

CONSTITUTION

1. NAME

The name of the club shall be the B'RUSH SKI CLUB and is hereafter referred to as 'the club'.

2. OBJECTS

The objects of the club are:

- a) To promote the sport of skiing amongst members, and to encourage the participation in snow sporting activities in the State of Victoria.
- b) To build and maintain a ski lodge on land leased at Mt Hotham.
- c) To use the club premises and facilities for the benefit of the members.
- d) To ensure that all members contribute equally to the cost of maintaining the club.
- e) At members' financial responsibility, provide accommodation and entertainment for members and their guests.
- f) To do any act, or enter into any agreement, to further the interests of the club.

3. POWERS

The club shall have the following powers:

- a) To engage for employment and to remunerate any person so employed with such emoluments as the office bearers in their discretion think fit.
- b) To borrow or raise or secure the payment of money in such manner as the club shall think fit.

4. MEMBERSHIP

- (I) The membership of the club shall be maintained at not less than 25 members over the age of 18 years.
- (II) The Secretary shall keep a true record listing the names, addresses and occupation of each member and shall comply with the requirements of any statutory or government authority with respect to such a register.
- (III) Membership of the club may take the form of:
 - a) Full Membership
 - b) Associate Membership
 - c) Probationary Membership

Each category of membership has certain voting rights, benefits and conditions of entry attached to it as set out in the rules and regulations of the club and are liable to such charges fees and levies as may be fixed from time to time by the club.

- (IV) Membership of the club shall not be offered to any person without prior approval of the club at a general meeting.
- (V) An offer of membership in the club is to be made in writing setting out the costs involved and such other conditions which are deemed necessary. A written acceptance is required to be lodged with the club by the prospective member as evidence of their confirmation of the conditions applied.
- (VI) A member may dispose of their membership as follows:

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- a) by sale to the club at a cost equivalent to an amount calculated by the club treasurer, and agreed to by the club in general meeting as being the 'joining fee' then applicable.
 - b) by transfer to their nominee providing the nominee is acceptable to the club under the terms of paragraph 4 (IV) above.
- (VII) A member shall be liable for their share of unpaid fees, charges or levies as may be assigned to them. Any voluntary work performed by any member of the club shall not attract any remuneration provided that the value of such work shall be credited to the member as a donation by them to the club and provided further that the member shall be reimbursed for any expenses authorized by the office bearers in writing and necessarily incurred on behalf of the club.
- (VIII) A member may be expelled from the club by special resolution to the effect:
- a) that they failed to discharge their obligation to the club prescribed under the club constitution, rules instructions etc. or
 - b) that a charge of conduct detrimental to the club has been proved against them. Providing that in either case written notice of the proposed resolution shall be forwarded to the member not less than 14 days prior to the meeting and they shall have an opportunity of being heard at the meeting. A member's expulsion requires a majority of 75% of the membership votes.
- (IX) If a member is expelled from the club all moneys owed by that member to the club shall henceforth become payable in full.
- (X) In the event of a member being expelled from the club, the club in general meeting, and by special resolution shall decide what moneys shall be paid to the said member as compensation for forfeiture of their interest in the club.
- (XI) On the death of a member the club shall transfer the membership to one of the following persons (provided that person is acceptable to the members of the club and that such a transfer would not increase a persons holding in the club beyond any proportion or value provided in this constitution or rules of the club):
- a) to such person as the deceased member specifies in an application to the club prior to their death and lodged with the Secretary for the purpose.
 - b) if no such person is specified then to such person (if any) as the club sees fit: ie. the Executor or Administrator of the deceased member or persons appearing to the club to be entitled thereto according to law as on the inherency of the deceased person.
- (XII) Members of this club are bound by this constitution and rules made by the club as are all persons claiming through them respectively to the same extent as if each member had subscribed their name and affixed their seal thereto and there were contained in the constitution or rules a covenant on the part of each member and their legal representative to observe all provisions of this constitution and rules made thereunder.

5. OFFICE BEARERS

The club shall elect at each annual general meeting members to the positions of the undermentioned office bearers:

- a) President
- b) Vice-president
- c) Secretary
- d) Treasurer

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- e) Maintenance Officer
- f) Executive Officer
- g) Executive Officer
- h) Executive Officer

who shall be trustees of all club property.

6. MANAGEMENT

- (I) The management of the club its assets and facilities shall be the responsibility of the office bearers.
- (II) The office bearers of the club shall perform the following duties.

It shall arrange:

- a) for accounts to be kept at a bank or banks as nominated by it
 - b) for the authorisation of expenses to be incurred in connection with the general business of the club and authorised payments of such expenses in due course.
 - c) for the engagement and dismissal of any employees and generally setting down the terms and conditions of such employment.
 - d) the calling of the annual general meeting and/or any general meeting of members of the club and submission to such general meetings of any business required to be considered by members in general meeting.
 - e) a written or verbal report of its activities during the previous year to be submitted at the annual general meeting.
- (III) The office bearers shall hold office until the next succeeding annual general meeting. All office bearers shall retire from office at each annual general meeting, but if eligible, may be re-elected as office bearers.
 - (IV) Each office bearer shall have one vote. The President of the club or their proxy shall chair the meetings of the office bearers and the chairman shall not have a vote. A question is to be decided by simple majority or in the event of a deadlock referred to a general meeting of the club.

7. MEETINGS

- (I) An annual general meeting of all members of the club shall be held once in every year and no more than fourteen months shall elapse between two consecutive annual general meetings.
- (II) The date of the following general meeting shall be tentatively set at the current general meeting.
- (III) The President or two office bearers or five full members or ten other members of the club may request the Secretary to call a general meeting of members which shall be designated an extraordinary general meeting.
- (IV) All members of the club shall be notified by the Secretary at least fourteen days prior to the calling of a general meeting or extraordinary general meeting and shall at the same time advise members of the business to be transacted at the meeting.
- (V) Any meeting of the club shall be a forum for all members to voice their views and opinions on any matters relating to the club but voting on any motion or issue shall be subject to the rules and regulations of the club.

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- (VI) Voting on resolutions requiring the approval of members at a General Meeting may also be received by post, electronic mail or any other relevant social media as defined in the rules and regulations of the club.

8. QUORUMS

For the decisions at the various meetings of the club or its office bearers to be valid the following quorums are to apply:

- a) For the annual general meeting - 50% of the membership
- b) For a general meeting - 33 1/3% of the membership
- c) For an office bearers meeting - 3 office bearers

9. MINUTES

- (I) The club Secretary is responsible for minutes of meetings to be duly entered in books kept for the purpose which shall include:
- a) The election of office bearers
 - b) The names of members present at meetings
 - c) Details of resolutions passed, proceedings and correspondence sent on behalf of the club or received by the club, at each meeting.
- (II) Any such minutes signed by the chairman of the meeting or the chairman of the next succeeding meeting, shall be conclusive evidence of the matters stated in the minutes and shall be binding on all members whether present or not. The chairman may only sign the minute records when a motion to the effect that the minutes are a true and complete record of the meeting has been passed by the members present.

10. VOTES

Full membership in the club entitles the member or their spouse to one vote. A member may not abstain from voting if they are present at a meeting and are entitled to vote.

11. MAJORITY

A simple majority of members at a meeting shall decide a question in the affirmative with the exception of:

- a) a question of resolution to decide on the expulsion of a member which shall require a vote of not less than 75% of the members of the club to decide in the affirmative.
- b) Constitutional amendments which require a majority of two thirds of the members votes.

12. PROXIES

- (I) A member may assign to any other full member their proxy vote.
- (II) For the proxy to be valid and recognised by the rest of the meeting and its chairman written notice of the proxy signed by the member not attending must be tendered to the meeting by the member holding the proxy or by the Secretary, or by communication to an office bearer of the club stating the period for which it is valid.

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13. AUDITOR

An auditor shall be appointed to investigate the books of account of the club and to check the correctness of the club's Balance Sheet and Income-Expenditure Account.

14. RULES

- (I) The club in general meeting may from time to time make rules for the management and control of the club, its premises and other property.
- (II) All persons staying at or using the club premises or other property whether members or their invited guests shall be bound by such by-laws or rules.

15. FUNDS

- (I) The funds of the club shall be raised and used for the objects of the club.
- (II) The development of the club premises shall be financed by
 - a) moneys received by way of joining fee, charges levy or call paid by members
 - b) moneys received by the club from any bank, society, co-operative or other similar body by way of loan to the club.

16. DIVIDENDS

No payment of any dividends or distribution of any profits or income shall be made to or amongst the members of the club.

17. LEASE

All members of the club shall comply with the conditions of the lease of the lodge site at Mt Hotham issued by the department of Crown Lands and Survey, in so far as these conditions are applicable to any members individually or collectively and shall also comply with all the Regulations currently in force and applicable to the Mt Hotham Alpine Resort Act 1972 and with any subsequent regulations validly promulgated under the Mt Hotham Alpine Resort Act 1972 and with any subsequent regulations validly promulgated under the Mt Hotham Alpine Resort Act 1972.

18. WINDUP OF THE CLUB

- (I) Upon the unanimous resolution of the club membership in writing or at a general meeting to dissolve the club, the committee shall realise the club assets as it considers most expedient.
- (II) The proceeds of realisation shall be distributed in the following manner:
 - a) All outstanding debts and liabilities of the club shall be repaid in full.
 - b) The club membership shall be repaid their total equity contributions to the club out of the balance of the proceeds and if there are insufficient proceeds the proceeds shall be distributed equally amongst the club memberships taking into account any outstanding debts to the club from any membership.
 - c) The balance of the proceeds after repayment of the outstanding debts and liabilities and equity contributions shall be distributed to the Victorian Ski Association or its successor body to be applied for the purpose of furthering the sport of skiing in the State of Victoria. The receipt of any officer of the Victorian Ski Association or successor body shall be deemed to be a valid receipt for moneys distributed to the said Association.

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19. AMENDMENTS TO THE CONSTITUTION

This constitution may be amended or added to if any such variation is

- a) approved at a general meeting by a majority of not less than two thirds of the members of the club.
- b) notified to each member of the club at least 28 days prior to the holding of the meeting and to which notice is attached a copy of the proposed amendment or addition.
- c) submitted to the Mt Hotham Alpine Resort Management Committee for approval and such approval must be obtained before the amendment becomes valid.

20. INTERPRETATION

Words importing the singular include the plural and vice versa. The use of the words "they" and "their" import one person of unspecified gender.

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