

CONSTITUTION

As approved at the 2012 AGM on 29/11/2012

**THE SKI LODGES ORGANISATION OF PERISHER, SMIGGINS AND GUTHEGA
INCORPORATED
(ABN: 97 748 239 046)**

CONSTITUTION comprising OBJECTS AND RULES

Registered Office:

1 Arthur St
Killara NSW 2071

**THE SKI LODGES ORGANISATION OF PERISHER, SMIGGINS AND GUTHEGA
INCORPORATED**

OBJECTS

- 1 The objects for which the Association is established are:
 - (a) To represent the club lodges at Perisher Valley, Smiggin Holes and Guthega Village, New South Wales (or such of the club lodges as may be members of the Association) in respect to any matter or thing which may affect those club lodges both now and in the future (and which the Committee of the Association determines is appropriate for the Association to provide representation) in negotiations with and representations to:
 - (i) the Government of the Commonwealth of Australia, the Government of the State of New South Wales and/or any Local or Municipal Council;
 - (ii) the NSW National Parks and Wildlife Service or any other statutory or other authority replacing the same;
 - (iii) any commission, corporation, board or other entity whether legally constituted or otherwise conducting any enquiry into the running and/or infrastructure of Perisher Valley, Smiggin Holes or Guthega Village, New South Wales including representing those club lodges as a member of such commission corporation board or other entity;
 - (iv) any Chamber of Commerce or other business organisation which may have an interest in or otherwise be concerned with business being conducted in Perisher Village, Smiggin Holes and Guthega Village, New South Wales including representing those club lodges as a member of such Chamber of Commerce or other business organisation;
 - (v) the NSW SKI Association Ltd (also known as NSW Snowsports) or of Australia or of any other authority association corporation or other entity whether legally constituted or otherwise which represents skiers or the ski industry or any part thereof whether within Australia or within New South Wales including representing those club lodges as a member of that Ski Association or that authority association corporation or other entity;
 - (vi) any head lessee or proposed head lessee of those club lodges.
 - (b) Solely for the purpose of carrying out the aforesaid objects and not otherwise:
 - (i) To enter into any arrangements with any Government or authority, Federal, State, Municipal, Local or otherwise, that may seem conducive to the Association's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.

- (ii) To appoint from time to time either with full or restricted powers (including the power of sub-delegation) and either with or without remuneration agents, attorneys, representatives or any person or corporation under power of attorney or otherwise for the purpose of arranging, conducting or managing the business of the Association, or any matter, business or concern whatsoever in which the Association now is or may from time to time be or about to become interested or connected with, and from time to time to revoke and cancel all or any of such appointments or delegation and to remove any person or corporation appointed hereunder.
- (iii) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (iv) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.

Provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members.

- (v) To transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (vi) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association.
- (vii) To invest and deal with money of the Association not immediately required in such manner as may be permitted by law for the investment of funds.

Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (viii) To acquire or purchase property for the purpose only of conducting the affairs of the Association.
- (ix) To borrow raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both

present and future), and to purchase, redeem or pay off such securities.

- (x) To make, draw, accept, endorse, discount, execute bills of exchange and other negotiable or transferable instruments.
- (xi) To sell, manage, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association.
- (xii) To take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association, but subject always to the proviso in paragraph (vii) of this clause 1(b).
- (xiii) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (xiv) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate.
- (xv) To adopt such means of making known the activities of the Association as may be deemed expedient and in particular by advertising in the press or otherwise.
- (xvi) To insure against damage by fire or otherwise any insurable property of the Association and to insure any servant, member of the committee, office-bearer or member of the Association against risk, accident or fidelity in the course of his her or its employment by or representation of the Association and to effect insurances for the purpose of indemnifying the Association in respect of any claim by reason of any risk, accident or fidelity and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such person and to grant pensions and allowances and to pay premiums or other amounts on such insurances, funds, pensions or allowances.

**THE SKI LODGES ORGANISATION OR PERISHER, SMIGGINS AND
GUTHEGA INCORPORATED**

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**THE SKI LODGES ORGANISATION OF PERISHER,
SMIGGINS AND GUTHEGA INCORPORATED**

**RULES
PART 1—PRELIMINARY**

1 Definitions

1.1 In this constitution:

'Association' means the Ski Lodges Organisation of Perisher, Smiggins and Guthega Incorporated (ABN: 97 748 239 046);

'Director-General' means the Director-General of the Department of Services, Technology and Administration;

'member' means any lessee of a private ski club lodge situated in Perisher Valley, Smiggin Holes or Guthega Village, New South Wales, which has been admitted to membership and which has not ceased to be a member of the Association pursuant to these rules;

'ordinary committee member' means a member of the committee who is not an office-bearer of the Association, as referred to in rule 14.2;

'secretary' means:

- (a) the person holding office under this constitution as secretary of the Association; or
- (b) where no such person holds that office— the public officer of the Association;

'special general meeting' means a general meeting of the Association other than an annual general meeting;

'the Act' means the Associations Incorporation Act 2009;

'the Regulation' means the Associations Incorporation Regulation 2010.

1.2 In this constitution:

- (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, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2—MEMBERSHIP

2 Membership qualifications

2.1 A lessee is qualified to be a member of the Association if, but only if:

- (a) the lessee was formed under and continues to be created under the Act or the Co-Operatives Act 1992 or any other Act of a similar nature approved by the Committee; and
- (b) the lessee is a lessee who:
 - (i) has applied for membership of the Association as provided by rule 3; and
 - (ii) has been approved for membership of the Association by the committee of the Association.

3 Application for membership

3.1 Application by a lessee for membership of the Association:

- (a) shall be made by the lessee in writing, and
- (b) shall be lodged with the secretary of the Association.

3.2 As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.

3.3 Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under this constitution by a member as annual subscription.

3.4 The secretary shall, on payment by the applicant of the amounts referred to in rule 3.3 within the period referred to in that rule, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.

4 Cessation of membership

4.1 A member ceases to be a member of the Association if it:

- (a) is unfinancial;
- (b) resigns that membership;
- (c) is expelled from the Association;
- (d) is wound up, has a receiver or manager appointed or enters into a scheme or arrangement with its creditors; or
- (e) fails to pay the annual membership fee under rule 8 (2) within 6 months after the fee is due.

5 Membership entitlements not transferable

5.1 A right, privilege or obligation which a member 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 upon cessation of the member's membership.

6 Resignation of membership

- 6.1 A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 6.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 6.3 Where a member of the Association ceases to be a member pursuant to rule 6.2, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

7 Register of members

- 7.1 The secretary of the Association shall establish and maintain a register of members of the Association specifying the name and official address of each member of the Association together with the date on which it became a member.
- 7.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

8 Fees, subscriptions etc.

- 8.1 A member of the Association shall, upon admission to membership, pay to the Association a fee of \$200 or, where some other amount is determined by the committee, of that other amount.
- 8.2 In addition to any amount payable by the member under rule 8.1, a member of the Association shall pay to the Association an annual membership fee of \$200 or, where some other amount is determined by the committee, of that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year; or
 - (b) where the member becomes a member on or after 1 July in any calendar year—upon becoming a member and before 1 July in each succeeding calendar year.
- 8.3 In addition to any amount payable by the member under rules 8.1 and 8.2, a member of the Association shall pay to the Association such additional fee or fees as may be determined by a special resolution of the Association passed at a special general meeting of the members of the Association in respect to which a budget and plan of proposed expenditure has been given to the members at the time of notice of the special general meeting.

9 Members' liabilities

- 9.1 The liability of a member of the Association to contribute towards 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, if any, unpaid by the member in respect of membership of the Association as required by rule 8.

10 Resolution of internal disputes

- 10.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

- 10.2 If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

- 10.3 The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

11 Disciplining of members

- 11.1 A complaint may be made to the committee by any member that a member of the Association:

- (a) has refused or neglected to comply with a provision or provisions of this constitution; or
- (b) has wilfully acted in a manner prejudicial to the interests of the Association.

- 11.2 The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- 11.3 If the committee decides to deal with the complaint, the committee:

- (a) must cause notice of the complaint to be served on the member concerned, and
- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (c) must take into consideration any submissions made by the member in connection with the complaint.

- 11.4 The committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association 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 and the expulsion or suspension is warranted in the circumstances.

- 11.5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.

- 11.6 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 12, whichever is the later.

12 Right of appeal of disciplined member

- 12.1 A member may appeal to the Association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 12.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 12.3 On receipt of a notice from a member under rule 12.1, the secretary must notify the committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- 12.4 At a general meeting of the Association convened under rule 12.3:
- (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.5 The appeal is to be determined by a simple majority of votes cast by members of the Association.

PART 3—THE COMMITTEE

13 Powers etc. of the committee

- 13.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the committee:
- (a) is to control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

14 Constitution and membership

- 14.1 Subject in the case of the first members of the committee to section 21 of the Act, the committee shall consist of not more than ten persons being:

- (a) the office-bearers of the Association; and
- (b) up to seven ordinary members,

each of whom shall be elected at the annual general meeting of the Association pursuant to rule 15.

14.2 The office-bearers of the Association shall be:

- (a) president;
- (b) two vice-presidents;
- (c) treasurer; and
- (d) secretary.

14.3 Each member of the committee shall, subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

14.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a representative of a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of members

15.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:

- (a) must be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (b) must be delivered to the secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.

15.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations are to be received at the annual general meeting.

15.3 If insufficient further nominations are received, any vacant positions remaining on the committee are to be taken as casual vacancies.

15.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

15.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

15.6 The ballot for the election of office-bearers 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.

15.7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a representative of a member of the Association.

16 Secretary

16.1 The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.

16.2 It is the duty of the secretary or minute secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

16.3 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17 Treasurer

17.1 It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;
- (c) at the end of the Association's financial year on 30 June, as well as preparing reports required by the Act and the Regulation, a profit and loss account and balance sheet are to be prepared to give full and frank disclosure of the financial dealings of the Association; and
- (d) an auditor shall be appointed and his duties shall be to audit the financial books and financial records and report on the financial accounts of the Association for the preceding financial year.

18 Casual Vacancies

18.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a representative of a member of the Association to fill the vacancy and the person so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

18.2 For the purposes of this constitution, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) his/her member club ceases to be a member of the Association;

- (c) his/her member club becomes an insolvent under administration within the meaning of the Corporations Law;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 19;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of six months.

19 Removal of member

- 19.1 The Association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 19.2 If a member of the committee to whom a proposed resolution referred to in rule 19.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Vacation of Office

- 20.1 Without limiting the operation of rule 18, the office of a member of the committee shall become vacant if:
- (a) the member holds an office of profit in the Association; or
 - (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

21 Meetings and quorum

- 21.1 The committee must meet at least three times in each period of 12 months at such place and time as the committee may determine.
- 21.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 21.3 Oral or written or electronic notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 21.4 Notice of a meeting given under rule 21.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- 21.5 Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee
- 21.6 No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, then the meeting stands adjourned to a place and time to be agreed.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 21.8 At a meeting of the committee:
- (a) the president or, in the president's absence, a vice-president in order of seniority shall preside; or
 - (b) if the president and both vice-presidents are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.
- 21.9 Each committee member, by consenting to be a committee member or by reason of the adoption of this constitution, consents to the use of each of the following technologies for the holding of a committee meeting:
- (a) telephone;
 - (b) video;
 - (c) any other technology which permits each committee member to communicate with every other participating committee member; or
 - (d) any combination of these technologies.
- 21.10 If a committee meeting is held in two or more places linked together by any technology:
- (a) a committee member present at one of the places is taken to be present at the meeting unless and until the committee member states to the chairperson of the meeting that the committee member is discontinuing his or her participation in the meeting; and
 - (b) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.

22 Delegation by committee to sub-committee

- 22.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the committee as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.

- 22.2 A function the exercise of which has been delegated to a sub-committee under rule 22.1 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 A delegation under this rule 22 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 22.4 Despite any delegation under this rule 22, the committee may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- 22.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule 22.
- 22.7 A sub-committee may meet and adjourn as it thinks proper.

23 Voting and decisions

- 23.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 23.2 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 23.3 Subject to rule 21.5, the committee may act, notwithstanding any vacancy on the committee.
- 23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4—GENERAL MEETINGS

24 Annual general meetings—holding of

- 24.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- 24.2 The Association must hold its annual general meetings:
- (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25 Annual general meetings—calling of and business at

- 25.1 The annual general meeting of the Association, subject to the Act and to rule 24.1, is to be convened on such date and at such place and time as the committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members under the Act.
- 25.3 An annual general meeting shall be specified as such in the notice convening it.

26 Special general meetings—calling of

- 26.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 26.2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- 26.3 A requisition of members for a special general meeting:
- (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- 26.5 A special general meeting convened by a member or members as referred to in rule 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27 Notice

- 27.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each

member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

27.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 27.1 specifying, in addition to the matter required under rule 27.1, the intention to propose the resolution as a special resolution.

27.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 25.2.

27.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28 Procedure and Quorum

28.1 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 the meeting is considering that item.

28.2 Five members present, in person or by proxy, (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

28.3 If at the adjourned meeting 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 three) shall constitute a quorum.

29 Presiding member

29.1 The president or, in the president's absence, a vice-president in order of seniority, is to preside as chairperson at each general meeting of the Association.

29.2 If the president and both vice-presidents are absent from a general meeting or are unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

30 Adjournment

30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at 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.

- 30.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in rule 30.1 or rule 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 Making of decisions

- 31.1 A question arising at a general meeting of the Association is to be determined by either:
- (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- 31.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32 Special resolution

- 32.1 A special resolution may only be passed by the Association in accordance with section 39 of the Act.

33 Voting

- 33.1 On any question arising at a general meeting of the Association a member has one vote only. As each member is entitled to only one vote, only one proxyholder from the member will be recognised by the Association at the meetings.
- 33.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.3 A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- 33.4 Persons who are shareholders of a member or who otherwise hold membership in a member may attend any meeting of the Association so long as they sign the meeting attendance register to notify their connection with the member, but are not entitled to vote at the meeting unless they are the member's designated proxyholder for that meeting or else satisfy the Chairman of the meeting that they are otherwise authorised to vote on behalf of the member at that meeting.

34 Appointment of proxies

- 34.1 Each member shall be entitled to appoint a person, who is a shareholder or who otherwise holds membership in the member, as the member's proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

PART 5—MISCELLANEOUS

35 Insurance

- 35.1 The Association shall effect and maintain insurance.

36 Funds—source

- 36.1 The funds of the Association shall be derived from the annual subscriptions of members, donations, bank interest and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 36.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 36.3 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

37 Funds—management

- 37.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

38 Change of name, objects and constitution

- 38.1 An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

39 Custody of books etc.

- 39.1 Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

40 Inspection of books etc.

- 40.1 The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
- (a) records, books and other financial documents of the Association,

- (b) this constitution, and
 - (c) minutes of all committee meetings and general meetings of the Association.
- 40.2 A member of the Association may obtain a copy of any of the documents referred to in rule 40.1 on payment of a fee of not more than \$1 for each page copied.

41 Service of notices

- 41.1 For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or by some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 41.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee,
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42 Financial year

- 42.1 The financial year of the Association is:
- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
 - (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

PART 6 — ADDITIONAL RULES

43 Payment, etc., of office-bearers and committee members

- 43.1 A member of the committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the committee except:
- (a) repayment of out-of-pocket expenses;

- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association;
- (c) reasonable and proper rent for premises let to the Association;
- (d) any indemnity payable under rule 44.

44 Indemnity of office-bearers and other committee members

44.1 To the maximum extent permitted by law, the Association will indemnify any current or former office-bearer or other committee member of the Association out of the property of the Association against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as a committee member of the Association,

subject to the Association will not indemnify for:

- (d) a liability owed to the Association;
- (e) a liability which did not arise out of conduct in good faith;
- (f) a criminal penalty; or
- (g) fees, remuneration or other benefits as specified in rule 43.

Appendix 1

FORM OF APPOINTMENT OF PROXY

(name of SLOPES member club)

(the Club), by resolution of the committee/directors of the Club, hereby appoints

(full name and address of proxy)

, being a member of the Club, as its proxy to vote on behalf of the Club at the general meeting (being an annual general meeting or special general meeting as the case may be) of The Ski Lodges Organisation of Perisher, Smiggins and Guthega Incorporated to be held on [date] and at any adjournment of that meeting.

* The proxy is authorised to vote as follows (complete as appropriate):

	For	Against	Abstain	Proxy Discretion
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Signature of authorising office-bearer of the Club)

(Full name of authorising office-bearer of the Club)

(Position held)

Date:_____

Note: A proxy vote may only be given to a person who is a member of the Club. A proxyholder must be at least 18 years of age.