

St George Alpine Club Limited
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BY-LAWS

- A. Membership
- B. Applications for Membership
- C. Procedures at Meetings
- D. Management of the Club
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THESE LAWS ARE CURRENT AS AT NOVEMBER 2013 & INCLUDE ALL PAST
UPDATES IN RESPECT TO CHANGES IN THE CONSTITUTION

A. MEMBERSHIP

- A.1 There shall be the following classes of Membership.
- (a) Ordinary Members
 - (b) Lodge members, including Life Members, in three classes:
 - (i) Class A
 - (ii) Class B
 - (iii) Class C
 - (c) Junior Members, in three sub-classes corresponding to those in (b) above,
 - (d) Associate Members
 - (e) Temporary Members
- A.2 Ordinary members shall pay the Ordinary Members Entrance Fee and the annual subscription and will enjoy the social and educational benefits of the club and shall enjoy limited accommodation benefits at the Club Lodges.
- A.3 (a) Lodge Members shall pay the Lodge Members Entrance Fee appropriate to their sub-class and the annual subscription. As well as having social and educational benefits, Lodge Members shall have voting rights at General Meetings, accommodation benefits and other rights and privileges outlined in the Constitution and in these By-Laws.
- (b) A Lodge Member who transfers from either Class A or Class C to Class B Membership shall pay the difference between the current entrance fees of sub-class B and either sub-class A or sub-class C as the case requires.
- A.4 Subject to By-laws B.4 and B10, Junior Members shall pay the relevant Lodge Members Entrance Fee and the annual subscription. Junior Members are entitled to enjoy the social and educational benefits attributed to Lodge Members of the corresponding sub-class on the condition they are accompanied by a responsible adult. Only children under the age of eighteen (18) and who obtain membership under the conditions of By-laws B.3 and B.4 shall qualify for Junior Membership.
- A.5 When a Junior Member in a particular sub-class reaches the age of eighteen (18) years, he shall be deemed to be a Lodge Member of the corresponding sub-class for all purposes and shall be recorded as such.

- A.6 Only individuals may apply for membership. Corporate bodies do not qualify for membership.
- A.7 The maximum number of Ordinary Members is one hundred and seventy five (175).
- A.8 (a) The maximum number of lodge members, including Life Members and Junior Members in sub-classes A and B, taken together, is 90.
- (b) The maximum of Lodge Members, including Life Members and Junior Members in sub-classes B and C, taken together, is 90.
- A.9 The Ordinary Member's Entrance Fee, the Lodge Member's Entrance Fee for each sub-class, the Annual Subscription and the Associate Member's Annual Subscription shall be fixed by the Directors and published as required by the Articles.
- A.10 Associated members shall pay the Ordinary Member's Fee and the Associated Member's annual subscription and shall have all the rights of Ordinary Members.
- A.11 Life Members shall pay no subscriptions but are a special class of Lodge Member of the corresponding sub-class with all the rights and privileges of such Lodge membership.
- A.12 Any applicant for Ordinary Membership whose application is received after June 30 in any year shall be liable to pay only 50% of the annual subscription for that year.
- A.13 The prescribed proportion referred to in Article 13(g) is eighty five (85) per cent.
- A.14 A director of the club in office at the first of January shall not be required to pay the annual subscription for that year.
- A.15 A financial Class B member who converts the membership into a Class A and a Class C membership shall not be liable for a further annual subscription until the next year.
- A.16 In appropriate circumstances, the directors have the power to exempt a Lodge Member from the requirement to pay the annual subscription for that year. The number of waivers shall be reported to the Members at the next A.G.M.
- A.17 Members must nominate an email address to receive notices from the club, also to receive advice on notices posted on the website. If an electronic address is not lodged they will receive all advice by Australia Post

B APPLICATIONS FOR MEMBERSHIP

- B.1 Persons who wish to apply for Ordinary Membership shall obtain an application form and return it completed with the Ordinary Members Application Fee and Annual Subscription to the Membership Director for consideration by the Directors.
- B.2 Persons who qualify for Lodge or Junior Membership shall be considered on the following priority basis:
- (i) Either the spouse or one of the children of a deceased Lodge or Life Member (in relation to the vacancy caused by that decease);
 - (ii) Either the spouse or one of the children of a Lodge or Life Member who resigns in favour thereof and whose resignation has been accepted (in relation to the vacancy caused by that resignation);
 - (iii) Ordinary and Associate members and Lodge and Junior Members of a lower sub-class than that of the vacancy, with priority determined by the length of continuous financial membership. For this purpose, the highest sub-class is Class B, and the lowest is Class A.
 - (iv) Spouses and children of Lodge Members, who are not themselves members, with priority being determined by the length of continuous financial membership of the spouse or parent of the applicant.
 - (v) Other persons.
- B.3 When a vacancy occurs in Lodge Membership due to the death of a Lodge or Life Member, the secretary shall write to the spouse and children if any survive him, and invite one of them to apply for lodge or Junior Membership. If the spouse and/or children does not make application within thirty (30) days then their priority is lost.
- B.4 A Lodge Member may resign his/her membership at any time in favour of his/her spouse or child, upon which the spouse or child shall assume all the rights and obligations of the former member. This provision also applies to Life Members with the proviso that the new member shall become a Lodge Member.
- B.5 If a vacancy in Lodge Membership is not filled by applicants under By-laws B.3 or B.4 then the Directors shall enter a notice into the website the fact that a vacancy exists.

Persons who wish to apply for Lodge Membership shall inform the Membership Director in writing mentioning: name, address, telephone number, and any special qualifications.

After the publishing the vacant Lodge Membership on the website the Secretary shall invite in writing any prospective applicant(s) to apply for Lodge Membership. If there are no such applicant(s) the vacant Lodge Membership will be put out for a tender process through the Website.

- B.6 If a vacancy for Lodge Membership is not filled under the procedures of B.3, B.4 or B.5 above, then the steps in B.5 shall be repeated, but also notification of the vacancy and tender process is to be published in any publication(s) the directors deem appropriate.
- B.7 Applications for Lodge Membership and Junior Membership are to be made to the Membership Director on the approved application form.
- B.8 Details on the application forms for membership shall be determined by the Directors.
- B.9 Except for applications covered under By-laws B.3 and B.4, the Directors may resolve not to fill vacancies in Lodge Membership for the purpose of reducing Lodge Member numbers.
- B.10 In the case of an applicant under By-law B.3, the entrance fee shall be equal to the amount refunded under Article 13(g)
- B.11 Life Members shall be elected by members at an Annual General Meeting, on the nomination of a majority of Directors. No more than one nomination may be made in any year. Only Lodge Members of at least five (5) standing may be nominated.
- B.12 Only spouses of Lodge Members may apply to be Associate Members. Persons who wish to apply for Associate Membership shall obtain an application form and return it completed, with the Ordinary Member's Application Fee and the Associate Members' Subscription, to the Membership Director for consideration by the Directors.
- B.13 The Directors may, in their absolute discretion, may vary the time limits, if any, specified in By-laws B.3 and B.5 .
- B.14 Applications for membership shall be dealt with by the Directors as defined in the Articles.
- B.15 Any non-member desirous of using the club's facilities may apply for temporary membership for a period not exceeding one month; such applicants to be nominated by a Member other than another Temporary Member. Upon receipt of such application and the appropriate fee, the Accommodation Manager, his/her delegate or any Booking Officer may appoint the applicant as a Temporary Member for the period covered by the application.

B.16 The Temporary Members Entrance Fee shall be the amount fixed by the Directors from time to time. The annual subscription shall not apply to Temporary Members.

C. PROCEDURES AT MEETINGS

C.1 Notice of General meetings shall normally be included in the St George Alpine Club Newsletter, letter, or by electronic notification

C.2 The following shall form the basis of agendas:

Annual General Meetings

Apologies

Minutes of the previous Annual General Meeting and of the previous Extraordinary General Meeting, if any,
Business arising from the minutes,
Report of the Directors,
Financial Report,
Appointment and remuneration of Auditor,
Election of President, Secretary, Treasurer and between two to five other Directors,
Special Business;

Extraordinary General Meetings:

Apologies

Minutes of the previous Directors Meeting
Correspondence and Business arising from the correspondence
Financial Report, if required,
Other Business:

Committee Meetings:

Format to be decided by the Directors.

C.3 If a ballot is necessary for any of the elections of President, Secretary, Treasurer and between two to five other Directors, then the chairman shall appoint two persons to count the votes.

C.4 The names and addresses of the elected Directors shall be published on the Website. Members without a nominated email address will be notified by Australia Post.

C.5 The Companies (NSW) Code and Regulations and the Constitution contain rules of meeting procedures, and reference should be had to the code and Regulations and Constitution themselves in determining the procedure. Some rules are outlined here as a guide:

- (a) Article 23 requires that all special business which is intended to be considered at a general meeting must be included in the notice of the meeting. (Note that virtually all business is “Special Business”.
- (b) Articles 26 and 35 give rules related to quorums, appointment of a Chairman in the absence of the President, adjourned meetings, and voting on resolutions.
- (c) Articles 36 and 37 require that only financial Lodge Members may vote at meetings.
- (d) Article 41 requires that nominations for President, Secretary, Treasurer and the two to five other Directors are to be submitted in time for them to be published fourteen days before the Annual General Meeting.

D MANAGEMENT OF THE CLUB

- D.1 The Club shall be managed by the directors and appointed officers in accordance with the Code, the Constitution and these By-laws. To assist efficient management, particular authorities are defined in the Code and the Constitution, and also have authority to perform the following duties;
- (a) except for the financial records, maintain the various minutes, registers and records as required by the Code.
 - (b) notify A.S.I.C and other Statutory bodies of relevant information as required by the Code.
 - (c) except where unusual or controversial, handle all correspondence.

The Directors may appoint others to assist the Secretary.

- D.2 The Treasurer has authority, on behalf of the Directors, to handle the following matters:
- (a) keep financial records of the Club in accordance with the Code;
 - (b) prepare a financial report for each Directors’ Meeting or as otherwise required;
 - (c) approve and pay all expenditure within the Budget approved from time to time by the directors. Except as described elsewhere in these By-laws, non-budgeted expenditure shall be referred to the Directors.

- (d) prepare budgets for the Directors consideration and Officer and one Director.
- (e) draw and sign cheques.

The Directors may appoint others to assist the Treasurer.

D.3 In addition to the President, Secretary and Treasurer, who are elected at General Meetings under Article 38, the Directors shall appoint officers, including the following:

- (a) Property Manager;
- (b) Accommodation Manager and;
- (c) Publicity Officer;

Who shall assist the Directors in the management of the Club. Such officers may or may not be Directors.

D.4 Property Manager

- (i) The Property Manager shall manage, on behalf of the Directors, all the property of the Club, particularly the Clubs Lodges', land and equipment at Jindabyne, Mount Hotham and elsewhere.
- (ii) The Property Officer shall have the authority to approve and pay expenditure for property maintenance, minor capital works and supplies within the Budget approved from time to time by the Directors provided that, in emergencies, the Budget may be exceeded with the approval of the Property Manager and one Director.
- (iii) The Property Manager shall report to the Directors from time to time on the following:
 - (a) expenditure under authority of By-law D.4 (ii) since the last report;
 - (b) current condition of properties;
 - (c) recommendations for improvements to properties; and
 - (d) any other relevant matters.

D.5 Accommodation Manager

- (i) The Accommodation Manager shall have the authority to implement the Booking Rules as published by the Directors in accordance with the By-law E.2, which authority shall include the following:
 - (a) accept applications and money for accommodation;
 - (b) appoint Lodge Captains as in By-law F.3;
 - (c) allocate accommodation in the Clubs Lodges;
 - (d) issue receipts for money received
 - (e) keep records for each booking, including name, address, amount paid, period of booking and accommodation allocated: and
 - (f) submit records and reports to the Directors as required;
 - (g) accept applications for temporary membership and appoint temporary members for periods not exceeding 1 month as provided for in By-law B.15.

The Directors may appoint a Booking Officer to assist the Accommodation Manager in any or all of the duties mentioned above or elsewhere in these By-laws.

D.5.2 The Accommodation Manager and any Director shall have the authority to approve refunds, in accordance with the Booking Rules, for cancelled accommodation. If a Booking Officer has been appointed under By-law D.5, then subject to the approval of the Directors, he/she shall have the same authority under this rule as the Accommodation Manager.

D.6 Publicity Officer

The publicity Officer, on behalf of the Directors, shall have authority to take the following action:

- (a) publish information as required by the Code, the Constitution and these By-laws on advice from the secretary;
- (b) inform the members of decisions and other matters which he/she considers of interest to the members, or as required by the Directors;
- (c) publish the Booking Rules and Accommodation Rates; and
- (d) promote lodge accommodation at the Clubs Lodges; the social and educational aspects of the Club, and the Club in general.

Such items as are listed above shall be published periodically by Newsletter, or in such other format approved by the Directors and shall be posted to each member in accordance with Articles 72 and 75.

D.6.2 The Publicity Officer shall have authority to approve expenditure for preparation and distribution of Newsletters and other publicity material within the Budget approved from time to time by the Directors.

E ACCOMMODATION AT THE CLUB'S LODGES

E.1 Accommodation at the Club's Lodges shall be available to members and their guests and their dependants under the conditions of the By-laws

E.2 The Directors shall post on the website the current Booking Rules which are to describe the procedures by which bookings for lodge accommodation may be made.

E.3 The Booking Rules shall be based on the following principles:

- (a) a preferential booking period is to be allowed for Lodge Members for the ski season and may be allowed at other times of the year;
- (b) during the preferential booking period for the ski season, Lodge Members' applications shall be dealt with by ballot when necessary;
- (c) preference is to be given to full-week bookings over part-week bookings;
- (d) refunds for cancellations are to be allowed under conditions defined by the directors.
- (e) after expiration of the preferential booking period for Lodge Members, Sub-clauses (9a) and (b) shall apply to Ordinary Members for a further period.

E.4 The Directors shall publish from time to time the Accommodation Rates for the Jindabyne Lodge which shall be determined for the following classes of persons:

- (a) Lodge Member, Spouse/Friend, Lodge Member's Adult Son or Daughter;
- (b) Lodge Members Child;
- (c) Ordinary Member, Spouse/Friend
- (d) Ordinary Member's Child

- (e) Temporary Member; and
- (f) Temporary Member's Child

"Child" refers to persons below school age and those attending primary or secondary school.

E.5 The Directors shall publish from time to time the Accommodation Rates for the Mt Hotham Lodge which shall be determined for the following classes of persons:

- (a) Lodge Member, Spouse/Friend, Lodge Member's Adult Son or Daughter;
- (b) Lodge Members Child;
- (c) Ordinary Member, Spouse/Friend
- (d) Ordinary Member's Child
- (e) Temporary Member; and
- (f) Temporary Member's Child

"Child" refers to persons below school age and those attending primary or secondary school.

E.6 For the purposes of By-law E.5 only, where the parent of a Class C Lodge Member is a Class A Lodge Member, that Class A Member shall be regarded as a Class C Lodge Member.

E.7 Applicants for Ordinary Membership shall be entitled to accommodation at Ordinary Member rates from the date of receipt of their application and the applicable Entrance Fee and Annual Subscription. Nothing in this By-law shall be taken to imply that such applicants have any preferential booking rights prior to the date on which their application is accepted by the Board of Directors.

E.8 By-law E.7 shall apply, "mutatis mutandis", to Ordinary Members transferring to Lodge Membership.

F CONDUCT AT THE CLUBS LODGES

F.1 The conduct of the occupants at the Club's Lodges is to be governed by Accommodation Procedures which shall be published by the Directors from time to time and posted on the Website.

- F.2 The Accommodation procedures will provide a framework whereby occupants can share the Lodge facilities in a co-operative manner.
- F.3 A Lodge Captain shall be appointed by the Accommodation Manager for “on the spot” implementation of the Booking Rules and Accommodation Procedures during occupation of the Club Lodge. The Lodge Captain shall report to the Accommodation Manager. The Lodge Captain’s duties shall be determined from time to time by the Directors.
- F.4 As well as rules for conduct, use of facilities and cleaning, the Accommodation Procedures shall contain the following information.
- (a) locations of the Club’s Lodges; and
 - (b) access to the Club’s Lodges.