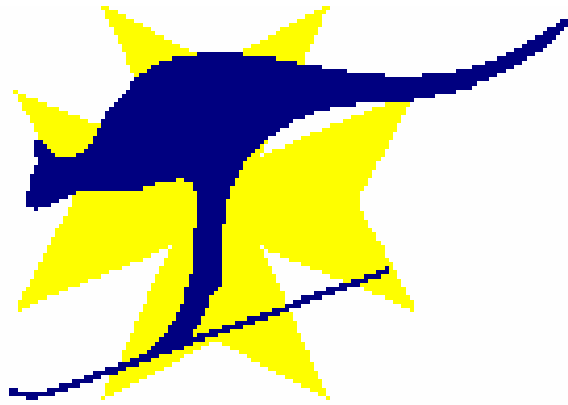


AUSTRALIAN SKI PATROL ASSOCIATION
INCORPORATED



CONSTITUTION

December 2005

(as Amended November 2005 AGM)

STATEMENT OF PURPOSES

- 1 The name of the incorporated Association is the AUSTRALIAN SKI PATROL ASSOCIATION INC. (*hereinafter referred to as “the Association”*).
- 2 The Objects and Statement of Purposes of the above Association shall be:
 - 2.1 To serve the public without fee or charge in the rescue and first aid treatment of injured skiers and other visitors to alpine areas;
 - 2.2 To serve the public by promoting awareness of the need for high standards of safety in Australian alpine areas and, without limiting the generality of this object, to produce and distribute safety literature, films and other matter;
 - 2.3 To serve the public by establishing and promoting alpine management and recreational safety standards in Australian alpine areas;
 - 2.4 To serve the public by establishing and maintaining uniform first aid training and examination courses for and on behalf of its members;
 - 2.5 To establish and maintain uniform standards for the operation and conduct of its members;
 - 2.6 To represent nationally and internationally Australian ski patrol organisations;
 - 2.7 To assist and act as an adviser to any person or organisation with an interest in the establishment or promotion of alpine safety standards or in the training standards or in the operation of ski patrols in Australia; and
 - 2.8 To protect and further the interests of the Association and its members.

RULES OF THE AUSTRALIAN SKI PATROL ASSOCIATION INCORPORATED

- 1 In these Rules, unless contrary intention appears –
 - 1.1 This Association of Ski Patrols shall be called the AUSTRALIAN SKI PATROL ASSOCIATION INC. (*Hereinafter referred to as “the Association”*).
 - 1.2 “The Act” means the Associations Incorporation Act 1981
 - 1.3 “The Regulations” means a member of the Association under Rule 3.
 - 1.4 “Member” means a member of the Association under Rule 3.
 - 1.5 “Committee” means the Committee of Management of Members of the Association under Rule 11.
 - 1.6 “Public Officer” means the Public Officer of the Association.
 - 1.7 “Delegate” means a representative of a ski patrol member under Rule 3.
- 2 The powers of the Association shall be directed toward achieving its purposes and shall include:
 - 2.1 Production, distribution and presentation of safety literature, films and other material;
 - 2.2 Recommendation and review of safety procedures and rescue and first aid techniques;
 - 2.3 Determination of appropriate national standard for ski patrol qualifications and performance;
 - 2.4 Coordinate training courses for patrollers to the standards from time to time considered appropriate by the Association;
 - 2.5 Provision of training manuals, aids and equipment for use at formal courses and for ongoing training throughout the year;
 - 2.6 Provision of or assistance in the provision of ski equipment facilities and premises for Association members necessary or desirable for the carrying out of the objects of the Association and to maintain and improve such equipment facilities and premises;
 - 2.7 Liaison with Government and other organisations in all matters relevant to the purposes of the Association;
 - 2.8 Raising funds and monies in order to carry out all or any of the purposes of the Association by seeking subscriptions, grants, sponsorship or donations.

3 MEMBERSHIP

Membership of the Association shall consist of the following classes:

- 3.1 Ski Patrol Member
 - 3.1.1 Shall have an established ski patrol recognised by the Association;
 - 3.1.2 Shall have two delegates who shall be nominated by the ski patrol;
 - 3.1.3 Shall have voting rights which shall be exercised by the delegates;
 - 3.1.4 Shall pay such entrance and annual membership fees as a General Meeting of the Association may from time to time determine.

3.2 Honorary Member

- 3.2.1 Shall be a person who assists, promotes or otherwise benefits or advances the Association
- 3.2.2 Shall be elected at a General Meeting of the Association for a period not exceeding twelve months at any one time;
- 3.2.3 Shall have no voting rights at any General Meeting of the Association;
- 3.2.4 Shall not be required to pay any entrance, membership or other fee or charge.

3.3 Life Member

- 3.3.1 Shall be a person who has rendered outstanding service to the Association;
- 3.3.2 Shall be elected at a General Meeting of the Association;
- 3.3.3 Shall have no voting rights at any General Meeting of the Association;
- 3.3.4 Shall not be required to pay any entrance, membership or other fee or charge.

3.4 Affiliate Member

- 3.4.1 Shall be an organisation or body with similar aims or objects to the Association which may assist the Association to achieve or further its aims or objects;
- 3.4.2 Shall be elected at a General Meeting of the Association;
- 3.4.3 Shall have no voting rights at any General Meeting of the Association;
- 3.4.4 Shall pay such entrance and annual membership fees as a General Meeting of the Association may from time to time prescribe.

3.5 Any application for membership shall be considered at a General Meeting.

3.6 In no case shall the Association be required to give any reasons for the rejection of an application.

3.7 A register of members and delegate shall be kept showing in respect of each name, class of membership, address and date of commencement of membership.

4 CESSATION OF MEMBERSHIP

A body shall cease to be a member of the Association if that body:

- 4.1 Fails to pay subscriptions or fees specified by the Committee within such period as the Committee stipulates;
- 4.2 Having become a Member in any category at some previous time pursuant to the provisions of Rule 3 ceases in the opinion of the Association to meet the criteria for such membership or refuses an offer by the Association of an alternative class of membership.

5 MEETINGS

5.1 Annual General Meeting to be held prior to 30 November in each year. Business shall include:

- 5.1.1 Confirmation of the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- 5.1.2 Receipt of the Committee reports upon the transactions of the Association during the last preceding financial year;
- 5.1.3 Election of office bearers of the Association;

- 5.1.4 Receipt and consideration of the audited statement submitted by the Association in accordance with Section 30 (3) of the Act;
- 5.1.5 Election of auditor(s) for the ensuing year;
- 5.1.6 Any special business of which notice is given in accordance with these rules;
- 5.1.7 General business.
- 5.2 Other General Meetings shall be held when called by the Secretary. Business shall include:
 - 5.2.1 Confirmation of the Minutes of the last preceding Annual General Meeting and of any General Meeting since that meeting;
 - 5.2.2 Receipt of the Committee reports upon the transactions of the Association during the last preceding financial year;
 - 5.2.3 Any special business of which notice is given in accordance with these Rules;
 - 5.2.4 General Business.
- 5.3 Extraordinary General Meetings shall be held when called by the Secretary. Business shall include:
 - 5.3.1 Consideration of any special resolutions for which proper notice has been given;
 - 5.3.2 Any special business of which notice is given in accordance with these Rules.
- 5.4 Committee Meetings shall be held as required by the President.

6 CALLING OF MEETINGS

The Secretary shall call meetings at times and places as follows:

- 6.1 In the case of General Meetings, upon direction from the President, or petition signed by not less than three (3) financial ski patrol members of the Association.
- 6.2 In the case of Committee Meetings, upon direction from the President, or petition signed by not less than two (2) members of the Committee.

7 NOTICE OF MEETINGS

General Meetings

- 7.1 The Secretary of the Association shall at least twenty one (21) days before the date fixed for holding a General Meeting of the Association, cause to be sent to each member and delegate of the Association at the address appearing in the register of members and delegates, a notice by pre-paid post, facsimile or personally, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.2 A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in full in the notice of called the next General Meeting after the receipt of the notice. Such notices shall be given to the Secretary at least twenty eight (28) days prior to the date fixed for the next General Meeting.

Committee Meetings

- 7.3 The Secretary of the Association shall at least fourteen days (14) before the date fixed for holding a committee meeting of the Association, cause to be sent to each Committee

member of the Association at the address appearing in the register of members, a notice by pre-paid post facsimile or personally, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. In exceptional circumstances the Secretary may call a meeting at short notice for a specific purpose. All reasonable efforts should be made to contact members of the committee.

8 CONDUCT OF MEETINGS

- 8.1 All meetings of the Association shall be conducted in accordance with the Rules.
- 8.2 A quorum at meetings shall be:
 - 8.2.1 In the case of General Meetings or Extraordinary General Meetings one delegate from each of five (5) ski patrol members.
 - 8.2.2 In the case of Committee Meetings, three (3) Committee members, one of whom shall be the President or Senior Vice-President.
- 8.3 If the President and Senior Vice-President are absent from a General Meeting, the members present shall elect one of their number to preside as Chairman of the meeting.

9 VOTING AT MEETINGS

- 9.1 For election of office bearers all voting will be by simple majority. In the event of a tied vote –
 - 9.1.1 If the retiring office bearer is a candidate he will be deemed re-elected.
 - 9.1.2 If the retiring office bearer is not a candidate the vote shall be put again and if still tied the Chairman shall have a second or casting vote.
- 9.2 For ordinary resolutions all voting will be by simple majority.
- 9.3 For special resolutions a three quarters majority will be required for adoption. Special resolutions are those resolutions notified as special resolutions on the notice of meeting issued under Rule 7.1
- 9.4 Voting at Committee Meetings shall be by simple majority.
- 9.5 The President shall have a second or casting vote on all tied votes subject to Rule 9.1.

10 VOTING ELIGIBILITY

- 10.1 This Rule shall only be affected for General Meetings.
- 10.2 A delegate is not entitled to vote at any General Meeting unless all monies due and payable by the member of the Association have been paid.
- 10.3 Proxies.
 - 10.3.1 Each delegate shall be entitled to appoint another delegate as proxy by written notice given to the Secretary before the time of the meeting in respect of which the proxy is appointed.
 - 10.3.2 The notice appointing the proxy shall be in the form set out in Appendix 1.
 - 10.3.3 Proxies shall have a free and unfettered right to vote subject to the form of appointment of proxy in Appendix 1.

11 OFFICE BEARERS OF THE ASSOCIATION

There shall be a Committee of members of the Association in which shall be vested the management of the Association. The Committee shall consist of the following:

11.1 Elected Committee Members:

11.1.1 President

11.1.2 Senior Vice-President

11.1.3 Secretary

11.1.4 Treasurer

11.1.5 Vice-Presidents as determined by the Association from time to time.

11.2 Nominations

11.2.1 Nominations for the above offices shall be lodged in writing with the Secretary not less than 48 hours before the meeting. In addition the Chairman may call for nominations from the floor of the meeting.

11.2.2 The following persons only shall be entitled to stand for election as an office bearer:

11.2.2.1 A person who is a registered ski patroller of a ski patrol member;

11.2.2.2 Honorary Member; and

11.2.2.3 Life Member.

11.3 Term of Office

11.3.1 All elected Committee Members shall be elected at the Annual General Meeting. They shall be elected for a period of one year and shall retire at the Annual General Meeting next following but shall be eligible for re-election.

11.3.2 For the purpose of these Rules, the office of an officer of the Association becomes vacant:

11.3.2.1 Upon his or her decease;

11.3.2.2 If he or she becomes bankrupt or makes any arrangements with his or her creditors generally;

11.3.2.3 If he or she becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

11.3.2.4 If he or she is absent more than two consecutive meetings without leave of the Committee from meetings of the Committee during that period;

11.3.2.5 If he or she ceases to be a member of the Association or ceases to be a registered ski patroller of a ski patrol member;

11.3.2.6 Upon a resolution being passed by a three quarters majority of members entitled to vote present at a properly constituted General Meeting call for the purpose to remove him or her from office.

11.3.2.7 If he or she holds any office of profit under the organisation;

11.3.2.8 If he or she is directly or indirectly interested in any undisclosed

contract or proposed contract with the Association.

12 MANAGEMENT OF THE ASSOCIATION

12.1 The affairs of the Association shall be managed by the Committee as provided in Rule 11.

The Committee:

12.1.1 Shall control and manage the business and affairs of the Association;

12.1.2 May, subject to these Rules, the Regulations, the Act exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Association; and

12.2 The Committee may, subject to these Rules and the Act, take such actions and make such resolutions to:

12.2.1 Implement the Objects and Purposes of the Association and to protect the assets and income of the Association;

12.2.2 Recommend fees and charges required for membership subject to ratification at the Annual General Meeting;

12.2.3 Draw up By-Laws to ensure the efficient management of the Association and the conduct and control of members in regard to Association duties;

12.2.4 Recommend which patrols and organisations shall be recognised for the purposes of Rule 3 and determine affiliations for the purposes of Rule 18;

12.2.5 Appoint any person to fill a casual vacancy on the Committee, such appointee to hold office until the next Annual General Meeting;

12.2.6 Exercise generally all the powers of the Association in order to attain its purposes.

13 DISPUTES AND MEDIATION

13.1 The grievance procedure set out in this rule applies to disputes under these Rules between;

a member and another member; or

a member and the Association.

13.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

13.3 If the parties are unable to resolve the dispute at the meeting, or is a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

13.4 The mediator must be;

13.4.1 a person chosen by agreement between the parties; or

13.4.2 in the absence of agreement;

in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

13.5 A member of the Association can be a mediator.

13.6 The mediator cannot be a member who is a party to the dispute.

13.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

13.8 The mediation, in conducting the mediation, must;

13.8.1 give the parties to the mediation every opportunity to be heard; and

13.8.2 allow due consideration by all parties of any written statement submitted by any party; and

13.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

13.9 The mediator must not determine the dispute.

13.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the ACT or otherwise at law.

14 EXPULSION OF MEMBERS

14.1 A member may be expelled from membership of the Association by the Committee if, in the opinion of the Committee, after affording the member concerned the opportunity of offering the Committee either orally or in writing as the Committee may decide, the conduct of a member is such as to be detrimental to the best interests of the Association;

14.2 Notwithstanding sub-rule 13.1, an expulsion by the Committee in accordance therewith shall not be effective unless:

14.2.1 The expulsion is confirmed by a two-thirds majority of members present at an Extraordinary General Meeting of members convened to consider the expulsion;

14.2.2 Such Extraordinary General Meeting to be held within a period of two (2) months from the decision of the Committee to expel the member; and

14.2.3 At such an Extraordinary General Meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of the conduct in question either orally or in writing at the option of that member.

14.3 The voting at an Extraordinary General Meeting referred to in sub-rule 13.2.1 shall be by ballot if not less than two delegates of ski patrol members present thereat so demand;

14.4 It shall be in the power of the committee to exclude a member the Committee has expelled in accordance with sub-rule 13.1 from participation in the affairs of the Association until the Extraordinary General Meeting referred to in sub-rule 13.2 is held.

15 SUB-COMMITTEES

15.1 The Committee may appoint such Sub-Committees as it thinks fit. Interested persons may be co-opted in an advisory capacity.

16 SECRETARY

- 16.1 The Secretary of the Association shall keep Minutes of the resolutions and proceedings of each meeting in books provided for that purpose together with a record of the names of persons present at each meeting.
- 16.2 The Secretary shall keep and maintain a register of members and delegates in which shall be entered the name, address and date of entry of the name of each member, class of membership, date of change of class of membership and the register shall be available for inspection by members at the address of the Public Officer.
- 16.3 Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control, all books, documents and securities of the Association for a period of five (5) years.

17 TREASURER

- 17.1 The Treasurer of the Association:
 - 17.1.1 Shall collect and receive all monies due to the Association and make all payments authorised by the Association; and
 - 17.1.2 Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 17.2 The accounts and books referred to in sub-rule 16.1.2 shall be available for inspection by members.

18 FINANCIAL ADMINISTRATION

- 18.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, sponsorships, donations and subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.
- 18.2 The funds may be expended in or towards the attaining of the Objects and Purposes of the Association and may be lodged in such investments as are authorised by the Law for the time being in force for the investment of trust funds in the State of Victoria.
- 18.3 The authorised signatories for conducting banking and other business on behalf of the Association shall be any two (2) of the President, Senior Vice-President, Secretary, Treasurer, Course Director (Vic), Course Director (NSW) and Course Director (Tas), or as directed by the Committee.
- 18.4 The Treasurer shall receive all monies and issue receipts for same, shall pay all accounts which have been passed for payment by the Committee, shall keep a proper record of all such receipts and payments, and shall submit a financial report at each Committee meeting.
- 18.5 All accounts must be paid by cheque, or Electronic Banking.
- 18.6 At least once a year the books must be examined and audited by the auditor(s) appointed at the Annual General Meeting.
- 18.7 The financial year shall run from 1 July to 30 June next following.
- 18.8 The entrance fees (if any), any subscriptions and other amounts (if any) to be paid by members of the Association, shall be as set by the Association at a General Meeting.
- 18.9 Funds standing to the credit of the Association may be invested or expended as authorised from time to time by the Committee so far as the Law and any grant may

permit.

18.10 All donations received by the Association as donations towards the running costs of the Association and for which a deduction is allowed to the donor by the Commissioner of Taxation under the Income Tax Assessment Acts shall be held and applied solely towards running costs only and the Committee shall have power to give an undertaking to this effect to the Commissioner of Taxation on behalf of the Association.

18.11 All goods purchased by or on behalf of the Association and to which exemption under the Sales Tax (*Exemptions and Classifications*) Act (1935-1979), as amended, may apply and shall be held by the Association strictly in accordance with the terms upon which such exemption is granted and the Committee has power to give an undertaking to this effect to the Commissioner of Taxation on behalf of the Association.

19 AFFILIATIONS AND DELEGATES

19.1 The Committee may recommend to the Association affiliations with or by other organisations. No proposed affiliation shall take effect until confirmed by resolution of the Association. Affiliation shall be on such terms and conditions as the Association shall from time to time determine and the association may from time to time end any affiliation.

19.2 Where the Association may be entitled to offer a delegate or delegates to any body or organisation then that delegate shall be the President and/or such person(s) as nominated by vote of the Association or in the event that Association has not nominated a delegate then the President's nominee(s) shall be appointed as delegates(s).

20 MEMBERS AND DELEGATES NOT TO MAKE A PROFIT OUT OF SERVICE

20.1 No member or delegate shall, except for professional services rendered at the request of the Committee, or any pretext or in any manner receive any profit, salary or emoluments from the funds and transactions of the Association.

21 SEAL

21.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

21.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or one member of the Committee and the Public Officer of the Association.

21.3 Record all occurrences where the Seal is used.

22 DISTRIBUTION OF ASSETS

22.1 The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

23 AUDITOR

23.1 The Auditor(s) appointed shall be a member of some recognised Institute of Accountants or, if no such Auditor is available, shall be a person sufficiently versed in business practice to carry out capably the duties of Auditor.

24 ALTERATION OF RULES AND STATEMENT OF PURPOSES

24.1 Any alteration to the Statement of Purposes or to the Rules of the Association shall be by way of Special Resolution of delegates at a General Meeting of which due notice has been given in accordance with these Rules.

25 DISSOLUTION

25.1 The Association shall not be dissolved or wound up except by consent of three-quarters of the current membership at an Extraordinary General Meeting of delegates called specifically for that purpose.

25.2 If upon resolution to proceed to realize the property of the Association and after the discharge of all liabilities shall give the same to a body or bodies approved by the Association save and except with respect to those funds held pursuant to Rule 17.9 which shall be given to an organisation of the Association's choice but which organisation is approved pursuant to Section 78(1) of the Income Tax Assessment Act.

25.3 If after winding-up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any assets or property whatsoever the same shall not be paid or distributed to any member of the Association but shall be given or transferred to some organisation having objects similar to the objects of the Association and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association under Rule 21 hereof, such organisation to be determined by the members of the Association and is approved pursuant to Section 78(1) of the Income Tax Assessment Act.

26 ANNUAL REPORTS

26.1 Within one month following the Annual General Meeting each year, the Association shall give a copy of the Statement received under Rule 5.1.4 hereof to the Registrar of Incorporated Associations in accordance with the Act.

We certify that the Statement of Purposes and Rules have been approved by a majority of the Association's members.

PRESIDENT

SECRETARY

Date:

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,

of

being a member of the AUSTRALIAN SKI PATROL ASSOCIATION INC.

hereby appoint of that organisation, being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (*Annual General Meeting or Special General Meeting, as the case may be*) to be held on20

My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*details inserted*):

Signed

Name(Print)

Date