
**ALBURY SKI CLUB INCORPORATED CONSTITUTION/RULES
(As amended 2018 AGM)**

This constitution is to be read in conjunction with the Associations Incorporation Report Act 2012(Vic) and the Associations Incorporation Reform Regulations 2012 (Vic).

NAME

- 1 The Association shall be called "Albury Ski Club Incorporated".

OFFICERS

- 2 (a) The Officers of the Association shall be:
- (i) A President
 - (ii) A Vice President
 - (iii) A Treasurer
 - (iv) A Secretary /public officer
 - (v) A Booking Officer for the Association's Falls Creek Lodge; and
 - (vi) A Booking Officer for the Association's Thredbo Lodge.
- (b) At the discretion of the Committee, further Officers may from time to time be appointed from the general Committee Members or co-opted Members to the positions of:
- (i) An Assistant Secretary;
 - (ii) An Assistant Booking Officer; and/or
 - (iii) An Assistant Treasurer.
- (c) The same person may not hold more than one (1) Office, save that it shall be permissible for the same person to fill the positions of Booking Officer for the Association's Falls Creek Lodge and Booking Officer for the Association's Thredbo Lodge.

COMMITTEE

- 3 (a) The Management of the affairs of the Association shall be vested in a Committee of Management (also referred to herein as the Committee) consisting of the Officers abovementioned, together with not more than six (6) other Members elected as provided in Rules 4 to 6 inclusive. No member of the Committee of Management shall hold office for more than six (6) consecutive years, except for the position of President, Treasurer, Secretary and Falls Creek Booking Officer who shall be eligible to hold office in these positions for six (6) consecutive years from the time of appointment to these positions, regardless of the previous time served on Committee;
- (b) Where the number of nominations for election to the Committee of Management are less than twelve (12), nominations of persons who have already held office for six (6) consecutive years may be accepted to fill the remaining positions on the Committee, if the positions still remain vacant after calling for nominations from the floor at the AGM, for up to a maximum of seven (7) consecutive years;
- (c) Subject to subclause 3(b), any member of the Committee who retires after holding office for not less than six (6) consecutive years or accumulated time plus six (6) years for the nominated position noted in sub-clause 3(a), shall not be eligible to seek

election to any office on the Committee of Management for a period of twenty-four (24) months from the date of their retirement.

ELECTION OF OFFICERS AND COMMITTEE

- 4 The Officers and Members of the Committee being financial Members of the Albury Ski Club and who reside within a radius of eighty (80) kilometres of the Post Office at Albury at the time of nomination, shall be elected at each Annual General Meeting and subject to clause 31(a) shall hold Office until the following Annual General Meeting. They shall then retire but shall be eligible, subject to clause 3 above, for re-election. All financial Members shall be entitled to vote for the election of Officers and Members of the Committee. All vacancies on the Committee shall be filled at an Extraordinary General Meeting of the Association to be called by the Committee and of which at least fourteen (14) days' notice shall be given to all financial Members of the Association. All nomination for the Committee shall be in writing, signed by the Nominee, his or her proposer and seconder and handed to the Secretary at least seven (7) days before the Annual General Meeting. If insufficient nominations are received the Chairman at the Annual General Meeting may accept additional nominations from the floor of the meeting for the unfilled positions only.
- 5 If at the Meeting the number of candidates, duly proposed and seconded, does not exceed the number of vacancies the Chairman shall declare the candidates elected, otherwise the election shall be as provided in Rule 35.
- 6 A candidate for any election to any Office shall, if defeated in such election, be eligible for nomination as a candidate for election to any other Office or to the Committee, provided that nominees for Committee positions shall not hold office for more than six (6) consecutive years.

PROFITS

- 7 The Association shall be an incorporated Association. All profits and any other income of the Association shall be applied to the promotion of the objects for which the Association is established, and no dividend or distribution of profits or income shall be payable to any Member, other than repayment of debentures (with or without a premium) issued by the incorporated Association.

PROPERTY

- 8 The property of the Association, subject to the liabilities thereof shall belong to the Members for the time being.
- 9 No Member shall, by reason of his or her membership, have any transmissible or assignable interest, by operation of law or otherwise, in any of the property of the Association. Upon any Member ceasing to be a Member all his or her interest except debentures shall belong to the other Members for the time being.

OBJECTS

- 10 The objects of the Association are as follows:
 - (a) to encourage and foster snow sports in all of their branches (**snow sports**);
 - (b) to contribute to and encourage personal and technical skills in snow sports and to encourage tests and competitions;
 - (c) to promote a spirit of cooperation and good fellowship among snow sports participants in Australia and other countries;
 - (d) to promote and encourage the improvement, construction and maintenance of snow

- sports facilities, including accommodation, for the use of Members of the Association and other persons;
- (e) to carry on any other activities allied to the above objects in the States of New South Wales or Victoria, or elsewhere.

MEMBERS

- 11 The Association shall consist of:
- (a) Life Members who are defined as those Members who, prior to the incorporation of this Association, obtained Life Memberships. Life Members are liable to pay all levies, calls, debentures and other fees but not subscriptions. Life Members who are non-financial with regard to any levies, calls, debentures or fees other than subscriptions may at the discretion of the Committee be permitted to retain all rights of this Association other than booking rights;
 - (b) Honorary Life Members who shall be exempt from paying any levies, calls, debentures or subscriptions whatsoever, but this exemption shall not apply to accommodation fees;
 - (c) Ordinary Members being all Members not otherwise enumerated in this Rule;
 - (d) Junior Members being Members under the age of eighteen (18) years as at the beginning of the Association's financial year;
 - (e) (Deleted);
 - (f) Special Members who are defined as: existing Members of the Albury Ski Club being able to join as Special Members and as such will not enjoy voting rights, will not have booking rights for winter accommodation, may not nominate new Members but may generally use the lodge for social purposes. As Special Members they will not be required to pay building levies and debentures, but on application for reversion to Ordinary Membership a Special Member will be required to pay all levies, debentures and membership fees that have accrued since becoming a Special Member;
 - (g) Associate Members – being persons who are sponsored by a Member to stay in the Association's lodge/s and who upon payment of their accommodation fee become an Associate Member for the period of their stay.

MEMBERSHIP

- 12 (a) Subject to subclause (b) of this clause, admittance to membership of the Association will be limited to financial and honorary Life Members who ordinarily reside within a radius of eighty (80) kilometres of the Albury Post Office (**Residential Condition**).
- (b) The following persons are not required to fulfil the Residential Condition:
- (i) a Member who fulfilled the Residential Condition at the time of gaining membership of the Association but whose usual place of residence has subsequently altered; and
 - (ii) a person who is the child of a current Member; and
 - (iii) a spouse, de facto partner or life partner of a current Member.

HONORARY LIFE MEMBERS

- 13 The Committee shall have power to elect as Honorary Life Members, without payment of any further subscription, any Members of not less than ten (10) years standing who shall in the opinion of the Committee have rendered outstanding services to the Association but such election shall not take effect unless and until the same is confirmed at the next Annual General Meeting following the date of such election.

FINANCIAL ISSUES

- 14 The Committee of Management shall determine from time to time each of the following:
- (a) annual Subscriptions;
 - (b) accommodation charges;
 - (c) levies;
 - (d) debenture repayments;
 - (e) such other fees or charges it considers appropriate or necessary.

ENTRANCE FEE

- 15 The entrance fees shall be the sums as may from time to time be determined by the Committee and shall be levied on all new Members. No candidate who has been elected a Member shall be entitled to the privileges of membership until payment of the entrance fee (if any) and the first annual subscription. If such fee and subscription be not paid within two (2) months after notice shall have been sent informing the candidate of his or her elections, such election shall be void.

PAYMENT OF SUBSCRIPTIONS

- 16 The annual subscription and/or levies and/or debenture payment shall be due and payable to the Treasurer by every Member and shall be due and payable within one (1) month of issue of the account or applicable request. Accounts may be delivered either in writing or by electronic means (email) where an email address has been provided to us. A Member shall be deemed to be unfinancial when his or her annual subscription and/or levies for that year and/or debenture payment is unpaid two (2) months after issue of the account or application request. The Committee shall have the power to remove from the list of membership the name of any unfinancial Member at the expiration of two (2) weeks after such Member has been advised in writing by the Secretary of the Committee's intention to take such action.
- 17 As from the beginning of the financial year subsequent to the day on which he or she attained the age of eighteen (18) years a Junior Member shall become an Ordinary Member and shall pay the full ordinary membership subscription.

ELECTION OF MEMBERSHIP

- 18 The election of Members shall be vested in the Committee. Candidates for membership must be proposed and seconded by Members of the Association other than Junior Members except that no Member who has not himself / herself been a Member of the Association for one (1) year shall be eligible to propose or second a candidate for membership. The proposer shall write to the Secretary to request an application for membership form and this application will be referred to the Committee who shall deal with the application in such a manner as they see fit, after regard to the then current approved criteria for membership. The Committee may instruct the Secretary to forward an application form to the proposer which shall be signed by the Candidate and the proposers and returned to the Secretary. Admission to membership shall be subject to election by the Committee by a majority vote of all the members present at that meeting at which the nomination is submitted. All members present must cast a vote.
- 19 A candidate who fails to secure election at a meeting at which his or her name is voted on shall not be eligible for membership until the next membership meeting.

DISCIPLINING OF MEMBERS

- 20 (a) A complaint may be made by any Member of the Association if some other Member of the Association:
- (i) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
 - (iii) has persistently refused or neglected to comply with any one or more of the Guidelines formulated by the Committee under clause 48.
- (b) On receiving such a complaint, the Committee of Management:
- (i) must cause notice of the complaint to be served on the Member concerned; and
 - (ii) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (iii) must take into consideration any submissions made by the Member in connection with the complaint.
- (c) The Committee may, by resolution of not less than two thirds (2/3) of the whole Committee take any one or more of the following actions if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved:
- (i) expel the Member from the Association; or
 - (ii) suspend the Member from membership of the Association; or
 - (iii) fine the Member in appropriate circumstances (including where the subject of the complaint to the Committee is a failure to cancel an accommodation booking); or
 - (iv) impose a restriction on the Member using any or specified facilities of the Association (including accommodation), or
 - (v) reprimand the Member.
- 21 Where the Committee takes action against a Member under subclause 20(c), the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, but such notice need not include reasons given by the Committee for having taken that action.
- 22 The action taken by the Committee under subclause 20(c) takes effect immediately upon delivery of written notice in accordance with subclause 21.
- 23 Any decision by the Committee under subclause 20(c) shall be final and the Member shall have no right of appeal against the decision of the Committee.
- 24 Clauses 20 to 23 also applies to persons who have been Associate Members of the Club on the date for which a complaint has been received by the Committee of Management.

RESOLUTION OF INTERNAL DISPUTES

- 25 Disputes between Members (in their capacity as Members of the Association), and disputes between Members and the Association, are to be referred for mediation to a mediator

appointed by agreement between the parties to any such dispute, provided that in the event that the parties cannot agree as to the mediator then the mediator shall be appointed by the President of the Association.

COMMITTEE MEETINGS

- 26 The Committee shall meet as often as may be considered necessary and not less than four (4) times in each year. Six (6) Members present shall form a quorum. All Members of the Committee must be given at least two (2) clear days' notice of any ordinary meeting. Committee meetings will be held within Albury-Wodonga or at a club lodge as decided by the Committee.
- 27 Any Member appointed to fill a vacancy on the Committee shall hold Office until the following Annual General Meeting. The Committee may declare vacant the seat of any Member of the Committee who without reasonable cause fails to attend three (3) consecutive Committee meetings.
- 28 (a) It is the duty of each member of the Committee of Management to carry out their function for the benefit so far as practical of the Association and with due care and diligence.
- (b) A matter or thing done or omitted to be done by a committee member or by a person acting under the direction of a committee member, does not, if the matter or thing was done or omitted to be done in good faith for the purpose of exercising the committee member's function, breach the committee member's duty described in sub-clause (a) above.
- 29 A member of the Committee of Management who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee of Management and must not be present while the matter is being considered at the meeting and must not vote on the matter.
- 30 The Committee of Management may grant a member leave of absence from the committee meetings for a period not exceeding three (3) months. Leave must not be granted retrospectively unless the Committee is satisfied that it was not feasible for the committee member to seek leave in advance.
- 31 (a) A casual vacancy in the office of a member of the Committee of Management occurs if the member:
- (i) resigns his or her office by written notice addressed to the Committee
 - (ii) is removed or terminated by resolution of four fifths (4/5) majority of the Committee of Management
 - (iii) is removed from office by special resolution of the Association
 - (iv) becomes insolvent under administration (as defined by s38 of the Interpretation of Legislation Act 1984)
 - (v) becomes a represented person within the meaning of the Guardianship and Administration Act 1986
 - (vi) is disqualified from managing corporations under Part 2D.6 of the Corporations Act 2001 (Commonwealth)
 - (vii) is disqualified from managing Aboriginal and Torres Strait Islander corporations under Part 6-5 of the Corporations (Aboriginal and Torres

- Strait Islander) Act 2006 of the Commonwealth
- (viii) is disqualified from managing co-operatives under Division 2 of Part 3.1 of the Co-operatives National Law (Victoria)
 - (ix) in the case of the secretary of the Association – the secretary ceases to reside in Australia
 - (x) a statutory manager is appointed under section 116 of the Associations Incorporation Reform Act
 - (xi) has within the last 10 years been convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment of not less than 3 months.
- (b) Any Member to which sub-clause (a) applies at the time of voting on his or her nomination for the position of Officer of the Association or Member of the Committee, must declare their ineligibility to stand for election prior to the commencement of voting.

POWER TO CO-OPT

- 32 The Committee shall also have power to appoint from amongst its Members and any co-opted Members of the Association subcommittees to act in any special capacity the terms of which shall be laid down by the Committee.

BORROWING

- 33 The Committee shall have power to borrow money for the purposes of the Association in such amounts either at one time or from time to time and at such a rate of interest and in such form and manner and upon such security as the Committee determines.

DELEGATES

- 34 The Committee shall appoint such Delegates or Representatives of the Association as may be necessary.

DUTIES OF SECRETARY/PUBLIC OFFICER

- 35 The Secretary shall conduct the affairs of the Association under the direction of the Committee and shall be responsible for the safekeeping of the Association's records and documents. The Secretary shall keep full and correct minutes of all resolutions and proceedings at all meetings. The Secretary shall also keep a list of Members with their addresses and the dates of their respective elections and generally shall perform such duties as the Committee may prescribe and direct.

DUTIES OF TREASURER

- 36 The Treasurer shall receive all monies on account of the Association and pay the same into such bank or institution as the Committee may from time to time direct. Such monies shall be held in the name of the Association and shall only be operated upon in such manner as the Committee may direct. The Treasurer shall pay all debts due by the Association and passed by the Committee for payment. The Treasurer shall keep correct accounts and books showing the financial affairs of the Association, and shall submit to the Annual General Meeting the accounts of the Association as at the 30th September in each year. Such statement of accounts shall be presented to a Committee Meeting preceding the Annual General Meeting.

BOOKING OFFICERS

- 37 The Booking Officers shall accept bookings for accommodation from Members in accordance with the Committee's directions and in accordance with the booking rules and perform such duties as the Committee may prescribe and direct.

AUDITORS

- 38 The Association shall appoint annually an Auditor or Auditors to examine the books and accounts of the Association.

ANNUAL GENERAL MEETING

- 39 The Annual General Meeting shall be held within six (6) months of the close of the financial year, being the 30th September and twenty (20) Members present and entitled to vote shall form a quorum. Every Member entitled to attend must be given at least fourteen (14) days' notice in writing specifying the date, time and place of the meeting and the business to be transacted. The business of the Annual General Meeting shall be:
- (a) to receive annual reports and financial statements;
 - (b) to elect the Committee for the ensuing year;
 - (c) to appoint auditors pursuant to clause 38;
 - (d) to transact such other business as may be specified in the notice convening the meeting.

EXTRAORDINARY GENERAL MEETING

- 40 (a) At the direction of the Committee or upon a request signed by not less than forty (40) Ordinary Members, the Secretary shall call an Extraordinary General Meeting. All Members entitled to attend shall be given not less than fourteen (14) days' notice in writing, specifying the date, time and place of the meeting and the business to be transacted. Forty (40) Members present and entitled to vote shall form a quorum.
- (b) Members voting at an Extraordinary General Meeting may by resolution remove any member of the Committee of Management from office before the expiration of the member's term of office and may by resolution appoint another person to fill any vacancy created by the member so removed.
 - (c) If a member of the Committee of Management to whom a proposed resolution for removal referred to in sub-clause (b) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to members of the association, the secretary or president may send a copy of the representations to each member of the association or publish it on the associations website. If the representations are not sent or published, then the member is entitled to require that the representation be read out at the meeting at which the resolution is to be considered.

LOCATION OF GENERAL MEETINGS

- 41 The Annual General Meeting and any Extraordinary General Meeting shall be held within the boundaries of the cities of Albury or Wodonga.

CHAIR

- 42 The President, or in his/her absence, the Vice President, shall be Chairman at all General and Committee Meetings. If neither the President nor the Vice President be present, the

meeting shall elect a Chairman for the meeting. The Chairman person shall have an ordinary vote and in the event of an equality of votes, a casting vote also.

MODE OF VOTING

- 43 At all meetings and at all committee meetings the mode of voting shall be by show of hands or if required by any Member by an actual division or by ballot. The Chairman shall have an ordinary vote and, in case of equality, also a casting vote. All questions (except as in clause 20(c) where the concurrence of two-thirds (2/3) of the Members is necessary and in clause 45 where the concurrence of three quarters (3/4) of the Members is required) shall be decided by the majority of the vote. No proxy voting shall be allowed.

DISSOLUTION

- 44 If upon winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other Association or Companies having objects similar to the objects of the Association to be determined by the Members of the Association at or before the time of dissolution.

ALTERATION OF RULES

- 45 A General Meeting shall have power to alter, repeal or add to the Rules of the Association, provided that not less than fourteen (14) days' notice in writing of such proposed alteration shall have been given to all Members entitled to vote. No motion affecting the Rules of the Association shall be deemed carried unless supported by three-quarters (3/4) of the Members present entitled to vote and voting.

ADDRESSES

- 46 The addresses of Members of the Association shall not be published. They shall not be placed at the disposal of any Member of the Association for any business purposes.

STAFF

- 47 The Committee may appoint necessary staff for the proper conduct of the Association. No Member shall reprimand an Association servant. If a Member has any cause for complaint, he shall bring the same before the Committee in writing.

CONDUCT OF THE ASSOCIATION

- 48 (a) All matters pertaining to the proper conduct of the Association shall be determined by the Committee subject to the Rules.
(b) Without limiting subclause 48(a) the Committee may from time to time formulate guidelines for the proper conduct and interests of the Association (the "**Guidelines**"), and which shall be circulated to all Members of the Association.

COLOURS

- 49 The colours of the Association shall be Red and White.

ASSOCIATION PROPERTY

- 50 Any records, property or documents of the Association held by any Member, including members of the Committee of Management (and including any record created by that Committee member, in relation to the Association or the Committee, during his or her

term of office), remain the property of the¹ Association and must be returned by the member on request from the President or Secretary.

MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 51 A right, privilege or obligation which a person has by reason of being a Member of the Association;
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

REGISTER OF MEMBERS

- 52 The Secretary of the Association must establish and maintain a register of Members of the Association, specifying the name and address of each person who is a Member of the Association, together with the date on which the person became a Member.

MEMBER'S LIABILITIES

- 53 The liability of a Member of the Association to contribute to the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount of any fees or charges (as determined by the Committee of Management from time to time under clause 14) as may be unpaid by the Member.

SOURCE OF FUNDS

- 54 (a) The funds of the Association are to be derived from the fees and charges determined from time to time by the Committee of Management under Clause 14.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

MANAGEMENT OF FUNDS

- 55 (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee of Management determines.
- (b) All cheques must be signed by any two members of the Committee of Management authorised to do so by the Committee.
- (c) Payment of Association accounts by Electronic Funds Transfer must be electronically signed by any two members of the Committee of Management authorised to do so by the Committee using passwords lodged with the financial institution holding our accounts.

COMMON SEAL

- 56 (a) The common seal of the Association must be kept in the custody of the Secretary or the Public Officer.
- (b) The common seal must not be affixed to any instrument except by authority of the Committee of Management, and the affixing of the common seal must be attested by the signature of two (2) members of the Committee.

INSPECTION OF BOOKS

- 57 The records, books and other documents of the Association must be open for inspection,

free of charge, to a Member of the Association.

SERVICE OF NOTICES AND DOCUMENTS

- 58 (a) For the purposes of this constitution a notice or document may be served or given to a person
- (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person.
- (b) For the purposes of this constitution a notice or document is taken, unless the contrary is proved, to have been given or served:
- (i) in the case of service personally, on the date on which it is received by the addressee,
 - (ii) in the case of service by pre-paid post, on the fourth (4th) business day after the date of posting,
 - (iii) in the case of service by facsimile transmission or any other form of electronic transmission on the date it was sent or if the device from which the transmission was sent produces a report indicating that it was sent on a later date, on that date.