

## **UNIVERSITY SKI CLUB**

### **SPECIAL GENERAL MEETING, OCTOBER 2018**

#### **EXPLANATORY MEMORANDUM – ADOPTION OF NEW CONSTITUTION**

---

A previous version of the Constitution was considered as part of the Annual General Meeting of the Club in March 2018. Following feedback from Members at the meeting, the Committee decided to withdraw voting on the new Constitution if favour of a further period of consultation with Members.

Additional feedback has now been received and considered by the Committee and incorporate where possible into the revised draft. The revised draft is now put to a Special General Meeting for approval by Members, with the meeting called to coincide with the Annual Dinner to encourage participation in the decision making process.

The main issues which arose at the AGM and in subsequent feedback fell into the following categories:

1. Technical/typographical
2. Objects
3. Qualifications of prospective members
4. Limits on the number of members
5. Other matters

Dealing with the various categories identified:

#### **1. Technical/Typographical**

In the main, anything of a typographical or technical nature has been incorporated.

#### **2. Objects**

The Objects have been amended to ensure that, insofar as possible, the not-for-profit status as a Club is not jeopardised. A number of comments requested that the objects be limited to skiing but in the Committee's view, this was not sufficiently flexible to allow the development of the Club in the future. In particular, summer activities have become more prevalent in many ski resorts and therefore need to be addressed because it is possible these activities will become more important for the Club in the future. Cycling and mountain biking for example have become popular and Club Members are increasingly seeking to use the Club's lodges over summer to pursue these sports.

The objects have also been expanded to accommodate School Memberships and promote skiing, boarding and other pursuits amongst school children. The Committee's view is that this is a worthwhile object which reflects the current practice of school use at the Mount Buller lodge.

The objects and their drafting have been checked against the ATO publication '*Income Tax Exemption and Sporting Clubs*' dated February 2011, which confirms as far as possible, the Club's not-for-profit status.

#### **3. Qualifications for membership**

The current memorandum and articles of association provides in section 3 that:

*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.*

Since the memorandum and articles of association was written, there have been significant changes in the university sector and compulsory unionism. The new Constitution seeks to maintain the connection to Melbourne University through additional wording in in the Background and Introduction while expanding the scope beyond Melbourne University to all universities. In addition, flexibility to accommodate future changes to the university sector is captured by allowing the Committee to approve other higher education institutions from time to time.

The Committee did not agree with views that prospective members needed to have graduated from a recognised university as this would be more elitist and restrictive than the current memorandum and articles of association. The compromise proposed accepts comments from Members that a university connection should be maintained rather than the broader “post-secondary” qualification suggested in the previous version. As such there is recognition that prospective members should generally have been a student at, and may well have received a degree from, a university either within Australia or overseas.

At a more general level, providing some flexibility in relation to the educational institution may avoid a situation that the Club faced a number of years ago when it was declining due to a ‘lock-up’ of existing members. The issue at that time was a reluctance to allow children within the Club. The change that was made by the Committee at the time refocused the Club to allow children and promote families and has without question been an extremely successful strategy which has led to the vibrant and healthy Club we have today.

A special category of Schools Membership has also been created. This was considered by the Committee to be necessary given our current practice of allowing schools to make midweek bookings at the Mt Buller Lodge which promotes snow sports amongst school children who may not otherwise be able to access the snow.

#### 4. Limits to the number of members

As above, it is worth noting clause 2 of the existing memorandum and articles of association does not set a maximum number of members.

*The Committee may from time to time determine the number of members of the club, including the number of Associate and Provisional Members.*

Currently the Club has the following Members:

Members	534
Members Children	35
Associates	55
Life	11
Under 26	15
Provisional Member	69
	<b>719</b>

A number of years ago there was a notional maximum of 750 members and membership applications were accepted provided the cap had not been reached. However, following undue pressure on bookings, the Committee determined that new memberships would only be considered annually at the Committee’s strategic planning day when attrition to membership numbers, bookings and demand over the entire season can be reviewed. This has led, in recent years, to as few as 5 new memberships being offered as one of the Committee’s core considerations is to ensure booking availability for existing Members.

In 2018 an interview process was also added and more recently, the Committee has established a membership Sub-committee which is focused on the above objectives. It's worth noting that there are 148 applications on the waiting list for full membership. In addition the Committee has expanded booking opportunities to include Hakabua in Japan and recently considered a proposal to change and increase the offering to Members at Falls Creek. These opportunities could clearly change the membership dynamic.

As such, the Committee is strongly of the view that setting a maximum membership is likely to be inflexible with regard to the future and has therefore made no change in the proposed Constitution to the substance of the current memorandum and articles of association.

## **5. Other matters**

### *Provisional members*

Some issues and questions were raised with regard to provisional membership and the purpose this category of membership is designed to serve. The category was created principally to encourage summer use of the lodges and in the proposed Constitution and the previous memorandum and articles of association, Provisional Members have no right to book during the winter period unless the Committee determines otherwise. The Committee has in the past allowed Provisional Members limited winter bookings after full Members have had opportunity to book in order to increase utilisation of the Club's lodges in non-peak periods.

Provisional Membership therefore recognises the increasing importance of summer activities and the Committee is well aware that these activities need to retain their sporting character to ensure the continued not-for-profit status of the Club. This will be monitored as these activities develop.

There is therefore no change to the status of Provisional Members.

### *Discipline Procedures*

The Constitution expands the existing discipline procedures of the current memorandum and articles of association. Recently the Victorian government has required all sporting associations and clubs to review their constitutions and either adopt the model constitution that has been issued pursuant to the *Associations Incorporation Reform Act 2012* or review and confirm their existing constitutions.

The model proposed by the Victorian government has formed the basis of the disciplinary processed in the Constitution which the Committee considers is appropriate given the size and complexity of the operations of the Club.

## **6. Summary**

The Committee has addressed many of the concerns raised. In terms of the need for a new Constitution, the current memorandum and articles of association is antiquated and in the Committee's view, needs to be updated.

The Committee recommends Members vote in favour of the new Constitution.

## **The Committee**