



**CONSTITUTION
OF THE
MOUNT CHEESEMAN SKI CLUB
INCORPORATED**

(Includes Dec. 2001, Dec. 2005 and Dec. 06 amendments)

MOUNT CHEESEMAN SKI CLUB INCORPORATED

1. NAME

The name of the Club shall be Mount Cheeseman Ski Club Incorporated.

2. INTERPRETATION

In this Constitution unless a contrary intention appears:

“Club” means “Mount Cheeseman Ski Club Incorporated”.

“Committee” means the Management Committee for the time being appointed under Clause 12 of this Constitution.

“Council” means the Development Council for the time being appointed under Clause 16 of this Constitution.

“Year” means the financial year of the Club which shall extend from the 1st day of October in any year until the 30th day of September in the succeeding year.

“Resolution” means a resolution passed by the majority of those present and voting at any General or Committee Meeting.

“Special Resolution” means a resolution passed by a two-thirds majority of those present and voting at any General or Committee Meeting.

“Levy” means a charge on members for any project recommended by the Committee and approved at a General Meeting.

Words importing only the masculine or feminine gender include the other gender and words importing singular number shall include the plural and vice versa.

3. REGISTERED OFFICE

The Registered Office of the Club shall be at such place as the Committee shall from time to time determine.

4. OBJECTS

The objects of the Club shall be to:

- (a) Encourage and foster alpine sports and recreation
- (b) Encourage and promote fellowship amongst members and their families
- (c) Encourage and promote participation in alpine activities and appreciation of the alpine environment throughout the greater community
- (d) Take a role in furthering outdoor educational opportunities for the greater community, where it complements the club's activities
- (e) Promote the year round use of the Club's facilities
- (f) Protect the native flora, fauna, natural features and scenic beauty of the areas within which the Club operates
- (g) Encourage the physical well being and fitness of members
- (h) Do all things conducive or incidental to the attainment of the above objects.

5. MEMBERSHIP

- (a) Application for membership shall be in writing and shall be proposed and seconded by two Senior Members to whom the prospective member is known.
- (b) Membership shall commence after acceptance of the application by special Resolution of the Committee and payment of subscriptions, fees and levies due.
- (c) The Committee may reject any application without stating a reason or the necessity of hearing any prospective member.

6. CLASSES OF MEMBERSHIP

Members shall comprise the following classes:

- (a) Senior: Those who are eighteen years and over at the commencement of the Club year and who do not fit within the definition of "Student" contained in sub-clause 6(c) hereof.
- (b) Junior: Those who at the commencement of the Club year have not reached the age of eighteen years. They shall have the right to use the amenities and facilities provided by the Club except as determined by the Committee. The age at which Junior members shall be liable for subscriptions, fees and levies shall be determined by the Committee.

- (c) Student: Those who at the commencement of the Club year have attained the age of eighteen years but who are enrolled in a full time course of secondary or tertiary education, on the production of appropriate proof of their student status.
- (d) Life: Those elected at any General Meeting, following a recommendation of the Committee, in recognition of exceptional services rendered in the furtherance of the objects of the Club.

Life members shall be exempt from the payment of subscriptions, fees and levies.

- (e) Long Service (Paid Up): Those who prior to 1 January 2007 have held Senior membership for 21 (twenty one) years or more, which need not be consecutive, and have had their written application to transfer to Long Service membership approved by the Committee.

For Long Service members who elect not to pay for an annual season pass, the following shall apply:

These Long Service members shall pay a sum equal to 50% of the combined subscription and season pass charge as is set for Junior members except that a Long Service member elected to Fully Paid status prior to 22 November 1981 shall not have to pay any annual subscription and these Long Service members shall receive a 50% discount on an adult ski pass.”

- (f) Non-Active: Those who, wishing to withdraw from Senior membership, have had a written request for transfer approved by the Committee. A Non-active member shall have no rights except to transfer back to active membership on written request to the Committee accompanied by the payment of any subscriptions, fees and levies due, but shall not be liable for a further entrance fee.
- (g) Associate: Those persons who would not otherwise be members. They shall be elected to that status for a term of one year by a Special Resolution of the Committee. They shall not be liable for the payment of subscriptions, fees or levies.

7. DUTIES OF MEMBERS

Members shall:

- (a) Pay subscriptions, fees or levies by the due date.
- (b) Have respect for the institution of the club and show respect and goodwill to other members.

- (c) Respect and preserve the flora, fauna, tracks, roads and generally all features and property both real and personal in alpine regions or wherever the Club operates.
- (d) Notify any change of address
- (e) Be held to consent to and be bound by this Constitution.

8. NOTICE TO MEMBERS

Every notice required to be given by this Constitution shall be deemed to have been given if sent to the last address notified to the Club.

9. TERMINATION OF MEMBERSHIP

- (a) Any member may resign from membership by giving notice in writing to that effect before the Annual General Meeting and such notice shall take effect at the commencement of the Annual General Meeting.
- (b) A reminder shall be sent to those members who have not paid their subscriptions, fees or levies on or before the due date. If payment is not received within one month of the reminder, then the Committee may at its discretion, by Special Resolution, remove the defaulters from membership.
- (c) The Committee may suspend the membership or expel from membership any member who commits a breach of these Rules or is guilty of conduct which the Committee in its absolute discretion considers not to have been in the interests of the Club, provided that before suspending or expelling any member the Committee shall call upon the member for an explanation of the alleged conduct and shall hear such explanation.
- (d) A member shall cease to be a member of the Club on death.
- (e) Ceasing to be a member for any reason shall not of itself excuse liability for any subscriptions, fees or levies due, including the subscription for the current year or any other outstanding debt.

10. MEETINGS OF MEMBERS

- (a) The Annual General Meeting of the Club shall be held not later than 12 December in each year, the actual day to be determined by the Committee. Notice calling for nominations and any Notice of Motion shall be given at least 28 (twenty eight) clear days prior to the date of the meeting. The annual report and audited financial statements shall be submitted to the Meeting, which shall also elect the Patron, members of the Committee and Development Council and an Auditor. The meeting may consider any other general business of the Club.

- (b) Notice of the business to be transacted at Annual and Special General Meetings of the Club shall be given to each member by circular or by advertisement in the public notices columns of a local daily newspaper at least 7 (seven) clear days before the date of the meeting and shall state clearly the nature of the business.
- (c) Notices of Motion to be submitted to a General Meeting, other than a Special General Meeting convened under Clause 10(d) must be given in writing and be signed by both the mover and seconder of the motion. Such notice must be delivered to the Registered Office of the Club by noon at least 21 (twenty one) clear days before the date on which the meeting is to be held.
- (d) A Special General Meeting of the Club shall be called by the Committee on its own initiative or at the written requisition of 21 (twenty one) members delivered to the Registered Office of the Club. Any such requisition shall set out the business proposed to be transacted in the form of resolutions. Should the Committee not give notice of a Special General Meeting to be held within 28 (twenty eight) days of the receipt of the requisition then the members making the requisition may themselves call the meeting.
- (e) A quorum for a General Meeting shall be 25 (twenty five) members eligible to vote.
- (f) At any General Meeting all Life, Long Service, Senior and Student members who are present shall have one vote each.
- (g) At any Meeting the Chairman shall have a casting vote in addition to a deliberative vote.

11. PATRON

The Patron shall be elected at each Annual General Meeting on the nomination of the Committee. The Patron shall not have any duties.

12. THE MANAGEMENT COMMITTEE

- (a) The responsibility for the management of the activities of the Club and its property shall be vested in the Management Committee which shall consist of the President, Immediate Past President, the 2 (two) Vice Presidents, Treasurer, Club Captain and 5 (five) other elected members and up to 2 (two) members co-opted in terms of Clause 12(c).
- (b) With the exception of the Immediate Past President and subject to Clause 19 the members of the Committee shall be elected for a term of one year at the Annual General Meeting.

- (c) The Committee shall have the power to co-opt by Special Resolution, up to 2 (two) members to the Committee in addition to the number elected at the Annual Meeting.
- (d) Members nominated for election shall come from among those entitled to vote in terms of Clause 10(f) at any General Meeting of the Club.
Nominations for election to the Committee shall be in writing and be signed by the proposed, seconder and the nominee, and shall be delivered to the Registered Office of the Club by noon at least 21 (twenty one) clear days before the Annual General Meeting.
- (e) No employee, while so employed, shall hold any elective office in the Club.

13. DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE

The Committee shall have the responsibility and the authority to do all things (subject to such limitations and restrictions as may be prescribed by this Constitution) as are necessary to carry out the objects of the Club, and in particular to:

- (a) Manage and control the affairs and property of the Club
- (b) Raise finance and invest funds
- (c) Set subscriptions and fees and the due date for payment thereof
- (d) Set charges for the use of Club facilities
- (e) Determine policies for safety wherever the Club operates.

14. MANAGEMENT COMMITTEE PROCEEDINGS

- (a) The Committee shall meet together and despatch its business at such time and in such manner as it shall think fit. At any meeting 6 (six) members shall form a quorum.
- (b) Each Committee member shall be given at least 7 (seven) days' written notice of Committee meetings.
- (c) A meeting of the Committee may be called by the President or by the Secretary on receipt of a written requisition from at least 2 (two) other members of the Committee.
- (d) Each member of the Committee present shall have one vote and the Chairman may have a casting vote in addition to a deliberative vote.

15. SUB COMMITTEES

The Committee may from time to time appoint Sub-committees with such duties and powers as it may deem expedient for the purpose of carrying out the object of the Club, provided that the convenor of any such Sub-committee shall be a member of the Committee.

16 . DEVELOPMENT COUNCIL

- (a) A Development Council, appointed for the purpose, shall develop and maintain a plan for the future direction of the club, and shall advise the Management Committee on strategies and cost analyses of possible developments.
- (b) The Development Council shall be consulted by the Committee on all matters involving major expenditure of Club funds on construction, alteration or demolition of tows, buildings or roads, or the raising of finance. The Council may initiate proposals.
- (c) The council shall comprise: the President, 1 (one) Vice President, Immediate Past President, Treasurer, and 5 (five) members elected from Senior, Long Service (Paid up), Life or Student members (not being members of the Management Committee during their term of office) elected by the Club at its Annual General Meeting.
- (d) Nomination for vacancies on the Council shall be in writing and delivered to the Registered Office of the Club by noon at least 21 (twenty one) clear days before the Annual General Meeting and signed by the proposer, seconder and nominee. Each member other than the President, Vice Presidents and Immediate Past President shall be elected for a term of 4 (four) consecutive years and shall be eligible for re-election.
- (e) The Council shall meet at least twice a year and may regulate its own procedures. A quorum for the Council shall be 5 (five) persons.

17. AUDITOR

- (a) The Club shall at its Annual General Meeting elect an Auditor who shall be a Chartered Accountant but need not necessarily be a member.
- (b) The Auditor shall report to members at the Annual General Meeting and express an opinion as to whether or not:
 - (i) All the information and explanations required have been obtained
 - (ii) Proper accounting records and systems have been kept

- (iii) The financial statements present a true and fair view
- (c) The Auditor shall have right of access to the accounting records of the Club and also have access to Committee members at reasonable times.
- (d) The Committee may approve an honorarium.

18. DUTIES OF COMMITTEE MEMBERS

- (a) The President shall be responsible for planning for the achievement of the objects of the Club and shall, at the first meeting of the Management Committee after the Annual General Meeting, assign particular duties and areas of responsibility to Committee members in consultation and with the approval of the Committee. The President shall be entitled to be Chairman at all Committee meetings of the Club, but if absent or unwilling to act as Chairman, the meeting shall elect its own Chairman.
- (b) The Treasurer shall administer the financial resources of the Club as directed by the Committee, and shall ensure that proper accounting systems are maintained. The Treasurer shall provide reports on the financial position of the Club as may be required by the Committee, and shall furnish audited financial statements at each Annual General Meeting.
- (c) The Club Captain shall be responsible for organising and conducting skiing and other Club competitions as are approved by the Committee. The Club Captain shall convene meetings of a racing sub-committee and shall be responsible for the organisation and supervision of a ski patrol.

19. VACANCIES

- (a) The holder of any elective office may be removed from office by a Special Resolution at a General Meeting called wholly or partly for the purpose.
- (b) Any member of the Committee or Council who shall be absent from 3 (three) consecutive meetings of the Committee or Council, without leave of absence, may, by Special Resolution of the Committee, be relieved of office.
- (c) Any office, including that of Auditor, becoming vacant for any reason, may be filled by the Committee appointing an eligible person to hold the office for the balance of the term.

20. SECRETARY AND RESPONSIBILITIES

- (a) The Secretary shall be appointed by the Committee. The

candidate need not necessarily be a member of the Club.

- (b) The Secretary may be a paid employee or not, at the discretion of the Committee.
- (c) The Secretary shall be responsible for:
 - (i) Recording in the minute books all business transacted at all General Committee and Development Council meetings
 - (ii) The maintenance of a register of members, their addresses and a record of membership and Club service
 - (iii) Custody of the minute books, Common Seal and register of members at the Registered Office of the Club
 - (iv) Keeping copies of all correspondence and documents
 - (v) Carrying out such additional duties and responsibilities as shall be determined by the Committee.

21. FINANCES

- (a) Funds of the Club shall be held in a Club bank account or accounts at such bank or Banks as the Committee may from time to time determine, such accounts to be operated on by any 2 (two) of the following: President, Secretary, Treasurer and any 1 (one) Committee member. Any part of these funds may, if the Committee so determines, be invested elsewhere in a manner provided by “The Trustee Act 1956” or any Act amending or replacing the same or in any other investment authorised by a resolution of the Committee.
- (b) The Committee shall have full power to raise and borrow money for any purpose of the Club either by overdraft or loan from any bank or other financial institution or by issuing debentures unsecured or secured by charge on all or any part of the property for the time being of the Club or by any mortgage or charge on such property on such terms as the Committee may think advisable and with or without giving security for the payment of same and interest thereon.
- (c) The Club shall be authorised to receive monies properties and securities, and to receive bequests.
- (d) The Committee on behalf of the Club may indemnify any person who has entered into or accepted liability on behalf of the Club at the request of the Committee.

22. COMMON SEAL

The Common Seal of the Club shall not be affixed to any document, instrument, or deed, except in pursuance of a Resolution of the Committee of the Club, and in the presence of 2 (two) Committee members.

23. ALTERATIONS TO THE CONSTITUTION

- (a) All or any of the parts of this Constitution may be changed by a Special Resolution at a General Meeting.

- (b) Proposals to change this Constitution must comply with Clause 10.

24. INTERPRETATION OF THE RULES

The decision of the Committee on the interpretation of this Constitution or any matter not contained in this Constitution and which pertains to the Club, its property or interests shall be conclusive and binding on all members of the Club.

25. INDEMNITIES

All office bearers of the Club shall be indemnified by the Club from losses or expenses incurred by them in the proper and authorised discharge of their duties and shall not be liable for the unauthorised acts of other office bearers or for any loss or expense to the Club occurring otherwise than through an unauthorised act or default of his or to which he was a party.

26. WINDING UP

- (a) A majority of members present at a meeting convened for the purpose may (provided that all the liabilities of the Club have been duly discharged) resolve that the Club shall be dissolved as from a date to be named in such resolution.

- (b) The resolution shall specify the method of disposition of the funds after dissolution provided that the method of dissolution shall be limited to the transfer of such funds and property to any Charity or to any other Organisation or Association established for the purpose of promoting any sport the same as or analogous to that of the Club and having as one of its objects that no part of the income or other funds of that Organisation or Association shall be used for use for the private pecuniary profit of any member.

- (c) Notice of such resolution shall be forwarded to the Registrar of Incorporated Societies.

MT CHEESEMAN SKI CLUB INC

Minutes of the 72nd Annual General Meeting Held on Monday 10 December 2001.....

"That the Constitution of the Mount Cheeseman Ski Club Incorporated be amended as follows:

- i) That clause 6(a) of the Constitution be deleted and the following be inserted"
'6(a) Senior: Those who are eighteen years and over at the commencement of the Club year and who do not fit within the definition of "Student" contained in sub-clause 6(c) hereof.'
- ii) That the following sub-clause be added to Clause 6 of the Constitution:
' c) Student: Those who at the commencement of the Club year have attained the age of eighteen years but who are enrolled in a full time course of secondary or tertiary education, on the production of appropriate proof of their student status.'
- iii) That the sub-clauses of clause 6 of the Constitution presently identified as 'c' to 'f' respectively now be identified as 'd' to 'g' respectively.
- iv) That sub-clause 10(f) of the Constitution be deleted and the following be substituted:
'10(f) At any General Meeting all Life, Long Service, Senior and Student members who are present shall have one vote **each**'.
- v) That sub-clause 16(b) of the Constitution be deleted and the following added:
'(b) The council shall comprise the President, the Vice-Presidents, Immediate Past President and 5 (five) members elected from Senior, Long Service (Paid Up), Life or Student members (not being members of the Management Committee during their term of office), elected by the Club at its Annual General Meeting.'

D Manks/R Johnston

During discussion an amendment was *Moved: "That the word "each" be added to the end of the proposed new sub Clause 10(f) (shown above in bold) G Matheson/R Gibson Carried.*

The amended Motion was put to the meeting and was Carried.

**MINUTES OF THE 76th ANNUAL GENERAL MEETING OF THE MT CHEESEMAN
SKI CLUB INC, HELD ON MONDAY 5TH DECEMBER 2005.....**

10. **GENERAL BUSINESS:**

Changes to Constitution.

The Development Council had proposed a number of minor rule changes and Mike Jones, Chairman of the Development Council, spoke to the proposals.

After some discussions about the new (a) for Section 16, outlining the purpose of the Development Council, it was

Moved: "That the following changes shall be made to the Constitution of the Club"

*Rogers/Shand **Carried.***

Section 4 – OBJECTS: Add new (c) and (d) as follows and amend existing (c)-(d) to read (e) – (h)

(c) encourage and promote participation in alpine activities and appreciation of the alpine environment throughout the greater community.

(d) take a role in furthering outdoor educational opportunities for the greater community, where it complements the Club's activities.

Section 7 – DUTIES OF MEMBERS: Add new (b) as follows and amend existing (b)-(d) to read (c) – (e).

(b) Have respect for the institution of the Club and show respect and goodwill to other members.

Section 16 DEVELOPMENT COUNCIL: Add new (a) as follows and amend (b)-(d) to read (c)-(e), with further amendments as shown in bold below:

(a) A development Council, appointed for the purpose, shall develop and maintain a plan for the future direction of the club, and shall advise the Management Committee on strategies and cost analyses of possible developments.

(b) The Development Council shall be consulted by the Committee...

(c) The council shall comprise: the President **One Vice President, Immediate Past President, **Treasurer**, and 5 (five) members.**

(d) Nomination for vacancies...(etc)...shall be elected for a term of 4 (four) consecutive years and **shall be eligible for re-election.**

(e) The Council shall meet at least(etc)...A quorum for the Council **shall be 5 (five) persons.**

Section 19 VACANCIES:

(b) Any member of Committee **or Council, who shall be absent from 3 (three) consecutive meetings of the Committee or Council... (etc)...resolution of the Committee ...etc.**

**CHANGE TO CONSTITUTION OF THE MT CHEESEMAN SKI CLUB
INCORPORATED.**

The following change was adopted at the 77th Annual General Meeting, held on 4 December 2006. This was slightly amended from the version pre-circulated as a notice of motion for the AGM pursuant to Sections 10 and 23 of the Constitution.

“Section 6 - CLASSES OF MEMBERSHIP

Amend 6 (e) to read:

“(e) Long Service (Paid Up): Those who prior to 1 January 2007 have held Senior membership for 21 (twenty one) years or more, which need not be consecutive, and have had their written application to transfer to Long Service membership approved by the Committee.

For Long Service members who elect not to pay for an annual season pass, the following shall apply:

These Long Service members shall pay a sum equal to 50% of the combined subscription and season pass charge as is set for Junior members except that a Long Service member elected to Fully Paid status prior to 22 November 1981 shall not have to pay any annual subscription and these Long Service members shall receive a 50% discount on an adult ski pass.”