

Companies Act 1936

Company Limited by Guarantee

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

WARRUGANG SKI CLUB LIMITED

[as at 24 June 2022]

NEW SOUTH WALES
**CERTIFICATE OF INCORPORATION
OF COMPANY**

The Companies Act 1936
(Section 28)

THIS IS TO CERTIFY -

(1) that WARRUGANG SKI CLUB LIMITED is incorporated under the Companies Act 1936

(2) that the date of Incorporation of the said Company is the twenty third day of December, one thousand nine hundred and fifty four

(3) that the said Company is limited by guarantee

GIVEN under my hand, at Sydney, this twenty third day of December, one thousand nine hundred and fifty four.

R.W. Browne
Deputy Registrar-General

Companies Act 1936

Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

of

WARRUGANG SKI CLUB LIMITED

1. The name of the Company is the "WARRUGANG 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 (hereinafter called "the Club") is established are:
 - (a) To take over all or any of the real and personal property, assets, goods, chattels, effects, moneys, credits, securities, debts, liabilities and publications in any wise belonging or appertaining to the unincorporated Club known as Warrugang Ski Club or for which any person or persons on its behalf may be entitled or liable and for that purpose to execute and carry into effect any contract, deed or other instrument which may be necessary in the premises.
 - (b) To promote and encourage the development of the sport of skiing 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 skiing, skating, mountaineering, sled-riding, walking, trail riding, fishing 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 Club 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 them all the privileges, advantages, convenience and accommodation usually afforded by such a club or clubs.
 - (e) To promote, encourage and assist in the construction, improvement and maintenance of skiing facilities, shelter huts, chalets and accommodation houses on or near snowfields and roads and tracks forming approaches to or lines of communication between snowfields and courses and grounds used for the purposes of such sports, activities, hobbies and pastimes as above referred to.

(f) To acquire, establish, 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 Club to be used by members of the Club or other persons approved by the Club either gratuitously or for payment.

(g) 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 sports, activities, hobbies and pastimes hereinbefore 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, cinematographic and other displays and entertainments.

(h) 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 the Club or the establishment, promotion or assistance of which may be beneficial to the Club.

(i) 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 Club 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 fittings which may be requisite or necessary for the purposes of or conveniently used in connection with any of the objects of the Club to sell, demise, mortgage, give in exchange or otherwise dispose of the same. In case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as allowed by law having regard to such trusts.

**ACQUIRING
PROPERTY,
ETC.**

(j) To purchase, hire, make or provide and maintain, sell, let on hire, trade or deal in all kinds of ski, skating and walking equipment or equipment for activities associated therewith and vehicles, horses, livestock, 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 skiing, skating, walking, sled-riding, mountaineering, trail riding, fishing and other outdoor sports or activities and hobbies and pastimes associated therewith and with club houses and other premises of the Club by persons frequenting same whether members of the Club or not.

(k) To purchase, hire, maintain and operate motor vehicles, aeroplanes or other means of transport and provide transport facilities for the use of the members of the Club or others approved by it to and from skiing mountain or other resorts in New South Wales or elsewhere either gratuitously or for payment.

(l) To buy, prepare, make, supply, sell and deal in all kinds of foodstuffs refreshments required or used by members of the Club or other persons frequenting courses, grounds, facilities, club houses or premises of the Club 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 Club and others of such a nature as the Club shall from time to time think fit.

(m) To hire and employ secretaries, clerks, managers, servants and workmen and to pay to them and to any other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.

(n) To represent generally the view of members on matters connected with skiing, skating and mountaineering, walking, trail riding, fishing, sled-riding and other outdoor sports or activities or hobbies and pastimes connected therewith 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 any Government department, members of Parliament or other body or bodies or person or persons and take such other proceedings or steps as may be deemed expedient or necessary.

(o) To print and publish gratuitously or for payment any newspapers, periodicals, books, magazines, journals, advertisements, programmes and leaflets that the Club may think desirable for the promotion of its objects.

(p) To enter into any arrangements with any Government quasi Government or local authority or any 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, degrees, rights, privileges and concessions.

(q) To invest and deal with the moneys of the Club not immediately required upon **INVESTMENT** such securities and investments and upon such terms and conditions and generally in such manner as may from time to time be determined.

(r) To borrow or raise or secure the payment of money in such manner as the Club 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 Club by mortgage or charge upon all or any part of the property of the Club both present and future and to redeem or pay off any such securities.

(s) To lend any money, property or assets of the Club to any person, firm or corporation for any purpose directly or indirectly incidental to the objects of the Club or the achievement thereof upon such terms and conditions as may from time to time be thought fit.

(t) To sell, improve, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Club.

(u) To solicit and obtain or accept subscriptions and donations of property whether real or personal or any estate or interest in property (real and personal) for any one or more of the objects of the Club.

(v) To insure and keep insured all or any of the Club's property against theft, loss **INSURANCE** 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 Club 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 Club or not and to insure and keep insured the Club against any other insurable risk whatsoever.

(w) To adopt such means of making known and promoting the objects and activities of the Club 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 Club and by granting prizes, rewards and donations.

(x) To amalgamate or affiliate 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 Club.

(y) 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 Club is authorised to amalgamate or affiliate.

(z) To obtain in New South Wales or elsewhere any provisional order or Act of Parliament for enabling the Club to carry any of its objects into effect or for effecting any modification of the Club's constitution or for any other purpose which may seem expedient.

(aa) To subscribe or contribute to any patriotic, charitable or benevolent or useful objects.

(bb) To purchase or otherwise acquire any patents, copyrights, formulae, recipes, secret processes, concessions, trade marks, brevets d'invention and other like rights conferring any exclusive or non-exclusive or limited rights to use any invention or process which the Club may think capable of being used for any of the purposes of the Club and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.

(cc) To hold exhibitions of works of art or interest in relation to any objects of the Club and to conduct competitions and demonstrations of skill in or in relation to any of the sports and pastimes hereinto fore referred to and to promote or provide such entertainments for the benefit of the members of the Club and others as the Club may think fit and for such purposes to engage artists.

(dd) To provide storage accommodation either gratuitously or for a charge for the property of the members of the Club or others.

(ee) 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.

(ff) To pay all costs, charges and expenses of and incidental to or in connection with the incorporation of the Club.

(gg) To procure the Club to be registered, legalised, recognised 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, legalisation, recognition and establishment.

(hh) To do all other such lawful things as are incidental or conducive to the attainment of the above objects.

(ii) To do all or any of the above things in any part of the world.

4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club 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 Club provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member of the Club or other persons in return for services actually rendered to the Club 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 Club from any member or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the council of management or governing body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Club 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 Club provided further that nothing herein shall exclude any member of the Club from the benefit of any grant made in furtherance of any of the objects of the Club or prevent the gratuitous distribution among or the sale at a discount to members of the Club of any sporting equipment, books, pamphlets or other publications whether published by the Club or otherwise relating to all or any of the objects as above set forth or prevent any members of the Club who may be a successful competitor in any competition held or promoted by the Club 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 Club. Provided that nothing herein shall prevent the Club from contracting in the ordinary course of business with any of its members.

**DISALLOWANCE
OF REWARD OF
ANY KIND TO
OFFICERS OR
MEMBERS OF
THE CLUB**

5. The liability of the members is limited.

6. Every member of the Club undertakes to contribute to the assets of the Club 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 Club 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 amount as may be required not exceeding ten shillings.

**MEMBERS'
LEGAL
LIABILITY**

7. If upon the winding up or dissolution of the Club 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 Club but shall be given or transferred to some other institution or institutions having objects altogether or in part similar to the objects of the Club and which shall prohibit the distribution of its or their income and property among its or their members to an extent or at least as great as is imposed on the Club under or by virtue of Clause 4 of this Memorandum of Association such institution or institutions to be determined by the members of the Club 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 the Memorandum of Association.

Names, Address & Descriptions of Subscribers

Gordon Howard Packham
61 Earlwood Avenue, EARLWOOD
Geologist

Garth Ian Wilson
12 Warwillah Road, RUSSELL LEA
Geologist

Harry Sheffield Hancock
491 New Canterbury Road, DULWICH HILL
Geophysicist

John Barrie
30 Eurie Street, REID, CANBERRA
Geologist

Roger Frederick Challis Brown
29 Fuller's Road, CHATSWOOD
Chemist

Janice Deirdre Howell
57 Landers Road, LANE COVE
Stenographer

Patricia Joan Hextall
35 Anthony Road, WEST RYDE
Chemist

Witness to Signatures

Harry Valentine Mladek
13 Scott Street, WAVERLEY
Research Assistant

H. v. Mladek

H. v. Mladek

H. v. Mladek

H. v. Mladek

H. v. Mladek

H. v. Mladek

Companies Act 1936

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ARTICLES OF ASSOCIATION
of
WARRUGANG SKI CLUB LIMITED

1. In these Articles unless there be something in the subject or content inconsistent therewith:- **INTERPRETATION**

"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.

"These presents" and "the Articles" mean these Articles of Association.

"The Club" means the abovenamed Company the "Warrugang Ski Club Limited".

"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 Club.

"The old Club" means the unincorporated Club known as the "Warrugang Ski Club" referred to in Clause 3(a) of the Memorandum of Association.

"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. Words importing persons include corporations mutatis mutandis.

2. For the purposes of registration the number of members of the Club is declared not to exceed 275, but the Directors may from time to time register an increase in numbers. **MEMBERSHIP**

*** Last amended by resolution of Special General Meeting 7/4/95*

3. The following persons shall be members of the Club:-

(a) The subscribers to the Memorandum of Association and these Articles.

(b) All the members of the Old Club who shall have paid all subscriptions and other moneys payable by them as such members. All such members shall be subject to the same conditions of membership as duly elected members of the Club and shall be deemed to have agreed to be bound by the Memorandum of Association and these Articles.

(c) Persons elected to membership of the Club.

4. (a) Every candidate for membership of the Club shall be proposed by one and seconded by another member of the Club, 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:-

ELECTION OF MEMBERS

"To the Honorary Secretary of the Warrugang Ski Club Limited

Sir,

I desire to become a member of the Warrugang 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 _____

I have visited the snow on _____ occasions.

Cheque/postal note for \$ _____ representing first year's subscription is enclosed.

Signature of candidate _____

The abovenamed candidate is personally known to us and we believe him/her to be a suitable person to be elected a member of the Warrugang 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.

(b) Every application for membership shall be subject to a ballot at a meeting of Directors and four black-balls shall exclude. Upon election of a candidate to membership of the Club, the Honorary Secretary shall forthwith give him notice thereof, informing him of the entrance fees (if any), annual subscriptions, and debenture money payable and may furnish him with a copy of the Memorandum of Association and these Articles together with a copy of any by-laws in force at cost. Each member shall be registered by number in the order of enrolment in a Register of Members of the Company which shall be kept at the Registered Office of the Company.

5. *** deleted – date unknown.*
6. Entrance fees (if any), annual subscriptions and debenture money are to be paid by the elected member to the Honorary Treasurer within one month of the date of notice of election.
7. If a candidate balloted for shall not be elected, the Honorary Secretary shall give him written notice to that effect within fourteen days after the ballot, and any moneys paid shall be refunded.
8. Any person who has in the opinion of the Directors rendered valuable service to the Club may on the recommendation of the Directors be elected as an Honorary Life Member by resolution of a general meeting. **HONORARY LIFE MEMBERS**
9. The Honorary Secretary shall give a person elected as Honorary Life Member written notice of his election and upon his intimating his willingness to take up his membership he shall become an Honorary Life Member.
10. Any member wishing to resign his membership of the Club shall give notice in writing addressed to the Honorary Secretary and deposited at the registered office of the Club one month before the day of his intention so to do. **CESSATION OF MEMBERSHIP**
11. If any member shall persistently neglect or wilfully refuse to comply with the provisions of the Memorandum and Articles of Association or of any by-laws of the Club, whether such neglect or refusal shall relate to non-payment of any moneys including any special levy payable to the Club or otherwise, or shall be guilty of any conduct unworthy of a gentleman or lady or likely to be injurious to the Club, 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 month 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.

*** Last amended by resolution of Ordinary General Meeting 16/3/84.*

12. 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 practise under their regulations, he shall ipso facto cease to be a member of the Club, 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.
13. Honorary Life Members shall be members for life subject to cessation of membership in accordance with the provisions of Article 10 and Article 12 hereof or by revocation of Honorary Life Membership by an ordinary resolution of a general meeting of members at any time and upon such revocation such person shall cease to be a member. **HONORARY LIFE MEMBERSHIP**
14. The entrance fees, annual subscriptions and debenture money payable by members of the Club shall be such as are fixed and determined from time to time by the Directors of the Club pursuant to these Articles. **RIGHTS AND DUTIES OF MEMBERS**

*** Last amended by resolution of Ordinary General Meeting 16/3/84.*

15. All annual subscriptions payable by members shall be due and payable in advance on the date decided by the Directors in relation to that year's subscriptions, being no sooner than 2 months from the date of sending of the subscription notices to members. The annual subscription if not received by the Honorary Secretary by the due date shall be subject to a late fee as determined generally by the Directors for that year's subscriptions unless the Directors determine in a particular case that a lesser fee shall apply.

*** Last amended by resolution of Annual General Meeting 2/7/2021.*

16. (a) Persons elected to Honorary Life Membership who were not previously members of the Club shall not be required to pay any entrance fees (if any) and annual subscriptions or purchase a debenture, 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 members of the Club.

(b) Members elected to Honorary Life Membership shall not be required to pay annual subscriptions 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 members of the Club.

17. 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 hereinafter provided, all members of the Club shall be entitled at all times to use in common all the premises and property of the Club 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 Club for the use of its members.

18. In the month of November in each year or so soon thereafter as the Directors may consider convenient but not longer than fifteen months after the holding of the last preceding general meeting and at such place as shall be determined by the Directors there shall be held a general meeting of all members of the Club which shall be the annual general meeting for the purposes of the Companies Act 1936.

GENERAL MEETINGS

18A. If a separate meeting place is linked to the main place of a general meeting by an instantaneous audio-visual communication device, a member present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.

*** Inserted by resolution of Annual General Meeting 2/7/2021.*

19. 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 meeting.

20. (a) 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 of the Club and may consist of several documents in like form each signed by one or more of the requisitionists.

(b) 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.

(c) 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.

(d) 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 Club.

(e) 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.

21. Twenty 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.

QUORUM

22. The President, or in his absence a Vice-President, shall be entitled to take the chair at every general meeting. If neither the President nor a 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.

CHAIRMAN

23. If within half an 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 fortnight, at the same time and place or to such other day, time and place as the Directors may by notice to the members appoint. If at such adjourned meeting a quorum is not present, any ten members who are personally present shall be a quorum, and may transact the business for which the meeting was called.

24. Every question submitted to a general meeting shall be decided in the first instance by a show of hands, and in the case of any 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.

25. At a general meeting, unless a poll is demanded by the Chairman or by at least six 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 Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

TAKING A POLL

26. If a poll 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 provided that such time shall be within one calendar month of the time at which the poll is demanded, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll 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.

27. 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.

28. 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.

29. A poll demanded on the election of a Chairman of a meeting, and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

30. Every member of the Club shall have one vote and no more. No member shall be entitled to vote at any meeting unless all moneys then due from him to the Club have been paid.

VOTING

31. Honorary Life Members who were not previously members of the Club, shall not be entitled to be elected as officers or Directors of the Club or to vote at any general meetings.

*** Last amended by resolution of Ordinary General Meeting of 15/3/85.*

32. On a poll votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer.

33. Every instrument of proxy whether for a specified meeting or otherwise shall as nearly as circumstances will admit be in the form or to the effect following:-

I _____ of _____ in the State of _____ being a member of the Warrugang Ski Club Limited appoint _____ of _____ or failing him _____ of _____ as my proxy to vote for me and on my behalf at the _____ meeting of the Company to be held on the _____ day of _____ 19___ and at any adjournment thereof.

As witness my hand this _____ day of _____ 19___

Signed by the said :

in the presence of :

or in such form as the Directors may from time to time prescribe or approve or in particular cases accept. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

34. 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.

35. 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 postal address of the Club - **PROXY**
Box 1075, GPO Sydney, NSW 2001 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.

*** Last amended by resolution of Ordinary General Meeting 16/3/84.*

36. Without the consent of the Directors no person shall be appointed a proxy who is not a member.

37. 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 meeting, and in the case of special business, the general nature of the business, shall be given to the members in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Club in general meeting; but the non-receipt of such a notice by any member shall not invalidate the proceedings at any general meeting.

38. All business shall be deemed special that is transacted at an extraordinary meeting, **SPECIAL BUSINESS**
and all that is transacted at an ordinary meeting with the exception of the consideration of the accounts, financial reports, the reports of the Directors and the independent financial reviewer, the election of officers and Directors.

*** Amended by special resolution 20 May 2011.*

39. The Directors shall be no more than 9 members of the Club elected as herein **DIRECTORS**
provided.

*** Last amended by resolution of Annual General Meeting of 24/06/2022.*

40. The officers of the Club shall consist of a President, an Honorary Secretary, and an **OFFICERS**
Honorary Treasurer, all of whom shall be members of the Club. The first officers shall be: -

President D. Pinkstone
Vice-President R.S. Cater
Honorary Secretary B. Pinkstone
Hut Manager D. Hopkins
Honorary Treasurer H.V. Mladek

and they, together with G. Fox, B. Williams, J. Howell, G. Falconer, E. Jacobs, P. Body and C. Branch, shall be the first Directors of the Club.

*** Last amended by resolution of Extraordinary General Meeting of 8/11/60.*

41. No Director of the Club shall receive any remuneration for his services, but nothing herein contained shall be deemed to prohibit the payment by the Club of any sum to the Honorary Secretary for clerical or other assistance.

42. At every annual general meeting all the Directors shall retire from office and shall be eligible for re-election. Directors offering themselves for re-election shall comply with article 44.

*** Last amended by resolution of Extraordinary General Meeting of 20/6/97.*

43. At every annual general meeting at which the Directors retire in accordance with article 42 the Club shall fill up the vacated offices by electing a like number of persons to be Directors, provided that at least two of the retiring Directors offering themselves for re-election be elected Directors ahead of any other person.

ELECTION OF DIRECTORS

*** Last amended by resolution of Extraordinary General Meeting of 20/6/97.*

44. The election of the Directors shall take place in the following manner:-

- (a) Any two members of the Club may nominate any other member to serve as a Director of the Club. **NOMINATION OF DIRECTORS**
- (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 Club by the date specified in paragraph (c) and such nominations must be signed by the person so nominated, his proposer and seconder.
- (c) The date by which nominations for Directors must be received by the Honorary Secretary of the Club is at least 30 days before the annual general meeting.
- (d) A ballot paper shall be prepared, in a form approved by the Directors, containing the names of the candidates in alphabetical order and sent to each member with the notice of annual general meeting. **BALLOTING FOR DIRECTORS**
- (e) Each member personally present at the annual general meeting or represented by proxy shall be entitled to vote, by completion of the ballot paper, for any number of such candidates not exceeding the number of vacancies. Unless directed by their appointor a proxy may complete the ballot paper as he or she thinks fit.
- (f) The ballot shall be conducted on the date of the annual general meeting at the place appointed in the notice of meeting. The ballot shall be conducted by the Secretary or other authorised person appointed by the Directors. Each candidate may nominate one scrutineer to supervise the counting of the ballot papers.
- (g) Each member or proxy entitled to vote shall mark the ballot paper by placing a mark next to the name or names of the candidate or candidates they wish to vote for.
- (h) Members may also vote by postal ballot. A completed and signed ballot paper must be sent to the Club so that it is received not later than twenty four hours before the time for holding the annual general meeting specified in the notice of meeting. Members who vote by postal ballot for Directors may still attend the meeting or appoint a proxy to attend for them, but neither they nor their proxy may vote in the ballot at the meeting nor change their previously lodged ballot paper.
- (i) If there is not a sufficient number of candidates nominated the Directors shall fill up the remaining vacancy or vacancies at the conclusion of the annual general meeting. **FILLING VACANCIES**
- (j) If two or more candidates obtain an equal number of votes the Chairman shall select by lot from such candidates the candidate or candidates who is or are to be elected. **TIED VOTING**

*** Last amended by resolution of Extraordinary General Meeting of 20/6/97.*

45. The Directors shall appoint in connection with any poll or election a Returning Officer to whom all completed ballot papers shall be returned and such Returning Officer shall report the result of the poll or election to the Chairman.

RETURNING OFFICER

46. 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 39.

ADDITIONAL DIRECTORS

47. All casual vacancies occurring among the officers or other Directors of the Club 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.

**CASUAL
VACANCIES**

48. The Club 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 the same if he had not been removed.

**DISQUALIFICATION
OF DIRECTORS**

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

**VACATION OF
OFFICE**

- (a) If he ceases to be a member of the Club.
- (b) If he becomes bankrupt or insolvent.
- (c) If he is found lunatic or becomes 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 granted by the Directors from three consecutive regular meetings of the Directors.
- (g) If, without the approval of a resolution of the Directors he holds office or place of profit in or is employed by any other company, business or organisation carrying on the sports of skiing, skating, mountaineering, walking, trail-riding, sled-riding, stream-fishing, or is concerned otherwise than on behalf of the Club 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.

50. If the Directors consider that by reason of 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 Club of any Director or that for any other reason it is not in the best interests of the Club that a Director should continue to hold that office the Directors may resolve that the office of such Director be vacated.

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 Club so long as such conflict of interest and duty or other disqualifying factor shall exist.

51. 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 Club and such extraordinary general meeting shall thereupon 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 Club until such time as the Directors shall have resolved that the reason for such disqualification no longer exists.

52. The Directors of the Club may exercise all such powers and do all such things as may be exercised or done by the Club save such as are by these Articles or by any statute for the time being in force required to be exercised or done by the Club in general meeting.

**POWERS AND
DUTIES OF
DIRECTORS**

53. (a) The Directors of the Club may fix and determine, from year to year or at more frequent intervals at their discretion, the entrance fees, annual subscriptions and debenture money payable by members of the Club.

(b) The Directors of the Club may issue debentures, debenture stock, bonds, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge on any of the property of the Club or on bonds or debentures or otherwise, as they may think fit.

**RAISING
MONEY, ETC**

(c) The Directors of the Club may raise from members an amount as appropriate from each member by way of a special levy, debenture issue or such other method and on such terms as determined by the Directors in order to fund building works as agreed to the Club's building in Perisher Valley.

*** Last amended by resolution of Ordinary General Meeting 24/4/98.*

54. The Directors of the Club shall not, without the sanction of a general meeting of the Club demise underlet, exchange, sell or otherwise dispose of all or any part of the lands, buildings, tenements, or any hereditaments of the Club, save so far as the Directors may deem it necessary or expedient or convenient for the purposes of Article 53 hereof. Provided, nevertheless, that no mortgagee or other person advancing money to the Club shall be concerned to see that any money advanced by him is wanted for any purpose of the Club, or that no more than is wanted is raised or borrowed.

**LIMITATIONS
ON DISPOSAL OF
BUILDING:
RAISING/
BORROWING
MONEY, ETC**

55. All funds of the Club shall be deposited in the first instance to the credit of the Club at such bank or banks as may be approved from time to time by the Directors. All payments from such accounts shall be made by such means as may be approved from time to time by the Directors. It shall be the duty of the Treasurer to arrange for the receipt of all subscriptions and contributions due by members and for their payment into the credit of the Club at the bank appointed.

**DEPOSITING OF
FUNDS AND
PAYMENT OF
ACCOUNTS**

*** Last amended by resolution of Annual General Meeting 2/7/2021.*

56. Official receipts for subscriptions, donations or other payments to the Club shall be given by the Treasurer or other member of the Club duly authorised by the Directors.

**RECEIPTS FOR
FUNDS**

57. The Directors shall have power from time to time to make, alter and repeal all such by-laws as they deem necessary or expedient or convenient for the proper conduct and management of the Club, and in particular but not exclusively, they may by such by-laws regulate:-

**MAKING/
REPEAL OF BY-
LAWS**

(a) The admission of honorary Life and members of the Club, and the rights and privileges of such members.

(b) The terms and conditions upon which members, visitors and the members of the old Club who shall refuse or neglect to become members of the Club shall be permitted to use the premises and property of the Club.

(c) The establishment of clubs or groups of members of the Club desirous of engaging in any of the outdoor sports and pastimes referred to in the Memorandum of Association in any places or areas.

(d) The regulation 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 purpose of any such club or group.

(e) The times of opening any grounds, club houses and premises of the Club or of any such club or group as aforesaid.

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

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

58. The Secretary shall at all times hold at the Club's registered office a copy of all by-laws of the Club 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.

59. The Directors shall cause minutes to be made in books provided for the purpose:- **MINUTES OF MEETING**

- (a) of all appointments of officers made by the Directors;
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
- (c) of all resolutions and proceedings at all meetings of the Club, and of the Directors, and of committees of Directors.

60. The Directors shall meet at such times and places as they may deem fit and a special meeting of Directors may be summoned at any time by the President or on requisition signed by two Directors or the Secretary. **PROCEEDINGS OF DIRECTORS**

61. (a) The quorum for a meeting of Directors shall be calculated by adding 2 to the number of directors then currently appointed and halving the resultant number. Should that number not be a whole number, the quorum shall be that number rounded up to the next whole number. **QUORUM & CHAIRMAN'S VOTE**

- (b) 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.

*** Last amended by resolution of Annual General Meeting of 9/05/2003.*

62. The President of the Club shall be Chairman of the Directors but in his absence the Chairman shall be the Vice-President. If none of these officers shall be present then the Directors present shall elect some other Director to be Chairman. **CHAIRMAN**

63. The Directors from time to time may delegate any of their powers to such committee or committees, consisting of one or more member or members of the Club and (subject to Article 64) 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 regulations 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 Club.
64. 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.
65. The President and Honorary Secretary of the Club shall be ex officio members of every such committee.
66. The Directors of the Club shall cause true accounts to be kept:-
- ACCOUNTS**
- (a) Of the sums of money received and expended by the Club and the matters in respect of which such receipts and expenditure take place; and
- (b) Of the assets and liabilities of the Club.
- The books of accounts shall be kept at the registered office of the Club, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors. The books shall be written up regularly by a person appointed by the Board of Directors.
- KEEPING OF COMPANY BOOKS OF ACCOUNTS**
67. The Directors shall from time to time subject to the provisions of the Companies Act 1936 determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club or any of them shall be open to the inspection of members of the Club not being Directors; and no member (not being a Director) shall have any right of inspecting any account or book or document of the Club except as conferred by statute or authorised by the Directors or by the Club in general meeting.
- INSPECTION OF CLUB'S ACCOUNTS & BOOKS BY MEMBERS NOT BEING DIRECTORS**
68. The Directors shall from time to time in accordance with Section 103 of the Companies Act 1936 cause to be prepared and to be laid before the Club in general meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
- PRESENTATION OF ANNUAL ACCOUNTS**
69. A copy of every balance sheet (including every document required by law to be annexed or attached thereto) which is to be laid before the Club in general meeting shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Club.
- CIRCULATION OF ANNUAL ACCOUNTS**
70. The Directors shall provide for the safe custody of the seal, and the seal shall not be used except in pursuance of a resolution of the Directors, and in the presence of two Directors, at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Honorary Secretary, or some other person appointed by the Directors.
- COMPANY SEAL & USE THEREOF**
71. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet and profit and loss account ascertained by an independent reviewer. The reviewer must be a member of and hold a practising certificate issued by—
- the Institute of Chartered Accountants in Australia
 - CPA Australia Limited, or
 - National Institute of Accountants.
- AUDIT**

*** Amended by special resolution 20 May 2011.*

72. *** Deleted by special resolution 20 May 2011.*

**APPOINTMENT
OF AUDITORS**

73. Every account of the Directors when reviewed by the independent reviewer referred to in in clause 71 and approved by a general meeting shall be conclusive except as regards any error discovered there within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

**CORRECTION OF
ERRORS**

*** Amended by special resolution 20 May 2011.*

74. 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.

**NOTICE OF
MEETING**

WE, the several persons whose names and addresses are subscribed are subscribers to the Memorandum of Association of "WARRUGANG SKI CLUB LIMITED" hereby agree to the foregoing Articles of Association.

Names, Address & Descriptions of Subscribers

Gordon Howard Packham
61 Earlwood Avenue, EARLWOOD
Geologist

Garth Ian Wilson
12 Warwillah Road, RUSSELL LEA
Geologist

Harry Sheffield Hancock
491 New Canterbury Road, DULWICH HILL
Geophysicist

John Barrie
30 Eurie Street, REID, CANBERRA
Geologist

Roger Frederick Challis Brown
29 Fuller's Road, CHATSWOOD
Chemist

Janice Deirdre Howell
57 Landers Road, LANE COVE
Stenographer

Patricia Joan Hextall
35 Anthony Road, WEST RYDE
Chemist

Witness to Signatures

Harry Valentine Mladek
13 Scott Street, WAVERLEY
Research Assistant

H. v. Mladek

H. v. Mladek

H. v. Mladek

H. v. Mladek

H. v. Mladek

H. v. Mladek

ATTACHMENT

ORIGINALS OF AMENDED CLAUSES, AND PRIOR AMENDMENTS

The original version of the clause is listed first, with amendments marked (**) and *in italic text*, following.

2. For the purposes of registration the number of members of the Club is declared not to exceed 150 but the Directors may from time to time register an increase of members.

*** Number of members of company increased by 30 from 150 to 180.*

*** AMENDED. Notification to Registrar General by Secretary (and Director) Greta Fox, on 6/8/57.*

*** For the purposes of registration the number of members of the Club is declared not to exceed 200 but the Directors may from time to time register an increase of members.*

*** AMENDED by resolution of General Meeting 8/11/60.*

*** For the purposes of registration the number of members of the Club is declared not to exceed 225 but the Directors may from time to time register an increase of members.*

*** AMENDED by resolution of Ordinary Meeting 25/2/72.*

11. If any member shall wilfully refuse or neglect to comply with the provisions of the Memorandum and Articles of Association or any by-laws of the Club or shall be guilty of any conduct unworthy of a gentleman or lady or injurious to the Club, 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.

*** AMENDED by resolution of Ordinary General Meeting 16/3/84.*

11. If any member shall persistently neglect or wilfully refuse to comply with the provisions of the Memorandum and Articles of Association or of any by-laws of the Club, whether such neglect or refusal shall relate to non-payment of any moneys including any special levy payable to the Club or otherwise, or shall be guilty of any conduct unworthy of a gentleman or lady or likely to be injurious to the Club, 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.

*** amended by resolution of Annual General Meeting 2/7/2021, 16/3/84.*

14. The entrance fees (if any), annual subscriptions and debenture money payable by members of the Club shall be such as the Club in general meeting shall from time to time prescribe. Until the Club in general meeting shall otherwise resolve, such entrance fees, annual subscriptions and debenture money shall be as follows:

Entrance fees Nil
Annual subscription 5 shillings
One debenture 20 pounds

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees 10 pounds
Annual subscription 1 pound
One debenture 20 pounds*

*** AMENDED by resolution of Extraordinary General Meeting 8/11/60.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees 20 pounds
Annual subscription 1 pound
One debenture 20 pounds*

*** AMENDED by resolution of Extraordinary General Meeting 2/3/62.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees 20 pounds
Annual subscription 2 pounds
One debenture 20 pounds*

*** AMENDED by resolution of General Meeting 6/3/64.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees \$ 60.00
Annual subscription \$ 6.00
One debenture \$ 40.00*

*** AMENDED by resolution of Extraordinary General Meeting 5/2/72.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees \$ 60.00
Annual subscription \$ 10.00
One debenture \$ 40.00*

*** AMENDED by resolution of Extraordinary General Meeting 1/3/74.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees \$ 100.00
Annual subscription \$ 15.00
One debenture \$ 40.00*

*** AMENDED by resolution of Extraordinary General Meeting 10/3/78.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees \$ 100.00
Annual subscription \$ 20.00
One debenture \$ 40.00*

*** AMENDED by resolution of Extraordinary General Meeting 14/3/80.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following*

amounts:

Entrance fees \$ 150.00
Annual subscription \$ 25.00
One debenture \$ 40.00

*** AMENDED by resolution of Extraordinary General Meeting 12/3/82.*

*** By substituting for the amounts of entrance fees, annual subscription and one debenture, the following amounts:*

*Entrance fees \$ 300.00
Annual subscription \$ 30.00
One debenture \$ 40.00*

*** AMENDED by resolution of Extraordinary General Meeting 16/3/84.*

15. All annual subscriptions payable by members shall become due and payable in advance on the first day of December in every year or on such other date as may be decided by the Directors.

*** All annual subscriptions payable by members shall become due and payable in advance on the first day of December in every year or on such other date as may be decided by the Directors. The annual subscriptions if not received by the Honorary Secretary on or before the last day of January of the year following the due date shall be subject to a 10 shilling late fee.*

*** AMENDED by resolution of Extraordinary General Meeting 8/11/60.*

All annual subscriptions payable by members shall become due and payable in advance on the first day of December in every year or on such other date as may be decided by the Directors. The annual subscription if not received by the Honorary Secretary on or before the last day of January of the year following the due date shall be subject to a \$ 1.00 late fee. Provided that, if any member has at any time paid subscriptions in advance, that member shall not be required to pay any further subscription until the next day on which subscriptions are payable following the day to which such subscriptions paid in advance have been so paid.

*** AMENDED by resolution of Extraordinary General Meeting 1/3/74*

All annual subscriptions payable by members shall be due and payable in advance on the date decided by the Directors in relation to that year's subscriptions, being no sooner than 2 months from the date of sending of the subscription notices to members. The annual subscription if not received by the Honorary Secretary by the due date shall be subject to a late fee as determined generally by the Directors for that year's subscriptions unless the Directors determine in a particular case that a lesser fee shall apply.

*** amended by resolution of Annual General Meeting 2/7/2021.*

18A. If a separate meeting place is linked to the main place of a general meeting by an instantaneous audio-visual communication device, a member present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.

*** Inserted by resolution of Annual General Meeting 2/7/2021.*

31. Honorary Life Members shall not be entitled to be elected as officers or Directors of the Club or to vote at any general meetings.

35. 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 Club 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.

39. The Directors shall be the officers hereinafter mentioned and (unless and until otherwise resolved by the club in general Meeting) not less than three nor more than seven other members of the Club elected as herein provided.

*** The Directors shall be the officers hereinafter mentioned and (unless and until otherwise resolved by the club in general Meeting) not less than two nor more than four other members of the Club elected as herein provided.*

*** The Directors shall be the officers hereinafter mentioned and (unless and until otherwise resolved by the Club in general meeting) not less than three nor more than six other members of the Club elected as herein provided.*

*** AMENDED by resolution of Annual General Meeting 9/05/2003.*

*** Last amended by resolution of Annual General Meeting of 24/06/2022.*

40. The officers of the Club shall consist of a President, a Vice-President, an Honorary Secretary, a Hut Manager, and an Honorary Treasurer, all of whom shall be members of the Club. The first officers shall be:-

President D. Pinkstone
Vice-President R. S. Cater
Honorary Secretary B. Pinkstone
Hut Manager D. Hopkins
Honorary Treasurer H. v. Mladek

and they, together with G. Fox, B. Williams, J. Howell, G. Falconer, E. Jacobs, P. Body and C. Branch, shall be the first Directors of the Club.

42. At the first and every subsequent ordinary general meeting, all the Directors shall retire from office and shall be eligible for re-election.

43. The Club at every ordinary general meeting at which Directors retire in the manner aforesaid shall fill up the vacated offices by electing a like number of persons to be Directors. Provided that at least two of the retiring Directors offering themselves for re-election be elected Directors ahead of any other person.

*** Last amended by resolution of Ordinary General Meeting 6/3/64.*

44. The election of Directors of the Club shall take place in the following manner:-

- (a) Any two members of the Club shall be at liberty to nominate any other member to serve as a Director of the Club.
- (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 Club at least twenty one days before the annual ordinary general meeting and such nominations shall be signed by the person so nominated, his proposer and seconder.
- (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.

44 *** Last amended by resolution of Ordinary General Meeting 5/7/2024.*

- (c) The date by which nominations for Directors must be received by the Honorary Secretary of the Club is at least forty five days before the annual general meeting or by 31 January each year (whichever is the later).

53. The Directors of the Club may issue debentures, debenture stock, bonds, or obligations of the Club at

any time, in any former manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge of any of the property of the Club or on bonds or debentures or otherwise, as they may think fit.

*** (a) The Directors of the Club may fix and determine, from year to year or at more frequent intervals at their discretion, the entrance fees, annual subscriptions and debenture money payable by members of the Club.*

(b) The Directors of the Club may issue debentures, debenture stock, bonds, or obligations of the Club at any time, in any form or manner, and for any amount, and may raise or borrow for the purposes of the Club any sum or sums of money either upon mortgage or charge on any of the property of the Club or on bonds or debentures or otherwise, as they may think fit.

*** AMENDED by resolution of Ordinary General Meeting of 16/3/84.*

55 All funds of the Club shall be deposited in the first instance to the credit of the Club at such bank or banks as may be approved by the Directors. All cheques shall be signed as may be directed from time to time by the Directors. Banking accounts shall be kept in the name of the Club into which all moneys received shall be paid. All payments from such accounts shall be made by cheque signed as may be directed from time to time by the Directors. It shall be the duty of the Treasurer to receive all subscriptions and contributions due by members and to pay them into the credit of the Club at the bank appointed. Accounts shall be passed for payment at any meeting of the Directors and payment made by cheque as hereinafter provided.

*** amended by resolution of Annual General Meeting 2/7/2021.*

61. The quorum for a meeting of Directors shall be six 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.

*** AMENDED by resolution of Annual General Meeting 24/06/2022.*

*** 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 his deliberative vote shall be equal.*

*** The quorum for a meeting of Directors shall be six 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.*

*** AMENDED by resolution of Annual General Meeting 9/05/2003.*

72. The Club 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 1936.