



BY-LAW 3

The company constitution, by-laws and operating rules provide the Board of Directors (directors) with the powers and process for managing and directing the activities of the company to achieve its purposes.

Hi Noon Ski Club Ltd (company) has a membership base of 110 members. The instruments by which the company operates are in place to deal with the rights, responsibilities, and entitlements of its membership. These by-laws support the constitution by providing more detailed process for the directors to follow and the membership to be aware of and to abide by.

By-law 3: Disciplining of Members

The directors may commence disciplinary proceedings against a member (defendant) who has allegedly breached, failed, refused, or neglected to comply with a provision of the company constitution, by-laws or operating rules or acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the company or brought themselves or the company into disrepute.

That member will be subject to and submits unreservedly to the jurisdiction, procedures, penalties, and the appeal mechanisms of the company as set out in clause 19 of the company constitution and by-laws or as otherwise determined by the directors. It is imperative the company follows its constitution and by-laws to ensure that a member receives fair and just treatment.

A review process is to be followed to determine if disciplinary action is required.

1. Only documented allegations and complaints signed and dated by the petitioner will be considered.
2. The directors have the power to veto any matter they feel is unwarranted. The directors may appoint a Disciplinary Subcommittee or address the matter themselves. Anyone involved in the proceedings must not include persons with any actual or perceived conflict of interest, vested interests or personal involvement relating to the matter.
3. The Disciplinary Subcommittee; can be from the directors, members of the company or anyone else judged by the directors as suitable to be engaged. Such a subcommittee shall operate in accordance with the procedures stated in



the company by-laws or determined by the directors but always by the constitution.

4. The Secretary will inform the defendant by written notification that there has been a written allegation / complaint.

The notification will include:

- a. Details of the allegation / complaint, including any relevant rules or regulations the defendant is accused of breaching (if there is more than one complaint these should be set out separately);
 - b. A copy of any information / documents that has been sent to the directors to be provided to the defendant.
 - c. The defendant has a right to respond to the complaint/allegation and to do so within fourteen (14) days.
 - d. The defendant will be given an outline of the hearing and appeals procedure.
5. The defendant can make a request to the directors or for a disciplinary subcommittee to hear the matter. The final decision as to who completes the review will rest with the directors.
 6. The defendant may make a written submission to support their case.
 7. The defendant may arrange for witnesses to testify in support of their position and speak with the directors / disciplinary subcommittee at a convened hearing.
 8. The defendant/s may be accompanied by a support person during the hearing if it is required.
 9. The directors / disciplinary subcommittee will be provided with a copy of any relevant correspondence or information relating to the complaint/allegations.
 10. The defendant may respond to any matter contained in the responses but may not introduce any new material unless approval is sought and given by the directors.
 11. The directors / disciplinary subcommittee will then convene to review the documentation received and conduct interviews with parties involved including any witnesses. A period of fourteen (14) days must be given for the defendant and petitioner to respond.
 12. Where the disciplinary subcommittee is utilised, upon completion of the proceedings, the subcommittee reports back to the directors with a written



summary of its findings and have the option of making a recommendation to the directors which can include:

- a. taking no further action against the defendant;
- b. reprimanding the defendant;
- c. suspending the defendant's membership rights for a specified period; or
- d. expelling the defendant from the company.

13. The defendant may be allowed to continue using the company's facilities, pending the decision of the directors, including any available appeal process, providing the allegation being considered does not have the gravity to pose a risk to the club and its members.

14. Final Decision

Any disciplinary action taken against a member by the directors must be done in accordance with the Corporations Act 2001 and the company constitution.

- a. The directors will decide and notify all parties.
- b. Where the directors consider that mediation is appropriate it may recommend this to the parties involved. If mediation is recommended participation must be voluntary.
- c. Should the alleged breach remain unresolved the directors will decide on a further course of action with reference to clause 19 of the constitution.

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