

ASSOCIATIONS INCORPORATION ACT, 1984

TELEMARK SKI CLUB INCORPORATED

RULES

PART 1

PRELIMINARY

1. **Name**

The name of the Association is Telemark Ski Club Incorporated.

2. **Objects**

The objects of the Association are:

- (a) To encourage develop and promote snow sports, skiing, ski touring and other athletic sports in which human beings are the sole participants;
- (b) To provide, construct and maintain lodges, huts and other buildings and equipment for use in connection with the activities specified in paragraph (a) of this Rule and to furnish, equip, repair and maintain the same and to make the same available for use by Members of the Association, by Members' guests, or by other persons nominated by a Member and approved by the Association, either gratuitously or for payment;
- (c) To sell, lease or let on hire any huts, lodges or other buildings and any skis, boots and any other equipment and to provide any service or services may assist, promote or encourage the activities specified in paragraph (a) of this Rule;
- (d) To promote organise and hold sports meetings, gymkhanas or carnivals in connection with the activities specified in paragraph (a) of this Rule for Members of the Association and any other people the Association shall think fit;
- (e) To abide by the Regulations and decisions of the National Parks and Wildlife Service in respect of the establishment, construction and maintenance of any facility in the Kosciuszko National Park;

- (f) To do all other such lawful acts as are incidental or conducive to the attainment or maintenance of any of the above objects.

3. **Interpretation**

- (1) In these Rules, except in so far as the context or subject-matter otherwise indicates or requires:-

"the Act" means the Associations Incorporation Act, 1984;

"Association" means Telemark Ski Club Incorporated;

"Commissioner" means the Director General of the Department of Fair Trading.

"Committee" means the Committee of Management established pursuant to Rule 21 of these Rules;

"Family Member" means a Member of the Association who is not a Principal Member or an Ordinary Member;

"he" or **"his"** references to such pronouns are not gender specific.

"Member" includes, unless the context otherwise provides, a Family Member, a Principal Member and an Ordinary Member;

"Ordinary Member" means a Member of the Association who is not a Principal Member or a Family Member;

"Principal Member" means a Member who is not an Ordinary Member or Family Member;

"the Regulation" means the Associations Incorporation Regulation, 1994.

"Secretary" means:-

- (a) the person holding office under these Rules as Secretary of the Association; or
- (b) where no such person holds that office, the public officer of the Association;

"Special General Meeting" means a General Meeting of the Association at which Special Resolutions are addressed;

- (2) In these Rules:-

- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

PART II

MEMBERSHIP

4. Principal Membership Qualifications

- 4.1 At the date of incorporation of the Association, a person is qualified to be a Principal Member of the Association if and only if he was a shareholder of Telemark Ski Club Co-Operative Limited holding 1000 shares immediately prior to conversion to a cooperative without share capital.
- 4.2 A person is qualified to be a Principal Member of the Association if he is an initial Principal Member or is the transferee of the Principal Membership of a Principal Member which transfer is approved by the Committee pursuant to Rule 10.
- 4.3 The number of Principal Members shall be no more than twelve.

5. Family Membership Qualifications

A person is qualified to be a Family Member if, and only if:

- (a) he is a spouse, child, brother or sister of a Principal Member; or
- (b) he is any previous holder of 1000 shares in Telemark Ski Club Cooperative or their spouse; or
- (c) he is a person:
 - (i) who has been nominated for Family Membership of the Association as provided by Rule 7; and
 - (ii) he has been approved for Family Membership of the Association by the Committee.

The Family Membership qualification for spouses in (a) and (b) above ceases on the termination of a marriage relationship to the Principal Member or previous holder of 1000 shares.

Should a Principal Member transfer his Principal Membership, his Family Members remain qualified for Family Membership after the transfer.

6. **Ordinary Membership Qualifications**

A person is qualified to be an Ordinary Member of the Association if, and only if:-

- (a) the held shares in Telemark Ski Club Cooperative immediately prior to conversion to a cooperative without share capital; or
- (b) he is a person :-
 - (i) who has been nominated for Ordinary Membership of the Association as provided by Rule 7; and
 - (ii) he has been approved for Ordinary Membership of the Association by the Committee.

7. **Nomination for Family Membership and Ordinary Membership**

- (a) A nomination of a person for Family or Ordinary Membership of the Association:-
 - (i) shall be made by a Member of the Association in writing in the form set out in Appendix 1 to these Rules; and
 - (ii) shall be lodged with the Secretary of the Association.
- (b) As soon as practicable after receiving a nomination for either Family or Ordinary Membership, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or to reject the nomination.
- (c) Where the Committee determines to approve a nomination for Family or Ordinary Membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these Rules by a Member as entrance fee and annual subscription.
- (d) The Secretary shall, on payment by the nominee of the amounts referred to in clause (c) within the period referred to in that clause, enter the nominee's name in the register of Family Members or Ordinary Members, as the case may be and, upon the name being so entered, the nominee becomes a Member of the Association.

8. **Cessation of Principal Membership**

A person ceases to be a Principal Member of the Association if the person:-

- (a) dies;
- (b) transfers his Principal Membership in accordance with these Rules;
- (c) resigns as a Principal Member; or
- (d) is expelled from the Association.

If (a), (c) or (d) occur and the Principal Membership is not transferred within 12 months, then the Committee may appoint a new Principal Member to fill the vacancy, if possible from the Principal Member's family.

9. **Cessation of Family or Ordinary Membership**

A person ceases to be a Family Member or an Ordinary Member of the Association if the person:-

- (a) dies;
- (b) resigns that Membership; or
- (c) is expelled from the Association.

10. **Transfer of Principal Membership**

A Principal Member may transfer his Principal Membership to another person approved by the Committee by instrument in writing signed by the Principal Member and the assignee and lodged with the Secretary of the Association. A right, privilege or obligation which a person has by reason of being a Principal Member terminates upon cessation of that person's Principal Membership.

If a Principal Member dies without nominating a transferee for his Principal Membership, his legal representative shall nominate a Member from the Principal Member's family for the Principal Membership.

11. **Family and Ordinary Membership Entitlements not Transferable**

A right, privilege or obligation which a person has by reason of being either a Family or an Ordinary Member of the Association:-

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

12. **Resignation of Membership**

- (1) A Member of the Association is not entitled to resign that Membership except in accordance with this Rule.

- (2) A Member of the Association who has paid all amounts payable to the Association in respect of the Member's Membership may resign from Membership of the Association by first giving notice (being not less than 1 month or not less than such other period as the Committee may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member ceases to be a Member of the Association.
- (3) Where a Member of the Association ceases to be a Member pursuant to clause (2), and in every other case where a Member ceases to hold Membership, the Secretary shall make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

13. **Register of Members**

- (1) The Secretary of the Association shall establish and maintain a Register of Principal, Family and Ordinary Members of the Association specifying the name, category of Membership and address of each person who is a Member together with the date on which the person became a Member.
- (2) The Register of Members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

14. **Principal Members' Fees, Subscriptions, etc.**

- (1) Each Principal Member of the Association has paid to the Association an admission fee of \$2,000.00. Such fee shall be refunded to the Principal Member on cessation of that person's Principal Membership. In the event that a Principal Member's Membership ceases as a result of the transfer of that person's Membership and the Committee in its discretion refunds to the Principal Member the fee, the assignee of that Principal Membership shall not be admitted as a Principal Member until that assignee has paid an admission fee of \$2,000.00.
- (2) The \$2,000.00 admission fee for the initial Principal Members is deemed to have been paid if their \$2,000.00 share capital from Telemark Ski Club Cooperative Ltd is not refunded by the Club.
- (3) A Principal Member shall pay any annual Membership fee of an amount determined by the Committee.

15. **Family Members' Fees, Subscriptions, etc.**

- (1) A Family Member shall, upon admission to Membership, pay to the Association a fee of an amount determined by the Committee.
- (2) In addition to any amount payable by the Family Member under clause (1), a Family Member shall pay to the Association an annual Membership fee of an amount determined by the Committee:-
 - (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) where the Family Member becomes a Member on or after 1st July in any calendar year, upon becoming a Family Member and before 1st July in each succeeding calendar year.

16. Ordinary Members' Fees, Subscriptions, etc.

- (1) An Ordinary Member shall, upon admission to Membership, pay to the Association a fee of an amount determined by the Committee.
- (2) In addition to any amount payable by the Ordinary Member under clause (1), an Ordinary Member shall pay to the Association an annual Membership fee of an amount determined by the Committee:-
 - (a) except as provided by paragraph (b), before 1st July in each calendar year; or
 - (b) where the Ordinary Member becomes a Member on or after 1st July in any calendar year, upon becoming an Ordinary Member and before 1st July in each succeeding calendar year.

17. Members' Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or towards the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Rules 14 to 16.

18. Resolution of Internal Disputes

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

19. Disciplining of Members

- (1) Where the Committee is of the opinion that a Member of the Association:-
 - (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Committee may, by resolution:-

 - (c) expel the Member from the Association; or
 - (d) suspend the Member from Membership of the Association for a specified period.
- (2) A resolution of the Committee under clause (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under clause (3), confirms the resolution in accordance with this Rule.
- (3) Where the Committee passes a resolution under clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member:-
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in clause (3), the Committee shall:-

- (a) give to the Member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by the Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under clause (4), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the Member of the fact and of the Member's right of appeal under Rule 20.
- (6) A resolution confirmed by the Committee under clause (4) does not take effect:-
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
 - (b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to Rule 20(4).

20. **Right of Appeal of Disciplined Member**

- (1) A Member may appeal to the Association in General Meeting against a resolution of the Committee which is confirmed under Rule 19(4), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice from a Member under clause (1), the Secretary shall notify the Committee which shall convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (3) At a General Meeting of the Association convened under clause (2):-
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and

- (c) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If at the General Meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III

THE COMMITTEE

21. Powers, etc., of Committee

A committee to be called the Committee of Management of the Association, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in General Meeting:-

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a General Meeting of Members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

22. Constitution and Membership

- (1) Subject in the case of the first Members of the Committee to Section 21 of the Act, the Committee shall consist of the Principal Members or where a Principal Member does not wish to serve on the Committee, a nominee of that Principal Member appointed in writing by notification to the Secretary, which nominee shall be a Member. Office-bearers not being Principal Members shall also serve on the Committee.
- (2) The Principal Members and other office-bearers as at the date of incorporation of this Association shall be the first Members of the Committee.
- (3) The office-bearers of the Association shall be elected annually at the Annual General Meeting from and by the Members and shall be:-
 - (a) the President;
 - (b) the Vice-President;

- (c) the Treasurer;
- (d) the Secretary; and
- (e) other offices, as required.

A member of the Committee may hold two offices except that of both President and Vice-President.

- (4) Each member of the Committee shall, subject to these Rules, hold office until his office becomes vacant pursuant to Rule 26 or where he has been nominated by a Principal Member to serve on the Committee, is replaced by a notice in writing to such effect given to the Secretary by the Principal Member who nominated him, and nominates a replacement.
- (5) In the event of a Principal Member transferring his Membership to another Member in accordance with Rule 10, any Member previously nominated by the Principal Member to serve on the Committee shall be deemed to have resigned as a member of the Committee. The assignee shall have the right to be appointed in his place as a member of the Committee or to nominate another member, being a Family Member, to replace the member who is deemed to have resigned. If no nomination is made within one month, a casual vacancy will be deemed to have occurred in the membership of the Committee.
- (6) In the event of the death of a Principal Member, any Member nominated by that deceased Principal Member to serve on the Committee shall also be deemed to have resigned as a member of the Committee and the legal personal representative of the deceased Principal Member shall have the right to nominate a Family Member to replace the nominee. If no nomination is made within one month, a casual vacancy shall be deemed to have occurred in the membership of the Committee.
- (7) In the event of a casual vacancy occurring pursuant to these clauses in the office of membership of the Committee or in the circumstances outlined in Rule 26, the Committee may appoint a Family Member to fill the vacancy. The Family Member so appointed shall be a member of the family of the Principal Member who is being replaced or whose nominee is being replaced. The Family Member so appointed shall hold office as a member of the Committee until replaced by another nominee of the legal personal representative of the deceased Principal Member or until the next Annual General Meeting.

23. **Election of Office Bearers**

- (1) Nominations of candidates for election as office bearers of the Association:-

- (a) shall be in writing, signed by 2 Principal Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and given to the Secretary or Chairman of the Committee before the Annual General Meeting; or
 - (b) may be given in person at the Annual General Meeting when the Chairman of the Annual General Meeting calls for nominations.
- (2) If insufficient nominations are received to fill all vacancies, the candidates so nominated shall be deemed to be elected and further nominations shall be called for from among the remaining members of the Committee.
- (3) If insufficient further nominations are received, any vacant positions remaining shall remain vacant until the next Annual General Meeting unless a member of the Committee nominates himself for such position.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) A ballot for the election of office-bearers of the Association shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairman of the Annual General Meeting may direct.
- (7) A nomination of a candidate for election to the position of an office bearer under this clause is still valid notwithstanding that the candidate has been elected to another office at the same election.

24. **Secretary**

- (1) The Secretary of the Association shall, as soon as practicable after being appointed as such, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:-
 - (a) all appointments of office-bearers and members of the Committee;
 - (b) the names of members of the Committee present at a Committee meeting or a General Meeting; and
 - (c) all proceedings at Committee meetings and General Meetings.

- (3) Minutes of proceedings at a meeting shall be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.
- (4) The Secretary shall keep and maintain the register of members of the Committee as required by section 21A of the Act.

25. **Treasurer**

- (1) It is the duty of the Treasurer of the Association to ensure that:-
 - (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- (2) The Treasurer shall also be the Public Officer of the Association and shall within 14 days after being appointed as Treasurer give notice to the Commissioner in accordance with section 25 of the Act of any notice of change of address in accordance with the Act. In addition the public officer shall lodge with the Commissioner within one month after the date of each Annual General Meeting the statement and other documents required to be lodged under section 27 of the Act.

26. **Casual Vacancies**

For the purposes of these Rules, a casual vacancy in the office of a membership of the Committee occurs if the member:-

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) becomes an insolvent under administration within the meaning of Corporations Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 27;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or

- (g) is absent without the consent of the other members of the Committee from all meetings of the Committee held during a period of 6 months.

27. **Removal of Committee Members**

- (1) The Committee may by resolution remove any member of the Committee where it has determined, after consideration of evidence provided to it that a member of the Committee has been guilty of:-
 - (a) misappropriation of funds of the Association; or
 - (b) a substantial breach of the Rules of the Association; or
 - (c) gross misbehaviour or gross neglect of duty; or
 - (d) has ceased to be eligible to hold office as such or is disqualified from holding office pursuant to these Rules.
- (2) Where a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Committee, the Secretary or the President may send a copy of the representations to each member of the Committee or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) Following the removal of a member of the Committee pursuant to this Rule, the Principal Member so removed or responsible for nominating the member so removed, may nominate another Member to take his place as a member of the Committee.

28. **Meetings and Quorum**

- (1) The Committee shall meet at least three times in each period of 12 months in addition to the Annual General Meeting at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 7 days (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the

Committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business shall be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week or another meeting is called in accordance with Rule 28(3).
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the Committee:-
 - (a) the President or, in the President's absence, the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.

29. **Delegation by Committee to Sub-Committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Committee as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:-
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

30. **Voting and Decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 29(5), the Committee may act notwithstanding any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

PART IV**GENERAL MEETINGS****31. Annual General Meetings - Holding of**

- (1) With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its Members.
- (2) The Association shall hold its first Annual General Meeting:-
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first financial year of the Association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under Section 26(3) of the Act.

32. Annual General Meeting - Calling of and Business at

- (1) The Annual General Meeting of the Association shall, subject to the Act and to Rule 31, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:-
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Committee a report upon the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and members of the Committee; and
 - (d) to receive and consider the statement which is required to be submitted to Members pursuant to Section 26(6) of the Act.
- (3) An Annual General Meeting shall be specified as such in the notice convening it.

33. **Special General Meetings - Calling of**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than 75 per cent of the total number of Members, convene a Special General Meeting of the Association.
- (3) A requisition of Members for a Special General Meeting:-
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Members making the requisitions;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (5) A Special General Meeting convened by Members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

34. **Notice**

- (1) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary

shall, at least 28 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 34.
- (4) Any Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

35. **Procedure**

- (1) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (2) Five (5) Principal Members present in person (being Principal Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to the Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Principal Members present shall constitute a quorum.

36. **Presiding Member**

- (1) The President or, in the President's absence, the Vice-President, shall preside as Chairman at each General Meeting of the Association.
- (2) If the President and the Vice-President are absent from a General Meeting or unwilling to act, the Members present shall elect one of their number to preside as Chairman at the meeting.

37. **Adjournment**

- (1) The Chairman of a General Meeting at which a quorum is present may, with the consent of the majority of Principal Members who are present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a General Meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

38. **Making of Decisions**

- (1) A question arising at a General Meeting of the Association shall be determined on a show of hands and unless on the declaration of the show of hands the Chairman declares that a resolution has, on a show of hands, been carried unanimously or by a particular majority or lost, a poll shall be held. An entry in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a General Meeting of the Association, a poll may be demanded by the Chairman or by not less than 3 Principal Members present in person or by proxy at the meeting.
- (3) Where a poll is demanded at a General Meeting, the poll shall be taken:-
 - (a) immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such matter and at such time before the close of the meeting as the Chairman directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

39. **Special Resolution**

A resolution of the Association is a special resolution if:-

- (a) it is passed by a majority of votes comprised of not less than three-quarters of the votes cast by Members entitled under these Rules to vote in person or by proxy at a General Meeting of which not less than 28 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- (b) where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commissioner.

40. **Voting**

- (1) Upon any question arising at a General Meeting of the Association a Member has one vote only on a show of hands.
- (2) Upon any question arising at any General Meeting of the Association a Principal Member shall have four votes, a Family Member two votes and an Ordinary Member one vote on a poll.
- (3) All votes shall be given personally or by proxy but no Member may hold more than 5 proxies.
- (4) In the case of an equality of votes on a question at a General Meeting, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (5) A Member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Member to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

41. **Appointment of Proxies**

- (1) Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

PART V**MISCELLANEOUS****42. Insurance**

- (1) The Association shall effect and maintain insurance pursuant to Section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the Association may effect and maintain other insurance.

43. Funds - Source

- (1) The funds of the Association shall be derived from Membership fees and annual subscriptions of Members, donations, lodge hiring and equipment rental and, subject to any resolution passed by the Committee, such other sources as the Committee determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

44. Funds - Management

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 Members of the Committee or employees of the Association, being Members or employees authorised to do so by the Committee.
- (3) No portion of the income and property of the Association shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members of the Association.

45. Alteration of Objects and Rules

The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

46. **Common Seal**

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 Members of the Committee or of 1 Member of the Committee and of the public officer or Secretary.

47. **Custody of Books, etc.**

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

48. **Inspection of Books, etc.**

The records, books and other documents of the Association shall be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

49. **Service of Notices**

- (1) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the Register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

50. **Dissolution**

- (a) The Association shall be dissolved upon the vote of a Special Resolution passed by Members present at a Special General Meeting convened to consider such question.
- (b) Upon a Special Resolution being passed in accordance with clause (a) of this Rule, the net assets and property available after satisfying all debts and liabilities of the Association, shall be handed over to another charitable organisation which has the same or similar objects and the same restrictions in its Constitution as are set out in Rules 44, 51 and 52 of this Constitution.

PART VI

ADDITIONAL RULES

51. Surplus Property

- (1) At a General Meeting of the Association, the Association shall pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to Section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in Section 53(2A) (a)-(c) of the Act.
- (3) In the event that no incorporated Association is nominated by special resolution, the surplus property of the Association shall vest in the National Parks & Wildlife Service..
- (4) No Member shall be entitled to the surplus property of the Association in whole or in part.

52. Payment, etc. of Office Bearers and Members

A Member of the Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any Member or the Committee except:-

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association;
- (c) reasonable and proper rent for premises let to the Association; and
- (d) reasonable and proper remuneration for services rendered to the Association at its request.

53. Vacation of Office

Without limiting the operation of Rule 26, the office of a Member of the Committee shall become vacant if:-

- (a) the Member holds an office of profit in the Association;
- (b) the Member is directly or indirectly interested in any contract or proposed contract with the Association.

APPENDIX 1

(Rule 3(1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Telemark Ski Club Incorporated
(incorporated under the Associations Incorporation Act, 1984)

I, _____ of _____ hereby apply to become
a Member of the above named incorporated Association. In the event of my admission
as a Member, I agree to be bound by the Rules of the Association for the time being in
force.

.....
Signature of applicant

.....
Date

I, _____ a Member of the Association, nominate the applicant, who is
personally known to me, for Membership of the Association.

.....
Signature of proposer

.....
Date

I, _____ a Member of the Association, second the nomination of the
applicant, who is personally known to me, for Membership of the Association.

.....
Signature of seconder

.....
Date

APPENDIX 2

(Rule 32(2))

FORM OF APPOINTMENT OF PROXY

I, _____ of _____ being a Member of Telemark
Ski Club Incorporated hereby appoint _____ of
being a Member of that incorporated Association, as my proxy to vote for me on my
behalf at the general meeting of the Association (annual general meeting or special
general meeting, as the case may be) to be held on the _____ day of _____ 20____, _____
and at any adjournment of that meeting.

***My proxy is authorised to vote in favour of/against (delete as appropriate) the
resolution (insert details).**

***To be inserted if desired.**

.....
**Signature of Member appointing
proxy**

.....
Date

**NOTE: A proxy vote may not be given to a person who is not a Member of the
Association.**