



Club Rules

ASSOCIATION NO : A00074
(INCORPORATED 4 JUNE 1997)

ABN: 24978549949

AS AMENDED AT THE ANNUAL GENERAL MEETING OF 02/04/2005;
ANNUAL GENERAL MEETING OF 21/03/2009; AND
ANNUAL GENERAL MEETING OF 27/02/2010; AND
ANNUAL GENERAL MEETING OF 26/03/2011; AND
ANNUAL GENERAL MEETING OF 24/03/2012; AND
ANNUAL GENERAL MEETING OF 23/03/2013

Brindabella Ski Club Inc

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Brindabella Ski Club Inc



PART 1 - PRELIMINARY

1. Interpretation

(1) In these Rules:

"**the Act**" means the Associations Incorporation Act 1991;

"**Administration Manager**" means the person or corporation retained by the Association to provide administration services to the Association;

"**annual membership fee**" means the fee set under Rule 25(2);

"**the Association**" means the Brindabella Ski Club Incorporated;

"**Booking Rules**" means the by-laws made by the committee in relation to the booking of accommodation in the Association's lodges;

"**By-Laws**" means the By-Laws made under these Rules;

"**the Committee**" means the Committee of the Association as specified in Rule 15;

"**Christie**" means the magazine published by the Association from time to time.

"**Editor**" means the person retained by the Committee as editor of "Christie", the Association's magazine;

"**Financial Year**" means the year ending on 31 October.

"**joining fee**" means the fee set by the Committee as an administrative charge for a new membership application.;

"**levy**" means an amount determined at a general meeting under Rule 34(4);

"**member**" means a member, however described, of the Association;

"**public officer**" means a member, being a resident of the Australian Capital Territory and at least 18 years of age, appointed as public officer of the Association in accordance with Section 57 of the Act.

"**register of members**" means the list of names and addresses of financial members of the Association;

"**the Regulations**" means the Associations Incorporation Regulations.

"**Secretary**" means the person holding the office under these Rules as Secretary of the Association or, where no person holds that office, the public officer of the Association;

"**Special resolution**" is defined in the Act and means a resolution which;

- (a) is passed at a general meeting of which at least 21 days notice accompanied by notice of the intention to propose the resolution as a special resolution, has been given to members; and
- (b) is passed by at least three-quarters of the members of the Association, who being entitled to vote, vote in person at the meeting.

"**work party**" means 2 separate day's work at an Association lodge, or other equivalent contribution approved by the Committee. Membership of the Committee or a sub-committee is a work party for the purposes of these Rules.

(2) In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the Interpretation Act 1967 apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

2. Name

The name of the Association is Brindabella Ski Club Incorporated.

3. Objects

The objects of the Association are to organise, promote and encourage skiing, snowboarding, bush walking, and similar outdoor activities.

4. Non-profit organisation

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

PART 2 - MEMBERSHIP

5. Membership qualifications

- (1) A person is qualified to be a member if:
- (a) the person was a financial member of the Association in the previous financial year; or
 - (b) the person:
 - (i) is nominated for membership by 2 adult members; and
 - (ii) pays the relevant annual subscription and any other fees, levies and joining fees; and
 - (iii) is approved for a class and category of membership of the Association referred to in Rules 6.1(2),(3),(4) and 6.1a by the Committee; or
 - (c) the person is a life member of the Association.
- (2) Where the Committee approves an application for membership and the applicant has completed the requirements of Sub Rule (1)(b) the Administration Manager shall enter the applicant's name in the Register of Members.

6. Categories of membership

6.1. There are 5 classes of membership of the Association.

- (1) Life member – An adult member, who is elected to life membership at a general meeting in recognition of services rendered to the Association and who, shall enjoy the privileges of Full membership. A Life Member is exempt from payment of the annual membership fee;
- (2) Full member – A member who is entitled to full use of the Club's facilities in Summer and Winter (subject to the Booking Procedures). Full members may be elected to the Committee and may vote at a general meeting. A junior Full member is not eligible for election to the Committee and may not vote at a general meeting.
- (3) Christie member – A member who the Committee has agreed is normally unable to use the club's facilities in winter. A Christie member may make use of Club facilities during the 'summer season' (as defined by the Committee) and in winter may use Club facilities as an Associate member without the requirement to be accompanied by a full member. A Christie member is not eligible for election to the Committee and may not vote at a general meeting. A Christie member may resume Full adult or Full junior membership of the Club on payment of the prescribed annual membership fee and joining conversion fee (if applicable). A junior Christie member who reaches the age of 18 is required to pay the prescribed Full junior to Full adult conversion fee.
- (4) Summer member – member who wishes to make use of the Club's facilities only during the **summer season (however defined by the Committee) or as an Associate member during winter without the requirement to be accompanied by a full member and who is accepted by the Committee for adult or junior summer membership of the Association and who pays a prescribed joining fee as determined by the Committee from time to time.** A summer member is not eligible for election to the Committee and may not vote at a general meeting. The Committee may admit a Summer member to Full membership on nomination for membership by two adult members and on payment by that member of such additional fees as may be prescribed by the Committee from time to time.
- (5) Associate member - a person who is a member while using Club facilities or while competing in the name **of the Association but at no other time.**

6.1a. There are 3 age categories for members.

- (1) Adult means a person at least 18 years of age on 1st January of the relevant year.
- (2) Junior means a person less than 18 years of age on 1st January of the relevant year.
- (3) Sub-Junior means a person who is a Junior and is also less than 3 years of age on 1st January of the relevant year.

6.1b For each membership class and age category rules and conditions relating to booking and use of the Association's property, and accommodation charges are specified in the Booking Rules.

- 6.2. A member may only change from one membership category when renewing membership in accordance with these Rules.
- 6.3. Notice of a motion that an adult member is to be proposed for Life Membership is to be notified to the Committee, together with the reasons for the motion, no later than six weeks after the close of the Club's financial year. Notice of the proposal for Life Membership is to be given to members of the Association in accordance with Rule 27.

7. Membership not transferable

A right, privilege or obligation of membership of the Association:

- (1) is not transferable; and
- (2) ends when the person's membership ceases.

8. Cessation of membership

- (1) A person ceases to be a member of the Association if the person:
 - (a) dies;
 - (b) resigns from the Association;
 - (c) is expelled from the Association; or
 - (d) does not renew his or her membership of the Association.
- (2) The membership of a junior member ceases if the membership of each parent or guardian or other sponsor of the junior member ceases, unless the Committee is satisfied that another member has undertaken to take responsibility for the junior member.

9. Resignation from the Association

- (1) A member may not resign from the Association except in accordance with this rule;
- (2) A member may resign from the Association on receipt by the Secretary of the resignation in writing.
- (3) If a person ceases to be a member, the Secretary shall make an entry in the register of members recording the date on which the member ceased to be a member.
- (4) Despite a person resigning from the Association, any moneys owing by that person to the Association remain due and payable.

10. Annual membership fee

A member of the Association shall pay to the Association by each 30 November a subscription determined by members at the Annual General Meeting.

11. Members' liabilities

- (1) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, due and unpaid by the member in respect of membership of the Association.

(2) The Association may, at a general meeting, fix a levy payable by members.

12. Disciplining of members

(1) If the Committee reasonably believes that a member may have:

- (a) refused or neglected to comply with a provision of these Rules, By-laws or the Committee's booking rules; or
- (b) acted in a manner prejudicial to the interests of the Association, or
- (c) used Association property for personal financial gain; or
- (d) failed to attend a work party in the preceding 5 years

the Committee may invite the member to show cause as to why the Committee should not:

- (e) counsel the member; or
- (f) counsel, and suspend the member from such rights and privileges of membership of the Association as the Committee may determine for a specified period; or
- (g) expel the member from the Association.

(2) If the Committee invites a member to show cause under Sub-Rule (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (e) setting out the opinion of the Committee and the grounds on which the opinion is based;
- (f) stating that the member may address the Committee at a meeting to be held not earlier than 14 days, and not later than 28 days, after service of the notice;
- (g) stating the date, place and time of that meeting; and
- (h) informing the member that the member may:
 - (i) attend and speak at that meeting; and
 - (ii) submit to the Committee at, or prior to the date of that meeting, written representations.

(3) At a Committee meeting, the Committee shall:

- (a) give to the member referred to in Sub-Rule (1) an opportunity to make oral representations;
- (b) give due consideration to any written representations submitted to the Committee by that member at or prior to the meeting; and
- (c) determine by resolution to:
 - (i) take no further action; or
 - (ii) counsel the member; or
 - (iii) counsel, and suspend the member from such rights and privileges of membership of the Association as the Committee may determine for a specified period or
 - (iv) expel the member from the Association.

- (4) If the Committee passes a resolution under Sub-Rule (3), the Secretary shall, within 7 days, by notice in writing inform the member to whom the resolution relates, of that resolution and of the member's right of appeal under Rule 13.
- (5) A resolution of the Committee under Sub-Rule (3) does not take effect:
 - (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if, in that period, the member appeals against the resolution, until the Association affirms the Committee's resolution in accordance with Sub-Rule 13(3).
- (6) Where the Committee passes a resolution under Sub-Rule (3) in relation to a member which has the effect of suspending or cancelling the member's right to use the Association's lodges for a period, that member may book accommodation in the Association's lodges pending an appeal. If the Committee's resolution is affirmed by a general meeting under Rule 13(3), the booking of accommodation by that member within the period of suspension or cancellation is revoked.

13. Right of appeal of disciplined member

- (1) A member may appeal to the Association at a general meeting against a resolution of the Committee made under Rule 12(3), within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under Sub-Rule (1), the Secretary shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) At a general meeting of the Association convened under Sub-Rule (2) -
 - (a) the Committee and the member shall be given the opportunity to make representations in relation to the appeal orally and in writing; and
 - (b) the members present shall vote by secret ballot on the question of whether the Committee's resolution made under Rule 12(3) should be affirmed, varied or revoked.
- (4) If the general meeting decides to affirm, vary or revoke the Committee's resolution made under Rule 12(3) the decision of the general meeting has effect.

PART 3 - THE COMMITTEE

14. Powers of the Committee

Subject to the Act, these Rules, and to any resolution passed by the Association in general meeting, the Committee:

- (1) shall control and manage the affairs of the Association;
- (2) shall exercise all such functions that are required by these Rules other than those functions which are required to be exercised by the Association in general meeting;

- (3) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association;
- (4) may make guidelines for the purposes of determining eligibility for membership of the Association;
- (5) may make guidelines for the operation of its sub-committees;
- (6) may make rules and conditions relating to booking and use of, and accommodation charges for, the Association's property;
- (7) may make By-laws, provided that any amendment is notified to members in the next available Christie; and
- (8) determine a joining fee for new members which shall include an amount equivalent to past levies applicable to or paid by members.

15. Membership of the Committee

- (1) The Committee consists of:
 - (a) President;
 - (b) Vice President (Management)
 - (c) Vice President (Thredbo)
 - (d) Vice President (Tiobunga)
 - (e) Vice President (Kylla)
 - (f) Treasurer;
 - (g) Secretary;
 - (h) Business Planning Coordinator
 - (i) Club Captain;
 - (j) Information Officer;
 - (k) Membership Officer

Each of whom is an Adult member or Life member.

- (2) The Editor of Christie, and the Administration Manager may attend Committee Meetings but are not members of the Committee and may not vote.
- (3) The Committee may appoint up to 2 additional members. These members shall have all of the rights of Committee members including voting rights on issues before the Committee until the Annual General Meeting.
- (4) Each member of the Committee shall hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a vacancy in the membership of the Committee, the Committee may appoint an adult member of the Association to fill the vacancy and the member so appointed shall hold office until the conclusion of the Annual General Meeting next following the appointment.

- (6) Subject to Sub-Rule (7) a Committee member may not hold the same office for more than 4 consecutive years.
- (7) If an office is held for 4 or more consecutive years by the same person, he or she may be re-elected to that office for a further year if the election is unopposed.

16. Election of Committee Members

- (1) Candidates for election as Committee members must be nominated by 2 adult members of the Association and accompanied by consent of the candidate.
- (2) If only 1 person is nominated for a particular office, the nominee is taken to be elected.
- (3) If more than 1 nomination is received for a position, a ballot shall be held.
- (4) The ballot for an election shall be conducted at the Annual General Meeting in such manner as the Committee may direct.
- (5) If no nominations are received for a particular position the Committee may appoint a member to that position.
- (6) A person is not eligible to hold more than 1 office at the same time.

17. Secretary

- (1) The Secretary of the Association shall, as soon as practicable after taking office, notify the Association of his or her address.
- (2) The Secretary shall keep a record of:
 - (a) all elections and appointments of Committee members;
 - (b) the names of members of the Committee present at a Committee meeting and the names of members of the Association present at a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) The record of a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next meeting.
- (4) Unless the Committee appoints another member to the office, the Secretary shall be the Public Officer of the Association.

18. Treasurer

- (1) The Treasurer of the Association shall:
 - (a) ensure that the Administration Manager collects, receives and banks in the Association's account all moneys due to the Association and makes all payments where appropriately authorised;
 - (b) ensure that the Administration Manager keeps 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; and
 - (c) present audited accounts to the Annual General Meeting.
 - (d)

19. Vacancies

- (1) For the purposes of these Rules, a vacancy in a position on the Committee occurs if a member of the Committee:
 - (a) dies; or
 - (b) ceases to be a member of the Association; or
 - (c) resigns from office; or
 - (d) is removed from the office pursuant to Rule 20; or
 - (e) becomes bankrupt; or
 - (f) is, in the reasonable opinion of the Committee, suffering from mental or physical incapacity;
 - (g) is convicted, whether inside or outside of the ACT of:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of three months or more; or
 - (h) is absent without the consent of the Committee from 3 consecutive meetings of the Committee.

20. Removal of Committee Members

The Association in general meeting may by resolution remove any member of the Committee from his or her office before the end of the member's term of office.

21. Committee meetings and quorum

- (1) The Committee shall meet at least 10 times in each year at such place and time as the Committee may determine.
- (2) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 24 hours (or such other period as may be agreed upon by the Committee) before the time appointed for the holding of the meeting.
- (3) Additional meetings of the Committee may be convened by any member of the Committee.
- (4) Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) If within half an hour after the time appointed for the meeting a quorum is not present the meeting is adjourned to a time and place to be fixed.
- (6) If at an adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (7) At a meeting of the committee -

- (a) the President, or in the absence of the President, a Vice-President shall preside; and
- (b) if the President and each of the Vice-Presidents are absent, 1 of the remaining members of the Committee shall be chosen by the members present to preside.

22. Appointment of sub-committee

- (1) The Committee may appoint 1 or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit), to make recommendations to the Committee on such matters as the Committee determines.
- (2) A sub-committee may meet and adjourn as it thinks fit.
- (3) A quorum of a sub-committee shall be two-thirds of the members appointed.
- (4) The President of the Association shall be ex-officio, a member of any sub-committee appointed either by the Committee of the Association or by the membership of the Association in general meeting and shall be entitled to attend meetings of any sub-committee so appointed. Such sub-committees as may be appointed by the membership in general meeting shall report to the membership in general meeting via the Committee.

23. Voting and decisions

- (1) Questions arising at a meeting of the Committee or a sub-committee shall be determined by a majority of the votes of members of the Committee or a sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or a sub-committee (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on a question, the person presiding may exercise a second or casting vote.
- (3) Subject to Rule 21(4), the Committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or omitted to be done, or purporting to have been done or omitted to be done, by the Committee or a sub-committee, is valid despite any defect that may afterwards be discovered in the election or appointment of a member of the Committee or sub-committee.

PART 4 - GENERAL MEETINGS

24. Holding of Annual General Meetings

The Association shall, at least once in each calendar year and within the period of 5 months after the end of each financial year, convene an Annual General Meeting of its members.

25. Calling of, and business at Annual General Meetings

- (1) Subject to Rule 24 the Annual General Meeting of the Association shall be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -

- (a) to confirm the minutes of the last preceding annual general meeting and any general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association, during the preceding year,
 - (c) to receive and consider the statement of accounts and the reports that are required to be submitted to members under subsection 73(1) of the Act.
 - (d) to set the annual membership fee;
 - (e) to elect members of the Committee; and
 - (f) to appoint an auditor.
- (3) An Annual General Meeting shall be specified as such in the notice convening the meeting.
- (4) An Annual General Meeting shall be conducted in accordance with this Part.

26. Calling of general meetings

- (1) The Committee may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Committee shall, on the written request of not less than 5% of the total number of adult members, convene a general meeting of the Association.
- (3) A requisition of members for a general meeting:
 - (a) shall state the purpose, or purposes, of the meeting;
 - (b) shall be signed by the members making the request;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the request.
- (4) If the Committee fails to convene a general meeting within 1 month after the date on which a request of members for the meeting is lodged with the Secretary, any 1 or more of the members who made the request may convene a general meeting to be held not later than 3 months after that date.
- (5) Where a general meeting is convened under Sub-Rule (4), any member who incurs expense for the hire of premises and the mailing of notices of the meeting to members is entitled to be reimbursed by the Association for reasonable expenses for doing so.

27. Notice

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary or the member referred to in Rule 26(4) shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or by email where the member has provided a relevant address to each member at the member's address appearing in the register of members a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary, or the member referred to in Sub-Rule 26(4) shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Sub-Rule (1) specifying, in addition to the matter required under that Sub-Rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to Rule 25.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary.
- (5) The Secretary shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. General meetings - procedure and quorum

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present when the meeting is considering that item.
- (2) 20 members present who are entitled under these Rules to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the holding of a general meeting a quorum is not present, the meeting, if convened at the request of members shall be dissolved and in any other case is adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated 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 a quorum is not present within half an hour after the time appointed for the holding of the meeting, 10 members present shall constitute a quorum.

29. Presiding member

- (1) The President, or in the absence of the President, a Vice-President, shall preside at each general meeting of the Association.
- (2) If the President and each of the Vice-Presidents are absent from a general meeting, the members present shall elect 1 of their number to preside at the meeting.

30. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at 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) If a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Subject to Sub-Rules (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands. Where a poll has not been demanded before a declaration of the show of hands, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the records 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.
- (2) At a general meeting, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (3) If a poll is demanded at a general meeting, the poll shall be taken immediately. The result of the poll shall be recorded in the minutes.

32. Proposing of motions and voting at general meetings

- (1) Only adult and life members of the Association are eligible to propose motions and to vote at general meetings.
- (2) Subject to Sub-Rule (4), on a particular question arising at a general meeting a member has 1 vote only.
- (3) All votes shall be cast personally.
- (4) In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- (5) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association in respect of his or her membership has been paid.

33. No proxies

A member may not appoint another person as his or her proxy.

PART 5 - MISCELLANEOUS

34. Funds - source

- (1) The funds of the Association shall be derived from joining fees, levies on members, annual subscriptions of members, donations, accommodation fees, fees for cancellation of bookings and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

- (2) All money received by the Association shall be deposited as soon as practicable to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving money, issue an appropriate receipt.
- (4) The Association may resolve at a general meeting to levy monies on each member.

35. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments for the Association shall be signed by any 2 members of the Committee or the Administration Manager and a member of the Committee, who are authorised by the Committee to do so.

(3) Indemnity of Committee and Officers

Every person who is or has been a Committee member or Secretary or Officer of the Association or its subsidiaries is entitled to be indemnified out of the property of the Association against:

- (a) every liability incurred by that person in that capacity and arising out of the conduct of any activity of the Association or the proper performance of any duty of that Committee member (except a liability for legal costs) and provided that this indemnity will not apply where the liability arises out of conduct involving a lack of good faith and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings whether civil or criminal or of an administrative nature, in which that person becomes involved because of that capacity unless:
 - © the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (d) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

(4) Insurance

The Association may pay or agree to pay a premium for a contract insuring a person who is or has been a Director or Secretary or Officer of the Association and its subsidiaries against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

36. Common seal

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of 2 members of the Committee.

37. Custody of books

Subject to the Act, regulations and these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association other than the Association's financial and accounting records and the Association's Register of Members which shall be kept by the Administration Manager..

38. Inspection of books

The records, books, and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour on request.

39. Service of notices

- (1) For the purpose of these Rules, a Notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- (2) Where a Notice is sent to a person by properly addressing, prepaying and posting the Notice to the address recorded in the register of Members, the documents shall be deemed for the purposes of the Rules, to have been served on the person at the time at which the Notice would have been delivered in the ordinary course of post or by email where sent to the member electronically.

40. Dissolution

The Association may be dissolved by special resolution at a general meeting of the Association specifically convened for the purpose.

41. Surplus property

- (1) The Association may, at any time, pass a special resolution nominating:
 - (a) another association for the purpose of paragraph 92(1)(a) of the Act; or
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.

42. Alteration of Objects and Rules

The Objects and Rules of the Association may only be altered by special resolution at a general meeting of the Association in accordance with sections 30 and 33 of the Act.