

# Rules of Sydney Rockclimbing Club Inc

Dated 10 March 2004

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# Rules of Sydney Rockclimbing Club Inc

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## 1 Name

The name of the Association is Sydney Rockclimbing Club Inc.

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## 2 Objects

The objects of the Association are:

- (a) the association of persons interested in recreational rockclimbing;
  - (b) to provide information on matters pertaining to rockclimbing;
  - (c) to provide social activities amongst rockclimbers;
  - (d) to promote the interests of rockclimbers generally;
  - (e) to comply with and promote the aims, objects and philosophy of sound rockclimbing ethics, and environmental conservation; and
  - (f) to do anything that is incidental to the attainment of these objects and in particular to enter into any commercial or financial transaction to further achieve the stated objects.
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## 3 Membership

### 3.1 Membership qualifications

Subject to Rule 3.2, a person is qualified to be a member only if

- (a) section 15(1)(a), (b) or (c) of the Act applies to them and they have not ceased to be a member of the Association at any time after the incorporation of the Association; or
- (b) they are a natural person and have applied for membership of the Association as provided by rule 3.3.

### 3.2 Transfer of membership

Every person who is a member or Honorary Life Member of the Sydney Rockclimbing Club Ltd on the incorporation of the Association under the Act, is to be registered as a member, or Honorary Life Member, respectively, of the Association upon the registration of the Association under the Act. No such member or Honorary Life Member is required to pay any amount for their registration as a member or Honorary Life Member of the Association, except any amount owing in relation to their membership of the Sydney Rockclimbing Club Ltd.

### **3.3 Application for membership**

An application for membership of the Association must be:

- (a) in writing in the form set out in Schedule 2 to these Rules or such other form as is approved by the Committee for the purpose of this Rule 3.3; and
- (b) lodged with the Membership Secretary with any fee payable under rule 3.16.

### **3.4 Membership renewal**

Members must renew their membership of the Association by the Annual Subscription Date, by:

- (a) applying in writing in the form set out in Schedule 2 to these Rules or such other form as is approved by the Committee under Rule 3.3; and
- (b) lodged with the Membership Secretary with the fee payable under rule 3.17.

A member may not vote at any general meeting of the Association held after the Annual Subscription Date unless they have applied to renew their membership of the Association in accordance with this rule 3.4. The Committee may by resolution suspend a member from membership of the Association if they have not applied to renew their membership of the Association in accordance with this rule 3.4. This rule 3.4 does not apply to Honorary Life Members.

### **3.5 Honorary Life Members**

Honorary Life Membership may be granted to any person in special circumstances of service to the objects of the Association by the Association in general meeting.

### **3.6 Committee may accept or refuse applications for membership**

The Committee may by special resolution determine:

- (a) that any application for membership of the Association, or to renew membership of the Association, is to be accepted or refused; and
- (b) any procedures for assessing applications:
  - (i) for membership of the Association; and
  - (ii) to renew membership of the Association,

in its absolute discretion. In no circumstances is the Committee required to give reasons for rejecting an application for membership.

### **3.7 Cessation of membership**

A person ceases to be a member if they:

- (a) die;
- (b) resign that membership; or
- (c) are expelled from the Association.

### **3.8 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member:

- (a) may not be transferred to another person; and
- (b) terminates upon cessation of the person's membership.

### **3.9 Notice of resignation**

A member who has paid all amounts payable by the member to the association in respect of their membership may resign from membership by giving notice in writing to the Membership Secretary, with immediate effect or with effect from the date specified in the notice which may not be more than four weeks after service of the notice.

### **3.10 Deemed resignation**

A member is deemed to resign their membership with immediate effect on the date which is three months after the Annual Subscription Date unless they have applied to renew their membership in accordance with rule 3.4. The Committee may reinstate a member who is deemed to resign under this Rule 3.10 at its discretion. This rule 3.10 does not apply to Honorary Life Members.

### **3.11 Register of members**

The Association must maintain a register of members specifying the details of each member as recorded on the form set out in schedule 2 and the date on which they became a member.

### **3.12 Entry on register of members**

If a member ceases to hold membership, the Membership Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **3.13 Distribution of member details**

The Association will, on occasions, distribute to members the name, telephone number and email address of those members who have consented to such distribution in the form set out in schedule 2.

### **3.14 Register of Committee Members**

The Public Officer must maintain a register of Committee Members specifying the following in respect of each Committee Member:

- (a) the Committee Member's full name;
- (b) the Committee Member's residential address;
- (c) the date on which the Committee Member became a member of the Association;
- (d) the position on the Committee held by the Committee Member;
- (e) the date on which the Committee Member was elected to that position; and
- (f) the date on which the Committee Member ceases to hold that position.

### **3.15 Inspection of register of Committee Members**

The register of members of the Committee must be kept at the Public Officer's residential address and must be available to be inspected by any member by prior arrangement with the Public Officer.

### **3.16 Fees and subscriptions**

A member must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Committee, that other amount.

### **3.17 Annual subscription**

In addition to any amount payable by a member under rule 3.16, a member must pay to the Association an annual membership fee of \$40 or, if some other amount is determined by the Committee, that other amount.

### **3.18 Members' liabilities**

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, unpaid by the member as required by Rules 3.16 and 3.17.

### **3.19 Resolution of internal disputes**

Disputes between members (in their capacity as members), and disputes between members and the Association, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 (NSW).

### **3.20 Exchange of statements**

At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

### **3.21 Disciplining members**

A complaint may be made by any person that a member:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

### **3.22 Notice to be served**

On receiving a complaint, the Committee must:

- (a) direct notice of the complaint to be served on the member concerned;
- (b) give the member 14 days from the time the notice is served within which to make submissions to the Committee about the complaint; and
- (c) take into consideration any submissions made by the member about the complaint.

### **3.23 Committee may expel or suspend member**

The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.

### **3.24 Reasons to be given**

If the Committee expels or suspends a member, the Secretary must, within seven days after the action is taken, direct written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 3.26.

### **3.25 Effective date of expulsion or suspension**

The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 3.30, whichever is the later.

### **3.26 Right of appeal of disciplined member**

A member may appeal to the Association in general meeting against a resolution of the Committee under rule 3.23, within 14 days after notice of the resolution is served on the member, by delivering to the Secretary a written notice to that effect.

### **3.27 Grounds for appeal**

The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

### **3.28 Committee to convene general meeting**

On receipt of a notice from a member under rule 3.26, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 14 days after the date on which the Secretary received the notice.

### **3.29 Conduct of general meeting**

At a general meeting of the Association convened under rule 3.28:

- (a) no business other than the question of the appeal is to be transacted;
- (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present are to vote by secret ballot on the question of whether the Committee's resolution should be confirmed or revoked.

### **3.30 Confirmation of committee's resolution**

If the members of the Association present at the general meeting vote in favour of the confirmation of the Committee's resolution, the Committee's resolution is confirmed.

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## **4 The Committee**

### **4.1 Powers of the Committee**

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

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members; and
- (c) has power to do anything that appears to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

## **4.2 Constitution and membership**

On registration of the Association as such under the Act the first members of the committee are those people who are office bearers of Sydney Rockclimbing Club Ltd immediately before the incorporation of the Association under the Act. The first members of the committee hold the same office of the Association as they held in the Sydney Rockclimbing Club Ltd.

Subject in the case of the first members of the Committee, the Committee will consist of the office-bearers of the Association, each of whom is to be elected at the annual general meeting of the Association under rule 4.7.

## **4.3 Office-bearers**

The office-bearers of the Association are to be:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;
- (d) the Secretary;
- (e) the Membership Secretary;
- (f) the Business Manager;
- (g) the Access and Environment Officer
- (h) the Information Technology Officer;
- (i) the Newsletter Editor
- (j) the Librarian; and
- (k) the Social Secretary.

A person may not hold more than three of the above offices at any one time.

## **4.4 Increasing or reducing the number of office-bearers**

The Association may by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers.

## **4.5 Term of office and re-election**

Subject to these Rules, each Committee Member is to hold office until the conclusion of the annual general meeting following the date of their election, but is eligible for re-election. No member may hold the same committee position for more than 5 consecutive years.

## **4.6 Casual vacancies**

If a casual vacancy occurs in the membership of the Committee, the Committee may appoint a member to fill the vacancy. The appointed

member is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

#### **4.7 Nomination of Committee Members**

Nominations of candidates for election as a Committee Member may be made:

- (a) by written notice to the Secretary at least 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place; or
- (b) by a member in attendance and entitled to vote at the general meeting of the Association at which the election is to take place

#### **4.8 Nomination sufficient**

If only one nomination is received for a vacancy on the Committee, the candidate nominated is taken to be elected.

#### **4.9 No nomination**

If no nomination is received for a vacancy on the Committee, or if no person who is nominated for a vacancy on the Committee accepts that nomination, that position is taken to be a casual vacancy.

#### **4.10 Ballot**

If more than one nomination is received for a vacancy on the Committee, a ballot is to be held. The ballot for the election of Committee Members is to be conducted in the usual and proper manner as directed by the Committee.

#### **4.11 Committee Members to notify address**

Each Committee Member must, as soon as practicable after being appointed as such, notify the Association of their full name and residential address.

#### **4.12 Secretary's duties**

It is the duty of the Secretary to keep minutes of:

- (a) all appointments of Committee Members;
- (b) the names of the Committee Members present at a Committee meeting or a general meeting; and
- (c) all proceedings at Committee meetings and general meetings.

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next meeting.

#### **4.13 Treasurer**

It is the duty of the Treasurer of the Association to:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) report to annual general meetings of the Association as required by rule 5.4 (d).

#### **4.14 Delegation by Committee Members**

A Committee Member may, by instrument in writing, and with the approval of the Committee, delegate to one or more members as the Committee thinks fit the exercise of such of the Committee Member's functions as are specified in the instrument, other than:

- (a) this power of delegation;
- (b) a function which is duly imposed on the Committee Member by the Act, the Regulation or by any other law or regulations.

#### **4.15 Public Officer**

The Committee must appoint a Public Officer, and must ensure that the Association always has a Public Officer. The Public Officer may hold any other office of the Association.

#### **4.16 Public officer to notify address**

Within 14 days after becoming Public Officer, the Public Officer must give notice to the Director-General in the approved form, accompanied by the fee prescribed under the Act, of that fact and of their full name and address in New South Wales.

If the Public Officer changes their address, they must notify the Department of the change.

#### **4.17 Lodgement of accounts statement**

The Public Officer must lodge an accounts statement in the approved form with the Director-General within one month after the date of each annual general meeting.

#### **4.18 Contents of accounts statement**

The statement referred to in rule 4.17 must contain:

- (a) the income and expenditure of the Association during its last financial year;
- (b) the assets and liabilities of the Association at the end of its last financial year;

- (c) the mortgages, charges and other securities affecting any of the property of the Association at the end of its last financial year;
- (d) the income and expenditure, assets and liabilities of each trust for which the Association was a trustee during the whole or part of the last financial year;
- (e) the mortgages, charges and other securities affecting any of the property of each trust for which the Association was a trustee during the whole or part of the last financial year; and
- (f) such other particulars as may be prescribed,

and must be accompanied by:

- (g) a certificate signed by two members of the Committee authorised by resolution of the Committee to the effect that the statement has been submitted to the members at the annual general meeting,
- (h) a copy of the terms of any resolution passed at the meeting concerning the statement, and
- (i) the fee prescribed under the Act.

#### **4.19 Vacation of office by Public Officer**

The Association may remove the Public Officer from their office. The Public Officer will be deemed to have vacated their office if they:

- (a) die;
- (b) resign;
- (c) are removed from office;
- (d) become bankrupt, apply to take the benefit of any law for the relief of bankrupt or insolvent debtors, compound with their creditors or make an assignment of their remuneration for the benefit of their creditors;
- (e) becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act 1958 or a person under detention under Part 7 of that Act; or
- (f) cease to be resident in New South Wales.

#### **4.20 Casual vacancies**

Subject to rule 4.9, for the purposes of these Rules, a casual vacancy in the office of a Committee Member occurs if the Committee Member:

- (a) dies; or
- (b) ceases to be a member; or

- (c) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of his or her remuneration for the benefit of their creditors; or
- (d) resigns office by giving written notice to the Secretary; or
- (e) is removed from office under rule 4.21; or
- (f) becomes a temporary patient, a continued treatment patient, a protected person or an incapable person within the meaning of the Mental Health Act 1958 or a person under detention under Part 7 of that Act.

#### **4.21 Removal of a Committee Member**

The Association in a general meeting may by resolution remove any Committee Member from office before the expiration of the Committee Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Committee Member so removed.

#### **4.22 Representations**

Where a Committee Member proposed to be removed under rule 4.21 makes written representations to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members, the Secretary or the President may send a copy of the representations to the members. If the representations are not sent to the members, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **4.23 Committee meetings and quorum**

The Committee must meet at least four times in each period of twelve months at the place and time determined by the Committee. Additional meetings of the Committee may be convened by the President or by any Committee Member.

#### **4.24 Notice**

Oral or written notice of a meeting of the Committee must be given by the Secretary or the Committee Member who convenes the meeting, to each other Committee Member at least 48 hours (another period may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.

#### **4.25 Requirements for Notice**

Notice of a meeting given under rule 4.24 must specify the general nature of the business to be transacted at the meeting. No business other than that business may be transacted at the meeting without the agreement of a majority of Committee Members present at the meeting.

#### **4.26 Quorum**

Any six Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.

#### **4.27 Adjourned meetings**

No business is to be transacted by the Committee 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 is to be adjourned to the same place and at the same hour of the same day in the following week, or such other place, time and day as the Committee may specify and at that meeting the quorum must be three.

#### **4.28 Quorum at adjourned meeting**

If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

#### **4.29 Conduct of meetings**

At a meeting of the Committee:

- (a) the President or, in the President's absence, the Vice-President, Secretary or Treasurer is to preside; or
- (b) if the President, Vice-President, Secretary and Treasurer are absent or unwilling to act, one of the remaining Committee Members chosen by the Committee Members present at the meeting is to preside.

#### **4.30 Delegation by Committee to a sub-committee**

The Committee may, by written instrument, delegate to one or more sub-committees (comprising the Committee Member or Committee Members the Committee thinks fit) the exercise of the functions of the Committee that are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act, the Regulation or by any other law or regulations.

A sub-committee may meet and adjourn as it thinks proper.

#### **4.31 Delegation**

A function the exercise of which has been delegated to a sub-committee under rule 4.30 or to a member under rule 4.14 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee or the member, respectively, in accordance with the terms of the delegation.

#### **4.32 Conditions on delegation**

A delegation under these Rules may be made subject to conditions or limitations on the exercise of any function, or as to time or circumstances as specified in the instrument of delegation.

#### **4.33 Delegator may exercise delegated functions**

Despite any delegation by the Committee under Rule 4.30, or by a Committee member under rule 4.14, the Committee or the Committee Member, respectively, may continue to exercise any function delegated.

#### **4.34 Delegate's actions valid**

Any act or thing done or suffered by a member under Rules 4.14, or by a sub-committee acting in the exercise of a delegation under rule 4.31, has the same force and effect as it would have if it had been done or suffered by the Committee or the Committee Member respectively.

#### **4.35 Revoking delegation**

Any delegation by the Committee under Rule 4.30, or by a Committee Member under rule 4.14, may be revoked, wholly or in part, by written instrument of:

- (a) the Committee, in the case of a delegation by the Committee; and
- (b) the Committee, or the Committee Member who made the delegation, in the case of a delegation by a Committee Member.

#### **4.36 Committee meeting voting and decisions**

Subject to rule 4.37, questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.

#### **4.37 Special resolutions of the Committee**

Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee in relation to the matters set out in Schedule 3 are to be determined by a resolution of at least three-quarters of the Committee Members present at the meeting.

#### **4.38 Voting entitlements**

Each Committee Member present at a meeting of the Committee or of any sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

#### **4.39 Vacancies**

Subject to rule 4.26, the Committee may act despite any vacancy on the Committee.

#### **4.40 Committee actions valid**

Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee is valid and effectual

despite any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or sub-committee.

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## **5 General meetings**

### **5.1 Holding of annual general meetings of the Association**

Annual general meetings of the Association are to be held:

- (a) in accordance with the Act; and
- (b) with the exception of the first annual general meeting at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association.

### **5.2 First annual general meeting**

The Association must hold its first annual general meeting within the period of 18 months after its incorporation under the Act and within the period of six months after the expiration of the first financial year of the association.

### **5.3 Calling annual general meetings**

The annual general meeting of the Association is, subject to the Act and to rule 5.1 to be convened on a date and at a place and time determined by the Committee.

### **5.4 Business of annual general meeting**

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
- (c) to elect Committee Members; and
- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act. This statement includes in particular the Association's income and expenditure, assets and liabilities, mortgages, charges and other securities affecting the Association's property, and the income, expenditure, assets, liabilities, mortgages, charges and other securities in relation to any trust of which the Association is the trustee.

### **5.5 Notice of annual general meeting**

An annual general meeting must be specified as such in the notice convening it.

## **5.6 Calling general meetings**

The Committee may, whenever it thinks fit, convene a general meeting of the Association.

## **5.7 General meeting requested by members**

The Committee must, on the written requisition of at least 50% per cent of the total number of members, or at least 10 members, whichever is the greater convene a general meeting of the Association.

## **5.8 Form of requisition for general meeting**

The written requisition for a general meeting under rule 5.7:

- (a) must state the purpose of the meeting;
- (b) must be signed by the members making the requisition;
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

## **5.9 General meeting convened by members**

If the Committee fails to convene a general meeting to be held within one month after the date on which a requisition of members for the meeting complying with rules 5.7 and 5.8 is lodged with the Secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months after that date. The meeting may be chaired by a member (being a member who is present at the meeting and entitled to vote) elected by a majority of the members present at the meeting in person or by proxies who are entitled to vote. A general meeting convened by members under this rule 5.9 will be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee. Any member who consequently incurs expense is entitled to be reimbursed by the Association for that expense.

## **5.10 Notice of general meeting**

Subject to rule 5.11, the Secretary must, at least 14 days before the date fixed for the holding of a general meeting, give notice of the general meeting to each member. The notice must specify the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

## **5.11 Notice of special resolution**

If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, give notice to each member. The notice must specify, in addition to the matters required under rule 5.10, the intention to propose the resolution as a special resolution.

### **5.12 Business of general meeting**

No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under rule 5.4.

### **5.13 Members may bring business to meeting**

A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary. The Secretary must then include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **5.14 Requirement for a quorum**

No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

### **5.15 Number for a quorum**

Twenty members present in person or 50% of the members (being members entitled under these Rules to vote at a general meeting) whichever is the lesser constitute a quorum for the transaction of the business of a general meeting.

### **5.16 Quorum and time**

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved; and
- (b) in any other case, is to be adjourned to the same day in the next month and the same time and place, or to such other day, time and place as the Committee appoint by notice to the members.

### **5.17 Adjourned meeting**

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three) constitute a quorum.

### **5.18 Chairperson of general meeting**

Subject to rule 5.9, the President or, in the President's absence, the Vice-President, is to act as chairperson at each general meeting of the Association.

### **5.19 Absence of chairperson at general meeting**

Subject to rule 5.9, if the President and the Vice-President are absent or unwilling to act, the Committee Members present must elect one of their number to act as chairperson at the meeting.

## **5.20 Adjournment of general meeting**

The chairperson of 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. No business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

## **5.21 Notice of adjournment**

Where a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association. The notice must state the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

## **5.22 Questions decided by majority**

On any question at a general meeting of the Association a member has one vote only. Subject to rule 5.30, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

## **5.23 Votes given personally or by proxy**

All votes must be given personally or by proxy but no member other than the chairperson may hold more than two proxies.

## **5.24 Chairperson's casting vote**

In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

## **5.25 Voting restriction**

A member or proxy is not entitled to vote at any general meeting of the Association unless all money payable by the member or proxy to the Association has been paid.

## **5.26 When notice not required**

Except as provided in Rule 5.21 above, 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.

## **5.27 Declaration of results**

A question arising at a general meeting of the Association is to be determined on a show of hands unless a poll is properly demanded and is not withdrawn. A declaration by the chairperson that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minute book of the Association, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

### **5.28 Demanding a poll**

At a general meeting of the Association, a poll may be demanded by the chairperson or by at least ten members present in person or by proxy and entitled to vote at the meeting or 50% of the members (being members entitled under these Rules to vote at a general meeting) whichever is the greater.

### **5.29 Conducting a poll**

Where a poll is demanded at a general meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in the manner and at the time before the close of the meeting that the chairperson directs.

The resolution of the poll on the matter is to be taken to be the resolution of the meeting on that matter.

### **5.30 Special resolution**

A resolution of the Association is a special resolution if:

- (a) it is passed by a majority which comprises at least three quarters of the members of the Association that are entitled under these Rules to vote on the resolution, who vote in person or by proxy at a general meeting; and
- (b) at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

Where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in subparagraph (a) the resolution is passed as a special resolution in a manner specified by the Commissioner.

### **5.31 Appointment of proxies**

Each member is entitled to appoint another member as proxy by notice given to the Secretary before the time of the meeting for which the proxy is appointed. The notice appointing the proxy is to be in the form set out in Schedule 1 to these Rules or such other form as may be approved by the Committee for the purpose of this rule 5.31.

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## **6 Funds**

### **6.1 General Operating Account**

The Association will hold a general bank account called the General Operating Account, into which subscriptions and other incomes, excepting

income from the sale of SRC Guide Books, are paid and from which general operating expenses are drawn.

## **6.2 Guide Book Fund**

The purpose of the Guide Book Fund is the production by the Association, or with the assistance of the Association by other persons, of Guide Books and other publications that promote the objects of the Association.

## **6.3 Access Fund**

The purpose of the Access Fund is to promote reasonable access for rockclimbers to rockclimbing areas, having regard to the aims, objects and philosophy of sound rockclimbing ethics and the Association's commitment to environmental conservation.

## **6.4 Guide Book Fund deposits**

Subject to rule 6.5, all receipts from the sale of SRC Guide Books must be deposited into the Guide Book Fund. Donations to the Guide Book Fund which comply with Rule 6.6 may also be deposited into this account.

## **6.5 Access Fund deposits**

The Committee may by special resolution determine that an amount or percentage of the receipts from the sale of Guide Books or donations to the Guide Book Fund, or both, is to be deposited into an account separate from the General Operating Account and the Guide Book Fund, called the Sydney Rockclimbing Club Access Fund. Donations to the Access Fund which comply with rule 6.6 may also be deposited into this account.

## **6.6 When payments not accepted**

If any part of a donation made to the Guide Book Fund is intended for purposes other than the purposes described in rule 6.2, that payment may not be made to the Guide Book Fund. If any part of a donation made to the Access Fund is intended for purposes other than the purposes described in rule 6.3, that payment may not be made to the Access Fund.

## **6.7 Use of the Guide Book Fund and the Access Fund**

The Guide Book Fund may only be used for the purposes described in rule 6.2 and the Access Fund may only be used for the purposes described in rule 6.3.

## **6.8 Guidelines for the use of the Guide Book Fund and the Access Fund**

Subject to rule 6.7, the Committee may by special resolution determine guidelines and procedures for the use of the Guide Book Fund and the Access Fund.

## **6.9 Winding up or dissolution**

If on the winding up or dissolution of the Association, there remains, after satisfaction of all its liabilities, any property, that property may not be paid to or distributed among the members but must be given or transferred to:

- (a) in the case of the Guide Book Fund or the Access Fund, one or more other entities which each have objects similar to the objects of the Guide Book Fund or the Access Fund, as appropriate; or
- (b) in the case of the general operating account and any other property, one or more other entities which each have objects similar to the objects of the Association.

This entity or entities is to be determined by the members at or before the time of dissolution.

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## **7 Service of documents**

### **7.1 Document includes notice**

In this rule 7, a reference to a document includes a notice.

### **7.2 Methods of service**

The Association may give a document to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or an alternative address nominated by the member; or
- (c) by sending it to a fax number or electronic address nominated by the member.

### **7.3 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

### **7.4 Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day after its transmission.

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## **8 Miscellaneous**

### **8.1 Funds management**

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the objects of the Association in the manner that the Committee determines. This rule 8.1 does not apply to the Guide Book Fund or the Access Fund, each of which is to be managed in accordance with Rules 6.2 to 6.9.

### **8.2 Signing cheques etc**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee or employees of the Association who are authorised to do so by the Committee.

### **8.3 Insurance**

The Association may effect and maintain insurance.

### **8.4 Alteration of Rules**

These Rules may be altered, rescinded or added to only by a special resolution of the Association.

### **8.5 Common seal**

The common seal of the Association (if any) together with the seal register (if any) must be kept in the custody of the Public Officer. The common seal must not be used except by the authority of the Committee and the use of the common seal must be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer or Secretary.

### **8.6 Custody of books, etc**

Except as otherwise provided by these rules, the Public Officer must keep in their custody or under their control all records, books and other documents relating to the Association, except the accounts of the Association, which the Treasurer must keep in their custody or under their control.

### **8.7 Inspection of books, etc**

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

### **8.8 Payment of Committee Members**

A Committee Member must not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit must be given by the Association to any Committee Member except:

- (a) repayment of out-of-pocket expenses;

- (b) interest at a rate not exceeding interest at the rate which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

## 8.9 Indemnity

Each Committee Member is indemnified out of the assets of the Association (including the Guidebook Fund and the Access Fund) against any liability arising out of the execution of the duties of their office which is incurred by the Committee Member in defending proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to the Committee Member by the Department or by the court in respect of any breach of duty or breach of trust.

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## 9 Definitions and interpretation

### 9.1 Definitions

In these Rules:

**Access Fund** means the fund maintained by the Association under rule 6.3.

**Act** means the Associations Incorporation Act 1984 (NSW) as amended or replaced from time to time.

**Association** means Sydney Rockclimbing Club Inc.

**Annual Subscription Date** means 1 July each year, or such other date as may be determined by the Committee.

**Commissioner** has the meaning given in the Act.

**Committee** means, subject in the case of the first members of the Committee to section 21 of the Act, the committee of the Association constituted under rule 4.2.

**Committee Member** means a member elected as an office-bearer of the Association under rule 4.2.

**Director-General** means the Director General of the Department or such other officer of the Department as may be specified by the Act for the relevant purpose

**Department** means the Department of Fair Trading, or such other government department as may be specified by the Act for the relevant purpose.

**Guide Book** means a book, document or other form of publication, including a publication or recording in electronic form, which provides a guide to one or more rockclimbing areas.

**Guide Book Fund** means the fund maintained by the Association under rule 6.2.

**Honorary Life Member** means a person appointed as such under rule 3.5.

**Membership Secretary** means the person elected as Membership Secretary under rule 4.3

**President** means the person holding office under these Rules as President of the Association.

**Public Officer** means the person appointed as the Public Officer under rule 4.15.

**Regulation** means the Associations Incorporation Regulation 1999 (NSW), as amended or replaced from time to time.

**Rules** means these Rules as amended from time to time and a reference to a provision of these Rules is a reference to that provision as altered or added to from time to time.

**Secretary** means:

- (a) the person holding office under these Rules as Secretary of the Association; or
- (b) where no such person holds that office, the Public Officer of the Association.

**SRC Guide Book** means a Guide Book or other publication that promotes the objects of the Association, which is funded, in whole or part, out of the Guide Book Fund.

**Sydney Rockclimbing Club Ltd** means the Sydney Rockclimbing Club Limited ACN 003 158 549.

**Treasurer** means the person holding office under these Rules as Treasurer of the Association.

**Vice-President** means the person holding office under these Rules as Vice-President of the Association.

## **9.2 Interpretation**

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, if the function is a duty, a reference to the performance of the duty.

### **9.3 Interpretation Act**

The provisions of the Interpretation Act 1987 (NSW) 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.

# Rules of Sydney Rockclimbing Club Inc

## Schedule 1 - Proxy form

### Proxy Form

I <sup>1</sup> .....

of <sup>2</sup> .....

being a member of Sydney Rockclimbing Club Inc (ABN 41 003 158 549)  
("Association") appoint:

name <sup>3</sup> .....

.....

of <sup>4</sup> .....

.....

being a member of the Association,

failing whom, or if no person is named, the chairperson of the meeting as my proxy to vote and act on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on ..... and any other day to which that meeting is adjourned or postponed.

I direct that my proxy vote in the following manner<sup>5</sup>:

Agenda item <sup>6</sup>	For	Against	Abstain
Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote or abstain as the proxy thinks fit.

Signature(s):

..... 7

Name:

..... 7

Date:

..... 8

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<sup>1</sup> Insert name of member, as it appears in the register of members.

<sup>2</sup> Insert address of member.

<sup>3</sup> Insert name of proxy. The proxy must be a member of the Association.

<sup>4</sup> Insert address of proxy.

<sup>5</sup> Completion of this section is optional. If you do not complete this section your proxy may vote or abstain as the proxy thinks fit.

<sup>6</sup> Insert the agenda item number.

<sup>7</sup> Sign & write your name.

<sup>8</sup> Write the Date.

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# Rules of Sydney Rockclimbing Club Inc

## Schedule 2 - Membership Application/Renewal form

### Sydney Rockclimbing Club Inc

#### ***Application for New Membership or Membership Renewal for the period 1 July to 30 June the following year***

Postal Address: PO Box A592, Sydney South, NSW 1235



#### **To apply for membership or renewal:**

- You must be 18 years or over.
- Have had some experience in rockclimbing and related outdoor activities. Minimum requirement is having been climbing at an indoor climbing gym where instruction and approval has been given to belay.
- Complete, sign and date this application form.
- If you are a *new* member, *you must attend a club meeting*. Hand the completed and signed form to a committee member at the meeting, tendering the relevant fee in cash, cheque or money order.
- If you are a *renewing* or *previous* member, you can mail the form to the above address; enclose the relevant fee in cheque or money order, or manually/electronically transfer the fee to the club's bank account.

#### **Membership Fees:**

- New Members
  - If joining in the months from July to December: \$30 (Expires June 30 the following year)
  - If joining in the months from January to June: \$20 (Expires June 30 the same year)
- Existing Members
  - If paid before 1 July: \$20 (Expires June 30 the following year.)
  - If paid on or after 1 July: as for New Members

If existing members do not submit this form and their renewal fee before 1 July they are no longer financial members. However they may continue to receive Sydney Rockclimbing Club Inc correspondence via post or e-mail for a period of 3 months.

Membership fees include an electronic copy of the newsletter.

## Acknowledgement, Waiver and Release

### ***Please read carefully before signing the waiver.***

I, the undersigned, apply for membership of Sydney Rockclimbing Club Inc (hereinafter referred to as 'the Club') and confirm:

1. I am 18 years or over and have experience in rockclimbing and related outdoor activities (referred to hereunder as "rockclimbing activities").
2. I understand that the Club encourages the use of safe climbing practices but any rockclimbing activity I undertake with the Club is at my own risk.
3. I understand that the Club and its members will not instruct me in the sport of rockclimbing.
4. I understand that leaders of rockclimbing activities are volunteers.
5. I understand that the Club and its members do not provide equipment for climbing and I will be responsible for providing and maintaining my own equipment.
6. Any advice or recommendation on rockclimbing equipment given to me by the Club and its members is not intended to be taken as any warranty that the equipment is fit for the purpose of rockclimbing or of the performance of the equipment.
7. I acknowledge that it is my responsibility to ensure that my equipment is fit for the purpose of rockclimbing.
8. **I understand that rockclimbing activities are not insured for public liability.**
9. I understand and acknowledge that rockclimbing activities are an intrinsically dangerous activity and involve recreational rockclimbing on outdoor rock cliffs, at times in remote areas which may expose me to risks that could lead to injury, illness or death or to loss of or damage to my property.
10. **Those risks may include but are not limited to:**  
Muscle strains and broken limbs, brain damage, hypothermia, dehydration, sunburn, exposure to heights, exposure to cold and/or bad weather including wind and rain, slippery and/or uneven surfaces, equipment failure, failure to use the equipment correctly, loose rocks, falling rocks/equipment, unstable cliff edges, falling at edges of cliffs or drops, group being delayed and/or disorientated, vehicle traffic, actions of participants and/or spectators and/or members of the public.
11. To minimise these risks I will endeavour to ensure that when I attend trips:
  - (a) I will wear and carry suitable clothing and protective gear.
  - (b) I will ensure I have sufficient competence and experience to participate safely in trips.

- (c) I do not take any medication that may impair my capabilities.
  - (d) I will advise the leader of any illness/injury which requires medical attention which may affect my ability to participate during the trip.
  - (e) I will carry a First Aid kit on the trips and be proficient in its use.
12. I agree by signing this waiver that I waive any claim for injury or damages arising from rockclimbing or related outdoor activity/ies that I may have against the Club and/or its members and/or other participants in tort or contract.
13. In the event of my death, this waiver will bind my estate.
14. I consent to receive medical treatment which may be deemed necessary in any event of injury, accident or illness during Club activities.
15. I agree to abide by the following:
- (a) Never climb unroped and never move away from a climbing group in order to climb or abseil alone.
  - (b) Do not stand closer than one body length from the edge of the cliff, unless firmly and safely belayed.
  - (c) At the start of each climb, check all climbing equipment for damage. If the equipment appears faulty, seek advice immediately.
  - (d) Once tied into a climbing rope/team, do not untie either the rope or the belay system until it is safe to do so. It is your responsibility to check the adequacy of all ropes, knots and belay systems.
  - (e) Do not dislodge and/or throw objects off any cliff. If a rock is accidentally dislodged, immediately call out loudly 'below' or 'rock'.
  - (f) Never stand under others who are climbing, belaying, or are walking on a ledge above in case rock or other objects are dislodged. Always wear a safety helmet whenever you are near a cliff or climbing.
  - (g) When communicating with others in your climbing team, always speak clearly, concisely and loudly. Use the correct terms and conventions, and use personal names if the area is crowded.
  - (h) When belaying another climber it is imperative that your complete attention be given to the task. Always keep one hand on the safe side of the rope and do not attempt to participate in any other activity.
16. I acknowledge that the Club has warned me of the risks involved in rockclimbing.

I have read and understood the above terms and conditions of my membership of the Club. All references above to the Club shall also extend to any and all members of the Club.

**Applicant's signature** \_\_\_\_\_ **Date** \_\_\_\_\_

- Tick here if we can include your name, telephone number and e-mail address on our list of current members. The list is occasionally distributed to other club members.
- Tick here if we can provide you with an electronic copy of the newsletter, distributed in PDF format and requiring the use of the Adobe Reader to view. The Adobe Reader is free and can be downloaded from Adobe at <http://www.adobe.com>.

**Personal Details PLEASE PRINT CLEARLY IN BLOCK LETTERS**

Surname	
Given Names	
Date of Birth	Gender: Male / Female
Phone: Home	
Mobile / Work	
Address: Street	
Suburb & Postcode	
E-mail address	

**Person to Contact in Case of Accident or Illness PLEASE PRINT CLEARLY IN BLOCK LETTERS**

Name	
Relationship to you	
Phone: Home	
Mobile / Work	
Address: Street	
Suburb & Postcode	

# Rules of Sydney Rockclimbing Club Inc

## Schedule 3 - Matters requiring a special resolution of the Committee

- Proposed changes to the rules
- Proposed changes to structure
- Disciplining of members
- Delegation of office
- Use of Guidebook or Access Fund
- Change of membership fees
- Changes to any schedule