

The Companies Act, 1961
Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

ST.GEORGE ALPINE CLUB LIMITED

PRELIMINARY

1. In these Articles unless the context otherwise requires the following expressions have the meanings hereby assigned to them that is say:-

“Act” means the Companies Act, 1961

“Bankrupt” includes a person in respect of whose estate a sequestration Order has been made and a person who has entered into a composition with or assigned his estate to or executed a deed of arrangement for the benefit of his creditors within the meaning of the Bankruptcy Act 1924 (as amended).

“The Directors” means the whole or any number (not being less than a quorum) of the Directors of the Club for the time being assembled at a meeting of Directors in accordance with the Articles.

“Club” means “St. George Alpine Club Limited” of which these are the Articles of Association.

“Member” means a member for the time being of the Club. “Members entitled to vote” means and includes all members of the Club for the time being entitled to vote in the election of Directors at the Annual General Meeting.

“Month” means calendar month.

“Register” means the Register of Members required to be kept by the Act.

“Secretary” includes any person appointed to perform the duties of Minute Secretary for the time being and includes an Honorary Minute Secretary.

“Company Secretary” includes any person appointed in accordance with section 240 of the Corporations Act 1989, to perform the duties of Company Secretary for the time being and includes an Honorary Company Secretary.

“Writing” means written or printed or typewritten or partly written, typewritten or printed.

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

MEMBERS

2. The members of the Club shall be of the following classes, namely:-
 - (a) Ordinary Members, who shall not exceed 175 in number.
 - (b) Lodge Members, including Life Members, who shall not exceed 175 in number.
 - (c) Such other classes of member as may be determined from time to time by a resolution in general meeting of the Club, which other classes when taken together shall not total more than 200 members.
- 2AA (a) Lodge Members, including Life Members, shall be divided into three sub-classes, known as Class A, Class B, and Class C.
 - (b) The number of members in Class A and Class B, taken together, shall not exceed 125.
 - (c) The number of members in Class B and Class C, taken together, shall not exceed 90.
- 2AB Lodge Members admitted prior to 30 September 1987 shall be deemed to have been admitted as Class A Lodge Members.
- 2A Notwithstanding anything contained or implied in Articles 2 or 14 or elsewhere in these Articles, the Directors may on such conditions and by adopting such procedures as they see fit admit any person as a Temporary Member for a period not exceeding one month for the purpose of maximising utilisation of the Club's facilities.
3. Subject to these Articles the qualifications, rights and privileges and duties and obligations applicable to the classes of membership referred to in Article 2 and Article 2AA shall be determined from time to time by by-laws made by the Directors.
4. Notwithstanding anything elsewhere contained or implied in these Articles:-
 - (i) The subscribers to the Memorandum of Association of the Club and
 - (ii) All persons who shall within one calendar month after the incorporation of the Club or such later date as the Directors may resolve signify their wish to become members of the Club and their agreement to be bound by the Memorandum and Articles of Association thereof shall upon payment of their first annual subscription be deemed to the Foundation Members of the Club without further compliance with any requirement for election as hereinafter provided and shall in all respects be entitled to the privileges and be subject to the duties obligations and provisions of these Articles for the time being applicable to members of the Club AND they shall be deemed to be financial until 31st December of the year of incorporation.
5. Every member at the time of enrolment shall inform the Secretary in writing of his name address and occupation for entry in the Register and shall from time to time inform him in writing of any alteration in any of such particulars.

6. The rights and privileges of every member shall be personal to himself and they shall not be transferable by his own act or by operation of law and no member shall be entitled to exercise the rights and privileges of a member unless all money due by him to the Club has been paid provided that nothing in this Article shall be taken to prevent a Lodge Member from resigning his or her membership in favour of his or her spouse or child.
7. Any member may withdraw from the Club by giving notice of his resignation to the Secretary and upon the acceptance of his resignation by the Directors he shall cease to be a member.
8. Any person who shall cease to be a member of the Club shall nevertheless remain liable for and shall pay to the Club all money which at the time of ceasing to be a member may be due by him to the Club.
9. The Directors shall have the power to reprimand fine, suspend either for a fixed period or indefinitely, expel or otherwise deal with any member if in their opinion-
 - (a) His conduct is in disobedience of these Articles or any by-law or regulation made thereunder or is detrimental to the reputation and interests of the club or is calculated to bring the club into disrepute or contempt; or
 - (b) His membership was obtained by improper means or without the required qualifications; or
 - (c) He has been guilty of misconduct on the Club premises or elsewhere: or
 - (d) He has knowingly introduced any person into the activities of the Club who has been expelled from or has been refused membership or admission to the Club; or
 - (e) He has become a bankrupt or has committed any act or bankruptcy; or
 - (f) He is an incapable or a mentally ill person or a patient within the meaning of the Mental Health Act, 1958.
10. (a) Any two Directors or the Secretary and any one Director may reprimand or suspend for any period not exceeding seven clear days and if necessary effect the removal of any member who in their opinion has rendered himself liable to be dealt with by the Directors under paragraph (a) of Article 9.
 - (b) The persons so reprimanding or suspending any member shall forthwith report the facts and circumstances in writing to the Secretary who shall convene a meeting of Directors to be held not later than seven clear days thereafter to consider the matter and to determine what further action (if any) shall be taken.
 - (c) Subject to paragraph (d) of this Article the Directors may deal with the matter in such manner as they think fit and pending their decision the Directors may lift or continue the suspension.

(d) The Directors shall only deal with any charge against a member under Article 9 and at a meeting convened for the purpose and such member shall be given not less than five days notice in writing posted to him at his registered address specifying the time and place at which he may be heard in his defence and at any such meeting a member shall be given a reasonable opportunity of stating his defence either orally or in writing.

11. No member against who a charge has been made or who has been called on to show cause why he shall not be reprimanded, fined suspended or expelled shall be entitled to commence or prosecute any action or legal proceeding for defamation against any member of the Club who gave evidence (orally or in writing) or exercised any power or duty as a Director or Executive Officer of the Club it being a condition of membership of the Club that all complaints notices letters evidence and other matter arising under or incidental to any complaint and the hearing and determination thereof and all proceedings and utterances at General and Director's meetings held in connection herewith shall be privileged and protected accordingly and if any action or legal proceedings be taken as aforesaid this Article may be pleaded as an absolute bar thereto. Provided that this Article shall not protect any person against the legal liability (if any) for making with expression malice a statement false to the knowledge of such person.
12. Any reprimand fine expulsion or suspension or other punishment or order may be at any time revoked or modified by the Directors subject to such terms and conditions (if any) as the Directors shall think fit.

ELECTION OF NEW MEMBERS

13. (a) An application for membership shall be signed by the candidate and supported by two members on an application in such form and containing a declaration duly signed that the applicant agrees to be bound by the Memorandum and Articles of Association of the Club and such particulars as the Directors may from time to time direct. The names and addresses of persons nominated for membership shall be published to the members at least seven days before their admission as members and no person shall be admitted as a member until after the expiry of a period of at least fourteen days from the date of proposal.

(b) Every application shall in the first instance be referred to an Election Committee of at least three members to be appointed annually by the Directors at their first meeting in each year. Any casual vacancy occurring among the members of the Election Committee may be filled by the Directors.

(c) The Election Committee shall investigate the application and the candidature of the applicant as expeditiously as possible and may require the applicant to attend before them or a sub-committee elected by and from them for interview.

(d) The Election Committee shall make recommendations to the Directors upon any application for membership and the Directors shall then approve or reject the application. The Secretary shall keep a record of the names of the Directors present and voting at such ballot. If the application is approved the candidate shall become a

member of the Club in the class to which he is admitted. The Directors shall not be bound to give any reason for rejecting any application for membership.

(e) On the election of a member the Secretary shall at once advise the member and furnish him with a copy of the By-laws of the Club.

(f) Entrance fees and annual subscriptions shall be paid to the Secretary and Treasurer in advance failing which the election may be declared null and void.

(g) On ceasing to be a Lodge Member whether by resignation death expulsion or for any other reason the Club shall refund to the Lodge Member or his Estate a proportion of the relevant current entrance fee as determined in accordance with Article 14 (a), which proportion shall be determined by the directors from time to time and be prescribed by By-law, provided that such refund shall not be payable until a replacement Lodge Member is accepted by the directors or the directors resolve not to fill the vacancy so caused.

(h) Every member shall be deemed to have agreed to be bound by the Memorandum and Articles of Association and By-laws of the Club from time to time in force and by receipt by the Club of the entrance fees or instalment of annual subscription shall be conclusive evidence of such payment.

(i) The Directors may make By-laws regulating all matters in connection with the election of members not otherwise provided for by the Articles.

- 13A Notwithstanding articles 2 and 2AA, an applicant for membership being the son, daughter or spouse of a Class B member, with the written consent of the Class B member, may lodge an application for a Class A or Class C membership. The application is to include a declaration duly signed that the applicant agrees to be bound by the Memorandum and Articles of Association of the Club. The form of the consent and the application is to be decided by the directors and satisfy Article 5.

SUBSCRIPTIONS

14. (a) The entrance fee and Annual subscriptions to be paid by members shall be such as shall from time to time be determined by the Directors and the times and manner of payment thereof and all other matters relating thereto and not by these Articles specially provided for shall be such as shall from time to time be prescribed by By-laws.
- (b) Not less than 7 days notice of intention to vary the entrance fees and annual subscriptions shall be given to all members of the Club.
15. A member shall cease to be a member of the Club and shall not be entitled to any rights or privileges if his annual subscription remains unpaid by the later of either the last day of January in any year or at the expiry of two months following the publication of a notice of the subscription falling due provided that the Directors may, in their discretion, extend the due date for payment for such time and subject to such penalty as they consider appropriate.

16. The Directors may from time to time at their discretion raise or borrow any sum of money for the purposes of the Club.
17. The Directors may secure the repayment of moneys raised or borrowed pursuant to the preceding Articles and undertakings of the Club charged upon all or any part of the property of the Club either present or future or in such other manner and upon such terms and subject to such conditions as the Directors may think fit.
18. Every debenture or other security created by the Club may be so framed that the same shall be assignable free from any equities between the Club and the original or any intermediate holders. Any debentures bonds or other securities may be issued at a discount premium or otherwise.

GENERAL MEETINGS

19. (a) The first General Meeting of the Club shall be held at such time, not being less than one month nor more than three months after the incorporation of the Club and at such place as the Directors may determine.

(b) The first Annual General Meeting of the Club shall be held at such time within 18 months of the incorporation of the Club and at such place as the Directors may determine.
20. Subsequent Annual General Meetings shall be held once every calendar year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Directors or, in default, at such time in the third month following that in which the anniversary of the Club's incorporation occurs, and at such place as the Directors shall appoint.
21. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
22. The Directors may whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by Section 137 of the Act.

NOTICE OF GENERAL MEETINGS

23. Subject to the provisions of Section 144 of the Act relating to special resolutions, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner if any, as may be prescribed by the Club in General Meeting to such persons as are under the regulations of the Club entitled to receive such notices from the Club, but General Meetings may be convened by such shorter notice as may be agreed upon as provided by the Act.

24. All General Meetings of the Club shall be convened by notice in writing delivered or sent to all members. Such notice shall state the business to be considered at such meeting and the posting of any such notice to be delivery to such member.

PROCEEDINGS AT GENERAL MEETINGS

25. All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that which is transacted at an Annual General Meeting with the exception of the consideration of the accounts and the balance sheets and the report of the Directors and Auditors prescribed by the Act the fixing of the Auditor's remuneration election of Directors and such other business as is required by these Articles or by the Act to be transacted at the Annual General Meeting.
26. The quorum for a General Meeting shall not be less than ten financial members or ten per centum of the financial members on the register (whichever shall be the less) entitled to vote at General Meetings and no business shall be transacted at any General Meeting unless a quorum of the members is present when the meeting proceeds to business.
27. The President shall be entitled to take the chair at every General Meeting or in his absence the Secretary. If neither shall be in attendance within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to act the members present shall choose one of their number to be Chairman of the meeting.
28. If within thirty minutes from the time appointed for the General Meeting a quorum is not present the General Meeting if convened upon a requisition of members shall be dissolved in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned General Meeting a quorum is not present within thirty minutes from the time appointed for the General Meeting the members present shall be a quorum.
29. The Chairman may with consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
30. When a meeting is adjourned for fourteen days or more notice of the adjournment shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of the adjournment or of the business to be transacted at an adjourned meeting.
31. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a ballot or division is (before) or on the declaration of the result of the show of hands) demanded by at least five members entitled to vote and unless a ballot or division is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority and an entry to that effect in the book of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution. The demand

for a ballot or division may be withdrawn at the meeting at which the demand was made. The ballot or division may be taken by voting papers.

32. If a ballot or division is duly demanded it shall be taken in such manner and at such time and place as the Chairman of the meeting shall direct and either at once or after an adjournment and the result of the ballot or division shall be deemed to be the resolution of the meeting at which the ballot or division was demanded.
33. In the case of an equality of votes whether on a show of hands or on a ballot or division the Chairman of the meeting at which the show of hands takes place or at which the ballot or division is demanded shall be entitled to a second or casting vote.
34. A ballot or division demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
35. The demand of a ballot or division shall not prevent the continuance of a meeting for the transaction of any business other than the questions on which a ballot or division has been demanded.

VOTES OF MEMBERS

36. (a) Every Lodge Member shall have one vote. No Member other than a Lodge Member shall be entitled to vote at any meeting.
36. (b) (i) Every member entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote in his stead and a proxy appointed to attend and vote instead of a member shall also have the same right as the member to speak at the meeting and shall be entitled to vote on all matters (whether on a poll or otherwise), provided that the proxy shall have attained the age of eighteen (18) years at the date of the meeting.

(ii) The instrument appointing a proxy shall be signed by the appointor and shall be in the following form or a form as near thereto as circumstances permit:

ST.GEORGE ALPINE CLUB LIMITED

I, _____ of _____
Being a member of the above named company, hereby appoint
_____ of _____ as my proxy
to vote for me on my behalf at the annual/extraordinary general meeting of the
company, to be held on the _____ day of _____
20__ and at any adjournment thereof.
Signed _____ this _____ day of _____ 20__

*This form is to be used in favour of or against the resolutions listed hereunder as indicated in the column to the right of such list.

Number of Resolution _____ "Yes" or "No"

*This part to be deleted if the appointor does not wish to instruct the person appointed as proxy to vote in favour of or against the resolutions.

(iii) The instrument appointing a proxy shall be deposited at the registered office of the company not less than fortyeight (48) hours before or with the Secretary prior to the time of holding the meeting or the adjourned meeting, and in default the instrument of proxy shall not be treated as valid.

37. No Lodge Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Club have been paid.

DIRECTORS AND MANAGEMENT

38. (a) The Club and all its property assets and rights business and affairs shall be managed and controlled by a Board of Directors comprising:-

President
Treasurer
Secretary, and
at least two (2) but not more than five (5) other Directors

All of whom shall be Lodge Members and shall be elected at the Annual General Meeting of the Club to be held each year and (unless such office shall be previously vacated by reason of the death of any such Director or otherwise as prescribed by these Articles) shall hold office until the next ensuing Annual General Meeting when they shall retire from office but shall be eligible for re-election.

(b) If the Secretary or any other officer or Director shall receive an honorarium or any other payment for his services as such Secretary or other officer or Director he shall forthwith cease to be a member of the Board and the casual vacancy thereby created shall forthwith be filled by the Directors.

39. Paid officers or employees on full time duty of the Club shall not be eligible for election as a Director. A paid officer may be present at meetings of Directors by permission of the Chairman.
40. Notwithstanding anything elsewhere contained in these Articles the first Directors shall consist of:-
- (a) Ivan Mauro who shall be President
 - (b) Ian Scott Matthew who shall be Treasurer
 - (c) Victor Vladimir Lechelt who shall be Secretary
 - (d) William Alexander Hunt
 - (e) Kenneth Bruce Cook

All of whom shall retire at the first Annual General Meeting of the Club but shall be eligible for re-election.

41. (a) Nominations for the election of Directors must be made in writing and signed by two (2) members of the Club and the nominee and delivered to the Secretary in time

to enable him to and he shall publish the names to the Club members at least fourteen (14) days prior to the Annual General Meeting. If eight directors are not nominated the candidate or candidates who have been duly nominated shall be declared duly elected and the additional number required may then be proposed and seconded at such meeting. If there be more than eight directors nominated for election an election by ballot shall take place but if there be only the requisite number those nominated shall be declared duly elected.

(b) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order and each Lodge member present in person at the Annual General Meeting shall be entitled to vote for such number of candidates as there are vacancies.

42. If two or more candidates obtain an equal number of votes the Chairman of the meeting shall select by lot from such candidates the candidate or candidates who is or are to be elected.
43. Nominations shall be separately received for the offices of President, Secretary and Treasurer and these offices shall be filled by a separate ballot held immediately prior to the General Election for the remaining vacancies on the Board it being the intention that any candidate defeated in a ballot for any of the foregoing offices may if he so desires have his nomination for election to the office for which he is defeated treated as a nomination as an Ordinary Member of the Board.
44. Subject to the Articles the procedure as to nominations and the conduct and declaration of the election shall be as prescribed by By-laws.
45. Until Directors are elected pursuant to these Articles the persons for the time being acting as directors shall be deemed to have been elected pursuant to these Articles and shall continue to act until the election of their successors as provided by these Articles and shall be deemed to have held office as from the date of incorporation of the Club.
46. All retiring Directors shall hold office until the election of their successors and shall be eligible for re-election.
47. Any casual vacancy occurring among their number may be filled by the Directors and any person so chosen shall retain his office until the next Annual General Meeting.
48. The continuing Directors may act notwithstanding any vacancy of their body but if so and so long as their number is reduced below five the continuing Directors may act for the purpose of increasing the number of directors or summoning a General Meeting of the Club but for no other purpose.
49. The members of the Club may by special resolution remove any Director other than the Company Secretary before the expiration of his period of office and may by any special resolution appoint another person in his stead.
50. The office of Director shall be vacated if the Director:-

- (a) Is removed from office by special resolution of the Club pursuant to Article 49: -
or
- (b) Becomes bankrupt: or
- (c) Becomes prohibited from being a Director by reason of the provisions of Section 122 of the Act: or
- (d) Becomes an incapable or mentally ill person or a patient within the meaning of the Mental Health Act 1958; or
- (e) Ceases to be a member of the Club or resigns his office by notice in writing to the Club: or
- (f) Is absent from three (3) consecutive meetings of the directors without leave of absence from the Directors and the Directors shall resolve that his office be vacated: or
- (g) In the opinion of the directors has been guilty of conduct unbecoming a member of the Club or detrimental to the reputation and interests of the Club.

PROVIDED HOWEVER that a Director shall not vacate his office by reason of his being a member of any corporation firm or society or association which has entered into contracts with or done any work for the Club if he shall have declared the nature of his interest in manner required by the Act.

PROCEEDINGS OF DIRECTORS

- 51. The Directors shall meet together at least once in every quarter for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote, provided that where only four Directors constitute a meeting the Chairman shall not have a second or casting vote and the motion shall lapse.
- 52. Any two (2) Directors may and the Company Secretary on the requisition of two (2) Directors shall at any time summon a meeting of the Directors.
- 53. At all meetings of Directors the President or in his absence the Company Secretary shall be Chairman. In the absence of the President and Company Secretary the Directors present may elect one of their number to be Chairman.
- 54. The quorum necessary for the transaction of business may be fixed by the Directors at any number not less than four and until otherwise fixed by the Directors the quorum shall be four.
- 55. The Directors may delegate any of their powers to committees consisting of such Directors as they think fit. Any committee so appointed shall in the exercise of the powers so delegated conform to any regulations or conditions that may be imposed on it by the Directors.
- 56. The meetings and proceedings of any committee constituted under the proceeding Article consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors.

57. All acts done by the Directors or by a Committee of Directors or by any person acting as a director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
58. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
59. It shall not be necessary to send notice of any meeting of the Directors to any Director or Directors who may be absent from the state of New South Wales nor shall any meeting of the Directors be invalid on the ground that notice of such meeting was not sent to or received by any Director or not sent to or received by any Director in sufficient time to enable him to be present at such meeting.
- 59A. A director may, with the approval of a majority of the other directors, appoint a Member, other than a member under the age of 18 years, to be an alternate Director in his place during such period as he thinks fit. Such Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his stead. The Alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the Alternate Director shall be deemed to be the exercise of the power by the appointor. The appointment of the Alternate Director may be terminated at any time by the appointor, notwithstanding that the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor vacates office as a Director. Any appointment, or the termination of an appointment, or an Alternate Director shall be effected by a notice in writing signed by the Director who makes or made the appointment and served on the company.

POWERS AND DUTIES OF DIRECTORS

60. The business and affairs of the Club and all its funds property assets and rights shall be managed by the Directors who may exercise all such powers of the Club as are not by the Act or by these Articles required to be exercised by the Club in General Meeting subject nevertheless to these Articles and the Memorandum of Association and to the provisions of the Act.
- 61A. The Directors shall appoint one or more Company Secretaries. A Company Secretary need not be a Member of the Company, but may be a Member or any Director of the Company.
- 61B. The Directors shall cause minutes to be made in books provided for that purpose:-
- (a) Of all appointments made by the Board.
 - (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 (other than informal or social meetings) and of the Directors and of committees of Directors.

62. Without limiting the general powers conferred by Article 60 and the other powers conferred by these Articles it is hereby declared that the powers of the directors shall include power:-

(a) To determine who shall be authorised to sign bills notes receipts acceptances endorsements cheques releases contracts deeds and documents on behalf of the Club.

(b) To appoint from among their number such committees as they deem necessary or expedient and depute and refer to them such powers authorities and discretions as the directors may determine.

(c) From time to time to make By-laws or Regulations in relation to the Club not inconsistent with the Memorandum of Association or these Articles and at any time in like manner to annul or vary any By-laws or Regulations so made and all such By-laws and Regulations for the time being in force shall be binding on the members of the Club and shall have effect accordingly and without limiting the generality of the power to make annul or vary By-laws or Regulations hereby conferred on the Directors the following shall be deemed to be matters to which the power shall expressly extend.

(i) As for the form and contents of applications for membership.

(ii) As to the rights and privileges which shall be accorded to members of the Club.

(iii) As to the qualifications restrictions and conditions which shall be attached to members of the Club.

(d) Subject to these Articles make and rescind from time to time any Rules By-laws or Regulations providing for the due administration of the Club's effects property and operations and the conduct of members and without limiting the generality thereof particularly for:-

(i) The arrangement and control of accommodation and bookings for accommodation at the Club Lodge.

(ii) The upkeep and control of the Club Lodge.

(iii) The conduct and management of the Club Lodge.

(iv) The conduct of members and other persons using the Club Lodge.

(v) The qualifications applicable to any class of members.

(vi) The conditions upon which any class of members may be admitted and the manner of such.

(vii) The rights and privileges of all members.

(viii) The conditions and restrictions upon any subject to which members of the Club or any particular class or classes of members or any visitors shall be entitled to use premises and property of the Club.

(ix) The procedure at General Meetings and meetings of the Committee and Sub-Committee of the Club.

(x) Generally all such matters as are generally the subject of Club rules.

(xi) As to all such matters and things as in the opinion of the Directors are necessary or expedient to be prescribed for the conduct of any business or affairs relating to the administration of the Club or the promotion of the well-being of the members of the Club or the advancement of their interests.

The Club in General Meeting may alter or revoke any By-laws or Regulations made by the Directors.

THE SEAL

63. The Seal of the Club shall not be affixed to any instrument except by the authority of a resolution of the Directors previously given and in the presence of a Director and of the Secretary or such other person as the Board may appoint for that purpose and that director and the Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Club is so affixed in their presence.

ACCOUNTS

64. The financial year of the Club shall commence on the first day of January in each year and end on the last day of December in that same year.
65. The Director shall cause to be kept proper accounts with respect to:-
- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure take place.
 - (b) All sales and purchases of goods by the Club.
 - (c) The assets and liabilities of the Club.
66. The accounts shall be kept at the registered office of the Club or at such other place as the Directors think fit and shall at all times be open to inspection by any Director.
67. The Directors may from time to time direct whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Club or any of them shall be open to the inspection of the members 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 State of authorised by the directors or by a resolution of the Club in General Meeting or by the Memorandum of Association.

68. The Directors shall once at least in every calendar year lay before the Club in General Meeting:-

(a) An Income and Expenditure Account for the period since the preceding account made up to the end of the financial year containing such particulars as are required by the Act to be shown therein.

(b) A Balance Sheet as at the date to which the Income and Expenditure Account is made up containing such information particulars and statements as are required by the Act and signed by at least two of the Directors and there shall be attached to such Balance sheet of the Club's affairs including such information in respect of all such matters as is required by the Act to be included therein.

69. The Auditor's report shall be attached to the Balance Sheet or there shall be inserted at the foot of the Balance Sheet a reference to the report and the report shall be laid before the Club in General Meeting and shall then and not before be open to inspection by any member.

The Directors shall make available to the members present at the meeting a reasonable number of copies of the Auditor's report and cause such report to be read at the meeting.

AUDIT

70. Auditors shall be appointed and their duties regulated in accordance with Sections 9. 165.166 and 167 of the Act.

71. The Auditor may be a member of the Club provided he is not disqualified by the Act.

NOTICES

72. A notice may be given by the Club or by the directors to any member either personally or by sending it by post or by email to him to his registered address or (if he has no registered address within the State) to the address (if any) within the State supplied by him to the Club for the giving of notices to him.

73. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a General Meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.

74. If a member has no registered address within the State and has not supplied to the Club an address within the State for the giving of notices to him a notice in a newspaper circulating in the neighbourhood of the registered office of the Club shall be deemed to be duly given to him at noon on the day on which the advertisement appears.

75. Notice of every General Meeting shall be given in some manner hereinbefore authorised to every member except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them.

No other person shall be entitled to receive notices of General Meetings.

INDEMNITY OF OFFICERS

76. Subject to Section 133 of the Act every director and other officer or servant of the Club shall be indemnified by the Club against and it shall be the duty of the directors out of the funds of the Club to pay all costs, losses and expenses which any of such persons may incur or become liable to by reason of any act or thing done by him as such member of the Directors officer or servant or in any way in the discharge of the duties including travelling expenses or in defending any proceedings whether civil or criminal in which judgment is given in his favour or in criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 365 of the Act in which relief is granted to him by the Court and the amount for which such indemnity is provided, shall immediately attach as a lien on the property and assets of the Club and have priority as between the members over all other claims.
77. Subject to Section 133 of the Act no Director or other officer or servant of the Club shall be liable for the acts, receipts, neglects or defaults of any other member of the Directors, officer or servant of the Club or for joining in any receipt or other act for conformity or for any loss or expense happening to the Club through the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested or for any loss or damage arising from bankruptcy, insolvency or unlawful act of any person with whom any moneys, securities or assets shall be deposited or from any loss occasioned by any error or judgment or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties or in relation thereto unless the same happened through his own dishonesty, wilful negligence, default, breach of duty or breach of trust.

CONSTRUCTION

78. Subject to these Articles any dispute or difference which may arise as to the meaning or interpretation of these Articles or as to the validity of any election or proceeding of a General Meeting of the Club or of any By-law or Regulation made as aforesaid shall be determined by the Directors whose decision shall be final and binding upon all the members of the Club.
79. Any heading attached hereto shall not affected the construction of these presents.

WE, the several persons whose names and addresses are subscribed, being subscribers to the Memorandum of Association of ST. GEORGE ALPINE CLUB LIMITED hereby agree to the foregoing Articles of Association.

