the purposes of section 268 (2) of the Act, the prescribed term is 10 years.

21 Limited dividend

For the purposes of section 282 (3) of the Act, the prescribed amount is 20 cents for each dollar invested in the shares of the co-operative.

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Clause 22 Co-operatives Regulation 2005

Part 7 Application of Corporations Act

Part 7 Application of Corporations Act

22 Securities listing provisions to apply to co-operatives

- (1) For the purposes of section 9 (2) (a) of the Act, the provisions of the Corporations Act that relate to the listing of securities of a co-operative for quotation on a financial market are not to be excluded from the operation of the Corporations Act in relation to a co-operative.
- (2) For the purposes of section 9 (2) (a) of the Act, the provisions of the Corporations Act that relate to the matters for which the following provisions of that Act make provision are not to be excluded from the operation of the Corporations Act in relation to a co-operative in respect of securities that are listed for quotation on a financial market:
 - (a) Part 1.2 (Interpretation), but only in relation to the interpretation of the other provisions of the Corporations Act applying under their own force to co-operatives,
 - (b) Part 1.2A (Disclosing entities),
 - (c) Section 1020C (ASIC's power to prohibit short selling in certain cases),
 - (d) Sections 792B–792E (Market licensee's obligations to provide information and assistance to ASIC),
 - (e) Section 793C (Enforcement of operating rules),
 - (f) Part 7.3 (Licensing of clearing and settlement facilities),
 - (g) Part 7.5 (Compensation regimes for financial markets),
 - (h) Part 7.10 (Market misconduct and other prohibited conduct relating to financial products and financial services),
 - (i) Divisions 3 (Transfer of certain securities effected otherwise than through a prescribed CS facility), 4 (Transfer of financial products effected through prescribed CS facility) and 5 (Exemptions and modifications) of Part 7.11 (Title and transfer),
 - (j) Part 7.12 (Miscellaneous), but only to the extent to which that Part relates to the other provisions of the Corporations Act applying under their own force to co-operatives,
 - (k) Chapters 2L (Debentures) and 6D (Fundraising), but only in relation to securities of the same class, and issued or offered on the same terms, as those already listed by the co-operative on a financial market,
 - (l) Part 9.4 (Offences), but only to the extent to which that Part relates to the other provisions of the Corporations Act applying under their own force to co-operatives.

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- (3) To remove doubt, this clause extends to all the securities of a co-operative, including CCUs.
 - (4) In this clause, *financial market* has the same meaning as in the Corporations Act.

23 Provisions of Corporations Act regarding irregularities applied to co-operatives

For the purposes of section 10 of the Act, co-operatives are declared to be applied Corporations legislation matters for the purposes of Part 3 of the *Corporations (Ancillary Provisions) Act 2001* in relation to section 1322 (1)–(3A) and (4)–(6) of the Corporations Act, subject to the following modifications:

- (a) references to “this Act” are to be read as including references to the *Co-operatives Act 1992*,
- (b) a reference to a “corporation” is to be read as a reference to a co-operative,
- (c) a reference to a meeting in section 1322 (3) is to be read as including a reference to a vote conducted by a postal ballot (including a special postal ballot),
- (d) a reference in section 1322 (3) to the giving of notice of a meeting is to be read as including a reference to the giving of a disclosure statement or explanatory statement in relation to a matter the subject of a vote at a meeting or in relation to a matter the subject of a postal ballot (including a special postal ballot),
- (e) the reference in section 1322 (3) to “a person entitled to attend the meeting” is to be read as including a reference to a person entitled to vote in a postal ballot (including a special postal ballot),
- (f) the reference in section 1322 (4) (b) to a register kept by ASIC under the Corporations Act is to be read as a reference to a register kept by the Registrar under the *Co-operatives Act 1992*.

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Clause 24 Co-operatives Regulation 2005

Part 8 Restrictions on acquisition of interests in co-operatives

Part 8 Restrictions on acquisition of interests in co-operatives

24 Notice of relevant interest in member's right to vote

For the purposes of section 288 (b) of the Act, the prescribed particulars to be specified when giving notice of having or ceasing to have a relevant interest in the right to vote of a member of a co-operative are as follows:

- (a) the name of the co-operative to whom notice is being given,
- (b) the full name and address of the person giving notice,
- (c) the date on which the relevant interest was acquired or ceased,
- (d) the name of the member whose right to vote was so affected,
- (e) the date of giving notice.

25 Notice of substantial share interest

For the purposes of section 288 (b) of the Act, the prescribed particulars to be specified when giving notice of a substantial share interest are as follows:

- (a) the name of the co-operative to whom notice is being given,
- (b) the full name and address of the person giving notice,
- (c) the date on which the substantial share interest was acquired,
- (d) in respect of each holder of a substantial share interest:
 - (i) the full name and address of the holder, and
 - (ii) the number and description of the shares in which each substantial share interest is held, and
 - (iii) the name and address of each person registered as the holder of the shares in which the substantial share interest is held, and
 - (iv) the name and address of each person entitled to become registered as the holder of the shares in which the substantial share interest is held, and
 - (v) the date of each acquisition of a substantial share interest within the previous 12 months and the number of shares acquired at that date (if any), and
 - (vi) the valuable consideration for each acquisition in the previous 12 months, including the nature of any part that did not consist of money, and
 - (vii) the total number of shares in which the holder has a substantial interest,

- (e) particulars of any contract, scheme, arrangement or other circumstance by reason of which the holder of the substantial share interest acquired the substantial share interest (not including interests acquired more than 12 months previously) if the holder has, throughout the period of 12 months immediately preceding the date of the notice, been the registered shareholder of those shares,
- (f) particulars of the nature of the substantial share interest,
- (g) particulars of any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers of the relevant shares,
- (h) particulars of any additional benefit that any person from whom a substantial share interest was acquired has, or may, become entitled to receive, whether on the happening of a contingency or not, in relation to that acquisition, other than the valuable consideration referred to in paragraph (d) (vi) above,
- (i) the date on which notice is given.

26 Notice of change in substantial share interest

For the purposes of section 288 (b) of the Act, the prescribed particulars to be specified when giving notice of a change in a substantial share interest are as follows:

- (a) the name of the co-operative to whom notice is being given,
- (b) the full name and address of the person giving notice,
- (c) the following particulars applicable before the change:
 - (i) the full name and address of the holder of the substantial share interest,
 - (ii) the number and description of the shares in which the substantial share interest was held,
 - (iii) the name and address of the person registered as the holder of the shares,
 - (iv) the name and address of the person entitled to become registered as the holder of the shares,
 - (v) the total number of shares in which the holder of the substantial share interest held the substantial share interest,
- (d) the following particulars relating to the change:
 - (i) the date of the change in the substantial share interest,
 - (ii) particulars of the valuable consideration given in relation to the change, including the nature of that part (if any) that did not consist of money,

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Clause 27 Co-operatives Regulation 2005

Part 8 Restrictions on acquisition of interests in co-operatives

- (iii) particulars of any contract, scheme, arrangement or other circumstance by reason of which the change in the substantial share interest occurred,
- (iv) particulars of any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers of those shares in which the substantial share interest in which the change occurred is held,
- (v) particulars of any additional benefit that a person has, or may, become entitled to receive, whether on the happening of a contingency or not, as a consequence of a change in a substantial share interest,
- (e) the following particulars applicable after the change:
 - (i) the full name and address of the holder of the substantial share interest,
 - (ii) the number and description of the shares in which the substantial share interest is held,
 - (iii) the full name and address of the person entitled to become registered as the holder of the shares,
- (f) the date on which notice is given.

27 Notice of cessation of substantial share interest

For the purposes of section 288 (b) of the Act, the prescribed particulars to be specified when giving notice of a cessation of a substantial share interest in a co-operative are as follows:

- (a) the name of the co-operative to whom notice is being given,
- (b) the full name and address of the person giving notice,
- (c) the full name and address of the person ceasing to have a substantial share interest in the co-operative,
- (d) the date on which the person ceased to have a substantial share interest in the co-operative,
- (e) details of any agreement or other circumstances because of which the person ceased to hold a substantial share interest in the co-operative,
- (f) in relation to each change in a substantial share interest of the person since the person was last required to give notice of such a change to the co-operative:
 - (i) the date of the change, and
 - (ii) the nature of the change, and
 - (iii) the consideration given in relation to the change, and

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Clause 27

Restrictions on acquisition of interests in co-operatives

Part 8

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- (iv) the class and number of shares affected by the change,
 - (g) the date on which notice is given.

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Clause 28 Co-operatives Regulation 2005

Part 9 Merger, transfer of engagements and winding up

Part 9 Merger, transfer of engagements and winding up

28 Application for registration or incorporation under another law

For the purposes of section 316 (1) (f) of the Act, the *Aboriginal Councils and Associations Act 1976* of the Commonwealth is a prescribed law.

29 Winding up on Registrar's certificate

For the purposes of section 324 (4) of the Act, the security a liquidator must give is \$50,000 in the form of:

- (a) cash, or
- (b) a cheque drawn on an authorised deposit-taking institution, or
- (c) a certificate of deposit issued by an authorised deposit-taking institution, or
- (d) a debenture or security that is guaranteed by the Government of a State or Territory or by the Government of the Commonwealth, or
- (e) a surety issued by an authorised deposit-taking institution or a body corporate authorised to carry on insurance business under the *Insurance Act 1973* of the Commonwealth.

30 Application of Corporations Act to winding up

For the purposes of section 325 (1) of the Act, the modifications set out in Part 1 of Schedule 3 are prescribed.

Part 10 Arrangements and reconstructions

31 Explanatory statements

For the purposes of sections 346 (2) (b) and 354 (3) (b) of the Act, the prescribed information that must be included in a draft explanatory statement or explanatory statement (as the case may be) is set out in Schedule 4.

32 Compulsory acquisition notices

For the purposes of section 360 (1) of the Act, a compulsory acquisition notice must be in Form 2.

33 Notice to remaining shareholders

For the purposes of section 362 (1) (a) of the Act, a notice to a remaining shareholder must be in Form 3.

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Clause 34 Co-operatives Regulation 2005

Part 11 Foreign co-operatives

Part 11 Foreign co-operatives

34 Application for registration of participating co-operative as foreign co-operative

- (1) An application under section 369E of the Act by a participating co-operative for registration as a foreign co-operative must be made in writing to the Registrar.
- (2) For the purposes of section 369E (2) (d) of the Act, the statement must be verified by a statement by a director or the secretary of the applicant co-operative.
- (3) For the purposes of section 369E (2) (e) of the Act, the other information that must accompany an application by a participating co-operative for registration as a foreign co-operative is as follows:
 - (a) the details of the proposed business activities to be carried on in New South Wales,
 - (b) the details of the proposed principal place of business of the co-operative in New South Wales,
 - (c) the address of the registered office in the participating State of the co-operative,
 - (d) the name under which the participating co-operative carries on business in the participating State,
 - (e) the details of any charges required to be registered pursuant to Schedule 3 to the Act.

35 Application for registration of non-participating co-operative as foreign co-operative

- (1) An application under section 369F of the Act by a non-participating co-operative for registration as a foreign co-operative must be made in writing to the Registrar.
- (2) For the purposes of section 369F (2) (b) of the Act, the statement must be verified by a statement by a director or the secretary of the applicant co-operative.
- (3) For the purposes of section 369F (2) (c), the other documents and information that must accompany an application by a non-participating co-operative for registration as a foreign co-operative are as follows:
 - (a) a copy of the co-operative's certificate of registration,
 - (b) a copy of the latest audited financial statements of the co-operative,
 - (c) the full name, date of birth and residential address of each director of the co-operative,

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- (d) the details of the proposed business activities to be carried on in New South Wales,
 - (e) the details of the proposed principal place of business of the co-operative in New South Wales,
 - (f) the address of the registered office in the jurisdiction under the law of which the co-operative is incorporated,
 - (g) the name under which the co-operative carries on business in that jurisdiction,
 - (h) the details of any charges required to be registered pursuant to Schedule 3 to the Act.

36 Registration of foreign co-operatives

For the purposes of section 369I of the Act, if the Registrar has registered a foreign co-operative under that section, the Registrar must send to the co-operative a certificate of registration at the address notified under section 369E (2) (d) (ii) or section 369F (2) (b) (ii) of the Act (as the case may be).

37 Application of Act and regulations to foreign co-operatives

- (1) For the purposes of section 369J of the Act:
 - (a) the following provisions of the Act and this Regulation are prescribed in relation to a participating co-operative:
 - (i) Division 4 of Part 1,
 - (ii) sections 258 and 264,
 - (iii) section 325 (but only to the extent that it applies Parts 5.4, 5.4B and 5.6 of the Corporations Act in relation to the winding up of a participating co-operative in insolvency),
 - (iv) sections 407 and 440A,
 - (v) clause 56,
 - (b) the following provisions of the Act and this Regulation are prescribed in relation to a non-participating co-operative:
 - (i) Divisions 3 and 4 of Part 1,
 - (ii) sections 13 (2), 14 and 15,
 - (iii) Part 3,
 - (iv) Division 5 of Part 4,
 - (v) sections 106, 108, 109A, 253, 254 and 258,
 - (vi) Division 1 of Part 10,
 - (vii) Part 12 (except Divisions 1 and 3)
 - (viii) Parts 13 and 16,

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Clause 38 Co-operatives Regulation 2005

Part 11 Foreign co-operatives

- (ix) section 440A,
- (x) clause 56.

- (2) For the purposes of section 369J, section 258 is modified in its application to a foreign co-operative to require the name of the foreign co-operative, when appearing as required by section 258 (1) (b) or (c), to indicate the State, Territory or country in which the foreign co-operative was originally registered or incorporated.

38 Notification by foreign co-operative of certain changes

If a foreign co-operative lodges with the Registrar particulars of an alteration under section 369K of the Act, the particulars must be accompanied by the following documents:

- (a) in the case of a change of name resulting in the issue of a new or amended certificate of registration in the participating State, a copy of the new or amended certificate, certified by the Registrar of the participating State,
- (b) in the case of an alteration or change affecting the rules of the foreign co-operative:
 - (i) if the foreign co-operative is a participating co-operative—a copy of the new or amended rules, certified by the Registrar of the participating State, or
 - (ii) if the foreign co-operative is a non-participating co-operative—a copy of the new or amended rules.

39 Co-operative proposing to register as foreign co-operative

- (1) For the purposes of section 369N (1) of the Act, the prescribed provisions of the Act are as follows:
- (a) Parts 5 and 6,
 - (b) Divisions 5–7 of Part 9,
 - (c) Division 1 of Part 10.
- (2) For the purposes of section 369N (3) of the Act, the prescribed documents are as follows:
- (a) a copy, certified by the Registrar, of the co-operative's certificate of registration,
 - (b) a copy, certified by the Registrar, of the co-operative's rules,
 - (c) a copy, certified by the Registrar, of the last audited balance sheet of the co-operative lodged with the Registrar,
 - (d) a list containing the full name, date of birth, and residential address of each director of the co-operative.

Part 12 Supervision and protection of co-operatives

40 Notice to appear, answer questions and produce documents

For the purposes of section 375 (1) of the Act, a notice must be in Form 4.

41 Investigator's notice to involved person

For the purposes of section 387 (1) of the Act, a notice must be in Form 5.

42 Examination of involved person—allowance and expenses

For the purposes of section 388 (4) of the Act, the prescribed expenses to which an involved person is entitled are as follows:

- (a) for persons ordinarily receiving wages, salary, remuneration or fees, for each hour, or part of an hour, of attendance—the amount of wages, salary, remuneration or fees actually lost because of the person's attendance, but not exceeding \$217 for any one day,
- (b) in any other case—the actual expenditure incurred (other than expenses under paragraphs (c) and (d)), but not exceeding \$59 for any one day,
- (c) for travelling expenses to and from a person's usual place of residence or business and the place of attendance:
 - (i) the amount actually paid, or
 - (ii) an amount calculated at 18 cents per kilometre travelled, whichever is the lesser,
- (d) for accommodation and meals, if a person is required to be absent over night from the person's usual place of residence:
 - (i) the amount actually paid, or
 - (ii) an amount not exceeding \$150 for any one night, whichever is the lesser.

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Clause 43 Co-operatives Regulation 2005

Part 13 Administration of Act

Part 13 Administration of Act

43 Inspection of Register

For the purposes of section 413A (1) (b) of the Act, the prescribed documents are as follows:

- (a) rules approved by the Registrar under section 18,
- (b) documents lodged with the Registrar under section 19 or 24 that result in the registration of the co-operative concerned,
- (c) documents lodged with the Registrar under the following:
 - (i) section 251B, 252, 261, 369K (a) or 369L (1) of the Act,
 - (ii) Schedule 3 to the Act that create or evidence a charge, or the complete or partial satisfaction of a charge,
 - (iii) clause 12 or 17 of Schedule 4 to the Act,
- (d) documents lodged with the Registrar under section 369E (2) (c) or 369F (2) (a) of the Act that result in the registration of the co-operative concerned,
- (e) documents lodged under section 450A, 450B, 450C, 450D, 465A, 470, 494, 509 (3) and (7), 537 or 539 of the Corporations Act (as applied by sections 325 and 332 of the Act),
- (f) disclosure statements approved by the Registrar under section 17, 155, 194, 266A, 268, 311A or 369R of the Act or registered under clause 19,
- (g) copies of certificates of registration issued by the Registrar under section 21, 26, 311C (2) (c) or 369I of the Act,
- (h) documents evidencing consent or permission given by the Registrar under section 76A, 311, 346, 369Q or 440A of the Act,
- (i) documents evidencing an extension or abridgement of time given by the Registrar under section 408 of the Act,
- (j) copies of orders of the Court issued under section 90, 292, 350 or 443 of the Act or any other orders of the Court relating to a co-operative, or to a register kept by the Registrar, that are required by the Court to be lodged or filed with the Registrar,
- (k) alterations of rules registered under section 113 of the Act,
- (l) consolidated copies of altered rules lodged in accordance with section 113 (2) (c) of the Act,
- (m) documents evidencing exemptions granted by the Minister under section 143 of the Act,
- (n) disclosure statements filed with the Registrar under section 146A (1) (b) of the Act,

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- (o) special resolutions registered under section 192A of the Act,
 - (p) documents evidencing exemptions granted by the Registrar under section 146C, 244, 266, 298 or 369R of the Act or under clause 44 of Schedule 3 to the Act,
 - (q) documents evidencing approvals given by the Registrar under section 250 or 256 of the Act or under clause 23 (1) (b) of Schedule 6 to the Act,
 - (r) prospectuses lodged with the Registrar under Chapters 2L and 6D of the Corporations Act (as applied by section 266 of the Act),
 - (s) documents approved by the Registrar under section 273 or 355 of the Act,
 - (t) documents evidencing exemptions granted by the Council under section 285, 308, 312, 316 or 326 of the Act,
 - (u) documents relating to a court approved scheme of arrangement or reconstruction under Part 13 of the Act,
 - (v) copies of instruments made by the Registrar under clause 24 of Schedule 6 to the Act.

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Clause 44 Co-operatives Regulation 2005

Part 14 Provisions relating to Schedules to Act

Part 14 Provisions relating to Schedules to Act

44 Subscription for minimum number of shares

For the purposes of item 9 of clause 2 of Schedule 1 (Matters for which rules must make provision) to the Act, the rules of a co-operative with a share capital must make provision for the minimum number of shares to which a member of the co-operative must subscribe.

45 Variation or abrogation of share rights if more than one class of shares

For the purposes of item 9 of clause 2 of Schedule 1 (Matters for which rules must make provision) to the Act, the rules of a co-operative with a share capital must make provision for the variation or abrogation of rights attaching to the shares of the co-operative if there is more than 1 class of shares issued or to be issued by the co-operative.

46 Exclusions—holders of prescribed offices

For the purposes of clause 13 of Schedule 2 (Relevant interests, associates, related bodies) to the Act, the prescribed offices are those set out in Schedule 5.

47 Charges required to be registered

For the purposes of clause 8 of Schedule 3 (Registration etc of charges) to the Act, each of the following laws is a prescribed law of a State or Territory:

- (a) Parts 2 and 3 of the *Liens on Crops and Wool and Stock Mortgages Act 1898*,
- (b) Parts 7 and 8 of the *Instruments Act 1958* of Victoria,
- (c) Part 2 (to the extent to which it relates to the registration of stock mortgages, liens on crops and liens on wool) and Part 4 of the *Bills of Sale and Other Instruments Act 1955* of Queensland,
- (d) the *Liens on Crops of Sugar Cane Act 1931* of Queensland,
- (e) sections 7 and 8 and Parts 9, 10 and 11 of the *Bills of Sale Act 1899* of Western Australia,
- (f) the *Liens on Fruit Act 1923* of South Australia,
- (g) the *Stock Mortgages and Wool Liens Act 1924* of South Australia,
- (h) section 36 of the *Bills of Sale Act 1900* of Tasmania,
- (i) the *Stock, Wool and Crop Mortgages Act 1930* of Tasmania,
- (j) Parts 4 and 5 of the *Instruments Act 1933* of the Australian Capital Territory,
- (k) the *Instruments Act* of the Northern Territory.

48 Inspection of register of charges

For the purposes of clause 41 (3) (b) of Schedule 3 to the Act, the prescribed amount is \$10.

49 Copies of register of charges

For the purposes of clause 41 (5) (a) of Schedule 3 to the Act, the prescribed amount is \$1 per page, to a maximum of \$20.

50 Request for certificate of particulars of charge

A request to the Registrar for a certificate under clause 42 of Schedule 3 to the Act must be in writing.

51 Managing controller's report

For the purposes of clause 6A (1) of Schedule 4 (Receivers, and other controllers, of property of co-operatives) to the Act, Form 6 is the prescribed form of report.

52 Notification of matters relating to controller

- (1) A notice referred to in clause 12 (1) (a), (2) (a) and (3) (a) of Schedule 4 to the Act is to be in Form 7.
- (2) For the purposes of clause 12 (4) of Schedule 4 to the Act, Form 8 is the prescribed form of notice.
- (3) A notice referred to in clause 12 (6) (a) of Schedule 4 to the Act is to be in Form 8.

53 Reporting officers' report

For the purposes of clause 14 (2) (b) of Schedule 4 to the Act, Form 6 is the prescribed form of report.

54 Report required by controller

For the purposes of clause 15 (1) of Schedule 4 to the Act, Form 6 is the prescribed form of report.

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Clause 55 Co-operatives Regulation 2005

Part 15 Miscellaneous

Part 15 Miscellaneous

55 Fees

The fees payable under the Act, including the amount of the additional fee that the Registrar may impose for late lodgment of a document required to be lodged under the Act, are set out in Schedule 6.

56 Waiver of fees

For the purposes of section 446 (2A), the Registrar may waive, reduce or refund any fee payable by a co-operative under the Act or this Regulation if, in the opinion of the Registrar, there are special circumstances that justify payment being waived, reduced or refunded.

57 Savings

Any act, matter or thing that, immediately before the repeal of the *Co-operatives Regulation 1997*, had effect under that Regulation continues to have effect under this Regulation.

Schedule 1 Particulars to be included in registers

(Clauses 9 and 14)

1 Register of members, directors and shares

- (1) The register of members, directors and shares of a co-operative must contain the following particulars for each member:
- (a) the name and address of each member,
 - (b) the date on which each member was admitted to the co-operative,
 - (c) the folio reference to the minute evidencing the board's decision to admit the member,
 - (d) if the co-operative has share capital, a statement in respect of each member by whom shares are held of:
 - (i) the number of shares held beneficially and non-beneficially, and
 - (ii) the identifying number of each share held, and
 - (iii) the date on which the shares were allotted, and
 - (iv) the amount paid or agreed to be considered as having been paid on the shares,
 - (e) the date of and circumstances under which the member's membership ceased (if applicable),
 - (f) if shares are purchased pursuant to section 172 (1) of the Act, a statement of the number of shares purchased and the date on which the shares were purchased,
 - (g) if shares are forfeited pursuant to section 290 of the Act, a statement of the number of shares forfeited and the date on which forfeiture was effected,
 - (h) if there is a conversion to a co-operative without share capital, the date of the repayment of the share capital or the date of disposal and the name and address of the person or body to whom the share capital was repaid.
- (2) The register of members, directors and shares of a co-operative must contain the following particulars for each director:
- (a) the name, any former names, date of birth, and residential address of each director,
 - (b) the date of that person's election or appointment as a director,
 - (c) whether the director is a non-member director,
 - (d) the date of termination of office (if applicable),
 - (e) the mode of termination of office (if applicable).

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Schedule 1 Particulars to be included in registers

2 Register of loans to, securities given by, debentures issued by and deposits received by co-operative

- (1) The register of loans to, securities given by, debentures issued by and deposits received by a co-operative is required to contain the following particulars for each loan:
 - (a) the name of the person by whom the loan is made,
 - (b) the amount of the loan,
 - (c) the date on which the loan was received by the co-operative,
 - (d) the folio reference to the minute evidencing the board's decision to accept the loan,
 - (e) a reference identifying the account created for the loan,
 - (f) the date of each payment made in relation to the loan and the amount of each payment so made,
 - (g) if the loan is secured by way of mortgage of real property, the address and particulars of title of the property and a reference identifying the mortgage agreement,
 - (h) if the loan is secured otherwise than by way of a mortgage of real property, particulars of the security given and a reference identifying the agreement that evidences that security,
 - (i) the location of the documents relating to the security given in respect of the loan,
 - (j) particulars of any movement of those documents from that location,
 - (k) the date of the final repayment made in relation to the loan.
- (2) The register of loans to, securities given by, debentures issued by and deposits received by a co-operative must contain the following particulars for each debenture issued:
 - (a) the name and address of each person to whom a debenture is payable,
 - (b) the number and series of the debenture,
 - (c) the date of its issue,
 - (d) the amount of the debenture,
 - (e) the rate of interest,
 - (f) the dates of payment of principal,
 - (g) the place of payment,
 - (h) the name of the trustee (if applicable),
 - (i) the ledger folio,

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- (j) the name, address and occupation of any transferor,
 - (k) the date of any transfer,
 - (l) the redemption value.
- (3) The register of loans to, securities given by, debentures issued by and deposits received by a co-operative must contain the following particulars for each deposit received by the co-operative:
- (a) the name and address of the depositor,
 - (b) the date of receipt,
 - (c) the amount deposited,
 - (d) the rate of interest (if any),
 - (e) the amount repaid,
 - (f) the date of conversion to shares or debentures (if applicable),
 - (g) the due date for repayment,
 - (h) the balance owing (if any).

3 Register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by co-operative

The register of names of persons who have given loans or deposits to or hold securities or debentures given or issued by a co-operative must contain the following particulars for each person:

- (a) the full name and any former names of the person,
- (b) the address of the person,
- (c) whether the person:
 - (i) has given a loan or deposit to the co-operative, or
 - (ii) holds securities given by the co-operative, or
 - (iii) holds debentures issued by the co-operative,
- (d) a reference to the relevant entry in the register of loans to, securities given by, debentures issued by and deposits received by the co-operative.

4 Register of loans made by or guaranteed by co-operative and of any securities taken by co-operative

- (1) The register of loans made by or guaranteed by a co-operative and of any securities taken by a co-operative must contain the following details for each loan made:
- (a) the name of each person to whom a loan is made,
 - (b) the amount of the loan,
 - (c) the date on which the loan was approved,

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Schedule 1 Particulars to be included in registers

- (d) the folio reference to the minute evidencing the board's decision to make the loan,
 - (e) a reference identifying the account created for the loan,
 - (f) the date of each advance made in relation to the loan and the amount of each advance so made,
 - (g) if the loan is secured by way of mortgage of real property, the address and particulars of title of the property and a reference identifying the mortgage agreement,
 - (h) if the loan is secured otherwise than by way of a mortgage of real property, particulars of the security taken and a reference identifying the agreement that evidences that security,
 - (i) the location of the documents relating to the security taken in respect of the loan,
 - (j) particulars of any movement of those documents from that location,
 - (k) the date of the final repayment made in relation to the loan.
- (2) The register of loans made by or guaranteed by a co-operative and of any securities taken by a co-operative must contain the following particulars for each loan guaranteed by the co-operative:
- (a) the name of the member,
 - (b) the name of the lender,
 - (c) the amount of the loan,
 - (d) the date of the guarantee,
 - (e) the folio reference to the minutes evidencing the board's decision to guarantee the loan,
 - (f) if the loan is secured by way of mortgage of real property, the address and particulars of title of the property and a reference identifying the mortgage agreement,
 - (g) if the loan is secured otherwise than by way of a mortgage of real property, particulars of the security taken and a reference identifying the agreement that evidences that security,
 - (h) the location of the documents relating to the security taken in respect of the loan,
 - (i) particulars of any movement of those documents from that location,
 - (j) the due date for repayment.

5 Register of CCUs

The register of CCUs issued by a co-operative must contain the following particulars for each CCU:

- (a) the date of the resolution approving the terms of issue,
- (b) the name, address and occupation of the holder,
- (c) the number and series of the CCU,
- (d) the face value of the CCU,
- (e) the rate of interest and the nature of the interest (whether cumulative or non-cumulative),
- (f) the date of payment of interest,
- (g) the ranking for priority of payment of capital and interest on a winding up of the co-operative,
- (h) the entitlement (if any) to surplus assets and profits on a winding up of the co-operative,
- (i) if transferred, the name, address and occupation of the transferee,
- (j) the redemption value (if known),
- (k) the date and manner of redemption.

6 Register of memberships cancelled under Part 6 of Act

- (1) The register of memberships cancelled under Part 6 of the Act must contain the following particulars for each member whose membership is cancelled:
 - (a) the name of the member,
 - (b) if the whereabouts of the member are known:
 - (i) the date of the member's last active dealing with the co-operative, and
 - (ii) the date of giving the required notice to the member,
 - (c) the date and folio number of the board's resolution cancelling membership.
- (2) The register of memberships cancelled under Part 6 of the Act must, if the co-operative has a share capital, contain the following additional particulars for each member whose membership is cancelled:
 - (a) the amount subscribed in respect of the shares forfeited,
 - (b) if the whereabouts of the member are unknown:
 - (i) the date when the required period of the member's whereabouts being unknown commenced, and

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Schedule 1 Particulars to be included in registers

- (ii) if the amount required to be repaid to the member in respect of the cancelled membership exceeds \$50, the date of publication of the required notice in a newspaper and the name of the newspaper,
- (c) the date and folio number of the board's resolution forfeiting the shares,
- (d) if the date fixed by the board resolution for repayment of the amount paid up on shares is within 12 months of forfeiture:
 - (i) the date of repayment, or
 - (ii) the date and nature of the application of the amount under section 134 (2) of the Act,
- (e) if the amount due is to be transferred to a debenture or deposit account:
 - (i) the date of transfer to such an account, and
 - (ii) the date of repayment.

7 Register of fixed assets

The register of fixed assets of a co-operative must contain the following particulars for each fixed asset:

- (a) a short description of the fixed asset,
- (b) the method of financing any fixed asset that is leased,
- (c) the physical location of the asset,
- (d) the date of its purchase or installation,
- (e) the manner in which depreciation is calculated,
- (f) the annual percentage at which depreciation is calculated,
- (g) the annual amount of depreciation or amortisation,
- (h) the total amount of depreciation or amortisation,
- (i) the revaluation increment,
- (j) the sale price,
- (k) the date sold.

8 Register of subordinated debt

The register of subordinated debt must contain the following particulars for each subordinated debt incurred:

- (a) the name and address of the person to whom the debt is owed,
- (b) the amount of the debt,
- (c) the date on which the debt was incurred,

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- (d) the folio reference to the minute evidencing the board's decision to incur the debt,
 - (e) a reference identifying the account created for the debt,
 - (f) the date of each payment made in relation to the debt and the amount of each payment made,
 - (g) the date of the final repayment made in relation to the debt.

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Schedule 2 Conduct of postal ballots, postal ballot paper and middle envelope

Schedule 2 Conduct of postal ballots, postal ballot paper and middle envelope

(Clause 11)

1 Ballots

- (1) The board must:
 - (a) cause the details of the proposal on which the ballot is to be held to be set out in a statement, and
 - (b) fix the dates for:
 - (i) the forwarding of ballots to members, and
 - (ii) the closing of the ballot, and
 - (c) appoint a returning officer for the ballot.
- (2) Every ballot must be conducted by the returning officer appointed by the board.

2 Returning officers

- (1) A director of the co-operative may not be appointed as a returning officer.
- (2) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

3 Preparation of voting roll and ballot papers

- (1) The returning officer must prepare a roll of the full names and addresses of the members of the co-operative, as disclosed by the register of members, directors and shares, together with particulars of the number of votes each member would be entitled to exercise on a poll.
- (2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.
- (3) The returning officer must cause ballot papers to be prepared:
 - (a) in or to the effect of Form A in this Schedule, or
 - (b) in such other form as the Registrar approves.
- (4) Each ballot paper must:
 - (a) be initialled by the returning officer or an appointed assistant, or
 - (b) bear a mark that identifies it as a genuine ballot paper.

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- (5) The returning officer must, at least 21 days before the date fixed for the closing of the ballot, send by post or otherwise deliver to every member entitled to vote in the ballot one set of the following material:
- (a) one ballot paper,
 - (b) an envelope (in this Schedule referred to as *the outer envelope*) addressed to the returning officer,
 - (c) a smaller envelope (in this Schedule referred to as *the middle envelope*), the reverse side of which must be printed in or to the effect of Form B in this Schedule,
 - (d) a small envelope (in this Schedule referred to as *the inner envelope*) in which the ballot paper is to be enclosed,
 - (e) a copy of the statement prepared by the board setting out the details of the proposal on which the decision of the members is to be sought,
 - (f) in the case of a special postal ballot, a copy of any disclosure statement approved by the Registrar under section 194 or 369R of the Act in respect of the ballot.

4 Duplicate ballot papers

The returning officer may send a duplicate ballot paper to any voter if the returning officer is satisfied:

- (a) that the voter has not received a ballot paper, or
- (b) that the ballot paper received by the voter has been lost, spoilt or destroyed and that the voter has not already voted.

5 Voting

A member casts a vote in the ballot by:

- (a) completing the details on the reverse side of the middle envelope, and
- (b) marking his or her vote on the ballot paper according to the instructions on the ballot paper, and
- (c) sending the ballot paper, in the envelopes provided, to the returning officer.

6 Safe keeping of ballot papers

- (1) The returning officer must provide a ballot box that must be locked immediately before the ballot papers are delivered to members in accordance with clause 3 (5) and must remain locked until the close of the ballot.

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- (2) The returning officer must place the outer envelopes in the ballot box not later than noon on the date fixed for the closing of the ballot.

7 Counting of the votes

- (1) Ballot papers received after noon on the date fixed for the closing of the ballot must not be taken into account at the ballot.
- (2) As soon as practicable after noon on the date fixed for the closing of the ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the board, open the ballot box and deal with the contents in accordance with subclause (3).
- (3) The returning officer must:
- (a) remove the middle envelope from the outer envelope, and
 - (b) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it "rejected", and
 - (c) according to the information on the middle envelope, for each set of voting papers returned, mark the voter's name on the roll by drawing a line through the name, and
 - (d) if a member's name has already been crossed out on the roll, reject the postal vote and mark it "rejected", and
 - (e) if the middle envelope has not been signed, or if the details shown on the envelope are not sufficient to disclose by whom the vote is being exercised, reject the envelope and mark it "rejected", and
 - (f) extract the inner envelopes containing the ballot papers from all unrejected middle envelopes, separating the contents from the middle envelopes in such a way that no inner envelope could subsequently be identified with any particular voter, and
 - (g) when all the middle envelopes have been dealt with in the above manner, open all unrejected inner envelopes and take the ballot papers from them.
- (4) The ballot papers must be scrutinised by the returning officer who must reject as informal any ballot paper that:
- (a) is not duly initialled by the returning officer or appointed assistant or does not bear a mark that identifies it as a genuine ballot paper, or
 - (b) is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer, or
 - (c) has any mark or writing not authorised by this Schedule that, in the opinion of the returning officer, will enable the voter to be identified, or

(d) has not been marked as prescribed on the ballot paper itself.

8 Statement by returning officer

- (1) The returning officer must count all votes cast and make out and sign a statement of:
 - (a) the number of formal votes cast in favour of the proposal, and
 - (b) the number of formal votes cast against the proposal, and
 - (c) the number of informal votes cast, and
 - (d) the number of middle envelopes marked “rejected”, and
 - (e) the proportion of the formal votes cast in favour of the proposal.
- (2) On the declaration of the returning officer of the result of the postal ballot, the board of the co-operative must cause an entry to be made in the minute book showing the particulars referred to in subclause (1) (a)–(c).
- (3) The returning officer must forward a copy of the statement to the chairperson of the board of the co-operative who must announce the result of the ballot at the next general meeting.

9 Notification of result of ballot

- (1) A co-operative must give notification of the result of a ballot (other than a ballot conducted to alter the rules of a co-operative) by displaying the result on the notice board at the registered office of the co-operative.
- (2) In the case of a postal ballot conducted to alter the rules of a co-operative, the co-operative must cause the result of the ballot to be notified in writing to its members as soon as practicable after the alteration takes effect and, in any event, not later than the date on which notice is given to the members of the next annual general meeting of the co-operative following the date on which the alteration takes effect.

10 Retention of ballot papers

- (1) The returning officer must retain:
 - (a) all ballot papers (whether formal or otherwise), and
 - (b) all rejected outer envelopes, and
 - (c) all rolls,used in connection with the conduct of the postal ballot, locked in the ballot box, in accordance with this clause.

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- (2) The returning officer must retain those items for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the board to retain those items for a longer period specified in the board’s direction.

Form A Postal ballot paper

Co-operatives Regulation 2005 (Schedule 2, clause 3 (3))

Note: Before completing this ballot paper, please read the “How to vote” section below.

Name of Co-operative:

Ballot of members to determine the following proposal:

.....
.....
.....

Do you support the above proposal? (Please write YES or NO in the box)

The ballot will close at noon on

How to vote

- 1** Read these directions and the ballot paper carefully.
- 2** Complete and sign the details on the reverse side of the envelope that has appropriate spaces for the insertion of your name, address and signature (in this ballot paper referred to as *the middle envelope*).
- 3** If:
 - (a) you are in favour of the proposal—write the word “YES” in the box provided above, or
 - (b) you are not in favour of the proposal—write the word “NO” in the box provided above.
- 4** After marking the ballot paper, fold it and place it in the small envelope provided and seal the envelope. Then place the small envelope in the completed middle envelope and place the middle envelope in the envelope addressed to the returning officer. Forward this envelope either by post or personal delivery so as to reach the returning officer not later than noon on

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-
- 5** Unless the ballot paper is marked as indicated in 3 above and the details referred to in 2 above are completed in full and the middle envelope signed, your vote may be rejected as informal.

.....
Initials of returning officer

Form B Middle envelope (member details)

Co-operatives Regulation 2005 (Schedule 2, clause 3 (5) (c))

Note: Please use capital letters for your name and address

(Full name of member)

(Address of member)

(Full name of person casting vote if vote is being cast on behalf of a co-operative or other body corporate that is a member)

(Address of person casting vote if vote is being cast on behalf of a co-operative or other body corporate that is a member)

(Signature of person casting vote)

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Schedule 3 Modifications of Corporations Act

Schedule 3 Modifications of Corporations Act

(Clauses 13 and 30)

Part 1 Interpretation of modified provisions

- 1 The following definitions replace the corresponding definitions under the Corporations Act for the purpose of interpreting the applied provisions of the Corporations Act as modified by the Act and this Schedule:

Act means the *Co-operatives Act 1992* (including applied provisions of the Corporations Act).

applied provisions means the provisions of the Corporations Act referred to in clauses 13 and 30 of this Regulation.

ASIC means the Registrar.

audit company means a company that consents to be appointed, or is appointed, as auditor of a co-operative.

audit firm means a firm that consents to be appointed, or is appointed, as auditor of a co-operative.

audited body, in relation to the audit of a co-operative, means the co-operative in relation to which the audit is, or is to be, audited.

consolidated entity means a co-operative together with all the entities that the accounting standards require the co-operative to include in consolidated financial statements.

Court means the Supreme Court.

debenture, in relation to a co-operative, has the same meaning as in the Act.

director, in relation to a co-operative, has the same meaning as in the Act.

disclosing entity—see section 266 of the Act (which applies Part 1.2A of the Corporations Act).

financial year means a financial year of a co-operative as determined in accordance with section 248 of the Act.

member means member of a co-operative.

officer, in relation to a co-operative, has the same meaning as in the Act.

related body corporate has the meaning given by clause 22 of Schedule 2 to the Act.

-
- 2 Expressions used in the applied provisions as modified by the Act and this Schedule that are not defined in the Corporations Act have the same meaning as in the Act.
- 3 The applied provisions apply as if all notes were omitted.

Part 2 Modification of Corporations Act requirements for financial records and financial statements

Part 2D.1 Duties and powers

[1] Section 198F

Omit “company” wherever occurring. Insert instead “co-operative”.

Part 2F.3 Inspection of books

[2] Section 247A (1)

Omit “company or registered managed investment scheme”.

Insert instead “co-operative”.

[3] Section 247A (1) (a) and (b)

Omit “company or scheme” wherever occurring.

Insert instead “co-operative”.

[4] Section 247A (3) and (5)

Omit “section 237” wherever occurring.

Insert instead “section 105A of the *Co-operatives Act 1992*”.

[5] Section 247C

Omit “ASIC”. Insert instead “the Registrar or an officer”.

[6] Section 247D

Omit the section.

Part 2G.2 Meetings of members of companies

[7] Sections 249K, 249V (1) and 250S (1)

Omit “company” wherever occurring. Insert instead “co-operative”.

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[8] Section 250PA (3)

Omit “company” where secondly, thirdly and fourthly occurring.
Insert instead “co-operative”.

[9] Sections 249V (1), 250RA (1) (a) and 250T

Omit “company’s” wherever occurring. Insert instead “co-operative’s”.

[10] Sections 250PA and 250T (4)

Omit “listed company” wherever occurring. Insert instead “co-operative”.

[11] Section 250RA

Omit “listed company’s” wherever occurring. Insert instead “co-operative’s”.

Part 2M.2 Financial records

[12] Sections 286 (1) and 290 (1)

Omit “company, registered scheme or disclosing entity” wherever occurring.
Insert instead “co-operative”.

[13] Section 287 (2A)

Insert after section 287 (2):

(2A) An inspector may, by notice in writing, specify a period within which the translation must be made available to the inspector.

[14] Section 288 (1A)

Insert after section 288 (1):

(1A) An inspector may, by notice in writing, specify a period within which the hard copy must be made available to the inspector.

[15] Section 289

Omit the section. Insert instead:

289 Place where records are kept

The financial records must be kept within New South Wales but the co-operative may decide where within New South Wales to keep them.

[16] Section 291

Omit the section.

Part 2M.3 Financial reporting**[17] Section 292**

Omit the section. Insert instead:

292 Who has to prepare annual financial reports and directors' reports

A financial report and a directors' report must be prepared for each financial year by all co-operatives.

[18] Sections 293 and 294

Omit the sections.

[19] Section 295 (2)

Omit the subsection. Insert instead:

- (2) The financial statements for the year are:
 - (a) the income statement for the year, and
 - (b) the balance sheet at the end of the year, and
 - (c) the cash flow statement for the year, and
 - (d) if required by the accounting standards—a consolidated income statement, balance sheet and cash flow statement.

[20] Sections 295 (4) (c), 297 (a), 298 (1), 299 (2) (a) and (3) (a), 300 (1) (c) and (ca) and (3) (a), 301 (1), 307 (c) and (d), 310 (a), 312, 314 (1), (4) and (5), 316 (1), 322 (2), 323, 323A (2), 323B, 323C and 323D (1), (3) and (5)

Omit “company, registered scheme or disclosing entity” wherever occurring.

Insert instead “co-operative”.

[21] Sections 295A

Omit “company, disclosing entity or registered scheme” wherever occurring.

Insert instead “co-operative”.

[22] Sections 295A (6) (b) (ii) and (7) (b) (ii), 300 (1) (d) (ii), (2), (2A), (9) (d) and (e) and (11) and 300A (1) (a)–(c)

Omit “company” and “company’s” wherever occurring.

Insert instead “co-operative” and “co-operative’s”, respectively.

[23] Section 296 (1)

Omit the second sentence.

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[24] Section 298 (3)

Omit the subsection.

[25] Sections 299 (3) (b) and 300 (3) (b)

Omit “company, registered scheme or disclosing entity” wherever occurring.

Insert instead “co-operative, company or registered scheme”.

[26] Section 300 (1)

Omit the last sentence.

Insert instead “Co-operatives with listed securities must include additional information under subsections (10), (11), (11A) and (11B) of this section and section 300A.”

[27] Section 300 (5) (a), (6) (a) and (e), and 7 (a) and (c)

Omit “company, registered scheme or disclosing entity” wherever occurring.

Insert instead “entity”.

[28] Section 300 (8)

Omit the subsection. Insert instead:

- (8) The report for a co-operative must include details of:
 - (a) any indemnity that is given to a current or former officer or auditor against a liability, or any relevant agreement under which an officer or auditor may be given an indemnity, and
 - (b) any premium that is paid, or agreed to be paid, for insurance against a current or former officer’s or auditor’s liability.

For the purposes of this subsection, *officer* has the same meaning as in Division 2 of Part 9 of the *Co-operatives Act 1992*.

[29] Section 300 (10)

Omit “public company that is not a wholly-owned subsidiary of another company”.

Insert instead “co-operative that is not a wholly-owned subsidiary of another co-operative”.

[30] Section 300 (12) and (13)

Omit the subsections.

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- [31] Section 300 (14) and (15)**
Omit “section 237” wherever occurring.
Insert instead “section 105A of the *Co-operatives Act 1992*”.
- [32] Section 300A (1)**
Omit “company” where first occurring.
Insert instead “co-operative that is included in an official list of the Exchange”.
- [33] Section 300A (2)**
Omit the subsection.
- [34] Section 300A (3)**
Omit “company’s constitution”. Insert instead “co-operative’s rules”.
- [35] Section 301 (2)**
Omit the subsection.
- [36] Sections 302 and 320**
Omit “A disclosing entity” wherever occurring.
Insert instead “A co-operative that is a disclosing entity”.
- [37] Sections 302 (c), 311 and 320**
Omit “ASIC” wherever occurring. Insert instead “the Registrar”.
- [38] Section 307 (d)**
Omit the paragraph. Insert instead:
(d) whether the co-operative has kept registers as required by section 249 of the *Co-operatives Act 1992* and other records as required by that Act (including any applied provisions of the Corporations Act).
- [39] Sections 312 (a) and 323B (a)**
Omit “company, scheme or entity”. Insert instead “co-operative”.
- [40] Section 314 (1)**
Omit “either”.
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[41] Section 314 (1) (c)

Insert at the end of section 314 (1) (b):

, or

- (c) in the case of a non-trading co-operative:
 - (i) giving members notice:
 - (A) that the reports referred to in paragraph (a) may be inspected at the registered office of the co-operative, or
 - (B) that a concise report of the kind referred to in paragraph (b) may be inspected at the registered office of the co-operative, and
 - (ii) making the report or reports (as the case requires) available for inspection.

[42] Section 315

Omit the section. Insert instead:

315 Deadline for reporting to members

A co-operative must report to members under section 314 by the earlier of:

- (a) 21 days before the next AGM after the end of the financial year, or
- (b) 21 days less than 5 months after the end of the financial year.

[43] Section 316 (1A)

Insert after section 316 (1):

- (1A) Subsection (1) (b) does not apply to a member of a non-trading co-operative.

[44] Section 317

Omit “public company”. Insert instead “co-operative”.

[45] Section 318 (1) and (2)

Omit “company or disclosing entity” wherever occurring.

Insert instead “co-operative”.

[46] Section 318 (1) and (4)

Insert “prescribed” before “debenture holders” wherever occurring.

[47] Section 318 (2)

Insert “prescribed” before “debenture holder”.

[48] Section 318 (2) (a)

Insert “or made available” after “sent”.

[49] Section 318 (3)

Omit the subsection. Insert instead:

- (3) The co-operative must, as soon as practicable after the request:
 - (a) if the terms of the debenture issue so provide—make the copies available for inspection free of charge at the registered office of the co-operative, or
 - (b) in any other case—give the prescribed debenture holder the copies free of charge.

[50] Section 318 (6)

Insert after section 318 (5):

- (6) In this section, *prescribed debenture holder* means a person who holds debentures or CCUs of a co-operative but is not a member of the co-operative.

[51] Part 2M.3, Division 5, heading

Omit “ASIC”. Insert instead “Registrar”.

[52] Section 319

Omit the section. Insert instead:

319 Lodgment of annual reports with Registrar

A co-operative that has to prepare or obtain a report for a financial year under the *Co-operatives Act 1992* (including any applied provisions of the Corporations Act) must include in its annual report to the Registrar for that year a copy of each such report.

[53] Section 321 (1)

Omit the subsection. Insert instead:

- (1) The Registrar may give a co-operative a direction to lodge with the Registrar a copy of reports prepared or obtained by it under Division 1 or 2.

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[54] Section 322 (1)

Omit the subsection. Insert instead:

- (1) If a financial report or directors' report is amended after it is lodged with the Registrar, the co-operative must:
 - (a) lodge the amended report with the Registrar within 14 days after the amendment, and
 - (b) in the case of a non-trading co-operative—make a copy of the amended report available for inspection at the registered office of the co-operative and inform any member who asks, of its availability, and
 - (c) in any other case—give a copy of the amended report free of charge to any member who asks for it.

[55] Section 322 (2) (b)

Insert “inspect or” before “obtain”.

[56] Section 323D (1) and (2)

Omit the subsections.

[57] Part 2M.3, Division 8 (section 323DA)

Omit the Division.

Part 2M.4 Appointment and removal of auditor

[58] Sections 324AA–324DC (other than section 324BD)

Omit “company or registered scheme” wherever occurring.

Insert instead “co-operative”.

[59] Sections 324AB (2), 324CM (1) (c), (2) (c) and (3) (f)

Omit “company or scheme”. Insert instead “co-operative”.

[60] Section 324BD

Omit the section.

[61] Section 324CD (2)

Omit the subsection. Insert instead:

- (2) Without limiting subsection (1), have regard to circumstances arising from any relationship that exists, has existed, or is likely to exist, between:
 - (a) the individual auditor, or

-
- (b) the audit firm or any current or former member of the firm, or
 - (c) the audit company, any current or former director of the audit company or any person currently or formerly involved in the management of the audit company,
- and any of the following persons and bodies:
- (d) the co-operative, or
 - (e) a current or former director of the co-operative, or
 - (f) a person currently or formerly involved in the management of the co-operative.

[62] Section 324CH

Omit “This item does not apply if the audited body is a small proprietary company for the relevant financial year.” wherever occurring in the table that follows section 324CH (1).

[63] Section 324CH (2)

Omit the subsection.

[64] Section 324CH (3)

Omit “(other than a registered scheme)”.

[65] Sections 324CI (d), 324CJ (d) and 324CK (d)

Omit “and” wherever occurring.

[66] Sections 324CI (e), 324CJ (e) and 324CK (e)

Omit the paragraphs.

[67] Sections 324CI, 324CJ and 324CK

Omit “(other than a registered scheme)”.

[68] Section 324CL

Omit “company” wherever occurring. Insert instead “co-operative”.

[69] Part 2M.4, Division 5 (sections 324DA–324DD)

Omit “listed company or listed registered scheme”, “the company or the scheme”, “company or scheme”, “listed company’s or listed registered scheme’s” and “company’s or scheme’s” wherever occurring.

Insert instead “co-operative with listed securities”, “the co-operative”, “co-operative”, “co-operative with listed securities’s” and “co-operative’s” respectively.

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- [70] Section 325**
Omit the section.
- [71] Sections 327A–327F**
Omit “public company” wherever occurring. Insert instead “co-operative”.
- [72] Section 327A (4)**
Insert after section 327A (3):
(4) The co-operative must give the Registrar written notice of an appointment under this section within 28 days of the appointment.
- [73] Section 327B (5)**
Insert after section 327B (4):
(5) The co-operative must give the Registrar written notice of an appointment under this section within 28 days of the appointment.
- [74] Sections 327A–331 (other than sections 327H, 328A and 329 (1A))**
Omit “the company”, “a company”, “the company’s” and “The company” wherever occurring.
Insert instead “the co-operative”, “a co-operative”, “the co-operative’s” and “The co-operative” respectively.
- [75] Section 327H**
Omit the section.
- [76] Section 328A (1) and (4)**
Omit “company, the directors of a company or the responsible entity of a registered scheme” wherever occurring.
Insert instead “co-operative or the directors of a co-operative”.
- [77] Section 328A (1)**
Omit “auditor of the company”. Insert instead “auditor of the co-operative”.
- [78] Section 328A (1)**
Omit “the company, the directors or the responsible entity of the scheme”.
Insert instead “the co-operative or the directors of the co-operative”.

[79] Section 328A (4)

Omit “auditor of a company”. Insert instead “auditor of a co-operative”.

[80] Section 328A (4) (b)

Omit “company or responsible entity” wherever occurring.

Insert instead “co-operative”.

[81] Section 329 (1B)

Insert after section 329 (1A):

- (1B) At least 21 days notice must be given of a meeting of a co-operative at which a resolution will be moved to remove an auditor under section 329 of the Corporations Act (being an applied provision).

[82] Section 329 (8)

Omit “Subject to subsection (9), the”. Insert instead “The”.

[83] Section 329 (9)

Omit the subsection.

[84] Section 329 (11) (c)

Omit “prescribed form”. Insert instead “form approved by the Registrar”.

[85] Section 330

Omit the section. Insert instead:

330 Effect of winding up on office of auditor

An auditor of a co-operative ceases to hold office if:

- (a) a special resolution is passed in accordance with section 189 of the *Co-operatives Act 1992* for the voluntary winding up of the co-operative, or
- (b) a certificate is issued by the Registrar for the winding up of the co-operative, or
- (c) an order is made by the Court for the winding up of the co-operative.

[86] Part 2M.4, Division 7 (sections 331AAA–331AE)

Omit the Division.

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Schedule 3 Modifications of Corporations Act

Part 2M.7 Sanctions for contraventions of Chapter

[87] Section 344 (1)

Omit “company, registered scheme or disclosing entity”.

Insert instead “co-operative”.

Schedule 4 Prescribed information relating to proposed compromise or arrangement

(Clause 31)

1 Definitions

In this Schedule:

internal creditor means a creditor who is:

- (a) a member of the co-operative, or
- (b) a relative of a member, or
- (c) a relative of the spouse of a member.

marketable securities has the same meaning as it has in the Corporations Act.

relative has the same meaning as it has in the Corporations Act.

Scheme means the proposed compromise or arrangement.

scheme creditors means the creditors or class of creditors of a co-operative to whom the Scheme would apply.

scheme members means the members or class of members of a co-operative to whom the Scheme would apply.

2 Prescribed information relating to proposed compromise or arrangement with creditors or class of creditors

- (1) The prescribed information that must be included in a draft explanatory statement or explanatory statement (as the case may be) in relation to a proposed compromise or arrangement between a co-operative and any of its creditors is:
 - (a) the expected dividend that would be available to scheme creditors if the co-operative were to be wound up within 6 months after the date of the hearing of the application to the Court for an order under section 345 (1) of the Act, and
 - (b) if a composition of debts is proposed, the expected dividend that would be paid to scheme creditors if the Scheme were put into effect as proposed, and
 - (c) a list of the names of all known scheme creditors and the debts owed to those creditors, and
 - (d) if a scheme creditor is known to be a guaranteed creditor, the name of the creditor and the amount of the debt owed, and
 - (e) if a scheme creditor is known to be an internal creditor, the name of the creditor and the amount of the debt owed.

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Schedule 4 Prescribed information relating to proposed compromise or arrangement

- (2) The statement referred to in subclause (1) must contain a statement that an order under section 345 (1) of the Act is not an endorsement of, or any other expression of opinion on, the Scheme.
- (3) The statement referred to in subclause (1) must contain or include:
 - (a) a report on the affairs of the co-operative in or to the effect of the form approved by the Registrar, showing the financial position of the co-operative as at a day within one month of the date on which it is intended to apply to the Court for an order under section 345 (1) of the Act, and
 - (b) a copy, certified by a director or by the principal executive officer or a secretary of the co-operative to be a true copy, of all financial statements (if any) required to be laid before the co-operative at the annual general meeting, together with a copy of every document required by law to be annexed to the statements, and
 - (c) if the co-operative the subject of the Scheme is a trustee, a statement:
 - (i) of the number of trusts administered by the trustee, and
 - (ii) whether the trustee carries on any business separate from that of the trust, and
 - (iii) how the scheme creditors may obtain a copy of the relevant trust deed, free of charge, before the date of the meeting, and
 - (d) if the person (if any) who would be appointed to manage the Scheme proposes to charge for his or her services and for the services of his or her staff in accordance with a particular scale of charges, that scale of charges.

3 Prescribed information relating to proposed compromise or arrangement with members or a class of members

- (1) The prescribed information that must be included in a draft explanatory statement or explanatory statement (as the case may be) in relation to a proposed compromise or arrangement between a co-operative and any of its members is:
 - (a) unless the co-operative the subject of the Scheme is in the course of being wound up or is under official management, in relation to each director of the co-operative:
 - (i) whether the director recommends the acceptance of the Scheme or recommends against acceptance and, in either case, his or her reasons for so recommending, or
 - (ii) if the director is not available to consider the Scheme, that the director is not so available and the cause of his or her not being available, or

- (iii) in any other case, that the director does not desire to make, or does not consider himself or herself justified in making, a recommendation and, if the director so requires, his or her reasons for not wishing to do so, or
 - (b) if the co-operative is in the course of being wound up or is under official management, in relation to each liquidator or each official manager:
 - (i) whether he or she recommends acceptance of the Scheme or recommends against acceptance and, in either case his or her reasons for so recommending, or
 - (ii) in any other case, that the liquidator or official manager does not wish to make a recommendation and his or her reasons for not wishing to do so.
- (2) The statement referred to in subclause (1) must set out:
 - (a) the number, description and amount of marketable securities of the co-operative the subject of the Scheme held by or on behalf of each director of the co-operative or, if none are held by or on behalf of a director, a statement to that effect, and
 - (b) for each director of the co-operative by whom or on whose behalf shares in that co-operative are held, whether:
 - (i) the director intends to vote in favour of, or against, the Scheme, or
 - (ii) the director has not decided whether he or she will vote in favour of, or against, the Scheme, and
 - (c) if the other party to the proposed reconstruction or amalgamation is, or includes, a body corporate, whether any marketable securities of the body corporate are held by, or on behalf of, any director of the co-operative the subject of the Scheme and, if so, the number, description and amount of those marketable securities, and
 - (d) particulars of any payment or other benefit that is proposed to:
 - (i) be made or given to any director, secretary or executive officer of the co-operative the subject of the Scheme as compensation for loss of, or as consideration for or in connection with his or her retirement from, office in that co-operative or in a related body corporate, or
 - (ii) be made or given to any director, secretary or executive officer of any related body corporate as compensation for the loss of, or as consideration for or in connection with his or her retirement from, office in that body corporate or in the co-operative the subject of the Scheme, and

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Schedule 4 Prescribed information relating to proposed compromise or arrangement

- (e) if there is any other agreement or arrangement made between a director of the co-operative the subject of the Scheme and another person in connection with or conditional on the outcome of the Scheme, particulars of the agreement or arrangement, and
 - (f) if the object of the Scheme is for a co-operative to acquire control of a company, particulars of the nature and extent of any interest of a director of that company in any contract entered into by the co-operative, and
 - (g) whether, within the knowledge of the directors of the co-operative the subject of the Scheme or, if the co-operative is in liquidation or under official management, the knowledge of the liquidator or the official manager, the financial position of the co-operative has materially changed since the date of the last balance sheet laid before the co-operative in general meeting and, if so, full particulars of any change, and
 - (h) any other information material to the making of a decision in relation to the Scheme, being information that is within the knowledge of any director, liquidator or official manager of a co-operative the subject of the Scheme or of a related company and that has not previously been disclosed to the Scheme members.
- (3) If:
- (a) the other party to the proposed reconstruction or amalgamation of the co-operative the subject of the Scheme has a prescribed share holding in the co-operative, or
 - (b) a director of any body corporate that is the other party to the proposed reconstruction or amalgamation is a director of a co-operative the subject of the Scheme,
- the statement must include a copy of a report made by an expert who is not associated with the body corporate that is the other party, stating whether or not, in his or her opinion, the proposed Scheme is in the best interest of the members of the co-operative the subject of the Scheme and setting out his or her reasons for that opinion.
- (4) If the co-operative the subject of the Scheme obtains 2 or more reports, each of which could be used for the purposes of subclause (3), the statement must include a copy of each report.
- (5) If:
- (a) the co-operative the subject of the Scheme obtains a report for the purposes of subclause (3), and

- (b) the report contains:
 - (i) a forecast of the profits or profitability of the co-operative, or
 - (ii) a statement that the market value of an asset or assets of the co-operative or of a related body corporate differs from an amount at which the value of the asset or assets is shown in the books of the co-operative or the related body corporate,

that report must not be included in the statement except with the consent in writing of the Registrar and in accordance with such conditions (if any) as are stated by the Registrar.

- (6) For the purposes of subclause (3):
 - (a) a person has a prescribed share holding in a co-operative if he or she is entitled to not less than 30 per cent of the shares in the co-operative, and
 - (b) a person has a prescribed share holding in a co-operative in which the shares are divided into 2 or more classes of shares, if he or she is entitled to not less than 30 per cent of the shares in one of those classes.
- (7) If the consideration to be offered to scheme members consists, in whole or in part, of marketable securities issued, or to be issued, by a body corporate, the statement must set out the formula to be applied to find out the number of marketable securities to be issued to each scheme member, and the basis on which that formula was developed.
- (8) If marketable securities of the same class as those referred to in subclause (7) are granted official quotation on a securities exchange, the statement must state the fact, specify the securities exchange concerned, and set out:
 - (a) the latest recorded sale price before the date on which the statement is sent to the Registrar, and
 - (b) the highest and lowest recorded sale prices during the 3 months immediately before that date and the dates of the relevant sales, and
 - (c) if the Scheme has been the subject of a public announcement in newspapers or by any other means before the statement has been sent to the Registrar, the latest recorded sale price immediately before the public announcement.
- (9) If the marketable securities referred to in subclause (7) are granted official quotation on more than one securities exchange, it is sufficient compliance with subclause (8) (a) and (c) if information on the marketable securities is given for the securities exchange at which there

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Co-operatives Regulation 2005

Schedule 4 Prescribed information relating to proposed compromise or arrangement

has been the greatest number of recorded dealings in the securities in the 3 months immediately before the date on which the statement is sent to the Registrar.

- (10) If the securities referred to in subclause (7) have not been granted official quotation on a securities exchange, the statement must set out all the information that a director, liquidator or official manager of the co-operative the subject of the Scheme or of a related body corporate has about the number of securities that have been sold in the 3 months immediately before the date on which the statement was prepared and the price of those securities or, if that information or any part of that information cannot be ascertained, must include a statement to that effect.
- (11) The statement must set out particulars of the intentions of the directors of the co-operative the subject of the Scheme regarding:
- (a) the continuation of the business of the co-operative or, if the undertaking, or any part of the undertaking, of a co-operative is to be transferred, how that undertaking or part is to be conducted in the future, and
 - (b) any major changes to be made to the business of the co-operative, including any redeployment of the fixed assets of the co-operative, and
 - (c) the future employment of the present employees of the co-operative.

Schedule 5 Prescribed offices

(Clause 46)

COMMONWEALTH

- 1 The Treasurer.
- 2 A trustee under Part IV, X or XI of the *Bankruptcy Act 1966* of the Commonwealth.
- 3 The following officers of the Australian Securities and Investments Commission under the *Australian Securities and Investments Commission Act 2001* of the Commonwealth:
 - (a) the Chairperson, Deputy Chairperson or member of the Commission,
 - (b) the President or a member of the Takeovers Panel.

AUSTRALIAN CAPITAL TERRITORY

- 4 Treasurer.
- 5 The Public Trustee under the *Administration and Probate Act 1929* and the *Public Trustee Act 1985* of the Australian Capital Territory.
- 6 A Registrar or Master of the Supreme Court of the Australian Capital Territory.

NEW SOUTH WALES

- 7 Treasurer.
- 8 The Public Trustee under the *Public Trustee Act 1913*.
- 9 A master under Division 1 of Part 8 of the *Supreme Court Act 1970*.
- 10 The Supervisor of Loan Fund Companies under the *Loan Fund Companies Act 1976*.
- 11 The Protective Commissioner under the *Protected Estates Act 1983*.

NORTHERN TERRITORY

- 12 Treasurer.
- 13 The Public Trustee under the *Public Trustee Act* of the Northern Territory.

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Schedule 5 Prescribed offices

14 A Master of the Supreme Court of the Northern Territory.

15 The Commissioner for Corporate Affairs.

QUEENSLAND

16 Treasurer.

17 The Commissioner for Corporate Affairs.

18 The Public Trustee under the *Public Trustee Act 1978* of Queensland.

19 A Registrar of the Supreme Court of Queensland.

SOUTH AUSTRALIA

20 Treasurer.

21 The Public Trustee under the *Public Trustee Act 1995* of South Australia.

22 A Master or Assessor under the *Supreme Court Act 1935* of South Australia.

TASMANIA

23 Treasurer.

24 An administrator under Chapter 49 of the *Criminal Code Act 1924* of Tasmania.

25 The Commissioner for Corporate Affairs.

26 The Public Trustee under the *Public Trustee Act 1930* of Tasmania.

27 A Registrar of the Supreme Court of Tasmania.

VICTORIA

28 Treasurer.

29 The Commissioner for Corporate Affairs.

30 State Trustees within the meaning of the *State Trustees (State Owned Company) Act 1994* of Victoria.

31 A Master under the *Supreme Court Act 1986* of Victoria.

WESTERN AUSTRALIA

- 32** Treasurer.
- 33** The Commissioner for Corporate Affairs.
- 34** The Public Trustee under the *Public Trustee Act 1941* of Western Australia.
- 35** A Master or Registrar of the Supreme Court of Western Australia under the *Supreme Court Act 1935* of Western Australia.

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Schedule 6 Fees

Schedule 6 Fees

(Clause 55)

Column 1 Item	Column 2 Section of Act	Column 3 Type of fee	Column 4 Amount
1	19	Application to Registrar for registration— proposed co-operative	\$119 non-trading \$180 trading
2	24	Application to Registrar for registration— existing body corporate	\$180
3	28G	Issue of duplicate certificate	\$31
4	67 (2)	Application for Registrar's certificate	\$31
5	76A (2)	Application for Registrar's consent	\$61
6	108 (3)	Copy of rules	\$15 for the first page and \$1 for each page thereafter
7	113 (2)	Application for registration of rule alteration	\$13 per rule to a maximum of \$120
8	113 (5)	Issue of certificate of registration of rule alteration	\$31
9	125 (1)	Application to Council for review	\$61
10	126 (3)	Application to Registrar for determination of a member's eligibility to vote	\$119
11	136 (6)	Application to Council for reduction in period for repayment	\$240
12	143	Application to Minister for exemption	\$240
13	145 (1)	Application to Council for approval to convert to a co-operative without share capital	\$61
14	155 (3) (a)	Application to Registrar for approval of disclosure statement	\$240
15	172 (3)	Application to Council for exemption regarding purchase and repayment of shares	\$240

Co-operatives Regulation 2005

Fees

Schedule 6

Column 1 Item	Column 2 Section of Act	Column 3 Type of fee	Column 4 Amount
16	177 (1) (a)	Application to Council for approval of rules restricting voting rights	\$240
17	178 (2)	Application to Council for review of voting entitlement	\$240
18	192 (2) (c)	Lodgment of special resolution (not involving alteration of rules)	\$13 per resolution to a maximum of \$120
19	192A (3)	Issue of certificate of registration of special resolution	\$31
20	194 (3)	Application to Registrar for approval of disclosure statement	\$240
21	212 (1) (c)	Application to Registrar for approval to fill a casual vacancy on a board an alternative manner	\$61
22	216 (3) (b)	Application to Council for approval of co-operative to have employee director	\$61
23	243	Lodgment by a disclosing entity that is a co-operative of an annual financial report and an annual director's report pursuant to sections 292 and 319 of the Corporations Act (as applied by section 243 of the Act)	Nil
24	244 (1)	Application to Registrar for exemption	\$240
25	250 (1) (d)	Approval of office where register is to be kept	\$31
26*	251 (5)	Obtaining copy of an entry in the Register	\$7 for the first page and \$1 for each page thereafter to a maximum of \$60 per document
27	252 (1)	Lodgment of annual report:	
		(a) on or before the due date	Nil
		(b) more than 1 day but less than 28 days after the due date	\$89
		(c) 28 days or more after the due date	\$180

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Co-operatives Regulation 2005

Schedule 6 Fees

Column 1	Column 2	Column 3	Column 4
Item	Section of Act	Type of fee	Amount
28	255 (5) (g)	Application to Registrar for exemption to use the word "Co-operative" or abbreviation	\$300
29	256	Application to Registrar for approval of the omission of the word "Limited" or abbreviation	\$61
30	257 (e)	Application to Registrar for approval of abbreviation or elaboration of name	\$31
31	259 (1)	Application to Registrar for approval of change of name	\$61
32	261 (3)	Lodgment of notice of change of address	Nil
33	266 (1)	Lodgment of disclosure document under sections 706, 707, 721 and 727 of the Corporations Act (as applied by section 266 of the Act)	\$1,798
34	266 (1)	Lodgment of supplementary or replacement disclosure document under section 719 of the Corporations Act (as applied by section 266 of the Act)	Nil
35	266 (1)	Lodgment of disclosure document under section 707 of the Corporations Act (as applied by section 266 of the Act) relating to sale of unquoted securities	\$240
36	266 (4)	Application to Registrar for exemption	\$240
37	266A (2)	Application to Registrar for approval of disclosure statement	\$240
38	268 (3) (a)	Application to Registrar for approval of disclosure statement	\$240
39	273 (1) (c)	Application to Registrar for approval of terms of issue of CCUs	\$240
40	282 (3)	Application to Registrar for approval of limited dividend amount or rate in excess of prescribed amount	\$240
41	285 (2)	Application to Council for exemption	\$240
42	289 (3)	Application to Council for approval of maximum share interest	\$240
43*	294 (2) (b)	Inspection of register of notifiable interests	\$31

Co-operatives Regulation 2005

Fees

Schedule 6

Column 1	Column 2	Column 3	Column 4
Item	Section of Act	Type of fee	Amount
44	298	Application to Registrar for exemption	\$240
45	300 (1)	Application to Council for approval of share offer	\$240
46	302 (4)	Application to Registrar for extension of period of share offer	\$61
47	308	Application to Council for exemption	\$240
48	311 (2)	Application for Registrar's consent	\$61
49	311A (2)	Application to Registrar for approval of disclosure statement	\$240
50	311B (1)	Application to Registrar for approval of merger or transfer of engagements	\$61
51	312	Application to Council for exemption	\$61
52	316 (4)	Application to Council for exemption	\$240
53	325	Application to Registrar to exercise powers conferred by section 601AE or 601AF of the Corporations Act (as applied by section 325 of the Act)	\$61
54	326 (2)	Application to Council for exemption	\$61
55	346 (1) (a)	Application for Registrar's permission	\$61
56	348 (1) (f)	Application to Registrar for direction	\$240
57	355 (1)	Application to Registrar for approval of explanatory statement	\$1798
58	357 (5)	Lodgment of copy of order	\$31
		Additional fee for late lodgment	\$61
59	369E (2) (f)	Application to Registrar for registration—participating co-operative	\$240
60	369F (2) (d)	Application to Registrar for registration—non-participating co-operative	\$598
61	369K	Lodgment of particulars of alteration	\$31
		Additional fee for late lodgment	\$61
62	369L (1)	Lodgment of balance sheet:	
		(a) on or before the due date	Nil

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Co-operatives Regulation 2005

Schedule 6 Fees

Column 1	Column 2	Column 3	Column 4
Item	Section of Act	Type of fee	Amount
		(b) more than 1 day but less than 28 days after the due date	\$89
		(c) 28 days or more after the due date	\$180
63	369M (1)	Lodgment of notice of cessation of business—foreign co-operative	Nil
64	369N (1)	Application to Registrar for certificate of compliance	\$719
65	369Q (3) (a)	Application for Registrar's consent	\$240
66	369R (2)	Application to Registrar for approval of disclosure statement	\$240
67	369R (4)	Application to Registrar for exemption	\$240
68	369S (1)	Application to Registrar for approval of merger or transfer of engagements	\$240
69	402 (1) (a)	Application to Registrar for special meeting	\$240
70	402 (1) (b)	Application to Registrar for inquiry	\$598
71	408 (1)	Application to Registrar for extension or abridgment of time	\$61
72	413A (1) (a)	Inspection of Register	\$15
73	413A (1) (b)	Inspection of prescribed document	\$15
74	413A (1) (c)	Certified copy of a document	\$16 for the first page and \$2 for each page thereafter
75	421 (1A)	Application to Registrar for certificate of compliance	\$61
76	421 (1B)	Application to Registrar for certificate stating that a body was not or had ceased to be registered as a co-operative	\$31
77	440A (2) (c)	Application to Registrar for permission to give notice by newspaper	\$61
78	Sch 3 cl 13 (1)	Lodgment of notice of charge	\$61
79	Sch 3 cl 17 (1) (a)	Lodgment of notice of acquisition of property subject to charge	\$61

Co-operatives Regulation 2005

Fees

Schedule 6

Column 1 Item	Column 2 Section of Act	Column 3 Type of fee	Column 4 Amount
80	Sch 3 cl 20 (3) (c)	Application to Registrar for extension of time	\$61
81	Sch 3 cl 36 (1)	Lodgment of notice of assignment of charge	\$61
82	Sch 3 cl 36 (2)	Lodgment of notice of variation of terms of charge	\$61
83	Sch 3 cl 37 (2)	Lodgment of memorandum of discharge	\$31
84	Sch 3 cl 42 (1) and (3)	Request for certificate	Nil
85	Sch 3 cl 44	Application to Registrar for exemption	\$240
86	Sch 4 cl 3 (1) (f)	Application to Registrar for direction	\$240
87	Sch 4 cl 6A (2)	Lodgment of managing controller's report:	
		(a) on or before the due date	Nil
		(b) more than 1 day but less than 28 days after the due date	\$89
		(c) 28 days or more after the due date	\$180
88	Sch 4 cl 6A (3) (b)	Inspection of managing controller's report	\$13
89	Sch 4 cl 7 (1) (c)	Lodgment of receiver's report	Nil
90	Sch 4 cl 12 (1) (a)	Lodgment of notice of order	Nil
		Additional fee for late lodgment	\$31
91	Sch 4 cl 12 (2) (a)	Lodgment of notice of appointment of controller	Nil
		Additional fee for late lodgment	\$31
92	Sch 4 cl 12 (3) (a)	Lodgment of notice that person has entered into possession or taken control of property of co-operative	Nil
		Additional fee for late lodgment	\$31
93	Sch 4 cl 12 (5)	Lodgment of notice of change in situation of controller's officer	Nil

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Co-operatives Regulation 2005

Schedule 6 Fees

Column 1	Column 2	Column 3	Column 4
Item	Section of Act	Type of fee	Amount
		Additional fee for late lodgment	\$31
94	Sch 4 cl 12 (6) (a)	Lodgment of notice of cessation as controller	Nil
		Additional fee for late lodgment	\$31
95	Sch 4 cl 14 (2) (c)	Lodgment of copy of controller's report	Nil
		Additional fee for late lodgment	\$31
96	Sch 4 cl 14 (4)	Lodgment of notice by controller that extension of time within which to report has been granted	Nil
		Additional fee for late lodgment	\$31
97	Sch 4 cl 14 (5)	Lodgment of copy of court order that extension of time within which to report has been granted	Nil
		Additional fee for late lodgment	\$31
98	Sch 4 cl 17 (1)	Lodgment of controller's financial statement:	
		(a) on or before the due date	Nil
		(b) more than 1 day but less than 28 days after the due date	\$89
		(c) 28 days or more after the due date	\$180
99		Lodgment of any other document under the Act	Nil
		Additional fee for late lodgment	\$31
100		Lodgment of any other document under the Corporations Act as adopted by the Act	Nil

*Fees payable to the co-operative

Schedule 7 Forms

Form 1 Annual report

(Clause 17)

Part A

Co-operatives Act 1992 (Section 252 (1) (e))

Co-operative name:

A.R.B.N. (if applicable): Telephone:

Address of registered office:

Co-operative No:

* Signature

Date

Financial year ended 20.....		Last year 20.....		Financial year ended 20.....		Last year 20.....	
ANZSIC	%	ANZSIC	%	LGA	%	LGA	%

		Financial year ended 20.....	Last year 20.....
NUMBER OF DIRECTORS:	Active member directors		
	Employee directors		
	Other independent directors		

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Co-operatives Regulation 2005

Schedule 7 Forms

		Financial year ended 20.....	Last year 20.....
EXPORTS:	Value of exports		
	% of total sales		

Total turnover (including ancillary income)		
Cost of goods sold		
Total interest paid or provided		
Number of members		
Number of employees		

Does the co-operative have an exemption from clause 13 of the <i>Co-operatives Regulation 2005</i> ?	Yes/No	
	If yes, please specify details	

* May be signed by secretary, director or principal executive officer

Co-operative name:

Financial year ended:

ANNUAL REPORT—MOVEMENT—SHARE VALUES (WHOLE DOLLARS)

SHARES						
Section of Act		Section 151	Sections 151 (4) (a), 156, and 282 (1) (b)	Section 154	Section 155	
Narration	Shares	Issue of shares at a premium	Bonus shares issue	Issue of shares to active members in exchange for property	Members may be required to take up additional shares	Total
\$	\$	\$	\$	\$	\$	\$
Balance at beginning of year						
Additions						
Transfers						
Sub-total						
Forfeiture						
Re-purchase non-active						
Re-purchase active						
Transfers						
Sub-total						
Balance at end of year						

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Schedule 7 Forms

ANNUAL REPORT—MOVEMENT—LOANS & CCUs (WHOLE DOLLARS)

Section of Act	DEPOSITS & DEBENTURES			LOANS	CCUs	
	Section 263A	Section 266	Section 266A	Section 268	Part 10, Division 2	
Narration	Deposits	Debentures	Debentures	Loans	CCUs to members	CCUs to non-members
	\$	\$	\$	\$	\$	\$
Balance at beginning of year						
Additions						
Transfers						
Sub-total						
Repayment						
Transfers						
Sub-total						
Balance at end of year						

Co-operative name:

BALANCE SHEET

	Financial year ended 20.....	Last year 20.....
	\$	\$
CURRENT ASSETS		
Cash		
Receivables		
Investments		
Inventories		

	Financial year ended 20.....	Last year 20.....
	\$	\$
Other		
Total current assets		
NON-CURRENT ASSETS		
Receivables		
Investments		
Inventories		
Property, plant & equipment		
Intangibles		
Other		
Total non-current assets		
TOTAL ASSETS		
CURRENT LIABILITIES		
Creditors and borrowings		
Provisions		
Other		
Total current liabilities		
NON-CURRENT LIABILITIES		
Creditors and borrowings		
Provisions		
Other		
Total non-current liabilities		
TOTAL LIABILITIES		
NET ASSETS		
SHAREHOLDERS EQUITY		
Share capital		

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Schedule 7 Forms

	Financial year ended 20.....	Last year 20.....
	\$	\$
Reserves		
Retained profits or accumulated losses		
Shareholders' equity attributable to members of the chief entity within the meaning of the Corporations Law		
Outside equity shareholders' interest in controlled entities		
TOTAL SHAREHOLDERS' EQUITY		

Co-operative name:

PROFIT & LOSS ACCOUNT

	Financial year ended 20.....	Last year 20.....
	\$	\$
Operating profit and loss		
Income tax attributable to operating profit or loss		
Operating profit or loss after income tax		
Profit or loss on extraordinary items		
Income tax attributable to profit or loss on extraordinary items		
Profit or loss on extraordinary items after income tax		
Operating profit or loss and extraordinary items after income tax		
Outside equity interests in operating profit or loss and extraordinary items after income tax		

	Financial year ended 20.....	Last year 20.....
	\$	\$
Operating profit or loss and extraordinary items after income tax attributable to members of the chief entity within the meaning of the Corporations Law		
Retained profits or accumulated losses at the beginning of the financial year		
Aggregate of amounts transferred from reserves		
Total available for appropriation		
Dividends provided for or paid		
Rebates and bonuses provided for or paid		
Aggregates of amounts transferred to reserves		
Other appropriations		
Retained profits or accumulated losses at the end of the financial year		

Notes to and forming part of the financial statements are attached Yes No

Subject to any exemption granted by the Registrar, the following documents should be attached at the time of lodgment of this return:

- (1) Auditors' or directors' report (section 252 (1) (d))
- (2) Directors' statement (section 301 of the *Corporations Act 2001* of the Commonwealth as adopted by clause 13)
- (3) Accounts as submitted to the members (section 252 (1) (b))
- (4) List of directors and principal executive officers (section 252 (1) (a) and Part B of this Form)
- (5) Declarations of interest (section 234 (1) and Part C of this Form)

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Co-operatives Regulation 2005

Schedule 7 Forms

PART B

Co-operative No

LIST OF DIRECTORS AND PRINCIPAL EXECUTIVE OFFICERS

Co-operatives Act 1992 (Section 252 (1) (a))

Name of Co-operative

I being *a director/*the principal executive officer/*a secretary of the abovenamed co-operative, give notice that the undermentioned persons:

- * (1) are the directors of the co-operative as at the date of this annual report
- * (2) are the directors of a subsidiary of the co-operative as the date of this annual report

Surname	Given names (in full)	Date of birth	Residential address	Office held	Date of appointment

*The principal executive officer of the co-operative at the date of this annual report is

*The principal executive officer of a subsidiary of the co-operative at the date of this annual report is

Has the address of the registered office changed? *Yes/*No

If yes, specify new address (Telephone)

Dated 20..... (Signature)

To the Registrar of Co-operatives
PO Box 3035
BANKSTOWN 2200

* Strike out words not applicable

Part C

Co-operative No

DECLARATIONS OF INTEREST

Co-operatives Act 1992 (Section 234)

Name of Co-operative

The declarations of interest listed below were made to the board of directors of the co-operative under section 234 of the *Co-operatives Act 1992* during the financial year ended on 20..... .

Surname of director	Given names (in full)	Date of declaration	Contract or proposed contract referred to in declaration	Nature of interest	Whether contract entered into by co-operative	Nature, character and extent of conflict—eg office or property held

Note. A co-operative must hold its annual general meetings (after the first annual general meeting) within 5 months after the close of the financial year of the co-operative (section 198 (2) (a) of the *Co-operatives Act 1992*) unless further time is allowed under section 198 (2) (b).

This report (together with the documents listed at the end of Part A) must be sent to the Registrar of Co-operatives within 28 days after the annual general meeting of the co-operative (section 252 (2) (a) of the *Co-operatives Act 1992*). A late lodgment fee is payable if the report is sent after that time.

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Co-operatives Regulation 2005

Schedule 7 Forms

Form 2 Compulsory acquisition notice

(Clause 32)

Co-operatives Act 1992 (Section 360 (1))

1. To: *(name of dissenting shareholder)*
 of: *(address of dissenting shareholder)*
 - A. The transferee *(insert name of person giving notice)* on *(insert date)* made an offer to the holders of *shares in *(insert name)* Co-operative Limited/*shares included in a class of shares in *(insert name)* Co-operative Limited for the transfer of those shares to the transferee, not being an offer made under a scheme or contract to which Division 2 of Part 11 of the *Co-operatives Act 1992* applies, and
 - B. The scheme or contract involving the transfer of those shares to the transferee was on or before *(insert date)* approved by the holders of at least 90% in nominal value of all the shares concerned, other than excluded shares, and
 - C. You are a dissenting shareholder.
2. The transferee gives you notice under section 360 (1) of the *Co-operatives Act 1992* that the transferee desires to acquire those shares held by you.
3. You are entitled under section 360 (2) of the *Co-operatives Act 1992* to ask the transferee, by written notice given to the transferee within one month after the day on which this notice is given, to give you a statement in writing of the names and addresses of all other dissenting shareholders as shown in the register of members.
- *4. You are entitled not later than the expiration of 28 days after the date on which this notice is given or 14 days after the date on which a statement is supplied to you under section 360 (2) of the *Co-operatives Act 1992*, whichever is the later, to elect, by notice to the transferee, which of the alternative terms offered to the approving shareholders under the scheme or contract you prefer. The alternative terms are as follows: *(insert details)*
5. Unless, on application made by you within 28 days after the date on which this notice is given or within 14 days after a statement is supplied to you under section 360 (2) of the *Co-operatives Act 1992*, the Supreme Court otherwise orders, the transferee will be entitled and bound subject to section 360 (2) to acquire your shares:
 - (a) on the terms on which, under the scheme or contract, the shares of the approving shareholders are to be transferred to the transferee, or
 - (b) if alternative terms were offered:
 - (i) on the terms for which you have elected, or

- (ii) if you have not so elected, on whichever of those terms the transferee determines unless the Supreme Court otherwise orders.

Dated 20

.....

(Signature of transferee)

* *Strike out words not applicable*

Form 3 Notice to remaining shareholder

(Clause 33)

Co-operatives Act 1992 (Section 362 (1) (a))

1. To: *(name of remaining shareholder)*
of: *(address of remaining shareholder)*
 - A. The transferee *(insert name of person giving notice)* on *(insert date)* made offers to the holders of *shares in *(insert name of co-operative)* Co-operative Limited/*shares included in a class of shares in *(insert name of co-operative)* Co-operative Limited for the transfer of those shares to the transferee, not being offers made under a scheme or contract to which Division 2 of Part 11 of the *Co-operatives Act 1992* applies, and
 - B. Under the scheme or contract the transferee became on *(insert date)* beneficially entitled to shares in that co-operative which together with any other shares in that co-operative to which the transferee, or the transferee and any body corporate related to the transferee, is beneficially entitled, comprise or include 90% in nominal value of the shares concerned, and
 - C. You are the holder of remaining shares *in that co-operative/*included in that class of shares in that co-operative and have not assented to the scheme or contract or been given notice in respect of those shares by the transferee under section 360 (1) of the *Co-operatives Act 1992*.
2. The transferee gives you notice under section 362 (1) (a) of the *Co-operatives Act 1992* that under that scheme or contract the transferee on *(insert date)* became beneficially entitled to shares in *(insert name of co-operative)* Limited and those shares together with any other shares in that co-operative to which the transferee, or the transferee and any body corporate related to the transferee, is beneficially entitled, comprise or include 90% in nominal value of the shares *in that co-operative/*included in that class of shares in that co-operative.
3. You are entitled under section 362 (1) (b) of the *Co-operatives Act 1992* within 3 months after being given this notice, by notice to the transferee to require the transferee to acquire your shares.
- *4. You are entitled under section 362 (1) (b) of the *Co-operatives Act 1992*, within 3 months after being given this notice to elect by notice to the transferee which of the alternative terms offered to the approving shareholders under the scheme or contract you will accept. The alternative terms are as follows: *(insert details)*

Form 5 Investigator’s notice to involved person

(Clause 41)

Co-operatives Act 1992 (Section 387 (1))

To: *(name of involved person)*

In relation to an inquiry into the affairs of *(name of co-operative)*, you are required:

- **(a)* to produce to me on *(date)* at *(time)* at *(full details of place)* the documents referred to in the Schedule to this notice that are in your custody or control and that relate to the affairs of *(name of co-operative)*,
- **(b)* to give all reasonable assistance in connection with the inquiry,
- **(c)* to appear on *(date)* at *(time)* before *(name of investigator)* at *(full details of place)* for examination on oath or affirmation.

Please note the provisions of section 388 (1) of the *Co-operatives Act 1992* (relating to legal representation) and section 388 (2) and (3) of the *Co-operatives Act 1992* (relating to self-incrimination).

SCHEDULE

.....
Signed by the investigator

.....
Date

* *Strike out words not applicable*

Assets and Liabilities

Date specified under the relevant section as the date of the report (see directions) // (d/m/y)

	Valuation (for each entry show whether cost or net book amount)	Estimated Realisable values
	\$	\$
1. Assets not specifically charged— (a) Interests in land as detailed in Schedule A (b) Sundry debtors as detailed in Schedule B (c) Cash on hand (d) Cash at bank (e) Stock as detailed in annexed inventory (f) Work in progress as detailed in annexed inventory (g) Plant and equipment as detailed in annexed inventory (h) Other assets as detailed in Schedule C Sub Total		
2. Assets subject to specific charges, as detailed in Schedule D Less amounts owing as detailed in Schedule D Total Assets Total estimated realizable values		
3. Less payable in advance of secured creditor(s) Amounts owing for tax instalment deductions and prescribed payments tax Amounts owing for employee entitlements as detailed in Schedule E		
4. Less amounts owing and secured by debenture or floating charge over assets		
5. Less preferential claims ranking behind secured creditors, as detailed in Schedule F		

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	Valuation (for each entry show whether cost or net book amount) \$	Estimated Realisable values \$
6. Balances owing to partly secured creditors as detailed in Schedule G Total claims (\$) Security held (\$)		
7. Creditors (unsecured) as detailed in Schedule H Amount claimed (\$)		
8. Contingent assets (\$) Estimated to produce as detailed in Schedule I		
9. Contingent liabilities (\$) Estimated to rank as detailed in Schedule J <input type="checkbox"/> Estimated deficiency or <input type="checkbox"/> Estimated surplus <input type="checkbox"/> Subject to costs of administration or <input type="checkbox"/> Subject to costs of liquidation Share capital \$ _____ Issued \$ _____ Paid up \$ _____		

Schedules

**SCHEDULE A
INTERESTS IN LAND**

Address and description of property	Valuation (1)	Estimated realizable value	Valuation for rating purposes	Particulars of tenancy	Where possession of deeds may be obtained	Short particulars of title
	\$	\$	\$			

**SCHEDULE B
SUNDRY DEBTORS (INCLUDING LOAN DEBTORS)**

Name and address of debtor	Amount owing	Amount realizable	Deficiency	Particulars of Security (if any) held	Explanation of deficiency
	\$	\$	\$		

**SCHEDULE C
OTHER ASSETS**

Description of deposit or investment	Cost	Amount Realizable
	\$	\$
Deposits		
Investments		

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**SCHEDULE D
ASSETS SUBJECT TO SPECIFIC CHARGES**

Description of asset	Date charge given	Description of charge	Holder of charge	Terms of repayment	Valuation (1)	Estimated realizable value	Amount owing under charge
					\$	\$	\$

**SCHEDULE E
CLAIMS BY EMPLOYEES**

Employee's name and address	Wages	Holiday pay	Long service leave	Estimated liability
	\$	\$	\$	\$

**SCHEDULE F
PREFERENTIAL CREDITORS (OTHER THAN THOSE DETAILED IN SCHEDULE E)**

Name and address of preferential creditor	Description of amount owing	Amount owing
		\$

**SCHEDULE G
PARTLY SECURED CREDITORS**

Name and address of creditor	Particulars of security held	Nature of security	Estimated value of security	Amount owing to creditor	Amount estimated to rank as unsecured
			\$	\$	\$

**SCHEDULE H
UNSECURED CREDITORS**

Name and address of creditor	Amount claimed by creditor	Amount admitted as owing	Reasons for difference between amount claimed and admitted (if any)
------------------------------	----------------------------	--------------------------	---

**SCHEDULE I
CONTINGENT ASSETS**

Description of asset	Gross asset	Estimated to produce
	\$	\$

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**SCHEDULE J
CONTINGENT LIABILITIES**

Name and address of creditor	Nature of liability	Gross liability \$	Estimated rank for \$
------------------------------	---------------------	-----------------------	--------------------------

Certification

I certify that the particulars contained in the above report as to affairs are true to the best of my knowledge and belief.

Dated this day of 20.....

(1) Indicate in respect of each entry whether cost or net book amount.

DIRECTIONS

1. This report is to be made as at the following dates:
 - (a) where prepared by the managing controller under clause 6A (1) of Schedule 4—a day not later than 30 days before the day when it is prepared,
 - (b) where submitted to a controller under clause 14 (2) (b) of Schedule 4—the control day,
 - (c) where submitted to the controller under clause 15 (1) (c) of Schedule 4—the date specified by the controller by notice.
2. Where this report is required under clause 15 (1) of Schedule 4, the report is to be verified by a statement in writing, in accordance with the form entitled “Statement Verifying Report”, by a person referred to in that subclause.
3. When a copy of this report is lodged with the Registrar of Co-operatives pursuant to clause 14 (2) (c) of Schedule 4, the report must be certified by the controller of the property of the Co-operative as a true copy of the original report.

Additional Requirements

Purpose for lodgment of copy of Statement Verifying Report
(tick appropriate box and complete date)

- by the managing controller of property under clause 6A (2) of Schedule 4 (to be lodged within 2 months after the control day) if a receiver and manager—date of appointment (d/m/y) /..... /.....
- if a person who is in possession or has control of the property for the purpose of enforcing a charge date when person took control (d/m/y) /..... /.....

by the controller of property under clause 14 (2) (c) of Schedule 4 (to be lodged within one (1) month after the receipt of the report date of receipt of report (d/m/y) /..... /.....

Send to

Registry of Co-operatives & Associations
PO Box 22
154 Russell Street
BATHURST NSW 2795
or
DX 3123 BATHURST

Annexures

- To make any annexure you must
1. use A4 size paper of white or light pastel colour
 2. provide a margin of at least 10mm on all sides
 3. number the pages consecutively
 4. print or type in dark blue or black ink, so that the document is clearly legible when photocopied
 5. identify the annexure with a mark such as A, B, C etc.
 6. endorse the annexure with the words
The annexure (mark) of (number) pages referred to in Form (form number and title)
 7. sign and date the form
- This annexure must be signed by same person(s) who signed the form.

Form 7 Notification that a person has been appointed controller/entered into possession etc.

(Clause 52)

lodging party or agent name _____

address _____

 _____ state

telephone _____

facsimile _____

DX number _____
 _____ suburb/city

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Schedule 7 Forms

Registry of Co-operatives

Notification that a person has been appointed controller/entered into possession etc.

Form 7

**(Clause 52 (1))
Co-operatives Act 1992
(Sch 4, clauses 12 (1) (a), (2) (a) and (3) (a))**

co-operative in respect of which the controller was appointed/entered into possession etc.

Co-operative name _____

A.R.B.N. (if applicable) _____

- This notice is being given by the person who obtained an order for the appointment of, or who appointed, the receiver under clause 12 (1) of Schedule 4
- the appointee of the controller under clause 12 (2) (a) of Schedule 4
- the controller under clause 12 (3) (a) of Schedule 4

Details of the appointment/entry into possession etc.

- (tick one box)
- receiver of the property described in the schedule to this form
- receiver & manager of the property described in the schedule to this form
- controller (other than a receiver or managing controller) of the property described in the schedule to this form
- managing controller (other than a receiver and manager) of the property described in the schedule to this form

appointment by court order

court

- Federal Court of Australia (give State or Territory registry)
-
- Family Court of Australia (give State or Territory registry)
-

	<input type="checkbox"/>	Supreme Court of (give State or Territory)	
	<input type="checkbox"/>	Other (specify)	
date of obtaining order	/ /	proceeding matter number	year
<input type="checkbox"/> appointment by or under instrument			
		date of appointment/entry into possession etc. (d/m/y)	
		/ /	
		date of instrument (d/m/y) / /	
description of instrument		_____	

(tick one of the following boxes)			
instrument is registered in	<input type="checkbox"/>	Register of co-operative charges	registered charge number
	<input type="checkbox"/>	Australian register of company charges	registered charge number
	<input type="checkbox"/>	register of company charges of State or Territory (give State or Territory)	registered charge number
instrument not registered	<input type="checkbox"/>		

Details of the person(s) appointed

name (surname & given names)	_____		
at the office of	_____		
office, floor, building name	_____		
street number & name	_____		
suburb/city	state	postcode	
	_____	_____	

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country (if not Australia) _____

type of appointment appointed singly
 appointed jointly
 appointed jointly and severally

name (surname & given names) _____

at the office of _____

office, floor, building name _____

street number & name _____

suburb/city _____ state _____ postcode _____

country (if not Australia) _____

type of appointment appointed singly
 appointed jointly
 appointed jointly and severally

Signature

This form must be signed by

- (a) where the form is lodged for the purposes of clause 12 (1) (a) or (2) (a) of Schedule 4, by the person who obtains an order for the appointment of, or who appoints, the controller, or
- (b) where the form is lodged for the purposes of clause 12 (3) (a) of Schedule 4, by the controller.

print name _____ name of corporation (if applicable) _____

capacity director
 secretary
 principal executive officer

sign here _____ date / /

Schedule of property

(if insufficient space) Further details are enclosed in the annexure marked () of () pages

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or
DX 3123 BATHURST

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 7. sign and date the form
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Form 8 Notification of appointment or cessation as an external administrator

(Clause 52)

lodging party or agent name

address

state

telephone

facsimile

DX number

suburb/city

**Registry of Co-operatives
Notification of appointment or
cessation as an external administrator**

**Form 8
(Clause 52 (2) and (3))
Co-operatives Act 1992
(Sch 4, clause 12 (4) and (6) (a))**

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Co-operatives Regulation 2005

Schedule 7 Forms

Co-operative name
A.R.B.N. (if applicable)

Details of person(s) appointed

name (surname & given names) _____
at the office of _____
office, floor, building name _____
street number and name _____
suburb/city _____ state _____ postcode _____
country (if not Australia) _____
type of appointment appointed singly
 appointed jointly
 appointed jointly and severally

name (surname & given names) _____
at the office of _____
office, floor, building name _____
street number and name _____
suburb/city _____ state _____ postcode _____
country (if not Australia) _____
type of appointment appointed singly
 appointed jointly
 appointed jointly and severally

Appointment

type of administrator

(tick one box)

- administrator of a compromise or arrangement
- receiver of the property described in the schedule of property to this form
- receiver & manager of the property described in the schedule of property to this form
- managing controller (other than a receiver & manager) of the property described in the schedule of property to this form
- controller (other than a receiver or managing controller) of the property described in the schedule of property to this form
- administrator of a co-operative under administration
- administrator of a deed of company arrangement
- liquidator in a winding up by Court
- liquidator in a voluntary winding up by members
- liquidator in a voluntary winding up by creditors
- provisional liquidator

method of appointment

appointment by court order

- Federal Court of Australia (give State or Territory registry)

- Family Court of Australia (give State or Territory registry)

- Supreme Court of (give State or Territory registry)

- Other (specify)

date of obtaining order (d/m/y)

/ / proceeding matter number year

appointment by or under instrument

date of appointment (d/m/y)

/ / date of instrument (d/m/y) / /

description of instrument

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(tick one of the following boxes)

- instrument is registered in
- Register of co-operative charges registered charge number
 - Australian register of company charges registered charge number
 - register of company charges of State or Territory (give State or Territory) registered charge number
- instrument not registered
- name of appointer

by company by writing under its common seal

by liquidator or provisional liquidator

Cessation, resignation or removal

(If a controller, show details of method of appointment above)

- | | | | | |
|--------------------------|---|--------------|---|---|
| <input type="checkbox"/> | cessation of administrator of compromise or arrangement | date (d/m/y) | / | / |
| <input type="checkbox"/> | cessation of receiver | date (d/m/y) | / | / |
| <input type="checkbox"/> | cessation of receiver & manager | date (d/m/y) | / | / |
| <input type="checkbox"/> | cessation of managing controller (other than receiver & manager) | date (d/m/y) | / | / |
| <input type="checkbox"/> | cessation of controller (other than receiver or managing controller) | date (d/m/y) | / | / |
| <input type="checkbox"/> | cessation, resignation or removal of administrator of a co-operative under administration | date (d/m/y) | / | / |
| <input type="checkbox"/> | cessation, resignation or removal of administrator of deed of company arrangement | date (d/m/y) | / | / |
| <input type="checkbox"/> | resignation or removal of liquidator | date (d/m/y) | / | / |
| <input type="checkbox"/> | resignation or removal of provisional liquidator | date (d/m/y) | / | / |
-

Signature

This form must be signed by the external administrator

print name

sign here

date / /

Schedule of property

(if insufficient space) Further details are enclosed in the annexure marked () of () pages

Additional information requirements

If this notice is lodged to notify the cessation, resignation, removal of an external administrator or where an administrator has been appointed to replace a currently appointed person or persons, please show below the details of the person or persons who have resigned etc. If joint administrators, show only the names of the person or persons who have resigned etc.

name
name
name

If one of the following administrators, please tick appropriate box and complete date of appointment of the person(s) who have ceased etc.

- | | | |
|--------------------------|--|---------------------------------|
| <input type="checkbox"/> | receiver | appointment date (d/m/y)
/ / |
| <input type="checkbox"/> | receiver and manager | appointment date (d/m/y)
/ / |
| <input type="checkbox"/> | managing controller
(other than a receiver & manager) | appointment date (d/m/y)
/ / |
| <input type="checkbox"/> | controller
(other than a receiver or managing controller) | appointment date (d/m/y)
/ / |

Please note that failure to supply this information may result in the rejection of this document.

2005 No 524 Co-operatives Regulation 2005

Schedule 7 Forms

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Associations
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BATHURST NSW 2795
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DX 3123 BATHURST

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BY AUTHORITY