

Down to Earth Co-operative Limited.

(A Non-Trading Co-operative without Shares)

Co-op No. G0001791N

Draft Rules 2.0 by DTE's Co-operatives Act Collective

21st October 1999

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PART 2 - NAME AND STATEMENT OF PURPOSES

2. Name

The name of the incorporated co-operative is "Down to Earth Co-operative Limited" ("DTE"), registered as a 'non-trading co-operative' without shares, under the Co-operatives Act.

3. Registered Office

- (1) The DTE Collective must determine by regulation the location of the registered office of DTE.
- (2) The DTE Collective must:
 - (a) display a public and clearly visible notice;
 - (i) stating the name of the co-operative; which
 - (ii) identifies the premises as its registered office; and

(b) must give the Registrar of Co-operatives written notice of a new address, no later than 28 days after determining the address;

according to section 256 of the Co-operatives Act.

4. Purpose

The Purposes of DTE are:

- (1) to value honesty and respect;
- (2) to be a 'non-trading co-operative' without shares;
- (3) to apply these purposes for the benefit of its members and the wider community;
- (4) to be the legally incorporated umbrella body to:
 - (a) enable the conduct of regular conference festivals called ConFest; to be organised and co-ordinated by the ConFest Committee;
- (5) to identify and promote awareness of ConFest's, seminal role, as a lotus flower, in the emergence and development of Australia's "alternative culture movement"
- (6) to continually evaluate the "alternative culture movement" (past and present) within Australia and Internationally, with a view to evolving the integral role of
 - (a) ConFest, and
 - (b) DTE;within the "alternative culture movement".
- (7) to incorporate universal Co-operative Principles within DTE's day to day practices, and require members to:
 - (a) become familiar with the version of Co-operative Principles as stated in section 6 of the Co-operatives Act; and
 - (b) interpret and promote these principles in a favourable manner; which
 - (i) are attached as appendix 1; and
 - (ii) form part of these rules;
- (8) to provide and carry out artistic, educational and community service for the direct well being and benefit to the wider community, including:
 - (a) direct and indirect involvement in providing education; and
 - (b) assistance in enabling all forms of art, music, drama, percussion and the like; as a means to developing the public benevolent and artistic, educational and community service purposes of DTE;

- (9) with respect to the areas of sustainable energy, environment, technology, education, art, agriculture, production and storage, architecture and building, health and diet, sexuality, social structure, community welfare systems, religion, food preparation, conservation and law:
- (a) examine current philosophies and practices;
 - (b) develop new alternative philosophies and practices;
 - (c) carry out public education programs regarding such matters; by
 - (i) the production and dissemination of written material, films, audio and video tape recordings; and
 - (d) carry out or sponsor research into such matters; without contravening State or Federal laws or local government by laws;
- (10) to recognise and support through DTE' s and ConFest's activities and policies:
- (a) Australia's indigenous people's as the original inhabitants of this land; and
 - (b) respect for their cultural beliefs and practices;
- (11) to provide activities and services for the members of DTE;
- (12) to protect members of DTE in matters affecting their interests and rights;
- (13) to identify, promote and uphold the rights of volunteers within DTE and ConFest;
- (14) to promote policies of inclusiveness and participation in all DTE and ConFest activities;
- (15) to promote equal opportunity in DTE and ConFest policies and activities;
- (16) to break down prejudice on the basis of age, belief, ethnicity, gender, sexual preference or disability, consistent with respect as the dominant principle;
- (17) to encourage respect for the natural ecology.
- (18) to co-operate with, affiliate and make grants and loans to other community, social, cultural, or natural heritage groups having similar purposes in whole or in part.

5. Primary Activity

The primary activity of DTE is the creation of the regularly held conference festival called ConFest.

6. Legal Capacity and Powers

- (I) DTE has:
- (a) the legal capacity and powers of an incorporated body; and
 - (b) all the powers of a natural person;

subject to this rule.

(2) DTE may only:

- (a) exercise its powers; and
- (b) use its income, assets and profit;

for its purposes.

(3) DTE must not distribute any of its profit, income or assets directly or indirectly to members.

(4) Sub-rule (3) does not prevent DTE from paying members:

- (a) reimbursement for expenses properly incurred by them; and
- (b) for services or goods supplied by them;

if this is done in good faith on terms no more favourable than if the member had not been a member.

PART 3 - MEMBERSHIP

7. Full Members

The full members of DTE are people whose application for membership has been approved by a resolution of the DTE Collective and entered into the register of members.

8 Provisional Members

(1) Anybody who is not a member of DTE shall, for the purposes of these rules, be considered a "Provisional Member" if they:

- (a) attend and pay a "Provisional Membership Fee" for an activity, or activities, organised by DTE, where:
 - (i) a "Provisional Membership" shall only last for the duration of the activity;
 - (ii) a "Provisional Membership" has no voting rights; and
 - (iii) the "Provisional Membership Fee" is the admission fee to a DTE activity;

subject to sub-rule (2).

(2) the DTE collective may by resolution passed by an absolute majority exempt from membership anybody who:

- (a) satisfy the DTE collective that their conscientious beliefs do not allow them to be a "Provisional Member" of DTE; and
- (b) agree to be bound by these rules as if they were a member.

9. Active Membership provisions

- (1) All full members of DTE must be active members.
- (2) Full members of DTE are considered active members if they:
 - (a) utilise or support an activity of DTE; or
 - (b) maintain a relationship or an arrangement in connection with the carrying on of DTE's primary activity as set out in rule 5; or
 - (c) maintain any other relationship or arrangement with DTE in connection with the carrying on of a primary activity of DTE, that regulations of the Co-operatives Act provide is sufficient to establish active membership;according to section 120 of the Co-operatives Act.
- (3) The DTE Collective must by resolution declare the membership of a full member cancelled if they:
 - (a) fail, or cease, to be an active member;in accordance with Division 4 of Part 6 of the Co-operatives Act.

10. Qualifications required for admission to Full Membership

To qualify for admission to full membership applicants must:

- (1) have attended at least one ConFest in the previous three years; and
- (2) provide reasonable grounds for believing that they will be an active member of the co-operative; and
- (3) paid the appropriate membership fee or amount determined by regulation.

11. Application for Full Membership

- (1) An application for full membership in the co-operative must:
 - (a) be in a form approved by the DTE Collective; and
 - (b) be lodged at DTE's registered office or registered sub office; and
 - (c) be accompanied by an application fee or amount determined by regulation.
- (2) The DTE Collective must consider each application.
- (3) The DTE Collective at its sole discretion may by resolution accept or reject an application for membership and need not give any reason for its decision.
- (4) If the DTE Collective approves an application for membership:
 - (a) the DTE Collective must ensure that the name of the person is entered in the register of members and directors;

(b) the DTE Collective must notify the applicant in writing of the entry in the register;
and

(c) the applicant for membership becomes entitled to exercise the rights of membership
when:

(i) the member's name appears in the register of members; and

(ii) the member has paid to the co-operative the relevant fees and amounts;

in accordance with sections 75 and 244 of the Co-operatives Act.

(5) If the board rejects an application, the whole of the money lodged in respect of the
application must be refunded to the applicant without interest.

12. Ceasing membership

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

(1) if the member's membership is cancelled under Part 6 of the Act

(2) if the member is expelled in accordance with rule 13;

(3) if the member becomes bankrupt and the trustee of the member's estate disclaims any debt,
contract, duty or liability of the member with the co-operative;

(4) on the death of the member;

(5) if the contract of membership is rescinded on the ground of misrepresentation or mistake;

(6) on notice in writing given by the member to the Secretary, of the member's resignation
from membership; or

(7) in the case of a member that is a body corporate, if the body is dissolved.

13. Expulsion of members

(1) The process to expel a member or members shall be transparent.

(2) A grievance procedure must be initiated to precipitate the removal of a member or
members.

(3) The final removal of members may only be done through a special resolution approved at a
general meeting.

(4) A special resolution to remove a member must be on the grounds that:

(a) the member has failed to discharge the member's obligations to DTE under the Co-
operatives Act or these rules;

(b) the member has acted in a manner that has:

(i) prevented or hindered DTE in carrying out its primary activity; or

- (ii) brought DTE into disrepute; or
- (c) the member has acted in a manner contrary to any of the co-operative principles and in so acting caused the co-operative harm.
- (d) the member has acted in a manner that is:
 - (i) contrary to any of the co-operative principles; and
 - (ii) has caused harm to DTE; andcaused harm to the DTE co-operative harm in their actions;
- (5) The member must be given at least 28 days written notice of the proposed resolution and of the date, time and place of the meeting at which the resolution will be moved.
- (6) The procedure at the general meeting to consider the proposed resolution is as follows:
 - (a) the member must be given a reasonable opportunity to be heard at the meeting;
 - (b) the member is entitled to call witnesses and to cross examine witnesses called against the member;
 - (c) if the member fails, without reasonable excuse, to attend at the time and place of which notice has been given, the co-operative may consider the matter in the absence of the member;
 - (d) after considering the matter, the co-operative may by special resolution determine to expel the member.
- (7) The expulsion of the member does not take effect until the special resolution is registered with the Registrar.
- (8) When a member is expelled, the co-operative must repay to the member any amount owing to that member, less any amount owing by the member to the co-operative, and cancel the member's membership.

14. Suspension of members

- (1) The process to suspend a member or members from full membership shall be transparent.
- (2) A grievance procedure must be initiated to precipitate the suspension of a member or members from full membership.
- (3) The final suspension of a member or members from full membership may only be done through a special resolution approved at a general meeting.
- (4) A member may be suspended from membership of the co-operative for a period not exceeding one year if the co-operative by special resolution determines that the member should be so suspended on the ground that:
 - (a) the member has contravened these rules; or
 - (b) the member has failed to discharge the member's obligations to the co-operative

under these rules; or

(c) the member has acted in a manner detrimental to the co-operative.

(5) The member must be given at least 28 days written notice of the proposed resolution and of the date, time and place of the meeting at which the resolution will be moved.

(6) The procedure at the general meeting to consider the proposed resolution is as follows:

(a) the member must be given a reasonable opportunity to be heard at the meeting;

(b) the member is entitled to call witnesses and to cross examine witnesses called against the member;

(c) if the member fails, without reasonable cause, to attend at the time and place of which notice has been given, the co-operative may consider the matter in the absence of the member;

(d) after considering the matter, the co-operative may by special resolution determine to suspend the member.

(7) A member who is suspended ceases during the suspension to have the rights of a member except as otherwise provided in the Act or these rules.

15. Death of a member

(1) On the death of the member, the DTE Collective must transfer the deceased member's interest in the co-operative to:

(a) the executor or administrator of the deceased member; or

(b) with the consent of the DTE Collective, to a person:

(i) who is specified by the personal representative of the deceased member in an application under section 84 of the Act; and

(ii) who is qualified to be a member in accordance with the Act and these rules; subject to and in accordance with section 84 of the Co-operatives Act.

(2) The board may transfer the interest of a deceased member to a person entitled, if:

(a) the total value of the interest is less than \$ 10,000 (or such other amount as may be prescribed by the Co-operatives Act regulations); and

(b) there has not been a grant of administration of the estate, or probate of the will of the deceased member;

in accordance with section 85 of the Act.

16. Rights, Obligations and Liability

Full members shall have the following rights, in accordance with the Co-operatives Act.

- (1) If 18 years, or over:
 - (a) to vote at general meetings;
 - (b) to hold office;
 - (c) to be nominated and elected as a member of the DTE Collective.
- (2) To call special general meetings in accordance with rule 22.
- (3) To have disputes settled in accordance with the disputes and grievance procedure outlined in rule 17.
- (4) To use the services of DTE, subject to sub-rule 16 (1).
- (5) To inspect and the following documents at the registered office without fee:
 - (a) a copy of the Co-operatives Act and the Co-operatives Act regulations;
 - (b) a copy of these rules and DTE regulations;
 - (c) a copy of the minutes of each general meeting of the co-operative;
 - (d) a copy of the minutes of DTE Collective meetings of the co-operative;
 - (e) a copy of the minutes of ConFest Committee meetings of the co-operative;
 - (f) a copy of the last annual report containing:
 - (i) the last balance sheet and profit and loss account; and
 - (ii) the last annual report of the directors; and
 - (iii) the last auditors report;
 - (g) the register of members of the DTE Collective;
 - (h) the register of secretaries;
 - (i) the register of member
 - (j) the register of policies;
 - (k) the register of assets;
 - (l) the register of loans raised and securities given.
- (6) The rights of members are not transferable, and end when the member ceases to be a member.
- (7) Members must at all times comply with the DTE rules and the DTE regulations.
- (8) Under section 106 of the Co-operatives Act, this set of rules is an enforceable contract between:

- (a) each member and DTE;
 - (b) each member of the DTE Collective, the principle executive officer, the secretary and DTE; and
 - (c) each member and each other member.
- (9) Under section 76 of the Co-operatives Act, members are not liable to contribute to the debts and liabilities of DTE by reason only of their membership.

17. Discipline

- (1) The DTE Collective may by resolution suspend the right of a member to use the services of DTE, if that member has caused serious disruption to the use of services by other members.
- (2) DTE members may have their membership removed or suspended in accordance with rule 13 and 14.
- (3) DTE may not otherwise discipline members.

18. Disputes and Grievance Procedures

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a member and another member; or
 - (b) a member and the co-operative.
- (2) The parties to the dispute must meet and discuss the matter in dispute; and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting under sub-rule (2) or if a party fails to attend that meeting, then
 - (a) the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, by the DTE Collective; or
 - (ii) in the case of a dispute between a member and the co-operative, a person who is a member of the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the co-operative can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.

19. Register of Members

- (1) The DTE Collective Secretary must ensure that DTE keeps an accurate and up-to-date register of full members.
- (2) The DTE Collective Secretary must ensure that an accurate and up-to-date printed copy of the register of full members is located at the registered office.

20. Subscriptions

The DTE Collective may by regulation set subscriptions, entrance fees and other amounts to be paid by members.

PART 4 - GENERAL MEETINGS

21. Annual General Meeting

- (1) The DTE Collective must convene an annual general meeting each year, to be held within:
 - (a) 5 months after the close of the financial year of DTE; or
 - (b) any further time that may be allowed or prescribed by the Registrar of Co-operatives.
- (2) The ordinary business of the annual general meeting is to:
 - (a) consider the minutes of the previous annual general meeting and any subsequent special general meetings; and
 - (b) consider the audited financial statements submitted to the members in accordance with section 238 of the Co-operatives Act and sub-rule 71(4) *****ref may change*****, containing details of:
 - (i) the income and expenditure of DTE during its last financial year;
 - (ii) the assets and liabilities of DTE at the end of the last financial year;
 - (iii) the mortgages, charges and securities of any description affecting any of the property of DTE at the end of the last financial year, and
 - (iv) the same details in respect of each trust of which DTE was trustee during any part of the last financial year.
 - (c) elect the DTE Collective Chair;
 - (d) elect the DTE Collective Secretary;
 - (e) elect the DTE Collective Secretary's assistant;
 - (f) elect the DTE Collective Treasurer;
 - (g) elect the DTE Collective Treasurer's assistant;

(h) elect general DTE Collective members;

(i) for determining the remuneration of members of the DTE Collective.

(3) The annual general meeting may only consider other business of which notice has been given in accordance with sub-rule 24(3).

(4) DTE must give the Registrar of Co-operatives the annual report of DTE within 28 days of the annual general meeting containing each of the following;

(a) a list in the form approved by the Registrar of Co-operatives specifying the directors and the principal executive officers of the co-operative and of each subsidiary of the co-operative, as at the date that the annual report is sent to the Registrar of Co-operatives;

(b) a copy of the accounts of the co-operative in respect of its financial year then last past;

(c) a copy of the accounts of each subsidiary of the co-operative in respect of the financial year of the subsidiary then last past;

(d) a copy of any report by the auditors or directors of the co-operative or subsidiary on the accounts referred to in sub-rules (b) and (c);

(e) such other particulars as may be prescribed by the Registrar of Co-operatives; according to section 249 of the Co-operatives Act.

22. Special General Meetings

(1) The DTE Collective may by resolution convene a special general meeting.

(2) The DTE Collective must convene a special general meeting if requested by at least 20% of the total number of full members.

(3) The request:

(a) Must be in writing, signed by the full members;

(b) Must state the motion or motions to be considered by the meeting;

(c) May consist of more than 1 document; and

(d) Must be deposited at the registered office of DTE and a copy given to the DTE Collective Secretary or the DTE Collective Chair.

(4) If the DTE Collective does not convene a special general meeting within 21 days after a requisition is served in accordance with sub-rule (2) and (3) the full members requesting the special general meeting may proceed to convene the meeting according to section 209 (5) of the Co-operatives Act.

(5) A special general meeting may only consider business of which notice has been given in accordance with sub-rule 16(2)

23. Day, Time and Place

General Meetings may only be held:

- (1) on a day, and at a time and place reasonably convenient for full members to attend; and
- (2) not at any ConFest conference festival events.

24. Notice

(1) The DTE Collective must give:

(a) unless a special resolution is to be considered - at least 14 days;

(b) if special resolution is to be considered - at least 21 days;
notice of general meetings to full members.

(2) The notice must include the date, time and place of the meeting, and the business to be considered.

(3) Notice must be given by mail and by placing a copy on all designated DTE notice boards, recorded phone message services, and e-mail groups.

25. Quorum

(1) Is 15 full members.

(2) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting may not proceed.

26. Chairing

(1) The chair of the DTE Collective is entitled to chair general meetings.

(2) If the chair of the DTE Collective is not present, or does not wish to chair the meeting (or part of the meeting), the full members present must elect another full member to chair.

27. Standing orders

(1) Subject to sub-rule (3), the following standing orders must be observed at general meetings of DTE:

(a) The mover of a proposition must not speak for more than 10 minutes. Subsequent speakers are allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may however by simple majority extend in a particular instance the time permitted by this rule.

(b) If an amendment to an original proposition is proposed, no second amendment may be considered until the first amendment is disposed of.

(c) If an amendment is carried, the proposition as so amended displaces the original proposition and may itself be amended.

- (d) If an amendment is defeated, then a further amendment may be moved to the original proposition. However, only one amendment may be submitted to the meeting for discussion at one time.
 - (e) The mover of every original proposition, but not of an amendment, has the right to reply. Immediately after this the question must be put from the chair. No other member may speak more than once on the same question, unless permission is given for an explanation, or the attention of the chair is called to a point of order.
 - (f) Propositions and amendments must be submitted in writing, if requested by the chair.
 - (g) Any discussion may be closed by a resolution "that the question be now put" being moved seconded, and carried. That resolution must be put to the meeting without debate.
- (2) Any member, or visitor invited to attend the meeting by the DTE Collective, may speak on any issue at a meeting with the permission of the chair subject to any conditions imposed by the chair.
 - (3) The standing orders may be suspended for any period by ordinary resolution.

28. Voting

- (1) Only full members are entitled to vote at general meetings.
- (2) Each full member present has 1 vote subject to sub-rule (3).
- (3) Full members who have a personal financial interest (whether direct or indirect) in DTE or its activities may not vote, but may still be counted toward the quorum.
- (4) Full members eligible to vote may only vote in person and not by proxy.
- (5) Unless a poll is required:
 - (a) voting is by show of hands; and
 - (b) the declaration by the chair of the meeting of the result of a vote as recorded in the minutes is conclusive evidence of that result.
- (6) Any 10 full members present may require a poll.
- (7) The poll must be taken as directed by the chair of the meeting.
- (8) If an equal amount of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

29. Postal ballot

- (1) The manner of voting shall be in accordance with the Co-operatives Act regulations.
- (2) A special postal ballot or a postal ballot must be held:

- (a) when required by the Co-operatives Act; or
- (b) in accordance with section 202 of the Co-operatives Act, on the written requisition of the number of full members of the co-operative who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of DTE; or
- (c) if approved by the full members by ordinary resolution.

30. Minutes

- (1) Under sub-rule * * * * *, the DTE Collective Secretary is responsible for ensuring that accurate and complete minutes are taken of all general meetings.
- (2) Minutes must be confirmed at and signed by the chair of the next succeeding meeting.
- (3) Minutes must be available for inspection by members.

PART 5 - THE DTE COLLECTIVE

31. Membership

- (1) There shall be 11 members of the DTE Collective.
- (2) The members of the DTE Collective are:
 - (a) DTE Collective Chair;
 - (b) DTE Collective Secretary;
 - (c) DTE Collective Assistant Secretary;
 - (d) DTE Collective Treasurer;
 - (e) DTE Collective Assistant Treasurer; and
 - (f) 6 general DTE Collective members.

32. Qualification of members of the DTE Collective

- (1) A person is not qualified to be a member of the DTE Collective unless he or she is:
 - (a) a full member of DTE; and
 - (b) a natural person; and
 - (c) not less than 18 years of age.
- (2) A person must not act as a member of the DTE Collective if the person is disqualified under section 214 of the Co-operatives Act.

33. Retirement of members of the DTE Collective

- (1) 3 of the 6 general DTE Collective members must retire by rotation at each annual general meeting.
- (2) All the other positions on the DTE Collective retire annually.
- (3) A retiring member of the DTE Collective retains office until the close of the meeting at which his or her successor is elected.
- (4) A retiring member of the DTE Collective is eligible for re-election.

34. Deputy members of the DTE Collective

- (1) In the absence of a member of the DTE Collective from a meeting of the DTE Collective, the DTE Collective may appoint a person to act as a deputy for that member of the DTE Collective.
- (2) A person appointed under sub-rule (1) must be a full member.
- (3) A person appointed as deputy may act in the place of the member of the DTE Collective for whom he or she is deputy.
- (4) The other members of the DTE Collective may by majority vote remove a deputy member of the DTE Collective from office.
- (5) A deputy member of the DTE Collective vacates office:
 - (a) if the deputy member of the DTE Collective is removed from office under this rule;
or
 - (b) if the member of the DTE Collective for whom he or she is deputy ceases to hold office; or
 - (c) if the deputy member of the DTE Collective dies; or
 - (d) if the deputy director resigns.
- (6) A deputy member of the DTE Collective while acting as a member of the DTE Collective is entitled to the same remuneration as that to which the director for whom he or she is deputy would have been entitled.

35. Responsibilities

- (1) The DTE Collective is the governing body of DTE.

The DTE Collective is responsible for ensuring the proper management of DTE.

- (2) The DTE Collective also has specific responsibility:

- (a) For managing DTE's finances, activities; and services in accordance with these rules and the Co-operatives Act.

- (b) for having no leaders and encouraging consensus decision making;
 - (c) for only making decision by a vote when consensus can not be achieved after full discussion;
 - (d) for electing by consensus, a committee member to report to general meetings where necessary;
 - (e) for considering matters relating to the rights and interests of the members of DTE;
 - (f) for considering applications for full membership;
 - (g) for ensuring that the name of a person admitted to membership is recorded in the register of members within 28 days after the person is admitted to membership, according to section 75(2) of the Co-operatives Act;
 - (h) for formulating policy between general meetings of DTE, to be ratified by DTE;
 - (i) for recommending policy to DTE;
 - (j) for ensuring policy made by DTE is implemented;
 - (k) for keeping a register of DTE policies.
 - (l) for ensuring that policy made and directions given by DTE are complied with by all DTE bodies;
 - (m) for documenting and developing an ongoing DTE Collective operations manual;
 - (n) for ensuring the proper use, and the safe keeping of, the common seal, in accordance with rule ***76
 - (o) for monitoring regularly the budget, finances and administration of DTE;
 - (p) for ensuring that a draft budget is prepared for consideration by DTE in accordance with sub-rule * * * (3)(g) and sub-rule * * * (1); and
 - (q) for appointing annually an auditor in accordance with sub-rule ***74(1), and ensuring that the accounts are audited in accordance with sub-rule ***64(2);
 - (r) for ensuring that DTE meets regularly, and carries out its responsibilities;
 - (s) for interpreting these rules and the regulations in accordance with sub-rule *(6); and
 - (t) for deciding finally any matter that is within the power of DTE.
- (3) A general meeting may by resolution direct the DTE Collective on any matter within its responsibilities and powers.

36. Powers

- (1) The DTE Collective may exercise all powers of DTE on its behalf.

- (2) The DTE Collective has specific power:
 - (a) to establish special purpose committees and special interest groups;
 - (b) to create portfolios and appoint its members to them; and
 - (c) to delegate its powers to any body or individual as it thinks appropriate; where sub-rule (a), (b), and (c), can only be done so through regulation.
- (3) A general meeting may by resolution direct the DTE Collective on any matter within its responsibilities and powers.

37. Meetings

- (1) Ordinary meetings of the DTE Collective must be held at least once a month.
- (2) For rotating the meeting chair from meeting to meeting; and
 - (a) electing by consensus a chair for each meeting;

38. Quorum

- (1) Is 7 members of the DTE Collective.
- (2) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting may not proceed.

39. Regulations

- (1) The DTE Collective may by resolution passed by an absolute majority make regulations to give effect to these rules.
- (2) Members must at all times comply with the regulations as if they formed part of these rules.
- (3) All current regulations must be included as schedules to these rules, but do not form part of it.

40. DTE Collective Member's Responsibilities

Members of the DTE Collective are responsible:

- (1) for regular attendance at meetings of the DTE Collective;
- (2) if appointed by the DTE Collective in accordance with sub-rule 23(2)(b) ****ref change*** - for matters within their portfolios; and
- (3) for representing the policies made by DTE to members and outside bodies.

41. Minutes

- (1) Under sub-rule *****, the DTE Collective Secretary is responsible for ensuring that accurate and complete minutes are taken of all DTE Collective meetings.
- (2) Minutes must be confirmed at and signed by the chair of the next succeeding meeting.
- (3) Minutes must be available for inspection by members.

PART 6 - FINANCE COMMITTEE

42. Name

Finance Committee

43. Membership

- (1) There shall be 5 members of the Finance Committee.
- (2) The members of the Finance Committee are:
 - (a) DTE Collective Treasurer;
 - (b) DTE Collective Assistant Treasurer; and
 - (c) 3 DTE Collective members appointed by the DTE Collective.

44. Responsibilities & Powers

- (1) To ensure the proper management of DTE's finances;
- (2) To ensure that proper accounting practices operate in accordance with these rules, the Co-operatives Act and recognised Australian accounting practices;
- (3) The Finance Committee also has specific responsibility:
 - (a) for having no leaders and encouraging consensus decision making;
 - (b) for only making decision by a vote when consensus can not be achieved after full discussion;
 - (c) for recommending an annual DTE budget to the DTE Collective.
- (4) A general meeting and the DTE Collective may, by resolution, direct the ConFest Committee on any matter within its responsibilities and powers.

45. Meetings

- (1) Ordinary meetings of the Finance Committee must be held at least once a month.
- (2) For rotating the meeting chair from meeting to meeting; and

- (a) electing by consensus a chair for each meeting;

46. Quorum

- (1) Is 3 members of the Finance Committee.
- (2) If a quorum is not present within 30 minutes of the time of which notice has been given, the meeting may not proceed.

47. Voting

Where consensus may not be achieved only Finance Committee members may vote.

48. Minutes

- (1) Under sub-rule * * * * *, the DTE Collective Secretary is responsible for ensuring that accurate and complete minutes are taken of all Finance Committee meetings.
- (2) Minutes must be confirmed at and signed by the chair of the next succeeding meeting.
- (3) Minutes must be available for inspection by members.

PART 7 - CONFEST COMMITTEE

49. Name

ConFest Committee

50. Purpose

The purpose of the ConFest Committee is to organise conference festivals called ConFest.

51. Responsibilities & Powers

- (1) The ConFest Committee is responsible for the co-ordination and facilitation of ConFest.
- (2) The ConFest Committee also has specific responsibility:
 - (a) for developing policy and planning relating to ConFest, subject to policies made by a general meeting and the DTE Collective;
 - (b) for complying strictly with any DTE financial or legal policy's made by general meetings, the DTE Collective, or any other financial or legal bodies established within the DTE;
 - (c) for documenting and developing an ongoing ConFest operations manual;
 - (d) for having no leaders and encouraging consensus decision making;
 - (e) for only making decision by a vote when consensus can not be achieved after full

discussion;

- (f) for rotating the chair from meeting to meeting; and
 - (i) electing by consensus a chair for each meeting;
- (g) for electing by consensus, a committee member to report to general meetings and the DTE Collective where necessary;
- (h) for monitoring regularly the budget, finances, and administration of the DTE relating to ConFest;
- (i) for seeking village funding submissions from members, at least two months prior to ConFest, and then allocating the budgeted funds in the fairest possible manner;
- (j) for keeping an accurate register of all DTE equipment and stock purchased, used, and stored in between ConFest;
- (k) for ensuring safe use of all DTE equipment at ConFest;
- (l) for ensuring safe storage of all DTE equipment and stock in between ConFests;
- (m) for ensuring all DTE vehicles and transportation trailers are fully registered by DTE if used for ConFest;
- (n) for ensuring DTE has taken out adequate public liability insurance for ConFest;
- (o) for liaising with any other committees established within the DTE, when required;
- (p) for establishing sub groups with clear guidelines, to undertake specific functions for the ConFest Committee, where these groups are accountable:
 - (i) in the first instance - to the ConFest Committee; and
 - (ii) ultimately to the DTE Collective;for the proper carrying out of their responsibilities and powers;
- (q) for appointing volunteers to undertake specific duties for the ConFest Committee, and its sub groups; who are to be given a clear duty statement, and are accountable:
 - (i) in the first instance - to their relevant sub group;
 - (ii) then - ConFest Committee; and
 - (iii) ultimately to the DTE Collective;for the proper carrying out of their duties;
- (r) for following the 'Disputes and grievances procedures', in accordance with rule 1 I of these rules, for dealing with any disputes between:
 - (i) a ConFest participant and another ConFest participant; or
 - (ii) a ConFest participant and the DTE and any of its committees.

(s) In carrying out its responsibilities, the ConFest Committee may exercise all powers of the DTE Collective, subject to this rule.

- (3) A general meeting and the DTE Collective may, by resolution, direct the ConFest Committee on any matter within its responsibilities and powers.

52. Meetings

Ordinary meetings of the ConFest Committee must be held at least once a week, two months before a ConFest, and at least once a month, outside the two-month lead in period, throughout the rest of the year.

53. Quorum

Is 10 full members.

54. Voting

Where consensus may not be achieved only full members may vote.

55. Minutes

- (1) Under sub-rule * * * * *, the DTE Collective Secretary is responsible for ensuring that accurate and complete minutes are taken of all ConFest Committee meetings.
- (2) Minutes must be confirmed at and signed by the chair of the next succeeding meeting.
- (3) Minutes must be available for inspection by members.

PART 8 - DTE COLLECTIVE 'SUB COMMITTEES'

56. Establishment

- (1) The DTE Collective may by regulation establish sub committees, as it thinks appropriate.
- (2) The regulation establishing a sub committee must include:
 - (a) its membership;
 - (b) its chair and convenor;
 - (c) its responsibilities and powers; and
 - (d) any special provisions as to its meetings; unless already provided for in these rules.
- (3) Sub committees may by resolution establish special purpose sub committees within their area of responsibility.

- (4) All sub committees are accountable to the DTE Collective for the proper carrying out of their responsibilities and powers.
- (5) Sub committees special purpose subcommittees are accountable:
 - (a) in the first instance - to their parent sub committee; and
 - (b) ultimately - to the DTE Collective;for the proper carrying out of their responsibilities and powers.

PART 9 - COMMITTEES GENERALLY

57. Applicability of this part

- (1) This part applies to all bodies established under the DTE rules and regulations, unless a specific provision of the DTE rules, the DTE regulations or the resolution establishing the committee provides otherwise.
- (2) In this part, "committee" includes:
 - (a) the DTE Collective;
 - (b) the ConFest Committee; and
 - (c) sub committees, special purpose subcommittees, and other bodies, however described;subject to sub-rule (1).

58. Duties of Officers and Members of Committees

All officers and members of committees owe the DTE Co-operative duties:

- (1) to act honestly and in good faith;
 - (2) not to make improper use of their position or of information obtained in their position; and
 - (3) to exercise reasonable care and diligence;
- as officers and members of committees.

59. Indemnity of Offices and Members of Committees

The DTE Co-operative indemnifies all officers and members of committees against any liability incurred by them in their capacity, unless liability arises out of conduct involving a breach of their duties to the DTE Co-operative.

60. Convening Meetings

- (1) At its first meeting, each committee must by resolution set the dates, times and places of ordinary meetings for its term of office.
- (2) A committee may by resolution subsequently alter the dates, times and places of ordinary meetings.
- (3) The designated chair of a committee or an absolute majority of its members may convene a special meeting of the committee.

61. Notice of Meetings

- (1) Each member of a committee must be given at least 5 clear days' notice of its meetings.
- (2) The notice must include:
 - (a) the date, time and place of the meeting;
 - (b) in the case of special meetings - the business to be considered.
- (3) Notice must be given by placing a copy on all designated DTE Co-operatives' notice-boards, recorded phone message services, and e-mail groups.
- (4) A special meeting may only consider business of which notice has been given in accordance with sub-rule (2)(b).

62. Quorum

- (1) The quorum for meetings of a committee must be outlined in any regulations establishing the committee, and in the case where these regulations require a committee to be an actual size, the quorum determined in the regulation may be no less than at least half of its voting members.
- (2) If a quorum is not present within 30 minutes of the time of which the notice has been given, the meeting may not proceed.

63. Non-Attendance

If a member of a committee:

- (1) fails on three consecutive occasions to attend within 30 minutes of the time of which notice has been given of an ordinary meeting of the committee; and
 - (2) does not have a reason that is accepted by resolution of the committee;
- their position automatically becomes vacant.

64. Chairing

- (1) If the designated chair of a committee is not present, or does not wish to chair the meeting (or part of the meeting), the committee must elect another of its members to chair.

(2) The chair of a meeting has a deliberative vote, but does not have a casting vote.

65. Attendance

All members and officers may attend all meetings of all committees.

66. Adjournment

- (1) If a quorum is present, the chair may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and from place to place.
- (2) If a quorum is present, the chair must, if directed by a majority of members present at the meeting, adjourn the meeting to a date and time agreed.
- (3) No business may be transacted at an adjourned meeting other than business unfinished at the meeting, which was adjourned.

67. Voting

- (1) All members of committees are voting members, unless otherwise specified.
- (2) Each voting member of a committee present has one vote.
- (3) Members may only vote in person, and not by proxy.
- (4) Members who have a personal financial interest (whether direct or indirect) in DTE or its activities may not vote, but may still be counted toward the quorum.
- (5) If an equal number of votes are cast for and against a motion or amendment, the chair of the meeting must declare the motion or amendment lost.

68. Disclosure of Interest

- (1) Each member of a committee (including officers) who have a personal financial interest (whether direct or indirect) in a matter that is to be considered at a meeting of the committee:
 - (a) must not be present while the matter is being considered; and
 - (b) must not vote on the matter;subject to rule (2).
- (2) A committee by resolution passed by an absolute majority exempt a member of the committee from sub-rule (1)(a) or sub-rule (1)(a) and (b), subject to such conditions, as it thinks appropriate.
- (3) Despite sub-rule (1)(a) and sub-rule 6(1), the member concerned may still be counted towards the quorum.

69. Minutes

- (1) The Secretary is responsible for ensuring that accurate and complete minutes are taken and kept of all meetings of committees.
- (2) Minutes must be confirmed at and signed by the chair of the next succeeding meeting.
- (3) Minutes of must be available for inspection by members.

PART 10 - OFFICERS

70. DTE Collective Chair (add specific responsibilities)

- (1) The DTE Collective Chair is the Chair of DTE.
- (2) The DTE Collective Chair must be elected annually at the Annual General Meeting.
- (3) The DTE Collective Chair is responsible for ensuring that:
 - (a) the DTE Collective meets regularly according to rule 32; ***may change***
 - (b)
- (4) The DTE Collective Chair is accountable to, and may be directed by:
 - (a) in the first instance - the DTE Collective; and
 - (b) ultimately - a general meeting.

71. DTE Collective Secretary

- (1) The DTE Collective Secretary is the Secretary of DTE.
- (2) The DTE Collective Secretary must be elected annually at the Annual General Meeting.
- (3) The DTE Collective Secretary is responsible for ensuring that:
 - (a) proper notice is given of the meetings of DTE bodies;
 - (b) accurate and complete minutes are taken and kept of all:
 - (i) general meetings; and
 - (ii) meetings of bodies to which Part 10 applies;
 - (c) all incoming and outgoing correspondence of the co-operative is kept.
 - (d) a register of DTE policies kept in accordance with rule * * * *;
 - (e) the register of members is kept in accordance with rule * * * *

(4) The DTE Collective Secretary is accountable to, and may be directed by:

- (a) in the first instance - the DTE Collective; and
- (b) ultimately - a general meeting.

72. DTE Collective Secretary's assistant

(1) The DTE Collective Secretary's assistant must be elected annually at the Annual General Meeting.

(2) The DTE Collective Secretary's assistant is responsible:

- (a) for assisting the DTE Collective Secretary in their duties and role.

(3) The DTE Collective Secretary's assistant is accountable to, and may be directed by:

- (a) in the first instance - the DTE Collective; and
- (b) ultimately - a general meeting.

73. DTE Collective Treasurer

(1) The DTE Collective Treasurer must be elected annually at the Annual General Meeting.

(2) The DTE Collective Treasurer is responsible:

- (a) for liaising with the relevant members of the DTE Collective and officers about the finances of the DTE;
- (b) for reporting regularly to the DTE Collective and the members in general meeting on the finances of the DTE;
- (c) for reporting to other DTE bodies on the finances of DTE as required: and
- (d) for ensuring that the annual financial statements are:
 - (i) audited in accordance with rule * * * * ; and
 - (ii) presented to the annual general meeting in accordance with sub-rule ****.

(3) The DTE Collective Treasurer is accountable to, and may be directed by:

- (a) in the first instance - the DTE Collective; and
- (b) ultimately - a general meeting.

74. DTE Collective Treasurer's assistant

(1) The DTE Collective Treasurer's assistant must be elected annually at the Annual General Meeting.

- (2) The DTE Collective Treasurer's assistant is responsible:
 - (a) for assisting the DTE Collective Treasurer in their duties and role.
- (3) The DTE Collective Treasurer's assistant is accountable to, and may be directed by:
 - (a) in the first instance - the DTE Collective; and
 - (b) ultimately - a general meeting.

PART 11- ELECTIONS

75. Conduct

- (1) The DTE collective must make regulations for the conduct of elections, subject to this rule.
- (2) Only full members who are 18 years and over may stand and vote in elections vote subject to sub-rule (3).
- (3) Full members who have a personal financial interest (whether direct or indirect) in DTE or its activities must not stand or vote in elections.
- (4) All elections must be conducted by secret ballot using the optional preferential method of election.
- (5) The DTE Collective must appoint the returning officer for elections.

76. Term of Office

Persons elected or appointed to positions hold office from the time of their election or appointment until their successors takes office, subject to sub-rules 67(1)-(3). ****(reference may change) * * * *

77. Vacancies

- (1) The office of a person elected, appointed or nominated to a position in DTE (other than a member of staff becomes vacant if the person holding the position:
 - (a) gives a signed resignation to the Secretary (or, in the case of the Secretary, to the DTE Collective Chair);
 - (b) is removed for non-attendance at meetings in accordance with rule 49;
* * * * (reference may change) * * * *
 - (c) is removed or suspended as a member by a special resolution passed at a general meeting in accordance with either rule 13 or 14; or
 - (d) ceases to have legal capacity.
- (2) The office of a person elected by the DTE Collective also becomes vacant if the DTE Collective by a resolution passed with an absolute majority removes that person from the

position.

- (3) The office of a person appointed or nominated to a position in DTE also becomes vacant if the person or body making the appointment or nomination withdraws it.
- (4) Vacancies must be filled in one month:
 - (a) in the case of members of the DTE Collective - by a by election at a special general meeting being held, subject to sub-rule (5);
 - (b) in the case of other elected positions - by an election by the DTE Collective; or
 - (c) in the case of positions that are not elected - by another appointment or nomination being made.
- (5) If a vacancy occurs in the position of a member of the DTE Collective within 2 months before the annual general meeting, the DTE Collective may appoint a full member to fill that vacancy.
- (6) If a vacancy of the DTE Collective is filled in accordance to sub-rule (5), the appointee must retire at the annual general meeting where the position must be refilled by election to serve the remainder of its original term.
- (7) Persons filling vacancies hold those positions for the remainder of the term of office, subject to this rule.

78. Validation

- (1) Even if it is later found that a person who has acted in a position in DTE was not properly elected or appointed, the validity of:
 - (a) the acts of that person in that capacity; and
 - (b) decisions of meetings in which that person has participated;are not affected.

PART 12 - FINANCIAL AND LEGAL

79. Financial Year

The financial year of DTE is from 1 st July to 31 st of June.

80. Sources of Funds

The funds of DTE may be derived from:

- (1) fees and amounts collected from members;
- (2) donations and bequests;

- (3) revenue from ConFest activities;
- (4) fundraising activities undertaken for benefiting DTE's benevolent purposes;
- (5) any other sources approved by the DTE Collective or a general meeting.

81. Provision for loss

The DTE Collective may by resolution retain part of the surplus arising from the business of DTE in any year to be applied to meet any loss on the transactions of DTE subject to section 271 of the Co-operatives Act.

82. Budget

- (1) The DTE Collective must no later than May 30th set the budget for DTE for the following year.
- (2.) The DTE Collective may only subsequently alter the budget by resolution passed by an absolute majority.

83. Management of Funds

- (1) The DTE Collective is responsible for the proper administration and management of the funds of DTE.
- (2) The DTE Collective must appoint a registered company accountant to keep the accounts, and ensure that true and fair accounts of DTE are kept.
- (3) The registered company accountant appointed to keep the accounts must not be the auditor.
- (4) The DTE Collective must ensure that the capital reserves of DTE may only be expended on non-capital items if:
 - (a) a recommendation to a general meeting that sets out:
 - (i) the precise purpose for which the expenditure is to be made; and
 - (ii) the exceptional circumstances that justify the expenditure being made from capital reserves;is made by resolution passed at the general meeting.

84. Banking

The DTE Collective must ensure that:

- (1) a banking account or accounts are kept in the name of the DTE; and
- (2) all money received by DTE is paid into that account or those accounts as soon as possible after it is received.

85. Cheques

- (1) All cheque payments must be authorised by a resolution of;
 - (a) the DTE Collective; or
 - (b) the ConFest Committee, in the case of budgeted ConFest expenditure; before signing.
- (2) All cheques must be signed by 3 members of the DTE Collective nominated by the DTE Collective by regulation or resolution.
- (3) Signatories must not sign cheques until:
 - (a) a cheque requisition form (in a format approved by the DTE Collective) has been:
 - (i) properly filled in by the person requesting the payment; and
 - (ii) authorised in accordance to sub-rule (1); and
 - (iii) signed by a member of the DTE Collective.
 - (b) the payee and amount have been written in on the cheque; and
 - (c) the following 4 details have been written in on the cheque butt:
 - (i) the date;
 - (ii) the payee;
 - (iii) what the payment is for; and
 - (iv) the amount.
- (4) The DTE Collective must ensure a receipt or receipts for each cheque payment must be provided by the payee.

86. Audit

- (1) Audits must be carried out annually.
- (2) The accounts of DTE must be audited in accordance with section 238 of the Co-operatives Act and Co-operatives Act regulations.
- (3) The DTE Collective must in May each year appoint by a resolution a registered company accountant as auditor, and determine their remuneration.
- (4) The DTE Collective must ensure that the accounts for the last financial year are audited before being submitted to the annual general meeting in accordance with sub-rule 21(2).

87. Registers, Records & Returns

- (1) The DTE Collective must ensure for the safe keeping of records of DTE in the registered

office of DTE.

- (2) The DTE Collective must by regulation determine:
 - (a) whether members are entitled to inspect some or all of the records of DTE; and
 - (b) if so, on what conditions.

88. Common Seal

- (1) A document may only be sealed with the common seal of DTE if authorised by resolution of the DTE Collective.
- (2) The sealing must be witnessed by the signatures of the DTE Collective Secretary and 2 other members of the DTE Collective nominated by the DTE Collective by regulation or resolution.
- (3) The date and place at which the sealing occurred must be written on the document by the persons affixing the common seal in accordance with section 49(2) of the Co-operatives Act.
- (4) The DTE Collective must ensure that the name of DTE appears in legible characters on its common seal according to section 254 of the Co-operatives Act.
- (3) The common seal must be kept at the registered office of DTE or in the safe keeping as the DTE collective directs.

89. Transfer and transmission of debentures

- (1) The instrument of transfer of a debenture must be executed by the transferor (the giver) and the transferee (the receiver).
- (2) The transferor remains the holder of the debenture until the board consents to the transfer and the name of the transferee is entered in the registers of debentures in respect of the debenture.
- (3) A transfer of debentures must be in the form of Appendix 5 or in a form approved by the DTE Collective.
- (4) The DTE Collective may decline to recognise any instrument of transfer of a debenture and may decline to register the transfer unless:
 - (a) a fee in accordance with Appendix 1 is paid to DTE for the transfer; and
 - (b) the instrument of transfer is accompanied by the debenture and such other evidence as the DTE Collective may reasonably require to show the right of the transferor to make the transfer; and
 - (c) any stamp duty payable in respect of the instrument of transfer has been paid.
- (5) If the DTE Collective refuses to register a transfer of debenture, it must send written notice of its decision to the proposed transferee within 28 days after making that decision.

90. Amendment of the rules

- (1) These rules may be altered by:
 - (a) a special resolution in accordance with section I 13 of the Co-operatives Act; or
 - (b) by a resolution of the DTE Collective in accordance with section 114 of the Co-operatives Act.
- (2) A proposed alteration of these rules must be approved by the Registrar before the resolution altering the rules is passed according to section 112 of the Co-operatives Act.
- (3) An alteration of these rules does not take effect unless and until it is registered by the Registrar according to section 115 of the Co-operatives Act.
- (4) Any member is entitled to obtain from the co-operative a copy of these rules on payment of the amount set out in the Appendix 1.

91. Winding Up

- (1) DTE may be wound up voluntarily by special resolution in accordance with section 192 of the Co-operatives Act.
- (2) If DTE is wound up (whether voluntary or by a court), its remaining assets must not be distributed to any member.
- (3) Instead the remaining assets must be given to:
 - (a) a co-operative that:
 - (i) has similar purposes to those of DTE; and
 - (ii) prohibits the distribution of profits, income and assets to members.
- (4) The body to which the assets are to be given should be decided by special resolution.
- (5) If it is impractical to pass a special resolution, the DTE Collective may decide the body.

92. Interpretation

- (1) In these rules, unless the contrary intention appears:
 - (a) "absolute majority" means a majority of the votes of all voting members of the body at the time, whether present at the meeting and voting or not;
 - (b) "Co-operatives Act" the Co-operatives Act 1996 and any amendment thereof;
 - (c) "Co-operatives Act Regulations" means Co-operatives Regulations 1997;
 - (d) "DTE Collective" means the board, as defined in section 4 of the Co-operatives Act";

- (e) "members of the DTE Collective" means directors, as defined in section 4 of the Co-operatives Act";
 - (f) "clear day" means excluding both the day on which notice is given and the day on which the meeting is held;
 - (g) "designated DTE Co-operative notice board" means a notice board designated as such for the purpose of these rules by regulation;
 - (h) "the regulations" means the regulations of the DTE made under rule **, and "regulation" has a corresponding meaning;
 - (i) "special resolution" means a resolution at a general meeting where:
 - (i) at least 21 days' notice of the proposed resolution has been given to members;
 - (ii) the notice specifies that it intended that the resolution be proposed as a special resolution;
 - (iii) the reasons for the making of the special resolution;
 - (iv) the effect of the special resolution being passed; and
 - (v) two-thirds of the members who are present and who vote, vote in favour; in accordance with section 192 of the Co-operatives Act;
 - (j) "member" means either an approved full member or a provisional member of the DTE Co-operative or a provisional member;
- (2) The headings form part of these rules;
 - (3) Regulations included as schedules to these rules in accordance with **(3) do not form part of it.
 - (4) The model rules prescribed under section 110 of the Co-operatives Act do not apply to DTE.
 - (5) The DTE Collective is responsible for the interpretation of these rules and the regulations. All interpretations must be by resolution recorded in the minutes.

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