

## **RULES OF AUSTRALIAN ALPINE CLUB NISEKO**

### **Name**

1. The incorporated association is Australian Alpine Club Niseko (in these Rules called "the Association").

### **Definitions**

2. (1) In these Rules, unless the contrary intention appears -
  - "Act" means the Associations Incorporation Act 1981;
  - "affiliated project" means an "affiliated project of the Australian Alpine Club";
  - "Australian Alpine Club" means the incorporated association constituted under that name;
  - "committee" means the committee of management of the Association;
  - "financial year" means the year ending on 30 June;
  - "financial member" means a member who has paid the annual subscription for the current year and is not under suspension or in default of any other obligation to the Association;
  - "founding member" those persons set out in the schedule annexed hereto;
  - "general meeting" means a general meeting of members convened in accordance with rule 20;
  - "member" means a member of the Association;
  - "month" means calendar month;
  - "ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 29;
  - "prescribed relation" means a spouse, bona fide de facto partner, grandparent, parent, brother, sister, child or grandchild (including stepchildren and adopted children);
  - "regulations" means regulations under the Act;
  - "relevant documents" has the same meaning as in the Act.
  - "revision date" means the date that these rules, as amended, take effect;
  - "Rules" means these Rules as altered or added to from time to time;

“special business” to be approved requires a resolution of the Association passed by a special majority.

“special majority” means a majority of at least 75% of the votes cast in person or by proxy”.

- (2) In these Rules, a reference to the Secretary or to the Secretary of the Association is a reference - if a person holds office under these Rules as Secretary of the Association - to that person; and in any other case, to the public officer of the Association

### **Alteration of the Rules**

3. These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act.

### **Membership, entry fees and subscriptions**

4. (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the, debenture, annual subscription and such other fees payable under these Rules or as may be determined by the committee from time to time.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
- (a) he or she applies for membership in accordance with sub-rule(3); and
- (b) the admission as a member is approved by the committee.
- (3) An application of a person for membership of the Association must -
- (a) be made in writing in the form set out in Appendix 1;
- (b) be lodged with the Secretary of the Association; and
- (c) be nominated in writing by two financial members of the Association
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable -
- (a) notify the applicant in writing of the approval for membership;

- (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the joining fee and the first year's annual subscription or such other amount as the committee may determine; and
  - (c) upon payment of the joining fee and the first year's annual subscription or such other amount as the committee may determine issue a debenture or approve an assignment of a debenture in favour of the applicant.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
  - (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
  - (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
  - (10) A right, privilege, or obligation of a person by reason of membership of the Association -
    - (a) is not capable of being transferred or transmitted to another person; and
    - (b) terminates upon the cessation of membership whether by death, resignation, forfeiture or otherwise.

### **Debentures**

- 5. Subject to the Act and these Rules the committee shall issue debentures to every member upon such terms and conditions which they may determine except that they shall not be redeemable and shall not bear interest.
- 6.
  - (1) A member shall not assign his debenture to any person unless he does so in accordance with these Rules.
  - (2) A member who wishes to assign his debenture to any person shall notify the committee forthwith.
  - (3)
    - (a) A member may assign his debenture to a prescribed relation who has been approved for admission as a member in accordance with clause 4;
    - (b) The legal personal representative of a member who has died may assign the deceased members debenture to a prescribed relation of the deceased member or such person who may be approved by the

Committee from time to time who has been approved for admission as a member in accordance with rule 4 if the legal personal representative of the deceased member notifies the committee of his intention to assign the said debenture to the prescribed relation within 12 months of the death of the deceased member.

- (4) If a person to whom the member wishes to assign his debenture accordance with sub-rule 2 is not a prescribed relation of that member then the committee may within two months after a member has notified it as aforesaid approve a person selected by the committee who has:

- (i) applied for admission as a member;
- (ii) been nominated in accordance with rule 4, and
- (iii) paid the joining fee (if required by these Rules) and the value of the debenture (but not exceeding the purchase price)

as an assignee of that member's debenture upon such terms and conditions which the committee may determine.

- (5) If the committee has not approved an assignee of a member's debenture in accordance with the above Rule then the member shall be entitled to assign his debenture to any person who has:

- (i) applied for admission as a member;
- (ii) been nominated in accordance with Rule 4; and
- (iii) paid the joining fee (if required by these Rules) and the value of the debenture (but not exceeding the purchase price)

and whom the committee may approve and otherwise upon the terms and conditions which the committee may determine.

- (6) The value of each debenture on the date specified in the Certificate of Incorporation of the Association for the purposes of this clause will be deemed to be the sum of five thousand dollars (\$5,000).

- (7) If the committee has cancelled a defaulting members debenture in accordance with sub rule 12 (3) the committee may issue a new debenture in place of the cancelled debenture.

- (8) Any money received by the Association for the issue of the replacement debenture shall be applied first to any money owing to the Association by the defaulting member, second to any costs incurred by the Association by reason of the forfeiture of the said membership or by reason of the cancellation of the debenture and issue of the replacement debenture, and any balance thereafter

to be paid to the defaulting member (but not exceeding the debenture purchase price) whose membership has been forfeited.

- (9) If the legal personal representative of a deceased member does not notify the committee of his intention to seek to assign the deceased members debenture in accordance with rule 6 (3) (b) then the deceased member's debenture shall be deemed to have been cancelled.

### **Register of members**

7. (1) The Secretary must keep and maintain a register of members containing -
  - (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

### **Ceasing membership**

8. (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in sub-rule (1) -
  - (a) the member ceases to be a member; and
  - (b) the Secretary must record in the register of members the date on which the member ceased to be a member;
  - (c) the member's debenture shall be deemed to have been cancelled.

### **Annual Subscription**

9. (1) Subject to these Rules every member shall pay a subscription for the accounting period which expires after the end of the financial year in which the amount of the subscription has been determined (herein called "an annual subscription").
- (2) The committee may determine the amount of the annual subscription.
- (3) The annual subscription is required to be paid by 30 June or such other date as may be determined by the committee from time to time.

- (4) If a member has not paid the annual subscription by the due date as above the member will be an unfinancial member until the annual subscription, all arrears due to the Association and any administration fee as determined by the committee are paid.
  - (5) An unfinancial member is not entitled to the rights and privileges of a member.
- 10.
- (1) If a member does not pay the annual subscription for two consecutive years (and any administration fees as determined by the committee) the committee may determine that the member is a defaulting member and class him as such.
  - (2) A defaulting member is not entitled to the rights and privileges of a member.
  - (3) The committee may serve a notice on a defaulting member stating the amount of the outstanding subscriptions and administration fees (as fixed by the committee from time to time) and that in the event of a non payment within 14 days of service of the notice of all outstanding subscriptions and administration fees the defaulting member's membership may be forfeited and his or her debenture cancelled
  - (4) If the defaulting member fails to pay all outstanding subscriptions and administration fees within 14 days of service of the notice, the committee by resolution may forfeit the defaulting members membership and cancel his or her debenture.
  - (5) Any member whose membership has been forfeited shall remain liable to pay to Association all outstanding subscriptions and subscription administration charges.
  - (6) The Association shall have the first and paramount lien upon all debentures issued to each member for the member's debts and liabilities to the Association.
  - (7) The Association may, but shall not be under any obligation to do so, sell any debenture registered in the name of a member whose membership has been forfeited. Upon a sale of the member's debenture the net proceeds shall be applied in or towards satisfaction of the debts and liabilities of the member to the Association and the residue (if any, but not exceeding the purchase price) shall be paid to the member or his legal representative.
- 11.
- (1) If a member is unable to pay the annual subscription due to financial hardship, and makes written application for suspension to the committee within 30 days of receipt of the subscription renewal notice, the committee may suspend the member's membership for one year on the following terms:
    - (a) the member shall pay a reduced fee to cover administration of the request, being not less than 35% of the annual subscription,

- (b) while the membership is suspended the member shall not have any membership rights,
  - (c) such other conditions as the committee deems appropriate.
- (2) The application for suspension shall contain all relevant information to assist the committee to make its decision, and the member shall provide additional information as requested by the committee. The committee has an absolute discretion in regard to all applications for suspension and the committee's decision is final.

### **Joining fee**

12. (1) Subject to these Rules every person who has applied for admission as a member and whose application has been approved by the committee shall pay any joining fee determined by the committee for such an amount (if any) as may be determined by the committee in its absolute discretion from time to time..
- (2) A prescribed relation of a financial member who has been approved for membership by the committee shall not be required to pay a joining fee unless the committee otherwise resolves.

### **Discipline, suspension and expulsion of members**

13. (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may be resolution -
- (a) seek to recover any costs incurred by the Association by reason of that members conduct.
  - (b) suspend that member from membership of the Association for a specified period; or
  - (c) expel that member from the Association.
- (2) a member who has been suspended is not entitled to the rights and privileges of a member for the period of suspension.
- (3) A resolution of the committee under sub-rule (1) does not take effect unless -
- (a) at a meeting held in accordance with sub-rule (4), the committee confirms the resolution; and
  - (b) if the member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.

- (4) A member of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (5).
- (5) For the purposes of giving notice in accordance with sub-rule (4), the Secretary must, as soon as practicable, cause to be given to the member a written notice -
  - (a) setting out the resolution of the committee and the grounds on which it is based: and
  - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that he or she may do one or both of the following-
    - (i) attending that meeting;
    - (ii) give to the committee before the date of that meeting a written statement concerning the resolution;
  - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (6) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must -
  - (a) give the member, or his or her representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the member; and
  - (c) determine by resolution whether to confirm or to revoke the resolution.
- (7) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (8) If the Secretary receives a notice under sub-rule (7), he or she must notify the committee and the committee must convene a general meeting of the

Association to be held within 21 days after the date on which the Secretary received the notice.

- (9) At a general meeting of the Association convened under sub-rule (8) -
- (a) no business other than the question of the appeal may be conducted;
  - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the member, or his or her representative, must be given an opportunity to be heard;
  - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

### **Disputes and mediation**

14. (1) The grievance procedure set out in this rule applies to disputes under these Rules between -
- (a) a member and another member;
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be -
- (a) person chosen by agreement between the parties; or
  - (b) in the absence of agreement -
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or

employed by the Dispute Settlement Centre or Victoria (Department of Justice).

- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

### **Annual general meetings**

15. (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect the members of the committee; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **Special general meetings**

16. (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 10 per cent of the total number of financial members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must -
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

### **Special business**

17. All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.

### **Notice of general meetings**

18. (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent -
- (a) by prepaid post to the address appearing in the register of members; or
- (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

### **Quorum at general meetings**

19. (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- (2) Five per centum of the total number of members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present -
- (a) in the case of a meeting convened upon the request of members- the meeting must be dissolved; and
- (b) in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

**Presiding at general meetings**

20. (1) The Chairperson, or in the Chairperson's absence, the Treasurer, shall preside at each general meeting of the Association.
- (2) If the Chairperson and the Treasurer are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside at the meeting.

**Adjournment of meetings**

21. (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 20.
- (4) Except as provided in sub-rule 3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**Voting at general meetings**

22. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- (5) Subject to these Rules, the Act and the regulations any resolution in respect of ordinary business and special business shall be carried if approved by a majority of members present at the meeting (whether general or special), such votes given personally or by proxy.

**Manner of determining whether resolution carried**

23. If a question arising at a general meeting of the Association is determined on a show of hands -
- (a) a declaration by the Chairperson of that meeting that a resolution has been-

- (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority;
  - (iv) carried by a special majority: or
  - (v) lost; and
- (b) an entry to that effect 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.

### **Poll at general meetings**

24. (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson of that meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson of that meeting or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **Proxies**

25. (1) Each member is entitled to appoint another member as a 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 must be -
- (a) for a meeting of the Association convened under rule 15(8), in the form set out in Appendix 2; or
  - (b) in any other case, in the form set out in Appendix 3.

### **Committee of Management**

26. (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee -

- (a) shall control and manage the business and affairs of the Association;  
and
- (b) may, subject to these Rules, the Act and the regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association;  
and
- (c) subject to these Rules, the Act and the regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association including without fettering the power of the committee:
  - i) the capacity to retain professional advisors to advise on the nature and affect of any Australian, Japanese or any other law relevant to the business and affairs of the Association;
  - ii) the fixing of any joining fees in accordance with rule 12 (1);
  - iii) the fixing of any other fees or charges;
  - iv) the fixing of the annual subscription in accordance with rule 9 (2);
  - v) the fixing of accommodation and like tariffs;
  - vi) to make a call on members for any purpose or purposes that the committee deems to be appropriate;
  - vii) to determine categories of membership that are available in the Association and rights and privileges associated with any such categories of membership;
  - viii) employ managers for any ski lodge or any other employees or sub contractors; and
  - ix) to undertake any building, renovation or refurbishment works on any ski lodge.

(3) Subject to section 23 of the Act, the committee shall consist of not less than five members (including officers of the Association)

27. The members of the committee shall be elected by the Association in general meeting upon nomination of a member or a member of the committee.

- (a) If insufficient nominations are received at or prior to the general meeting to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected.

- (b) If the number of nominations received at or prior to the general meeting is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (c) If the number of nominations received at or prior to the general meeting exceeds the number of vacancies to be filled, a ballot must be held.

### **Office Holders**

28. (1) The officers of the Association shall be -
- (a) a Chairperson;
  - (b) a Treasurer; and
  - (c) a Secretary.
- (2) The committee shall elect the officers from the members of the committee at the first meeting after the election of the committee.
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

### **Ordinary members of the committee**

29. (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

### **Vacancies**

30. The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member -
- (a) ceases to be a member of the Association; or
  - (b) is an unfinancial or defaulting member;

- (c) has his or her membership suspended or forfeited;
- (d) resigns from office by notice in writing given to the Secretary;
- (e) is precluded from being an officer of an incorporated association by the operation of law.

### **Meetings of the committee**

31. (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the Chairperson or by any 3 members of the committee.

### **Notice of committee meetings**

32. (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **Quorum for committee meetings**

33. (1) A quorum of the committee for the conduct of the business of a meeting of the committee shall be not less than one half of the committee members.
- (2) If within half an hour of the time appointed for the meeting a quorum is not present -
- (a) in the case of a special meeting- the meeting lapses;
  - (b) in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (3) The committee may act notwithstanding any vacancy on the committee or any lack of quorum so long as there was a quorum present at the commencement of the meeting.

### **Presiding at committee meetings**

34. At meetings of the committee -
- (a) the Chairperson or, in the Chairperson 's absence, the Treasurer presides; or

- (b) if the Chairperson and the Treasurer are absent, or are unable to preside, the members present must choose one of their number to preside.

### **Voting at committee meetings**

35. (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **Removal of committee member**

36. (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing (not exceeding a reasonable length) to the Secretary or Chairperson and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the Chairperson may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

### **Minutes of meetings**

37. The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

### **Disaffiliation with Australian Alpine Club**

38. Any resolution to disaffiliate the Association from the Australian Alpine Club is special business which must be determined at a special general meeting convened in accordance with rule 16 at which special general meeting no other business is to be conducted.

### **Funds**

39. (1) The Treasurer of the Association must -

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from joining fees, annual subscriptions, donations, accommodation fees and such other sources as the committee determines.

### **Seal**

40. (1) The common seal of the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

### **Notice to members**

41. (1) Except for the requirement in rule 20, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-
- (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

**Winding Up**

42. If upon the winding up or dissolution of the Association there remains any assets they shall not be paid to, divided, or distributed amongst the members of the Association but shall be given or transferred to the Australian Alpine Club, if the Association, is then a member of the Australian Alpine Club, or if the Australian Alpine Club does not exist or the Association is not a member of the Australian Alpine Club, then to any other association having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of winding up or dissolution and in default thereof by any judge of the Supreme Court of Victoria or such other judge or court as may have or acquire jurisdiction in this matter and if and so far as effect cannot be given to the provisions, then to some charitable object.

**Custody and inspection of books and records**

43. (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

**Indemnity**

44. (1) The Association shall indemnify any committee member, public officer or other person which the committee or the Association in general meeting has authorised or appointed to do anything on behalf of the committee or the Association against any legal liability incurred by him or her while he or she was acting as aforesaid.
- (2) The indemnity given is in addition to and shall not limit any indemnity which any of those persons may otherwise be entitled to.

**Founding Members**

45. The founding members of the Association are those persons set out in the schedule annexed hereto. The founding members shall not be entitled to the rights and privileges of a member of the Association to use any facility of the Association unless and until such founding member has acquired a debenture and paid any joining fee as the committee has determined in accordance with Rule 12 hereof.