

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies (New South Wales) Code

(Sub-section 35(2))



Registered No.:

329457-24

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to certify that

ELOUERA SKI CLUB LTD.

is on and from the eighteenth day of January, 1984

incorporated as a public company, being a company limited by guarantee.

Given under the seal of the National Companies and Securities Commission at

Sydney on this eighteenth day of January , 19 84



A handwritten signature in cursive script, likely belonging to the delegate mentioned in the text below.

A person authorised by the
Corporate Affairs Commission of New South Wales
Delegate of the National Companies
and Securities Commission.

Handwritten initials or a small signature mark.

NEW SOUTH WALES

Companies (New South Wales) Code

A Company Limited by Guarantee

.....

MEMORANDUM OF ASSOCIATION

OF

ELOUERA SKI CLUB LTD.

.....

1. The name of the Company is “ELOUERA SKI CLUB LTD” (herein called “the Company”).
2. The Registered office of the Company will be at 11 Turriell Bay Road Caringbah in the State of New South Wales or at such other place in the said state as the Committee shall from time to time determine.
3. The objects for which the Company is established are :-
 - a) To provide and maintain ski lodges, club houses, chalets, huts, shelters, in particular to acquire by purchase lease or otherwise the ski lodge now in the process of being erected on Lot 17 Charlotte Pass Village now owned by Charlotte Pass Village Pty. Limited, ski equipment, ski tows, ski-ing facilities, roads, water supplies, electrical and other heating and power equipment, sanitary conveniences and all types of amenities and comforts for members and other persons either gratuitously or for a consideration as the Company shall determine.
 - b) To assist in the advancement of skills on skis and of matters pertaining to ski-running, snow sports and snow craft including the study of equipment and snow craft and to encourage and contribute towards tests and competitions in all forms of snow sports and snow crafts.

- c) To organise tours and expeditions whether on skis or otherwise.
- d) To promote and encourage fishing in mountain streams, lakes and reservoirs.
- e) To promote such sports, games and pastimes indoor and outdoor as the Company may deem expedient.
- f) To encourage and foster the sport of ski-running in all its aspects and to promote a spirit of good fellowship amongst all persons interested in snow sport.
- g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the attainment of the objects of the Company or any of them and to acquire or obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- h) To appoint, employ, remove or suspend such manages, clerks, secretaries, servants, workmen and other person as may be necessary or convenient for the purpose of the Company.
- i) blank
- j) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such personal and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- k) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Company and to contribute to, subscribe or otherwise assist and take part in the construction, improvement, maintenance,

development, working, management, carrying out, alteration or control thereof.

- l) To invest and deal with the money of the Company not immediately required in such manner as the Committee thinks fit.
- m) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way, charged upon all or any of the Company's property (both present and future) and to purchase, redeem or pay off any such securities.
- n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- o) In furtherance of the objects of the Company, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- p) To take or hold mortgaged, liens and charges to secure payment of the purchase price, of any part of the Company's property of whatsoever sold by the Company, or any money due to the Company from purchasers or others.
- q) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company.
- r) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- s) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- t) In furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions,

societies or associations with which the Company is authorized to amalgamate.

- u) In furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.
- v) To make donations for patriotic or charitable purposes.
- w) To purchase, take on lease or exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary in the furtherance of its objects and in particular any land, buildings, machinery, plant or chattels, or shares in any proprietary or public company.

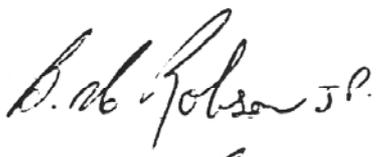
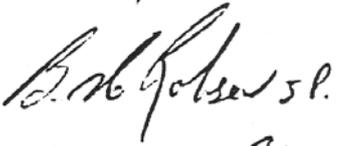
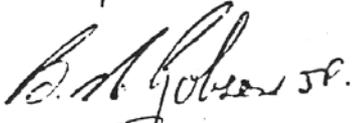
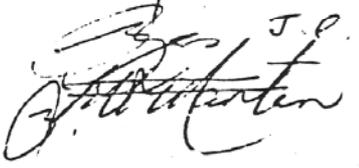
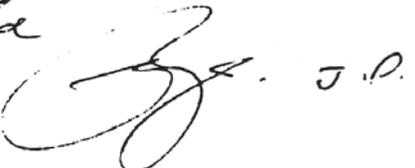
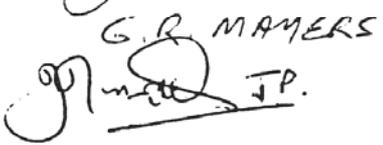
The powers set forth in the Second Schedule to the Companies (New South Wales) Code, shall not apply to the Company except insofar as they are expressly set out herein but in the interpretation of this clause the meaning of the Company's objects shall not be restricted by reference to any other object or by the juxtaposition of any two or more objects and in the event of any ambiguity this clause shall be construed in such a way as to widen and not to restrict the powers of the Company.

- 4 Other than for the purpose of acquiring the lease and ski lodge referred to in paragraph 3(a) hereof the income and property of the Company, whencever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the members of the Company PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company in return for any services actually rendered to the Company nor prevent the payment of interest at rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn account on money lent, or reasonable and proper rent for premises demised or let by any member to the Company; but so that no member of the committee of management or other governing body of the Company shall be appointed to any salaried

office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such committee or governing body except for repayment of out-of-pocket expenses and interest at the rate of aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company AND PROVIDED that the provision last aforesaid shall not apply to any payment to any company to which a member of the committee of management or other governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

- 5 The liability of members is limited.
- 6 Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of debts and liabilities of the Company (contracted before he ceased to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding ten dollars (\$10.00)
- 7 If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that the property shall be distributed among the members proportionately in accordance with their shareholdings and a member shall not in respect of any shares held by him be entitled to receive an amount in excess of the amount paid thereon. Any surplus shall be devoted to the promotion of co-operation or to such community purposes and in such manner as a general meeting shall determine.
- 8 True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Company and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of the Company for the time being in force, shall be open to inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or

We, the several persons whose names, addresses and occupations are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, Address and Descriptions of subscribers.	Witness to Signatures
<u>A Barnes</u> 11 TURRIELL BAY ROAD CARINGBAH 2229	
TRAINING OFFICER <u>R. K. Math</u> 43 RAMSAY RD POINT HILLS 2120	
SUR DRAFTING OFFICER <u>W. J. Buchman</u> 6 Whitaker Rd PROF Engineer ROSSMORE 2171	
<u>M. J. Harten</u> 38/94 Alesia Rd Controller Randwick	
<u>M. J. Greger</u> 20 Glendole Rd - RETIRED LURAMUNA	
<u>A. P. Mayers</u> 117 EWESMERE R HOME DUTIES CYNEA BAY	G. R. MAYERS 

NEW SOUTH WALES
Companies (New South Wales) Code
A Company Limited by Guarantee

.....
ARTICLES OF ASSOCIATION
OF
ELOUERA SKI CLUB LTD.
.....

INTERPRETATION

1 In these Articles:

“the Code” means the Companies (New South Wales) Code.

“the Club” means the Company of which these are the Articles of Association;

“the committee” means the board of directors, committee of management or other governing body of the Club;

“Secretary” means any person appointed to perform the duties of a secretary of the Club and includes the honorary secretary;

“State” means the state of New South Wales;

“Minister” means the Minister for the time being responsible for the administration of the Corporate Affairs Commission.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; and

words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Companies and Securities (Interpretation & Miscellaneous Provisions) (New South Wales) Code and of the Code as in force at the date at which these Articles become binding on the Company.

- 2 The Club is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

- 3 The subscribers to the Memorandum of Association and such other persons as the Committee shall admit to membership in accordance with these articles shall be members of the Club.
- 4 Subject to the provisions of the Article 5, 6 and 7, voting membership shall be open to any person who has attained the age of eighteen (18) years.
- 5 A person shall not be accepted for membership of the Club otherwise than pursuant to Articles 8 and 9 hereof.
- 6 (a) Corporations sole or aggregate of any description shall not be eligible for membership.
- (b) If two or more persons are the joint owners of a membership such persons shall be described as one membership only and the senior of such shall have the right and privileges of a member in the Company to the exclusion of the other or others of such joint owners and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- 7 Every applicant for membership of the Club (other than the subscribers to the memorandum of association) shall be proposed by one and seconded by another member of the club to both of whom the applicant shall be personally known. The application for membership shall be made in writing (in such form as the Committee from time to time prescribes), signed by the

applicant and his proposer and seconded and shall be accompanied by a membership fee which shall be determined from time to time by the Committee. An applicant for membership may apply for any one of the following classes of membership:-

Special A = x 2, Special B = x 3, Special C = x 4, Extraordinary = x 5.

- 8 At the next meeting of the Committee after the receipt of any application for membership and membership fee such application shall be considered by the committee who shall thereupon determine upon
- (a) the admission or rejection of the applicant and
 - (b) the premium if any to be charged by the company to the applicant on such membership fee.

Any determination to admit an application to membership shall be conditional upon the applicant's payment of the membership fee and any premiums thereon. In the event of the committee determining to reject the application the committee shall decide whether to place the applicant's name on a waiting list or to defer the application to a subsequent meeting of the committee.

- 9 When an applicant has been accepted for membership by the committee pursuant to clause 8 hereon the Secretary shall forthwith make an offer of membership to the applicant and notify the applicant in writing of the premium if any to be charged on the membership fee and the current annual subscription. Such offer of membership shall be conditional upon the applicant accepting in writing the offer within twenty-one days. Such acceptance to be valid shall be accompanied by payment of the membership fee, the premium thereon and the annual subscription, the applicant shall thereupon become a member and shall be entitled to all the privileges attached to such membership.
- 10 Subject to Article 11 the amount of premium payable on the membership fee pursuant to the committee's determination under Article 8 thereof and the annual subscription payable by members of the Club shall be such as the Committee from time to time determine.

- 11 Unless otherwise determined by the Committee the amount of any membership fee premium shall be as determined from time to time by the Committee.
- 12 All annual subscriptions shall be come due and payable in advance on the first day of April in every year. A member who has not paid his annual subscription or any other fees or dues properly owed by him to the Club shall not be entitled to use any facilities of the Club nor to exercise any of the rights incidental to membership.

CESSATION OF MEMBERSHIP

- 13 If the annual subscription or any other fees or dues payable by any member shall remain unpaid for a period of two calendar months after it becomes due the member may, after notice of the default shall have been sent to him by the Secretary or the Treasurer, be debarred by resolution of the Committee from all privileges of membership and his name may be removed from the Register of Members PROVIDED that the Committee may reinstate the member and restore his name to the Register on payment of all arrears if the Committee thinks fit to do so.
- 14 Without in any way limiting the powers of the Committee contained in Article 13, if any member shall willfully refuse or neglect to comply with the provisions of the Memorandum of Articles of the Club or with any by-laws or rules made by the Committee or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interests of the Club the Committee shall have the power by resolution to censure, fine, suspend or expel the member from the Club and in the latter case erase his name from the Register of Members PROVIDED that no member shall be fined an amount exceeding the then current annual subscription of the Club AND PROVIDED that at least one week before the meeting of the Committee at which such resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall ay such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing an explanation or defence he may think fit AND PROVIDED FURTHER that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the

Committee, elect to have the question dealt with by the Club in general meeting and in that event an extraordinary general meeting of the Club shall be called for the purpose and if at the meeting such a resolution is passed by a majority of two-thirds of those present and voting (such note to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled and his name removed from the Register of Members.

- 15 A Member may at any time by giving notice in writing to the Secretary, resign his membership of the Club but shall continue liable for any subscription and all arrears due and unpaid at the date of his resignation and for all other monies due by him to the Club and in addition for any sum not exceeding ten dollars (\$10) for which he is liable as a member of the Club under Clause 6 of the Memorandum of Association.

TRANSFER OF MEMBERSHIP

- 16 In the event of a member ceasing to be a member pursuant to Articles 14 or 15 hereof, the member; or upon the death, bankruptcy or lunacy of a member, the legal representatives of that member; shall have the right to transfer a membership to any person approved by the Committee (such approval not to be unreasonably withheld). Upon such approval being resolved by the Committee the Secretary shall register such transferee as a member in lieu of the transferring member. Any application for a transfer of membership shall be in a form prescribed by the Committee and shall be signed by the transferee and transferor. Such form shall contain an undertaking by the transferee to be bound by the Memorandum of Articles of Association as a member.
- 17 Membership shall not be transferable except as herein specifically provided.
- A Register of Members shall be kept by the Club. Such record shall be final in the case of a dispute. No scrip shall be issued unless otherwise decided by the Committee.
- 18 As far as the Club is concerned the recorded member shall be treated as the absolute owner and the Club shall not be responsible for acknowledging any limited or other interest, trust or minority. The receipt of the recorded

member shall be full and sufficient discharge to the Club for all purposes for which the receipt is given.

GENERAL MEETINGS

- 19 (a) A general meeting of the Company to be known as the “Annual General Meeting” shall, as provided in Section 240 of the Companies (New South Wales) Code, be held each year, The first general meeting shall be held at such time as in accordance with Section 240 (2).
- (b) All general meetings other than annual general meetings, shall be called special general meetings of the Club.
- 20 The board may, whenever it thinks fit, convene a special general meeting of the Club.
- (a) The board shall on the requisition of not less than one fifth of the membership votes upon which fees, subscriptions or other sums then due have been paid forthwith proceed to convene a special general meeting.
- (b) For the purpose of this rule joint holders of shares shall be counted as one for the purpose of determining the requisite number referred to above, but nevertheless all joint holders must sign the requisition when one of their number desires to be a requisitioner.
- (c) A requisition for a special general meeting shall state the objects of the meeting and must be signed by the requisitionists deposited at the registered office of the Company and may consist of several documents in the like form, each signed by one or more requisitionists.
- (d) If the board does not within twenty-one days from the date of deposit of the requisition proceed duly to convene a meeting the requisitionists or any of them may convene the meeting but any meeting so convened shall not be held after the expiration of three months from the date of such deposit.

- (e) A meeting convened by requisitionists in pursuance of these articles shall be convened in the same manner as nearly as possible as that which such meetings are convened by the board.
- (f) Any reasonable expenses incurred by the requisitionists by reason of the failure of the directors duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Club out of any sums due or to become due from the Club by way of fees or other remuneration in respect of their services to such of the directors as were in default.

NOTICE OF GENERAL MEETINGS

- 21
- (a) Fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business the general nature of that business shall be given of any general meeting in manner hereinafter mentioned, to such persons as are, under these articles entitled to receive such notices from the company but the non-receipt of the notice by any member shall not invalidate the proceedings at such general meeting.
 - (b) In the case of special resolution the giving of notice shall conform to Article 62 thereof.
 - (c) Any member, having a resolution to submit to a general meeting shall give written notice thereof to the Club not less than twenty-one days prior to the date of the meeting.
 - (d) The board shall cause to be inserted in any notice convening a general meeting any business of which notice of his intention to move has been given by a member in accordance with these articles provided that notice from the member shall have been received before the notice of the meeting has been issued.

PROCEEDINGS AT GENERAL MEETING

- 22 (i) The ordinary business of the annual general meeting shall be –
- (a) to confirm minutes of the last preceding general meeting or special general meeting
 - (b) to receive from the board, auditors, or any officers of the company reports upon the transaction of the company during the financial year, including balance sheet, trading account, and profit and loss account, and the state of affairs at the end of thereof.
 - (c) to elect directors.
 - (d) to elect and determine remuneration of the auditors
- (ii) The annual general meeting may also transact such special business of which notice has been given to members in accordance with these articles
- (iii) All business shall be deemed special business other than such business of the Annual General Meeting as is by this article termed ordinary business.
- 23 (a) No item of business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is considering that item.
- (b) Save as herein otherwise provided ten members personally present shall be a quorum. If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting the members present shall be a quorum. Joint holders shall be counted as one for the purpose of determining whether a quorum is present.

- 24 (a) The chairman, if any, of the board shall preside as chairman at every general meeting of the company
- (b) If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose someone from their number to be chairman until such time as the chairman being in attendance is willing to act.

The chairman man, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

- 25 The following standing orders shall be observed at the company's meeting
- (a) the mover of a proposition shall not speak for more than ten minutes subsequent speakers shall be allowed five minutes, and the mover of the proposition five minutes to reply. The meeting may however by simple majority extend in a particular instance the time permitted by this rule.
- (b) whenever an amendment is proposed upon an original proposition, no second amendment shall be taken into consideration until the first amendment shall have been disposed of.
- (c) if an amendment be carried, it shall displace the original proposition and become itself the proposition to which any further amendment may be moved.
- (d) if an amendment be negative, then a further amendment may be moved to the original proposition, but only one amendment shall be submitted to the meeting for discussion at one time.

- (e) the mover of every original proposition, but not of any amendment, shall have the right to reply, immediately after which the question shall be put from the chair, but no other member shall speak more than once on the same question, unless permission be given to explain, or the attention of the chairman be called to a point of order.
- (f) Propositions and amendments shall be submitted in writing, when requested by the chairman.
- (g) any discussion may be closed by a resolution “that the question be now put” being moved, seconded, and carried. Such resolution shall be put to the meeting without debate.

VOTING

26 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by at least five members and unless a poll is demanded, a declaration by the chairman 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 book of the proceedings of the company shall be evidence of the fact, without proof of the number or proposition of the votes recorded in favour of, or against, that resolution.

- (a) on a show of hands or on a poll every member, not being under the age of eighteen, present in person at any meeting and being an ordinary member shall have one vote, being a Special A member shall have two votes, being a Special B member shall have three votes, being a Special C member shall have four votes and being an extraordinary member shall have five votes.
- (b) all resolutions shall be determined by simple majority except in the case of special resolutions or as otherwise provided in these articles.

In the case of joint holders the vote of the senior who tenders the vote shall be accepted to the exclusion of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members, unless otherwise directed by all the joint holders.

In the case of an equality of votes, whether on a show of hands on a poll, the chairman of the meeting at which the show of hands takes place, or at which the poll is demanded shall be entitled to a second or casting vote.

- 27 (a) If a poll is duly demanded it shall be taken in a manner which the chairman directors unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith.

THE COMMITTEE (INCLUDING OFFICE BEARERS)

28 The Officer bearers of the Club shall consist of a President, a Secretary and a Treasurer, all of whom except any of Arthur Ray Barnes, Marie Patricia Martin, Geoffrey Russell Mathie, Jan Macfarlane, Jack McGregor and Christopher Frederick John Buchtman shall be members of the Club, but nothing in this Article shall preclude a member from holding more than one such office simultaneously.

29 The following named person shall constitute the first Committee and the first office bearers shall be as set out below:

President	-	Arthur Ray Barnes
Treasurer	-	Geoffrey Russell Mathie
Members	-	Jan Macfarlane
.	-	Jack McGregor
.		Christopher Frederick John Buchtman
.		Marie Patricia Martin

all of whom shall hold office until the first general meeting held after the 3rd November, 1984 at which meeting they shall retire but shall be eligible for re-election.

30 Thereafter the Committee shall consist of a president and twelve other members and all of whom shall be elected or appointed as herein provided and the Secretary and Treasurer shall be appointed by the Committee from within its own ranks.

- 31 The President and other members of the Committee shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.
- 32 The election of the President and other members of the Committee shall be conducted in the following manner:
- (a) any two members of the Club shall be at liberty to nominate any other member to serve as President or other member of the Committee.
 - (b) the nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary before the annual general meeting at which the election is to take place.
 - (c) balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies
 - (d) in case there shall not be a sufficient number of candidates nominated to complete a Committee of ten (10) the Committee shall fill up the remaining vacancy or vacancies.
- 33 The Club may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office bearers or other members of the Committee.
- 34 The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Committee, but so that the total number of office bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with these Articles. Any office bearer or other member of the Committee so appointed to hold office only until the next following annual general meeting.
- 35 The Club may by ordinary resolution remove any member of the Committee before the expiration of his period of office, and may by

ordinary resolution appoint another person to the Committee but the person so appointed shall hold office only until the next annual general meeting.

- 36 The office of a member of the Committee shall become vacant if the member:
- (a) ceases to be a member of the Committee by virtue Section 226 of the Code;
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director of a company by reason of any order made under the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (e) resigns his office by notice by notice in writing to the Club;
 - (f) holds any office of profit under the Club;
 - (g) ceases to be a member of the Club;

Nothing in this Article shall affect the operation of Clause 4 of the Memorandum of Association.

- 37 At the first annual general meeting of the Company after 3rd November 1984 the chairman of directors and six of the other directors shall retire and of the other directors six shall retire in order of rotation.

- 38 The directors to retire in any year shall subject to the provision as to filling casual vacancies be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. In such case the order for retirement shall be the order in which the names are withdrawn.

39 A retiring director shall be eligible for re-election

40 The Company at the general meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto.

Nominations for candidates to fill the vacant positions shall be sort in such manner as the Committee determines. The election of the Committee shall be conducted at the meeting in such usual and proper manner as the Committee shall direct.

41 If at any general meeting at which an election of directors ought to take place the places of the retiring directors or any of them shall not be filled, the meeting shall stand adjourned till the same day in the next week at the same time and place, and such adjourned meeting may receive nominations and elect directors to the vacancies. If at the adjourned meeting the places of the retiring directors are not filled, the retiring directors or such of them as have not had their places filled shall be deemed to have been re-elected at the adjourned meeting.

POWERS AND DUTIES OF THE COMMITTEE

42 The business of the Club shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club as are not, by the Act or by these Articles, required to be exercised by the Club in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Code, and to such regulations (not being inconsistent with the aforesaid Articles or provisions) as may be prescribed by the Club in general meeting PROVIDED that any rule, regulation or by-law of the Club made by the Committee may be disallowed by the Club in general meeting but so that no resolution of or regulation made by the Club in general meeting shall invalidate any prior act of the Club that would have been valid if that resolution or regulation had not been passed or made.

43 The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and

to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Club.

44

- (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the Committee and countersigned by the Secretary or Treasurer or in such other manner as the Committee may from time to time determine.
- (b) All receipts of money paid to the Club shall be endorsed by the Secretary, Treasurer or other member of the Committee so authorized by the Committee.

45

The Committee shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of members of the Committee present at all meetings of the Club and of the Committee; and
- (c) of all proceedings at all meetings of the Club and of the Committee.

Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

46

Without limiting its general powers of management and control as vested in the Committee by these Articles the Committee shall have the following special powers:

- (a) From time to time to make such decisions, by-laws, rules and amendments thereof as it thinks fit to promote the objects and assist in the smooth management of the Club provided that such decisions and by-laws do not conflict with these Articles;
- (b) to define the rights and obligations of and to control visitors to the Club;

- (c) to fix from time to time the accommodation rates and charges for the use of Club facilities, to provide for compensation to be paid by members responsible for damage to Club property and to make such provisions as to payment and penalties for late payment as it shall from time to time think fit;
- (d) to appoint and dismiss employees, tradesmen and contractors and to determine the duties of the forenamed engaged from time to time;
- (e) to discipline any member in any manner it considers applicable (but subject to Articles 12 and 13) in relation to such member's own conduct in relation to any guest or visitor introduced by such member.

PROCEEDINGS OF THE COMMITTEE

- 47 The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time (and the Secretary shall on requisition of a member of the Committee) summon a meeting of the Committee.
- 48 Subject to these Articles questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall not have a second or casting vote.
- 49 A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereout unless he shall first give notice of the nature and extent of such interest, and if he does so vote his vote shall not be counted.
- 50 The quorum necessary for the transaction of the business of the Committee shall be five or such greater number as may be fixed by the Committee.
- 51 The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced

below the number fixed by or pursuant to these Articles as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or for summoning a general meeting of the Club, but for no other purpose.

- 52 The President shall preside as Chairman at every meeting of the Committee, or if there is no President, or if any meeting he is not present within ten minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairman of the meeting.
- 53 The Committee may delegate any of its powers and/or functions (not being duties imposed on the Committee as the Directors of the Company by the Code or the general law) to one or more sub-committees consisting of such member or members of the Club as the Committee thinks fit. Any sub-committee so formed shall comply with any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any members of the Club and all members of such committees shall have one vote.
- 54 A sub-committee may meet and adjourn as it thinks. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- 55 All acts done by any meeting of the Committee or of an sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
- 56 A resolution in writing signed by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

SECRETARY

- 57 The Secretary appointed by the committee shall be Secretary of the Club for all purposes.

SEAL

- 58 The Committee shall provide for the safe custody of the common seal, which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorized by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for the purpose.

ACCOUNTS

- 59 The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report thereon as required by the Act and in particular shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.
- 60 The Committee shall from time to time determine in accordance with Clause 8 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members (not being members of the Committee), and no member (not being a member of the Committee) shall have any right of inspection any account or book or paper of the Club except as conferred by statute or by Clause 8 of the Memorandum of Association or authorized by the Committee or by the Club in general meeting.

AUDIT

- 61 A properly qualified Auditor of Auditors shall be appointed and his or their duties regulated in accordance with the Code and Clause 8 of the Memorandum of Association.

NOTICES

- 62 Any notice required by law or by or under these Articles to be given to any member or applicant for membership shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the day after the date of its posting.

- 63 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

(a) every member except these members who (having no registered address within the State) have not supplied to the Club an address within the state of the giving of notices to them; and

(b) the Auditors for the time being of the Club.

No other person shall be entitled to receive notices of general meetings.

WINDING-UP

- 64 The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these Articles.

INDEMNITY

65

Every member of the Committee, Auditor, Secretary and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

We, the several persons whose names, addresses and occupations are subscribed to the Memorandum of Association hereby agree to the foregoing Articles.

Names, Addresses and Descriptions of Subscribers	Witness to Signature
<u>Hoarne</u> 11 TURRIELL BAY ROAD CARINGBAH 2229 TRAINING OFFICER	<u>B. G. Johnson</u> J.P.
<u>Shi-jath</u> 43 RAMSAY RD PENNYANT HILLS 2120 JNR. DRAFTER, OFFICER	<u>B. G. Johnson</u> J.P.
<u>Mr J. Buchanan</u> 6 Whitaker Rd ROSSMORE 2171 Prof Engineer	<u>B. G. Johnson</u> J.P.
<u>Mr Mantel</u> 3B/94 Alison Rd Randwick Controller	<u>Mr Mantel</u> J.P.
<u>Mr J. J. J. J.</u> 26 Glendale Rd St. Leonards Retired	<u>G. R. MAYERS</u> J.P.
<u>Mr M. G. Lane</u> 117 ELWESMERE B GAMBIA BAY HOME DUTIES	<u>Mr M. G. Lane</u> J.P.