

The Ski Club of Victoria

ACN 004 239 721



NOTICE OF ANNUAL GENERAL MEETING

Notice is given of the Annual General Meeting of the Ski Club of Victoria (**the Club**).

Date: Wednesday 18 March 2020

Time: 8:00pm

Venue: Kooyong Lawn Tennis Club
489 Glenferrie Road
Kooyong Vic 3144

RSVP

To assist with catering arrangements, members are encouraged to RSVP if they will be attending the AGM, by Wednesday 11 March 2020. Members are still welcome to attend and vote at the AGM if they do not RSVP.

Proxies

To assist in securing a quorum at the meeting, members who are unable to attend the meeting are encouraged to lodge proxies in the form attached. Proxies must be lodged at least 48 hours before the start of the meeting.

RSVPs and proxies should be sent to manager@skivictoria.com.au

AGENDA

1. **Welcome**
2. **Apologies and Quorum**
3. **Admission of Proxies**
4. **Confirmation of Minutes**

A copy of the minutes of the Annual General Meeting held on 28 February 2019, are available on the Club's website

5. **President's Report**
6. **Financial Reports for the Year ended 31 October 2019**

A copy of the proposed financial reports will be available on the Club's website

7. **Election of Directors**

Board vacancies

The meeting will consider the election of two Board positions arising from:

- The retirement by rotation of James Soutter;
- The retirement of Ian Coltman.

Director nominations



At the date of this notice, nominations have been received for the following Board candidates:

- James Soutter

Additional nominations

Any two financial members may nominate another member for election to the Club's Board of Directors by notice in writing. Notice must be received at the registered office not less than 21 days before the Annual General Meeting (26 February 2020). Nomination forms may be obtained from the SCV office. Notice of nomination must be addressed to:

The Secretary
Ski Club of Victoria
PO Box 62, Mt Buller. Vic. 3723

manager@skivictoria.com.au (email preferred)

8. Special Resolution

A special resolution in the form in the Notice of Special Resolution attached will be moved to amend the constitution of the Company.

9. Meeting close

Members are invited to stay for refreshments after the meeting.



NOTICE OF SPECIAL RESOLUTION

A special resolution will be moved at the Annual General Meeting to amend the constitution of the Club.

The proposed amendments are intended to ensure that the constitution is consistent with the current state of the law and regulatory requirements (particularly relating to liquor control), as well as to tidy up certain parts of the constitution or make it more contemporary.

Each amendment is provided below in marked up form and is accompanied by an explanation of why the amendment is proposed.

The members may resolve to adopt only some of the amendments. However some of the proposed amendments (such as new definitions) depend on others and will be redundant if the related amendment is not adopted.

Special Resolution

That the Constitution of The Ski Club of Victoria be amended in the manner proposed as follows:

Clause 1.2 Definitions

| |
|--|
| Proposed amendment |
| The definition of Commission be amended as follows: “ <u>Liquor Commission</u> ” means the Victorian Commission for Gambling and Liquor Regulation. |
| Reasons |
| The term “Liquor Commission”, rather than “Commission” is used in the Constitution. |

Clause 1.2 Definitions

| |
|--|
| Proposed amendment |
| A new definition be inserted as follows: “Guest” means a person introduced to the Company’s premises by a Member in accordance with this Constitution. |
| Reasons |
| The term guest is used in the Constitution, but is not defined. The definition is largely taken from the Liquor Control Reform Act and the term is used as required by that Act. |

Clause 1.2 Definitions

| |
|--|
| Proposed amendment |
| A new definition be inserted as follows: “Manager” means such person as the Board appoints to manage the operations of the Company. |
| Reasons |
| The term General Manger or Manager is used in the Constitution, but is not defined. |

Clause 1.2 Definitions

| |
|--|
| Proposed amendment |
| A new definition be inserted as follows: “Rules” means such rules as the Board may make pursuant to this Constitution. |
| Reasons |
| The term Rules is used in some of the proposed amendments. The term “by laws” is currently used in the Constitution, but is not defined. It is proposed that the provisions of the Constitution referring to by laws be amended. |

Clause 2.2(i) Restricted Associate, Temporary and Summer Members

Proposed amendment

Clause 2.2(i) be amended in accordance with the following marked up changes:

The ~~General~~ Manager may admit Restricted Associate, Temporary and Summer Members provided that the Board ratifies such admission at the next available Board Meeting. The ~~General~~ Manager shall use an admission procedure approved by the Board.

Reasons

The term "General Manager" is not defined in the Constitution. The term "Manager" is.

Clause 2.3(a) Subscriptions

Proposed amendment

Clause 2.3(a) be amended in accordance with the following marked up changes:

Entrance fees, ~~and~~ subscriptions payable and member benefits must be determined for each category of Membership by the Board each year and the Board shall have power within categories to reasonably determine different entrance fees and subscriptions for interstate and overseas Members, absentee Members, Members married to each other (legally or de facto), families of Members, ~~and~~ Members within different age groups and Members with different member benefits. The decision of the Board in respect of categories, age groups, ~~and~~ marriage and member benefits shall be final and conclusive and the Board shall not be required to assign any reason therefor.

Reasons

The amendment makes it clear that the Board may provide for different membership rates where different benefits apply to different classes of membership; for example Member and Member Plus.

Clause 2.5(a) Rules of Behaviour

Proposed amendment

Clause 2.5(a) be amended in accordance with the following marked up changes:

Payment by a Member of the annual subscription shall be deemed acceptance by the Member of this Constitution and the Rules ~~by laws of the Company~~ and shall bind the Member accordingly.

Reasons

The amendment is consistent with the reference to Rules rather than by-laws.

Clause 2.5 – assorted paragraphs

Proposed amendment

Paragraphs (b), (c), (d), (e), (f), (g), (h), (k), (m), (o), (p), (r), (t) and (u) of clause 2.5 be deleted.

Reasons

Some of these paragraphs are inconsistent with the current state of the law. Others would be more appropriately maintained in Club rules or policies rather than a corporate constitution. For convenience the relevant paragraphs are reproduced below:

(b) Company premises shall be open to Members during such days and at such times as the Board may determine.

(c) There shall not be permitted in the Company's licensed premises at Mount Buller more than [414] [pending confirmation from Liquor Commission] persons at any one time.

(d) The above number may be varied to such numbers that may be approved by the Liquor Commission.

(e) No liquor shall be sold or supplied to any person or Member except in accordance with the licences held by the Company under the Liquor Control Act.

(f) Persons under 18 years of age are only permitted into the licensed area according to the conditions of the Liquor Licence, or if the younger is:

with a responsible adult;

having a meal;

employed by the Club but not involved in the supply of alcohol; or

taking a training program in hospitality.

(g) Persons under 18 years of age are not permitted to drink alcohol unless they are with a parent or legal guardian and having a meal.

(h) Persons under 18 years of age are not permitted to be involved with the supply of alcohol.

(k) Betting on the Company premises is strictly prohibited unless in accordance with any licence held by the Company under the Gaming Machine Control Act 1990 or the Gaming and Betting Act 1994.

(m) No meetings except for meetings authorised by this Constitution or by statute shall take place on the Company premises without the permission of the Board and no meeting shall be held to discuss any religious, political or other question of a controversial nature on the Company premises.

(o) Any member who has any operational issues or concerns about the Company shall in the first instance raise that matter with the General Manager, the Board or a member of the Board.

(p) Any member who has any non-operational issues or concerns about the Company shall in the first instance raise that matter with the Board or a member of the Board.

(r) Members shall not take away or remove from the Company premises, any newspaper, book, sporting material or other articles the property of the Company, without the permission of a Director, Secretary or the Manager.

(t) The name and address of the Company shall not be given by a Member as the Member's address or otherwise for the purpose of identification in connection with legal proceedings.

(u) Members must at all times provide to the Secretary, their current address or an address for service of notices.

Clause 2.5(i) Guests

Proposed amendment

Paragraph 2.5(i) be amended in accordance with the following marked up changes:

A visitor shall not be supplied with liquor in the Company premises unless:

(i) a Guest ~~guest~~ in the company of a Member; or

(ii) otherwise permitted by law ~~a person exercising reciprocal membership rights;~~

(iii) ~~a resident guest;~~

(iv) ~~a visitor or Temporary Member admitted under this Constitution;~~

Reasons

Paragraph (b) of Schedule 1 of the Liquor Control Reform Act, requires a Club's rules to provide that a visitor to the club must not be supplied with liquor in the club premises unless the visitor is a guest in the company of a member of the club. Paragraphs (ii), (iii) and (iv) are not permitted circumstances in which a visitor may be served alcohol.

Clause 2.6(a)(v) Discipline of members

Proposed amendment

Paragraph 2.6(i) be amended in accordance with the following marked up changes:

The Board has the power by resolution to reprimand, fine, suspend or expel any Member for any of the following conduct, proved to the Board's satisfaction:

(v) Where a Member has, in the opinion of the Board, materially infringed any of the provisions of this Constitution or the Rules.

Reasons

A breach of the Rules should be subject to the same disciplinary procedure as a breach of the Constitution.

Clause 3.5 Quorum for general meeting

Proposed amendment

Paragraph 3.5(b) be amended in accordance with the following marked up changes:

~~Thirty~~ Twenty Members attending in person or by proxy shall be a quorum

Reasons

It is increasingly difficult to secure the attendance of thirty members at the AGM each year. The cost of holding the AGM is wasted if the AGM cannot proceed because a quorum is not present.

Clause 5.5 Seal

Proposed amendments

The title of paragraph 5.5 be changed from "Seal" to "Execution of documents".

Paragraphs (a), (b), (c), (d) and (f) be deleted.

Paragraph (e) be amended as follows:

(e) The Company may execute a document ~~without using a Seal~~ if the document is signed by:

(i) two Directors; or

(ii) one Director and one Secretary; or

(iii) one Director and another person appointed by the Directors for that purpose.

Reasons

The company does not have or use a seal to execute documents and is unlikely to do so in the future. By having a seal the Board is responsible for its safe-keeping, which imposes an unnecessary and onerous burden on the Board. The Company currently executes documents in accordance with paragraph (e) of the Constitution.

For ease of reference, the paragraphs that are intended to be deleted are reproduced below:

- (a) The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words “Common Seal” are engraved.
- (b) If the Company has a Seal the Directors shall provide for the safe custody of the Seal.
- (c) The Seal shall be used only by authority of a resolution of the Board.
- (d) The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:
 - (i) two Directors; or
 - (ii) one Director and one Secretary; or
 - (iii) one Director and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.
- (f) A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

Clause 5.6 By laws

Proposed amendment

Replace the heading “By-Laws” with “Rules”.

Amend clause 5.6 in accordance with the following mark ups:

The Board has power to make Rules ~~bylaws~~ concerning Membership applications, ~~and~~ qualification for Membership of the Company, ~~conduct of Members when on Company premises or engaged in Company activities~~ and any other matter which the Board believes suitable for inclusion in such Rules ~~By Laws~~. The Rules shall bind Members as though part of this Constitution.

Reasons

The Board may need to pass rules or policies of the club that bind members, in order to comply with legal requirements (such as liquor control laws) or to facilitate the smooth and efficient conduct of the club and its facilities.

Clause 5.8(a) Notice

Proposed amendment

Amend clause 5.8(a)(ii) in accordance with the following mark ups:

- (a) A notice may be given by the Company to any Member by:

...

- (ii) sending it to them at their address, including any email address, as shown in the Register of Members or the address supplied by him or her to the Company for the giving of notices to him or her. If a Member provides the Company with an email address, the Member consents to the Company giving notices to the Member (including notice of meetings of members) by email sent to the Member’s email address; or

Reasons

Section 249J(3)(ca) of the Corporations Act allows a company to give a member a notice of a meeting of members by sending it to the member by “electronic means (if any) nominated by the member”.

The amendment is proposed in order to make it clear that a Member has nominated receiving notices of meetings by email in accordance with the Act, when they provide an email address.

Clause 5.8(b)-(d) Notice

Proposed amendment

Amend clause 5.8(b)-(d) in accordance with the following mark ups:

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice to a Member, on the 5 business days after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (c) Where a notice is sent by facsimile, service of the notice shall be deemed to be effected on receipt by the Company of a transmission report confirming successful transmission the business day after it was sent.
- (d) Where a notice is sent by email, service of the notice shall be deemed to be effected 24 hours after the transmission of the email the business day after it was sent, unless the person transmitting the email is notified at any time that the email was undelivered or undeliverable.

Reasons

Section 249J(4) of the Corporations Act provides that notice sent by post is taken to be given 3 days after posting and that notice sent by electronic means is taken to be given the next business day.

The proposed amendments will make the constitution consistent with the Corporations Act. Current Australia Post delivery times mean that 5 business days is a more conservative time frame for delivery.



THE SKI CLUB OF VICTORIA

PROXY FORM

Annual General Meeting

Wednesday 18 March 2020

I

of

being a financial member of the Ski Club of Victoria

hereby appoint

of

or failing him/her, the Chairperson of the Meeting, as my proxy to vote on my behalf at the Annual General Meeting of the Club, to be held at 8:00 pm on Wednesday 18 March 2020.

In relation to any resolution put to the meeting, my proxy is authorised to vote as he or she thinks fit, subject to the following express instructions (if any):

.....

.....

[Insert any express voting instructions]

Signature:

Signed this day of 2020.

Please note:

The completed proxy must be received at the Registered Office of the Ski Club of Victoria no later than **48 hours before** the meeting. It may be delivered by email to manager@skivictoria.com.au or by facsimile on 03 5777 6722.

Management use only:

Financial status confirmed