

TOORBUNNA SKI CLUB INCORPORATED

CONSTITUTION

Name

1. The name of the association shall be Toorbunna Ski Club Incorporated (in these rules called "the Association").

Interpretation

2. (1) In these rules, unless the contrary intention appears-

"Committee" means the committee of management of the Association;

"General meeting" means a general meeting of members convened in accordance with rule 13.

"ordinary committeeman" means a member of the committee to whom paragraph (b) of sub-rule (1) of rule 23 relates.

"Toorbunna Share" means an equal financial interest in the Association as prescribed under rule 35.

"Member" means a person who owns one or more Toorbunna Shares and has been accepted as a member according to rule 5.
- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* and the Act in force on the date on which these rules are adopted by the Association.

Office

3. The office of the Association shall be at 12 Thomas Street, Launceston or such other place as the committee may, from time to time, determine.

Objects of association

4. (1) In addition to the basic objects of the Association, the objects and purposes of the Association shall be deemed to include: -
 - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, selling, and supplying of, and dealing in, goods of all kinds;
 - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;

- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
 - (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
 - (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
 - (g) the borrowing and raising of money in such manner and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;
 - (h) subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
 - (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to paragraph(a) of subsection(1) of section 78 of the *Income Tax and Social services Contribution Assessment Act 1936 - 1964* of the Commonwealth relates;
 - (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
 - (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
 - (l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
 - (m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (2) In this rule, "basic objects of the Association" means the objects and purposes of the Association, as stated in the application under subsection (2) of section 7 of the Act for the incorporation of the Association lodged with the Registrar pursuant to that section.

Members

5. (1) The Association shall not consist of more than 80 members

-nomination

- (2) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association provided they continue to own one or more Toorbunna Shares.
- (3) A person who is not a member of the Association at the time of the incorporation of the Association shall not be admitted to membership unless:-

- (a) that person is nominated as provided in sub-rule (4) of this rule; and
 - (b) that person's admission as a member is approved by 70% of the members of the Association returning a vote at the special general meeting referred to in sub-section (6) of this rule; and
 - (c) the person agrees to pay to the Association the agreed value of their Toorbunna Share; and
 - (d) that person is a minimum of eighteen years old; and
 - (e) that person's purchase of the Toorbunna Share is approved by the member selling the Toorbunna Share where it is a members share that is being sold; and
 - (f) that person pays an administration fee of \$100.00.
- (4) A nomination of a person for membership of the Association:-
- (a) shall be made in writing, signed by two members of the Association;
 - (b) shall be accompanied by the written consent of the person nominated (which may be endorsed on the form of nomination); and
 - (c) shall be lodged with the public officer of the Association, or his nominee.
- (5) As soon as is practicable after the receipt of a nomination, the public officer or his nominee shall refer the nomination to the committee.
- (6) The committee shall then notify in writing each member of the Association giving details of the nominee together with voting papers.

- voting

- (7) Those members of the Association wishing to vote for or against the nominee shall vote either by voting by post or voting by electronic means.
- (7A) A member will be eligible to cast one vote for each nominee, irrespective of how many Toorbunna Shares that member owns.
- (7B) Voting papers must be returned within 2 weeks of their issue.
- (7C) Counting of votes shall be conducted at a committee meeting of the Association.
- (8) The number of votes cast for or against the nominee shall be not less than half the total number of members.
- (9) In the event of less than the prescribed number of votes mentioned in Rule 5 (8) are cast, the nominee shall be renominated at a date to be determined by the committee.
- (10) Upon a nominee obtaining the requisite number of votes under rule 5 sub-section 3 (b), the public officer or his nominee, shall, with as little delay as possible:
- (a) where required, seek approval in writing from the member selling the Toorbunna Share to the new member, that they approve the sale of their Toorbunna Share to the nominee; then
 - (b) notify the nominee, in writing, that they have been approved for membership of the Association and, upon receipt of the sum payable by or

on behalf of the nominee as prescribed in Rule 5 (3) (c) and (f), shall enter the nominee's name in a register of members to be kept by the public officer, whereupon the nominee becomes a member of the Association.

- resignation

- (11) a member of the Association applies to cease their membership of the Association when they:-
- (a) deliver or send by post to the public officer a written notice of resignation, or
 - (b) owe more to the Association on their last remaining Toorbunna Share than half its nominal value as prescribed in rule 35 sub-rule 2; or
 - (c) apply to the Association as prescribed in rule 35 sub-rule 4, to sell their last remaining Toorbunna Share; or
 - (d) dies.

In all cases the member is deemed to be a resigning member.

- (11A) A resigning member:-

- (a) continues to be liable for all subscriptions and levies payable to the Association, until they cease to be a member according to rule 5 sub-rule 13; and
- (b) is entitled to the proceeds of sale of any Toorbunna Shares owned at the time of resignation, less any liabilities to the Association.

- Toorbunna Share disputes

- (12) (a) a resigning member, if dissatisfied with the amount they are to receive following the sale of their Toorbunna Share(s) may dispute the amount of refund at the next general meeting;
- (b) the members of the Association shall vote whether or not to increase the amount of the refund;
 - (c) in the event of more than 50% of the members of the Association agreeing the amount of the refund may be increased; and
 - (d) in the event of dispute, the final determination of such refund shall be made by the Association's Auditor

- removal of name

- (13) Upon acceptance of resignation by the Association and having completed the sale of any Toorbunna Shares previously owned by the member, the public officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.

- transfer of membership

- (14) A right, privilege, or obligation of a person by virtue of his membership of the Association:-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of their membership, whether by death, resignation, or otherwise.

Winding up

- (15) In the event of the Association being wound up, every member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding the annual subscription..
- (16) As a part of completion of the winding up of the Association, the net assets of the Association should be determined and used as the basis for determining the value of a Toorbunna Share.
- (17) Each member should then be paid the value of any Toorbunna Shares they own, less any liabilities accruing in relation to those Toorbunna Shares.

Life membership

- (18)
 - 1) The Committee may award Life Membership at the Annual General Meeting. Such membership is to be awarded to persons who have rendered special services to the Association and may only be awarded at an Annual General Meeting.
 - 2) Life Members under this rule retain voting rights and have the use of Association facilities. Such members are exempt from payment of all annual subscriptions, levies and extraordinary financial calls.
 - 3) Life Members shall not be included for reckoning the limitation of membership under clause 5(1) nor have the requirement to own shares as required under cluse 5(2).

Income and Property

- (6) (1) Other than in respect to the payment for sale of a Toorbunna Share, the income and
property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.
- (2) The Association shall not:-
 - (a) appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of- pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:-

- (a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
 - (b) interest at a rate not exceeding seven and one quarter percent on moneys lent to the Association by the servant or member; or
 - (c) a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.
- (4) The value of any real property owned in part or in full by the Association will be determined based on a Market Value valuation, determined by a Registered Valuer. This valuation will be obtained by the committee on a five yearly cycle and incremented by the Consumer Price Index on an annual basis between valuations.

Accounts

- 7. (1) True accounts shall be kept:-
 - (a) of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

- records

- (2) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.
- (3) The accounts, books, and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Association's office or at such other place as the committee may decide.

Bank accounts

- 8. (1) The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefor.
- (2) The committee shall cause to be opened with such bank as the committee selects banking accounts in the name of the Association and its committee into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The committee may receive from the Association's bank or bankers for the time being the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

- payment of bills

- (4) Except with the authority of the committee, no payment of a sum exceeding two hundred dollars shall be made from the funds of the Association otherwise than by

cheque drawn or by electronic payment on the Association's bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.

- (5) No cheques or electronic payments shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the committee.
- (6) All cheques, electronic transfers, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed or approved if an electronic payment by the Treasurer or, in his absence, by such other member or members of the committee as the committee may nominate for that purpose, and shall be countersigned or authorised if an electronic payment by the president or secretary.

Auditor

- 9.
 - (1) At each annual general meeting of the Association the members present shall appoint a person as the auditor of the Association.
 - (2) A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.
 - (3) The first auditor of the Association may be appointed by the committee before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
 - (4) If an appointment is not made at an annual general meeting the committee shall appoint an auditor of the Association for the then current financial year of the Association.
 - (5) Except as provided in sub-rule (3) of this rule, the auditor may only removed from office by special resolution.
 - (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

Audit of accounts

- 10.
 - (1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
 - (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
 - (3) In his report, and in certifying to the accounts, the auditor shall state:-
 - (a) whether he has obtained the information required by him;
 - (b) whether in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.

- (4) The public officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.
- (5) The auditor:-
 - (a) has a right of access to the accounts, books, records, vouchers, and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;
 - (c) may employ persons to assist him in investigating the accounts of the Association; and
 - (d) may, in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

Annual General Meeting

- 11. (1) The Association shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than four months after the close of the financial year of the Association) as the committee may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the committee, auditor, and servants of the Association reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the officers of the Association and the ordinary committeemen;
 - (d) to appoint the auditor and determine his remuneration; and
 - (e) to determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.

Special General Meetings

- 12. (1) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The committee shall, on the requisition in writing of not less than five members,

convene a special general meeting of the Association.

- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.
- (4) If the committee does not cause a special general meeting to be held within twenty-one days from the date on which a requisition therefor is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

Notice of meetings

13. (1) The public officer of the Association, or his nominee, shall, at least seven days before the date fixed for holding a general meeting of the Association, give notice to every member personally or by sending it through the post in a pre-paid letter addressed to the member at usual or last-known place of abode.
- (2) Such notice shall specify the place, day, and time for the holding of the meeting, and the nature of the business to be transacted thereat.

Business of a general meeting

14. (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

- quorum

- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Ten members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

- deferring a meeting

- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman 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, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

Chairing a meeting

15. (1) The President, or in his absence, the Vice-President shall preside as chairman at every general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

Adjournments

16. (1) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Polls

17. A question arising at a general meeting of the Association shall be determined on a show of hands, together with any votes provided, in writing, to the Secretary prior to the meeting. Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

Voting

18. (1) Upon any motion to delete from, amend or add to the rules of the Association, a member has the same number of votes as the number of Toorbunna Shares they own.
- (1A) Upon any question arising at a general meeting of the Association, other than matters covered in sub-rule 1 of this rule, a member has one vote only.
- (2) All votes shall be given personally, or in writing to the Secretary prior to the commencement of the meeting.
- (3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.
19. If at a meeting a poll on any question is demanded it shall be taken at that meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.
20. A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

Committee

21. (1) The affairs of the Association shall be managed by a committee of management constituted as provided in rule 23.
- (2) The committee:-
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, 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 members of the Association; and
 - (c) subject to the Act and these rules, 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.

Officers

22. (1) The officers of the Association shall be :-
- (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of sub-rules (2), (3), and (4) of rule 24, 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 mentioned in sub-rule (1) of this rule.
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

Election of Committee

23. (1) The committee shall consist of:-
- (a) the officers of the Association; and
 - (b) two other members,
- all of whom shall be elected at the annual general meeting of the Association in each year.
- (2) Each ordinary committeeman shall, subject to these rules, hold office until the annual general meeting next after the date of his election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of ordinary committeeman, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.

Nominations for Committee

24. (1) Nominations of candidates for election as officers of the Association or as ordinary committeemen:-
- (a) shall be made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the public officer of the Association at least seven days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary committeemen shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

Vacancies on Committee

25. For the purposes of these rules, the office of an officer of the Association or of an ordinary committeeman becomes vacant if the officer or committeeman:-
- (a) dies;
 - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
 - (c) becomes of unsound mind;
 - (d) resigns his office by writing under his hand addressed to the committee;
 - (e) ceases to be resident in the State;
 - (f) fails, without leave granted by the committee, to attend three consecutive meetings of the committee;
 - (g) ceases to be a member of the Association.

Committee meetings

26. (1) The committee shall meet at such place and at such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President, or any three of its members.
- (3) Notice shall be given to members of the committee of any special meeting,

specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

- (4) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) At meetings of the committee :-
 - (a) the President, or in his absence the Vice-President,
 - (b) if the President and the Vice-President, are absent such one of the remaining members of the committee as may be chosen by the members present,shall preside.

- Committee voting

- (7) Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the committee or 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.

- notice of Committee meetings

- (9) Written notice of each committee meeting shall be served on each member of the committee by delivering it to him at a reasonable time before the meeting or by sending it by post in a prepaid addressed to him at his usual or last-known place of abode in time to reach him in due course of post before the date of the meeting.

Pecuniary interest

- 27. (1) A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.
- (2) If a member of the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.
- (3) No member of the committee shall vote as a member of the committee in respect of any contract or arrangement in which he is interested and if he does so vote his vote shall not be counted.

Sub-committees

28. (1) The committee may at any time appoint a sub-committee from the committee as it may think fit and shall prescribe the powers and functions thereof.
- (2) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- (3) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- (4) The convenor of the sub-committee is responsible for calling meetings of a sub-committee.
- (5) Notice of each sub-committee meeting shall be served on each member of the sub-committee by informing him at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him at his usual or last-known place of abode in time to reach him in due course of post before the date of the meeting.
- (6) The President, a Vice-President, the Treasurer, and the Secretary constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

Annual subscriptions

29. (1) The committee will establish, for the current year, the amount of the annual subscription applying to each Toorbunna Share, based on the estimated fixed costs of running the Association and maintenance of its assets..
- (2) A member will be required to pay, in relation to each Toorbunna Share owned, the annual subscription for the current year, on or before the date of that year's Annual General Meeting of the Association.
- (3) A member who fails to pay an annual subscription by the date stated in sub-rule 2, will be required to pay an additional 10% of the subscription for each year that the subscription remains unpaid.

Financial year

30. The financial year of the Association is the period beginning on 1st day of January in each year and ending on the 31 st day of December next following.

Notices

31. A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addressed to the member at his usual or last-known place of abode.

Expulsion of a member

32. (1) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.

- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect :-
 - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
 - (b) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.
- (3) Where the committee expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:-
 - (a) stating that the committee has expelled the member;
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member that if they so desire they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing their appeal.
- (5) Upon receipt of a requisition under sub-rule (4) of this rule, the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.
- (6) At a special general meeting convened for the purpose of this rule:-
 - (a) no business other than the question of the expulsion shall be transacted;
 - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
 - (c) the expelled member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
 - (e) members unable to be present at the special general meeting may vote by a postal vote; and
 - (f) such vote shall be addressed to the office of the Association and must arrive at the office prior to the meeting to be of effect.
- (7) If at the special general meeting a majority of the members present vote in favour of lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

- (9) An expelled member shall have the same rights and liabilities as a member who resigns in any other circumstances.

Disputes

33. (1) Subject to this rule, a dispute between a member of the Association, in their capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the *Arbitration Act 1892*.
- (2) Nothing in this rule affects the operation or effect of rule 32.

Seal of Association

34. (1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
- (2) The seal of the Association shall not be affixed to any instrument except by the authority of the committee, and the affixing thereof shall 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 Association or such other person as the committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.
- (3) The seal shall remain in the custody of the public officer.

Toorbunna Share

- 35 (1) There will be exactly eighty Toorbunna Shares which may be owned either by members, or the Association.
- (2) The nominal value of a Toorbunna Share will be one eightieth of the net worth of the Association as expressed in the audited accounts for the financial year prior to the year in which the value of the Toorbunna Share is quoted. For the purposes of this sub-rule, 'net worth' includes the Market Value of any Real Property as determined by rule 6 sub-rule 4.
- (3) A member may nominate the price they are prepared to accept in relation to a Toorbunna Share they wish to sell, up to the nominal value detailed in sub-rule 2 of this rule, provided this price is not less than any liabilities which may have accrued, including the administrative fee required to be paid to the Association on transfer.
- (4) A member wishing to sell one or more Toorbunna Shares, may do so by:-
- (a) notifying the Association in writing, of the number of Toorbunna Shares they wish to sell; and
 - (b) advising the Association of any conditions (including value) they wish to put on the sale of the Toorbunna Shares.
- (5) A member wishing to purchase an additional Toorbunna Share shall be eligible to do so:-
- (a) if they apply in writing to the Association; and
 - (b) if the purchase of the Toorbunna Share is approved by the member selling the Toorbunna Share.

- (6) Transaction of Toorbunna Shares can take place under Rule 5 (new memberships); or in the case of a shareholding being transferred between existing members, under sub-rule 8 of this rule.
- (7) Where a Toorbunna Share is to be transferred between two existing members, the Association should as soon as practicable, obtain the agreed sale price from the member purchasing the Toorbunna Share and pass this amount, less any outstanding liabilities to which that share is subject and an administrative fee of \$100, to the member selling the Toorbunna Share.
- (8) Where a Toorbunna Share is to be sold on the basis that it is to go to a specific person who is not currently a member, the Association will require that person to apply for membership under rule 5, and make all reasonable efforts to process the transaction according to that rule.
- (9) Where a member owns more than one Toorbunna Share, and the liabilities against that Toorbunna Share equate to half the nominal value of that share as determined by rule 35 sub-rule 2, the member will forfeit that share to the Association.
- (10) Where the last remaining Toorbunna Share of a member accrues liabilities which equate to half the nominal value of that share as determined by rule 35 sub-rule 2, the Association can enact rule 5 sub-rule 11(b) and sell the share on behalf of the resigning member to finalise their membership.

Member responsibilities and entitlements

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- (1) A member is entitled to stay on the Association's premises free of any daily charge.
 - (2) For each Toorbunna Share above one that is owned by a member, that member is entitled to invite to stay with them on the Association's premises, a single adult guest, or two child age (up to and including 17 years) guests free of any daily charge.
 - (3) Each member is responsible for assisting in carrying out maintenance on the Association's premises for a minimum period as set by the committee once a year.
 - (4) The committee may charge a member levy in lieu of not fulfilling their obligation under sub-rule 3 of this rule, the amount of which is determined by the committee at the beginning of each financial year.
 - (5) A member who fails to pay a member levy as prescribed under sub-rule 4 of this rule by the end of the financial year during which the levy was requested, will be required to pay an additional 10% of the levy for each year that the levy remains unpaid.
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