

MEMORANDUM OF ASSOCIATION

- of the -

UNIVERSITY SKI CLUB

1. The name of the Club is "UNIVERSITY SKI CLUB".
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
3. The objects for which the Club is formed are:
 - (a) To encourage, develop facilities for, and foster interest in, ski-ing among past and present members of the University of Melbourne and of all other universities recognised by the University of Melbourne.
 - (b) To promote inter-University Ski-ing contests.
 - (c) To provide furnish and maintain club facilities for its members and friends.
 - (d) To take over the assets and liabilities of the present unincorporated Club known as the "University Ski Club" and to acquire and dispose of any real and personal property for the benefit of the Club.
 - (e) To 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.
 - (f) To 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 securities.

AND 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 wise 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.

4. The liability of the members is limited.
5. The income and property of the Club shall be applied solely towards the promotion of the objects set forth in this Memorandum 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 him **ALWAYS PROVIDED** that:
 - (a) if the Club desire to reward any member for services 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;
 - (c) this clause shall not limit the Club contracting in the ordinary course of business with any Club member.
- 6. The fifth paragraph of this memorandum is a condition on which a license may be granted to the Club in pursuance of Section 18 of the Companies Act 1938.
- 7. If any member of the Club pays or receives any dividend bonus or other profit in contravention of the terms of the fifth paragraph of this Memorandum his liability shall be unlimited.
- 8. 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 was 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.
- 9. 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 under or by-virtue of Clause 5 hereof, 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.
- 10. 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 bye-laws 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.
- 11. No addition alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Attorney-General for the State of Victoria.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the foregoing Memorandum of Association.

.NAME	ADDRESS	OCCUPATION
WARRAND BEGG	10 Miller Street, Brighton S.5	Engineer.
HAMISH PEARSON	12 Moule Avenue, Brighton S.5	Manufacturer.
C. R. AMPT.	8 Venus Street, Caulfield S.E.8	Chartered Engineer.
F. T. DERHAM	22 Wallace Avenue, Toorak	Industrial Chemist.
C. G. CLARK	4 Straun Street, Toorak	Engineer.
PAUL STOPS	36 Marne Street, South Yarra	Research Chemist.
DIANA DYASON	189 Park Street, Parkville	University Demonstrator.
R.P. SUMMERS	38 Were Street, Brighton	Student.
S.R.J. NICHOLLS	224 Camberwell Road, Camberwell E.6	Chemist.
WILLIAM GERSON SHMITH	Hotel Windsor Spring Street, Melbourne	Solicitor.

Witness to all the above signatures: PHILLIP H. HALL
22 Tintern Avenue, Toorak.

Dated this Twenty-eighth day of October 1949.

ARTICLES OF ASSOCIATION

- of the -

UNIVERSITY SKI CLUB

INTERPRETATION

In these regulations unless the context otherwise requires

- (a) Expressions defined in Part 1 of the Companies Act 1938 or any statutory modification thereof in force at the date at which these regulations become binding on the Company shall have the meaning so defined.
- (b) Words importing the singular shall include the plural and vice versa.
- (c) Words importing masculine gender shall include feminine gender.
- (d) Words importing persons shall include bodies corporate.
- (e) "The Club" means the "University Ski Club" incorporated as a company limited by guarantee in accordance with the Memorandum and Articles of Association.
- (f) "The Committee" means the committee from time to time of the Club.
- (g) "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.

MEMBERS

- 2. The Committee may from time to time determine the number of members of the club, including the number of Associate and Provisional Members.
- 3. No person except a past or present member of the Melbourne University Union or a past or present member of a University recognised by the University of Melbourne may become a member of the Club.

ELECTION OF MEMBERS

- 4. The subscribers to the Memorandum of Association 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.
- 5. Subject to Article 3 of these regulations, any person who wishes to become a member of the Club shall make application in writing to the Secretary of the Club. 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 following form:-

UNIVERSITY SKI CLUB
Melbourne, Victoria

APPLICATION FOR MEMBERSHIP

Date 19

I,hereby apply for
(Block Letters)
membership of the University Ski Club.

I agree to accept and abide by all its rules and regulations.

Address.....

Phone No. BusinessPrivate

University Attended.....

Fromto

Faculty or course

Graduate Degrees and Diplomas

Undergraduate

(Cross out words not applicable)

Signature

Proposer...

Secunder ...

(Amended from original Article 6).

- 6. All applications for membership shall be considered by the committee at such times and in such manner as the Committee in its discretion deems fit. (Amended from original Article 6).
- 7. 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. 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 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. (Amendment made 30.3.1966 - replaced earlier Article 7).
- 8. 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 three-fourth majority of members present at such General Meeting.
- 9. 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 he shall be required to pay all dues and subscriptions paid specifically on his behalf by the Club to other bodies connected with skiing. (Amended 14.2.1981 by addition of words "any requirement to contribute money on the security of an issue of debentures").

9A ASSOCIATE MEMBERS :

Any member who has been a member of the Club for 25 years 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.

In addition, the Committee may in exceptional circumstances, permit a member to become an Associate member notwithstanding he has not been a member for 25 years. 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 pursuant to Clause 8 of the Memorandum of Association of the Club. 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 nor to exercise any vote at any meeting of the Club but shall, in all other respects, have the same rights and duties as other members of the Club.

Subject to the provisions of this Article, and unless the context otherwise requires, reference to a "member" wherever appearing in these Articles shall include reference to an Associate member and a Provisional Member as the case may be.

(Added 28.7.1982/amended 2010.)

9B PROVISIONAL MEMBERS:

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 2. An individual may apply for Provisional Membership of the Club in the same way as a full member. Provisional Members:

- (a) have no right to vote at members meetings;
- (b) will not be able to book use of the Clubs lodge's during the winter period unless determined otherwise by the Committee from time to time;
- (c) 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 pursuant to clause 13;
- (d) will not be entitled to be a member of the executive (but may be an ordinary committee member); and
- (e) may become Associate Members but always subject to the limits set out in this clause 9B.

9C CHANGE OF PROVISIONAL MEMBERSHIP STATUS:

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. 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. Full members are not able to convert to Provisional Members.

TERMINATION OF MEMBERSHIP

- 10. A member may retire from membership of the Club making known his intention to do so to the Secretary in writing, but retirement from membership shall not relieve a member of his liability to pay arrears of his subscription.
- 11. A member whose subscription remains unpaid for more than six months after it becomes due shall cease to be a member. The Committee may, upon application to it, resolve to reinstate a person whose membership has lapsed by reason of this Article if good reason is shown.

(Amended 14.12.1981 thirteen months not two years). -
(Amended October 1984 to six months not thirteen plus addition of Committee discretion to reinstate.)

12. A person whose membership of the Club has terminated from any cause shall have no rights whatever in the assets of the Club. But this article shall not affect the rights of debenture holders who have been members of the Club.

SUBSCRIPTIONS DEBENTURES AND ENTRANCE FEES

(Heading amended 14.2.1981 to add word Debentures).

13. The amount of the entrance fee to the Club, the annual subscription, or subscriptions for both members and Associate members and the amount of any debentures to be issued to members of the Club and the date at which membership be determined for the issue of such debentures, shall be determined from time to time by the Club in general meeting and such determination shall require a three-fourths majority of members attending such general meeting.
(Amended 14.2.1981 adding reference to debentures).
(Further amended 28.7.1982 adding reference to subscription of Associate members).
14. Subject to Article 7 of these regulations, the annual subscription shall be due and payable on the first day of January.
15. (Deleted at Extraordinary General Meeting 11.3.1970).
16. The Club may, in general meeting, subject to such conditions, as it sees fit, determine that if any member of the Club fails to take up the number of debentures which he is requested by the Club to take up (being the

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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, every such member so defaulting shall cease to be a member of the club.

(Original clause 16 deleted 11.3.1970. New Clause added 14.12.81.)

(New Clause amended 28.7.82 to add reference to Associate members.)

17. While his 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 these Articles relating to rights of Members shall be read subject to this Article.

OFFICES AND COMMITTEE

18. The office-bearers of the Club shall be :-

The President
The Auditor
The Treasurer

The Vice Presidents
The Secretary
Nine Ordinary Committee Members

19. The Club shall be governed by the Committee which shall consist of the following persons :-

The President
The Treasurer

The Secretary
Nine Ordinary Committee Members.

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

21. Two Vice-Presidents shall be elected at the Annual General meeting; The Committee may appoint up to three additional Vice-Presidents. Such additional Vice-Presidents shall hold office until the next Annual General Meeting.

EXECUTIVE

22. 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.

23. The quorum of the executive shall be three.

ELECTION OF OFFICERS AND COMMITTEE

24. Subject to Article 20 and 21 all office-bearers of the Club shall be elected by the members at the Annual General Meeting.

25. All office-bearers shall be elected for one year. They shall retire at the Annual General Meeting and be eligible for re-election.

26. Nomination of candidates for election as Office-bearers may be made as follows :

(a) in writing signed by the nominee and two members and delivered to the Secretary prior to the Annual General Meeting;

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- (b) at the Annual General Meeting by two members present when nominations are called for by the Chairman of the meeting.

- 27. Preference voting by poll shall be the method employed for the election of all office-bearers.
- 28. 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.

REMOVAL OF MEMBERS OF COMMITTEE

- 29. The office of a member of the Committee shall become vacant -
 - (a) If he ceases to be a member of the Club.
 - (b) If he submits his resignation in writing to the Secretary.
 - (c) If his office is declared vacant by a resolution of a general meeting provided that due notice of this resolution is given to members.
 - (d) If he absents himself without leave from the Committee for three consecutive regular meetings of the Committee provided that he has received a prescribed notices of such meetings.
 - (e) If he becomes an Associate member.
(Amended 28.7.1982.)

PROCEEDINGS OF-COMMITTEE

- 30. The Committee shall meet at such times and places as it may arrange and a special meeting may be summoned at any time by the President or on requisition signed by two members of the Committee.
- 31. The quorum of the Committee at a regular meeting shall be eight and shall be six at a Special Meeting.
- 32. The President shall be Chairman of the Committee but in his absence the Committee shall elect a Chairman from among its number.
- 33. 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.

POWERS AND FUNCTIONS OF COMMITTEE

- 34. The Committee shall have all the powers conferred upon Directors by the Companies Act 1938 and shall be the sole authority of the interpretation of its by-laws. 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 these Articles or any Statute to be exercised or done by the club in general meeting.
- 35. Without limiting the generality if the proceeding or any other Article of these Regulations, the Committee shall have power to make alter or rescind by-laws as it may deem necessary including by-laws with respect to:
 - (a) The use of any premises under the control of the Club.
 - (b) Competitions and race-meetings.
 - (c) The conduct of members in relation to one another.
 - (c) The procedure at General Meetings and meetings of the Committee.

SUB-COMMITTEES

36. The Committee at its discretion may and at the request of a general meeting of members shall appoint members of the club as a Sub-Committee and shall delegate to such Sub-Committee such powers as it may think fit or which may be required by a general meeting of members. 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 Sub-Committee. It shall however be an express condition of the constitution of a Sub-Committee 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.
37. The Committee shall appoint one of its number as Chairman of each Sub-Committee.
38. Each Sub-Committee shall report in writing to the Committee from time to time, as the Committee requires.
39. The Quorum of a Sub-Committee shall be fixed by its terms of Reference.
40. The Committee may appoint additional members to or fill vacancies on any Sub-Committee.
41. The President and Secretary of the Club shall ex officio be members of each Sub-Committee.

RIGHTS AND DUTIES OF MEMBERS

42. The payment by any member of his subscription shall imply his acquiescence in the Memorandum and Articles of Association and By-Laws of the Club and shall bind him thereunder accordingly.
43. All communications to members shall be deemed to have been properly served if they are sent through the post in a prepaid letter envelope to the member's address. The address of any member for the purpose of service of any communication shall be the address given on that member's application for membership or such other address of which the member informs the Secretary in writing.
44. The name of each person who becomes a member shall be entered in the Register of Members together with the date of his election and his address. No name shall be removed from the Register of Members except by order of the Committee duly minuted.
45. If a member commits a grave breach of the By-Laws or if he so conducts himself that the committee deems it desirable that he should, cease to be a member, he shall be called before the Committees. The Committee may in its discretion caution, suspend him or require him to resign.
46. A person ceasing to be a member by virtue of the provisions of Articles 45 shall have a right of appeal to a Special General Meeting of the Club within two months of his suspension or resignation.

GENERAL MEETING

47. The Annual General Meeting shall be held during the month of March in each year.
48. 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.
49. 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 Office-Bearers for the ensuing year.
 - (c) Appointment of the Auditor.
 - (d) And any other business, which may be properly brought forward.
50. 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. (Amended to two months from one month 30.3.1966).
51. Twenty members shall be a quorum for a General Meeting.
52. Every member present at a General Meeting shall have one vote but this Article shall be read subject to Article 17.
53. 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.

MINUTES

54. The Secretary or some other office-Bearer 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.

HONORARY SECRETARY

55. 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 to do from time to time.

ACCOUNT AND MONIES

56. A banking account shall be kept in the name of the Club.
57. 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.

58. All payments shall be authorised by the Committee.
59. 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.

AUDIT

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

INDEMNITY OF OFFICERS

61. All Office-Bearers 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.

SEAL

62. 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.

ALTERATION OF ARTICLES

63. The mode of alteration of these Articles shall be by the passing of a resolution by at least three-fourths of the members present at a Special General Meeting convened for the purpose. At least twenty-one day's notice of such a meeting shall be given to members.

RECENT CHANGES After Jan. 1984.

64. The Club shall abide by the Forests (Mt Buller Alpine Reserve) Regulations 1979 and the decisions of the Mt Buller Alpine Reserve Committee of Management in respect of the establishment, construction and maintenance of the Club's occupancy of sites 15 and 16 in the Mt Buller Alpine Reserve.
(October 1984)
65. In addition to the requirements of these Articles and Clause 11 of the Memorandum of Association, every proposed amendment to the Articles of Association in so far as they affect the Club's occupancy of sites 15 and 16 in the Mt Buller Alpine Reserve shall be submitted to and approved by the Forest Commission prior to the submission of any such amendment to a general meeting of the Club.
(October 1984)

From AGM 1986,

That new members may be given a choice of paying the joining fee in one amount or of paying 120% of the joining fee in three equal installments over three years, provided that an applicant who fails to pay the first installment shall not become a member and that a new member who fails to pay the second or third installment shall cease to be a member and subject to necessary Amendments to the Club's articles being made.

From AGM 1997

ANNEXURE "A"

1. That Clause 18 which states "the office - bearers of the Club The President, Treasurer, Secretary, Auditor and Nine Ordinary Committee Members" be amended from "Nine Ordinary Committee Members" to Up to Twelve but not less than Nine Ordinary Committee Members.
2. That Clause 19 which states that "the Club shall be governed by the Committee consisting of The President, Treasurer, Secretary and Nine Ordinary Committee Members" be amended from "Nine Ordinary Committee Members" to Up to Twelve but not less than Nine Ordinary Committee Members and the number of Ordinary Members elected at an annual general meeting (AGM) will be as recommended by the outgoing committee to the AGM.
3. That Clause 31 which states "the quorum of the Committee at a regular meeting shall be eight and shall be six at a Special Meeting" be amended to the quorum of the Committee at a regular meeting shall be 2/3 of the committee and shall be 1/2 of the committee at a Special Meeting.