

RULES OF THE VICTORIAN CLIMBING CLUB INCORPORATED, 2021

As amended at Special General Meetings on 24th September 1998 and 25th February 1999, and Annual General Meetings on 31st May 2001, 30th May 2002, 31st May 2007, 25th June 2009, 21st September 2011, 19th September 2013, 11th September 2014, 6th September 2018, 29th September 2020, and 21st September 2021

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NAME

1. The name of the incorporated association is the Victorian Climbing Club (in these Rules called "the Association").

OBJECTS

- 1A. The objects of the Association are:
 - (a) to encourage and develop climbing and allied activities;
 - (b) to make provision for the safe and respectful participation of members from all backgrounds, abilities, orientations and cultures in such activities;
 - (c) to promote practices that are environmentally sustainable and culturally respectful;
 - (d) the provision of information and education about the natural environment related to climbing and allied activities; and
 - (e) to set up a public fund, called the CliffCare Fund, under the constitution and Rules of the Association and in compliance with subdivision 30-E of the *Income Tax Assessment Act 1997*, to accept gifts and donations for the specific purposes of:
 - (i) organising and promoting practical activities which assist in the protection and enhancement of the natural environment where this relates to the undertaking of climbing and allied activities;
 - (ii) providing information and educational programs designed to influence the behaviour of those who participate in climbing and allied activities in ways which promote the protection of the natural environment.

The CliffCare Fund shall operate under a properly constituted CliffCare Trust of which the Association shall be the sole Trustee.

Any allocation of funds or property from the CliffCare Fund to other organisations or persons will be made in accordance with the purposes of the CliffCare Fund and will not be influenced by the expressed preference or interest of a particular donor to the Fund, and in the administration of the fund no action shall be taken that could in any way be construed as acting as a mere conduit for the donation of money or property to other organisations or persons.

INTERPRETATION

2. (1) In these Rules, unless the contrary intention appears:

"Committee" means the Committee of Management of the Association.

"Financial Year" means the year ending 30 June.

"General Meeting" means a general meeting of members convened in accordance with Rule 11.

"Member" means a member of the Association.

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.

"The Act" means the *Associations Incorporation Reform Act 2012*.

"The Regulations" means regulations under the Act.
- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act in force from time to time.

QUALIFICATIONS OF MEMBERSHIP

3. (1) Membership of the Association may be one of the following types:
 - (a) ordinary
 - (b) concession
 - (c) family
 - (d) honorary life
 - (e) affiliate.
- (2) Ordinary membership shall be open to any natural person who is at least 16 years of age.
- (3) Concession membership shall be open to any natural person who is at least 16 years of age, not in full-time employment and is a student, senior, self-funded retiree, Government benefit recipient or who meets any criteria as determined by the Committee.
- (4) Family membership shall be open to any bona fide family group including not more than two persons over the age of 18. All members of a family that is a member of the Association shall give the same address for recording with the Association's register of members.
- (5) The Committee may appoint any member an Honorary Life Member of the Association subject to approval by a majority vote of an Annual General Meeting of the Association.
- (6) Affiliated membership shall be open to any bona fide club, society, or association involved in rockclimbing.
- (7) An applicant for membership of the Association shall:
 - (a) Lodge an application and pay the appropriate fee.
 - (b) Acknowledge that they qualify for the membership they nominated in the application.
 - (c) Agree to any waivers and indemnification specified by the Club.
 - (d) Comply with the provisions of these Rules.
 - (e) An application for membership from a person aged 16 and over, and up to 18 years must be accepted and agreed by that person's parent or guardian.
- (8) Upon lodging the application, accepting any waivers and indemnification and paying the membership fee, the applicant is recorded on the register of members and becomes a member of the Association.
- (9) The Committee may reject any application for membership within 40 days of the application being made. If any application is rejected, the Treasurer shall return the membership fee to the applicant within 14 days and remove the applicants name from the register of members of the Association.
- (10) A right, privilege, or obligation of a person by reason of his or her membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates upon the cessation of his or her membership whether by death or resignation or otherwise.

MEMBERSHIP FEES

- 4 (1) Annual subscription fees shall be determined at each Annual General Meeting.
- (2) The subscription fee payable by a new member shall be for the year commencing on the day the member becomes a member of the Club.
- (3) The subscription fee payable each year by a member shall be for the year commencing on the anniversary of the day the member became a member of the Club.
- (4) Any member who has not renewed their membership and paid their subscription fee by the renewal day shall be deemed to be unfinancial and shall cease to be a member. The renewal day is the day following the anniversary of the day the member became a member of the club.

PRIVILEGES

5. (1) Members of the club, as defined in clause 3. (1) (a) (b) (c) (d), shall be entitled to:
 - (a) The use of all the facilities and privileges provided by the Club;
 - (b) Vote for the election of officers and committee of the Club;
 - (c) Stand for election to office or to the committee of the Club.
- (2) Affiliate members of the club shall be entitled to:
 - (a) Official representation with full speaking and voting rights at all Annual and Special General Meetings;
 - (b) Each affiliate member to be allowed a maximum two (2) official delegates, to be nominated by the affiliate on joining the club;
 - (c) Such delegate may stand for election as ordinary members of the Committee, or any other none Committee positions within the Club, but may not stand for the four (4) officer positions specified under clause 21.(1);
 - (d) Each affiliate member is to receive one copy of every issue of Argus, and have limited access to guide books at member prices.

REGISTER OF MEMBERS

6. (1) The register of members shall record the full name, address and date to which subscription fees are paid of each member. The register shall be available for inspection at a reasonable time.
- (2) Upon the membership of any person terminating, the Treasurer shall make in the register of members an entry recording the date on which the member ceased to be a member.
- (3) Members can write to the Secretary to ask that the Treasurer restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

RESIGNATION AND EXPULSION OF MEMBER

7. (1) A member of the Association who has paid all money due and payable to him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of notice given under sub-clause (1), the register of members should be amended to include an entry recording the date on which the member by whom the notice was given ceased to be a member.
- (3) Subject to these Rules the Committee may by resolution expel a member from the Association if the Committee is of the opinion that the member has:
 - (a) refused or neglected to comply with these Rules;
 - (b) has been guilty of conduct unbecoming to a member or prejudicial to the interests of the Association.
- (4) A resolution of the Committee under sub-clause (3):
 - (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (5) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (5) Where the Committee passes a resolution under sub-clause (3), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) Attend that meeting
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution.
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (6) At a meeting of the Committee held in accordance with sub-clause (4), the Committee:
 - (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (7) Where the Secretary receives a notice under sub-clause (5), he or she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub-clause (7):

- (a) the Committee may place before the meeting details on the grounds for the resolution and the reasons for the passing of the resolution;
 - (b) the member shall be given the opportunity to be heard; and
 - (c) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) If at the general meeting:
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an annual general meeting of its members within 3 months of the end of each financial Year.
- (2) The annual general meeting shall be held on such day as the Committee determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
 - (b) to receive from the Committee reports upon the transaction of the Association during the past preceding financial year.
 - (c) to elect officers of the Association and the ordinary members of the Committee: and
 - (d) to receive and consider the financial statements submitted by the Association in accordance with the Act.
 - (e) to consider the following year's subscription fee.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) No business other than that set out in the notice convening the meeting shall be transacted at the annual general meeting.
- (7) The annual general meeting shall be in addition to other general meetings which may be held during the year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting shall be called special general meetings.
10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the resolution.
- (4) If the Committee does not cause a special general meeting to be held within 6 weeks after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after the date.
- (5) A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETING

11. (1) The secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting, notify each member of the place, date and time of the meeting by a method of notice listed in Rule 32 (1).
- (2) A member desiring to bring any business before a meeting may:
- (a) Give notice of that business in writing to the secretary who shall include that business in the notice of calling the next general meeting after the receipt of the notice.
 - (b) At a meeting other than the Annual General Meeting, a member may raise any item of business.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at the general meeting unless a quorum of members entitled under these Rules to vote is present during the time when meeting in considering that item.
- (3) 5 members present either in person or through the use of technology (such as phone or video conferencing) (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to the members given before the day in which the meeting is adjourned) at the same place and if at the adjourned meeting the 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 3) shall be a quorum.
13. (1) The President or in his/her absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
- (2) If the President and Vice-President are both absent from a general meeting, the Committee of Management may nominate one of their number to chair the meeting. If the President and Vice-President are absent from a general meeting and the

Committee of Management has not nominated one of their number to chair the meeting, the members shall elect one of their number to act as Chairman for the meeting.

14. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the vote without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Upon any question arising at a general meeting of the Association, an ordinary, concession, or life membership entitles the holder to one vote only. Family membership entitles the two adult members of the family group to one vote each.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such a manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (5) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
17. A member is not entitled to vote at any general meeting unless all moneys due and payable by him or her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
18. (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) The Committee has approved a form for the appointment of a proxy set out in Appendix 1, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 11 must—
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
19. Visitors may attend up to three general meetings as guests of the Club. If after attending three meetings a non-member has not applied for membership of the Club he or she may, at the discretion the Chairperson or President, be asked not to attend future meetings.

COMMITTEE OF MANAGEMENT

20. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.
- (2) The Committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
21. (1) The officers of the Association shall be:
 - (a) A President;
 - (b) A Vice-President;
 - (c) A Treasurer; and
 - (d) A Secretary.
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modification, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.
22. (1) Subject to section 23 of the Act, the Committee shall consist of:
 - (a) the officers of the Association; and
 - (b) at least 1, and no more than 7, Ordinary members - each of whom shall be elected at the annual general meeting of the Association in each year.
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

ELECTION OF OFFICERS AND VACANCIES

23. (1) Nomination of candidates for election as officers of the Association or as ordinary committee members:
- (a) may be made in writing, signed by the written consent of the candidate and shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
 - (b) may be made from the floor at the annual general meeting prior to the election. Each nomination must be seconded by another member and approved by the nominee.
- (2) If insufficient nominations are received to fill all vacancies of the Committee, the candidates nominated shall be deemed to be elected and vacant positions shall be treated as casual vacancies as described in clause 21 (4) and 22 (3).
- (3) If the number of nominations is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot, of each member present in person and each proxy appointed by a member, for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A member may not hold more than one committee or office position.
24. For the purpose of these Rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
- (a) ceases to be a member of the Association;
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns his or her office by notice in writing given to the Secretary.

PROCEEDINGS OF COMMITTEE

25. (1) The Committee shall meet at least three times in each year at such place and such times as the Committee may determine.
- (2) Special meeting of the Committee may be convened by the President or by any four of the members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted.
- (4) Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within one hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a date to be nominated by those present, unless it is a special general meeting in which case the meeting lapses.
- (6) At meeting of the Committee:
- (a) the President or in his or her absence the Vice-President shall preside; or
 - (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members shall preside.
- (7) Questions arising at a meeting of the Committee or sub-committee appointed by the Committee shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him or her at a reasonable time before the meeting or by sending it by email, or by pre-paid post addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.
- (11) Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.

SECRETARY

26. (1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting together with a record of the names of persons present at committee meetings.
- (2) The Secretary must be over 18 years of age, and live in Australia.
- (3) If the Secretary stops living in Australia, they cannot remain the Secretary.
- (4) If the Secretary stops being the Secretary, the Committee must appoint a new Secretary within 14 days.

TREASURER

27. (1) The Treasurer of the Association:
- (a) shall collect and receive all monies due to the Association and make all payments authorised by the Association: and
 - (b) shall keep 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.

REMOVAL OF MEMBER OF COMMITTEE

28. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom proposed resolution referred to in sub-clause (1) makes representation in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the

members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

SEAL

30. (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 two members of the Committee.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

31. These Rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

32. (1) A notice may be served by or on behalf of the Association upon any Member by:
(a) personal delivery;
(b) pre-paid post to the address shown in the register of members;
(c) facsimile transmission to the telephone number shown in the register of members; or
(d) email transmission to the email address shown in the register of members.
(2) Any such notice shall be deemed to be received:
(a) if served by personal delivery, at the time of delivery;
(b) if served by post, at the time at which the letter would have been delivered in the ordinary course of post;
(c) if served by facsimile, at the time of transmission; or
(d) if served by email, at the time of transmission.

LIABILITY

33. The club will not accept liability for any injury to any member or any damage to the property of any member resulting from his or her participation in the Club's activities.

PUBLICITY

34. Members shall not communicate with the Press or Government Authorities with respect to Club matters except in the manner to be prescribed by the Committee.

ACCIDENTS

35. The Committee shall inquire into all serious accidents involving members and report its findings to the Club.

TRUSTEES

36. The property of the Club may be vested jointly in trustees to be appointed from time to time by the Committee.

DISSOLUTION

37. In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Association in accordance with its powers to any organisation which has similar objects and which has Rules prohibiting the distribution of its assets and income to its members.

CUSTODY AND INSPECTION OF BOOKS AND RECORDS

38. (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, books, documents and securities of the Association.
(2) Members may on request inspect free of charge:
(a) the register of members;
(b) the minutes of general meetings;
(c) subject to sub-rule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
(3) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
(4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
(5) Subject to sub-rule (3), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
(6) For purposes of this rule:
relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:
(a) its membership records;
(b) its financial statements;
(c) its financial records;
(d) records and documents relating to transactions, dealings, business or property of the Association.

FUNDS

39. The funds of the Association shall be derived from entrance fees, subscriptions, donations and other such sources as the Committee determines.

NOT FOR PROFIT

- 39A. The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

GRIEVANCE PROCEDURES

40. If there is a dispute between a member and another member, a member and the Association, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
41. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
- (1) the party with a grievance must write to the Association and any other people affected, and explain what they are unhappy about
 - (2) the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must let the people involved know the time and place where the hearing will happen
 - (3) at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
 - (4) the mediator will determine the outcome of the dispute.

CONFLICT OF INTEREST

42. (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member:
- (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:
- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I.....of.....being a member of the Victorian Climbing Club hereby appoint..... of.....being a member of that incorporated Association, as my proxy to vote for me 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 the.....and at any adjournment of that meeting.

If you wish, you can direct your proxy how to vote at the meeting. Your proxy can decide how they will vote on any business at the meeting where you do not direct your proxy how to vote.

I direct my proxy to vote in relation to the following resolutions or matters as follows (If relevant, set out specific instructions to your proxy concerning how to vote in relation to particular resolutions or matters)

Signed.....

Theday of.....20...