



ABN 16 001 603 167

CONSTITUTION OF St George Alpine Club Ltd

Australian Business Number (ABN) 16 001 603 167
A company limited by guarantee

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Preliminary

1. Name of the **company**

The name of the **company** is:

St George Alpine Club Ltd (the **company** - also referred to as the **Club**).

2. Type of **company**

The **company** is a not-for-profit public **company** limited by guarantee.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10.00 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 68 and 70.

Purposes and powers

6. Object

The **company's** object is to pursue the following purpose(s):

To promote alpine sporting and lifestyle activities.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

8.1 The **company** must not distribute any income or assets directly or indirectly to its members.

8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:

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- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
- (b) making a payment to a member in carrying out the **company's** purpose(s).

9. Amending the constitution

9.1 The members may amend this constitution by passing a **special resolution**.

Members

10. Membership and register of members

10.1 The members of the **company** are:

- (a) the **current members** (who are deemed by the adoption of this constitution to have made application and complied with the requirements for new membership applications); and
- (b) any other person that the directors allow to be a member, in accordance with this constitution.

10.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:

- (a) for each current member:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices; and
 - iv. date the member was entered on to the register.
- (b) for each person who stopped being a member in the last 7 years:
 - i. name;
 - ii. address;
 - iii. any alternative address nominated by the member for the service of notices; an
 - iv. dates the membership started and ended.

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- (c) Other useful information that may be held on the register, which is not available for public inspection, are members' contact telephone numbers and email address.
- 10.3 Every member shall inform the Secretary in writing of any changes to name, address, telephone, email address and changes to membership circumstances.
- 10.4 Members can apply to the board to inspect the register of members.
- 10.5 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members and not for improper purpose [Corporations Act 2001 Section 173(3A)(b) and section 177.

11. Who can be a member

- 11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2 In this clause, 'person' means an individual

12. Types of membership

- 12.1 The members of the **company** shall be of the following classes, namely:-
 - (a) Lodge Members, including Life Members, who shall not exceed the limit determined by the Board, from time to time, under the company's By-Laws (as Life Members must also be Lodge Members).
 - (b) Other classes of member as may be determined from time to time by a resolution in general meeting of the **company**, which other classes when taken together shall not total more than the limit determined by the Board, from time to time, under the company's By-Laws.
- 12.2 Lodge Members, including Life Members, shall be divided into four subclasses, known as A Class members, B Class members, C Class members, and O Class members (noting that a Life Members will already be members of one of these classes of membership); and
 - (a) **Class A** members are members of Jindabyne lodge only - they have first rights of booking for the winter season and published member rates for accommodation as resolved by the Board for each year (and, for clarity, they do not have first rights to book for the Hotham lodge and must wait for second round offers in the booking process).
 - (b) **Class B** members are members of both Jindabyne and Mt Hotham lodges - they have first rights of booking for the winter season and published member rates for accommodation as resolved by the Board for each year (and, for clarity, they may seek first round bookings for either or both lodges).
 - (c) **Class C** member are members of Mt Hotham lodge only - they have first rights of booking for the winter season and published member rates for accommodation as resolved by the Board for each year (and, for clarity,

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they do not have first rights to book for the Jindabyne lodge and must wait for second round offers in the booking process).

- (d) **Class O** members are lodge members 'in waiting' and have been nominated as such by the board (as not all persons on a waiting list will necessarily be O Class members). They do not have the same rights as a lodge member but will have their own published rates for accommodation as resolved by the Board for each year.
- (e) **Life Members** are either an A, B or C Class member whose contributions to the Club have been recognised by a resolution of not less than 50% of the members and are thereafter relieved from paying any further fees – the non-payment of fees is personal and non-transferrable although the membership may be transferred in the same manner as any other member of the relevant Class.
- (f) The Director appointed by the board as the Membership Director shall maintain a list of members wishing to purchase a lodge membership.
- (g) As vacancies occur, the Membership Director shall offer them to the longest waiting O Class members in order of their position on the list based on the date of their entry onto the list.
- (h) If a O Class member does not take up an offer of a lodge membership, they drop to the bottom of the list and the offer is made to the next O Class member on the list.
- (i) The maximum number of members in each class of membership shall be:
 - i) A Class - 95 members; ii)
 - B Class - 30 members; and iii)
 - C Class – 70 members.

12.3 Directors may on such conditions and by adopting such procedures as they see fit admit any person as a Temporary Member for a period not exceeding one month for the purpose of maximising utilisation of the **company's** facilities.

12.4 The qualifications, rights and privileges, and duties and obligations applicable to the classes of membership shall be determined from time to time by ByLaws made by the board AND annually set in the Booking Application approved each year by the board AND this will include advising of the restrictions and benefits for members in each class of the priorities to apply for offers for accommodation bookings.

12.5 Members may exercise their rights and privileges as long as all money due by them to the **company** has been paid.

12.6 Lodge Members can permanently resign their membership and require that it be allocated to a relative or friend with the approval of the board (not to be unreasonably withheld).

13. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **company** by submitting to the secretary:

- (a) a completed membership application form in the form then approved by the board;
- (b) agree to support the purpose(s) of the **company**,
- (c) agree to comply with the **company's** then current, and all future terms of the constitution and by-laws of the **company**, including paying the amount of the guarantee under clause 4 if required; and
- (d) otherwise meet the requirements of any of the By-Laws that are relevant to the manner of the acquisition of a that membership.

14. Directors decide whether to approve membership

14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.

14.2 If the directors approve an application, the secretary must as soon as possible:

- (a) enter the new member on the register of members; and
- (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15).

14.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons.

15. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

16. When a person stops being a member

16.1 A person immediately stops being a member if they:

- (a) die;
- (b) resign, by writing to the secretary and acceptance by the directors;
- (c) are expelled under clause 17; or
- (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

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16.2 Any person who shall cease to be a member of the **company** shall nevertheless remain liable for and shall pay to the **company** all money which at the time of ceasing to be a member may be due.

16.3 Membership Fees and Subscriptions

- (a) The entrance fee and annual subscriptions to be paid shall be determined by the directors from time to time and the manner of payment thereof shall be as prescribed in the By-Laws.
- (b) Not less than 7 days' notice of the intention to vary the entrance fees or annual subscriptions shall be given to all members of the **company**.

16.4 Suspension of Membership Rights

- (a) A member shall cease to be a member of the **company** and shall not be entitled to any rights or privileges if his annual subscription remains unpaid by the later of either the last day of January in any year or at the expiry of two months following the publication of a notice of the subscription falling due provided that the directors, at their discretion, extend the due date for payment for such time and subject to such penalty as they consider appropriate.

16.5 Transfer of Shares

- (a) The directors may pass such By-Laws as are necessary to manage the transfer of shares in the company on the death of a member or at the choice of a member.

Dispute resolution and disciplinary procedures

17. Dispute resolution

17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:

- (a) one or more members;
- (b) one or more directors; or
- (c) the **company**.

17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.

17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days:

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- (a) tell the directors about the dispute in writing;
- (b) agree or request that a mediator be appointed; and
- (c) attempt in good faith to settle the dispute by mediation.

17.5 The mediator must:

- (a) be chosen by agreement of those involved; or
- (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors; or
 - ii. for other disputes, an independent third party.

17.6 A mediator chosen by the directors under clause 17.5(b)(i):

- (a) may be a member or former member of the **company**;
- (b) must not have a personal interest in the dispute; and
- (c) must not be biased towards or against anyone involved in the dispute.

17.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard;
- (b) allow those involved a reasonable chance to review any written statements;
- (c) ensure that those involved are given natural justice; and
- (d) not make a decision on the dispute.

17.8 If mediation fails, the dispute is referred to the board for resolution.

18. Disciplining members

18.1 In accordance with this clause, the directors may resolve to warn, suspend, fine or expel a member from the **company** if the directors consider that:

- (a) the member has breached this constitution, the Code of Conduct or the Bylaws; or
- (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**; or

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- (c) the membership was obtained by improper means or without the required qualifications; or
- (d) the member is guilty of misconduct on the **company** premises or elsewhere; or
- (e) the member has knowingly introduced any person into the activities of the **company** who has been expelled from or has been refused membership or admission to the **company**; or
- (f) the member has become bankrupt.

18.2 Any two directors, or the secretary and any one director may reprimand or suspend a member for any period not exceeding seven clear days if the conduct of the member in a lodge breaches the Code of Conduct and if necessary effect the removal of any member who in their opinion has rendered himself liable to be dealt with by the directors under 18.1

18.3 At least 14 days before the directors' meeting at which a resolution under clause 18.1 will be considered, the secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, suspend or expel the member;
- (b) that this resolution will be considered at a directors' meeting and the date of that meeting;
- (c) what the member is said to have done or not done;
- (d) the nature of the resolution that has been proposed; and
- (e) that the member may provide an explanation to the directors, and details of how to do so.

18.4 Before the directors pass any resolution under clause 18.1, the member must be given a chance to explain or defend themselves by:

- (a) sending the directors, a written explanation before that directors' meeting, and/or
- (b) speaking at the meeting.

18.5 After considering any explanation under clause 18.4, the directors may:

- (a) take no further action;
- (b) warn the member;

- (c) suspend the member's rights as a member for a period of no more than 12 months;
- (d) expel the member from the **company** and cancel his or her membership;
- (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
- (f) require the matter to be determined at a **general meeting**.

18.6 The secretary must give written notice to the member of the decision under clause 18.5 as soon as reasonably practicable.

18.7 Disciplinary procedures must be completed as soon as reasonably practical.

18.8 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

19. General meetings called by directors

19.1 The directors may call a **general meeting** on not less than 21 days' notice.

19.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:

- (a) within 21 days of the members' request, give all members notice of a **general meeting**; and
- (b) hold the **general meeting** within 2 months of the members' request.

19.3 The percentage of votes that members have (in clause 19.2) is to be worked out as at midnight before the members request the meeting.

19.4 The members who make the request for a **general meeting** must:

- (a) state in the request any resolution to be proposed at the meeting;
- (b) sign the request; and
- (c) give the request to the **company**.

19.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

20. General meetings called by members

- 20.1 If the directors do not call the meeting within 21 days of being requested under clause 19.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 20.2 To call and hold a meeting under clause 20.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution;
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost; and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 20.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

21. Annual general meeting

- 21.1 A **general meeting**, called the annual **general meeting**, must be held once every calendar year on or before 31st May (unless extraordinary circumstances require it to be deferred).
- 21.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities;
 - (b) a review of the **company's** finances;
 - (c) any auditor's report;
 - (d) the election of directors; and
 - (e) the appointment and payment of auditors, if any.
- 21.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 21.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

22. Notice of general meetings

- 22.1 Notice of a **general meeting** must be given to:

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- (a) each member entitled to vote at the meeting;
- (b) each director; and
- (c) the auditor (if any).

22.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.

22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand; or
- (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a director;
- (b) appoint a director in order to replace a director who was removed; or
- (c) remove an auditor.

22.5 Notice of a **general meeting** must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution;
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**;
 - ii. the proxy form must be delivered to the **company** at its registered address, or the address (including an electronic address) specified in the notice of the meeting; and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.

- 22.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

23. Quorum at general meetings

- 23.1 For a **general meeting** to be held, at least **10** members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 23.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 23.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

24. Auditor's right to attend meetings

- 24.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 24.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

25. Using technology to hold meetings

- 25.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **elected chairperson** is entitled to chair **general meetings**.
- 26.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:

- (a) there is no **elected chairperson**; or
- (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting; or
- (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 27.2 The chairperson does not have a casting vote.
- 27.3 The chairperson may adjourn the meeting.

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution); and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.

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- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 29.6 If the **company** has been given notice of a members' resolution under clause 29.1(a) , the resolution must be considered at the next **general meeting** held no more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **company** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost; or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 30.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1000 words long;
 - (b) the directors consider it may be defamatory;
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members; or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.3, the directors may put a motion to the members to pass a resolution without a **general meeting** being held (a circular resolution).

- 31.2 The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director;
 - (b) for passing a **special resolution**; or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if the majority of members who respond to the notice of motion sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

34. How voting is carried out

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands; or
 - (b) another method chosen by the chairperson that is fair and reasonable in the circumstances.

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- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received.
- 34.3 The chairperson will announce the result of the vote.
- 34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 34.5 In the event of a tied vote on a motion the Chairperson shall have the casting vote.

35. Appointment of proxy

- 35.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 35.2 A proxy does not need to be a member.
- 35.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting; and
 - (b) vote at the meeting.
- 35.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (a) the member's name and address;
 - (b) the **company's** name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 35.5 Proxy forms must be received by the **company** at the address stated in the notice under clause 22.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 35.6 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 35.7 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (a) dies;

- (b) is mentally incapacitated;
 - (c) revokes the proxy's appointment; or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 35.8 A proxy appointment may specify the way the proxy must vote on a particular resolution.

36. Voting by proxy

- 36.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 36.2 A proxy holder:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

37. Number of directors

- 37.1 The **company** must have at least five (5) and no more than eight (8) directors. There must be at least three (3) directors, with the positions of President (who will also be the Chairman of the board of directors), Treasurer and Secretary plus two (2) other directors.
- 37.2 The **company** must also have a company secretary.
- 37.3 Paid officers of the **company** are not eligible for election as a director.
- 37.4 A paid officer of the **company** may be present at meetings of directors by permission of the Chairman.

38. Election and appointment of directors

- 38.1 The directors at the time of the adoption of this Constitution are the persons then registered as the directors of the **company** at the Australian Securities and Investments Commission.
- 38.2 Apart from the current directors and directors appointed under clause 38.5, the members may elect a director by a resolution passed in a **general meeting**.

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38.3 Each of the directors must be appointed by a separate resolution, unless:

- (a) the members present have first passed a resolution that the appointments may be voted on together; and
- (b) no votes were cast against that resolution.

38.4 A person is eligible for election as a director of the **company** if they:

- (a) are a member of the **company**;
- (b) are nominated by two members entitled to vote (unless the person was previously elected as a director at a **general meeting** and has been a director since that meeting);
- (c) give the **company** their signed consent to act as a director of the **company**; and
- (d) are not ineligible to be a director under the **Corporations Act** .

38.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- (a) is a member of the **company**;
- (b) gives the **company** their signed consent to act as a director of the **company**; and
- (c) is not ineligible to be a director under the **Corporations Act**.

38.6 If the number of directors is reduced to fewer than five (5) or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to five (5) (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

38.7 If two or more candidates obtain an equal number of votes the Chairperson shall select by lot from such candidates the candidate or candidates who is or are to be elected.

39. Term of office

At each annual **general meeting** all current directors must retire but may nominate for re-election.

39.1 A director's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.

40. When a director stops being a director A

director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of the **company**;
- (e) are absent for 3 consecutive directors' meetings without approval from the directors; or
- (f) become ineligible to be a director of the **company** under the **Corporations Act**.

Powers of directors

41. Powers of directors

- 41.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purpose(s) set out in clause 6.
- 41.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 41.3 The directors must decide on the responsible financial management of the **company** including:
 - (a) any suitable written delegations of power under clause 42; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 41.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a **general meeting**.

42. Delegation of directors' powers

- 42.1 The directors may delegate any of their powers and functions to a committee, a director, an employee, or a volunteering member of the **company** (including, but not limited to, the appointment of a Booking Manager or a Membership Director) or any other person, as they consider appropriate.
- 42.2 The delegation must be recorded in the **company's** minute book.

43. Payments to directors

- 43.1 The **company** must not pay fees to a director for acting as a director.
- 43.2 The **company** may:

- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done; or
- (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.

43.3 Any payment made under clause 43.2 must be approved by the directors.

43.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

44. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**; or
- (b) a director and the secretary.

Duties of directors

45. Duties of directors

45.1 The **directors must comply with their duties** as directors under legislation and common law (judge-made law), which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**;
- (b) to act in good faith in the best interests of the **company**;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 46;
- (f) to ensure that the financial affairs of the **company** are managed responsibly; and
- (g) not to allow the **company** to operate while it is insolvent.

45.2 Removal of a Director

Any director of the **company** may be removed from that role if:

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- a) by any action, or course of actions, that Director is guilty of a **Director's Default**; and
- b) that Director has been given not less than 14 days' notice of that **Director's Default** and has failed to rectify that default; and
- c) at a duly constituted meeting of **Directors** at which the **Director** has been given the opportunity to address the complained of **Director's Default**, not less than 2/3rds of all **Directors** vote in favour of the removal of the Director from that role (and in this respect the terms of clause 53 will not apply)

AND in this clause 46.2 the expression **Director's Default** includes, but is not limited to, material activities or inactivity's such as:

- i) inattentiveness to a Director's duties;
- ii) misbehaviour in performance of a Director's duties (including engaging in a conflict of interest);
- iii) any actions that bringing the club into disrepute; and/or
- iv) dereliction or gross incompetence in performance of Director's duties.

46. Conflicts of interest

46.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution): (a) to the other directors; or

(b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

46.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

46.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 46.4:

(a) be present at the meeting while the matter is being discussed; or

(b) vote on the matter.

46.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the **company**, and the other members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 64);
- (c) their interest relates to a payment by the **company** under clause 63 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**;
- (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**; and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

47. When the directors meet

The directors may decide how often, where and when they meet.

48. Calling directors' meetings

- 48.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 48.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

49. Chairperson for directors' meetings

- 49.1 The **elected chairperson** is entitled to chair directors' meetings.
- 49.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** is:

(a) not present within 30 minutes after the starting time set for the meeting; or (b) present but does not want to act as chairperson of the meeting.

50. Quorum at directors' meetings

- 50.1 Unless the directors determine otherwise, the quorum for a directors' meeting is at least 50% of directors.
- 50.2 A quorum must be present for the whole directors' meeting.

51. Using technology to hold directors' meetings

- 51.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 51.2 The directors' agreement may be a standing (ongoing) one.
- 51.3 A director may only withdraw their consent within a reasonable period before the meeting.

52. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

53. Circular resolutions of directors

- 53.1 The directors may pass a circular resolution without a directors' meeting being held.
- 53.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 53.3 or clause 53.4.
- 53.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 53.4 The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 53.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 53.3 or clause 53.4.

Company Secretary

54. Appointment and role of company secretary

- 54.1 The **company** must have at least one company secretary, who may also be a director.
- 54.2 A company secretary must be appointed by the directors (after giving the **company** their signed consent to act as company secretary of the **company**) and may be removed by the directors.
- 54.3 The directors must decide the terms and conditions under which the company secretary is appointed, including any remuneration.
- 54.4 The role of the company secretary includes:

- (a) maintaining a register of the **company's** members; and
- (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

55. Minutes and records

55.1 The **company** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of **general meetings**; (b) minutes of circular resolutions of members;
- (c) a copy of a notice of each **general meeting**; and
- (d) a copy of a members' statement distributed to members under clause 29.

55.2 The **company** must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
- (b) minutes of circular resolutions of directors.

55.3 To allow members to inspect the **company's** records:

- (a) the **company** must give a member access to the records set out in clause 55.1; and
- (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 55.2 and clause 56.1.

55.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are approved, and the approval is recorded in the minutes of the following meeting within a reasonable time after the meeting by:

- (a) the chairperson of the meeting; or
- (b) the chairperson of the next meeting.

55.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are approved, and the approval is recorded in the minutes of the following meeting by a director within a reasonable time after the resolution is passed.

56. Financial and related records

56.1 The **company** must make and keep written financial records that:

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- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 56.2 The **company** must also keep written records that correctly record its operations.
- 56.3 The **company** must retain its records for at least 7 years.
- 56.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

57. By-laws

- 57.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 57.2 Members and directors must comply with by-laws as if they were part of this constitution.
- 57.3 As at the date of the adoption of this Constitution the By-Laws are those that are attached to this document.
- 57.4 The terms of this Constitution take precedence if there is any inconsistency between the By-Laws and this Constitution.

Notice

58. What is notice

- 58.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 59 to 61, unless specified otherwise.
- 58.2 Clauses 59 to 61 do not apply to a notice of proxy under clause 36.

59. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office;
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided;
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address.

60. Notice to members

- 60.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person;
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
 - (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 60.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.

61. When notice is taken to be given A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, or other electronic method, is taken to be given on the business day after it is sent and
- (d) given under clause 60.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

62. **Company's financial year** The **company's** financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

63. Indemnity

- 63.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 63.2 In this clause, 'officer' means a director or company secretary and includes a director or company secretary after they have ceased to hold that office.
- 63.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 63.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

64. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

65. Directors' access to documents

- 65.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 65.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors; and
 - (b) any other documents referred to in those documents.

Winding up

66. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**, unless that member or former member is a charity or not-for profit described in clause 67.1.

67. Distribution of surplus assets

67.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities or not-for-profit:

- (a) with charitable or not-for-profit purpose(s) similar to, or inclusive of, the purpose(s) in clause 6; and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

67.2 The decision as to the charity, charities or not-for-profit to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

68. Definitions In this

constitution:

board means the collected directors of the company from time to time.

Booking Application means the document approved by the board from time to time to assist the booking of the use of the Lodges.

By-Laws means the by-laws attached to this Constitution (as varied from time to time by the company).

Club means the company when used in the By-Laws, the Code of Conduct and the Booking Application.

Code of Conduct means the document so called and adopted by the board from time to time to assist the orderly running of the Lodges.

Company means the company.

company means the **company** referred to in clause 1.

Corporations Act means the *Corporations Act 2001* (Cth).

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elected chairperson means a person elected by the directors to be the **company's** chairperson under clause **Error! Reference source not found.**

current members means the list of members current as at the date of the approval of this Constitution, as per the attached list marked "***Current Members***".

general meeting means a meeting of members and includes the annual **general meeting**, under clause 21.1.

Lodges means the Jindabyne Lodge and the Mt Hotham Lodge or such other Lodge or Lodges owned or leased by the **company** from time to time.

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting.

special resolution means a resolution:

- i. of which notice has been given under clause 22.5(c), a
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

69. Reading this constitution with the Corporations Act

- 69.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 69.2 A word or expression that is defined in the **Corporations Act** or used in that Act and covering the same subject, has the same meaning as in this constitution.

70. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).