

R U L E S O F

Merriment Alpine Club Co-operative Limited

A Non-Trading Co-operative with Share Capital

REGISTERED UNDER THE CO-OPERATIVES ACT 1992 (N.S.W.)

REGISTRY OF CO-OPERATIVES & ASSOCIATIONS

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(Code: Model/NT/S: 05/2006)

General statement on rules and their legal effect

These rules have the effect of a contract under seal between the co-operative and each of its members, as well as between a member and each of the other members. Each member, office-bearer, and director must agree to observe and perform the requirements of the rules applicable to them.

The rules should be read in conjunction with the current provisions in the *Co-operatives Act 1992 (NSW)* and the Regulation to that Act. The Act and the Regulation are available for inspection at the registered office of the co-operative and can be accessed by members, prospective members and the public.

The Schedules provide information specific to the co-operative and are linked to the rules. The rules and Schedules should be read together.

In the application of a rule, the interpretation that would best achieve the purpose of the rule and the objects of the co-operative, as well as co-operative principles, is to be used in preference to any other interpretation.

Schedule 1

Part 1 - Name of co-operative

[Rule 1.3](#)

The name of the co-operative is:

Merriment Alpine Club Co-operative Limited

Part 2 - Objects

[Rule 1.4](#)

The objects of the co-operative are:

- a) To promote and encourage the development of the sport of skiing and other athletic sports games and pastimes of all kinds.
- b) To make provision for the association of people interested in the sport of skiing and other athletic sports, games and pastimes.
- c) To establish, maintain and conduct a club or clubs for the accommodation of members of the Club interested in or desirous of participating or engaging in any or all of the sports, games, activities, hobbies and pastimes aforesaid and for their friends and generally to afford them all the privileges, advantages, conveniences and accommodation usually afforded by such a club or clubs.
- d) To acquire, establish, provide or construct and maintain courses, grounds and other facilities for the convenience of persons engaged in the sports, activities, hobbies and pastimes as aforesaid, including ski lifts, ski tows, club houses, lodges, huts, chalets, meeting reading and writing rooms, and with or without residential accommodation and other conveniences in connection herewith and to furnish and maintain the same and to permit the same and any other property of the Club to be used by the members of the Co-operative either gratuitously or for payment.
- e) To purchase, take on lease, or in exchange or otherwise acquire any real or personal property and any estate or interest in any property either real or personal and any rights or privileges which the Co-operative may think necessary or convenient for the furtherance of its objects and to erect, construct, repair, maintain, pull down, dismantle, alter and improve any buildings, workshop, machinery, apparatus, plant, fixtures and fittings which may be requisite or necessary for the purpose of, or conveniently used, in connection with any of the objects of the Co-operative to sell, demise, mortgage, in exchange or otherwise dispose of the same. In case the Club shall take or hold property, which may be subject to any trusts, the Co-operative shall only deal with the same in such a manner as allowed by law having regard to such trusts.
- f) To promote and carry out any charitable undertaking
- g) To raise money on loan for any of the objects of the Co-operative.
- h) To acquire by purchase or otherwise shares in any Co-operative.
- i) To do all other such lawful things as are incidental or conducive to the attainment of the above objects

Part 3 - Active membership provision

[Rule 2](#)

The primary activity of the Co-operative is the operation, maintenance and carrying on of a club to make provision for the association of people interested in the sport of skiing and other athletic sports, games and pastimes.

In order to establish active membership of the Co-operative a member must:

- a) pay an annual subscription in accordance with Rule 7.2; or
- b) be awarded Honorary Life Membership in accordance with the rules.

Part 4 – Member qualifications

[Rule 3.1](#)

The qualifications for membership of the co-operative are:

The Club membership shall be of three categories, Honorary Life Member, Member and Junior Member.

The definition of the rights and privileges of each membership category shall be decided at a General Meeting.

A Junior Member shall be a person who has attained the age of 18 years and who has not yet attained the age of 25 years and who is the child of a Member and who has applied for Junior Membership and who has been admitted to Junior Membership by the Directors and who is the holder of 15 shares upon admission.

A Member shall be a person who has attained the age of 18 years and who has applied for Membership and who has been duly proposed and seconded by two (2) active Members or Honorary Life Members and who has paid a non-refundable Entrance Fee, as per Rule 7.1 and who has been recommended by the Directors to a General Meeting and who has been admitted to Membership by resolution at a General Meeting and who is the holder of 100 shares upon admission.

A Junior Member shall have a preferential right to be considered for Membership.

No person shall be admitted to Membership other than by resolution at a General Meeting.

No further awards of Honorary Life Membership will be made after the registration of these rules.

Part 5 – Period of inactivity prior to cancellation

[Rule 5.1\(a\)](#)

The period of inactivity prior to cancellation is:

2 years.

Schedule 2

Schedule of fees

Annual subscription (maximum):	\$5,000	Rule 7.2(a)
Duplicate share statement:	\$0	Rule 24.4(b)
Entrance fee (maximum):	\$50,000	Rule 7.1(a)
Maximum fine:	\$0	Rule 8
Transfer of debentures:	\$0	Rule 16(e)
Transfer of shares:	\$0	Rule 29.1(f)

Schedule 3

Part 1 – Requisition of general meetings

[Rule 20.2](#)

The required percentage of members to requisition a general meeting is:

20% of active members entitled to vote.

Part 2 - Quorum at general meetings

[Rule 21.2\(a\)](#)

The number of members required for a quorum is:

Ten (10) members personally present shall be a quorum.

Schedule 4

Part 1 - Number of directors, composition of the board and term of office of directors

[Rule 11.1\(a\)](#)

The number of directors of the co-operative is:

Four (4)

The positions on the board shall consist of:

1. President
2. Secretary
3. Treasurer
4. Not specified

The term of office of a director is:

Two (2) years.

Part 2 – Qualifications of independent directors

[Rule 11.2\(d\)](#)

The qualifications for independent directors are:

Nil.

Part 3 - Retirement of directors

[Rule 11.7\(a\)](#)

The directors shall retire as follows:

Two (2) directors shall retire each year by rotation.

Schedule 5

Part 1 – Nominal value of shares

[Rule 24.1\(a\)](#)

The nominal value of each share is:

\$2.00

Part 2 – Minimum share holding

[Rule 24.2](#)

The minimum number of shares a member must hold is:

Persons who become Junior Members after the registration of these rules must hold a minimum of fifteen (15) shares.

Persons who become Members after the registration of these rules must hold a minimum of one hundred (100) shares.

Schedule 6 - Changes to the model rules

Replace Paragraph (b) of Model Rule 21.5 with the following:

Except as provided for in Rule 21.6(g), an active member of the co-operative who is entitled to vote shall have one vote only in respect of any question or motion arising at a general meeting of the Co-operative. A junior member may vote at a meeting except where a poll is called.