

**SfB Ba8**

**UDC 72.009.7**

**Royal Australian Institute of Architects**

## **Agreement between client and architect**

Stamp  
Duty

THIS AGREEMENT is made on .... Tuesday .. 24th April, 1979.....  
between .... Triglav Pty. Limited. AND TRIGLAV CLUB LIMITED.  
hereinafter called the client, and ... Bower McFadyen and Little Pty. Ltd.

.....  
hereinafter called the architect.

The client intends to ... Design and erect new club premises.....  
..... at Lot 194 Bibbys Road, St. Johns Park.....  
.....  
.....

and therefore the client and the architect for the consideration stated hereafter agree as follows  
subject to the annexed conditions of engagement and any special conditions attached thereto.



The architect agrees to provide the service and the client agrees to pay the architect's charges all as stated hereafter.

Conditions of Engagement reference

Charges by architect

- 1.03 Basic Service
- 1.031 - Schematic Design Stage )
  - 1.032 - Design Development Stage )
  - 1.033 - Contract Document Stage )
  - 1.034 - Contract Administration Stage )
- 1.04, 1.05 Advisory and Supplementary Services
- 1.042 - Studying & reporting on project or site development, including financial analysis and feasibility. )
  - 1.044 - Investigating program requirements & arranging for analysis, reports )
- 2.02 Consultants to be employed by the architect & schedules )
- 1. Consulting Structural Engineers - Bond James Laron Pty. Ltd.
  - 2. Consulting Electrical Engineers - To be selected and agreed.
  - 3. Consulting Hydraulics Engineers - Spencer Brown & Partners.
  - 4. Consulting Air Conditioning Engineers - To be selected and agreed.

2.03 Consultants to be employed by the client

To be agreed at a future date.

3.07 Principal's time charge \$35.00 per hour.

Multiplying factor for technical staff salaries

As set out in Clause 5.02 of Scale of Charges.

3.08 Co-ordination of preparation of Bill of Quantities

This document will not be required.

4.011 Travel cost and time

This is not included.

6 Special Conditions

The Architects will keep a Professional Indemnity Policy current for the duration of the job for a sum of not less than \$500,000.00.

5.09 REASONABLE NOTICE IS CONSIDERED TO BE FOURTEEN (14) DAYS.

Signature of Client

Signature of Architect



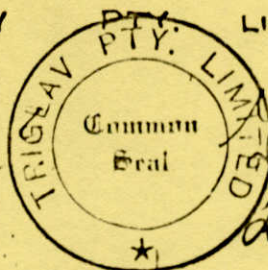
CLIENT:

TRIGLAY

PTY.

LIMITED

*Forbes*  
*Secretary*



*W. H. Hume*  
*Director*

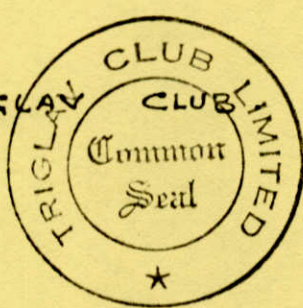
TRIGLAY

CLUB

CLUB

LIMITED.

*J. D.*  
*TREASURER.*



*Peter Knappe*  
*President*

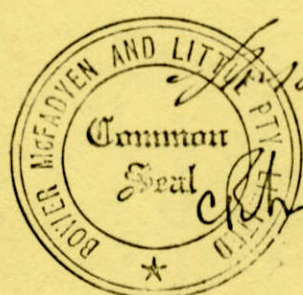
ARCHITECTS:

BOWER

McFADYEN

AND

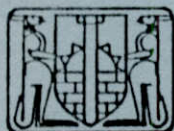
LITTLE PTY. LIMITED



*J. Bower*  
*DIRECTOR*

*C. H. McFadyen*  
*SECRETARY.*





# Royal Australian Institute of Architects

## Conditions of Engagement

Authorised by the Council of the RAlA to operate from 1st July, 1972,  
with amendments authorised to operate from 1st July, 1974 and 1st January, 1978

### 1. THE ARCHITECT'S SERVICE

#### ARCHITECTURAL PRACTICE

- 1.01 The architect, as a member of the Royal Australian Institute of Architects, is governed by the Articles of Association, Regulations, By-Laws and Code of Professional Conduct of that Institute, and by Acts of Parliaments related to the practice of architecture.

#### SERVICE

- 1.02 The architect shall perform any of the services or work to originate to design and plan buildings, other works or things which in the course of his business he may be engaged to do. The architect shall provide inspection service when engaged to do so and shall make such inspections as he may consider necessary in order to reasonably be satisfied that the buildings or other works executed are in general accordance with the building contract. For convenience, the architect's services are referred to in these Conditions under the following classifications -- Basic Services; Advisory Services; Supplementary Services.

In performance of any services the architect shall exercise reasonable skill and care normal to the profession of architecture.

Constant supervision is not the architect's normal duty.

#### BASIC SERVICE

- 1.03 The architect's basic service is performed in the following stages:

##### Schematic design stage

- 1.031 Schematic design stage, which normally includes preparing preliminary sketch drawings and/or reports, and providing preliminary estimates of cost.

##### Design development stage

- 1.032 Design development stage, which normally includes preparing developed sketch proposals, advising on preliminary designs of engineering and other specialist services, and providing estimates of cost.

##### Contract document stage

- 1.033 Contract document stage, which normally includes preparing tender documents and providing revised estimates of cost.

##### Contract administration stage

- 1.034 Contract administration stage, which normally includes calling and advising on tenders, arranging and administering contracts and inspecting the works.

#### ADVISORY SERVICES

- 1.04 As agreed with the client the architect will provide the following advisory services, which will be the subject of a charge additional to the fee for service described in clause 1.03:

##### Site Selection Feasibility

- 1.041 Advising on site selection.

- 1.042 Studying and reporting on project or site development, including financial analysis and feasibility.

##### Property inspection

- 1.043 Inspecting property and advising on its use, improvement, alteration or development.

##### Programme investigation

- 1.044 Investigating programme requirements and arranging for analyses, reports and schedules.

##### Works of art

- 1.045 Selecting or advising on works of art or engaging and instructing artists.

##### Examination of drawings

- 1.046 Examining drawings and other documents in connection with buildings submitted for mortgage security or other purposes.

#### SUPPLEMENTARY SERVICES

- 1.05 As agreed with the client the architect will provide the following supplementary services, which will be the subject of a charge additional to the fee for service described in clause 1.03:

##### Furniture and furnishings

- 1.051 Designing or selecting furniture and furnishings, preparing documents for calling tenders for manufacture or supply, and arranging for the execution of such work.

##### Landscaping

- 1.052 Designing or arranging for landscape and garden work, preparing documents for calling tenders, and arranging for the execution of such work.

##### Adjacent property

- 1.053 Inspection and recording condition of adjacent property which may be affected by work being executed for the client.

##### Other services

- 1.054 Providing other services which the client may require in the fields of architecture or town planning.



**2. SPECIALIST CONSULTANTS**

2.01 Where specialist consultants are appointed, the architect shall direct them and integrate their services.

2.02 Selection and employment of specialist consultants by the architect shall be at his discretion, and he shall be responsible to the client for their services.

2.03 Specialist consultants appointed and employed by the client will be responsible to the client, and the architect shall not be responsible to the client for their services. The selection and terms of appointment of such specialist consultants shall be acceptable to the architect.

**3. FEES AND CHARGES**

3.01 When the fee payable to the architect is a percentage of the cost of the works the fee shall be calculated by applying the percentage stated in the agreement between the client and the architect to a figure equivalent to the cost of the works as defined in clauses 3.02 and 3.03.

3.02 The cost of the works shall be the total cost of all executed work including work handled by specialist consultants, service installations and any fixed or built in furniture or equipment. Where the purpose of a building is to house plant or equipment, the design, selection, layout or installation of which is not the responsibility of the architect, the cost of such items shall not be included in the cost of the works.

The cost of the works shall include fees paid to a quantity surveyor for the preparation of a bill of quantities unless a co-ordination fee is paid as provided under clause 3.10. The charges of other specialist consultants shall not be included.

When the work is executed wholly or in part with old materials, or when material, labour or carriage is provided by the client, the cost of the works shall be calculated as if the works had been executed wholly by the builder supplying all labour and new materials.

The cost of the works shall be subject to appropriate adjustment in accordance with the provisions of clause 3.12.

3.03 Where the architect provides services through all stages as set out in clause 1.03, the cost of the works referred to in clause 3.01 shall be the final cost of the works executed, or where applicable an estimate thereof.

However, where in recognition of the expected construction period for the works exceeding one year it is so indicated in the Agreement, then the cost of the works shall be assessed in stages as follows:

- The figure for the cost of the works to be used for calculating the fee for schematic design, design development and contract documentation shall be the amount of the accepted tender, less only any contingency amounts included therein – such fee to be final in respect of such works;
- The figure for the cost of the works to be used for calculating the fee for contract administration shall be the actual cost of the works as executed;

provided that should any additional work be executed which was not included in the tender, then fees for design and documentation shall also be payable on such work on the basis of the actual cost as executed.

3.04 Until the cost of all executed work is ascertained in accordance with clauses 3.02 and 3.03 calculation of fees payable to the architect shall be based on the architect's estimate of the cost of work executed or to be executed.

3.05 Where there is continuity in the architect's services through all stages set out in clause 1.03 and the architect's fee for basic service is a percentage of the cost of the works or is a fixed fee, then for the purpose only of progress payments the fee shall be apportioned to the four stages described in clause 1.03 on the following percentage bases:

Schematic design stage . . . . .	15%
Up to and including design development stage. . . . .	30%
Up to and including contract document stage . . . . .	70%
Up to and including contract administration stage . . . . .	100%

Should the work be carried out in a manner differing from that set out in clause 1.03, then an appropriate apportionment shall be adopted.



**Partial  
service**

- 3.06 Where work in respect of which the architect renders service is not executed or its execution is not administered by the architect and the architect's fee for basic service is a percentage of the cost of the works or is a fixed fee, then calculation of fees payable to the architect shall be based on the architect's estimate of the cost of executing such work at rates ruling at the time at which services in respect of such work cease and the following percentages shall then apply in lieu of those adopted for clause 3.05:

Schematic design stage . . . . .	16%
Up to and including design development stage. . . . .	32%
Up to and including contract document stage. . . . .	75%

**Deferred  
services**

- 3.07 If due to the client's instruction or lack of instruction a break in the continuity of the architect's service occurs exceeding a continuous period of 6 months then fees for the services completed at the time of cessation will be determined in accordance with the provisions of clause 3.06 and shall be deemed to be the final fee in respect of such services.

Should the architect subsequently be re-engaged or be instructed to proceed with work previously deferred the fee for the further work shall be determined in accordance with the provisions of clause 3.05 and clause 3.06 according to which is applicable and where appropriate shall be subject to additional charges as provided for in clause 3.08.

**Review  
charges**

- 3.08 Where the architect's services commence at a stage subsequent to the schematic design stage or recommence after a deferment as defined in clause 3.07 necessitating review and/or additional work before starting the commissioned or resumed stage, an additional fee is chargeable according to the service involved.

**Time charges**

- 3.09 Where charges are made on a time basis the fee shall be determined as follows:

Principal's time shall be charged at the rate stated in the agreement, varied in proportion to any subsequent variations in the salary of a Grade 5 architect employed in the Australian Public Service. If no rate is stated then the rate shall be as may subsequently be agreed.

Technical staff services shall be charged on the basis of actual salary paid to the staff concerned multiplied by a factor stated in the agreement or if none is stated as may subsequently be agreed, to cover overhead and profit. For this purpose the actual salary paid per hour shall be computed at the annual salary rate (including holiday pay loading and any similar items which may become regularly payable in addition to the nominated salary) divided by the current number of effective working hours per year as stated in the agreement, subject to adjustment in accordance with any changes occurring in normal working conditions. Unless otherwise agreed the cost of the time of clerical staff shall not be charged.

**Co-ordination  
fee**

- 3.10 Where fees paid to a quantity surveyor for the preparation of a bill of quantities are not included in the cost of the works used for determining a percentage fee as provided for in clause 3.02, a co-ordination fee shall be payable.

**Progress payments**

- 3.11 The architect is entitled to payment at monthly intervals in amounts appropriate to the service provided.

The architect shall be entitled to interest at the same rate as the maximum overdraft rate fixed by the Reserve Bank plus 2% per annum on all fees due and not paid within 30 days of rendering of account without relieving the client of his obligation to pay the account.

**Withholding  
of fees**

- 3.12 Fees or charges shall not be reduced or withheld on account of penalties, liquidated and ascertained damages or sums withheld from payment to the builder or others.

**Changes of  
instruction**

- 3.13 Additional services resulting from changes of instruction by the client shall be charged for in accordance with the service involved.

**Protracted  
service**

- 3.14 If the architect's service is protracted by causes beyond his control he shall be entitled to make an appropriate additional charge.

**Forms of  
contract**

- 3.15 If, by agreement with the client, the architect is required to administer special contract conditions or a contract other than the standard lump sum contract issued under the auspices of the RAIA, and, as a result of this, additional cost is incurred by the architect, he shall be entitled to make an appropriate additional charge.



#### 4. REIMBURSEMENTS

4.01 The client shall reimburse the architect for the following expenses incurred by him or by specialist consultants employed by him, and such are payable when they are incurred:

Travelling expenses	4.011 Travelling expenses including fares and car expenses where the work is located more than 32 kilometres from the architect's office. Accommodation costs where such are reasonably incurred. Cost of time spent in travel.
Statutory authority fees	4.012 Fees paid by the architect to statutory authorities having jurisdiction over the project.
Advertisements	4.013 The cost of advertisements and published notices in connection with the project.
Copies of documents	4.014 The cost of the provision of more than six copies of any drawings or working documents other than those used by the architect in his own office or for the direction of consultants appointed under the provisions of section 2.
Photographs	4.015 The cost of photographic records authorised by the client.
Specialist service	4.016 The cost of special services which may include perspective drawings, models, maintenance manuals and work as executed drawings as requested by the client.

#### 5. GENERAL

Client's instructions	5.01 The client shall give the architect instructions adequate to define his requirements.
Authority of architect	5.02 The architect shall not initiate or proceed with any stage of his duties as defined in clause 1.03 without the authority of the client. He shall not make any material alteration to, addition to or omission from the approved design without the consent of the client, except as necessitated by emergencies during construction, in which case he shall notify the client promptly.
Provision of information	5.03 The client shall be responsible for the provision of all legal, survey and other particulars concerning the site, including particulars of existing structures, services and features, sub-surface conditions and adjoining sites, and for the provision of legal, insurance or other specialised counselling. If the architect is required to obtain or seek clarification of such information he shall be compensated by the client.
Site inspector	5.04 The architect provides periodical inspection as part of his basic service in the contract administration stage. Constant supervision is not his normal duty.  Where it is agreed that inspection additional to basic architectural service is necessary, a site inspector shall be employed. The site inspector shall be selected by the architect subject to the approval of the client, and shall be employed and paid by the client. Alternatively he may by agreement be employed and paid by the architect on behalf of the client, in which case the architect shall be compensated by the client.  The site inspector shall work under the direction of the architect.  The term "site inspector" shall include clerk of works or other person employed in this context.
Site representative of the architect	5.05 Where the employment of an on-site representative of the architect is agreed he shall be employed by the architect who shall be compensated by the client.
Submissions	5.06 The client shall consider the architect's submissions and give decisions so as not to delay the architect's work.
Documents and copyright	5.07 The drawings, specifications and other documents, as instruments of service, are the property of the architect whether the work for which they are made be executed or not, and shall not be used for other work except by agreement with the architect. Copyright in all drawings, specifications and other documents and in the work executed from them remains the property of the architect.
Instructions	5.08 All instructions to the builder or to other contractors shall be given by the architect.
Termination of engagement	5.09 The engagement entered into between the client and the architect may be terminated by either party on the expiration of reasonable notice.



6. SPECIAL CONDITIONS

THIS IS THE SCALE OF CHARGES AND THE  
CONDITIONS OF ENGAGEMENT ANNEXED TO  
THE AGREEMENT SIGNED BETWEEN US  
THIS TUESDAY THE 24<sup>th</sup> DAY OF  
APRIL 1979.

CLIENTS :

TRIGLAV PTY. LTD.  
Common Seal  
*Frederick*  
*Secretary* \* *Director*

AND

TRIGLAV CLUB LIMITED  
Common Seal  
★

*[Signature]*  
TREASURER.

*Peter Krupf*  
president

ARCHITECTS :

BOWER MCFADYEN AND LITTLE PTY. LIMITED.

BOWER MCFADYEN AND LITTLE  
Common Seal  
★  
*[Signature]* *Director.*  
*[Signature]* SECRETARY.





## Royal Australian Institute of Architects

# Scale of Charges

Authorised by the Council of the RAIA to operate from 1st July, 1972,  
with amendments authorised to operate from 1st July, 1974 and 1st January, 1978.

Charges	<b>1. GENERAL</b>
	1.01 This scale of charges relates to the service described in the RAIA form of agreement between client and architect. Members of the Royal Australian Institute of Architects have a duty to observe and uphold the scale of charges, which is based on minimum rates at which it is considered architectural service can properly be given.
Increased service	1.02 Where service in excess of the usual service is required, higher charges than those indicated in this scale should be made.
Engagement	1.03 Upon engagement the architect should notify the client of his charges and obtain the client's agreement thereto.
	<b>2. PERCENTAGE FEE</b>
Basic fee	2.01 The minimum basic fee for usual complete architectural service as described in clause 1.03 of the Conditions of Engagement is 6% of the cost of the works plus all fees payable by the architect to specialist consultants as agreed with the client. The foregoing is qualified by section 3 of this scale
Combined fee	2.02 The architect may agree with the client upon a percentage fee sufficient to cover his own fee and the cost of all specialist consultants' fees payable by him provided that his own basic fee is not thereby reduced.
Separate consultants' fees	2.03 Alternatively the client may elect to pay fees directly to the specialist consultants.
Cost of the works	2.04 The cost of the works shall be as defined in section 3 of the Conditions of Engagement.
Co-ordination fee	2.05 Where, as provided for under section 3 of the Conditions of Engagement, a co-ordination fee is paid in respect to the engagement of a quantity surveyor for the preparation of a bill of quantities, the co-ordination fee should be equivalent to not less than 0.075% of the cost of the measured works.
	<b>3. BASIC FEE VARIANTS</b>
	The minimum basic fee referred to in clause 2.01 which is applicable to usual complete architectural service is subject to variation as follows:
Small works	3.01 For small works the fee should be increased as appropriate.
Nature of project	3.02 Where a project involves special or prolonged study or calculation, or requires the application of special skills and experience, the fee should be increased as appropriate. Where in the opinion of the architect his work is increased or reduced as a result of the nature of the project, the fee may be adjusted as appropriate.
Alterations and additions	3.03 For alterations and additions to existing buildings or other works the fee should be increased according to the complexity of the work involved.
	<b>4. FIXED FEE</b>
Fixed fee	4.01 The architect may agree with the client to charge a fixed fee for his professional service provided that this sum is not less than he would receive if his fee were calculated on a percentage basis applied to an agreed predicted end cost. If the scope of the works with the client's authority exceeds that covered by the predicted end cost upon which the fixed fee was based the architect's fee should be increased in proportion. It may be agreed with the client that should the end cost of the works be less than the predicted end cost an additional fee will be paid. Such additional fee may be computed as a percentage of the cost saving or on some other basis as may be agreed.



## 5. TIME CHARGE FEE

The architect may agree with the client to charge for his professional service on the basis of an hourly rate for the time occupied.

- 5.01 Technical staff services should be charged for on the time occupied calculated on the basis of actual salary paid plus not less than 110% to cover overhead and profit. For this purpose the actual salary paid per hour shall be computed at the annual salary rate (including holiday pay loading and any similar items which may from time to time become regularly payable in addition to the nominated salary) divided by the current number of working hours per year. Unless otherwise agreed the cost of time of clerical staff should not be charged.

Reimbursements and approved expenses should be charged as additional to the time charge fee.

- 5.02 The charge for principal's time, including overhead and profit, should not be less than \$33.00 per hour, varying subsequent to 30th June, 1977, in proportion to variations in the salary of a Grade 5 architect employed in the Australian Public Service as an indication of the general movement of remuneration in the profession. A rate higher than the minimum should be charged where appropriate on account of the nature of the work and the qualifications and specialised experience applicable.

- 5.03 For services in connection with litigation such as, but not limited to, settling proofs, attending at conferences, attending at the place of the hearing, the charge should be based upon the time occupied and should be not less than \$40 per hour with a minimum charge of \$120, the rate being subject to variation in accordance with clause 5.02.

- 5.04 For architects acting as Arbitrators the fee shall be a matter for arrangement between the architect and the parties concerned.

## 6. FEE INCREASES

The architect's basic fee will normally be increased in the following circumstances:

- 6.01 If the architect's work is increased as a result of changed or additional instructions by the client, the additional time occupied should be charged for in accordance with section 5 of this scale.
- 6.02 If the architect's service is protracted due to causes beyond his control, such as breach of contract, bankruptcy of the builder, strikes, etc., the additional time occupied should be charged for in accordance with section 5 of this scale.
- 6.03 If the client requires the service of two or more architects in association, an additional fee should be charged as may be agreed.
- 6.04 If, by agreement with the client, the architect is required to administer special contract conditions or a contract other than the standard lump sum contract issued under the auspices of the RAIA, and, as a result of this, additional cost is incurred by the architect, an additional charge should be made.

## 7. REIMBURSEMENTS AND APPROVED EXPENSES

- 7.01 Reimbursements and approved expenses as set out in section 4 of the Conditions of Engagement should be charged on the basis of the cost involved.

## 8. PAYMENTS TO THE ARCHITECT

- 8.01 The time and manner of the payment of fees and reimbursements to the architect by the client are described in sections 3 and 4 of the Conditions of Engagement.

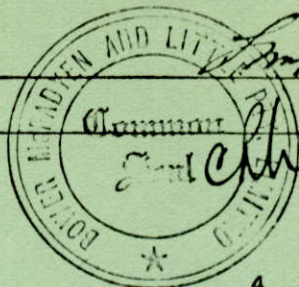
THIS IS THE SCALE OF CHARGES AND THE CONDITIONS OF ENGAGEMENT ANNEXED TO THE AGREEMENT SIGNED BETWEEN US THIS TUESDAY THE 24<sup>th</sup> DAY OF APRIL 1979.

TRIGLAY & SONS LIMITED

TRIGLAY & SONS LIMITED

CLIENT:





DIRECTOR.

APPENDIX

SECRETARY.

## GUIDANCE ON FEE VARIANTS

## 1. INTRODUCTION

The following recommendations have been adopted by the RAIA Council for the guidance of members on the application of the fee variants provided for in Section 3 of the RAIA Scale of Charges.

The figures should be revised as necessary in the light of changing building costs. It is recommended that the basis for this be the Building Cost Index as published in the "Building Economist", taking January 1978 as the base date.

It is emphasised that these recommendations are of an advisory nature only and must be applied with due regard to all the circumstances. It is the intention of the Council to keep them under review and make revisions from time to time as may seem desirable in the light of experience.

## 2. SCALE OF CHARGES

The Scale states, in clause 2.01 —

*The minimum basic fee for usual complete architectural service as described in clause 1.03 of the Conditions of Engagement is 6% of the cost of the works plus all fees payable by the architect to specialist consultants as agreed with the client. The foregoing is qualified by section 3 of this scale.*

Section 3 provides for the following variants to this basic fee —

*For small works the fee should be increased as appropriate.*

*Where a project involves special or prolonged study or calculation, or requires the application of special skills and experience, the fee should be increased as appropriate. Where in the opinion of the architect his work is increased or reduced as a result of the nature of the project, the fee may be adjusted as appropriate.*

*For alterations and additions to existing buildings or other works the fee should be increased according to the complexity of the work involved.*

The wide range of circumstances which may occur make it impracticable to lay down a specific fee basis for every situation. However, the following notes have been prepared for the assistance of architects in determining the fee appropriate to a particular project. It is stressed that they are a guide only and the architect has an obligation both to himself and to his client to make his own assessment of the fee appropriate to the particular circumstances.

## 3. SMALL WORKS (Ref. Scale of Charges Clause 3.01).

For the purpose of this clause, "Small Works" should be regarded as those costing less than \$200,000.

For such works the minimum basic fee should be increased in accordance with the solid line on the graph on page 2, subject to further adjustment for the nature of the project (see below).

## 4. NATURE OF PROJECT (Ref. Scale of Charges Clause 3.02).

In terms of the Scale and for the purpose of establishing the variant under this clause, projects are classified as follows:

Classification I — Projects of conventional character.

Classification II — Projects involving special or prolonged study or calculation, or requiring the application of special skills and experience or where the architect's work is increased as a result of the nature of the project.

Classification III — Projects where the architect's work is reduced as a result of the nature of the project.

The shaded bands on the graph on page 2 show the ranges of percentage rates which are considered to be appropriate for projects of the various classifications, including allowance for "small works" under 3. above.

For some building types typically coming within each classification see Examples on page 2.

**Large Projects** — Where the size of the job is such as to introduce a degree of repetition in excess of that normal to its type classification, some reduction in fee percentage may be appropriate.

This is normally applicable only to buildings in classification I, where the cost exceeds \$16,000,000 — the percentage decreasing progressively to reach the rate applicable to classification III when the cost exceeds \$40,000,000.

**Associated Works** — It is emphasised that application of the rates suggested for particular building classifications presupposes adoption of appropriate rates for associated works. For example, for a building in classification III or a large project in classification I, application of rates below the minimum basic rate referred to in clause 2.01 of the Scale assumes that an appropriate higher rate would be applied to such works as partitions, specially designed furniture, etc. which might form part of the overall project.

**Projects including buildings of more than one Classification** — Where a project includes buildings of more than one classification, the fee should be assessed having due regard to the proportion of the total represented by each classification.

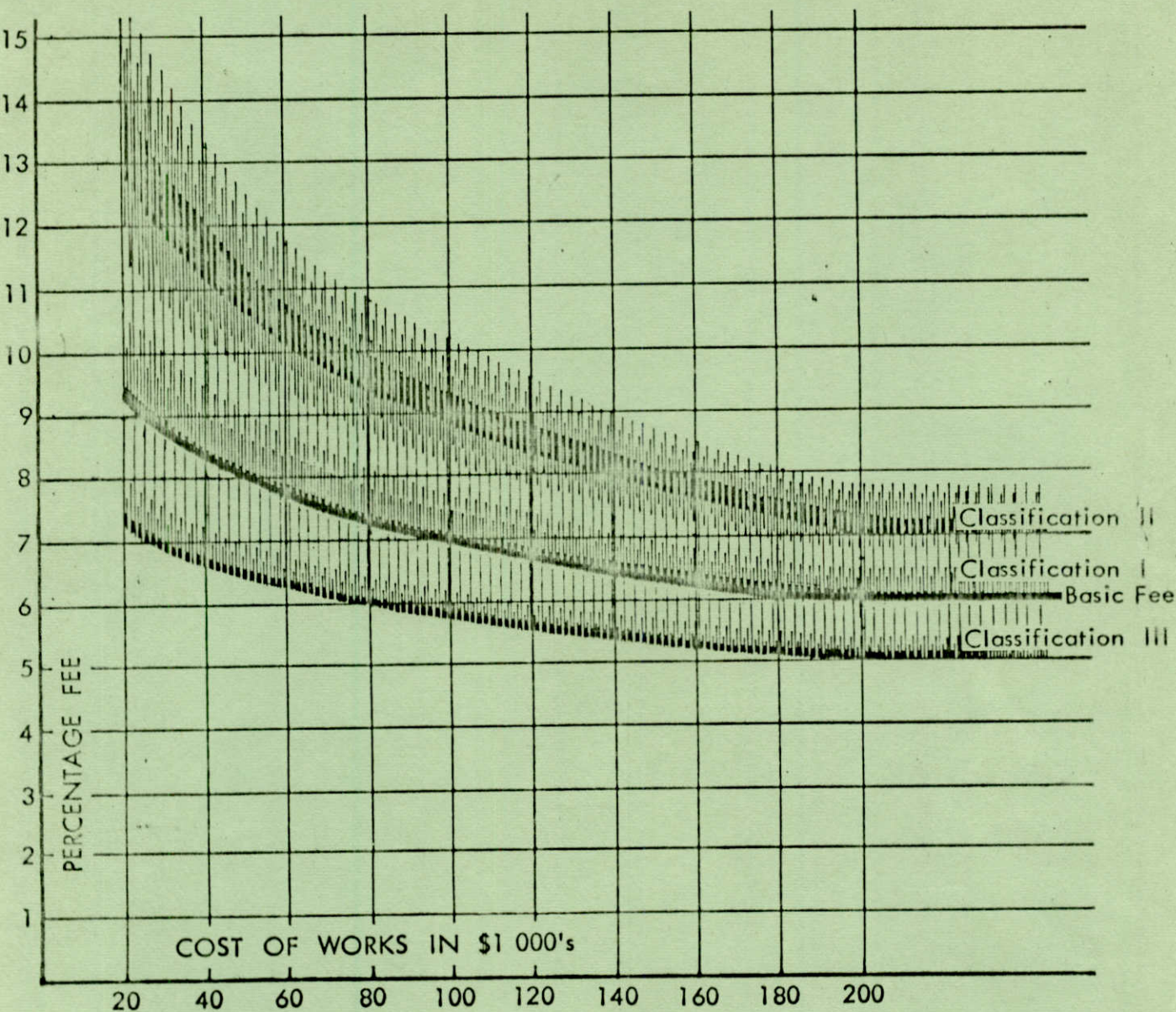
## 5. ALTERATIONS AND ADDITIONS (Ref. Scale of Charges clause 3.03)

The basic fee to which the increase is applied should be that for the classification and size as defined for new work.

## 6. FIXED FEE (Ref. Scale of Charges clause 4.01)

Although the notes and graph express the architect's fee as a percentage of the building cost, this is not intended in any way to discourage the architect from agreeing a fixed fee with his client — the notes and graph would simply be used as a guide in determining this.





#### EXAMPLES OF BUILDING TYPES TYPICALLY COMING WITHIN THE CLASSIFICATIONS SHOWN ABOVE

These classifications are to be regarded as a general guide only. In some cases the nature of a particular building may make it reasonable to regard it as being within the scope of another classification or as falling between two classifications.

Classification I		Classification II	Classification III
Ambulance Station	Indoor Recreation Building	Art Gallery	Hangar
Apartment House	Library	Broadcast Studio	Shed or shelter
Bank	Motel	Church	Storage (general)
Club	Municipal Centre	Court House	Warehouse
Classroom Building	Office Building	Hospital	
Cafeteria	Parking Station	House (individual)	
Department Store	Police Station	Kitchen	
Exhibition Building	Post Office	Laboratory	
Factory	Service Station	Medical Centre	
Flats	Shopping Centre	Museum	
Fire Station	Shop	Theatre	
Funeral Parlour	Sports pavilion		
Gaol	Stadium		
Gymnasium	Storage (special)		
Hall	Swimming Pool		
Hostel	Transport Terminal		
Hotel			



## A) OBČNI ZBOR

Občni zbor je najvišji organ kluba, ki daje smernice za delo, sprejema ustrezne sklepe, dopolnjuje in popravlja pravilnik, razrešuje in voli člane odbora.

— Redni občni zbor mora biti meseca junija, napovedan 4 tedne prej in je sklepčen ne glede na število prisotnih.

— Izredni občni zbor lahko skličejo:

1. UO Triglav-a Pty. Ltd.
  2. 2/3 članov klubskega odbora,
  3. 30% rednih članov kluba.
- Vodje izrednih občnih zborov določijo UO Triglav Pty. Ltd.

## B) ODBOR

— Odbor kluba je izvršni organ — sestavljen iz 9 članov: 5 imenovanih od UO družbe in 4 voljenih na občnem zboru.

— Predsednik, tajnik in blagajnik morajo biti člani UO Triglav Pty. Ltd.

## V — GOSPODARSKO POSLOVANJE

1. Vse delo se vrši na osnovah MEMORANDUMA in sklepov UO družbe.

2. Nadzorstvo nad administrativno-finančnim poslovanjem vrši računovodja družbe.

3. Skrb za inventar in vzdrževanje klubskih prostorov ima odbor kluba po internem pravilniku.

4. Denar, ki ga klub s svojimi dejavnostmi ustvarja, sme biti uporabljen le za splošne koristi članov, predvsem pa za subvencioniranje kulturnih dejavnosti. Ustvarjena sredstva se morajo rabiti tudi za nakup delnic v Triglav Pty. Ltd.

## VI — LASTNINA V SLOGU RAZPUSTITVE KLUBA

V slučaju ča razpade, oz. pride do nepredvidenega razpusta kluba, preidejo vse nadalnje materialne obveznosti na družbo, ki na svojem občnem zboru izglasuje ustrezne odločitve glede premoženja.

Pravilnik je postal veljaven s sklepom OZ. kluba v nedeljo 4. julija 1971.

*Printed by Mintis Pty., Ltd.*



## SLOVENSKI KLUB "TRIGLAV" SYDNEY

BOX 40. P.O. SUMMER HILL, N.S.W., 2130.

## PRAVILNIK

Pravilnik kluba je vsebinsko razdeljen v 6 glavnih točk:

- I. IME.
- II. NAMEN.
- III. ČLANSTVO.
- IV. VODSTVO KLUBA.
- V. GOSPODARSKO POSLOVANJE.
- VI. LASTNINA V SLOGU RAZPUSTITVE.



## I — IME

Ime kluba je: SLOVENSKI  
KLUB "TRIGLAV" — SYDNEY

## II — NAMEN

Namen kluba je kulturno —  
družabna povezava Slovencev  
v Sydney-u in okolici.

## III — ČLANSTVO

Članstvo kluba predstavljajo  
vsi delničarji, družine in osebe,  
ki jih na osnovi pristopne izja-  
ve sprejme odbor. Članska doba  
se računa od začetka finančne-  
ga leta.

### A) VRSTE ČLANSTVA

Klub ima redne, občasne in  
časne člane.

#### 1. Redni člani so delničarji Tri- glav Pty. Ltd. in osebe nad

18 let starosti, ki podpišejo  
pristopno izjavo, plačajo us-  
trezno vpisnino in vsaj 30 dni  
po sprejemu — pristanku od-  
bora — še članarino. (Če ni-  
so sprejeti, se vpisnina vrne).

#### 2. Občasni člani so osebe, ki že- le postati člani kluba le za

določeno dobo (največ 2 leti)  
in jih sprejme odbor po dolo-  
čeni pristopbini, ki jo določi  
občni zbor.

#### 3. Časni člani so osebe, ki ima- jo posebne zasluge za klub,

družbo ali za slovenstvo na-  
sploh. To članstvo podeli UO  
Triglav Pty. Ltd. na predlog  
občnega zbora kluba.

### B) PRENEHANJE ČLANSTVA

Članstvo preneha:

#### 1. z izstopom, ko oseba s pisme- no izjavo utemelji svojo od- ločitev,

#### 2. z izključitvijo, ki jo izreče od- bor kluba zaradi delovanja proti koristim kluba, oz. za- radi kršitve pravil.

voljno pravico.

#### 2. Prost vstop v družabne prosti- re kluba.

#### 3. Prost vstop na prireditve klu- ba — razen na prireditve s plesom.

#### 4. Imeti klubsko značko, ki slu- ži kot vstopnica.

#### 5. Da skupinsko in v pogovoru z računovodjo družbe (kluba) pregledajo in dobijo informa- cije o finančnem stanju.

### C) DOLŽNOSTI ČLANOV

Dolžnosti članov so:

#### 1. Izpolnjevati pravila in delo- vati za dosego ciljev kluba Triglav in Triglav-a Pty. Ltd.

#### 2. Izpolnjevati naloge v okviru klubskih aktivnosti.

#### 3. Dostojno vedenje v klubu in na klubskih prireditvah.

#### 4. Zavezna skrb za ugled usta- nove.

#### 5. Čuvati imovino kluba.

#### 6. Redno plačevati članarino.

### D) PRAVICE ČLANOV

Pravice članov so:

#### 1. Da imajo aktivno in pasivno

Vodstvo kluba predstavlja  
občni zbor (redni in izredni) in  
odbor.

### IV — VODSTVO KLUBA



NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company

179043



Companies Act, 1961

(Section 16 (3))

Certificate of Incorporation of Public Company

This is to Certify that

TRIGLAV CLUB LIMITED

is, on and from the fifteenth day of July  
19 75, incorporated under the Companies Act, 1961, and that the company  
is a company limited by ~~shares~~ guarantee.

Given under the seal of the Corporate Affairs Commission at Sydney,  
this fifteenth day of July, 1975.

Exd.

*F. J. O. Jones*

Commissioner.





12 JUL 1975

000326

FILED IN THE OFFICE OF  
THE CORPORATE AFFAIRS  
COMMISSION ON  
12 JUL 1975  
*[Signature]*  
COMMISSIONER

New South Wales  
Companies Act, 1961  
Association not for Gain  
Company Limited by Guarantee



Memorandum of Association

*Members 500*

*100 Members @ \$75*  
*400 Members @ \$12*  
*Outs & less @ \$8*

TRIGLAV CLUB LIMITED

*\$95*

Not Required  
of

*1755.75*

*179040*

*\$253-4/6/75*  
*CKR 76532*

1. The name of Company (hereinafter called "the Club") is "TRIGLAV CLUB LIMITED".
2. The powers set forth in the Third Schedule to the Companies Act 1961 are hereby expressly excluded.
3. The objects for which the Club is established are:-
  - (a) To acquire and take over all of the assets and liabilities of the present unincorporated body known as "SLOVENIAN CLUB TRIGLAV SYDNEY" and to carry on the work of the said body.
  - (b) To provide for members and for the guests of members a Club with all the usual facilities of a Club including residential and other accommodation liquid and other refreshment libraries and provision for sporting musical and educational activities and other social amenities.
  - (c) To encourage social activities amongst members of the Slovenian community in Australia.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

*J. J. O. Ryan*  
COMMISSIONER

2256



- (d) To assist generally in the advancement of the Slovenian community and the establishment of good relations amongst persons of Slovenian extraction and between them and persons of Australian and other nationalities.
- (e) To invest in shares of Triglav Pty. Limited for purposes of building of Club premises for its members.
- (f) To materially support Triglav Community Centre in its efforts to assist needy Australian-Slovenians in necessitous circumstances (illness old age and other misfortunes).
- (g) To purchase hire lease or otherwise acquire for the purposes of the Club any real or personal property and any rights or privileges which the Club may think necessary or convenient for the carrying out of its objects or any of them.
- (h) To give sell mortgage exchange hire lease or otherwise dispose of the property of the Club or any part or parts thereof.
- (i) To invest and deal with any of the moneys of the Club not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise investments.
- (j) To make draw accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (k) To borrow money from time to time and for such purposes to give debentures liens mortgages charges or other security over the whole or any part of the property real or personal of the Club.
- (l) In furtherance of the objects of the Club to apply for and obtain and hold a Club license or licences or certificate of registration under the Liquor Act or Laws or any other Act or Laws for the time being operative and for such purpose or purposes to appoint if necessary or

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

2256

*J. J. O. Ryan*

COMMISSIONER



desirable a manager or managers or other officer or officers to act as Licensee or Licensees and hold the Licence or Licences on behalf of the Club.

- (m) In furtherance of the objects of the Club to obtain and hold any licence or permission necessary for and to carry on the business of restaurant keepers and/or sellers of tobacco cigars and cigarettes and of all kinds of goods provisions etcetera required used or desired by members.
- (n) To take or reject any gift of property money or goods whether subject to any special trust or not.
- (o) To erect maintain improve or alter any building or buildings for the purposes of the Club.
- (p) To indemnify any person or persons whether members of the Club or not who may or have incurred any personal liability for the benefit of the Club and for that purpose to give such person or persons mortgages charges or other security over the whole or any part of the real or personal property present or future of the Club.
- (q) To establish support or aid in the establishment and support of associations funds trusts and conveniences calculated to benefit the members of the Club or the dependants or connections of such members and to make payments toward insurance for any purpose and to subscribe or guarantee money for charitable or benevolent objects or for any exhibitions or for any public general or useful object.
- (r) To carry on all such activities as may be necessary or convenient for the purposes of the Club or any of them.
- (s) To do all such acts deeds matters and things and to enter into and make such agreements as are incidental or conducive to the objects of the Club or any of them.
- (t) To make donations for ethical and charitable purposes.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*J. J. O. Ryan*

COMMISSIONER



4. The income and property of the Club whencesoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to or amongst members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Club or otherwise owing by the Club to him or of remuneration to any officers or servants of the Club or to any members of the Club or person in return for any services actually rendered to the Club. Provided further that no member of the Board of Directors or Governing Body shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration shall be given by the Club to any member of such Board of Directors or Governing Body provided that nothing herein contained shall be construed so as to prevent the allowance of an honorarium to any such member in respect of special honorary services rendered or the repayment to any such member of out-of-pocket expenses and interest on money lent or hire of goods or rent for premises demised to the Club; PROVIDED THAT the provision last aforesaid shall not apply to any payment to any railway gas electric lighting water cable telephone company or corporation of which a member of the Board of Directors or Governing Body be a member or to 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 the profits he may receive in respect of such payment.
5. The liability of the members is limited.
6. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a member or within one year afterwards for the payment of the debts and liabilities of the Club contracted before the time at which he ceased to be a member and of the costs charges and expenses of winding up the Club and for the adjustment of the rights of the contributors amongst themselves such amount as may be required not exceeding five dollars.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



7. If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the Club but shall be given or transferred to Triglav Community Centre (registered under the provisions of the Charitable Collections Act 1934-41 certificate No. c.c.21406) or some other institution or institutions having objects similar to those of this Club and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Club under or by virtue of clause 4 hereof such institution or institutions to be determined by the members at or before the time of the dissolution or in default thereof by the Chief Justice in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Club and the matters in respect of which 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 shall be open to the inspection of the members. Once at least in every year the accounts of the Club shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

9. The full names addresses and occupations of the subscribers hereto are as follows:-

<u>Names and Addresses</u>	<u>Occupation</u>
STANISLAV PETKOVSEK 6/169 Croydon Avenue Croydon Park 2133	Textile Foreman
STEFAN ZEKS 3 Market Street Smithfield 2164	Crane Driver
FRIDERIK MAVKO 8 Hatfield Road Canley Heights 2166	Chef Supervisor

5.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 25th day of July 1975.

2256

COMMISSIONER

M 10730



Names and Addresses

JOZE FISER  
32 Kurrara Street  
Lansvale 2166

JOZE CUJES  
17 Louisa Street  
Summer Hill 2130

EMIL KUKOVEC  
32 Anderson Avenue  
Mt. Pritchard 2170

PETER KROPE  
9 Riverside Road  
Lansvale 2166

ALOIS MOGE  
Lot 1 23rd Avenue  
West Hoxton 2171

MARTHA SMUK  
51 North Liverpool Road  
Mt. Pritchard 2170

CARLO SAMSA  
73 Railway Parade  
Condell Park 2200

VILI TASNER  
9 Riverside Road  
Lansvale 2166

Occupation

Electrician

Export Manager

Painter & Decorator

Toolmaker

Toolmaker

Sales Assistant

Builder

Turner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER

M 107.50



10. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Signatures of Subscribers

Witness to Signatures  
and Addresses

Stanislaw Dittmann  
Stefan Zeks  
Trilichy Smiley  
H. H.  
J. H. H.  
P. H. H.

W. H. H.  
Barthel Smiley  
H. H. H.  
H. H. H.

Lubal  
A. PUKL  
86 Derman Rd.  
Georges Hall

DATED this Sixteenth day of November 1974.

7.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 25th day of July 1975.

2256

J. J. O. Ryan

COMMISSIONER

M 10730



New South Wales  
Companies Act, 1961  
Association not for Gain  
Company Limited by Guarantee



## Articles of Association

of

### TRIGLAV CLUB LIMITED

#### DEFINITIONS

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

"The Act" means the Companies Act of N.S.W. 1961 as amended from time to time.

"The Annual General Meeting" means the General Meeting held each year as required by the Act and these Articles.

"Board" means the members for the time being of the Board of Directors as constituted in accordance with these Articles.

"The By-Laws" means the By-Laws of the Club for the time being in force.

"The Club" means the abovenamed Company.

"Executive" means the President Vice President and Treasurer.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



"Notice Board" means the Board or Boards provided in the Club premises on which notices for the information of members are posted.

"Member" means any person who has been duly accepted as such by the Board in accordance with these Articles and who has paid to the Club all current entrance fees subscriptions charges and other fees.

"Month" means calendar month.

"The Office" means the Registered Office for the time being of the Club.

"The Register" means the Register of Members kept pursuant to the Act.

"In writing" or "written" include printing lithography and other modes of reproducing or representing words in a visible form.

"Secretary" includes Secretary/Manager.

"T.C.C." means TRIGLAV COMMUNITY CENTRE.

"Unincorporated Club" means Slovenian Club Triglav Sydney.

Words importing the singular number only include the plural and vice versa.

Words importing the masculine gender include the feminine gender.

2. The regulations contained in Table "A" of the Fourth Schedule to the Act are excluded and shall not apply to the Club except insofar as they are repeated or contained in these Articles.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 19 75.

2256

*J. J. O. Ryan*

COMMISSIONER



**MEMBERSHIP  
(Number)**

3. (a) For the purposes of registration but not by way of limitation the number of members of the Club is declared not to exceed Five hundred (500) but the Board may from time to time register an increase or decrease of members.
- (b) A subscriber to the Memorandum of Association shall be a member of the Club and any person who shall be admitted as a member in accordance with the Articles shall become and be a member of the Club.

**MEMBERSHIP  
(First Members)**

4. The first members of the Club shall be:-

The subscribers to the Memorandum of Association and these Articles.

**MEMBERSHIP  
(Classification)**

5. The Membership of the Club shall be divided into the following classes:-

- |                           |   |                                            |
|---------------------------|---|--------------------------------------------|
| (a) Foundation Members    | } | which classes<br>include First<br>Members. |
| (b) Ordinary Members      |   |                                            |
| (c) Associate Members     |   |                                            |
| (d) Honorary Life Members |   |                                            |

**MEMBERSHIP  
(Eligibility)**

6. (a) No person under the age of eighteen (18) years shall be admitted as a member of the Club.
- (b) No person under the age of twenty-one (21) years shall be admitted as a member of the Club unless the members

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

*F. J. O. Ryan*

COMMISSIONER

2256



proposing and seconding the admission of such member have attained the age of twenty-one (21) years.

7. (a) Foundation Members shall be:-

Those persons who at the date of incorporation of the Club were the holders of at least one hundred (100) fully paid shares in Triglav Pty. Limited and who shall have made application for membership of the Club in accordance with the Articles of Association and have been duly admitted. Foundation Members shall have all the rights and privileges of ordinary members.

(b) Ordinary Members shall be:-

(i) Those persons who are of Slovenian extract or related to persons of Slovenian extraction and who shall have made application for membership of the Club in accordance with the Articles of Association and have been duly admitted.

(ii) Such other persons as may be determined by the Board from time to time and who shall have made application for membership of the Club in accordance with the Articles of Association and have been duly admitted.

(c) Associate Members shall be:-

Any person other than those possessing qualifications referred to in Article 7(a) & (b)(i) & (ii) and who shall have made application for membership of the Club in accordance with the Articles of Association and have been duly admitted.

(d) Honorary Life Membership may be conferred upon a Foundation or Ordinary Member who has rendered outstanding service to the Club or to the unincorporated club. To be eligible for Honorary Life Membership a member must be nominated by one Ordinary Member and seconded by another. The nomination shall then be forwarded to the

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

22 56

*J. J. O. Ryan*

COMMISSIONER

M 10730



Board of the Club for approval. If such nomination is approved by the Board the nomination shall be then referred to the next general meeting of the Club and if such nomination is approved at such General Meeting the person nominated shall be an Honorary Life Member and such Honorary Life Member shall have all the rights and privileges of an Ordinary Member.

Not more than one Foundation or Ordinary Member shall be made an Honorary Life Member in any one financial year. Notwithstanding anything hereinbefore contained all persons who at the date of incorporation of the Club were Honorary Life Members of the unincorporated club shall upon becoming members of the Club be deemed to be Honorary Life Members of the Club.

#### MEMBERSHIP

##### (Admission of Other than First Members)

8. (a) Candidates for membership of the Club shall be proposed by one member and seconded by another member of the Club. Every nomination shall be made in writing and shall give the full name and the address of the candidate and the names of his proposer and seconder and shall be in such form as the Board shall from time to time require.
- (b) The application for membership may be accompanied by the amount of any entrance fee and subscription.
- (c) Particulars of the nomination for membership shall be posted on the Notice Board in a conspicuous place in the Club premises and shall remain posted for at least fourteen (14) days prior to the date of the meeting of the Board at which the application is to be considered.
- (d) An interval of at least fourteen (14) days shall elapse between the date of application and date of election of all candidates.
- (e) The election of members shall be by the Board at a meeting or meetings duly convened. The Secretary of

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



the Club shall keep a record of the names of the members of the Board present and voting at such meetings and the names of the members elected.

- (f) The Board may reject any application for membership without assigning any reason for such rejection. The Secretary shall return to such rejected candidates the amount of entrance fee and subscription lodged with the application.
9. On the election of a member the Secretary shall give to such member notice of his election and shall issue with such notice an account for the entrance fees and subscriptions if same have not already been paid and such account shall specify the due date of payment.
10. Every person elected to membership and informed of his election as directed by the foregoing Article shall be deemed to agree to pay the Entrance Fee and Annual Subscription and other fees and charges as prescribed in the Memorandum and Articles of Association of the Club and to be bound by the Memorandum and Articles of Association of the Club and by the Club's By-Laws from time to time in force and the payment of the said Entrance Fee or part thereof and/or the said Subscription or part thereof shall be conclusive evidence of such agreement.
11. Every person elected to membership shall be required to pay within one month of the date of notice of election the fees and/or subscription specified in the account rendered to him with the notice of election failing which payment the election may be declared null and void.

#### CESSATION OF MEMBERSHIP

12. A member at any time by giving notice in writing to the Secretary may resign his membership of the Club but shall continue liable for any entrance fee or annual subscription and all arrears due and unpaid at the date of his resignation and for any sum not exceeding Five Dollars (\$5.00) as a member of the Club under Clause 6 of the Memorandum of Association of the Club.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

2256

*F. J. O. Ryan*

COMMISSIONER



13. If any member shall refuse or neglect to comply with the provisions of the Memorandum and Articles of Association By-Laws Rules or Regulations of the Club or if any member shall in the opinion of the Board be guilty of conduct deemed by the Board to be unbecoming of a member or prejudicial to the interest of the Club such member may be suspended or expelled by resolution of the Board and such resolution need not state the grounds facts or opinions upon which it is based PROVIDED

- (a) That at least seven (7) days before the meeting at which such resolution is passed the member concerned shall have been notified in writing of the intended resolution and requested to be present at the meeting and that he shall at such meeting and before such resolution is moved have had an opportunity of giving in writing or orally any explanation or defence he may think fit.
- (b) The meeting shall be held within one (1) month of the date of the alleged offence or the date on which the charge is laid.
- (c) That any resolution under this Article requires for its passing the affirmative vote of not less than two-thirds of the members of the Board present at such meeting and the decision of the Board shall be final.
- (d) Any member notified or any member proposed to be notified in accordance with Clause (a) above may immediately be suspended from all privileges of the Club until such time as the meeting is held.

14. Should a member incur any debt to the Club or to the Club's staff or servants or persons under contract to the Club and fail to discharge such debt upon request in writing by the Secretary he may by resolution of a meeting of the Board be suspended or expelled from membership provided that before so resolving the Board shall give the member concerned due notice of its intention to take such course but the provisions of Article 13 shall not apply.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



15. Any member eligible for foundation or ordinary membership of the Club who shall fail to pay to the T.C.C. his subscription or any fees due to the T.C.C. within two months after same shall fall due and payable may at the discretion of the Board have his name removed from the register and shall thereupon cease to be a member. Any member whose name shall have been so removed from the Register may at the discretion of the Board be re-admitted as a Foundation or Ordinary Member on payment by him of all subscriptions and fees due to the T.C.C. and upon making application for membership in the manner laid down in these Articles.

16. Every person ceasing to be a member of the Club whether by retirement expulsion death neglecting to pay the entrance fee or subscription or otherwise shall forfeit ipso facto all rights as a member of the Club but shall remain liable for any moneys due or payable under the provisions of Clause 6 of the Memorandum of Association.

#### ADDRESS OF MEMBERS

17. Every member shall on becoming a member furnish to the Secretary particulars of his address and occupation if those particulars have not already been stated on the nomination for membership and shall notify the Secretary in writing of any subsequent change of address. The address so given shall be deemed to be the member's registered address for the purpose of the issue of notices.

#### REGISTER OF MEMBERS AND HONORARY MEMBERS

18. (a) The Secretary shall keep in the Club's premises a Register of members setting forth the name in full occupation and address of each member and setting out the date of the latest payment by each member of his subscription.
- (b) The Secretary shall keep on the Club premises a Register in which he shall enter or cause to be entered the names and addresses of all persons (not being persons whose names and other particulars have been entered in

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

22 56

*F. J. O. Ryan*

COMMISSIONER

M 10730



the Register kept pursuant to Clause (a) of this Article) who are admitted as Honorary or Temporary Members of the Club for a limited period and the dates upon which such period commences and terminates.

#### VOTES OF MEMBERS

19. (a) Every financial member when eligible to vote shall both on a show of hands and on the taking of a poll have one vote.
- (b) No member of the Club who is also a servant of the Club shall be eligible to vote at any meeting of the Club.
20. No member other than an Honorary Life Member shall be entitled to be present or vote at any meeting of the Club or to be elected to any office unless he shall have paid all instalments of entrance fee and annual subscriptions and all other moneys due to the Club at the time of such meeting.

#### HONORARY MEMBERS

21. The following may at the discretion of the Board be admitted as Honorary Members of the Club:-
- (a) The Patron or Patrons for the time being of the Club provided that this number shall not exceed six (6).
- (b) Any prominent citizen visiting the Club for a special occasion or a special function.
- (c) Overseas country or interstate visitors for the duration of such visit or one month whichever should first expire.
- (d) Members of other clubs visiting Triglav Club Limited for the purpose of taking part in a competition of darts indoor bowls billiards and snooker or other competition for the duration of such competition only.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



22. Honorary Members and Honorary Life Members only shall be relieved of any obligation or liability with respect to the payments of entrance fees and/or subscriptions.

**ENTRANCE FEE AND SUBSCRIPTION  
(First Members)**

23. Entrance Fee or Subscription for first members up until the first day of July 1976 shall be such amount as is fixed by the first Board of Directors.

**ENTRANCE FEE AND SUBSCRIPTION**

24. (a) The Entrance Fees Annual Subscriptions and other annual fees or charges payable by any class of members the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto not by these Articles specially provided for shall be such as shall from time to time be prescribed by the Board provided that the Annual Subscriptions shall not be less than Two dollars (\$2.00).
- (b) All Annual Subscriptions shall be paid annually in advance.
25. The Annual Subscription shall fall due on the first day of July in each year. If any fee or subscription or call or any instalment thereof shall remain unpaid for a period of one month after it becomes due the member concerned shall be notified by the Secretary in writing of the default. If such subscription still remains unpaid for a further period of two (2) months the member's name shall be removed from the Register.
26. The Board may at any time suspend the payment of Entrance Fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the Entrance Fee chargeable to any member under any special circumstances that may arise.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

2256

25th

day of July 1975.

*F. J. O. Ryan*

COMMISSIONER



**MANAGEMENT**  
**(Board of Directors)**

27. The business and affairs of the Club and the custody and control of its funds shall be managed by the Board of Directors consisting of eleven Directors which Board shall be elected annually by the general body of members. The Board shall consist of a President a Vice President Honorary Treasurer Honorary Secretary and seven (7) other Foundation or Ordinary Members.
28. Foundation or Ordinary Members only shall be entitled to take part in the management of the Club and to stand for or be elected to any office on the Board of Directors.
29. No member of the Club who is also a servant of the Club shall be eligible to be a member of or be elected to the Board of the Club.

**FIRST BOARD OF DIRECTORS**

30. (a) The first Board of Directors shall be the signatories to the Memorandum of Association and these Articles and the first Board of Directors shall hold office until the first Annual General Meeting of the Club.
- (b) The first Board of Directors while in existence shall exercise all the powers and functions conferred by these Articles on the Board of Directors. The first Board of Directors may elect such officers as it considers necessary and may fill any vacancy that may occur in the Board of Directors.

**BOARD OF DIRECTORS**  
**(Election of other than first**  
**Board of Directors)**

31. The Board of Directors shall be elected annually by the general body of members from persons nominated as herein after provided:-

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

*J. J. O. Ryan*

COMMISSIONER

2256



- (1) Not less than fourteen (14) days before the day fixed for the Annual General Meeting nominations for the offices of Directors shall be delivered to the Secretary.
  - (2) Out of the persons nominated the general body of members shall elect the Directors for a period of twelve (12) months next ensuing.
32. (a) Nominations for election of the Directors shall be made in writing and signed by two Ordinary Members of the Club and by the nominee who shall also signify his consent to the nomination.
- (b) The Secretary shall immediately after closing of nominations post the names of the candidates and their proposers on the Notice Board.
- (c) If the full number of candidates for the positions of Directors is not nominated as prescribed additional nominations may with the consent of the nominee or nominees be made at the meeting. If there be more than the required number nominated an election by ballot shall take place but if there be only the requisite number nominated the Returning Officer shall declare those nominated duly elected.
- (d) No person currently under suspension by the Board in accordance with these Articles shall be eligible to nominate stand for or be elected to the Board of the Club.
33. An election by ballot of the members of the Board of Directors shall be conducted in such manner as may be determined by the Board of Directors.

#### CASUAL VACANCIES IN THE BOARD OF DIRECTORS

34. Any casual vacancy or vacancies which may occur in the Board of Directors may be filled by the Directors and any person

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

22 56

*F. J. O. Ryan*  
COMMISSIONER



or persons appointed shall hold office until the next Annual General Meeting when he or they shall retire but shall be eligible for re-election.

#### VACANCIES IN BOARD OF DIRECTORS

35. (a) If any Director shall die or shall fail to attend a regular Board Meeting for three consecutive meetings without leave of absence or if he shall resign or if he shall become bankrupt or of unsound mind his office shall be declared vacant by the Board and he shall ipso facto cease to be a Director and the Board may appoint a successor to hold office until the next election by the Annual General Meeting and until such appointment is made the continuing Directors may act notwithstanding such vacancy.
- (b) The Club may by special resolution carried at an extraordinary general meeting remove any Director or all the Directors before the expiration of his or their period of office and appoint another or other Director or Directors as the case may be in his or their place. The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if he or they had not been so removed.

#### BOARD OF DIRECTORS (Act Of)

36. All acts done at any Board Meeting or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or Directors 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.

#### BOARD OF DIRECTORS (Services Voluntary)

37. Subject to the provisions of Clause 4 of the Memorandum no Director shall receive any remuneration for his services in his capacity as a Director.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

22 56

25th

day of July 19 75.

*F. J. O. Ryan*

COMMISSIONER



**BOARD OF DIRECTORS  
(Powers and Duties)**

38. The business and general affairs of the Club shall be under the management of the Board of Directors which shall have full control of the property of the Club and absolute authority subject to the Memorandum of Association regarding its disposition and in the conduct and administration of all the affairs and business of the Club including the rights and privileges of members in respect of the Club except insofar as is otherwise expressly provided by these Articles. In particular but without derogating from the general powers hereinbefore conferred the Board shall have power from time to time:-
- (a) To appoint from among its members or members of the Club Sub-Committees for any purpose whatsoever which from time to time it may think desirable and to delegate to any such sub-committee such powers as it may think fit. Unless otherwise specified in the minutes of the Directors appointing the sub-committee the quorum of all sub-committees shall consist of a majority of the members of such sub-committee.
  - (b) To make such By-Laws Rules or Regulations not inconsistent with the Memorandum and Articles of Association of the Club as in the opinion of the Board are necessary or desirable for the proper control administration and management of the Club's finances affairs interests effects and property and for the convenience comfort and well being of the members of the Club and to amend or rescind from time to time any such By-Laws Rules and Regulations.
  - (c) To enforce the observance of all By-Laws Rules and Regulations by suspension from enjoyment of Club privileges or any of them.
  - (d) To appoint any delegate or delegates to represent the Club for any purpose with such powers as may be thought fit.
  - (e) To engage appoint control remove discharge suspend

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 19 75.

2256

COMMISSIONER



and dismiss such managers secretaries officers representatives agents and servants or other employees as it may from time to time think fit and to determine the duties pay salary emoluments or other remuneration but no payment or part payment of any secretary manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.

- (f) 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 it shall think fit.
- (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 may be thought 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 or allow time for payment and satisfaction of any debts due to and any claim or demands by or against the Club.
- (i) To determine who shall be entitled to sign or endorse on the Club's behalf contracts receipts acceptances cheques bills of exchange promissory notes and other documents or instruments.
- (j) To invest and deal with any of the moneys of the Club not immediately required for the purposes of the Club upon such securities and in such manner as the Board may think fit and from time to time vary or realize such investments.
- (k) From time to time at its discretion to borrow or secure the payment of any sum or sums of money for the purposes of the Club and to raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it shall think fit and

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

2256

25th

day of July 1975.

*F. J. O. Ryan*

COMMISSIONER



in particular by the issue of debentures or debenture stocks perpetual or otherwise and whether charged upon all or any of the Club's property both present and future or not. Any debentures or other securities may be issued with any special rights and privileges which the Board may think proper to confer on the holders.

- (l) To sell exchange or otherwise dispose of any furniture fittings equipment plant or other goods or chattels belonging to the Club and to let any property of the Club with the sanction of a general meeting of the Club to lease demise exchange or sell all or any of the lands and buildings or other property or rights to which the Club may be entitled from time to time PROVIDED THAT the power to lease let or demise shall not be exercised with respect to any part of the Club's premises which may be registered under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being obtained.
- (m) To fix the maximum number of each class of members who may be admitted to the Club.
- (n) To fine caution or suspend for such period as it thinks fit any member who shall wilfully infringe any provision of the Memorandum or Articles of Association or of the By-Laws Rules or Regulations of the Club or who shall in the opinion of the Directors be guilty either in or out of the Club premises of conduct unbecoming of a member or prejudicial to the interests of the Club.
- (o) To impose any restrictions or limitations on the rights and privileges of members honorary members and visitors relating to the use by them of the Club premises and/or amenity or facility therein contained or relating to their conduct behaviour clothing and dress whilst on the said premises.
- (p) To recommend the amount of honorarium payable to any member of the Board under Clause 4 of the Memorandum and subject to approval by a General Meeting to pay such honorarium.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



- (q) To repay actual out-of-pocket expenses incurred by any member of the Board.

39. Any By-Law Rule or Regulation made under these Articles shall come into force and be duly operative upon the posting of an appropriate notice containing such By-Law Rule or Regulation on the Notice Board.

**BOARD OF DIRECTORS  
(Meeting)**

40. (a) The Board shall meet at least once in every month for the transaction of business. The names of all members of the Board present and voting and minutes of all resolutions or proceedings of the Board shall be entered in a book provided for the purpose. The quorum of the Board shall be eight members of the Board.
- (b) The President of the Club shall if present preside at all meetings of the Board in his absence a Vice President shall preside and in the event of both President and Vice President being absent the meeting shall elect a member of the Board to be Chairman of the Meeting. The President or Chairman of such meeting shall have a deliberative vote only.

**GENERAL MEETING  
(Annual)**

41. The Annual General Meeting of the Club shall be held if practicable in the month of September in each year at such time and place as may be prescribed by the Board. At least fourteen days' written notice of all meetings shall be given to each member of the Club entitled to attend such meeting.

**GENERAL MEETING  
(Extraordinary General Meetings)**

42. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975

2256

*F. J. O. Ryan*

COMMISSIONER



43. An Extraordinary General Meeting may be called on any date by the President or the Board and shall be called by the Secretary upon receipt by him of a requisition which need not be in one document signed by not less than thirty Ordinary Members stating the business to be considered. The date of such meeting shall be within thirty days of receipt of the requisition and if the meeting be not so called the requisitionists or a majority of them may themselves call the meeting and for that purpose shall have access to the Register of members and any other records necessary for the purpose of calling meetings of members.

**GENERAL MEETING  
(Notice of)**

44. (a) Every notice convening a General Meeting shall be in writing and shall specify the place the day and the hour of the meeting and such information concerning the business proposed to be transacted as is required to be given by these Articles or the Act.
- (b) The period of notice in respect of General Meetings shall be as follows:-
- (i) Fourteen (14) days in respect of annual general meetings and such extraordinary general meetings as are convened for the purpose other than those requiring the passage of a special resolution.
- (ii) Twenty-one (21) clear days in respect of extraordinary general meetings convened for the purpose of passing a special resolution.

**GENERAL MEETING  
(Quorum)**

45. At an annual or extraordinary general meeting called by the President or the Board twenty (20) Ordinary Members present and entitled to vote shall be a quorum and at an extraordinary general meeting called on or by the requisition of members thirty five (35) Ordinary Members present and entitled to vote shall constitute a quorum. If a quorum be not

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

2256

*F. J. O. Ryan*

COMMISSIONER



present within fifteen minutes of the time fixed for an annual or extraordinary general meeting the meeting if convened on or by the requisition of members shall be dissolved; if convened by the President or by the authority of the Board it shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting the members present shall be a quorum.

**ANNUAL GENERAL MEETING  
(Business)**

46. The business of the Annual General Meeting shall be as follows:-

- (a) To confirm the Minutes of the previous Annual General Meeting.
- (b) To receive and consider the reports of the Board.
- (c) To receive and consider the Balance Sheet Income and Expenditure Account and the report of the Auditor.
- (d) To elect the Board for the ensuing year.
- (e) To appoint an auditor or auditors.
- (f) To deal with any business of which due notice has been given.
- (g) To deal with any other business that the meeting may approve of which due notice has not been given.
- (h) All business and notices of motion to be dealt with at the Annual General Meeting shall be handed to the Secretary at least twenty-eight (28) days prior to the date of such meeting.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 19 75.

2256

*F. J. O. Ryan*

COMMISSIONER



**ANNUAL GENERAL MEETING  
(Proceedings)**

47. The President shall if present be entitled to preside at all general meetings of the Club. In the event of the President being absent a Vice President shall preside and in the event of the President and Vice President being absent the Board shall elect a member of the Board to be Chairman of the Meeting.
48. Every question or motion submitted to a General Meeting of the Club shall be decided in the first instance by a show of hands and in the case of equality of votes the Chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote to which he is entitled as a member.
49. At any general meeting unless a poll is demanded by the Chairman or by at least five members present and entitled to vote at the Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
50. If a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the Chairman of the Meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote the Chairman shall determine the same and such determination made in good faith be final and conclusive.
51. The Chairman of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER



52. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. No poll shall be demanded on the election of a Chairman of a meeting and a poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
53. Any general meeting at which a quorum is present may be adjourned by resolution as the meeting may determine and no notice of such adjournment need be given.

**GENERAL MEETING  
(Minutes)**

54. The Board shall cause minutes to be kept by the Secretary in books provided for the purposes:-
- (a) Of all appointments of officers made by the Club in general meeting or by the Board.
  - (b) Of the names of the Directors present and voting at each meeting of the Board.
  - (c) Of the number of members present and voting at general meetings of the Club.
  - (d) Of all resolutions and proceedings at all meetings of the Club.

**FINANCIAL YEAR**

55. The financial year of the Club shall commence on the first day of July and end on the last day of June each year.

**ACCOUNTS AND AUDIT**

56. The Board shall cause correct accounts and books to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and showing in particular and without limiting the generality hereof:-

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

COMMISSIONER

*J. J. O. Ryan*



- (a) All sums of money received and expended by the Club and the matters in respect of which the receipt and expenditure takes place.
  - (b) All sales and purchases of goods by the Club.
  - (c) The assets credits and liabilities of the Club.
57. The books of account shall be kept at the registered office of the Club or at such other place as the Board thinks fit and shall always be open to the inspection of the Directors.
58. (a) The Board shall comply with the provisions of Section 162 of the Act and once every year cause to be prepared a Balance Sheet as at the end of the Club's financial year and an Income and Expenditure Account made up to the end of the financial year which Balance Sheet and Income and Expenditure Account shall together with the report of the Board and the Auditor's report be laid before the Annual General Meeting of the Club as provided for in Article 46 of these Articles.
- (b) The report of the Board referred to in the foregoing Clause (a) shall include statements showing:-
- (i) The amount (if any) written off for depreciation.
  - (ii) The amount if any which the Board proposes to transfer to the Reserve Fund or Funds of the Club.
  - (iii) The number of members of each class registered in the register of members at the date of the preparation of the report.
  - (iv) The names of Directors.
- (c) A copy of the Balance Sheet Auditor's Report and Income and Expenditure Account accompanied by a copy

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

2256

*F. J. O. Ryan*

COMMISSIONER



of the Report of the Board shall be posted to every Ordinary Member at least fourteen (14) days before the date of the General Meeting at which the said accounts and reports are to be presented.

#### AUDITORS

59. Auditors shall be appointed and their duties regulated in accordance with the provisions of Sections One hundred and sixty-five (165) One hundred and sixty-six (166) and One hundred and sixty-seven (167) of the Act.

#### SEAL

60. The Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board previously given and in the presence of two (2) Directors 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 Board.

#### VISITORS

61. Visitors shall not be admitted in the Club unless accompanied by a member. No visitor shall be supplied with liquor on Club premises unless on invitation and in company of a member.

#### SUPPLY OF LIQUOR AND USE OF POKER MACHINES

62. (a) No person under the age of eighteen (18) years shall be sold or supplied with liquor and no person under the age of twenty-one (21) years shall be permitted to use operate or play poker machines.
- (b) The provisions of Article 62 (a) shall not apply so as to prevent a person under twenty-one years of age and who has attained the age of eighteen years and has served outside Australia as a member of the Armed

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 1975.

2256

*F. J. O. Ryan*  
COMMISSIONER



Forces of the Commonwealth from using or operating or being allowed to use or operate poker machines in the Club premises.

#### NOTICES

63. A notice may be given by the Club to any member either personally or by sending it by post to him to his registered address or if he has no registered address within the State of New South Wales to the address if any within the said State supplied by him to the Club for the giving of notices to him.

Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting the notice and shall be deemed to have been effected in the case of a notice convening a meeting on the day following that on which the same shall have been posted and in any other case at the time at which the notice would have been delivered in the ordinary course of post.

If a member has no registered address within the State of New South Wales and has not supplied to the Club an address within the said State for the giving of notices to him a notice posted up on the Notice Board shall be deemed to be well served on such member at the expiration of twenty-four (24) hours after it is so posted up.

#### INDEMNITY

64. Every Director and every member of any Sub-Committee constituted under Article 38 and the Secretary and other officers of the Club and any person (whether an officer of the Club or not) employed by the Club as Auditor shall be indemnified out of the funds of the Club against a liability incurred by him as such Director or member of a Sub-Committee or as Secretary Officer or Auditor in defending any proceedings whether civil or 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 or in which he has been authorised to defend by the Board.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 19 75.

25th

DATED this

2256

*F. J. O. Ryan*  
COMMISSIONER



#### MISCELLANEOUS

65. Any heading attached to any of these Articles shall not affect the Memorandum of Association or these Articles.
66. No person other than the Club or its members shall directly or indirectly derive any profit or advantage from the fact that the Club is or may be registered in accordance with the provisions of Part X of the Liquor Act 1912 or under the Gaming and Betting (Poker Machines) Act 1956 or from any added value which may accrue because of such registration to the land upon which the Club's premises are situated.
67. The power to lease contained in the Memorandum of Association and in these Articles shall not be exercised in respect of any part or parts of the premises of the Club which may be the subject of a Certificate of Registration granted under the provisions of the Liquor Act 1912 as amended without the consent of the Licensing Court being first obtained.

#### AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

68. The Memorandum of Association and these Articles may be altered or amended at an Annual General Meeting or Extraordinary General Meeting of which due notice has been given to members of the Club. The majority required for passing of a resolution relating to such alterations or amendments to the Memorandum of Association or these Articles shall be seventy-five (75) per cent of the Foundation or Ordinary Members present and voting at the said meeting. Only Foundation or Ordinary members shall be entitled to vote on any resolution relating to alterations or amendments to the Memorandum of Association or these Articles.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

25th

day of July 19 75.

2256

*F. J. O. Ryan*

COMMISSIONER



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

Signatures of Subscribers

Witness to Signatures  
and Addresses

*Shirley Peterson*  
*Debra Zales*  
*Trinity Loney*  
*John*  
*Forbes*  
*Erin*  
*Ruby Kope*  
*Ulrich Kope*  
*Martha Smith*  
*W. S. [unclear]*  
*Bill [unclear]*

*Duke*  
*86 Lemmon Rd.*  
*Georges Hill*

DATED this *Sixteenth* day of *November* 1974

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

2256

*J. O. Ryan*

COMMISSIONER



179043

16 JUL 1975 A D P

15 JUL 1975

000327

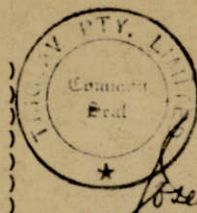
Commissioner for Corporate  
Affairs,  
175 Castlereagh St.,  
SYDNEY 2000.

Dear Sir,

re: Application - Registration of Name  
Triglav Club Limited

Triglav Pty. Limited hereby consents to the registration  
of the name of Triglav Club Limited as a Company Limited  
by guarantee.

The Common Seal of Triglav Pty. Limited  
is affixed hereto by  
authority of the Directors  
previously given in the  
presence of:

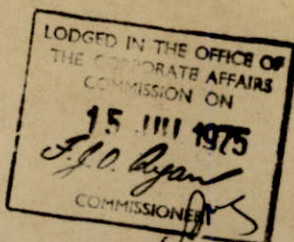


*Joseph A. Chairman*  
Director

*[Signature]*

Director

*[Signature]*  
Secretary



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General  
by notification published in the Government Gazette on the nineteenth day of June, 1970, to  
be an approved person for the purposes of Section three of the Evidence (Reproductions)  
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as  
a permanent record of a document in my custody or control.

day of July 1975.

25th

DATED this

*J.G.O. Ryan*  
COMMISSIONER

2256

M 10730



NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company  
179043

Companies Act, 1961  
(Section 16 (3))

Certificate of Incorporation of Public Company

This is to Certify that

TRIGLAV CLUB LIMITED

is, on and from the **fifteenth** day of **July**,  
19 **75**, incorporated under the Companies Act, 1961, and that the company  
is a company limited by ~~shares~~ <sup>6</sup> guarantee.

Given under the seal of the Corporate Affairs Commission at Sydney,  
this **fifteenth** day of **July**, 19**75**.

Exd.

*F. J. O. Ryan*

Commissioner.



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this 25th day of July 1975.

2256

*F. J. O. Ryan*

COMMISSIONER