

Date: Saturday 07
November 2015

Australian Ski Patrol Association Incorporated Rules

Dated: Saturday 07 November 2015
Ratified at the 2015 Annual General Meeting
Revision 0.2

Australian Ski Patrol Association Incorporated Rules

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Agreed terms

1. Name

The name of the incorporated association is Australian Ski Patrol Association Incorporated (in these Rules called the **Association**).

2. Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012*.

Committee means the committee of management of the Association.

Financial Year means the year ending on 30 June.

General Meeting means a general meeting of Patrols convened in accordance with rule 13.

Patrol means a member of the Association.

Ordinary Member of the Committee means a member of the Committee who is not an officer of the Association under rule 20.

Regulations means regulations under the Act.

Relevant Documents has the same meaning as in the Act.

Secretary means a person who holds office under these Rules as secretary of the Association and if that position is vacant, any officer of the Association.

Ski patrol means organisation which operates a ski patrol (voluntary and/or paid) which is recognised by the Association.

3. Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Membership, entry fees and subscription

4.1 Membership of the Association shall be limited to organisations which operate a ski patrol (voluntary and/or paid) which is recognised by the Association

4.2 An organisation which applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these Rules.

4.3 An organisation which is not a member of the Association at the time of the incorporation of the Association (or which was a member at that time but has ceased to be a member) must not be admitted to membership unless:

- (a) it applies for membership in accordance with rule 4.4; and
- (b) the admission as a member of the Association is approved by the Committee.

- 4.4 An application for membership of the Association must:
- (a) be made in writing in the form set out in Annexure 1; and
 - (b) be lodged with the Secretary.
- 4.5 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- 4.6 The Committee must determine whether to approve or reject the application.
- 4.7 If the Committee approves an application for membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 4.8 The Secretary must, within 28 days after receipt of the amounts referred to in rule 4.7, enter the applicant's name in the register of Patrols.
- 4.9 An applicant for membership becomes a Patrol and is entitled to exercise the rights of membership when its name is entered in the register of Patrols.
- 4.10 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 4.11 Subject to rule 5.1, a right, privilege, or obligation of a Patrol by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another Patrol; and
 - (b) terminates upon the cessation of membership whether by resignation or otherwise.
- 4.12 The entrance fee is the relevant amount set out in Annexure 3.
- 4.13 The annual subscription is the relevant amount set out in Annexure 3 and is payable in advance on or before 1 July in each year.

5. Patrol delegates

- 5.1 Each Patrol shall nominate two delegates to represent that Patrol and exercise that Patrol's rights and obligations as a Patrol and shall inform the Secretary in writing of its delegates' names, addresses and telephone numbers.
- 5.2 Those persons shall remain the Patrol's delegates until the Patrol nominates a different delegate or delegates by notice in writing to the Secretary.

6. Register of Patrols

- 6.1 The Secretary must keep and maintain a register of Patrols containing:
- (a) the name and address of each Patrol;
 - (b) the names and addresses of each Patrol's delegate(s)
 - (c) the date on which each Patrol's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any Patrol upon request.
- 6.3 A Patrol may make a copy of entries in the register.

7. Ceasing membership

- 7.1 A Patrol which has paid all moneys due and payable by a Patrol to the Association may resign from the Association by giving one month's notice in writing to the Secretary of its intention to resign.
- 7.2 After the expiry of the period referred to in rule 7.1:
- (a) the Patrol ceases to be a member of the Association; and
 - (b) the Secretary must record in the register of Patrols the date on which the Patrol ceased to be a Patrol.
- 7.3 A Patrol who has failed to pay all moneys due and payable by a Patrol to the Association may be given written notice of the failure by the Committee which sets out the amount of money outstanding and states that the Patrol has a period of no less than 28 days in which to remedy the failure.
- 7.4 After the expiry of the period referred to in rule 7.3, if the Patrol has not paid the amount of money specified in the notice or the Committee has not agreed to extend the period:
- (a) the Patrol ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the Patrol ceased to be a member.
- 7.5 A Patrol which ceases to operate a ski patrol (voluntary and/or paid) which is recognised by the Association may be given written notice by the Committee that it is no longer eligible to be a member.
- 7.6 A Patrol who receives notice under rule 7.5 and still does not operate a ski patrol (voluntary and/or paid) which is recognised by the Association 28 days after the date the notice was sent to it, ceases to be a member.

8. Discipline, suspension and expulsion of Patrols

- 8.1 Subject to these Rules, if the Committee is of the opinion that a Patrol has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Patrol or prejudicial to the interests of the Association, the Committee may by resolution:
- (a) suspend that Patrol from membership of the Association for a specified period; or
 - (b) expel that Patrol from the Association.
- 8.2 A resolution of the Committee under rule 8.1 (b) does not take effect unless at a special General Meeting held in accordance with rule 8.3, the resolution is confirmed.
- 8.3 A special General Meeting to confirm or revoke a resolution passed under rule 8.1 must be held not earlier than 14 days, and not later than 60 days, after the resolution.
- 8.4 The Secretary must, as soon as practicable after the resolution passed under rule 8.1, cause to be given to the Patrol a written notice:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Patrol, or its representative, may address the special General Meeting under rule 8.2;
 - (c) stating the date, place and time of that meeting;

- (d) informing the Patrol that it may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.

8.5 At a special General Meeting to confirm or revoke a resolution passed under rule 8.1, the Patrol, or his or her representative, shall be given an opportunity to be heard.

8.6 At a special General Meeting to confirm or revoke a resolution passed under rule 8.1, a resolution is confirmed if not less than two-thirds of the Patrols vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. Disputes and mediation

9.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a Patrol and another Patrol; or
- (b) a Patrol and the Association.

9.2 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 of the parties.

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

9.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Patrol and another Patrol, a person appointed by the Committee; or
 - (ii) in the case of a dispute between a Patrol and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 A Patrol's delegate can be a mediator.

9.6 The mediator cannot be a delegate of a Patrol which is a party to the dispute.

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

9.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 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.

10. Annual general meetings

- 10.1 The Committee may determine the date, time and place of the annual General Meeting of the Association.
- 10.2 The notice convening the annual General Meeting must specify that the meeting is an annual General Meeting.
- 10.3 The ordinary business of the annual General Meeting shall be to:
- (a) confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting;
 - (b) receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;
 - (c) elect officers of the Association and the Ordinary Members of the Committee; and
 - (d) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 10.4 The annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. Special general meetings

- 11.1 In addition to the annual General Meeting, any other General Meetings may be held in the same year.
- 11.2 All General Meetings other than the annual General Meeting are special General Meetings.
- 11.3 The Committee may, whenever it thinks fit, convene a special General Meeting of the Association.
- 11.4 If, but for this rule, more than 15 months would elapse between annual General Meetings, the Committee must convene a special General Meeting before the expiration of that period.
- 11.5 The Committee must, on the request in writing of not less than three Patrols, convene a special General Meeting of the Association.
- 11.6 The request for a special General Meeting must:
- (a) state the objects of the meeting;
 - (b) be signed by the Patrols requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 11.7 If the Committee does not cause a special General Meeting to be held within two months after the date on which the request is sent to the address of the Secretary, the Patrols making the request, or any of them, may convene a special General Meeting to be held not later than 3 months after that date.
- 11.8 If a special General Meeting is convened by Patrols in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Association to the persons incurring the expenses.

12. Special business

All business that is conducted at a special General Meeting and all business that is conducted at the annual General Meeting, except for business conducted under the rules as ordinary business of the annual General Meeting, are deemed to be special business.

13. Notice of general meetings

- 13.1 The Secretary, at least 21 days before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Patrol and their delegates, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.2 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 13.3 A Patrol intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

14. Quorum at general meetings

- 14.1 No item of business may be conducted at a General Meeting unless a quorum of Patrols entitled under these Rules to vote is present (by their delegates) either personally or by teleconference at the time when the meeting is considering that item.
- 14.2 Five Patrols' delegates present personally or by teleconference (being Patrols entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- 14.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - (a) in the case of a meeting convened upon the request of Patrols, the meeting must be dissolved; and
 - (b) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Patrols given before the day to which the meeting is adjourned) at the same place.
- 14.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Patrols' delegates present personally or by teleconference (being not less than 3) shall be a quorum.

15. Presiding at general meetings

- 15.1 The President, or in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the Association.
- 15.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Patrols present must select one of their number to preside as chairperson.

16. Adjournment of meetings

- 16.1 The person presiding may, with the consent of a majority of Patrols present at the meeting, adjourn the meeting from time to time and place to place.

- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.
- 16.4 Except as provided in rule 16.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. Voting at general meetings

- 17.1 Upon any question arising at a General Meeting of the Association, a Patrol has one vote per delegate.
- 17.2 All votes must be given personally by a Patrol's delegate or by proxy.
- 17.3 In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.4 A Patrol is not entitled to vote at a General Meeting unless all moneys due and payable by the Patrol to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

18. Proxies

- 18.1 Each Patrol's delegate is entitled to appoint another delegate (whether a delegate of the same Patrol or another Patrol) as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 18.2 The notice appointing the proxy must be in the form set out in Annexure 2;

19. Committee of management

- 19.1 The affairs of the Association shall be managed by the Committee of management.
- 19.2 The Committee:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the Act and the Regulations, 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 Patrols; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 19.3 Subject to section 23 of the Act, the Committee shall consist of:
- (a) the officers of the Association;
 - (b) the immediate past President; and
 - (c) five Ordinary Members,

each of whom shall be a Patrol's delegate and elected at the annual General Meeting of the Association in each year.

20. Office holders

20.1 The officers of the Association shall be:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer; and
- (d) a Secretary.

20.2 The provisions of rule 22, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in rule 20.1.

20.3 Each officer of the Association shall hold office until the annual General Meeting next after the date of his or her election but is eligible for re-election.

20.4 In the event of a casual vacancy in any office referred to in rule 20.1, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual General Meeting next following the date of the appointment.

21. Ordinary members of the committee

21.1 The Ordinary Members of the Committee must include Patrol delegates from two Victorian Patrols, two NSW Patrols and one Tasmanian Patrol.

21.2 Subject to these Rules, each Ordinary Member of the Committee shall hold office until the annual General Meeting next after the date of election but is eligible for re-election.

21.3 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Patrol's delegate to fill the vacancy and the Patrol's delegate appointed shall hold office, subject to these Rules, until the conclusion of the annual General Meeting next following the date of the appointment.

22. Election of officers and ordinary committee members

22.1 Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee must be:

- (a) made in writing, signed by two Patrols and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual General Meeting.

22.2 A candidate may only be elected to one office, or as an Ordinary Member of the Committee.

22.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected if endorsed by a majority of the Patrols' delegates present and entitled to vote and the Committee may subsequently appoint a Patrol's delegate to fill any vacancies and the Patrol's delegate appointed shall hold office, subject to these Rules, until the conclusion of the annual General Meeting next following the date of the appointment.

22.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected if endorsed by a majority of the Patrols' delegates present

and entitled to vote. In the event that the person nominated is not so endorsed, the position shall be a casual vacancy and may be filled in accordance with rules 20.4 or rule 21.3 as appropriate

- 22.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 22.6 The ballot for the election of officers and Ordinary Members of the Committee must be conducted at the annual General Meeting in such manner as the Committee may direct.

23. Vacancies

- 23.1 The office of an officer of the Association, or of an Ordinary Member of the Committee, becomes vacant if the Ordinary Member resigns from office by notice in writing given to the Secretary or if the Patrol for which the officer or member is a delegate:
- (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth).

24. Meetings of the committee

- 24.1 The Committee must meet at least 3 times in each year at such place and such times as the Committee may determine.
- 24.2 Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.

25. Notice of committee meetings

- 25.1 Written notice of each Committee meeting must be given to each member of the Committee at least 2 business days before the date of the meeting.
- 25.2 Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

26. Quorum for committee meetings

- 26.1 Any 4 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- 26.2 No business may be conducted unless a quorum is present either personally or by teleconference.
- 26.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting, the meeting lapses; and
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 26.4 The Committee may act notwithstanding any vacancy on the Committee.

27. Presiding at committee meetings

- 27.1 At meetings of the Committee:
- (a) the President or, in the President's absence, the Vice-President presides; or

- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their numbers to preside.

28. Sub committees

The Committee may appoint such Sub –Committees as it thinks fit and co-opt interested persons to those sub-committees in an advisory capacity.

29. Voting at committee meetings

- 29.1 Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 29.2 Each member present personally or by teleconference at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30. Removal of committee member

- 30.1 The Association in General Meeting may, by resolution, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 30.2 A member who is the subject of a proposed resolution referred to in rule 30.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to all Patrols.
- 30.3 The Secretary or the President may give a copy of the representations to each Patrol or, if they are not so given, the member may require that they be read out at the meeting.

31. Minutes of meetings

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

32. Members and delegates not to profit from service

No Committee member, Patrol or Patrol's delegate shall receive any profit, salary or emoluments from the funds and transactions of the Association except for professional services rendered on an arm's length basis at the request of the Committee.

33. Funds

- 33.1 The Treasurer of the Association must:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) 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.

- 33.2 All electronic funds transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.
- 33.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, grants, special levies on Patrols, income from commercial enterprises and such other sources as the Committee determines.

34. Seal

- 34.1 The common seal of the Association must be kept in the custody of the Secretary.
- 34.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

35. Notice to Patrols

- 35.1 Any notice that is required to be given to a Patrol, by or on behalf of the Association, under these Rules may be given by:
- (a) delivering the notice to one of the Patrol's delegates personally;
 - (b) sending it by prepaid post addressed to the Patrol at that Patrol's address shown in the register of Patrols;
 - (c) facsimile transmission, if the Patrol has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the Patrol has requested that the notice be given to him or her in this manner.

36. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

37. Custody and inspection of books and records

- 37.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 37.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Patrol upon request.
- 37.3 A Patrol may make a copy of any accounts, books, securities and any other relevant documents of the Association.

Annexure 1

Application for membership

Annexure to model rules for an incorporated association

Application for membership of Australian Ski Patrol Association Incorporated

(name of organisation), of *(address)* desires to become a member of the Australian Ski Patrol Association Incorporated.

In the event of admission as a member, *(name of organisation)* agrees to be bound by the Rules of the Association for the time being in force.

Signed for and on behalf of Applicant

Date

Annexure 2

Form of appointment of proxy

Annexure to model rules for an incorporated association

Form of appointment of proxy

I,

(name)

of

(address)

being a delegate of a member of Australian Ski Patrol Association Incorporated.

appoint

(name of proxy holder)

of

(address of proxy holder)

being a delegate of a member of the Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution:

(insert details of resolution).

Signed

Date

*Delete if not applicable

Annexure 3

Schedule of fees

Annexure to model rules for an incorporated association

Schedule of fees

Fee	Amount
Entrance fee	
Annual subscription fee	