

St. George Alpine Club Limited,
ABN 16 001 603 167.
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Level 6, 10 Help St.
Chatswood, NSW. 2057.

BY-LAWS

- A. Membership
- B. Applications for Membership
- C. Procedures at Meetings
- D. Management of the Club
- E. Accommodation at the Club's Lodges
- F. Conduct at the Club's Lodges

THESE BY-LAWS ARE CURRENT AS AT 16 JUNE 2002 & INCLUDE ALL PAST UPDATES IN RESPECT TO CHANGES TO THE MEMORANDUM & ARTICLES.

A. MEMBERSHIP

- A.1 There shall be the following classes of membership:
- (a) Ordinary Members
 - (b) Lodge Members, including Life Members, in three sub-classes:
 - (i) Class A
 - (ii) Class B
 - (iii) Class C
 - (c) Junior Members, in three sub-classes corresponding to those in (b) above, namely
 - (i) Class A
 - (ii) Class B
 - (iii) Class C
 - (d) Associate Members
 - (e) Temporary Members
- A.2 Ordinary Members shall pay the Ordinary Members' Entrance Fee and the annual subscription and will enjoy the social and educational benefits of the Club and shall enjoy limited accommodation benefits at the Club Lodges.
- A.3 (a) Lodge Members shall pay the Lodge Members' Entrance Fee appropriate to their sub-class of membership and the annual subscription. As well as having social and educational benefits, Lodge Members shall have voting rights at General Meetings, accommodation benefits and other rights and privileges outlined in the Articles and in these By-laws.
- (b) A Lodge Member who transfers from either class A or Class C to Class B membership shall pay the difference between the current entrance fees of sub-class B and either sub-class A or sub-class C as the case requires.
- A.4 Subject to By-laws B.4 and B.10, Junior Members shall pay the relevant Lodge Members' Entrance Fee and the annual subscription. Junior Members are entitled to enjoy the social and educational benefits attributed to Lodge Members of the corresponding sub-class on the condition that they are accompanied by a responsible adult. Only children under the age of eighteen (18) years and who obtain membership under the conditions of By-laws B.3 and B.4 shall qualify for Junior Membership.
- A.5 When a Junior Member in a particular sub-class reaches the age of eighteen (18) years, he shall be deemed to be a Lodge Member of the corresponding sub-class for all purposes and shall be recorded as such.

- A.6 Only individuals may apply for membership. Corporate bodies do not qualify for membership.
- A.7 The maximum number of Ordinary Members is one hundred and seventy five (175).
- A.8 (a) The maximum number of Lodge Members, including Life Members and Junior Members in sub-classes A and B, taken together is 125.
- (b) The maximum number of Lodge Members, including Life Members and Junior Members in sub-classes B and C, taken together, is 90.
- A.9 The Ordinary Members' Entrance Fee, the Lodge Members' Entrance Fee for each sub-class, the Annual Subscription and the Associate Members' Annual Subscription shall be fixed by the Directors and published as required by the Articles.
- A.10 Associated members shall pay the Ordinary Members' Entrance Fee and the Associated Members' Annual Subscription and shall have all the rights of Ordinary members.
- A.11 Life Members shall pay no subscriptions but are a special class of Lodge member of the corresponding sub-class with all the rights and privileges of such Lodge membership.
- A.12 Any applicant for Ordinary Membership whose application is received after 30 June in any year shall be liable to pay only 50% of the Annual Subscription for that year.
- A.13 The prescribed proportion referred to in Article 13(g) is eighty five (85) per cent.
- A.14 A director of the club in office at the first of January shall not be required to pay the annual subscription for that year.
- A.15 A financial Class B member who converts the membership into a Class A and a Class C membership shall not be liable for a further annual subscription until the next year.
- A.16 In appropriate circumstances, the directors have the power to exempt a Lodge Member from the requirement to pay the Annual Subscription for that year. The number of waivers shall be reported to the Members at the next A.G.M.

B. APPLICATIONS FOR MEMBERSHIP

- B.1 Persons who wish to apply for Ordinary Membership shall obtain an application form and return it completed with the Ordinary Members' Application Fee and Annual Subscription to the Secretary for consideration by the Directors.
- B.2 Persons who qualify for Lodge or Junior Membership shall be considered on the following priority basis:
- (i) Either the spouse or one of the children of a deceased Lodge or Life Member (in relation to the vacancy caused by that decease);
 - (ii) Either the spouse or one of the children of a Lodge or Life member who resigns in favour thereof and whose resignation has been accepted (in relation to the vacancy caused by that resignation);
 - (iii) Ordinary and Associate members and Lodge and Junior Members of a lower sub-class than that of the vacancy, with priority determined by the length of continuous financial membership. For this purpose, the highest sub-class is Class B, and the lowest is Class A.
 - (iv) Spouses and children of Lodge Members, who are not themselves members, with priority being determined by the length of continuous financial membership of the spouse or parent of the applicant.
 - (v) members of St George Leagues Club;
 - (vi) Other persons.

Priority in categories (v) and (vi) shall be determined separately by ballot in the presence of three Directors.

- B.3 When a vacancy occurs in Lodge Membership due to the death of a Lodge or Life Member, the Secretary shall write to the spouse and children if any survive him, and invite one of them to apply for Lodge or Junior Membership within thirty (30) days of sending the invitation. If none of the spouse and children makes application within the thirty (30) days then their priority is lost.
- B.4 A Lodge Member may resign his/her membership at any time in favour of his/her spouse or child, upon which the spouse or child shall assume all the rights and obligations of the former member. This provision also applies to Life Members with the proviso that the new member shall become a Lodge Member.
- B.5 If a vacancy in Lodge Membership is not filled by applicants under By-laws B.3 or B.4 then the Directors shall publish in the Club Newsletters the fact that a vacancy exists, and a closing date.

Persons who wish to apply for Lodge Membership shall inform the Secretary in writing mentioning: name, address, telephone number, special qualifications (e.g. badge number of St George Leagues Club).

After the published closing date the Secretary shall invite in writing the prospective applicant(s) with the highest priority to apply for Lodge Membership. Such prospective applicant(s) may apply within fourteen (14) days for Lodge Membership, otherwise the priority will be lost and the secretary shall then similarly invite other prospective applicants in order of their priority.

- B.6 If a vacancy for Lodge Membership is not filled under the procedures of B.3, B.4 or B.5 above, then the steps outlined in B.5 shall be repeated, but publication shall be in the St. George Leagues Club Journal and such other publication(s) as the Directors determine.
- B.7 Applications for Lodge Membership and Junior Membership are to be made to the Secretary on the approved application form and are to be accompanied by the relevant Lodge Members' Entrance Fee.
- B.8 Details on the application forms for membership shall be determined by the Directors.
- B.9 Except for applications covered under By-laws B.3 and B.4, the Directors may resolve not to fill vacancies in Lodge membership for the purpose of reducing the number of Lodge Members.
- B.10 In the case of an applicant under By-law B.3, the entrance fee shall be equal to the amount refunded under Article 13(g).
- B.11 Life Members shall be elected by members at Annual General Meeting, on the nomination of a majority of Directors. No more than one nomination may be made in any year. Only Lodge Members of at least five (5) years' standing may be nominated.
- B.12 Only spouses of Lodge members may apply to be Associate Members. Persons who wish to apply for Associate Membership shall obtain an application form and return it completed, with the Ordinary Members' Application Fee and the Associate Members' Annual Subscription, to the Secretary for consideration by the Directors.
- B.13 The Directors may, in their absolute discretion, extend the time limits specified in By-laws B.3 and B.5.
- B.14 Applications for membership shall be dealt with by the Directors as defined in the Articles.
- B.15 Any non-member desirous of using the club's facilities may apply for temporary membership for a period not exceeding one month; such applicants to be nominated by a Member other than another Temporary Member. Upon receipt of such an application and the appropriate fee, the Accommodation Manager, his

delegate or any Booking Officer may appoint the applicant as a Temporary Member for the period covered by the application.

- B.16 The Temporary Members' Entrance Fee shall be the amount fixed by the Directors from time to time. The annual subscription shall not apply to Temporary Members.

C. PROCEDURES AT MEETINGS

- C.1 Notice of general meetings shall normally be included in the St George Alpine Club Limited newsletter.

- C.2 The following shall form the basis of agendas:

Annual General Meetings:

Apologies

Minutes of the previous Annual General Meeting and of
the previous Extraordinary General Meeting, if any,

Business arising from the minutes,

Report of the directors,

Financial Report,

Appointment and remuneration of Auditor,

Election of President, Secretary, Treasurer and between two to five
other Directors,

Special Business;

Extraordinary General Meetings:

Apologies,

Minutes of the previous meeting,

Business arising from the minutes,

Special business;

Director's Meetings:

Apologies,

Minutes of previous Directors' Meeting,

Correspondence and business arising from the correspondence,

Financial Report, if required,

Other business;

Committee Meetings:

Format to be decided by the directors.

- C.3 If a ballot is necessary for any of the elections of the President, Secretary, Treasurer and between two to five other Directors, then the Chairman shall appoint two persons to count the votes.
- C.4 The members shall be notified of the names and addresses of the elected Directors.
- C.5 The Companies (NSW) Code and Regulations and the Articles contain rules of meeting procedures, and reference should be had to the code and Regulations and Articles themselves in determining the procedure. Some rules are outlined here as a guide:
- (a) Article 23 requires that all special business which is intended to be considered at a general meeting must be included in the notice of that meeting. (Note that virtually all business is “special business”.)
 - (b) Articles 26 and 35 give rules related to quorums, appointment of a Chairman in the absence of the President, adjourned meetings, and voting on resolutions.
 - (c) Articles 36 and 37 require that only financial Lodge Members may vote at meetings.
 - (d) Article 41 requires that nominations for President, Secretary, Treasurer and the two to five other Directors are to be submitted to the Secretary in time for them to be published fourteen (14) days before the Annual General Meeting.

D. MANAGEMENT OF THE CLUB

- D.1 The Club shall be managed by the directors and appointed officers in accordance with the Code, the Articles and these By-laws. To assist efficient management, particular authorities are defined in the Code and the Articles, and also has authority to perform the following duties;
- (a) except for the financial records, maintain the various minutes, registers and records as required by the code;
 - (b) notify the Corporate Affairs Commission and other statutory bodies of relevant information as required by the Code; and
 - (c) except where unusual or controversial, handle all correspondence.

The Directors may appoint others to assist the Secretary.

- D.3 The Treasurer has authority, on behalf of the Directors, to handle the following matters:
- (a) keep the financial records of the Club in accordance with the Code;
 - (b) prepare a financial report for each Directors' Meeting or as otherwise required;
 - (c) with one other director, approve and pay all expenditure within the Budget approved from time to time by the directors. Except as described elsewhere in these By-laws, non-budgeted expenditure shall be referred to the Directors;
 - (d) prepare budgets for the Directors' consideration and
 - (e) draw cheques, which are to be signed by any two Directors or by one of either the Property Manager, Accommodation Manager, Publicity Officer and Booking Officer and one Director.

The Directors may appoint others to assist the Treasurer.

- D.3A In addition to the President, Secretary and Treasurer, who are elected at General Meetings under Article 38, the Directors shall appoint officers, including the following:
- (a) Property Manager;
 - (b) Accommodation Manager; and
 - (c) Publicity Officer;

Who shall assist the Directors in the management of the Club. Such officers may or may not be Directors.

D.4 Property Manager

- D.4.1 The Property Manager shall manage, on behalf of the Directors, all the property of the Club, particularly the Club's Lodges, land and equipment at Jindabyne, Mount Hotham and elsewhere.
- D.4.2 The Property Manager shall have authority to approve and pay expenditure for property maintenance, minor capital works and supplies within the Budget approved from time to time by the Directors provided that, in emergencies, the Budget may be exceeded with the approval of the Property Manager and one Director.
- D.4.3 The Property Manager shall report to the Directors from time to time on the following:

- (a) expenditure under authority of By-law D.4.2 since last report;
- (b) current condition of properties;
- (c) recommendations for improvements to properties; and
- (d) any other relevant matters.

D.5 Accommodation Manager

D.5.1 The Accommodation Manager shall have authority to implement the Booking Rules as published by the Directors in accordance with By-law E.2, which authority shall include the following:

- (a) accept applications and money for accommodation;
- (b) appoint Lodge Captains as in By-law F.3;
- (c) allocate accommodation in the Club's Lodges;
- (d) issue receipts for money received;
- (e) keep records of each booking, including name, address, amount paid, period of booking and accommodation allocated; and
- (f) submit records and reports to the Directors as required;
- (g) accept applications for temporary membership and appoint temporary members for periods not exceeding 1 month as provided for in By-law B.15.

The Directors may appoint a Booking Officer to assist the Accommodation manager in any or all of the duties mentioned above or elsewhere in these By-laws.

D.5.2 The Accommodation Manager and any Director shall have authority to approve refunds, in accordance with the Booking Rules, for cancelled accommodation. If a Booking Officer has been appointed under By-law D.5.1, then subject to the approval of the Directors, he shall have the same authority under this rule as the Accommodation Manager.

D.6 Publicity Officer

D.6.1 The Publicity Officer, on behalf of the Directors, shall have authority to take the following action:

- (a) publish information as required by the Code, the Articles and these By-laws on advice from the Secretary;

- (b) inform the members of decisions and other matters which he considers of interest to the members or as required by the Directors;
- (c) publish the Booking Rules and Accommodation Rates; and
- (d) promote lodge accommodation at the Club's Lodges, the social and educational aspects of the Club, and the Club in general.

D.6.2 Such items as are listed in By-law D.6.1 shall be published periodically by Newsletter, or in such other format approved by the directors and shall be posted to each member in accordance with Articles 72 and 75.

D.6.3 The Publicity Officer shall have authority to approve expenditure for preparation and distribution of Newsletters and other publicity material within the Budget approved from time to time by the Directors.

E. ACCOMMODATION AT THE CLUB'S LODGES

- E.1 Accommodation at the Club's Lodges shall be available to members and their guests and their dependants under the conditions of these By-laws.
- E.2 The Directors shall publish from time to time Booking Rules which are to describe the procedures by which bookings for lodge accommodation may be made.
- E.3 The Booking Rules shall be based on the following principles:
 - (a) a preferential booking period is to be allowed for Lodge Members for the ski season and may be allowed at other times of the year;
 - (b) during the preferential booking period for the ski season, Lodge Members' applications shall be dealt with by ballot when necessary;
 - (c) preference is to be given to full-week bookings over part-week bookings; and
 - (d) refunds for cancellations are to be allowed under conditions defined by the Directors.
 - (e) after expiration of the preferential booking period for Lodge Members, sub-clauses (a) and (b) shall apply to Ordinary Members for a further period.
 - (f) for bookings at Mt. Hotham, Class A Lodge Members shall be regarded as

Ordinary members for the purposes of the preferential period; similarly, for bookings at Jindabyne, Class C Lodge members shall be regarded as Ordinary members.

- E.4 The Directors shall publish from time to time the Accommodation Rates for the Jindabyne Lodge which shall be determined for the following classes of persons:
- (a) Lodge Member, Spouse/Friend, Lodge Member's Adult Son or Daughter;
 - (b) Lodge Member's Child;
 - (c) Ordinary Member, Spouse/Friend;
 - (d) Ordinary Member's Child;
 - (e) Temporary Member; and
 - (f) Temporary Member's Child.

"Child" refers to persons below school age and those attending primary and secondary school.

- E.5 The Directors shall publish from time to time the Accommodation Rates for the Mt. Hotham Lodge which shall be determined for the following classes of persons:
- (a) Lodge Member, Spouse/Friend, Lodge Member's Adult Son or Daughter;
 - (b) Lodge Member's Child;
 - (c) Ordinary Member, Spouse/Friend;
 - (d) Ordinary Member's Child;
 - (e) Temporary Member; and
 - (f) Temporary Member's Child.

"Child" refers to persons below school age and those attending primary and secondary school.

- E.6 For the purposes of By-law E.5 only, where the parent of a Class C Lodge Member is a Class A Lodge Member, that Class A Lodge Member shall be regarded as a Class C Lodge Member.
- E.7 Applicants for Ordinary membership shall be entitled to accommodation at Ordinary Member rates from the date of receipt of their application and the applicable Entrance Fee and Annual Subscription. Nothing in this By-law shall be taken to imply that such applicants have any preferential booking rights prior to the date on which their application is accepted by the Board of Directors.

E.8 By-law E.7 shall apply, mutatis mutandis, to Ordinary Members transferring to Lodge Membership.

F. CONDUCT AT CLUB'S LODGES

F.1 The conduct of the occupants at the Club's Lodges is to be governed by Accommodation Procedures which shall be published by the Directors from time to time and sent to persons who book accommodation.

F.2 The Accommodation Procedures will provide a framework whereby occupants can share the Lodge facilities in a co-operative manner.

F.3 A Lodge Captain shall be appointed by the Accommodation Manager for "on the spot" implementation of the Booking Rules and Accommodation Procedures during occupation of the Club Lodge. The Lodge Captain shall report to the Accommodation Manager. The Lodge Captain's duties shall be determined from time to time by the Directors.

F.4 As well as rules for conduct, use of facilities and cleaning, the Accommodation Procedures shall contain the following information:

- (a) locations of the Club's Lodges; and
- (b) access to the Club's Lodges.