

# FALLS CREEK RACE CLUB INC. CONSTITUTION

## Objects

- A. To provide suitable, encouraging and constructive support for the development of young athletes who aspire to participate in alpine skiing and snowboarding including the conduct of race training programs, dryland training and guidance in the preparation of equipment.
- B. To develop, promote, foster and encourage the conduct of alpine ski racing (and its derivatives) and snowboard racing (and its derivatives).

### 1. *Name*

The name of the incorporated association is Falls Creek Race Club Inc (**the FCRC**).

### 2. *Definitions*

(1) In this Constitution, unless the contrary intention appears-

**"Act"** means the **Associations Incorporation Reform Act 2012**;

**"Annual Membership Fee"** may include a refundable work levy;

**"committee"** means the committee of management of the FCRC;

**"financial year"** means the year ending on 31<sup>ST</sup> December;

**"general meeting"** means a general meeting of members convened in accordance with rule 12.

**"member"** means a member of the FCRC;

**"ordinary member of the committee"** means a member of the committee who is not an officer of the FCRC under Rule 21;

**"Race Club Programs"** means Race Club Programs (RCP) conducted by the FCRC in association with the Falls Creek Ski Lifts Company;

**"Regulations"** means regulations under the Act;

**"relevant documents"** has the same meaning as in the Act.

(2) In this Constitution, a reference to the Secretary of the FCRC is a reference--

(a) if a person holds office under this Constitution as Secretary of the FCRC--to that person; and

(b) in any other case, to the public officer of the FCRC.

### 3. *Alteration of the rules*

This Constitution must not be altered except in accordance with the Act.

#### **4. *Membership, entry fees and subscription***

(1) The categories of membership shall be as follows:

- (a) parent/guardian member (being parents or guardians of children enrolled in a RCP for the forthcoming ski season);
- (b) RCP participant members;
- (c) social members (being persons who from time to time apply to the club for such membership and are accepted by the committee as such) ; and
- (d) Honorary Life Members.

(2) An Honorary Life Member is a person so elected by the club in general meeting who has given extraordinary service to the club or the sport of skiing or snowboard racing.

(3) A person who applies for and is approved for membership as provided in this Constitution is eligible to be a member of the FCRC on payment of the Annual Membership Fee payable under this Constitution.

(4) A person must not be admitted to membership unless-

- (a) he or she applies for membership in accordance with sub-rule (5); and
- (b) the admission of that person as a member is approved by the committee.

(5) An application of a person for membership of the FCRC must-

- (a) be made in writing in the form set out in Appendix 1 or such form as the committee may from time to time prescribe; and
- (b) be lodged with the Secretary of the FCR

(6) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.

(7) The committee must determine whether to approve or reject the application.

(8) 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 balance of the sum payable under this Constitution as the Annual Membership Fee.

(9) The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule (8), enter the applicant's name in the register of members.

(10) An applicant for membership becomes a member and is entitled to exercise the rights of

membership when his or her name is entered in the register of members.

(11) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(12) A right, privilege, or obligation of a person by reason of membership of the FCRC-

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(13) The Annual Membership Fee is that amount as is advised by the FCRC to members and prospective members each year.

(14) Save for Honorary Life Members, members of the FCRC shall hold membership for the period commencing from the time of notification referred to in sub-rule (8) until the expiration of the time for application for membership occurring in the next calendar year.

## **5. *Register of members***

(1) The Secretary must keep and maintain a register of members containing-

(a) the name and address of each member; and

(b) the date on which each member's name was entered in the register.

(2) The register is available for inspection free of charge by any member upon request.

(3) A member may make a copy of entries in the register.

## **6. *Ceasing membership***

(1) A member of the FCRC who has paid all moneys due and payable by a member to the FCRC may resign from the FCRC by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in sub-rule (1)--

(a) the member ceases to be a member; and

(b) the Secretary must record in the register of members the date on which the member ceased to be a member.

## **7. *Discipline, suspension and expulsion of members***

(1) Subject to this Constitution, if the committee is of the opinion that a member has refused or neglected to comply with this Constitution, or such rules or guidelines as the committee may advise from time to time, or has been found guilty of conduct unbecoming a member or prejudicial to the interests of the FCRC, the committee may by resolution--

(a) fine that member an amount not exceeding \$500; or

- (b) suspend that member from membership of the FCRC for a specified period; or
- (c) expel that member from the FCRC.

(2) A resolution of the committee under sub-rule (1) does not take effect unless--

- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the FCRC under this rule, the FCRC confirms the resolution in accordance with this rule.

(3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice--

- (a) setting out the resolution of the committee and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she 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;
- (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the FCRC in general meeting against the resolution.

(5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must--

- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than (7) working days after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the FCRC in general meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the FCRC to be held within 21 days after the date on which the Secretary received the notice.

(8) At a general meeting of the FCRC convened under sub-rule (7)--

(a) no business other than the question of the appeal may be conducted; and

(b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and

(c) the member, or his or her representative, must be given an opportunity to be heard; and

(d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **8. *Disputes and mediation***

(1) The grievance procedure set out in this rule applies to disputes under this Constitution between-

(a) a member and another member; or

(b) a member and the FCRC.

(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.

(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.

(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 member and another member, a person appointed by the committee of the FCRC; or

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

(5) A member of the FCRC can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (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) The mediator must not determine the dispute.
- (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.

### ***9. Annual general meetings***

- (1) The committee may determine the date, time and place of the annual general meeting of the FCRC.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be--
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (b) to receive from the committee reports upon the transactions of the FCRC during the last preceding financial year; and
  - (c) to elect officers of the FCRC and the ordinary members of the committee; and
  - (d) to receive and consider the statement submitted by the FCRC in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with this Constitution.

### ***10. Special general meetings***

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the FCRC.
- (4) If, but for this sub-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.

(5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the FCRC.

(6) The request for a special general meeting must--

(a) state the objects of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members 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 FCRC to the persons incurring the expenses.

## **11. *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, is deemed to be special business.

## **12. *Notice of general meetings***

(1) The Secretary of the FCRC, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the FCRC, must cause to be sent to each member of the FCRC, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent--

(a) by delivering the notice to the member personally;

(b) by prepaid post to the address appearing in the register of members;

(c, by facsimile transmission, unless a member requires that such notices be sent to that member by the means specified in (a) or (b) above; or

(d) by electronic transmission unless that member has specified that such a notice be sent to that member by the means specified in (a) or (b) above.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member 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.

### **13. *Quorum at general meetings***

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under this Constitution to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
  - (ii) 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 members given before the day to which the meeting is adjourned) at the same place.
- (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 members personally present (being not less than 3) shall be a quorum.

### **14. *Presiding at general meetings***

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the FCRC.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

### **15. *Adjournment of meetings***

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **16. *Voting at general meetings***

- (1) Upon any question arising at a general meeting of the FCRC, a member has one vote only.
- (2) All votes must be given personally or by proxy.

(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.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the FCRC at the date of the meeting have been paid.

(5) A member must be over the age of 16 to be eligible to vote.

### **17. *Poll at general meetings***

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **18. *Manner of determining whether resolution carried***

If a question arising at a general meeting of the FCRC is determined on a show of hands--

(a) a declaration by the Chairperson that a resolution has been--

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect in the minute book of the FCRC--

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **19. *Proxies***

(1) Each member is entitled to appoint another member 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.

(2) The notice appointing the proxy must be--

(a) for a meeting of the FCRC convened under rule 7(7), in the form set out in Appendix 2; or

(b) in any other case, in the form set out in Appendix 3.

## **20. *Committee of Management***

- (1) The affairs of the FCRC shall be managed by the committee of management.
- (2) The committee--
  - (a) shall, subject to this Constitution, control and manage the business and affairs of the FCRC; and
  - (b) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the FCRC other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the FCRC; and
  - (c) subject to this Constitution, 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 FCRC.
- (3) Subject to section 23 of the Act, the committee shall consist of--
  - (a) the officers of the FCRC; and
  - (b) two ordinary members--each of whom shall be elected at the annual general meeting of the FCRC in each year.
- (4) The Committee shall have the discretion to delegate.

## **21. *Office holders***

- (1) The officers of the FCRC shall be--
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) The provisions of rule 23, 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 sub-rule (1).
- (3) Each officer of the FCRC shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (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.

## **22. *Ordinary members of the committee***

- (1) Subject to this Constitution, 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.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the FCRC to fill the vacancy and the member appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## **23. *Election of officers and ordinary committee members***

- (1) Nominations of candidates for election as officers of the FCRC or as ordinary members of the committee must be--
  - (a) made in writing, signed by two members of the FCRC 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 FCRC not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (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.

## **24. *Vacancies***

The office of an officer of the FCRC, or of an ordinary member of the committee, becomes vacant if the officer or member--

- (a) ceases to be a member of the FCRC; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

## ***25. Meetings of the committee***

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## ***26. Notice of committee meetings***

- (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.
- (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.

## ***27. Quorum for committee meetings***

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
  - (i) in the case of a special meeting--the meeting lapses;
  - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

## ***28. Presiding at committee meetings***

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 number to preside.

## ***29. Voting at committee meetings***

- (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.
- (2) Each member present 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***

- (1) The FCRC 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.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the FCRC (not exceeding a reasonable length) and may request that the representations be provided to the members of the FCRC.
- (3) The Secretary or the President may give a copy of the representations to each member of the FCRC 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 FCRC 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. *Funds***

- (1) The Treasurer of the FCRC must-
  - (a) collect and receive all moneys due to the FCRC and make all payments authorised by the FCRC; and
  - (b) keep correct accounts and books showing the financial affairs of the FCRC with full details of all receipts and expenditure connected with the activities of the FCRC.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the office administrator and at least one committee member or two members of the committee.
- (3)(i) Subject to paragraph (ii) immediately following this paragraph, payments effected by way of electronic funds transfer or by any means other than those specified in paragraph (2) above, must be approved must be approved by two committee members..
  - (ii) Such payments for up to an amount of \$200 can be effected by the office administrator and approved by the Treasurer.
- (4) The funds of the FCRC shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

### **33. *Seal***

- (1) The common seal of the FCRC must be kept in the custody of the Secretary.
- (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 either of two members of the committee or, of one member of the committee and of the public officer of the FCRC.

### **34. *Notice to members***

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the FCRC, under this Constitution may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, unless a member requires that such notices be sent to that member by the means specified in (a) or (b) above.
- (d) electronic transmission, unless a member requires that such notices be sent to that member by the means specified in (a) or (b) above.

### **35. *Winding up***

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

### **36. *Custody and inspection of books and records***

- (1) Except as otherwise provided in this Constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the FCRC.
- (2) All accounts, books, securities and any other relevant documents of the FCRC must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the FCRC.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF  
FALLS CREEK RACE CLUB**

I,....., of .....desire to become a  
(*name and occupation*) (address)

Parent/Guardian member, RCP Participant member/, Social member of the Falls Creek Race  
Club Inc (FCR).....  
(*name of Association*)

In the event of my admission as a member, I agree to be bound by the Constitution of the FCRC  
and such rules of guidelines as the committee of the FCRC may advise from time to time.

.....  
Signature of Applicant  
Date

I enclose \$                being the Annual Membership Fee notified by the FCRC for the  
forthcoming ski season.

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF  
ASSOCIATION CONVENED UNDER RULE 7(7)**

I,.....  
(*name*)

of .....  
(*address*)

being a member of .....  
(*name of Incorporated Association*)

appoint .....  
(*name of proxy holder*)

of .....  
(*address of proxy holder*)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the  
appeal to the general meeting of the FCRC convened under rule 7(7), to be held on-

.....  
(*date of meeting*)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution  
(insert details of resolution passed under rule 7(1)).

.....  
Signed  
Date

### APPENDIX 3

#### FORM OF APPOINTMENT OF PROXY

I, .....  
(name)

of .....  
(address)

being a member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the FCRC 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