

**RULES**  
OF  
**The Ringwood**  
**Co-operative Cool Stores**  
**Society Limited**

**HODGSON & FINLAYSON, Solicitors,**  
Collins House,  
360 Collins Street, Melbourne

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T. J. HIGHAM Pty. Ltd., BLACKBURN.

1934

# **RULES**

OF

## **The Ringwood Co-operative Cool Stores Society Limited**

(Incorporated under the Provident Societies Act, 1915)

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### **NAME**

1. The name of the Society shall be "The Ringwood Co-operative Cool Stores Society Limited."

### **ADDRESS AND REGISTERED OFFICE**

2. The address and registered office of the Society shall be White Horse Road, Ringwood, or such other place as the Committee shall from time to time determine.

### **OBJECTS**

3. The objects of the Society are to carry on the business of Cool Stores and the manufacture of ice and other products, to erect and equip packing sheds for the purpose of grading packing and marketing fruit, to erect and equip plant for the manufacture of canned or pulped fruit jam or dried fruits, to transact every kind of agency business in connection with the fruit and produce industry and to facilitate the packing marketing selling and export of fruit and produce, to purchase plant and other accessories necessary for carrying on the said businesses or any other business that may be conveniently carried on in conjunction with the said business.

To complete the purchase of the Ringwood Cool Store Buildings and the plant therein contained and other assets from the Government of the State of Victoria.

To purchase take on lease license or in exchange, hire, or otherwise acquire any real or personal property, and any

rights or privileges which the Society may think desirable for the purpose of its business.

To sell, improve, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with, either absolutely or provisionally, all or any part of the assets and rights of the Society.

To construct, maintain or alter any buildings necessary or convenient for the purposes of the Society.

To enter into any arrangements for the sharing of profits, union of interests, co-operation, reciprocal concession, or otherwise with any person, firm, society, or company carrying on or engaged in any business or transactions which this Society is authorised to carry on or engage in, which may directly or indirectly benefit this Society, and to accept as payment for any property of the Society money or shares in any other Society, Association, or Company with limited liability or partly money and partly shares.

To acquire shares by purchase or otherwise in any other Association, Society or Company having a limited liability and having like objects to this Society and to pay for the same in cash or in shares as it shall think fit.

To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

To do all such things whether of the like or any other kind which the Society may consider to be in any way incidental to or connected with the above objects or conducive to the attainment thereof or otherwise likely in any respect to be advantageous to the Society.

#### CAPITAL

4. The capital of the Society shall be £50,000 divided into 100,000 shares of ten shillings each which shall not be transferable except as hereinafter provided. No person shall be admitted a member of the Society except by the Committee, and each member shall on admission to membership pay the share subscription hereinafter provided and shall have given to him a copy of the rules of the Society. A society or company may be admitted a member on the same

terms as a private person and shall be entitled to be represented at general meetings by any person whom it may appoint under its seal. The Committee shall have absolute power to reject any application for shares without assigning any reason.

Two or more persons may be jointly registered as joint holders of shares, and in such case they shall be severally as well as jointly liable for any call or other liability in respect of such shares, but the first named upon the register shall for purposes of voting, giving of proxies, receipt of dividends, and service of notices be deemed to be the sole owner thereof, unless all such joint owners shall by writing request the Society to treat another of them as such sole owner.

Each member shall hold not less than fifty-four nor more than four hundred shares in the Society, and shall pay one shilling per share on application and the balance may be called up as and when required under Special Resolution at a meeting specially called for that purpose. Any member may pay the whole or any part of his subscriptions in advance.

5. Each member shall be entitled to storage space in the Society's Cool Store for the purpose of storing fruit on the basis of one case space for every share held by him, and shall pay to the Society for such privilege (whether availed of or not) rent at such rate per case space as the Committee shall in meeting determine each year. The Committee in arriving at their determination shall estimate the expenses for the succeeding year, including interest and sinking fund, in order to comply with the agreement with the Government of the State of Victoria for purchase of the buildings plant and other assets and the expenses of upkeep and all other charges, and on such estimate shall determine the amount of rent payable for each case space. Each member shall pay to the Society the amount due by him to it for space rent within the time limited in a notice posted or delivered to him requiring him to pay such rent. In default of payment being made within two months from the time fixed for payment of any instalment of such space rent, the whole of the current year's space rent shall become immediately due and payable on every share on which such payment is due.

### RECOVERY OF CALLS OR SUBSCRIPTIONS

6. Any sum due from any member under the provisions of these rules for subscriptions, fines penalties or otherwise shall be recoverable from him, his executors or administrators.

6a. The Society shall as from the First day of February 1936 also have a lien upon the stored fruit and containers of any member for all monies payable (whether presently or not) by the member to the Society for space rent under Rule 5. In default of payment by any member of space rent for a period of two months after the date of payment of space rent shall have been determined by the Committee as provided by Rule 5, the Society by its Committee for the time being shall without notice be at liberty to sell the whole or part of the stored fruit and containers of the defaulting member and to apply the net proceeds in satisfaction or part satisfaction of the amount due by the defaulting member to the Society for space rent. The balance (if any) remaining over after satisfaction of the amount due by the defaulting member for space rent shall be handed or forwarded by the Society to such defaulting member.

Should the storage space to which the defaulting member is entitled be not filled the Society shall have power to let such empty space to the best advantage for the whole or part of the season and to apply the monies so received in satisfaction or part satisfaction of the member's debt to the Society. The balance (if any) remaining over after satisfaction of the amount due by the defaulting member for space rent shall be handed or forwarded by the Society to such defaulting member.

in the previous rule or may employ the same in the business of the Society without keeping the same separate from the other assets of the Society.

### INSPECTION OF ACCOUNTS

9. Any member having an interest in the funds of the Society may inspect the books and accounts at all reasonable hours at the registered office of the Society or at any place

where the same are kept, and it shall be the duty of the Secretary or other responsible person to produce them.

### COPIES OF ANNUAL RETURNS AND RULES

10. It shall be the duty of the Secretary to supply to every member or person interested in the funds of the Society on his application—

- (1) Gratuitously a copy of the last Annual Statement for the time being of the Society.
- (2) To every person on demand a copy of the rules at such a price not exceeding One shilling as the Committee shall from time to time fix.

A copy of the last Balance Sheet and Statement of the Society for the time being together with the report of the Auditors shall be posted up in a conspicuous place at the registered office of the Society.

### REGISTER OF MEMBERS

11. The name and place of abode of every member, the number of shares held by him, and the registered numbers thereof respectively, and the amount of the subscriptions paid thereon, the date when the member acquired such shares, and the date when he ceased to hold such shares shall from time to time be entered and written in a book kept by the Secretary for the purpose to be called the Register of Members. Every transfer of a share shall be kept in the same way.

### POWER TO EXPEL MEMBERS

12. The Committee subject to the approval of the next ensuing General Meeting shall have power to expel any member whose conduct in its opinion is or was injurious to the interests of the Society, and in such a case the Committee may pay to such member the amount paid on his shares in the Society.

### MEMBERS' SHARES

13. Any member may by any writing under his hand delivered at the registered office of the Society appoint any person being the husband, wife, father, mother, child, brother, sister, nephew, or niece of such member to whom his shares in the Society shall be transferred at his death provided that the sum credited to the account of such member in the books

of the Society does not exceed fifty pounds sterling, and may from time to time revoke or vary any such nomination by a writing under his hand similarly delivered; and the Secretary shall keep a book wherein the names of all persons so nominated shall be regularly entered, and the shares comprised in any such nomination shall be transferable to the nominee although the rules declare such shares to be generally not transferable; provided nevertheless that the Committee may in lieu of making such transfer elect to pay to any nominee the full value of the shares comprised in the nomination to him, and shall pay him the full value of any such shares which if transferred into his name would increase his interest in the Society to an amount exceeding two hundred pounds sterling.

The Secretary shall in like manner record or register all revocations or variations of such nominations by the Nominator.

#### DEATH OF MEMBER

14. The Executors or Administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Society as having any title to a share held by such deceased member save and except as provided in the last preceding rule.

#### WITHDRAWAL FROM SOCIETY

15. No member shall withdraw from the Society except as provided by these rules.

16. The Management of the Society shall be vested in a Committee of five members to be elected by ballot, three of whom shall form a quorum and subject as hereinafter mentioned they shall hold office until the first annual meeting which shall be held on a date in the month of March to be fixed by the Committee.

The first Committee of the Society shall be William Mackinlay, Frederick Alfred Bloom, Henry Thatcher, John William Barrett, and Percy Trevellyn Young, who shall hold office until the first annual meeting of the Society when they shall all retire. The retiring Committee shall be eligible for re-election and shall retain office until their successors shall be elected. Thereafter the Committee shall hold office for

one year. Should a vacancy occur the Committee may fill such vacancy and any member appointed by the Committee to fill such vacancy shall rank the same in every respect as the retiring Committeeman whose place such member may be appointed to fill.

At the Annual General Meeting there shall be an election of members of Committee to supply the place of those so retiring and also to fill any vacancy which may have occurred through death, resignation, disqualification or removal and not otherwise provided for by these rules, and all such elections shall be by ballot. The Committee shall after each annual election choose one of their number to be Chairman and in his absence they shall appoint another of their number to act in his stead.

17. The remuneration of the Committee shall be fixed by the members of the Society at a General Meeting.

18. The Committee shall meet at least once in every month and shall have full control of all business carried on by or on account of the Society the regulation of payments to be made in such business the appointment suspension or dismissal of all employees of the Society and the assignment to any such employees of such duties and salaries or other remuneration as they may think fit, subject to any directions given by the Society in General Meeting; the Committee shall be and are hereby empowered to make Regulations or By-laws for the regulation of their proceedings and the more effectual carrying out of the general purposes of the Society, but in no case shall such Regulations or By-laws be in contravention of the General Rules of the Society.

All acts done at any meeting of the Committee or by any person acting as Committeeman shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Committee or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committeeman.

A resolution in writing signed by the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

Any Committeeman who shall fail to attend three consecutive meetings shall cease to be a Committeeman unless

a reason for his absence be given to the satisfaction of the Committee.

19. If the conduct of any Committeeman shall at any time be such that his continuing in office shall, in the opinion of other members of the Committee, be prejudicial to the interests of the Society such other members of the Committee may refer the same to a Special Meeting of the Members which meeting shall determine whether such Committeeman shall or shall not remain in office. Any special meeting called for the purpose shall have power to depose any member of the Committee of the Society and should a majority of members at such meeting deem it advisable for the interests of the Society then such meeting shall have power to elect by ballot a provisional Committee which shall act until the next election of Committee, provided that at such meeting not less than one half of the members be present or be represented by proxy.

#### QUALIFICATION OF COMMITTEE AND MODE OF NOMINATION

20. Any member who is the owner of at least Fifty-four Shares in the Society shall be qualified for the office of Committeeman but must be proposed by a member and seconded by another member in writing and his written consent to act must be produced at the time of nomination notice whereof must be given to the Committee at least Twenty days previous to the day of election provided always that no member shall be a Committeeman who shall be or become an insolvent or assign his estate for the benefit of his creditors.

#### POWERS OF COMMITTEE

21. The Committee may pay all expenses incurred in getting up and registering the Society and may in addition to the particular powers herein conferred upon them exercise all such powers of the Society as are not by any statutory provision or by the Rules for the time being of the Society required to be exercised by the Society in General Meeting.

22. No Committeeman shall be disqualified by his office from contracting with the Society either as vendor purchaser

or otherwise nor shall shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Society with any company society or partnership of or in which any Committeeman shall be a member or in any way interested be avoided nor shall any Committeeman so contracting or being such member or so interested be liable to account to the Society for any profit realised by any such contract or arrangement by reason only of such Committeeman holding that office or of the fiduciary relation thereby established but it is declared that the nature of his interest must be disclosed by him or on his behalf at the meeting of the Committee at which the contract or arrangement is determined on if his interest then exists or in any other case at the first meeting of the Committee after the acquisition of his interest and no Committeeman shall vote as such in respect of any contract or arrangement in which he is so interested as aforesaid and if he do so vote his vote shall not be counted.

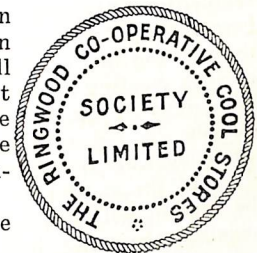
#### INDEMNIFICATION OF DIRECTORS AND OTHERS

23. Every Committeeman or officer of the Society and his executors or administrators shall be indemnified out of the funds and property of the Society against all costs charges losses damages and expenses which he or they may be put to on account of the Society in the execution of his duties or trusts except such as shall be caused or incurred through the wilful neglect default or wrongful act of any such Committeeman or Officer.

#### COMMON SEAL

24. There shall be a Common Seal of the Society which shall be in the custody of the Secretary and shall not be affixed to any document except with the authority of the Committee and the affixing of the same shall be attested by two members of the Committee and by the Secretary.

The device of such seal shall be as follows:—



## MEETINGS

25. There shall be an Annual General Meeting of the Society which shall be held on a date in the month of March at a place and time to be fixed by the Committee.

Not less than Seven days' written notice of every general meeting setting forth the purpose for which it is convened shall be forwarded by post to each member at his address in the Register of Members. The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at such meeting. The quorum for a general meeting of the Society shall be five members entitled to vote thereat. If a quorum be not present within one hour of the time of meeting such meeting shall stand adjourned to a date to be fixed by the Committee not exceeding fourteen days. If on such adjournment a quorum be not present within one hour of the time of meeting the members then present may conduct such meeting. A meeting may adjourn from time to time for any period not exceeding fourteen clear days. A meeting shall not be rendered incapable of transacting business by want of a quorum after the chair has been taken.

## SPECIAL GENERAL MEETINGS OF MEMBERS

26. Special General Meetings for determining any matter connected with the affairs of the Society shall be called by the Secretary by order of the Committee or on written requisition addressed to him by not less than Twenty members setting forth the object for which any such meeting is desired and in the last mentioned case notice of the holding of such meeting shall be given by the Secretary within fourteen days of the receipt by him of such requisition. If a quorum be not present within one hour from the time of such meeting the meeting shall be adjourned for fourteen days at the same time and place and if a quorum shall not be present within one hour from the time of such adjourned meeting the same shall stand dissolved.

## RIGHT AND MODE OF VOTING

27. At every meeting of members, all matters except the election of Committee shall be decided by a majority in number by a show of hands of the members present, unless one-third of those present shall demand a ballot.

Any member by a writing signed by himself shall have power to appoint any member as his proxy to vote on his behalf at any meeting specified in such writing or at any adjournment thereof and such proxy to be effective must be signed and deposited with the Secretary not less than 48 hours before the time of holding the meeting otherwise it will not be accepted.

The voting for the election of Committee shall when there shall be more than one candidate for each vacancy be by ballot.

All details connected with a ballot shall be regulated by the Committee subject to any resolution which a majority of members present at a General Meeting may pass with reference thereto.

## VOTES

28. At all meetings of the Society every member shall have one vote.

29. No member shall be entitled to be present or to vote on any question whether personally or by proxy or as proxy for another member at any general meeting or upon a poll or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Society in respect of any of the shares of such member.

## SECRETARY

30. There shall be a Secretary to the Society, and he shall be appointed by and hold office during the pleasure of the Committee. The first Secretary shall be Mr. John George Aird. The Secretary shall receive all moneys and deposit the same daily to the credit of the Society in the English Scottish and Australian Bank Limited Ringwood or such other Bank as the Committee may select and shall keep

accounts documents and papers of the Society and counter-sign all contracts and negotiable instruments. He may under the direction of the Committee purchase such articles as shall be considered necessary for the business of the Society. He shall call and attend all General and Special Meetings of the Society and of the Committee and record the minutes of the proceedings.

#### AUDITORS

31. The first Auditor of the Society shall be Mr. H. E. B. Armstrong, 430 Little Collins Street, Melbourne.

At the first annual meeting and at every annual meeting hereafter one or more Auditors who shall be licensed auditors under the Companies Acts shall be elected and hold office until their successors shall be appointed. They shall audit the accounts of the Society and see that they are correctly kept and shall lay before each annual meeting a copy of the balance-sheet and receipts and expenditure and also a profit and loss account and also a statement of the assets and liabilities of the Society signed by him or them with a statement of the Society's position since the last meeting and of its then condition. They shall have the power to call for and examine all books records papers and documents of the Society such information and explanation as may be necessary for the proper performance of the duties of the Auditors.

The remuneration of the Auditor or Auditors shall be fixed from time to time by the Committee.

#### CONSTRUCTION OF RULES

32. In construing these rules words importing the masculine shall include the feminine gender, and words importing the singular shall include the plural, and the plural the singular, unless the contrary as to number and gender is expressly provided, and words importing a class may be taken to imply the majority of that class, and the word "Committee" shall be taken to mean also "Trustees" unless there is anything in the context to prevent such construction.

#### ALTERATION OF RULES

33. No new rule shall be made nor shall any of the rules herein contained or hereafter to be made be rescinded or altered unless notice of such proposed new rule repeal or alteration shall have been given in terms of Rule 25, and except at a General Meeting as provided in the said rule, or at a Special General Meeting at either of which meetings at least two-thirds of the members shall be actually present or be represented by proxy.

34. All acts done by the Committee in a bona fide interpretation by them of these Rules shall, notwithstanding that it be afterwards discovered that such interpretation was faulty, be as valid in all respects as if such interpretation was correct.

35. Any member may subject to the approval of the Committee transfer his shares provided that in the case of a transfer to an individual the proposed transferee is a fruit-grower and that the consideration be not more than the paid-up value of the said shares. The committee may decline to approve of and register any transfer of shares without assigning any reason therefor. The form of transfer shall be that in the schedule hereto.

36. In addition to the powers conferred by the foregoing rules the Committee may from time to time raise or borrow for the purposes of the Society any sum or sums of money either for a fixed period or upon current account or otherwise upon such terms and conditions in all respects as they may think fit and may give such security or securities as the Committee may think fit over the whole or any part of the property assets and undertakings of the Society (both present and future) including its uncalled capital for the purpose of securing the repayment of all or any moneys so raised or borrowed as aforesaid and also of any moneys now owing or indebtedness or liability incurred by the Society to any Banking Corporation Company Society or person and for the time being remaining unpaid with interest upon all such moneys as aforesaid and all customary charges and may include power in any security given over the uncalled capital of the Society for the mortgagee or any nominee or agent of the mortgagee upon default occurring under the security to



make calls (notwithstanding anything to the contrary in rule 4) on the members in respect of such uncalled capital and to sue in the name of the Society or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys and such power shall subsist during the continuance of the security and shall be assignable if expressed so to be.

37. The Committee shall keep a Register of Mortgages and enter therein all Mortgages—agreements to mortgage and charges specifically affecting the property and assets of the Society (including its uncalled capital) giving in each case a short description of the property mortgaged or charged the amount of the Mortgage or Agreement to mortgage or Charge and (except in the case of securities to bearer) the name of the mortgagees or persons entitled thereto.

#### SIGNATURES OF MEMBERS

FREDERICK ALFRED BLOOM.

HENRY THATCHER.

WILLIAM MACKINLAY.

JOHN WILLIAM BARRETT.

PERCY TREVELLYN YOUNG.

JOHN GEORGE AIRD, Secretary.

Witness to signatures—

T. S. MORRISON.

I HEREBY CERTIFY that the foregoing Rules of The Ringwood Co-operative Cool Stores Society Limited are in conformity with the Law, and that the said Society is duly established from the present date, and is subject to the provisions and entitled to the privileges of the Provident Societies Act 1915.

Given under my hand this Thirty-first day of March, 1916.

GEO. B. VASEY,  
Registrar of Friendly Societies.

I, GEORGE BRINSDEN VASEY, Registrar of Friendly Societies, HEREBY CERTIFY that The Ringwood Co-operative Cool Stores Society Limited, established at Ringwood, is registered under the Provident Societies Act 1915.

Given under my hand this Thirty-first day of March, 1916.

GEO. B. VASEY,  
Registrar of Friendly Societies.

**SCHEDULE**

Shares in the Society shall be transferred in the following form:—

I (Transferror)

of

in consideration of the sum of

paid to me by (Transferee)

of

HEREBY TRANSFER to the said

the shares numbered to

inclusive standing in my name in the books of The Ringwood Co-operative Cool Stores Society Limited.

And I the said accept the said shares subject to the liabilities and regulations of the said Society.

AS WITNESS our hands the day of

19 .

SIGNED by the said Transferror  
in the presence of

SIGNED by the said Transferee  
in the presence of

