
University Ski Club

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Constitution



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TABLE OF CONTENTS

1. Introduction	1
2. Objects	1
3. Interpretation	1
4. Replaceable Rules Inapplicable	2
5. Use of Income and Property	3
6. Members	3
7. Classes of Members	4
8. Rights and Duties of Members	5
9. Fees to be paid by Members	6
10. Cessation of Membership	6
11. Discipline of Members	7
12. Offices and Committee	10
13. Executive	11
14. Election of Officers and Committee	11
15. Removal of Members of Committee	11
16. Meeting of Committee	12
17. Powers and Functions of Committee	12
18. Sub-Committee	12
19. General Meeting	13
20. Minutes	14
21. Secretary	14
22. Account and Monies	14
23. Audit	15
24. Indemnity of Officers	15
25. Seal	15
26. Alteration of Constitution	15
27. Members Liability	15
28. Winding up of the Club	15

1. Introduction	1
2. Objects	1
3. Interpretation	1
4. Replaceable Rules Inapplicable	2
5. Use of Income and Property	3
6. Members	3
7. Classes of Members	4
8. Rights and Duties of Members	5

<u>9.</u>	<u>Fees to be paid by Members</u>	<u>6</u>
<u>10.</u>	<u>Cessation of Membership</u>	<u>6</u>
<u>11.</u>	<u>Discipline of Members</u>	<u>7</u>
<u>12.</u>	<u>Offices and Committee</u>	<u>10</u>
<u>13.</u>	<u>Executive</u>	<u>11</u>
<u>14.</u>	<u>Election of Officers and Committee</u>	<u>11</u>
<u>15.</u>	<u>Removal of Members of Committee</u>	<u>11</u>
<u>16.</u>	<u>Meeting of Committee</u>	<u>12</u>
<u>17.</u>	<u>Powers and Functions of Committee</u>	<u>12</u>
<u>18.</u>	<u>Sub-Committee</u>	<u>12</u>
<u>19.</u>	<u>General Meeting</u>	<u>13</u>
<u>20.</u>	<u>Minutes</u>	<u>14</u>
<u>21.</u>	<u>Secretary</u>	<u>14</u>
<u>22.</u>	<u>Account and Monies</u>	<u>14</u>
<u>23.</u>	<u>Audit</u>	<u>15</u>
<u>24.</u>	<u>Indemnity of Officers</u>	<u>15</u>
<u>25.</u>	<u>Seal</u>	<u>15</u>
<u>26.</u>	<u>Alteration of Constitution</u>	<u>15</u>
<u>27.</u>	<u>Members Liability</u>	<u>15</u>
	<u>Winding up of the Club</u>	<u>15</u>

CONSTITUTION OF THE UNIVERSITY SKI CLUB LIMITED

1. Background and Introduction

1.1 The name of the Club is "~~UNIVERSITY SKI CLUB~~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.~~

1.2 The Club is one of the oldest ski clubs in Victoria, being formed in 1929 as an initiative of likeminded students attending Melbourne University. The purpose was to foster and popularise skiing among past and present members of Melbourne University. The Club was originally called Melbourne University Ski Club, but in 1934, as skiing became accepted as an official intervarsity sport, a separate and solely undergraduate club of the same name was established and the Club continued as University Ski Club.

1.3 The Club is a company limited by guarantee and registered in Victoria.

~~1.3.1.4~~ This Constitution of the Club shall be construed in accordance with the Corporations Act 2001 (Cth). Law and replaces the previous Memorandum and Articles of Association.

2. Objects-

2.1 The objects ~~for which of~~ the Club ~~is formed~~ are to:

(a) encourage, develop facilities for, and foster interest in, ~~the sports of skiing and snow-boarding (including competitive racing at both intra-club and inter-club levels) and other summer and winter~~ mountain ~~sporting~~ activities among ~~post-secondary~~

~~(a)(i)~~ past or present students of a University or other higher education students and graduates; institution approved by the Committee from time to time; and

~~(ii)~~ children attending schools approved by the Committee for annual membership from time to time (for the specific purpose of fostering the sport of skiing and snowboarding amongst school children and encouraging new members of the Club);

(b) provide, furnish and maintain Club facilities for its ~~members~~ Members, families 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~~ granting a charge upon all or any of the property (both present and future) and to redeem or pay off any such ~~borrowing or~~ 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~~ inclusively and not in a manner that would limit or restrict the interpretation of this Constitution.

3. Interpretation

In ~~these regulations~~ this Constitution 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~~ this Constitution becomes 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~~ corporate.
- (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) **Constitution** means this constitution.
- ~~(h)~~(i) **Law** means the *Corporations Act 2001 (Cth)* and any statutory modification or replacement thereof.
- ~~(i)~~(j) **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.
- ~~(j)~~(k) **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,~~** Officers-Bearers mean those respective ~~officers~~ Officers-Bearers from time to time of the Club or any person appointed by the Club to act for such officer.
- ~~(l)~~(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.
- (ll) **School Member** means a school which has been admitted to membership in that class of membership pursuant to clause 7.5 and has not ceased to be a member in that class of membership by expiry or otherwise.

4. Replaceable Rules Inapplicable

4.1 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

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~~ 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~~ 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~~ 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

6.1 General

(a) The Members consist of:

(i) ~~members of the Club as~~ all current persons registered as Members of the Club (including full Members, Life Members, Associate Members and Provisional Members) 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 ~~or School~~ 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 past or present student of post-secondary education.~~

6.3 Election of Members

- (a) ~~The subscribers~~ a university or other higher education institution approved by the Committee from time to time ~~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~~time.
- (b) A school can only be a School Member if approved by the Committee for annual membership from time to time (for the specific purpose of making the sport of skiing and snowboarding accessible to schoolchildren and encouraging new Members of the Club).

6.3 Nomination and Election of Members

- (b)(a) Subject to ~~Clause~~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.~~
- (e)(b) ~~The~~Except in the case of School Membership, the application must be signed by the applicant for membership and by his or her proposer and seconder (who must be Members of the Club) and shall be in the form prescribed by the Club. In the case of School Memberships, the application must be signed by an employee of the relevant school but does not need to be proposed or seconded.
- (d)(c) 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~~may determine.
- (e)(d) 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)(e) 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~~he or ~~her~~she is notified 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

7.1 The Committee may from time to time:-

- 7.1(a) establish such additional categories of membership and may make appropriate provisions for the granting of such membership and the conditions of such membership:-
- (b) change or modify the existing entitlements of Members with regard to the Member's rights to book accommodation at the Club's lodges, have guests and Member's Affiliates stay at the Club's lodges or the right to book during priority periods provided that such changes are solely for administration, safety or other reasonable factors.

7.2 Life Membership

- (a) The Club may confer Life Membership upon any Member in consideration of long and outstanding service to the Club.
- (b) 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~~. If 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.
- ~~(a)~~(c) The passing of a resolution electing a Life Member ~~shall require~~requires a ~~three-fourth~~75% majority of ~~members present~~Members voting at such General Meeting.
- ~~(b)~~(d) 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~~and may not 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~~Members determined by the Committee under clause ~~6.1(b)-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~~Members' meetings;
 - (ii) will not be able to book use of the ~~Club's~~Club's lodges during the winter period unless determined otherwise by the Committee from time to time; ~~(which may include altering the membership rights under section 7.1(b));~~
 - (iii) are only required to pay 50% of the entrance fee, ~~and 50% of the~~ annual subscription ~~and any debentures~~ payable by full members as

determined by ~~the Club~~Members 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)~~(c) A Provisional Member may convert their membership to full membership by the same application process as new ~~members~~Members, including any waiting list or eligibility criteria.-

~~(b)~~(d) 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~~offered, the Provisional Member will be credited as having paid 50% of the any applicable entrance fee on becoming a full ~~member~~-Member.

~~(e)~~(e) Full Members are not able to convert to Provisional Members.

7.5 School Membership

(a) The Committee may grant annual membership of the Club to a school approved on Application by the Committee (School Membership).

(b) A school may be granted School Membership for a term up to one year and School Membership may be granted for more than one term.

(c) School Memberships:

(i) will be on such terms and conditions as the Committee may prescribe;

(ii) be charged such fees and subscriptions as the Committee may determine from time to time;

(iii) subject to complying with clause 7.5(c)(ii), are able to enter and use the Club lodges (including the children and teachers from the school) during a school booking which has been approval by the Club's bookings officer;

(d) Except as set out in this clause 7.5, School Members are not entitled to:

(i) be admitted to any other category of membership;

(ii) vote at general meetings;

(iii) be a member of the Committee; or

(iv) the general rights of membership of the Club.

7.6 Subject to clause 7.5(c)(ii), if a school is granted and accepts a School Membership, the School Member has no obligation to pay any fees, subscriptions or levies which may become payable by Member's during the period in which that school holds a School Membership. A School Member does not need to attend a work party. On expiry of the School Membership, the School Member will have no further rights with regard to the Club.

8. Rights and Duties of Members.

8.1 Subscriptions

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 Communications

All communications to ~~members~~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~~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~~Member's application for membership or such other address or email address of which the Member informs the Secretary in writing.

8.3 Register of members

8.3(a) 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.

(b) The name of a School Member will be entered into the Register of Members for the year for which the membership is granted and will be removed on expiry.

9. Fees to be paid by Members

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 three-fourths~~75% majority of Members ~~attending~~voting at 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 ~~three-fourths~~75% majority of Members ~~attending~~voting at such General Meeting.

(b) The annual subscription shall be due and payable on the first day of January.

9.3 No rights

While ~~ana~~Member's 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.

9.3.4 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

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~~ person's annual subscription within six months from the date determined by the Directors;
- ~~(d)(c) 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 Committee;~~
- ~~(e)(d)~~ is expelled from the Club under this Constitution; or
- ~~(f)(e)~~ is a person whose actions in the opinion of the Directors Committee brings the Club into serious disrepute.

10.2 Resignation / Retirement

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

10.3 ~~Appointment as Member~~ Membership 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 person whose membership of the Club has ceased ~~from~~ for 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

11.1 Resolution of Committee

- (a) The Committee may take disciplinary action against a ~~member~~ Member in accordance with the Constitution if it is determined that the ~~member~~ 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~~any rules or regulations of the Club (as amended from time to time); including the Code of Conduct; or

(iv) ___ has acted in a manner prejudicial to the reputation or interests of the Club.

~~11.2~~ Disciplinary subcommittee

~~(b)~~ Disciplinary action in relation to a Member may be instigated at the request of another Member following a complaint by that Member or at the request of a lodge manager or otherwise as the Committee may determine.

11.2 Disciplinary Sub-committee

(a) ___ If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a ~~member~~Member, the Committee must appoint a disciplinary ~~subcommittee~~Sub-committee to hear the matter and determine what action, if any, to take against the Member.

(b) ___ The members of the disciplinary ~~subcommittee~~Sub-committee:

(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~~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~~Sub-committee intends to consider the disciplinary action (Disciplinary Meeting); and

(iv) ___ advising the ~~member~~Member that he or she may do one or both of the following:

(A) ___ attend the Disciplinary Meeting and address the disciplinary ~~subcommittee~~Sub-committee at that meeting;

(B) ___ give a written statement to the disciplinary ~~subcommittee~~Sub-committee at any time before the Disciplinary Meeting; and-

(v) ___ setting out the Member's appeal rights under clause ~~11.5~~11.5.

(b) ___ The notice must be given no earlier than 28 days, and no later than 14 days, before the ~~disciplinary meeting~~Disciplinary Meeting is held.

11.4 Decision of ~~subcommittee~~Sub-committee

(a) ___ At the Disciplinary Meeting, the disciplinary ~~subcommittee~~Sub-committee 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)~~11.4(a), the disciplinary ~~subcommittee~~Sub-committee may—;

- (i) take no further action against the Member; or
- ~~(ii) subject to clause 11.4(b)(iii):~~
- (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~~Member's right to book accommodation at one or more of the ~~Club's~~Club's lodges; or
 - (D) expel the Member from the Club.
- (iii) The disciplinary ~~subcommittee~~Sub-committee may not fine the Member.
- (iv) The suspension of membership rights or the expulsion of a Member by the disciplinary ~~subcommittee~~Sub-committee 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~~Sub-committee 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~~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~~ person 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)~~ 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~~ 75% of the Members voting at the meeting vote in favour of the decision.

12. Offices Office-Bearers and Committee**12.12.1 Office-Bearers**

12.1(a) The ~~office-bearers~~ Office-Bearers of the Club ~~shall be:~~

~~The President~~ The Vice Presidents

~~The Auditor~~ The Secretary

~~The Treasurer~~ Ordinary Committee members

The President

The Treasurer

The Secretary

12.2(b) The Club shall be governed by ~~the~~ a Committee ~~which shall consist~~ made up of the following persons:

~~The President~~ The Secretary

~~The Treasurer~~

The President

The Treasurer

The Secretary

Ordinary Committee Members

12.2 Ordinary Committee members.

In addition to the Office-Bearers of the Club, the Club must have a minimum of 6 and not more than 12 Ordinary Committee Members. The number of Ordinary Committee Members elected at the Annual General Meeting will be as recommended by the outgoing Committee.

12.3 Casual Vacancies

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

~~12.4 Two Vice-Presidents may be elected at the Annual General Meeting.~~

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

13. Executive

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

14.1 Members at the Annual General Meeting shall elect all ~~office bearers of Office-Bearers and Ordinary Committee Members of~~ the Club.

14.2 All ~~office-bearers~~ Office-Bearers and Ordinary Committee Members shall be elected ~~for one year. They shall retire at~~ until the next Annual General Meeting ~~where they shall retire~~ and be eligible for re-election.

~~14.3~~ **Nomination of candidates for election as Office-bearers-Bearers and Ordinary Committee Members must be made in writing, signed by the nominee and two ~~members~~Members and delivered to the Secretary 48 hours at least seven days prior to the Annual General Meeting.**

~~14.4~~ 14.3 ~~Preference voting by poll shall~~ A list of the candidates for nomination must be ~~the method employed for~~ available at the ~~election of all office-bearers~~ Annual General Meeting at which they are to be elected.

~~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.~~

14.4 ~~The election of Office-Bearers and Ordinary Committee Members is to be determined by preference voting in accordance with clause 19.~~

15. Removal of Members of Committee

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 from the Committee 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~~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; ~~or~~

(e) they become an Associate Member.

~~(f) they become a Provisional Member.~~

Meeting

16. Meetings of Committee

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~~Chair of the Committee but in his or her absence the Committee shall elect a ~~Chairman~~Chair 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~~Chair shall have a second or casting vote.

16.5 Meetings of the Committee may be held electronically by telephone, internet, video conference or other means.

17. Powers and Functions of Committee

17.1 The Committee shall have all the powers conferred on Directors under the Law and shall be the sole authority of the interpretation of ~~its~~this 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~~the Law, to be exercised or done by the Club in General Meeting.

17.2 Without limiting the generality of the ~~proceeding~~preceding or any other clause of this Constitution, the Committee shall have power to make, alter ~~of and~~ rescind rules and regulations as it may deem necessary including rules and regulations 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 including a Code of Conduct; and
- (d) the procedure at General Meetings and meetings of the Committee.

18. Sub-Committee

18.1 The Committee at its discretion may and at the request of a General Meeting of ~~members~~Members shall appoint ~~members~~Members of the Club as a Sub-~~Committee-committee~~ and subject to clause 18.2 shall delegate to such Sub-~~Committee-committee~~ such powers as it may think fit or which may be required by a General Meeting of ~~members~~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 Sub-~~Committee-committee~~. It shall however be an express condition of the constitution of a Sub-~~Committee-committee~~ that it shall not have or be deemed to have power to commit the Club in contract at law and shall only function for the purpose of making recommendations to the Committee.

18.3 The Committee shall appoint one of its number as ~~Chairman~~Chair of each Sub-~~Committee-committee~~.

18.4 Each Sub-~~Committee-committee~~ shall report in writing to the Committee from time to

time, as the Committee requires.

18.5 The ~~Quorum~~quorum of a Sub-~~Committee~~committee shall be fixed by its terms of ~~Reference~~reference.

18.6 The Committee may appoint additional ~~members~~Members to a Sub-committee or fill vacancies on any Sub-~~Committee~~committee.

18.7 The President and Secretary of the Club shall ex-officio be members of each Sub-~~Committee~~committee.

18.8 Meetings of the Sub-committee may be held electronically by telephone, internet, video conference or other means.

19. General Meeting~~Meetings~~

19.1 The Annual General Meeting of the Club 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~~the Annual General Meeting must state the time and place of ~~such~~the meeting and the business to be transacted and ~~shall~~ be sent to ~~members~~Members at least ~~fourteen~~21 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~~accounts;
- (b) election of Office-Bearers ~~and Ordinary Committee Members~~ for the ensuing year;
- (c) appointment of the Auditor; and
- (d) any other business, which may be properly brought ~~forward~~before the meeting.

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~~twenty members. The direction or request shall state the purpose for which the meeting is to be held. The Secretary ~~shall~~must notify ~~members~~Members not less than ~~fourteen~~21 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~~ The quorum for a General Meeting ~~is 20~~ Members who are entitled to vote.

19.6 ~~Every~~Subject to clause 7.4(b), every Member present at a General Meeting ~~shall have~~has one vote ~~but this clause shall be read subject to clause 7.4(b).~~

19.7 ~~Questions~~Except where a resolution requires a special majority, questions arising at a General Meeting ~~shall~~will be decided by a majority of votes. ~~In~~ cast by the Members present at the ~~case of an equality of meeting. A decision made in this way is for all purposes a decision of the Members.~~

19.7.19.8 ~~If the~~ votes ~~the Chairman shall have a second or~~ are equal on a proposed resolution, the Chair of the meeting has a casting vote, in addition to any deliberative vote.

19.9 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded:

- (a) before the show of hands is taken;
- (b) before the result of the show of hands is declared; or
- (c) immediately after the result of the show of hands is declared.

19.10 A poll may be demanded by:

- (a) the Chair of the meeting
- (b) at least five Members entitled to vote on the resolution, or
- (c) Members with at least 5 per cent of the votes that may be cast on the resolution on a poll.

A demand for a poll does not prevent a general meeting continuing to transact any business except the question on which the poll is demanded.

19.11 Unless a poll is duly demanded, a declaration by the Chair of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

19.12 If a poll is duly demanded at a general meeting, it must be taken in the way and either at once or after an interval or adjournment as the Chair of the meeting directs. The result of the poll as declared by the Chair is the resolution of the meeting at which the poll was demanded.

19.13 A poll cannot be demanded at a general meeting on the election of a Chair of the meeting.

19.14 The demand for a poll may be withdrawn with the Chair's consent.

19.15 The Committee may determine that at any general meeting, a Member who is entitled to attend that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Club by post, fax or other electronic means approved by the Committee. The Committee may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

20. Minutes

The Secretary or some other ~~Office-Bearer~~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~~appropriately recorded and presented for confirmation at the following meeting.-

21. Secretary

The Secretary shall:-

- ~~(a)~~ (a) Make the requisite entries in the Register of Members.
- ~~(b)~~ (b) Keep a record of all proceedings and meetings and of the attendance of officers and members of the Committee at such meetings.
- ~~(c)~~ ~~(e)~~ (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

22.1 A ~~banking~~bank 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~~bank account of the Club.-

22.3 All payments shall be authorised by ~~and at the Committee discretion of the Committee~~ beforehand or ratified by the Committee subsequent to the payment where authorisation beforehand is not reasonably possible and the payment is required to be made.

22.4 The Treasurer shall keep correct accounts and books showing all receipts and disbursements. ~~He~~ The Treasurer 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 ~~sums~~sums 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~~rules and regulations 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~~Members.

23. Audit

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

24. Indemnity of Officers

24.1 All Office--Bearers and Ordinary Committee Members of the Club shall be indemnified by the Club for all losses, costs 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. The Club must take out and maintain appropriate directors and officers insurance which complies with the requirements of the Law.

25. Seal

25.1 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

26.1 The mode of alteration of this Constitution shall be by the passing of a ~~special~~ resolution 75% majority of Members voting at a General Meeting.

27. Members Liability

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 or she

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

28.1 The Club may be wound up voluntarily by the passing of a ~~special~~ resolution by 75% majority of Members voting at such General Meeting.

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