

PRESTON ALPINE LODGE
CONSTITUTION AND RULES

NAME

1. The name of the incorporated association is:

~~PRESTON ALPINE LODGE ASSOCIATION~~
PRESTON ALPINE LODGE ASSOCIATED

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:-

"Co-operative" means Preston Ski Club Co-operative Limited.

"Committee" means the Committee of Management of the Association.

"Financial year" means the year ending on 30 September.

"General Meeting" means a general meeting of members convened in accordance with Rule 13.

"Member" means a member of the Association either Individual or group,

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 23.

"Special Resolution" means a resolution carried by at least 75% of the votes actually cast with relation to that resolution.

"Sponsoring Body" means Preston Ski Club Co-operative Limited.

"The Act" means the Associations Incorporation Act 1981.

"The Regulations" means regulations under the Act.

(2) In these Rules, a reference to the secretary of an Association is a reference:-

(a) where a person holds office under these Rules as secretary of the Association - to that person; and

(b) in any other case, to the public officer of the Association,

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

OBJECTS

3. The objects of the club shall be:-

(a) To establish and maintain a ski lodge within the Mt. Buller Alpine Reserve and to provide all facilities and amenities which the club may consider necessary to be provided in relation to such lodge.

(b) To provide services and facilities to members of the club in connection with the use and occupation of any lodge.

(c) To look after and promote the interests of club members.

(d) To act as "Sponsoring Body" to the Co-operative.

(e) To apply the lands, buildings and facilities of the club for the provision of education, recreation or other community purposes within the scope of available resources.

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POWERS

4. The powers of the club shall be:-

- (a) To subscribe to or become a member of or to affiliate with . any organisation society or body whose objects are similar to those of the club.
- (b) To impose and collect subscription fees levies and other charges from members and to borrow with or without security from a bank or otherwise and to raise money by entertainment or otherwise for the administration of the club and furtherance of the objects of the club.
- (c) To apply the income and property of the club to the promotion of the objects of the club.
- (d) To obtain by purchase, lease, hire or otherwise any such land accommodation or equipment as may be desirable for the use of the club.
- (e) To sell, hire or lease or otherwise deal with any land equipment or other property of the club.
- (f) To delegate members and other persons to represent the club,
- (g) To donate moneys to the Co-operative.
- (h) Generally to do all other things (including the making of rules) as may from time to time be necessary or desirable in the interests of skiing and for the attainment of the objects of the club.

MEMBERSHIP

5. (1) There shall be two categories of membership namely: individual members and group members. Individual membership of the club shall not exceed 25. Not more than 45% of voting rights shall be held by group members.
- (2) Individual members of the Club shall be such natural persons who are nominated and approved for membership as provided in these rules, who own a share in the Co-operative.
 - (3) Group members of the Club shall be such tertiary student organisations who are nominated and approved for membership as provided in these rules, which own a number of shares in the Co-operative, such number to be determined by the Committee of Management.
 - (4) Nominations for membership shall be made in writing in the form set out in Appendix 1, and shall be lodged with the Secretary.
 - (5) As soon as practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination.

- (6) Upon the nomination being approved and a vacancy in the membership occurring, the Secretary shall, with as little delay as possible, notify the nominee in writing that the nomination has been approved and request that the nominee provide proof within 28 days that:
 - (a) he, in the case of a nominee for an individual membership is a single shareholder of the Co-operative,
 - (b) it, in the case of a nominee for a group membership, holds a number of shares as specified by the committee in the Co-operative.-
- (7) The Secretary shall, upon receipt of proof required in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him and upon the name being so entered, the nominee becomes a member of the club.
- (8) A right, privilege or obligation of a person or group by reason of their membership of the club, terminates upon the cessation of the membership, whether by death or resignation or otherwise.

RIGHTS, PRIVILEGES AND DUTIES

6. (1) Individual members shall be entitled to one vote for each share in the Co-operative at general meetings of the club. Each individual member shall be entitled to appoint another person as his proxy by notice given to the secretary at the commencement of the meeting in respect of which the proxy is appointed.
- (2) Group members shall be entitled to a number of votes equivalent to the number of shares held in the Co-operative. A group member shall, from time to time, appoint up to two persons to represent the group members at general meetings of the club, Where two persons are appointed and present at a club meeting, they shall share the votes held by the group member. Otherwise a single representative shall hold all the group member's voting rights.
- (3) Individual members and the nominees of group members, provided the members are financial and have complied with the club's constitution and rules, shall be entitled to participate in all activities of the club and to use the lodge and facilities of the club for themselves and their guests.
- (4) All members shall:
 - (a) observe the Rules and Constitution and decisions of the club,
 - (b) accept responsibility for club property and conduct of their guests,
 - (c) pay all subscriptions, fees, levies and fines made by the club,
 - (d) perform or have performed such labour and work (or make such payment in lieu thereof) as may be determined from time to time by the committee.

RESIGNATION

7. (1) A member of the club who has paid all moneys due and payable by him to the club may resign from the club by selling his/its share in the sponsoring body as prescribed herein and in the rules of the Co-operative.
- (2) A member wishing to sell his/its share in the sponsoring body shall appoint the Committee to sell his share at a price nominated by him. If the Committee is unable to find a purchaser within three months of being requested by the member, the member shall be entitled to nominate a buyer to the Committee.
- (3) Notwithstanding whether the sale of shares was organised by the Committee or the member himself, the member shall pay to the club 5% of the total paid for his share(s).

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

8. (1) The purchase of a share in Preston Ski Club Co-operative Limited is deemed to be in lieu of an entrance fee.
- (2) The club may from time to time levy a charge upon members for the purpose of providing all administration costs and all operating and maintenance costs incidental to the club's lodge and such charges shall be divisible in proportion to the shares held in the Co-operative and shall be payable at such time or respective times as may be determined by the club.

REGISTER OF MEMBERS

9. The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

EXPULSION OF MEMBERS

10. (1) Subject to these rules, the Committee may by special resolution:-
 - (a) deny a member the privileges of membership for a specified period and/or
 - (b) fine a member if the Committee is of the opinion that the member-
 - (i) has refused or neglected to comply with these rules;
or
 - (ii) has been guilty of conduct unbecoming a member prejudicial to the interests of the Club.

- (2) A resolution of the Committee under sub-clause (1):
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Club under this clause does not take effect unless the Club confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing -:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting
 - (d) informing the member that he may do one or more of the following-
 - (1) Attend the meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Club in general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:-
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Club to be held within 21 days after the date on which the secretary received the notice.

- (6) At a general meeting of the Club convened under sub-claim (5).-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution.
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting:-
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

- 11. (1) The club shall in each calendar year convene an annual general meeting of its members between October 1st and December 31st.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Club during the last preceding financial year;
 - (c) to elect officers of the Club and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Club in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETING

- 12. (1) All general meetings other than the annual general meeting shall be called special general meetings.
- (2) The Committee may, whenever it thinks fit, convene a special general meeting of the Club and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

- (3) The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of votes, convene a special general meeting of the Club.
- (4) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (5) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (6) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

NOTICE OF MEETING

13. (1) The Secretary of the Club shall, at least 14 days before the date fixed for holding a general meeting of the Club, cause to be sent to each member of the Club at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

14. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specialty referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Ten persons present (being persons entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
15.
 - (1) The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Club.
 - (2) If the President and the Vice-President are absent from a general meeting, or do not wish to take the chair, the members present shall elect one of their number to preside as Chairman at the meeting.
16.
 - (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clause (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. A question arising at a general meeting of the Club shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. (1) Upon any question arising at a general meeting of the Club, a member has one vote only per share in the sponsoring body.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
19. (1) If at a meeting a poll on any question is demanded by the holders not less than three shares in the sponsoring body, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
20. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Club have been paid, other than amounts payable in respect of the current financial year.
21. (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than the starting time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2,

COMMITTEE OF MANAGEMENT

22. (1) The Affairs of the Club shall be managed by a Committee of management constituted as provided in Rule 24.
- (2) The Committee:-
- (a) shall control and manage the business and affairs of the Club;
 - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Club; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
23. (1) The officers of the Club shall be:-
- (a) a President;
 - (b) a Vice-president;
 - (c) A Treasurer;
 - (d) a Secretary; and
 - (e) a Booking Officer.

- (2) The provisions of Rule 25 so far as they are applicable with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub clause (1).
 - (3) Each officer of the Club shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint a member, or, (subject to clause 24(3)), a nominee of a group member to the vacant office and the person so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.
24. (1) Subject to section 23 of the Act, the Committee shall consist of:-
- (a) two officers of the Club; and
 - (b) two representatives of Group Members
 - (c) two representatives of individual members.
- (2) Representatives elected under (b) and (c) above are henceforth referred to as ordinary members of the Committee.
 - (3) Nominees of a group member are permitted to hold one Office Bearers position only and one group member's representative position only. Individual members are able to hold any of the Office Bearer's positions.
 - (4) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
 - (5) (a) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee who represents group members, the Committee will ask group members to appoint a replacement and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.
(b) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee who represents individual members, the Committee may appoint an individual member of the Club to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

ELECTION OF OFFICERS AND VACANCY

25. (1) Nominations of candidates for election as officers of the Club or as ordinary members of the Committee shall be made at the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected.

- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct,
26. For the purposes of these rules, the office of an officer of the Club or of an ordinary member of the Committee becomes vacant if the officer or member:-
- (a) ceases to be a member of the Club;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
 - (c) resigns his office by notice in writing given to the secretary.

PROCEEDINGS OF COMMITTEE

27. (1) The Committee shall meet at least 5 times in each year at such place and times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.
 - (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
 - (4) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
 - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
 - (6) At meetings of the Committee:-
 - (a) the President or in his absence the Vice-president shall preside; or
 - (b) if the President and the Vice-President are absent, or do not wish to take the chair, one of the remaining members of the Committee as may be chosen by the members present shall preside.
 - (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 - (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the next meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY

28. The secretary of the Club shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

- 29. (1) The Treasurer of the Club:-
 - (a) shall collect and receive all moneys due to the Club and make all payments authorised by the Club; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF MEMBER OF COMMITTEE

- 30. (1) The Club in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representation in writing to the Secretary or President of the Club and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

31. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

- 32. (1) The Common Seal of the Club shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

33. These rules and the statement of purposes of the Club shall not be altered except by special resolution in accordance with the Act.

34w (f) A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.

(2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

35. If, in the event of the winding up or cancellation of the incorporation of the club, there remains after satisfaction of all debts and liabilities, any assets or property whatsoever, the same shall not be paid or distributed to any member of the Club but shall be given or transferred to some organisation having objects similar to the objects of the Club and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed under the clause hereof, such organisation to be determined by the members of the club at or before the time of dissolution and in default thereof by such judge of the Supreme Court of Victoria as may have, or acquire, jurisdiction in the matter.

CUSTODY OF RECORDS

36. Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Club.

FUNDS

37. The funds of the Club shall be derived from transfer fees, annual subscriptions, donations and such other sources as the Committee determines.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF PRESTON ALPINE LODGE INCORPORATED

I,
(Full name of applicant)

of.....
(Address)

Occupation -

desire to become a member of Preston Alpine Lodge Incorporated

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....

Signature of Applicant

Date.....

I,.....a member of the Association,
nominate the applicant for membership of the Association.

.....

Signature of Proposer

Date.....

I,..... a member of the Association,
second the nomination of the applicant for membership of the Association.

.....

Signature of Seconder

Date.....

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APPENDIX 2

FORM OF APPOINTMENT OF PROXY

Iof.....
)^nominee of a group member of.....
being a)..
)*member of.....

hereby appoint.....of.....
)*nominee of a group member of.....
being a)
)*member of.....

that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the.....day of..... 20..... and at any adjournment of that meeting.

Signed:.....

The.....day of.....20.....

* Strike out if not applicable.