
LAMPADA SKI CLUB CO-OPERATIVE LIMITED

ABN 57 976 259 245

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www.lampadaskiclub.com.au

8th March 2012

To all Lampada members

Explanatory notes on new Lampada rules and bylaws

The Registrar of Cooperatives has required us to prepare new rules in accordance with the Cooperatives Act 1992, because our old rules are now subject to override by the Act's model rules where these are different.

You will be asked to vote on adoption of these new rules at the forthcoming annual general meeting on 3rd April 2012, in the terms set out in the notice of meeting.

The format we are required to adopt is to accept the prescribed model rules and in attached schedules 1 to 6 make any changes to suit our circumstances. We are also required to transfer some of the provisions of our old regulations (now called bylaws) into the new rules schedules 1 to 6, other than the bylaws relating to the operation of the lodge building and bookings. We are not permitted to insert any of these changes into the body of the model rules themselves – it must be done by way of the schedules.

The new detailed model rules, our proposed amending schedules and our proposed bylaws can be viewed on the Lampada website www.lampadaskiclub.com.au. The model rules can also be viewed at http://www.fairtrading.nsw.gov.au/Cooperatives_and_associations/Cooperatives/Rules.html#Model_rules

For the most part our existing 1967 rules and regulations have been integrated into the new rules and bylaws, and we have taken the opportunity to make some relatively minor updates and some modernisation.

The model rules we are required to adopt also contain some areas where there are substantial differences from our old rules, which we do not consider would be a problem for us in practice. These include:

- Rule 5 Cancellation and expulsion of members.
- Rule 9 Grievance procedures for settling disputes
- Rule 16 Debentures
- Rule 20.6 Notices etc can be given to members by email if they have consented prior
- Rule 21.1 Standing orders for meetings
- Rule 22 Postal ballots

The new rules have been approved by your Directors, and the Registrar of Cooperatives has given indicative approval. If passed at our AGM they will go back to the Registrar for final approval and once that occurs they will become operative.

John Jamieson
Secretary

Annexure A - Lampada new Rules and By-Laws 2012

Schedule 1

Part 1 – Name of co-operative

Rule 1.3

The name of the co-operative is Lampada Ski Club Co-operative Limited

Part 2 – Objects

Rule 1.4

The objects of the Co-operative are:

- (a) To acquire by purchase the “Kooroora” Ski Lodge at Perisher Valley, Mount Kosciusko.
- (b) To encourage, develop and promote snow sports, skiing, ski touring, and other athletic sports and athletic games in which human beings are the sole participants.
- (c) To provide, construct and maintain lodges, huts and other buildings and equipment for use in connection with the activities specified in paragraph (b) of this rule, to furnish, equip, repair and maintain the same and to make available for use by members of the Cooperative, by members’ guests, or any other persons nominated by a member and approved by the Cooperative, either gratuitously or for payment.
- (d) To sell, lease or let on hire any huts, lodges or other buildings and any skis, boots and other equipment and to provide any service or services that may assist, promote or encourage the activities specified in paragraph (b) of this rule.
- (e) To promote, organise and hold sports meetings, gymkhanas or carnivals in connection with the activities specified in paragraph (b) of this rule for members of the Cooperative and any other people the Cooperative shall think fit.
- (f) To abide by the Regulations and decisions of the National Parks & Wildlife Service in respect of the establishment, construction and maintenance of any facility in the Kosciusko National Park.
- (g) To do all other such lawful acts as are incidental or conducive to the attainment or maintenance of any of the above objects.

Part 3 – Active membership provision

Rule 2

The primary activity of the co-operative is the operation, maintenance or carrying on of a club for the encouragement of snow sports, skiing, ski touring, and other athletic sports and athletic games in which human beings are the sole participants.

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

- (a) be a Foundation, Ordinary or Provisional Member who pays an annual subscription each calendar year in accordance with Rule 7.2, or
- (b) be an Honorary Member who attends the Lodge at least once each calendar year, or
- (c) be an Honoured Life Member.

Part 4 – Member qualifications

Rule 3.1

The qualifications for membership of the Co-operative are to be an old boy of Shore School at least 18 years of age, or in the case of Honorary members to have a connection with the School satisfactory to the Directors.

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)	\$1,000	Rule 7.2
Entrance fee (maximum)	\$20,000	Rule 7.1
Fine payable for each infringement of rules	One penalty unit (\$110)	Rule 8
Levy (maximum each calendar year)	\$10,000	Rule 7.4

Schedule 3

Part 1 – Requisition of general meetings

Rule 20.2

The required percentage of members to requisition a general meeting is 20%

Part 2 – Quorum at general meetings

Rule 21.2(a)

The number of members required for a quorum is eleven

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 ten (10) or such other number of directors as the members shall determine at a general meeting.

The positions on the board are President, Vice-President, Treasurer, committee members.

The term of office of a director is as set out in Part 3.

Part 2 – There shall be no independent directors

Rule 11.2(d)

Part 3 – Retirement of directors

Rule 11.7(a)

The directors shall retire in rotation annually. In the first instance four shall retire, and then three and then three, with the sequence repeating thereafter. A retiring director shall be eligible for re-election.

Schedule 5

Part 1 – Nominal value of shares

The nominal value of each share is \$2.00

Rule 24.1

Part 2 – Minimum share holding

Rule 24.2

Foundation, Ordinary and Honoured Life Members shall be required to hold a minimum of 150 shares and as at the date of registration of these rules persons who become Provisional or Honorary Members shall be required to hold a minimum of 1 share.

Schedule 6 – Changes to the model rules

The model rules are amended as follows:

Rule 1.1 by inserting within the definitions the word “**Lodge**” and the words “means the ski lodge known as Lampada situated at North Perisher or such other ski lodge as may be leased or owned by the co-operative”.

Rule 1.1 by inserting within the definitions the words “**Old Boy**” and the words “means any person who is determined by the Shore Old Boys Union or its successors to be an Old Boy of the Sydney Church of England Grammar School (also known as Shore school).”

Rule 4.1 by deleting the words “or bodies corporate”.

Rule 4.2(g) by inserting the words “has been paid the value of the member’s shares” in lieu of the words “or some other person is registered in the member’s place. The Board shall follow the provisions in Division 3 Part 4 of the Act in dealing with a deceased member’s estate”.

Rule 4.2(h) by adding a further rule 4.2(h) to read as follows:

“a member who is more than three months in arrears in payment of any amount due to the co-operative shall not be entitled to use the accommodation at the lodge”.

Rule 4.3 by adding a further rule 4.3 to read as follows:

“Membership of the Cooperative shall comprise the following classes:

- (a) Ordinary Members
- (b) Foundation Members
- (c) Honored Life Members
- (d) Provisional members, and
- (e) Honorary Members,

all as hereinafter defined:

Ordinary Members shall be Old Boys of Shore School 18 years or more of age proposed by one and seconded by another ordinary member who shall hold at least 150 shares in the capital of the co-operative, and whose application for membership has been approved by the Board.

Foundation Members are those Ordinary Members who are holders of shares acquired by them prior to the twentieth day of September, 1968 and shall have in addition to all the rights of ordinary membership priority of bookings for accommodation at the lodge.

Honored Life Members shall be Ordinary or Foundation members who the directors determine have contributed outstanding service to Lampada. Honored Life Members may not be office bearers unless approved by the members in general meeting.

Provisional Members shall be Old Boys of Shore school 18 years or more of age who have applied for membership having been proposed and seconded by ordinary members and whose membership has been approved by the Board and who have paid their entrance fee and who have agreed to purchase a total of 150 shares in the capital of the Club when made available by the Board. Such provisional members shall only have the right to accommodation in the lodge after foundation members and ordinary members.

Honorary Membership may be granted by the Board for such period or periods as shall from time to time be determined by the Board during which period or periods such member shall have such privileges of the Club as may be designated by the Board.

Rule 4.4 by adding a further rule 4.4 to read as follows:

"The Board, when it deems fit, may establish a waiting list and place thereon the names of applicants eligible for membership and of whom it approves. When the Directors decide to admit further members, membership shall be granted to eligible applicants approved of by the Board in the order upon which their names stand on such waiting list, provided however, that the children of a member shall have priority over other applicants".

Rule 4.5 by adding a further rule 4.5 to read as follows:

"The following provisions shall be complied with before any person may become a member of the co-operative:-

(a) Any person desiring to become a member shall first be introduced or made known to at least two Directors of the Club who shall first approve of an application for membership

(b) Any application for membership shall be proposed by an ordinary or foundation member and seconded by another member

(c) The Board may also require that a member shall be known personally to at least two other members

(d) A person desiring to become a member shall be entitled to be registered as a holder of at least 150 shares in the Club with approval of the directors, and providing the person has paid the nominal value of the shares, and the entrance fee".

Rule 5.3(a) by deleting the word "six" and substituting the word "twelve".

Rule 5.3(b) by deleting the number "21" and substituting the number "180".

Rule 7.1(b) Is deleted.

Rule 7.2(c) Is deleted.

Rule 7.4 by deleting all the words and substituting the following words

"Levies on members

The Cooperative may require its members to pay special levies to the Cooperative not exceeding the amount shown in schedule 2, in accordance with a proposal approved by the members by special resolution."

Rule 10 by adding further rules 10.3 and 10.4 to read as follows:

Rule 10.3 the co-operative shall have the power:

10.3(a) to acquire by purchase or otherwise, Shares or Stock in any other company, co-operative, society or association,

10.3(b) to acquire by lease, purchase, donation, devise, bequest or otherwise any real or personal property for any objects of the co-operative and may sell or lease any such real or personal property.

Rule 10.4 the co-operative shall have the power:

10.4(a) to raise money on loan from members or other persons or organisations or obtain other financial accommodation to an extent that the total of such loans outstanding does not exceed \$50,000 at any one time,

10.4(b) subject to approval by members in general meeting raise further monies by way of loans from its members or from other persons above the sum or accommodation in 10.4(a) on such terms and conditions as are prescribed by the Act and the Registrar of Co-operatives and of such an amount as is thereby authorised, and

10.4(c) to give security for the repayment of money.

- Rule 11.2(a) by inserting the words “ordinary or foundation” in front of the word “member”.
- Rules 11.2 (b), (c) and (d) are deleted.
- Rule 11.3(c) by deleting the words “at the place of business” and substituting the words “on the Lampada website”.
- Rule 11.9 by deleting the word
“such” and inserting the word “no” and by deleting the words “as shall be determined at a general meeting”.
- Rule 11.11 Is deleted.
- Rule 12.4(c) is deleted.
- Rule 13(a) by deleting the words
“at the registered office” and substituting the words “by the secretary”.
- Rule 14.2(c) by adding the word
“or” at the end of (ii) and by adding “(iii) by giving members notice that the documents are available for inspection at the Lampada website”
- Rule 17 by inserting “31 December” in lieu of “30 June”.
- Rule 20.6(d) is deleted
- Rule 21.5(f) is deleted
- Rule 24.4(f) by adding a new rule 24.4(f) as follows
“The co-operative may in accordance with these rules and the Act purchase any share of a member in the co-operative provided that the shares so purchased in any one calendar year shall not exceed one twentieth of the paid up capital of the co-operative.”
- Rule 27(b) by adding the word:
“or” at the end of (iv) and by adding, “(v) any three or more registered public charities determined by the members in a general meeting”.
- Rule 29.1 becomes clause 29.2
- Rule 29.2 becomes 29.3
- Rule 29.1 by adding a new clause 29.1
“Shares are not transferable except as follows, namely subject to the right of the Board to refuse to register any transfer of shares without assigning any reason therefore, a member may transfer the shares held by him to his child or grandchild having the necessary qualifications for membership subject to the payment of an entrance fee determined by the directors. Otherwise the shares of any member may on the application of the member be redeemed by the Board at the Board’s discretion at the face value of such shares as provided elsewhere in these rules.”
- Rule 30.1 by deleting clause 30.1 entirely and substituting the following words:
“On the death of a member the shares will be held in the name of the deceased’s personal representative and upon the grant of probate or letters of administration the personal representative of the deceased shall be paid that amount which the deceased member paid for the deceased member’s shares less the amount, if any, of any annual membership fees or any other amount owing by the deceased member to the co-operative as shall be determined by the board, except that if the probate or letters of administration provide for transfer of the shares to the deceased’s child or grandchild then rule 29 shall apply”

The existing regulations shall be replaced in their entirety by the following by-laws:

BY-LAWS OF LAMPADA SKI CLUB CO-OPERATIVE LIMITED

1 Seasons

- (a) Winter Season shall be from the commencement of the Queen's Birthday weekend in June each year to the end of the Six Hour Holiday weekend in October each year.
- (b) Summer Season shall comprise all periods other than the Winter Season.

2 Bookings

- (a) Application for accommodation shall be made in writing, preferably on the prescribed form to the Booking Officer.
- (b) Bookings shall be limited to one week in School Holidays when accommodation is limited. Preference shall be given to members and their families of school age unless members can satisfy the Committee that they are unable to book at any time other than school holidays.
- (c) Weekly bookings are from Saturday to Saturday. If a shorter period is booked, a minimum charge of two nights shall apply. Bookings commence and terminate at 10:00am when the Lodge must be vacated for following occupants.
- (d) Priority shall be given to Foundation Members and their families and subsequent priority to Ordinary Members and their families. For the purpose of this clause, families shall comprise the spouse and children of a member under 25 years of age.
- (e) The booking officer appointed from time to time by the board of directors will have the control of the Bookings; when there are excess bookings requiring allocation of space then reference shall be made to the Chairman of the Board.
- (f) Accommodation charges shall be such amount as shall be decided by the Board from time to time.
- (g) If bookings are cancelled up to 6 weeks prior to the commencement of the bookings, applicants shall be entitled to a refund of amounts paid less ten percent of the accommodation charges for such bookings. If cancelled later than 6 weeks prior to the booking, then the accommodation charges shall be forfeited unless the Board considers a refund of a proportion thereof is warranted on account of extenuating or special circumstances.

3 Staying at the Lodge

- (a) A Lodge Captain shall be appointed from the occupants by the Booking Officer each week, who shall have the control and management of the Lodge for that week and shall have authority over all occupants and casual guests with relation to the cleanliness of the Lodge and the conduct and decorum of members so as to minimise any inconvenience to other occupants of the Lodge. The Lodge Captain shall report to the Board in writing on the prescribed form at the end of each week as to the conduct of the Lodge. Members and their guests shall not conduct themselves so as to cause a nuisance to other occupants of the Lodge particularly after midnight
- (b) No person shall occupy the Lodge overnight without the prior approval of the Booking Officer and full accommodation fees paid beforehand. This Rule shall be strictly enforced and any breach shall be severely dealt with by the Directors.
- (c) No more than fourteen persons shall occupy the lodge overnight at any time. This Rule shall be strictly enforced and any breach shall be severely dealt with by the Directors.
- (d) Occupants must supply and use their own food, and in summer season their own linen and towels, but otherwise the co-operative will provide all other facilities including cleaning and polishing materials and toilet paper.
- (e) No member shall invite more than five casual visitors at any one time but, should the number of casual visitors exceed five, then the sanction of the Lodge Captain should be obtained and he should take into account the wishes of the other occupants of the Lodge before giving approval. Under no circumstances shall a casual visitor be permitted to stay overnight.

- (f) Males and females over the age of twelve years, unless members of the same family shall at all times occupy separate bedrooms.
- (g) During the Winter Season children under the age of five years shall not be permitted to occupy the Lodge without the approval of the Board.
- (h) A member may seek approval from the Directors for a reservation for members of his family and guests even if that member is unable to stay at the Lodge at the same time. In such circumstances it is that members responsibility to arrange for a member who is staying at the Lodge to sponsor his family or guests. Directors' consent will largely depend upon the availability of another member as lodge captain, the ages of children involved, and past experience.
- (i) The procedures and instructions on staying at the lodge and using its facilities are contained in lists of instructions entitled "*How The Lodge Works*" which are published on the website and at the Lodge. All persons occupying the lodge must acquaint themselves with these instructions and abide by them.

Intending users of the lodge are strongly advised to check the website beforehand www.lampadaskiclub.com.au for detailed information about how the lodge operates and their responsibilities during their stay.

Remember we are a club run by members for members, not a hotel with employees, and so we all pitch in to make it pleasant for everyone.

4. Winter Season Bookings

- (a) Preferential Bookings for members and their families and guests for the ensuing Winter Season should be received by the Booking Officer by the 18th April in each year together with full payment therefor.
- (b) As soon as practical thereafter, bookings then received shall be allotted according to rights of priority contained in the rules and the by-laws and by ballot, if necessary.
- (c) Bookings received after 18th April shall be allocated in priority of application and payment of accommodation fees.
- (d) Bookings by members on behalf of guests shall be allotted on the basis of such members being entitled to equal numbers of guests as far as practicable and as circumstances permit. Members shall be responsible to meet their guests' accommodation fees.
- (e) Bookings for guests cannot be accepted unless the Lodge is not fully booked by members.
- (f) Applicants to be notified forthwith of allotment of bookings.

5. Summer Season Bookings

- (a) Priority of bookings for Members and their families and guests shall be established by payment for the accommodation.
- (b) The Board may grant Priority Bookings for groups of Shore School boys during Christmas and other summer season holiday periods provided however the Board shall make provision for Members and their families to have the right of accommodation for a reasonable period during these holiday periods.