

BLUE COW SKI CLUB INCORPORATED
GUTHEGA, NSW

CLUB CONSTITUTION

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BLUE COW SKI CLUB INC

CLUB CONSTITUTION

PART I - INTERPRETATION

1. In these rules, unless a contrary intention appears -
 - “rules” or “Club rules” means the rules set out in this Constitution;
 - “the Club” means the Blue Cow Ski Club Incorporated;
 - “financial year” means the year ending on 31 October;
 - “member” means a member, however described, of the Club;
 - “Secretary” means the person who holds that office or, where no such person holds that office, the public officer of the Club;
 - “the office-bearers” are the Club President, Vice-President, Secretary, and Treasurer;
 - “ordinary committee member” means a member of the Committee who is not an office-bearer;
 - “the Act “ means the Associations Incorporation Act 1991;
 - “the Regulations” means the Associations Incorporation Regulations;
 - “the ACT” means the Australian Capital Territory.
 - “the winter season” shall commence on a date to be fixed from time to time by the Committee or failing such determination on the first Saturday in June and end on a date to be fixed from time to time by the Committee or failing such determination, on the first Monday gazetted as a public holiday in the ACT in October.
2. In these rules -
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
3. The provisions of the Legislation Act 2001 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 2 - NAME AND OBJECTS

4. The name of the association is “Blue Cow Ski Club Incorporated”.
5. The objects of the Club are the promotion of recreation among members by encouraging, developing facilities for, and fostering interest in, the sport of skiing and by providing and maintaining premises and facilities for members, their families and friends, and by doing all such other things as are incidental or conducive to the attainment of the foregoing objects or any of them.

PART 3 - MEMBERSHIP

6. Membership categories and definitions

- 6.1 The membership of the Club shall be divided into three categories, namely full, summer, and life.

- 6.2 Full Member

A “full member” whose name is on the register of full members under the provisions of these rules is entitled to one vote at all general meetings of the Club and to unlimited use of all Club facilities in accordance with the Club Rules, By-Laws, and Lodge Use Instructions.

- 6.3 Summer Member

A “summer member” whose name appears on the register of summer members under the provisions of these rules shall enjoy the same rights and privileges as full members except that his or her membership shall not entitle him or her to any rights in respect of the use of the Club premises during the winter season as defined in paragraph 1 except as a guest.

- 6.4 Life Member

A “life member” whose name is on the register of life members under the provisions of these rules shall be entitled to all the rights and privileges and be subject to all the duties and obligations of a full member of the Club, but shall not be required to pay any subscription or levy.

- 6.5 Membership Limit

The maximum number of full members shall be such number as determined

by a general meeting of the Club, but the maximum number of members comprising all categories of membership shall not exceed 75.

7. Election To Membership

- 7.1 Any person aged 18 years or more shall be eligible to be proposed for membership. A corporation, either sole or aggregate, shall not be a member of the Club.
- 7.2 A candidate for membership shall be proposed by one full member and seconded by another full member, both of whom shall vouch for their personal knowledge of the suitability of the candidate for membership of the Club.
- 7.3 The candidate and proposer and seconder shall sign and lodge with the Secretary a form of application in such terms and containing such information as the Committee may require.
- 7.4 Members proposing membership candidates shall be responsible for acquainting them with the Club Rules, Bye-Laws, Lodge Use Instructions, and operation of the Club.
- 7.5 The Secretary shall, upon receipt of a nomination for membership, provide the nominee with a copy of the current Club Rules, By-Laws and Lodge Use Instructions.

8. Election of full members

- 8.1 Vacancies for full members may be filled as long as the number of current members is less than the number determined in accordance with Rule 6.5.
- 8.2 In the event of a vacancy or vacancies for full membership arising, members shall be invited to propose candidates for election to full membership and the closing date for these proposals shall be no more than three months after the date of such invitation. As soon as practicable after this closing date, the Secretary shall send to each member a list of candidates together with a statement of each candidate's personal particulars provided by their proposers.
- 8.3 If the number of candidates for full membership is not greater than the number of vacancies to be filled, each candidate shall be voted on by the Committee and declared elected if a majority of the committee members votes in the affirmative.
- 8.4 If the number of candidates for election to full membership exceeds the number of vacancies at the time when the list of candidates is sent to members under Rule 8.2, each member shall be invited to send to the Secretary a postal vote. A member may not vote for more candidates than

there are vacancies, but may vote for fewer candidates than there are vacancies. At least three weeks after the list of candidates has been sent to members, the Committee shall consider the votes that have been received and shall declare elected those candidates who have the greatest number of votes. In the event of a tie for the last vacancy, the Committee shall decide who shall fill that vacancy on the basis of its views on which candidate is likely to become the most useful member of the Club.

- 8.5 If the number of candidates proposed for full membership is less than the number of vacancies, full members shall be entitled to propose further candidates up to closing dates at intervals of three months after the first closing date, until all vacancies have been filled or the matter has been reviewed by a general meeting. After each closure of these additional proposals, candidates shall be voted on by the Committee as prescribed in Rule 8.4 above.

9. Election of Summer Members

Proposals for filling vacancies for summer members shall be voted on by the Committee and a candidate declared elected if a majority of the Committee votes in the affirmative.

10. Election of Life Members

- 10.1 Upon the recommendation of the Committee, any member of the Club may, at any general meeting of the Club, be proposed for election as a life member.
- 10.2 Any proposal for election of a life member shall be carried if it is passed by a majority of not less than 75% of members present and voting at a general meeting at which such proposal is made.

11. Acceptance of membership

- 11.1 On the election of a new member, the Secretary shall notify the candidate in writing of his or her election and furnish him or her with a copy of the Club Rules, By-Laws, and Lodge Use Instructions, a list of members, and advice of all financial requirements to effect membership.
- 11.2 An offer of membership to an elected candidate shall lapse if it is not accepted within 60 days of the offer date.
- 11.3 Upon receipt of monies required of a member elected under these rules, the Secretary shall add the person's name address and details of monies paid to the appropriate category on the register of members and membership shall commence from that date.
- 11.4 It is a member's responsibility to advise the Secretary of his or her address for the service of notices.

12. Financial Requirements for Joining

- 12.1 A person who joins the Club shall be required to pay a non-refundable entrance fee, become a holder of an unsecured perpetual non-interest bearing debenture, and, pro-rata in the financial year of joining, any annual fees or levies applying to the category of membership being joined.
- 12.2 The amount of entrance fee and debenture required for each category of membership shall be determined at a general meeting of the Club upon the recommendation of the Committee.
- 12.3 A new member may, with the approval of the Committee, pay the entrance fee and debenture by instalments and shall pay interest on the outstanding amount at a rate that shall be determined by a general meeting of the Club.

13. Annual Fixed Cost Levy

- 13.1 An annual fixed cost levy payable by each category of membership shall be determined at each Annual General Meeting on the recommendation of the Committee.
- 13.2 A member whose annual fixed cost levy is unpaid by 1 May in any year, and remains unpaid at the expiration of fourteen days after a notice of default has been sent to the member's registered address, shall have all membership rights suspended and the Committee may expel the member from the Club and remove the member's name from the register of members.
- 13.3 A member expelled in accordance with Rule 13.2 shall remain liable for payment to the Club of all arrears in relation to that member.
- 13.4 The Committee may, at its discretion, restore to the register of members the name of any member expelled in accordance with the provisions of this article upon payment by that member of all outstanding arrears.

14. Membership Entitlements Not Transferable

A right, privilege, or obligation that a person has by reason of being a member of the Club is not capable of being transferred or transmitted to another person.

15. Cessation of Membership

- 15.1 A person ceases to be a member of the Club if the person dies, resigns from membership of the Club, or is expelled from the Club under the provisions

of these rules.

- 15.2 A member may resign from membership by sending to the Secretary a resignation in writing signed by the member and upon acceptance of the resignation by the Committee shall cease to be a member.

16. Discipline

- 16.1 If, in the opinion of the Committee, a member commits a serious breach of the Club Rules or Bye-Laws, or otherwise conducts himself or herself in a manner unbefitting membership of the Club, such person shall be called before the Committee which may, at its discretion, caution, suspend, or expel the member.
- 16.2 A member who is suspended or expelled by the Committee shall have the right of appeal to a general meeting to be summoned within 21 days of the suspension or expulsion, at which meeting a majority of those present personally or by proxy and voting shall be required to confirm the suspension or expulsion.
- 16.3 If the suspension or expulsion is not confirmed, the member shall be reinstated.
- 16.4 A person who is expelled or otherwise ceases to be a member of the Club shall forfeit all rights or claims upon the Club or its property and funds as otherwise would obtain by reason of membership, but shall remain liable for and pay all monies which at the time of cessation were due from that person to the Club. Such person shall not thereby be entitled to immediate redemption of debentures held with the Club, but the Committee shall exercise its best endeavours to redeem the debentures as soon as practicable after cessation of membership.

PART 4 - THE COMMITTEE AND MANAGEMENT OF THE CLUB

17. Constitution and Membership of the Committee

The committee of the Club shall consist of the President, the Vice-President, the Secretary, the Treasurer, two other members, and, *ex-officio* (without voting rights) the Club bookings officer and food officer.

18. Powers and Responsibilities of the Committee

- 18.1 The Committee shall have authority, subject to these rules, to manage the

affairs of the Club in all respects, including responsibility and power to:

- (a) appoint sub-committees and define their functions;
- (b) co-opt any member to the Committee or any sub-committee;
- (c) prescribe the duties of any officer of the Club;
- (d) create additional offices not provided for by these rules and to appoint a member to hold an office so created until further decision of the Committee;
- (e) suspend any officer for any cause from the exercise of the duties of the office, but in that event the Secretary shall within 7 days take the necessary steps under Rule 26.2 to ensure a special general meeting of the Club shall be convened within 28 days of the suspension, which meeting may direct the Committee to take such action with regard to the office and suspension as the meeting may think fit;
- (f) appoint any person or persons to represent the Club when the interests of the Club so require;
- (g) subject to approval by a general meeting, acquire by purchase, lease or otherwise any lands, buildings, tenements, or hereditaments in the ACT, in the State of New South Wales, or elsewhere in the Commonwealth of Australia as may be deemed likely to advance or benefit either directly or indirectly the interest of the Club, and to build or otherwise provide clubhouses, lodges, huts, and other premises or conveniences in connection therewith and to make alterations to the same;
- (h) manage, furnish, equip, maintain, and repair Club premises;
- (i) subject to the approval and any conditions resolved by a general meeting, demise, underlet, exchange, sell, or otherwise deal with and dispose of the lands, buildings, tenements and hereditaments of the Club either together or in portions for such considerations as the Committee may think fit;
- (j) subject to the approval and any conditions resolved by a general meeting, issue debentures, debenture stock, bonds, or obligations of the Club and raise or borrow for the purposes of the Club any sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures or otherwise as the Committee may think fit;
- (k) ensure that the Club at all times has a public officer and appoint a public officer from time to time as required;
- (l) submit an annual return in accordance with Section 79 of the Act; and
- (m) make such Bye-Laws and Lodge Use Instructions as the Committee shall deem expedient for the management of the affairs of the Club and for the performance by the Committee of any of its functions, powers, or duties.

19. Responsibilities for Making and Keeping of Records

- 19.1 **The Committee** shall cause to be made and kept: a record of all business transacted at all meetings of the Club and of the Committee and of any sub-committee; a record of the Bye-Laws and Lodge Use Instructions of the Club; a register of members; and a register of debentures issued by the Club.
- 19.2 **The Secretary** shall keep: minutes of all elections and appointments of office bearers and ordinary committee members; the names of committee members present at committee meetings and general meetings; minutes of all proceedings at committee meetings and general meetings; a current register of members showing the name and address of each member in each category of membership; and the common seal of the Club.
- 19.3 **The Treasurer** shall: collect and receive all monies due to the Club and make payments authorised by the Club; 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; keep a register of debentures issued by the Club; and advise the Committee of any change of financial status relating to membership of any Club member.

20. Responsibilities for the Management of Funds

- 20.1 The funds of the Club shall be derived from entrance fees and debentures, levies, and such other sources as the Committee determines in accordance with the provisions of these rules and section 114 of the Act.
- 20.2 All monies received by the Club shall be deposited as soon as practicable and without deduction to the Club's bank account.
- 20.3 The Club shall, as soon as practicable after receiving any entrance fee or debenture, issue an appropriate receipt or certificate.
- 20.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer and one other office-bearer of the Club. If the Treasurer is unavailable, the Committee may authorise a member of the Committee to sign on his or her behalf.

21. Requirement to implement resolutions of general meetings

- 21.1 In the exercise of its powers and functions under these rules, the Committee shall observe or implement any resolution passed by a two-thirds majority of members present personally or by proxy and voting at any general meeting.
- 21.2 Whilst the Committee is not obliged to observe or implement any resolution passed by a simple majority but less than a two-thirds majority of members present personally or by proxy and voting at a general meeting, the Committee will implement any such resolution unless, in the opinion of the Committee special circumstances exist justifying it in not so observing or implementing any such resolution.

22. Committee Meetings

- 22.1 The Secretary shall convene a meeting of the Committee whenever the President or, in the absence of the President, the Vice-President so requests, or on receipt of a requisition signed by not less than two members of the Committee requesting the calling of a meeting and stating the purpose thereof.
- 22.2 The quorum for a meeting of the Committee shall be three members.
- 22.3 At meetings of the Committee, the President or, in the absence of the President, the Vice-President or, in the absence of both President and Vice-President, one of the remaining committee members chosen by those present shall preside.
- 22.4 At meetings of the Committee the Presiding Member shall, in the case of equality of votes counted, have a second or casting vote.

23. Election of Committee Members

- 23.1 At each annual general meeting, all members of the Committee and other officers of the Club (except the Public Officer) shall retire from office, but shall be eligible for re-election.
- 23.2 Election of all members of the Committee shall (if requested) be by secret ballot of the members present personally or by proxy at the annual general meeting.
- 23.3 Nominations for all offices shall be in writing, proposed by a member and seconded by another member with the consent in writing of the nominee attached, and shall be lodged with the Secretary before the meeting.

23.4 The candidates who receive the most votes shall be declared elected.

23.5 The Committee may appoint a member to fill a vacancy in any office of the Club existing or occurring at any time.

24. Vacancies

24.1 For the purposes of these rules, a vacancy in the office of a member of the Committee occurs if the member: ceases to be a member of the Club; resigns from office; is removed from office under the provisions of these rules or the Act; or is absent without the consent of the Committee from all meetings of the Committee held during a period of six months.

PART 5 - GENERAL MEETINGS

25. Annual General Meetings

- 25.1 The annual general meeting shall be held within three months of the conclusion of the financial year on a date to be decided upon by the Committee.
- 25.2 The business of the annual general meeting shall be: to confirm the minutes of the previous annual general meeting; to receive the President's report; to receive and consider the accounts and report of the auditor thereon; to elect the Club Committee, Auditor and other officers; to confirm the Public Officer and other delegates; to consider the question of membership policy; to determine the amounts of Club fees, levies and debentures as required; and to transact any other business brought before it by the Committee and any other business that may, in the opinion of the Chairperson, be properly brought before it.
- 25.3 A member shall not be entitled to move a resolution at the annual general meeting on a subject not included under the business listed in Rule 25.2 above unless notice in writing of the resolution has been given to the Secretary not less than one week before the date of the meeting.

26. Convening of General Meetings

- 26.1 The Secretary shall convene the annual general meeting and any other general meetings by giving 14 day's notice in writing to all members specifying the place and time of meeting and the general nature of the business to be transacted.
- 26.2 A special general meeting shall be held upon instructions of the Committee or upon the written request to the Secretary signed by five members and specifying the business for which the meeting is requested. Such special general meeting shall be convened by the Secretary by giving 21 day's notice in writing to all members of the Club specifying the place, time, and purpose of the meeting.
- 26.3 A special general meeting shall deal only with the business for which the meeting is held.
- 26.4 If within half an hour of the time of 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, time, and place in the following week unless specified otherwise in a written notice sent to members at least four days in advance.

- 26.5 If at an adjourned meeting under Rule 26.4 a 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 seven) shall constitute a quorum.
- 26.6 The Chairperson of a general meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

27. Quorum and Voting at General meetings

- 27.1 The quorum for all general meetings shall be one third of the membership of the Club.
- 27.2 Except as otherwise provided in these rules, every member shall be entitled to one vote at every general meeting and may appoint any other member by proxy which shall be lodged with the Secretary before the meeting in respect of which the proxy will be exercised.
- 27.3 Except as otherwise provided in these rules, voting at a general meeting shall be by a show of hands of the members present personally or by proxy and voting, but if two or more members present so request, voting shall be by secret ballot.
- 27.4 A ballot held in accordance with Rule 27.3 shall be conducted in such manner as the Chairperson directs.
- 27.5 In the case of equality of votes counted, the Chairperson shall have a second or casting vote.

PART 6 - GENERAL

28. Amendment of Rules

No rule of the Club shall be repealed or altered and no new rule shall be made save by a 75% majority of members present personally or by proxy and voting at a general meeting; and one month's notice of the intention to propose any new rule or alteration shall be given to the Secretary who shall give notice of the same to every member at least twenty-one days before the general meeting.

29. Payment and Profits

- 29.1 No member shall, except for professional services rendered at the request of the Committee, receive any profit or emoluments from the funds or transactions of the Club, but this rule shall not limit the Club contracting in the ordinary course of business with any member.
- 29.2 On a winding up of the Club, a member shall not be entitled to receive an amount in excess of the amount of principal owing under any Club debenture that he or she holds. Any surplus shall be disbursed in accordance with the Act in such manner as a general meeting of the Club shall determine.

30. Liability of Members

The liability of a member to contribute to the payment of debts and liabilities of the Club or the expenses of winding up the Club is limited to \$2 plus the amount, if any, unpaid by the member in respect of membership of the Club as required by Rules 12 and 13.

31. Common Seal

- 31.1 The common seal of the Club shall be kept in the custody of the Secretary.
- 31.2 The common seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of at least one member of the Committee and of the Secretary or such other person as the Committee may appoint for the purpose; and that member or the Secretary or other person as aforesaid shall sign every instrument to which the seal is so affixed in their presence.

32. Auditor

Each annual general meeting shall elect an auditor, not being a member of the Committee, who shall, in accordance with Sections 74(1) and 74(2) of the Act, examine the books and accounts and balance sheet of the Club and shall report thereon to the next following annual general meeting.

33. Public Officer

The Public Officer of the Club shall be appointed from time to time by the Committee and confirmed at each annual general meeting. The Public Officer shall undertake the responsibilities under Section 57 of the Act.

34. Inspection of Books and Records

The records, books, and other documents of the Club shall be open to inspection by any members of the Club at a place in the Australian Capital Territory, free of charge, at any reasonable hour.

35. Indemnity

All members of the Committee and officers of the Club and any member carrying out duties on behalf of the Club shall be indemnified by the Club against all costs, losses, and expenses incurred by them in the discharge of their duties except such as may happen through their own wilful neglect or default or through a breach of any direction of the Committee.

36. Notices

- 36.1 A notice required or permitted to be given under these rules shall be deemed to have been duly given if signed by the Secretary or such other person as may be appointed by the Committee and sent by email or prepaid post to a member at his or her address recorded in the register of members.
- 36.2 As soon as practicable after making any Bye-Laws or Lodge Use Instructions, the Committee shall take such steps as are reasonable, having regard to the subject matter and operation of the Bye-Laws and Lodge Use Instructions or any other circumstances, to bring such Bye-Laws and Lodge Use Instructions to the notice of members.

37. Application of Rules

Every member shall be bound by, and submit to the rules, Bye-Laws, and Lodge Use Instructions of the Club.

Revision history of Club Rules

- Feb 1993 Photocopy version held by members
- 16 Nov 96 AGM adopted amendment to 27.2.
- 10 Mar 96 Electronic version created from scan of Feb 1993 version, and 1996 adoption added.
- 15 Nov 97 Adoption at AGM of packages of minor changes (Type-1 and Type-2) and other (Type-3) additions/changes.
- 15 Apr 2007 Adoption at EGM of package of amendments known as the Category A group (Resolutions 1 to 11) plus Option 2 of Resolution 12.