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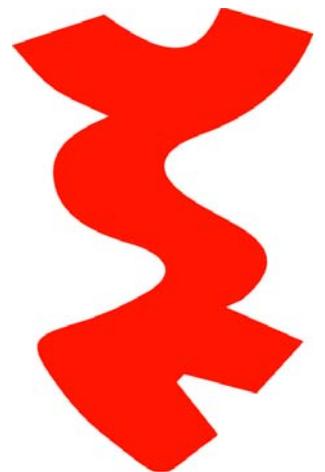
**University Ski Club**

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**Constitution**

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# CONSTITUTION OF THE UNIVERSITY SKI CLUB LIMITED

## 1. Introduction

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- 1.1 The name of the Club is "UNIVERSITY SKI CLUB".
- 1.2 The place in Victoria in which the registered office of the Club is proposed to be situated in Melbourne in the State of Victoria.
- 1.3 This Constitution shall be construed in accordance with the Corporations Act 2001 (Cth).

## 2. Objects

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- 2.1 The objects for which the Club is formed are:
  - (a) encourage, develop facilities for, and foster interest in, mountain activities among post-secondary education students and graduates;
  - (b) provide, furnish and maintain Club facilities for its members and friends;
  - (c) do all such other things as are incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on and done in connection therewith or which may be calculated directly or indirectly to enhance the value of any venture or property of the Club; and
  - (d) borrow or secure the payment of money in such manner as the Club shall think fit and in particular by issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property (both present and future) and to redeem or pay off any such security.
- 2.2 It is hereby declared that the intention is that the objects specified in each of the paragraphs of this clause shall (except where otherwise expressed in such paragraph) be construed in the most liberal way and shall in no way be limited or restricted by reference to or inference from the terms of the first or any other paragraph or the name of the Club.

## 3. Interpretation

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In these regulations unless the context otherwise requires:

- (a) Expressions defined in Part 1.2 of the Law or any statutory modification thereof in force at the date at which these regulations become binding on the Club shall have the meaning so defined.
- (b) Words importing the singular shall include the plural and vice versa.
- (c) Words importing persons shall include bodies corporates.
- (d) **Associate Member** means a Member who has been admitted to membership in that class of membership and has not ceased to be a Member in that class of membership.
- (e) **Club** means the "University Ski Club" incorporated as a company limited by guarantee.
- (f) **Committee** means the committee of the Club from time to time.

- (g) **Committee Member** means a member of the committee of the Club as appointed from time to time.
- (h) **Law** means the Corporations Act 2001 (Cth) and any statutory modification or replacement thereof.
- (i) **Life Member** means a Member who has been admitted to membership in that class of membership and has not ceased to be a Member in that class of membership.
- U) **Member** means a natural person admitted to membership of the Club in accordance with this Constitution that has not ceased to be a Member;
- (k) **President, Secretary, Treasurer, Auditor**, mean those respective officers from time to time of the Club or any person appointed by the Club to act for such officer.
- (l) **Provisional Member** means a Member who has been admitted to membership in that class of membership and has not ceased to be a Member in that class of membership.

#### **4. Replaceable Rules Inapplicable**

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The replaceable rules now and hereafter contained in the Law do not apply unless repeated in this Constitution or specifically made applicable by a provision of this Constitution.

#### **5. Use of Income and Property**

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- 5.1 The income and property of the Club shall be applied solely towards the promotion of the objects set forth in this Constitution and no portion thereof shall be paid or transferred either directly or indirectly or by way of dividend bonus or profit to any person who at any time is or has been a Member of the Club or to any person claiming through them always provided that:
  - (a) if the Club desires to reward any Member for goods or services provided by the Member to the Club then it shall have power to do so by the payment to such Member of such a sum of money as it shall see fit as an honorarium;
  - (b) any rebate discount or other concession granted to any Member of the Club by any other person firm corporation or government department in respect of any transaction made between the Club and such other person or body for the purpose of securing any such benefit for such Member shall be specifically excluded from and not be in any way deemed a breach of the above provisions; and
  - (c) this clause shall not limit the Club contracting in the ordinary course of business with any Club member.
- 5.2 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club, such institution or institutions 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 and if and so far as effect cannot be given to the foregoing provision then to some charitable object.

#### **6. Members**

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##### 6.1 General

- (a) The Members consist of:

- (i) members of the Club as at the date this Constitution is adopted as the Constitution of the Club; and
  - (ii) all other persons admitted to membership in accordance with this Constitution .
- (b) The Committee may from time to time determine the number of Members of the Club, including the number of Associate and Provisional Members.

## 6.2 Membership Qualifications

A person cannot become a Member of the Club unless the person:

- (a) is currently enrolled in post-secondary education; or
- (b) is a graduate of post-secondary education.

## 6.3 Election of Members

- (a) The subscribers to the Constitution and all persons who were members of the Club before incorporation shall be Members of the Club upon incorporation provided that the current subscription of each subscriber or person has been paid.
- (b) Subject to Clause 6.2 of this Constitution, any person who wishes to become a Member of the Club shall make application in writing to the Secretary of the Club.
- (c) The application must be signed by the applicant for membership and by his proposer and seconder (who must be Members of the Club) and shall be in the form prescribed by the Club.
- (d) All applications for membership shall be considered by the Committee at such times and in such a manner as the Committee in its discretion deems fit.
- (e) Every applicant for membership who is accepted by the Committee shall be duly notified to that effect by the Secretary who shall also request that the successful applicant pay the entrance fee and at least one year's subscription.
- (f) If the said entrance fee and subscription are not paid by an applicant within one month of the date of the said notification to him or her by the Secretary (or within such further period as the Committee may from time to time determine) then both the application and the acceptance by the Committee shall be of no effect.

## **7. Classes of Members**

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7.1 The Committee may from time to time establish such categories of membership and may make appropriate provisions for the granting of such membership and the conditions of such membership.

### 7.2 Life Membership

- (a) The Club may confer Life Membership upon any Member in consideration of long and outstanding service to the Club. A member of the Committee may at any properly constituted meeting of the Committee propose a Member of the Club for Life Membership, provided that the members of the Committee at such meeting agree to the nomination without dissent, the nomination shall be placed before Members at a General Meeting of the Club. The passing of a resolution electing a Life Member shall require a threefourth majority of members present at such General Meeting.
- (b) A Life Member shall be entitled to all the rights and privileges of membership of the Club but shall be absolved from the payment of the Member's annual subscription and any requirement to contribute money on the security of an issue of debentures, provided that

they shall be required to pay all dues and subscriptions paid specifically on their behalf by the Club to other bodies connected with mountain activities.

### 7.3 Associate Members

- (a) Any Member who has been a Member of the Club for 25 years and is 70 years of age or over may, on application to the Committee, become an Associate Member of the Club, provided that at no time shall the number of Associate Members of the Club exceed 25% of the total membership of the Club.
- (b) The Committee may, in exceptional circumstances, permit a Member to become an Associate Member notwithstanding they have not been a Member for 25 years or are not 70 years of age or older.
- (c) An Associate Member shall not be liable for any debentures or levies or calls other than the annual subscription applicable to Associate Members and any amount required to be paid.
- (d) Associate Members shall not be eligible for election to the Committee of the Club nor to nominate any Member to the Committee of the Club but shall, in all other respects, have the same rights and duties as other members of the Club.

### 7.4 Provisional Members

- (a) The Committee may determine the number of Provisional Members from time to time as part of the total number of members determined by the Committee under clause 6.1(b). An individual may apply for Provisional Membership of the Club in the same way as a full member.
- (b) Provisional Members:
  - (i) have no right to vote at members meetings;
  - (ii) will not be able to book use of the Club's lodges during the winter period unless determined otherwise by the Committee from time to time;
  - (iii) are only required to pay 50% of the entrance fee, annual subscription and any debentures payable by full members as determined by the Club in Annual General Meeting;
  - (iv) will not be entitled to be a member of the executive (but may be an ordinary Committee member); and
  - (v) may become Associate Members but always subject to the limits set out in this clause.

### 7.5 Change of Provisional Membership Status

- (a) A Provisional Member may convert their membership to full membership by the same application process as new members, including any waiting list or eligibility criteria.
- (b) If a Provisional Member paid 50% of an entrance fee when they initially joined and an entrance fee is applicable at the time full membership is offer, the Provisional Member will be credited as having paid 50% of the any applicable entrance fee on becoming a full member.
- (c) Full Members are not able to convert to Provisional Members.

## **8. Rights and Duties of Members**

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- 8.1 The payment by any Member of their subscription shall imply their acquiescence to the Constitution of the Club and shall bind him or her thereunder accordingly.
- 8.2 All communications to members shall be deemed to have been properly served if they are sent through the post to the Member's address or sent via email to the Member's email address. The address and email address of any Member for the purpose of service of any communication shall be the address and email address given on that member's application for membership or such other address or email address of which the Member informs the Secretary in writing.
- 8.3 The name of each person who becomes a Member shall be entered in the Register of Members together with the date of their election and their address. No name shall be removed from the Register of Members except by order of the Committee duly minuted.

## **9. Fees to be paid by Members**

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### 9.1 Entrance Fee

The entrance fee payable by Members is such amount as determined from time to time by the Club in General Meeting and such determination shall require a threefourths majority of Members attending such General Meeting.

### 9.2 Annual Subscription

- (a) The annual subscription payable by Members is such amount as determined from time to time by the Club in General Meeting and such determination shall require a threefourths majority of Members attending such General Meeting.
- (b) The annual subscription shall be due and payable on the first day of January.
- (c) While an annual subscription being due remains unpaid a Member shall not be entitled to any of the rights and privileges of membership of the Club and each provision of this Constitution relating to rights of Members shall be read subject to this clause.

### 9.3 Waiver

The Committee may at any time fix at different rates, suspend or waive payment of the entrance fee or annual subscription in favour of any Member.

## **10. Cessation of Membership**

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### 10.1 Cessation

A person ceases to be a Member of the Club if the person:

- (a) dies;
- (b) resigns that membership;
- (c) fails to pay that person's annual subscription within six months from the date determined by the Directors;
- (d) fails to take up the number of debentures which he is requested by the Club to take up (being the same number as is requested of each other Member or the Club excepting Life Members and Associate Members) within such time as is specified by the Club;
- (e) is expelled from the Club under this Constitution; or
- (f) is a person whose actions in the opinion of the Directors brings the Club into serious disrepute.

### 10.2 Resignation / Retirement

- (a) A Member may resign or retire from membership of the Club making known his intention to do so to the Secretary in writing.
- (b) Resignation or retirement from membership shall not relieve a Member of his liability to pay arrears of his subscription.

#### 10.3 Appointment as Member not transferable

A right, privilege or obligation, which a person has by reason of being a Member of the Club:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

#### 10.4 Reinstatement of a Member

The Committee may, upon application to it, resolve to reinstate a person whose membership has lapsed by reason of this Constitution if good reason is shown.

#### 10.5 No rights upon cessation

- (a) A person whose membership of the Club has ceased from any cause shall have no rights whatever in the assets of the Club. But this clause shall not affect the rights of debenture holders who have been members of the Club.
- (b) While a member's annual subscription remains unpaid a Member shall not be entitled to any of the rights and privileges of membership of the Club and each provision of this Constitution relating to rights of members shall be read subject to this Constitution.

### 11. **Discipline of Members**

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#### 11.1 Resolution of Committee

- (a) The Committee may take disciplinary action against a member in accordance with the Constitution if it is determined that the member:
  - (i) has failed to comply with the Law;
  - (ii) has refused or neglected to comply with a provision of the Constitution;
  - (iii) has refused or neglected to comply with a provision of the Code of Conduct (as amended from time to time); or
  - (iv) has acted in a manner prejudicial to the reputation or interests of the Club.

#### 11.2 Disciplinary subcommittee

- (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the disciplinary subcommittee:
  - (i) may be Committee members, Members of the Club or anyone else; but
  - (ii) must not be biased against, or in favour of, the Member concerned.

#### 11.3 Notice to member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member-
  - (i) stating that the Club proposes to take disciplinary action against the Member; and

- (ii) stating the grounds for the proposed disciplinary action; and
  - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (Disciplinary Meeting); and
  - (iv) advising the member that he or she may do one or both of the following:
    - (A) attend the Disciplinary Meeting and address the disciplinary subcommittee at that meeting;
    - (B) give a written statement to the disciplinary subcommittee at any time before the Disciplinary Meeting; and
  - (v) setting out the Member's appeal rights under clause 11.5.
- (b) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

#### 11.4 Decision of subcommittee

- (a) At the Disciplinary Meeting, the disciplinary subcommittee must:
  - (i) give the Member an opportunity to be heard; and
  - (ii) consider any written statement submitted by the Member.
- (b) After complying with clause 11.4(a), the disciplinary subcommittee may-
  - (i) take no further action against the Member; or
  - (ii) subject to clause 11.4(b)(iii):
    - (A) reprimand the Member; or
    - (B) suspend the membership rights of the Member for a specified period;
    - (C) restrict the Member's right to book accommodation at one or more of the Club's lodges; or
    - (D) expel the Member from the Club.
  - (iii) The disciplinary subcommittee may not fine the Member.
  - (iv) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

#### 11.5 Right of appeal

- (a) A person whose membership rights have been suspended or who has been expelled from the Club may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given-
  - (i) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (ii) to the Secretary not later than 2 weeks after the decision is made.

- (c) If a person has given notice, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (d) Notice of the disciplinary appeal meeting must be given to each Member of the Club who is entitled to vote as soon as practicable and must:
  - (i) specify the date, time and place of the meeting; and
  - (ii) state-
    - (A) the name of the person against whom the disciplinary action has been taken; and
    - (B) the grounds for taking that action; and
    - (C) that at the disciplinary appeal meeting the members present must vote on whether the decision to expel or suspend the Member should be upheld or revoked.
- (e) There is no right of appeal against a decision made at a disciplinary appeal meeting.

#### 11.6 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
  - (i) no business other than the question of the appeal may be conducted; and
  - (ii) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
  - (iii) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (b) After complying with 11.6(a) the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) A Member may not vote by proxy at the meeting.
- (d) The decision is upheld if not less than three quarters of the Members voting at the meeting vote in favour of the decision.

## 12. **Offices and Committee**

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### 12.1 The officebearers of the Club shall be:

The President	<b>The Vice Presidents</b>
<b>The Auditor</b>	The Secretary
The Treasurer	Ordinary Committee members

### 12.2 The Club shall be governed by the Committee which shall consist of the following persons:

The President	The Secretary
The Treasurer	Ordinary Committee members.

### 12.3 The Committee shall have the power to fill any vacancy occurring on the Committee until the next Annual General Meeting.

### 12.4 Two VicePresidents may be elected at the Annual General Meeting.

- 12.5 The Committee may appoint up to three additional VicePresidents. Such additional VicePresidents shall hold office until the next Annual General Meeting.

### **13. Executive**

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- 13.1 In circumstances where urgency does not permit a matter to be brought before the Committee the President, Treasurer and Secretary may act as an executive of the Committee and deal with any matter with which the Committee normally deals. All decisions and actions of the executive shall be reported to the next Committee meeting.
- 13.2 The quorum of the executive shall be three.

### **14. Election of Officers and Committee**

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- 14.1 Members at the Annual General Meeting shall elect all office bearers of the Club.
- 14.2 All officebearers shall be elected for one year. They shall retire at the Annual General Meeting and be eligible for reelection.
- 14.3 Nomination of candidates for election as Officebearers must be made in writing signed by the nominee and two members and delivered to the Secretary 48 hours prior to the Annual General Meeting.
- 14.4 Preference voting by poll shall be the method employed for the election of all officebearers.
- 14.5 The members present shall elect two of their number to act as Returning Officer and Assistant Returning Officer. The Returning Officer shall report the result of the poll to the Chairman of the meeting, who shall announce the result to the meeting.

### **15. Removal of Members of Committee**

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The office of a member of the Committee shall become vacant if:

- (a) they cease to be a Member of the Club.
- (b) they submit their resignation in writing to the Secretary.
- (c) their office is declared vacant by a resolution of a General Meeting provided that due notice of this resolution is given to members.
- (d) they absent them self without leave from the Committee for three consecutive regular meetings of the Committee provided that they have received prescribed notices of such meetings.
- (e) they become an Associate Member.
- (f) they become a Provisional Member.

### **16. Meeting of Committee**

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- 16.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 16.2 The date, time and place of the first Committee meeting must be determined by the members of the Committee as soon as practicable after the Annual General Meeting of the Club at which the members of the Committee were elected.
- 16.3 The President shall be Chairman of the Committee but in his absence the Committee shall elect a Chairman from among its number.

16.4 Questions arising at any meeting shall be decided by majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

### **17. Powers and Functions of Committee**

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17.1 The Committee shall have all the powers and shall be the sole authority of the interpretation of its Constitution. The Committee may exercise all powers and do all things, which may be exercised or done by the Club, except those, which are required by this Constitution or any Statute to be exercised or done by the Club in General Meeting.

17.2 Without limiting the generality of the proceeding or any other clause of this Constitution, the Committee shall have power to make alter or rescind as it may deem necessary including with respect to:

- (a) the use of any premises under the control of the Club;
- (b) competitions and racemeetings;
- (c) the conduct of Members in relation to one another; and
- (d) the procedure at General Meetings and meetings of the Committee.

### **18. Sub-Committee**

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18.1 The Committee at its discretion may and at the request of a General Meeting of members shall appoint members of the Club as a Subcommittee and shall delegate to such Subcommittee such powers as it may think fit or which may be required by a General Meeting of members.

18.2 The powers which are so delegated shall be specified by the Committee in writing under the hand of the Secretary as terms of reference to the Subcommittee. It shall however be an express condition of the constitution of a Subcommittee that it shall not have or be deemed to have power to commit the Club in contract at law and shall function for the purpose of making recommendations to the Committee.

18.3 The Committee shall appoint one of its number as Chairman of each Subcommittee.

18.4 Each Subcommittee shall report in writing to the Committee from time to time, as the Committee requires.

18.5 The Quorum of a Subcommittee shall be fixed by its terms of Reference .

18.6 The Committee may appoint additional members to or fill vacancies on any Subcommittee.

18.7 The President and Secretary of the Club shall ex officio be members of each Subcommittee.

### **19. General Meeting**

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19.1 The Annual General Meeting shall be held each calendar year and within 5 months after the end of its financial year.

19.2 The notice convening this meeting shall state the time and place of such meeting and the business to be transacted and shall be sent to members at least fourteen days prior to the date of the meeting.

19.3 The business to be transacted at the Annual General Meeting shall be:

- (a) reception and adoption of the annual report and balance sheet;
- (b) election of OfficeBearers for the ensuing year;
- (c) appointment of the Auditor; and

(d) any other business, which may be properly brought forward.

- 19.4 A Special General Meeting shall be held by the direction of the Committee or on a written request to the Secretary signed by not less than ten members. The direction or request shall state the purpose for which the meeting is to be held. The Secretary shall notify members not less than fourteen days before the date of the meeting which shall be held within two months from the date of the direction or request as the case may be.
- 19.5 5% of the members entitled to vote shall be a quorum for a General Meeting.
- 19.6 Every Member present at a General Meeting shall have one vote but this clause shall be read subject to clause 7.4(b).
- 19.7 Questions arising at a General Meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

## **20. Minutes**

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The Secretary or some other OfficeBearer of the Club duly authorised by the Committee to act in his stead shall attend all meetings of the Club and of the Committee and take minutes of the proceedings. Such minutes shall be entered in a book and presented for confirmation at the following meeting.

## **21. Secretary**

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The Secretary shall:

- (a) Make the requisite entries in the Register of Members.
- (b) Keep a record of all proceedings and meetings and of the attendance of officers and members of the Committee at such meetings.
- (c) Do all other such things in relation to the affairs of the Club as the Committee may require him or her to do from time to time.

## **22. Account and Monies**

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- 22.1 A banking account shall be kept in the name of the Club.
- 22.2 All monies payable to the Club shall be recovered by the Treasurer or some other person authorised by the Committee and shall be paid into the banking account of the Club.
- 22.3 All payments shall be authorised by the Committee.
- 22.4 The Treasurer shall keep correct accounts and books showing all receipts and disbursements. He shall submit them to the Committee when required so to do and shall present a duly audited Balance Sheet and a Statement of Income and Expenditure at the Annual General Meeting.
- 22.5 True accounts shall be kept of the sum of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place and the property credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the byelaws of the Club for the time being shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and a balance sheet prepared and the correctness of the accounts and balance sheet ascertained by one or more properly qualified auditor or auditors.

## **23. Audit**

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At least once every year the funds and accounts of the Club shall be audited by the auditor.

**24. Indemnity of Officers**

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All OfficeBearers of the Club shall be indemnified by the Club for all losses and expenses incurred by them in the discharge of their duties except such as may happen through their own default or through a breach of any direction of the Committee.

**25. Seal**

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The 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 the President and Secretary or such other person as the Committee appoints for the purpose; and the President and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Club is so affixed in their presence.

**26. Alteration of Constitution**

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26.1 The mode of alteration of this Constitution shall be by the passing of a special resolution of a General Meeting.

**27. Members Liability**

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27.1 Every Member of the Club undertakes to contribute to the assets of the Club for payment of the debts and liabilities of the Club contracted while he or she is a Member and of the expenses of winding up the Club such amount as may be required not exceeding \$1.00 in the event of the Club being wound up during the time that he is a Member or within a year thereafter.

27.2 If any Member of the Club pays or receives any dividend bonus or other profit in contravention of this Constitution, his or her liability shall be unlimited.

**28. Winding up of the Club**

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The Club may be wound up voluntarily by a special resolution.