The Companies Act 1961
A Company Limited by Guarantee
And not having a share capital

MEMORANDUM OF ASSOCIATION

OF

GIRL GUIDES ASSOCIATION (NSW) SKI CLUB

1. The name of the Club is Girl Guides Association (NSW) Ski Club.

2. The powers contained in the Third Schedule to the Companies Act 1961 are expressly excluded and shall not apply to the Club.

3. The registered office of the Club shall be situation at Sydney in the State of New South Wales or at such place within the said State as may be determined.

4. The objects for which the Club is established are:

   (a) To promote a spirit of co-operation and good-fellowship among all members of the Club.

   (b) To provide construct control manage and maintain facilities for the convenience of members engaged in the sports activities and pastimes herein described 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 and upon such terms as the committee of the Club may decide from time to time.

   (c) To purchase hire maintain and operate motor vehicles aeroplanes and all 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 and other resorts in New South Wales or elsewhere either gratuitously or for payment and upon such terms as the committee may from time to time decide.

(d) With any requisite sanction as provided by law to acquire by purchase lease hire or otherwise and hold freehold or leasehold property (including permissive occupancies of any other form of land holding) and any estate or interest in any property either real or personal for cash debentures or any other consideration and any rights or privileges which the Club may think necessary or convenient for its purposes and likewise to deal with sell demise mortgage give in exchange or otherwise dispose of any of the property rights or privileges herein-before described.

(e) To publish and circulate periodicals circulars papers magazines books and bulletins and to provide information bureaux and libraries on subjects of interest to members and of instruction in relation to any of the athletic sports games and pastimes herein described and for such purpose or purposes or for any specific purpose to appropriate thereto any portion of subscriptions receivable from members and to register any such publications under any postal regulations from time to time in force.

(f) 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 to the objects of this Club or the establishment promotion or assistance of which may be beneficial to this Club provided that such other body restricts the distribution of its property and income to an extent at least as great as that imposed on the Club by Clause 5 of this Memorandum.

(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 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) In furtherance of the objects of the club to purchase hire make and maintain sell let or hire and deal in all kinds of equipment connected with snow sport vehicles horses livestock furniture tools machinery utensils plate glass linen books papers periodicals cards games ornaments badges trophies and all other things which may be conveniently used in connection with skiing and the other athletic sports games and pastimes hereinbefore mentioned or which may be conveniently used in connection with club houses lodges chalets huts and other premises of the club by persons frequenting the same.

(i) To buy prepare make supply sell and deal in all kinds of food stuffs and refreshments required or used by member of the club or other persons frequenting courses grounds facilities club houses or premises of the Club and to provide either gratuitously or for a charge entertainments for members of the Club and others of such a nature as the committee of the Club shall from time to time deem fit.

(j) To obtain representation on the body or bodies controlling skiing in New South Wales or elsewhere for the time being and to represent generally the views of members on matters connected with skiing and the other athletic sports games and pastimes hereinbefore mentioned and to originate and promote improvements in the law or statutory regulations relating thereto and to oppose or support an proposed alterations thereof and for any such purpose to petition Parliament or any government department members of Parliament or other body or bodies or person or persons and to take such other proceedings or steps as may be deemed expedient or necessary.

(k) To carry on the business of caterers for purposes of supplying refreshments either liquid or solid to members using or to visitors in premises belonging to the Club and to make application for and to hold licenses for the sale of liquor or other commodities and to transfer such licences as and when the Club may think fit.

(l) To borrow or raise or secure the payment or repayment of money or any of the debts liabilities contracts guarantees or obligations of the Club in such manner as the Club shall think fit or receive money on deposit or by way of loan with or without security 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 a mortgage or a charge upon all or any part of the property of the Club both present and future and to redeem or pay off any such deposits loans or securities and if deemed advisable to appoint trustees for the debenture holders.

(m) To lend any property of the Club to any person firm or corporation with or without security for any purposes directly or indirectly incidental to the objects of the Club upon such terms and conditions as may from time to time be thought fit.

(n) To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.

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

(p) To obtain or accept subscriptions donations and gifts of property whether real or personal and whether subject to any special trust or not for any one or more of the objects of the Club provided that in case the Club shall take or hold any property which may be subject to any trusts the Club shall deal with the same in such manner as is allowed by law having regard to such trusts.

(q) To insure and keep insured all or any of the Club's property against theft loss 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 or injury 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.

(r) To adopt such means of making known and promoting the objects and activities of the Club and procure contributions to its funds as may seem expedient and in particular by advertising in the press by personal and written appeals wireless broadcasting television cinematography 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 prize rewards and donations.

(s) From time to time to subscribe or contribute to any charitable benevolent or useful association or object of a public character.

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

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

(v) To take Counsel's opinion instruct solicitors and employ professional men or craftsmen.

5. 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 members 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 to 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 member 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 her notwithstanding the same may be provided for in whole or in part out of the funds of the Club provided that nothing in the foregoing provisions shall apply to any payment to any public utility company of which a member of the council of management or governing body may be a member or any other company in which such member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

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 she is a member or within one year afterwards for payment of the debts and liability of the Club contracted before the time at which she 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 fifty dollars ($50.00).

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 the Girl Guides Association (N.S.W.).

8. The liability of the members is limited.

9. True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Club shall be examined by one or more properly qualified Auditor or Auditors who shall report to the Members in accordance with the provisions of the Companies Act, 1961.

10. The names and addresses and occupations of the subscribers are as follows:

Barbara Neill 32 York Street SYDNEY	Solicitor
Elaine Patricia Goody 8/25 Redman Road DEE WHY	Office Manager
Elizabeth Anne Shirley 4 Tunks Street WAVERTON	Solicitor
Gwen Eileen Platt 129A Kingsgrove Road KINGSGROVE	Secretary
Monica Leith Perry 16 Alameda Way WARRIEWOOD	Married Woman

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in Pursuance of his Memorandum of Association

Signature of Subscribers.	Witness to Signatures.
B. Neill 32 York Street SYDNEY	Joy Stacy 201-203 Clarence Street SYDNEY
E.P. Goody 8/25 Redman Road DEE WHY	Joy Stacy
Elizabeth A. Shirley 4 Tunks Street WAVERTON	Joy Stacy
Gwen E. Platt 129A Kingsgrove Road KINGSGROVE	Joy Stacy
Monica L. Perry 16 Alameda Way WARRIEWOOD	Joy Stacy

Dated this 8th day of November 1977.

The Companies Act 1961

A Company Limited by Guarantee and not having A share Capital

ARTICLES OF ASSOCIATION

Of

GIRL GUIDES ASSOCIATION (NSW) SKI CLUB

INTERPRETATION

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

"The Club" means the abovenamed Company.

"The Companies Act" means the Companies Act 1961 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 the Articles of Association for the time being of the Club.

"The Office" means the registered office for the time being of the Club.

"The Register" means the register of member to be kept pursuant to the companies Act.

"Month" means calendar month.

"The Committee" means the officers and committee members of the Club for the time being assembled at a meeting in accordance with the Articles of Association of the Club and not being less than a quorum.

"Committee Member" means a member of the Club elected to that position in accordance with the Articles of Association of the Club.

"Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by the Companies Act.

"The Seal" means the common seal of the Club.

"Notice" means any communication in writing.

"In Writing" and "written" include printing typing lithography and other modes of representing word 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 corporation's mutatis mutandis.

MEMBERSHIP

2. The number of members which the Club proposes to comprise is 150 but the Committee may from time to time register an increase of members.

3. Every adult member of the Girl Guides Association (NSW) as defined by that Association shall be qualified to be elected an ordinary member of the Club.

SPECIAL MEMBERSHIP

4. The Girl Guides Association (NSW) shall be a special member of the Club.

5. Upon the incorporation of the Club the first members thereof shall be the subscribers to the Memorandum and these Articles. All such members shall be deemed to have agreed to be bound by the Memorandum and these Articles of Association. Subject as aforesaid members of the Club shall be such persons as shall be elected in accordance with the provisions of these Articles.

6. Upon any increase of membership, membership shall be offered to persons whose names appear on the waiting list in order of priority. Such offer shall be made in writing limiting a time within which the offer if not accepted will be deemed to be declined and after the expiration of such time the Committee may offer membership to others on the waiting list or if no persons names remain on such list may then offer membership to such persons and upon such terms as they think fit, provided that such persons are eligible for membership of the Club.

7 (a) Within three (3) calendar months after the death of a member having a daughter who is eligible for membership of the Club, such daughter may apply to the Committee for membership in the place of her mother, provided that she is nominated in accordance with these Articles. The Committee shall accept such application for membership in priority to that of any other person.

(b) A current Member may transfer her membership to her daughter, daughter-in-law, sister, sister-in-law, granddaughter or niece who is eligible for membership of the Club. Such daughter/person may

apply to the Committee for membership in the place of her mother, provided that she is nominated in accordance with these Articles. The Committee shall accept such application for membership in priority to that of any other person.

(c) A current member may also transfer her membership to a guiding friend who holds an active membership with Girl Guides NSW/ACT/NT if the current Member is unable to transfer to a family member.

(d) Life Membership. Current financial Members of the Club may be nominated and seconded for Life Membership by any two financial Club Members. All nominations must be supported by a statement of the reasons for such nomination. Granting of Life Membership is at the discretion of the committee, considering the information provided. The committee's decision is final. A maximum of two Life Members may be approved in any one year, and the total of living Life Members must not exceed 8% of the total membership. Life Membership entitles a Member to have their financial cost of annual membership to the Ski Club to be borne by the Club. All Life Members must remain a member of the Girl Guides Association as per the Memorandum and Articles of Association – Membership, Clause 3.

VACANCIES

7. Subject to Article 6 hereof any vacancies in the maximum number of Members shall be filled from the waiting list if any in accordance with Articles 5 and 10 hereof.

RESIGNATION

8. (a) Any member may resign her membership of the Club by giving notice in writing to the Secretary.

(b) No clearance shall be given to any member or ex-member of the Club until she shall have paid all moneys owing by her to the Club and such clearance shall be without prejudice to the Members undertaking to contribute to the assets of the Club in the event of the same being wound up during the time that she is a member or within one year thereafter as provided in Clause 6 of the Memorandum of Association of the Club.

NOMINATION OF MEMBERSHIP

9. Subject to Article 6 hereof every candidate for election to ordinary membership of the Club shall be proposed by one Member and seconded

by another to both of whom the candidate shall be personally known. The application for membership must be in writing on the form provided for the purpose which must be signed by the proposer seconder and candidate and delivered to the Secretary. The application shall be posted on the Notice Board for at least fourteen (14) days before an election is held

WAITING LIST

10. (a) Subject to Article 6 hereof the Secretary shall place details of all applications on a waiting list. Such list shall be kept by the Secretary and contain particulars of the name, address and occupation of the applicant the date of such application and the names of the proposer and seconder. Members shall be entitled to inspect the waiting list at any convenient time and the same shall be available for inspection at every Committee Meeting

(b) Subject to Article 6 hereof as vacancies for membership occur the Committee shall subject to compliance with Article 16 have power to fill such vacancies from the applicants whose names appear on the waiting list as at the date of such vacancy.

ELECTION OF MEMBERS

11. (a) Election of Members shall take place at meetings of the Committee to be held not less than fourteen (14) days after the receipt by the Secretary of an application.

(b) At least fourteen (14) days prior to an election the Secretary shall cause the name and address of each candidate together with the names of her proper and seconder to be posted on the Notice Board and any objections on the part of a member must be forwarded in writing to the Committee through the Secretary and such objections shall be treated as confidential.

(c) At the next meeting of the Committee after the abovementioned period of 14 days or so soon thereafter as is convenient to the Committee the name of such candidate shall be submitted for election and a secret ballot shall be taken and a simple majority of those members of the Committee present shall exclude the nominee for election.

(d) A record shall be kept by the Secretary of the names of the Officers present and voting at such meeting.

(e) If elected the candidate shall on complying with the conditions laid down by the Committee and on payment of the entrance fee and subscription become a Member.

(f) The Committee may reject any application for ordinary membership without assigning any reasons therefore.

12. (a) On the election of a Member the Secretary shall thereupon give such member notice thereof in writing and shall either furnish her with or make available at the registered office for the Member's perusal a copy of the Memorandum and Articles of Association of the Club.

(b) Entrance fees and the first annual subscription shall be paid in advance and in no case later than one month from the date of notice of election failing which the election may be deemed to be null and void.

(c) Every member shall be deemed to agree to be bound by the Memorandum and Articles of Association of the Club for the time being in force and the payment of entrance fee or instalment of annual subscription shall be conclusive evidence of such agreement.

(d) A Register of Members shall be kept by the Secretary.

CANCELLATION OR SUSPENSION OF MEMBERSHIP

13. (a) If any written report by a Member shall be received by the Committee that a member (hereinafter referred to as an accused member) has wilfully refused or neglected to comply with the provisions of the Memorandum and Articles of Association of the Club or has been guilty of any conduct unworthy of a member of the Club or which is or might be prejudicial to the interests or reputation of the Club or its Members the Committee shall call forth-with a meeting to consider such report and to the accused Member at least seven days' written notice of the time and place of such meeting and of the acts or conduct alleged against the accused Member and the Committee may suspend the membership of such accused member pending such meeting.

(b) The accused Member shall be entitled to be present and to offer an explanation or defence either verbally or in writing of the acts or conduct alleged against her and she shall be entitled to question or cross examine viva voce the person or persons making the allegations against her and to call witnesses on her behalf.

(c) The Committee shall consider the allegations made and the explanation or defence (if any) made or put forward by the accused Member and if the Committee shall at such meeting

pass a resolution for the cancellation of the membership of such accused Member she shall thereupon cease to be a Member of the Club.

(d) The voting on any such resolution may be by Secret Ballot if required by any two Members of the Committee.

(e) A Member whose membership shall be so cancelled shall thereupon forfeit all claims upon the Club other than in respect of moneys which she may have lent to the Club by way of debenture or otherwise howsoever.

(f) The Committee may in lieu of cancelling the membership of such Member suspend her from Membership for such period as it considers proper. A Member whose membership has been so suspended shall not during the period of such suspension be entitled to be upon the Club premises.

(g) If at any time the Committee becomes aware that a member has ceased to be a current member of the Girl Guides Association (NSW) it shall cause the Secretary to give written notice to such member within fourteen (14) days that such member should produce within one (1) month of such notice such evidence as the Committee shall require that she is a member of the Girl Guides Association (NSW). If the member fails to produce such evidence within such time her membership shall be suspended until the expiration of the then current financial year. If at that time she has still failed to produce such evidence her membership shall be cancelled.

ENTRANCE FEE

14. An entrance fee of such amount as may be determined by the Committee from time to time shall be payable by all new Members upon their election in such manner as the Committee may from time to time determine.

FINANCIAL YEAR & ANNUAL SUBSCRIPTIONS

15. (a) The annual subscriptions payable by Members shall be set at the Annual General Meeting each year.

(b) The financial year of the Club shall commence on the first day of January each year and end on the thirty-first day of December next following.

(c) Members joining during any financial year shall in addition to the entrance fee be required to pay a first annual subscription proportionately fixed to the nearest quarter of the financial year.

PAYMENT OF SUBSCRIPTIONS

16. (a) All Annual Subscriptions shall be payable in advance and shall become due and payable on the first day of January each year.

(b) The Committee shall cause each Member to be notified in writing not later than the 14th day of the preceding April of the amount of her subscription for the ensuing year and of the date on which the same becomes due and payable.

(c) The Committee shall cause each member whose annual subscription shall not have been paid by the 21st day of January to be notified in writing (such notification to be handed to her personally or sent to her by post not later than the 22nd day of January that her membership may be cancelled without further notice in the event of non-payment of her subscription by the 31st day of January.

(d) If any Member's annual subscription shall not be paid on or before the 31st day of January she shall automatically cease to be a Member of the Club unless owing to special circumstances the Committee shall decide otherwise.

(e) Any Member who shall fail to notify her intention to withdraw from the Club prior to the close of the financial year shall be liable for the next year's subscription unless the Committee shall decide otherwise.

17. (a) A Member retiring resigning or having been expelled or suspended from the Club shall not have any claim for a refund of entrance or subscription fees.

(b) Every person ceasing to be a Member of the Club whether by death retirement resignation expulsion neglect to pay subscription or otherwise shall automatically forfeit all right to or claim upon the Club except any money owing under a debenture or any other form of borrowed money.

COMMITTEE

18. (a) The business and general affairs of the Club shall be under the management of a Committee consisting of a President, one Vice-President, Secretary, Treasurer and three other members who shall be elected at the Annual General Meeting to be held in each calendar year.

(b) Until the first general meeting after incorporation at which an election of committee members shall be held the first Committee shall comprise the first members.

ELECTION OF OFFICERS AND COMMITTEE

19. The officers and committee members of the Club shall be elected at the annual general meeting and election shall take place in the following manner:

(a) Nominations of candidates for election as officers and committee members must be received by the Secretary one (1) month before the annual general meeting. Each nomination shall be signed by the members proposing and seconding the candidate and shall be accompanied by the consent in writing of the member so proposed.

(b) If at the meeting the number of candidates for election as officers and committee-members does not exceed the number of vacancies the Chairman shall declare the candidates elected otherwise the election shall be by ballot.

(c) In the event of there being more than the required number of candidates for any office or offices an election to fill such office or offices shall be held in manner following:

(i) The secretary shall within seven days of the closing of nominations post to every full member a ballot paper or papers together with an envelope marked ‘Ballot Paper’ and another envelope marked “Outer Envelope”.

(ii) Every ballot paper shall be so printed as to show clearly the office or offices to be filled and the full names of the candidates for each office.

(iii) More than one office may be included on one ballot paper and every ballot paper shall be initialled by the secretary.

(iv) Votes shall be cast by crossing out the name or names of the candidate or candidates not desired on any ballot paper. Any ballot paper containing less or more names not crossed out than the number of offices required shall be rejected as informal.

(v) The member voting shall sign the counterfoil attached to the ballot paper and detach such counterfoil placing the ballot paper in the ‘Ballot

Paper' envelope. She shall then place the Ballot Paper envelope and the counterfoil in the Outer Envelope and seal same.

(vi) Ballot paper shall either be posted so as to reach the secretary before 12 noon on the day appointed for the commencement of the annual meeting or be placed prior to such hour in a ballot box provided by the secretary for that purpose at the registered office during the fourteen days preceding the annual meeting. On receipt by post of any envelope containing such ballot envelope and counterfoil envelope as aforesaid the secretary shall place the same unopened in the said ballot box and no ballot paper received after the hour appointed for the commencement of the annual meeting shall be counted.

(vii) The annual meeting shall appoint two scrutineers who shall proceed to open the ballot box and open the envelopes it contains. Before opening any 'Ballot Paper' the scrutineers shall check the counterfoil accompanying the same and if same shall be in order open the 'Ballot Paper' envelope (care being taken not to unfold or expose the ballot paper) and all ballot papers shall then be thoroughly mixed and thereafter counted by the scrutineers who shall report the result of the count to the chairman of the meeting. The candidate or candidates receiving the most votes shall be declared elected to the office or offices the subject of the election.

(viii) Whenever the number of candidates who receives an equal number of votes exceeds the number of vacancies to be filled the chairman whether he be a candidate or not shall have a second or casting vote for as many candidates as there are vacancies to be filled.

POWERS OF COMMITTEE

20. The Committee shall subject to these Articles have full control of the property of the Club and of the conduct of all the affairs and business of the Club and in particular but without derogating from the general powers hereinbefore conferred the Committee shall have power from time to time:

(a) To pay the costs charges expenses preliminary and incidental to the formation establishment and registration of the Club.

(b) To make and when made from time to time to rescind or alter By-laws or Regulations for any purpose not inconsistent with these Articles. In particular but not exclusively they may by such by-laws regulate:

(i) The admission of ordinary or temporary members of the Club and the rights and privileges of such members and the creation of new classes of members.

(ii) The terms and conditions upon which honorary guests spouses and children of members of the Club visitors and temporary members shall be permitted to use the premises and property of the Club.

(iii) The times of opening the premises of the Club.

(iv) The rules to be observed and prizes to be competed for by members of the Club competing or participating in any sport or games conducted promoted or permitted by the Club on the premises of the Club or elsewhere.

(v) The prohibition of particular games on any premises of the Club entirely or at any particular time or times.

(vi) The conduct of members of the club in relation to one another and to the Club's servants.

(vii) The imposition of fines for the breach of any by-law or any Article of Association of the Club.

(viii) The procedure at general meetings and meetings of the Committee of the Club.

(ix) And generally, all such matters as are commonly the subject matter of club rules.

The Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Club all such by-laws and alterations and repeals thereof and all such by-laws so long as they shall be in force shall be binding upon all member 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 Club and that any by-law may be set aside by a special resolution of a general meeting of the Club.

(c) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.

(d) To engage control and dismiss the Club's servants and employees and paid officials.

(e) To purchase or otherwise acquire for the Club any property rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as they shall think fit.

(f) To raise or borrow or secure the payment of any sum or sums of money for the purposes of the Club.

(g) To secure the fulfilment of any contracts or engagements entered into by the Club by mortgaging or charging all or any of the property of the Club as they may think fit.

(h) To institute conduct defend compound or abandon any legal proceedings by or against the Club or its officers or otherwise concerning the affairs of the Club and also to compound and allow time for payment and satisfaction of any debts due to and any Claims or demands by or against the Club.

(i) To determine who shall be entitled to sign on the Club's behalf receipts acceptances cheques contracts and other documents.

(j) To invest and deal with any of the moneys of the Club not immediately required for the purpose thereof upon such securities and in such manner as is not inconsistent with these Articles and from time to time to vary or realise such investments.

(k) To establish a fund or funds for redeeming debentures notes and other securities or obligations of the Club and to redeem the same from time to time in such manner as may be considered desirable.

BY LAWS

21. 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 her of such sum as may be fixed by the committee from time to time.

SUB-COMMITTEE

22. (a) The Committee shall at its first meeting after the Annual General Meeting in each year or at any time thereafter or in the case of the first committee at any time after the date of incorporation of the Club appoint from its Members such Sub-Committees as

may be considered necessary or desirable and the Committee may prescribe the powers and duties of any such Sub-Committee.

(b) The Committee shall have power to revoke any such appointment or to vary the powers and duties of any such Sub-Committee from time to time at its discretion.

(c) The respective Sub-Committees shall report in writing on their activities to each Meeting of the Committee.

(d) One Committee member of the Club at least shall be a member of every such committee

MEETINGS OF COMMITTEE

23. (a) The Committee shall meet not less than four times in each financial year and a special meeting may be called at any time it is deemed necessary by either the President Secretary or three Members of the Committee.

(b) At all meetings of the Committee five (5) shall form a quorum and in case of any equality of votes the Chairman shall have the casting vote in addition to her deliberative vote as a Member of the Committee.

(c) At all ordinary or special meetings of the Committee if a quorum is not present within 15 minutes of the appointed time such meeting may be adjourned to a date the Members present may decide upon and notice of the time date and place of such adjourned meeting shall be sent to every Member of the Committee by the Secretary.

(d) Where any three Members of the Committee before a meeting closes signify their intention to submit a motion of rescission in respect of a resolution passed at that meeting no action shall be taken under the said resolution until the notice of rescission has been dealt with at the next succeeding meeting of the Committee.

(e) Minutes of all resolutions and proceedings of the Committee shall be entered in a book to be provided for that purpose and shall be signed by the Chairman.

(f) The President shall be ex-officio Chairman of all meetings of the Committee. In her absence or refusal to act the Vice-President shall be appointed Chairman and in the absence of the President and the Vice-President the Officers shall elect a chairman from among their number.

ACTS OF COMMITTEE

24. All acts done at any meeting of the Committee or of a Sub-Committee or by any person acting as an Officer of the Club shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Member of such Committee or Sub-Committee or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person was duly qualified and had been duly appointed.

LEAVE OF ABSENCE

25. (a) The Committee may grant extended leave of absence to any Officer who is intending to travel overseas or interstate and may make such arrangements as it deems necessary for carrying out the duties of such Officer during her absence.

(b) The rights of an Officer shall be preserved during her absence on extended leave and in particular she shall provided she has signed and left a nomination form and is duly proposed and seconded be eligible for election to office during her absence.

(c) Where an Officer absent on extended leave has been elected to office her period of leave shall be deemed to have been extended for a period of three months (3) from the date of her election. The Committee may further extend such leave should it see fit so to do.

DISQUALIFICATION FROM OFFICE

26. Any Officer shall automatically vacate her office if such Officer shall:

(a) Become bankrupt or insolvent or assign her estate for the benefit of her creditors or compound with her creditors generally or

(b) be found lunatic or become of unsound mind or

(c) resign her office by notice in writing left at or sent by registered post to the registered office of the Club or

(d) fail to pay all subscriptions due by her to the Club for a space of one (1) calendar month after the date on which the same shall have become due and payable and no officer shall while so in

arrear be entitled to be present or to vote at a meeting of the Committee or be reckoned in a quorum or

(e) fail to attend three consecutive meetings without the consent of the Committee or reasonable explanation being given to the satisfaction of the Committee.

(f) Hold any office or profit under the Club.

(g) Become prohibited from being an Officer by reason of any order made under the Act.

(h) Be directly or indirectly interested within the meaning of Section 129 of the Act in any contract with the Club or participate in the profits of any contract with the Club provided however, that a Committee member shall not vacate her office by reason of her being a member of any corporation firm society or association which has entered into contracts under or done any work for the Club if she shall have declared the nature of her interest in the manner required by the Act. A Committee member shall not vote in respect of any contract in which she is interested or any matter arising thereout and if she does so vote her vote shall not be counted.

REMOVAL FROM OFFICE

27. (a) Any Committee member may be suspended from office by the Committee if in the opinion of the Committee she has:

(i) by her actions or conduct rendered herself unfit for office; and

(ii) neglected or refused to do anything required by these Articles; or

(iii) become incapable of effectively discharging the duties of her office.

Within in fourteen (14) days after such suspension if so requested the Committee member so suspended the Committee shall forthwith call an Extraordinary General Meeting to consider such suspension.

(b) The Committee may forthwith make such arrangements as it deems necessary for the carrying out of the duties of such Committee member pending the removal of the suspension or her removal from office as hereinafter provided.

(c) A Committee member may be removed from office by a resolution carried by a two-thirds majority of the Members of the

Club present and voting at a Special General Meeting called for the purpose. The Committee member affected shall be given due notice of such meeting and shall before a vote is taken be entitled to be heard and to show cause why she should not be removed from office.

COMMITTEE – CASUAL VACANCIES

28. (a) If during the financial year any vacancy should occur among the Members of the Committee such vacancy shall be filled:

(i) where the vacancy is in respect of any member of the Committee other than the President by the Committee appointing a successor at its next regular meeting after the vacancy occurs; and

(ii) where the vacancy is for the office of President by the election of a successor by the Members of the Club at a Special General Meeting to be held within one (1) month of the vacancy occurring. Nominations for the vacant office and the procedure for conducting the election shall so far as practicable be as prescribed by these Articles for the nomination and election of officers at the Annual General Meeting.

(b) Members appointed or elected to the Committee under this Article shall hold office until the next Annual Meeting.

(c) A vacancy (other than that of President Secretary or Treasurer) shall not be filled pursuant to this Article where the appointment would operate only for the last quarter of the financial year.

(d) The continuing members of the Committee may act notwithstanding any vacancy in their body but so that if the member falls below six the Committee shall not act except for the purpose of filling up vacancies.

BORROWING POWERS

29. The Committee may from time to time at its discretion borrow or secure the payment of any sum or sums of money for the purposes of the Club.

30. The Committee of the Club may subject to the Act 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 of any of the property of the Club or on bonds or debentures or otherwise as they may think fit.

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ANNUAL GENERAL MEETING

32.

(a) A general meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and at such place as may be determined by the Committee. In default of a General Meeting being so held a General Meeting shall be held in the month next following and may be convened by not less than five percent in number of the Ordinary Members of the Club in the same manner as nearly as possible as that in which meetings are to be convened by the Committee.

(b) The first General Meeting shall be held at such time, not being less than one (1) month nor more than three (3) months after the incorporation of the Club and at such place as the Committee may determine.

(c) The business of the Annual General Meeting shall be:

i. to read and confirm the Minutes of the previous Annual General Meeting and of any Special General Meetings held during the year

ii. to consider the annual report of the Committee

iii. to consider the Statement of Accounts and Balance Sheet

iv. to receive the annual report of the Auditors

v. to elect the Officers for the ensuing year.

vi. to appoint Auditors and fix their remuneration

vii. to consider other business regularly brought forward.

(d) Special business may be transacted at such meetings if notice of motion thereof has been lodged with the Secretary at least twenty-one (21) days prior to the meeting and notification thereof has been given in the notice convening such meeting

(e) Notices of the date time and place of each Annual General Meeting and of the last day for receiving nominations for office shall be posted on the notice Board one (1) month prior to the date fixed for such Annual General Meeting Notices of the date and time and place of each Annual.

(f) The Secretary shall post/email to each Member at her registered address at least fourteen (14) days before the date fixed for the meeting a notice setting forth the date and time and place for such meeting and any special business to be brought before the meeting.

(g) A quorum at all Annual General Meetings shall be fifteen (15) per cent of Members entitled to vote.

(h) At all Annual General Meetings of the Club should a quorum not be present within thirty (30) minutes of the specified time then such meeting shall stand adjourned to the same day and time of the next week and at the same place. If at such adjourned meeting there is no quorum in attendance those present shall be empowered to complete the business.

(i) The President shall preside as Chairman at every General Meeting of the Club.

(j) If there is no such President or if at any meeting she is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act as Chairman the Vice-President shall act as Chairman. If neither the President nor the Vice-President is present the members shall choose one of their number to be Chairman.

VOTES OF MEMBERS

33. Every financial Member shall have one vote.

VOTING AT MEETINGS

34. (a) Every question submitted to a meeting shall be decided by a show of hands or if so demanded by any Member present and entitled to vote by ballot of those Members present in person and entitled to vote and in the case of an equality of votes the Chairman shall have a casting vote in addition to the vote to which she may be entitled as a Member

(b) Chairman or 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 an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) Notice of such adjourned meeting shall be displayed on the Notice Board for at least four (4) days prior to the date thereof but no other notice of such adjourned meeting shall be required.

34.1 A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

34.2 The instrument appointing a proxy shall be in writing under the hand of the appointor or of her attorney duly authorised in writing or, if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct her proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may vote as she thinks fit.

34.3

Girl Guides Association (NSW) Ski Club

I _____ *of* _____

being member of the Girl Guides Association (NSW) Ski Club hereby appoint

_____*of*_____

*as my proxy to vote for me on my behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Club to be held on the*_____ *day of* _____*20 and at any adjournment thereof my proxy is hereby authorised to vote in *favour of/ *or against the following resolutions:*

Signed this _____ *day of* _____*20__*

Note: In the event of the member desiring to vote for or against any resolution she shall instruct her proxy accordingly.

* *strike out whichever is not desired*

34.4 The instrument appointing a proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarial certified copy of that Power or authority shall be deposited at the registered office of the Club, or at such other place within the State as is specified for that

purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

EXTRAORDINARY GENERAL MEETING

35. (a) The Committee may whenever it thinks fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall be convened on such requisition or in default may be convened by not less than twenty (20) in number of the Members of the Club in the same manner (or as nearly as is possible) as that in which meetings are to be convened by the Committee.

(b) An Extraordinary General meeting called as provided in the previous paragraph shall be by notice sent to all Members and the notice shall be sent at least fourteen (14) days before the day fixed for the meeting and shall contain the specific objects for which the meeting is called.

(c) A quorum at all Extraordinary General Meetings shall be twenty (20%) per cent of Members and if no quorum is present thirty (30) minutes after the time appointed for the meeting it shall lapse.

(d) The Committee may at any time call a Special General Meeting of the Members of the Club and shall be bound to cause any Special General Meeting to be held on receiving a requisition signed by twenty (20) Members requesting them to do so and specifying the business for which it is to be held or by a Member who has been expelled by the Committee and desires to appeal to a Special General Meeting. Such Special General Meeting when requested by twenty (20) Members as aforesaid shall be held within one (1) month after receipt of such requisition.

(e) No business other than that for which the Special General Meeting is called shall be dealt with at a Special Meeting.

RETIREMENT OF OFFICERS

36. (a) At each Annual Meeting of the Members of the Club all officers shall retire from office but they shall if otherwise qualified and

subject to sub-paragraph (b) of this Article be eligible for re-election.

(b) No person may hold the same office or serve as a Committee Member for more than seven (7) consecutive years.

SECRETARY

37. The Secretary shall keep in a book provided for the purpose a faithful record of all meetings of Members and of all meetings and proceedings of the Committee. She shall convene all meetings in accordance with the Articles and post all required notices on the Board. She shall keep a Register of Members containing the names of the Members with their addresses fulfill the duties required under any Act of Parliament or regulations thereunder and generally shall perform the duties pertaining to the office of a Secretary. The Secretary shall be ex-officio a member of all sub-committees. The Committee may at any time appoint an Assistant Secretary and prescribe her duties.

TREASURER

38. The Treasurer shall keep correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature. She shall receive and disburse all moneys of the Club as authorised by the Committee and these Articles. She shall lodge in a Bank approved by the Committee all moneys received by her on behalf of the Club. The Treasurer shall submit to the Annual Meeting a statement of her accounts and balance sheet for the past year audited by the Auditors.

ABSENCE OR ILLNESS OF OFFICERS

39. Should the Secretary Treasurer or any delegate or representative of the Club be absent or ill the Committee shall have power to appoint any Member of the Club to act temporarily in her stead and may remove any person so appointed.

BANK ACCOUNT

40. (a) The Club shall establish such Bank Account or Bank Accounts in the name of the Club as shall be necessary or desirable.

(b) All moneys received on account of the Club shall be deposited to the credit of the Club's Banking Account.

(c) All cheques drawn on the Club's Banking Account shall be signed by the Secretary and Treasurer or either of them together with the President or a Vice-President provided that should any of these Officers be absent through illness or other causes a substitute may be appointed by the Committee to act in place of and during the absence of such Officer.

THE SEAL

41. The Committee shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of the Committee previously given and in the presence of two Members of the Committee at the least who shall sign every instrument to which such Seal is affixed and every such instrument to which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Committee.

AUDITORS

42. Auditors shall be appointed and their duties regulated in accordance with the Act.

ACCOUNTS

43. The Committee shall cause proper accounts to be kept with respect to:

(a) All sums of money received and expended by the Club and the matter in respect of which the receipt and expenditure takes place.

(b) All sales and purchases of goods by the Club, and

(c) The assets and liabilities of the Club.

44. The accounts shall be kept at the Registered Office of the Club or at such other place or places as the Committee think fit and shall always be open to the inspection of the Committee.

45. The Committee shall from time to time determine whether and to what extent and at what time 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 Members not being Officers of the Club and no Member (not being an Officer) shall have any right of inspecting any account or book or document of the Club except as conferred by Statute or authorised by the Committee or by the Club in General Meeting.

46. The Committee shall from time to time in accordance with the Act caused 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.

47. 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 at the Annual General Meeting shall not less than fourteen (14) days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Club.

48. Every account of the Committee when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months (3) next after the approval thereof. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth be conclusive.

NOTICE BOARD

49. A Notice Board shall be kept at the registered office of the Club.

ADDRESS OF MEMBERS

50. Each Member shall supply the Secretary in writing a statement of her address for service of all notices and such address shall be her registered address for the purpose of these Articles.

NOTICES

51. Any notice required to be given to any Member under these Articles may be given to her personally or by sending/emailing it to her registered address and the non-receipt of such notice shall not invalidate any proceedings.

INDEMNITY

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

APPLICATION OF PROFITS

53. The Club is a non-proprietary Club. The profits and other income of the Club shall be applied to the promotion of the purposes for which the Members of the Club are associated together and no payment of any dividends or distribution of profits or income to or amongst the Members of the Club shall be made PROVIDED THAT nothing herein contained shall prevent the payment by way of honorarium to any officer of the Club for services actually rendered to the Club provided same is approved by the Members at the ordinary General Meeting.

54. WE, the several persons whose names are subscribed being subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signature of Subscribers	Witness to Signatures
B. Neill E.P. Goody Elizabeth A. Shirley Gwen E. Platt Monica L. Perry SYDNEY	Joy Stacy 201-203 Clarence Street Sydney.

DATED this 8th day of November 1977.

ORIGINAL Dated 8 November 1977
Updated and current to last motions passed at Annual General Meeting held on 18 May 2013
Updated and current to last motions passed at Annual General Meeting held on 5 March 2016.
Updated and current to last motions passed at Annual General Meeting held on 2 March 2019.
Updated and current to last motion passed at Annual General Meeting held on 6 March 2021.