

COMPANIES ACT, 1936
COMPANY LIMITED BY GUARANTEE

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
DULMISON SKI CLUB LIMITED

Vincent J, Riley.
Solicitor
40 Miller Street
NORTH SYDNEY.

Prepared by Roy's Copying Service
11 Anderson Street, Chats wood, JA 6200

NEW SOUTH WALES
STAMP DUTY
30/-

COAT OF ARMS
NEW SOUTH WALES

NO. 20584

CERTIFICATE OF INCORPORATION
OF COMPANY
The Companies Act, 1936
(Section 28)

THIS IS TO CERTIFY –

- (1) that DULMSION SKI CLUB LIMITED is incorporated under the Companies Act, 1936.
- (2) that the date of Incorporation of the said Company is the twenty-sixth day of September one thousand nine hundred and sixty one.
- (3) that the said Company is limited by guarantee.

GIVEN under my hand, at Sydney, this twenty-sixth day of September one thousand nine hundred and sixty-one.

REGISTRAR GENERAL
NEW SOUTH WALES
(L.S.)
A. Swanson
Deputy Registrar General.

Exd.

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COMPANIES ACT, 1936
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MEMORANDUM OF ASSOCIATION

of

DULMISON SKI CLUB LIMITED

1. The name of Company is the “DULMISION SKI CLUB LIMITED”
2. The registered office of the Company will be situated in Sydney in the State of New South Wales.
3. The objects for which the Company is established are:
 - (a) To erect and construct a Ski Lodge on a site approved by the Kosciusko state Park Trust.
 - (b) To promote the sport of ski-ing and other athletic sports games and pastimes of all kinds.
 - (c) To promote good fellowship among and to make provision for the association of people interested in the sports of ski-ing, skating, mountaineering, walking, trei riding, fishing, surfing, yachting, golfing, and other outdoor sports games or activities and hobbies and pastimes associated therewith and in the encouragement and development of such sports, hobbies or pastimes in all their branches and all matters appertaining thereto.
 - (d) To establish maintain and conduct a club, or clubs for the accommodation of members of the company interested in or desirous of participating or engaging in any or all of the sports games activities hobbies and pastimes aforesaid and for their

- friends and generally to afford to them all the privileges advantages conveniences and accommodation usually afforded by such club or clubs.
- (e) To promote and encourage the development of and provide a centre or centre of information and advice in respect of all matters pertaining to the sports games activities hobbies and pastimes herein before mention or referred to.
 - (f) To promote encourage and assist in the construction improvement and maintenance of ski-ing facilities, ski lifts, shelter huts chalets and accommodation houses on or near snowfields and roads and tracks forming approaches to or lines of communication between snowfields, and course and grounds used for the purposes of such sports activities hobbies and pastimes as above referred to.
 - (g) To provide or construct and maintain courses, grounds and other facilities for the convenience of persons engaged in the sports activities hobbies and pastimes as aforesaid including club houses lodges huts chalets meeting reading and writing rooms or the like with or without refreshment rooms and with or without residential accommodation and other conveniences in connection therewith and to furnish and maintain the same and to permit the same and any other property of the Company to be used by members of the Company or other person approved by the Company either gratuitously or for payment.
 - (h) To promote and hold either alone or jointly with any other company, corporation, association, club or person instructional classes meetings and competitions matches exhibitions and trials in respect of the spots activities hobbies and pastimes herein-before mentioned or referred to and to accept and to offer or give or contribute towards the provision of prizes medals awards and trophies in respect thereof and to promote give or assist in giving dinners concerts balls lectures cinema to graphic and other displays entertainments.
 - (i) To establish promote or assist in establishing or promoting and to amalgamate or affiliate with or become a member of or subscribe to any other company association club or body whose objects are similar either in part or wholly to the objects of this Company or the establishment promotion or assistance of which may be beneficial to this Company.
 - (j)
 - (k)
 - (l) To acquire by surrender or otherwise the whole or any part of the interest of any member of the Company therein.
 - (m)
 - (n) To purchase take on lease or in exchange or otherwise acquire any real or personal property and any estate or interest in any property either real or personal and any rights or privileges which the Company may think necessary or convenient for the

- furtherance of its objects and to erect construct repair maintain pull down dismantle alter and improve any buildings workshop machinery apparatus plant fixtures and fitting which may be requisite or necessary for the purposes of or conveniently used in connection with any of the objects of the Company and to sell demise mortgage give in exchange or otherwise dispose of the same.
- (o) To purchase hire make or provide and maintain sell let on hire trade or deal in all kinds of ski, skating and walking equipment for activities associated therewith and vehicles horses live stock furniture implements tools machinery utensils plate glass linen books papers periodicals stationery cards games ornaments and all other things required or which may be conveniently used in connection with ski-ing, skating, walking, mountaineering, trail riding, fishing, surfing, yachting, golfing and other outdoor sports or activities and hobbies and pastimes associated therewith and with the club houses and other premises of the Club by persons frequenting same whether members of the Club or not.
 - (p) To purchase hire maintain and operate motor vehicles aeroplanes and other means of transport and provide transport facilities for the use of the members of the company or others approved by it, to and from ski-ing mountain or other resorts in New South Wales or elsewhere either gratuitously or for payment.
 - (q) To buy prepare make supply sell and deal in all kinds of foodstuffs refreshments required or used by the members of the Company or other persons frequenting courses, grounds, facilities, club houses or premises of the Company and to manage control and conduct premises licensed under the Licensing Acts and to provide either gratuitously or for a charge entertainments for members of the Company and others of such a nature as the Company shall from time to time think fit.
 - (r) To represent generally the views of members on matters connected with ski-ing, skating, mountaineering, walking, trail riding, fishing, surfing, golfing, yachting and other outdoor sports or activities or hobbies and pastimes connected there-with and to originate and promote improvements in the law or statutory regulations relating thereto and to oppose or support any proposed alterations thereof and for any of the said purposes to petition Parliament or other body or bodies or person or persons and take such other proceedings or steps as maybe deemed expedient or necessary.
 - (s) To enter into any arrangements with any Government quasi Government or local authority or any club company or person which may seem to be conducive to the objects of the Company and to acquire or obtain from any such Government or authority club company or person any charters decrees rights privileges and concessions which may be conducive to any such objects and comply with any such arrangements charters contracts decrees rights privileges and concessions.

- (t) To invest and deal with the moneys of the Company not immediately required upon such securities and investments and upon such terms and conditions and generally in such manner as may from time to time be determined.
- (u) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of or upon bonds debentures bills of exchange promissory notes or other obligations or securities of the Company by mortgage or charge upon all or any part of the property of the Company both present and future and to redeem or pay off any such securities.
- (v) To lend any money property or assets of the Company to any person or corporation for any purpose directly or indirectly incidental to the objects of the Company or the achievement thereof upon such terms and conditions as may from time to time be thought fit.
- (w) To sell improve lease mortgage dispose of or other-wise deal with all or any part of the property of the Company.
- (x) To solicit and obtain or accept subscriptions and donations of property whether real or personal or any estate or interest in property (real or personal) for any one or more of the objects of the Company.
- (y) To insure and keep insured all or any of the Company's property against theft lose or damage by fire storm tempest lightning flood explosion accident earthquake perils of the sea or other risks and to insure and keep insured the Company against all claims and demands which may arise through accident negligence injury or hurt howsoever arising to any person whomsoever whether an employee of the Company or not and to insure and keep insured the Company against any other insurable risk whatsoever.
- (z) To adopt such means of making known and promoting the objects and activities of the Company and procuring contributions to its funds as may seem expedient and in particular by advertising in the press by personal or written appeals wireless broadcasting cinematographic displays or public meetings by publication of books and periodicals and in particular a journal or magazine specifically devoted to the affairs and interests of the Company and by granting prizes rewards and donations.
- (aa) To amalgamate with any other company or any club association or institution in New South Wales or elsewhere having a constitution and objects altogether or in part similar to those of this Company.
- (bb) To purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any company club association or institution with which this Company is authorized to amalgamate or affiliate.
- (cc) To obtain in New South Wales or elsewhere any provisional order or Act or Parliament for enabling the Company to carry any of its objects into effect or for

- effecting any modification of the Company's constitution or for any other purpose which may seem expedient.
- (dd) To print and publish gratuitously or for payment such advertisements in any journal or magazine books periodicals programmes or leaflets from time to time published or distributed by the Company as may be thought fit.
 - (ee) From time to time to subscribe or contribute to any patriotic charitable or benevolent or useful objects.
 - (ff) To purchase or otherwise acquire any patents copy-rights formulate recipes secret processes concessions trade marks brevet d'invention and other like rights conferring any exclusive or non-exclusive or limited rights to use any invention or process which the Company may think capable of being used for any of the purposes of the Company and to use exercise development or grant licenses in respect of or otherwise turn to account the property rights or information so acquired.
 - (gg) To hold exhibition of works of art or interest in relation to any of the objects of the Company and to conduct competitions and demonstrations of skill in or in relation to any of the sports and pastimes herein to before referred to and to promote to provide such entertainments for the benefit of the members of the Company and others as the Company may think fit and for such purposes to engage artists.
 - (hh) To provide storage accommodation either gratuitously or for a charge for the property of the members of the Company or others.
 - (ii) To draw accept endorse discount execute and issue cheques drafts orders promissory notes bills of exchange bills of lading warrants bonds coupons debentures and/or other negotiable or transferable instruments.
 - (jj) To pay all costs charges and expenses of and incidental to or in connection with the incorporation of the Company.
 - (kk) To procure the Company to be registered legalized recognized and established in any State country or place outside New South Wales and for that purpose to comply with any local laws regulating such registration legalization recognition and establishment.
 - (ll) To do all or any of the above things in any part of the world.
4. The income and property of the Company whencesoever 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 howsoever by way of profit to the members of the Company provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the company or to any member of the Company or other persons in return for services actually rendered to the Company, nor

prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts on money borrowed by the Company from any member or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the council of management or governing body of the Company shall be 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 council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let by the Company provided further that nothing herein shall exclude any member of the Company from the benefit of any grant made in furtherance of any of the objects of the Company or prevent the gratuitous distribution among or the sale at a discount to members of the Company of any sporting equipment books pamphlets or other publications whether published by the Company or otherwise relating to all or any of the objects as above set forth or prevent any member of the Company who may be a successful competitor in any competition held or promoted by the Company from receiving any prize medal reward or other recognition which under the regulations affecting such competition may be awarded to him notwithstanding the same may be provided for in whole or in part out of the funds of the Company. Provided that nothing herein shall prevent the Company from contracting in the ordinary course of business with any of its members.

5. Every members of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of contributories amongst themselves such the rights of contributories amongst themselves such amount as may be required not exceeding one pound.
6. The liability of the members is limited.
7. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts, and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects altogether or in part similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an ex-tent at least as great as is imposed on the Company under or by virtue of Clause 4 of this Memorandum of Association such institution or institutions to be determined by the members of the

Company at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

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

Names and Addresses of Subscribers.

BRYAN WALSH, 48 Quarry Road, Ryde. Company Secretary STANLEY WARD, 4B Fortescue Street, Chiswick. Factory Manager GORDON ERIC THOMAS, 4 Kings Avenue, Roseville. Comp. Rep. RAYMOND BUSHHELL, 22 Marlborough St., Drummoyne. Comp. Rep. PHILIP DULHUNTY, 64 Seaforth Crescent, Seaforth.

Managing Director.

DON TURTLE, 52 Harris St., Fairfield. Electrical Inspector. Harry Edward Holmes, 8 Flood Street, Clovelly.

Electrical Inspector.

WITNESS TO ABOVE SIGNATURES:

SIDNEY JOHN CARLTON. 40 Miller Street,
North Sydney.
Articled Clerk.

DATED this 26th day of September, 1961.

COMPANIES ACT, 1936
COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

DULMISON SKI CLUB LIMITED

INTERPRETATION

- 1 In these Articles unless there be something in the subject or context inconsistent therewith:-

“The Companies Act” means the Companies Act, 1936 of New South Wales or any statutory modification amendment or re-enactment thereof for the time being in force.

The Club means Dulmison Ski Club Limited

“These presents” and “the Articles” mean these Articles of Association.

“The Company” means the above named Company.

“The Register” means the Register of Members to be kept in pursuance of the Companies Act 1936.

“The Seal” means the Common Seal of the Club.

“The Directors” means the Directors for the time being of the Company.

“Month” means calendar month.

“Special Resolution” or “Extraordinary Resolution” have the meanings assigned thereto respectively by the Companies Act.

“In Writing” or “Written” means and includes words printed, typewritten, lithographed, represented or reproduced in any mode in a visible form.

Words importing the singular number only include the plural number and vice versa and words importing the masculine gender only include the feminine gender.

MEMBERSHIP

2

- (a) The number of ordinary Members of the Club Shall not exceed a total of 390.
- (b) A register shall be kept at the Company’s Offices listing the Members of the Club.
- (c) The spouse and Children of a Member shall have priority to take up any vacant Membership in the Club such Membership to be allocated in order of receipt of Membership applications.
- (d) Members, their families and their friends and acquaintances will be entitled to the following priorities in the allocation of accommodation at the Club Lodges according to the periods established by the Directors.

Priority 1 - includes all Members and, when two members of the immediate family are Members of the Club, the spouse and all dependent children of that family.

Priority 2 - includes the spouse and dependent children or a single Member.

Priority 3 - includes all Members' friends and acquaintances who shall be declared Temporary Members for the period of their stay at any club lodge.

3

4 The first members of the Club shall be the signatories to the Memorandum of Association and these Articles and subject as aforesaid the members of the Company shall be such persons as shall be elected in accordance with the provisions of these Articles.

5 The Directors may from time to time if they think fit elect a Patron or Patrons of the Company who shall be entitled to exercise and enjoy all the rights and privileges of the ordinary members but shall not be required to pay any entrance fee or subscription.

6 The Directors of the Company shall have power to elect as members of the Company on such terms and subject to such regulations as the Directors may from time to time deem advisable

(a) Persons who are visiting or in temporary residence within 10 miles of any Club House of the Company hereinafter referred to as "temporary members".

(b) Honorary members.

7 Any person who is eligible for admission as a member and does not permanently reside within ten miles of the Company's Club House. may be admitted by election as a temporary member of the Company for a period of not more than three months. And at the expiration of any period of temporary membership he may in the discretion of the Directors be elected for a further period of three months. Every candidature for temporary membership must be proposed by one member and seconded by another member in writing in the same way that candidates for ordinary membership must be proposed and seconded. The election shall be by the Directors in accordance with Article 19 so far as applicable.

8 The Secretary shall give to a person elected an honorary member written notice of his election, and upon his intimating his willingness to take up his membership he shall become an honorary member for a period of one year from the date of his election.

9 The following persons shall be Honorary members by virtue of their offices -

The Patrons of the Company.

Overseas representatives of the Company, resident outside the Commonwealth of Australia.

- 10 Honorary members shall not be entitled to be elected as officers or Directors of the Company or to vote at any general meetings.
- 11 The Directors at their discretion, or a general meeting of members by ordinary resolution may at any time revoke the honorary membership of any person and upon such revocation such person shall cease to be a member.
- 12 Any person who has in the opinion of the Directors rendered valuable service to the Company may on the recommendation of the Directors be elected as an Honorary Life member by resolution of a general meeting.
- 13 Honorary Life members and Honorary members shall not be required to pay any entrance fee or subscription but in all other respects they shall save as herein otherwise provided be entitled to all rights and be subject to all the liabilities of Ordinary members of the Club.
- 14 A general meeting of members by an ordinary resolution may at any time revoke the Honorary Life membership of any person and upon such revocation such person shall cease to be a member.
- 15 For the purposes of these Articles:
Dependent child or children means a person or persons under 16 years of age or who is a bona fide full-time student under the age of 21 years; Single Member means a Member no other member of whose family is a Member of the Club.”
- 16 Every candidate for membership of the Company shall be proposed by one and seconded by another member of the Company, to both of whom the candidate shall be personally known. The application for membership of every such candidate shall be made in writing, signed by the candidate and by his proposer and seconder, and shall be in the following form:-

“To the Honorary Secretary of the Dulmison Ski Club Limited
Sir,

I desire to become a member of the Dulmison Ski Club Limited and I hereby agree, if elected, to become a member of the Company and to be bound by the Memorandum and Articles of Association and by-laws of the Company for the time being.

The following particulars are correct:-

Full name of candidate:-

Address:-

Cheque/Postal Note for £ representing first year's subscription and entrance fee is enclosed.

..... (Signature of Candidate)

DULMISON SKI CLUB LIMITED

Amendments to the Articles of Association as approved at the Annual General Meeting of **24th February 1998**.

ARTICLE 17.

Ordinary Resolution .

“In accordance with the requirements of Article 17 the Members approve the Entrance Fees for the Club Membership now being offered at an amount of \$ 12, 000 per Membership. Immediate family of Members (based on the Membership Register as it stands on 8th January 1997) will be allowed a discount on this fee of \$ 4, 500.

Immediate family of members who have joined between 8th January 1997 and 24th February 1998 will be allowed a discount of \$3.250.

New applicant families will be allowed a discount of \$1, 250 for one only additional Membership in that family to achieve dual Membership Status.

DULMISON SKI CLUB LIMITED

Amendments to the Articles of Association as approved at the Annual General Meeting of 24th February 1997.

ARTICLE 17.

Ordinary Resolution 1.

“ In accordance with the requirements of Articles 17 the Members approve the annual Subscription for the Club Members to be at \$ 120 per annum”.

Ordinary Resolution 2.

“In accordance with the requirements of Article 17 the Members approve the Entrance Fees for the Club Membership now being offered at an amount of \$ 10, 000 per Membership. Immediate family of existing members will be allowed a discount on this fee of \$2, 500 based on the Membership Register as it stands on 8th January, 1997. New applicant families will be allowed a discount of \$1 ,250 for one only additional Membership in that family to achieve dual Membership Status.”

SEE NEW RESOLUTION
24TH FEBRUARY 1998

The above named candidate is personally known to us, and we believe him (or her) to be suitable person to be elected a member of the Dulmison Ski Club Limited.

I have known the candidate for years.
----- Proposer.
I have known the candidate for years.
----- Seconder.

Dated the day of 19 “
or in such other form as the Directors may from time to time approve or in particular cases accept.

The Application for membership shall be delivered to the Honorary Secretary personally or sent to him through the post in a prepaid envelope or wrapper addressed to him at the Registered Office of the Company together with the prescribed entrance fee (if any) and annual subscription for one year.

- 17 The entrance fees and annual subscription payable by members of the Company shall be such as the Company in general meeting shall from time to time prescribe, provided that, until the company in general meeting shall otherwise resolve, such entrance fees shall be as follows:-

Entrance Fee: Ordinary Members
 €\$50.0.0

Annual Subscription: Shall be such as the Company in general meeting shall from time to time resolve.

Temporary & Junior Members

Entrance Fee: Nil.

Annual Subscription: Shall be such as the Directors may from time to time prescribe.

- 18 A member elected after the first day of October in any year shall not be liable to pay any subscription for the current year.
- 19 Every candidate for election shall be balloted for by the Directors and three black balls in seven shall exclude.
- 20 When a candidate has been elected, the Honorary Secretary shall forthwith send to him notice of his election at the address given upon his application. If a candidate balloted for shall not be elected the Directors shall give him written notice to that effect within fourteen days after the ballot and shall refund to him the entrance fee (if any) and subscription paid by him.
- 21 All annual subscriptions payable by members shall become due and payable in advance on first day of January in every year or on such other date as may be decided by the Company in general meeting.
- 22 If the annual subscription or any other moneys due and payable by any member shall be in arrears for a period of three months after becoming due, the name of such member may without the necessity of giving any further notice or allowing any further time to elapse be removed from the Register of Members of the Company by the Directors and upon such removal such member shall cease to be a member of the Company but he shall remain legally liable for all subscriptions and other moneys then owing by him to the Company. The Directors may in their discretion restore to membership such person on payment of such subscription or moneys due and payable to the Company at any time within nine months after such removal of his name from the Register.
- 23 The Directors may (subject to any directions of the Company in general meeting) in their discretion where in their opinion it seems desirable so to do reduce or remit any annual subscriptions or any arrears of annual subscriptions for the time being owing by a member.

- 24 Subject to the express provisions of these Articles and of the Memorandum of Association, and to any by-laws for the time being in force made by the Directors as herein-after provided, all members of the Company shall be entitled at all times to use in common all the premises and property of the Company, and to be supplied at such charges as the Directors shall from time to time determine, with such meals, refreshments, and things as are provided by the Company for the use of its members.
- 25 Any member wishing to resign his membership of the Company shall give notice in writing addressed to the Honorary Secretary and deposited at the registered office of the Company one month before the day of his intention so to do, otherwise he shall be liable to pay the subscription for the next year.
- 26 If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or any by-laws of the Company, or shall be guilty of any conduct unworthy of a gentleman or lady or likely to be injurious to the Company, as the case may be, such member shall be liable to expulsion by a resolution of the Board of Directors, provided that at least one week before the meeting at which such resolution is proposed he shall have had notice of such meeting and of the intended resolution for his expulsion and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving, orally or in writing, any explanation or defence he may think fit.
- 27 If any member shall be adjudged a bankrupt, or shall make any composition or arrangement with his creditors, under the provisions of any statute, or, being engaged in any profession, shall, on account of misconduct, be prohibited by the governing body of such profession from continuing to practice under their regulations, he shall ipso facto cease to be a member of the Company, but upon application being made by such member to the Directors stating the cause of such adjudication in bankruptcy, making of any composition or arrangement or prohibition as aforesaid, as the case may be, such member may be re-admitted and restored to his former rights by the Directors if they shall think fit.
- 27 (a) Corporation sole or aggregate of any description shall not be eligible for Membership.

GENERAL MEETINGS

- 28 General meetings shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding general meetings,

and at such place as may be determined by the Directors. Such general meetings shall be called "ordinary meetings", and all other meetings of the Company shall be called "extraordinary meetings".

- 29 The Directors may, whenever they think fit, and shall, on a requisition made in writing by members holding or representing by proxy not less than one-tenth of the voting rights of all the members, convene an extraordinary general meetings.
- (1) Any requisition made by the members must state the objects of the meeting and must be signed by the requisitionists and deposited at the office, and may consist of several documents in like form each signed by one or more of the requisitionists.
 - (2) If the Directors do not proceed duly to convene a meeting within twenty-one days from the date of the requisition being so deposited, the requisitionists or any of them representing more than one-half of the voting rights of all of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.
 - (3) Any meeting convened under this clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.
 - (4) Any reasonable expense 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.
 - (5) For the purposes of this Article, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by Section ninety-seven of the Companies Act.
- 30 Eight members personally present and entitled to vote shall be a quorum for a general meeting, and no business shall be transacted at any general meeting unless the quorum requisite be present at the commencement of the business.

- 31 The President, or in his absence the Vice President, shall be entitled to take the chair at every general meeting. If neither the President nor the Vice-President shall be present within fifteen minutes after the time appointed for holding such meeting, or shall be unwilling to act, the Directors present may choose a Chairman and in default of their doing so the members present shall choose one of the Directors to be Chairman, and if no Director present be willing to take the chair shall choose one of their number to be Chairman.
- 32 If within one hour from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day time and place as the Directors may be notice to the members appoint. If at such adjourned meeting a quorum is not present nay of five members who are personally present shall be a quorum, and may transact the business for which the meeting was called.
- 33 Every question submitted to a general meeting shall be decided, in the first instance, by a show of hands, and in the case of an equality of votes the Chairman shall, both on a show of hands and on a poll, have a casting vote in addition to the vote to which he may be entitled as a member.
- 34 At any general meeting, unless a poll is demanded by the Chairman or by at least three members present and entitled to vote at the meeting, a declaration by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact without proof the number or proportion of the votes recorded in favour of or against such resolution.
- 35 If a pool is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once, or after an interval or adjournment, or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the pool was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive.
- 36 The Chairman of a general meeting may, with the consent of the meeting, adjourn the same 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.

- 37 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 38 No poll shall be demanded on the election of a Chairman of a meeting, and a poll demanded on a question of ad-adjournment shall be taken at the meeting without adjournment.
- 39 Every Member shall have one vote. No Member shall be entitled to vote at any meeting held after the 31st day of March in any year unless monies then due from him to the Company have been paid.
- 40 On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointor.
- 41 Any instrument appointing a proxy shall be in the form for the time being sanctioned by the Directors and obtainable from the Secretary of the Company.
- 42 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy, provided no intimation in writing of the death or revocation shall have been received at the office before the meeting.
- 43 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited at the registered office of the Company not less than twenty-four hours before the time of holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote.
- 44 Without the consent of the Directors no person shall be appointed a proxy who is not a member.
- 45 Subject to the provisions of Sub-Section (2) of Section 97 of the Companies Act relating to special resolutions, seven days' notice at the least, specifying the place, the day, and the hour of the meeting, and in case of special business, the general nature of the business, shall be given to the members in such manner herein after mentioned or in

such other manner, if any, as may be prescribed by the Company in general meeting; but the non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.

- 46 All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the account, balance sheets, the reports of the Directors and Auditors, the election of officers, Directors and Auditors and the fixing of the remuneration of the Auditors.

OFFICERS and DIRECTORS

- 47 The Directors shall be the officers hereinafter mentioned and three other members of the Company elected as herein provided.

- 48 The officers of the Company shall consist of a President, Vice-President, an Honorary Secretary and an Honorary Treasurer, all of whom shall be members of the Company. The first officers shall be:-

President:	Phillip Wellesley Dulhunty
Vice-President:	Bryan Walsh
Hon. Secretary:	Gordon Eric Thomas
Hon. Treasurer:	Harry Edward Holmes

and they, together with Stanley Ward, Donald Turtle, and Raymond Bushelle shall be the first Directors of the Company.

- 49 No officer or Director of the Company shall receive any remuneration for his services, but nothing herein contained shall be deemed to prohibit the payment by the Company of any sum to the Honorary Secretary for clerical or other assistance.
- 50 At the first and every subsequent general meeting all the officers and Directors shall retire from office and shall be eligible for re-election.
- 51 The Company at every general meeting at which officers and other Directors retire in manner aforesaid shall fill up the vacated offices by electing a like number of persons to be officers and Directors.

- 52 The election of officers and other Directors of the Company shall take place in the following manner:-
- (a) Any two members of the Company shall be at liberty to nominate any other member to serve as an officer or other Director of the Company.
 - (b) The name of each member so nominated, together with the names of his proposer and seconder, shall be sent in writing to the Honorary Secretary of the Company at least seven days before the annual general meetings.
 - (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 the Directors shall fill up the remaining vacancy or vacancies.
 - (e) If two or more candidates obtain an equal number of votes another ballot shall if necessary be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the Directors shall select by lot from such candidates the candidate or candidates who is or are to be elected.
- 53 The Directors may appoint additional Directors, provided that the total number of Directors shall not at any time exceed the maximum number fixed by or pursuant to Article 48.
- 54 All casual vacancies occurring among the officers or other Directors of the Company shall be filled by the Directors. Any member so chosen shall retire at the following annual general meeting, but shall be eligible for election as a Director at such general meeting.
- 55 If, at any general meeting at which an election of officers and other Directors ought to take place, the place of any retiring officer or other Director is not filled up, he shall, if willing, continue in office until his place is filled up, unless (in the case of a Director not being an officer) it shall be determined at such meeting (on due notice) to reduce the number of Directors (other than officers) in office.
- 56 The Company may by extraordinary resolution remove any officer or other Director before the expiration of his period of office, and may by ordinary resolution appoint

another person in his stead; the person so appointed shall hold office during such time only as the person in whose place he is appointed would have held same if he had not been removed.

- 57 The Directors of the Company shall cause true accounts to be kept:-
- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, and
 - (b) Of the assets and liabilities of the Company.
- 58 The books of account shall be kept at the registered office of the Company, or at such other place or places, as the Directors think fit, and shall always be open to the inspection of the Directors. The Directors shall from time to time (subject to the provisions of Sections 81, 101, 102, 103 and 125 of the Companies act) determine whether, and to what extent, and at what times and places, and under what conditions and regulations the account and books of the Company, or any of them, shall be open to the inspection of members of the Company not being Directors; and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Stature or authorized by the Directors or by the Company in general meeting. Once at least in every calendar year and at intervals of not more than 15 months the Directors shall lay before the Company in general meeting profit and loss account and balance sheet for the period since the preceding account, or in the case of the first account, since the incorporation of the Company. At the ordinary general meeting in each year a profit and loss account and balance sheet shall be a laid before the Company, made up to a date not more than six months before such meeting, and a copy thereof, shall seven days previously to the meeting, be sent to the persons entitled to receive notices of general meetings in the manner in which notices are to be given hereunder.
- 59 The Directors of the Company may exercise all such powers and do all such things as may be exercised or done by the Company, save such as are by these Articles or by any Stature for the time being in force required to be exercised or done by the Company in general meeting.
- 60 The Directors may issue debentures, debenture stock, bonds, or obligations of the Company at any time, in any form or manner, and for any amount and may raise or, borrow for the purposes of the Company any sum or sums of money either upon

mortgage or charge of any of the property of the Company or on bonds or debentures or otherwise, as they may think it.

- 61 The Directors shall not, without the sanction of a general meeting of the Company, demise, underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements, or hereditments of the Company, save so far as the Directors may deem it necessary or expedient or convenient for the purposes of Article 60 hereof. Provide, nevertheless, that no mortgage or other person advancing money to the Company shall be concerned to see that any money advanced by him is wanted for any purpose of the Company, or that no more than is wanted is raised or borrowed.
- 62 The Directors shall have power from time to time make, alter, and repeal all such by-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Company, and in particular but not exclusively, they may by such by-laws regulate:-
- (a) The admission of temporary, honorary, honorary life and junior members of the Company, and the rights and privileges of such members.
 - (b) The terms and conditions upon which honorary guests, children of members of the Company, visitors, and the members of the old Club who shall refuse or neglect to become members of the Company, shall be permitted to use the premises and property of the Company.
 - (c) The formation and establishment of Clubs consisting of members of the Company desirous of fostering and engaging in any outdoor sports and pastimes referred to in the Company's Memorandum of Association (other than ski-ing or other like sports or pastimes engaged in by the members of the old Club within a radius of 25 miles from the G.P.O. Sydney)
 - (d) The establishment of groups of members of the Company desirous of engaging in any of the outdoor sports and pastimes referred to in the Memorandum of Association, in any places or areas outside a radius of 25 miles from the G.P.O. at Sydney.
 - (e) The Regulations of the terms and conditions on which members shall be admitted to membership of any club or group so established, the

appointment powers and duties of officers and committees of management thereof, the entrance fees and subscriptions to be paid by members thereof and the provision of any playing grounds and other premises requisite for the purposes of any such club or group.

- (f) The times of opening any grounds, club houses and premises of the Company or of any such club or group as aforesaid.
- (g) The rules to be observed and prizes or stakes to be played for by the members of the Company or of any such club or group as aforesaid competing or participating in any sport or games conducted promoted or permitted by the Company on the premises of the Company or elsewhere.
- (h) The prohibition of particular games on any premises of the Company entirely or at any particular time or times.
- (i) The conduct of members of the Company or of any such club or group as aforesaid in relation to one another, and to the Club's servants.
- (j) The setting aside of the whole or any part or parts of the Company's premises for gentlemen members, lady members, or any other class or classes of members, at any particular time or times or for any particular purpose or purposes.
- (k) The imposition of fines for the breach of any by-law or any Article of association of the Company.
- (l) The procedure at general meetings and meetings of the Directors of the Company, and meetings of Committees of Management appointed under paragraph (e) of this clause.
- (m) And, generally, all such matters as are commonly the subject matter of Club rules.

68 The Directors shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such by-laws, alterations and repeals, and all such bylaws, so long as they shall be in force, shall be binding upon all members of the Company.

Provided nevertheless, that no by—law shall be inconsistent with, or shall affect or repeal anything contained in the memorandum or Articles of Association of the Company, and that any by-law may be set aside by a special resolution of a general meeting of the Company.

64 The office of a Director shall ipso facto be vacated:-

- (a) If he ceases to be a member of the Company, or (being an officer) ceases to be an officer.
- (b) If he becomes bankrupt or insolvent.
- (c) If he is found lunatic or become of unsound mind.
- (d) If he submits his resignation in writing to the Honorary Secretary.
- (e) If his office is declared vacant by resolution of a general meeting.
- (f) If he absents himself without leave of absence from three consecutive regular meetings of the Directors.
- (g) If without the approval of a resolution of the Directors he holds any office or place of profit in or is employed by any other company business or organization carrying on any of the outdoor sports and activities and pastimes mentioned or referred to in the Memorandum of Association or is concerned otherwise than on behalf of the Company directly or indirectly in the training of pupils therein.'
- (h) Becomes prohibited from being a Director of a Company by reason of any order made under the Companies Act 1936.

63 If the Directors consider that by reason by any financial or other interest in or relating to any company business or undertaking or activity or by reason of any other cause there has arisen or is likely to arise a conflict between the personal interest and the duty to the Company of any Director or that for any other reason it is not in the best interests of the Company that a Director should continue to hold that office the Directors may resolve that the office of such director be vacated.

- 68 On such a resolution being passed and notice thereof given in writing to such Director he shall cease to be a Director and shall be disqualified from holding any office in the Company, so long as such conflict of interest and duty or other disqualifying factor shall exist.
- 67 Any person so removed from office may within seven days of such resolution lodge with the Honorary Secretary in writing an appeal to an extraordinary general meeting of the Company and such extraordinary general meeting shall there upon be summoned to be held within one month of the lodging of such appeal. Such extraordinary general meeting may resolve to reinstate the Director so removed from office but unless it does so such Director shall be and remain ineligible to be a Director or to hold any other office in the Company until such time as the Directors shall have resolved that the reason for such disqualification no longer exists.
- 63 The Directors shall meet at such times and places as they may arrange and a special meeting of Directors may be summoned at any time by the President or on requisition signed by two Directors by the Secretary.
- 69 The quorum for a meeting of Directors shall be five and the Chairman shall have a deliberative vote and shall in addition have a casting vote where the voting after counting his deliberative vote shall be equal.
- 70 The President of the Club shall be Chairman of the Directors but in his absence the Chairman shall be the Vice-President. If neither of these officers shall be present then the Directors present shall elect some other Director to be Chairman.
- 71 A copy of all by-laws made by the Directors shall be made available to all members by a special circular to all members. The Secretary shall at all times hold at the Company's registered office a copy of all by-laws of the Company for the time being in force and any member shall be entitled to inspect any by-law at any reasonable time. Copies of any by-law shall be made available to any member upon payment by him of not less than sixpence nor more than one shilling per folio, or such other sum as may be fixed by the Directors from time to time.
- 72 The Directors may from time to time delegate any of their powers to such committee or committees, consisting of one or more members of the Company and (subject to Article 72) not necessarily a Director or Directors, as they shall think fit to appoint, and may revoke any such delegation or appointment. Any such committee shall, in the exercise of the powers so delegated, conform to any regulation that may be prescribed by the

Directors, provided that no such committee shall be empowered to enter into any binding contract on behalf of the Company.

- 73 Every or any such committee shall once at least in every month furnish to the Directors a report in writing as to its proceedings and activities.
- 74 The President and Honorary Secretary of the Company shall be ex officio members of every such committee.

SEAL

- 75 The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

AUDIT

- 76 Once at least in every year, the accounts of the Company shall be examined, and the correctness of the balance sheet and profit and loss account ascertained by one or more auditor or auditors.
- 77 The Company shall at each ordinary meeting appoint an Auditor or Auditors to hold office until the next ordinary meeting and their appointment remuneration rights and duties shall be regulated by Sections 113, 114 and 115 of the Companies Act.
- 78 Every account of the Directors when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.
- 79 A notice may be given by the Club to any member either personally or by sending it by post to him at his registered address. 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 shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

WE, the several persons whose names and addresses are subscribed being subscribers to the Memorandum of Association of "Dulmison Ski Club Limited" hereby agree to the foregoing Articles of Association.

Names and addresses of Subscribers.

BRYAN WALSH, 48 Quarry Road, Ryde. Company Secretary STANLEY WARD, 4B Fortescue Street, Chiswick. Factory Manager GORDON ERIC THOMAS, 4 Kings Avenue, Roseville. Comp. Rep. RAYMOND BUSHELL, 22 Marlborough St., Drummoyne. Comp. Rep. PHILIP DULHUNTY, 64 Seaforth Crescent, Seaforth.

Managing Director.

DON TURTLE, 52 Harris St., Fairfield. Electrical Inspector HARRY EDWARD HOLMES, 8 Flood Street, Clovelly.

Electrical Inspector

WITNESS TO ABOVE SIGNATURES:

SIDNEY JOHN CARLTON. 40 Miller Street,
North Sydney.

Articled Clerk.