

THE COMPANIES ACT 1961
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
HILL TOP GOLF AND COUNTRY CLUB LIMITED

1. The name of the company is Hill Top Golf and Country Club Limited.
2. The objects for which the company is established are:
 - (a) to incorporate the present unincorporated body known as Tatura Golf Club, the company thereby acquiring all the Club's assets and becoming responsible for the payment of all its liabilities;
 - (b) to promote the game of golf and other athletic sports and pastimes and to encourage social intercourse among the members of the company,
 - (c) to establish maintain and conduct a golf and country Club for the accommodation of the members of the company and their friends and generally to afford them all the usual privileges, advantages, conveniences and accommodation of a Club and particularly to maintain in good playing order for the benefit of the members the golf course and such other areas, grounds, courts and arenas as may be necessary for the purpose of the company and to uphold and keep all the company's premises in good and proper repair;
 - (d) to acquire by purchase lease or otherwise, golf links and grounds in the State of Victoria or elsewhere and to lay out prepare and maintain same for golf or other athletic sports or pastimes and to build or otherwise provide Club houses, dormitories, pavilions, dwelling houses and bungalows, workshops, stables, sheds, motor houses and other conveniences in connection therewith and to furnish, alter, enlarge, uphold and maintain the same and to permit the same to be used by members and employees of the company, and others either gratuitously or for payment;
 - (e) to acquire by purchase lease or otherwise any other lands, buildings, tenements and hereditaments which may be deemed by the company likely to advance or benefit either directly or indirectly the interest of the company;
 - (f) to manage improve farm cultivate and maintain all or parts of the lands, buildings, tenements and hereditaments of the company and to demise underlet exchange or otherwise deal with and dispose of the same either together or in portions for such considerations as the company may think fit and in particular for shares debentures or securities of any Company purchasing the same;
 - (g) to purchase hire make or provide and maintain all kinds of horses and livestock, motor cars, furniture, plate, linen, glass, books, papers, periodicals, stationery, billiard tables, card games, tools implements, machines, utensils and other things required or which may be conveniently used in connection with the links and grounds Clubhouse and other premises of the Company by persons frequenting the same, whether members of the Company or not;
 - (h) to prepare make supply sell and deal in all kinds of golf Clubs and balls and all apparatus used in connection with the game of golf and other athletic sports and pastimes and all kinds of liquors, tobacco, cigars, cigarettes, provisions and refreshments required or used by members of the company or other persons frequenting the links grounds or premises of the company and for the purpose of

carrying out the objects of the company or any of them to apply for and obtain and maintain in its own name or otherwise any licence under the Licensing Acts, or other Acts usually necessary or desirable and to transfer or otherwise dispose of the same and in particular to apply for registration of the company as a Club pursuant to the Provisions of the Licensing Acts;

- (i) to hire and employ all classes of persons considered necessary for the purpose of the company and to pay them and to other persons in return for the services rendered to the company salaries, wages, gratuities and pensions;
- (j) to promote and hold either alone or jointly with any other association Club or person meetings competitions and matches for the playing of golf or any other athletic sports or pastimes and to offer give or contribute towards prizes medals and awards therefore and to promote give or support dinners, balls, concerts and other entertainments;
- (k) to establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other associations or Clubs whose objects are similar or in part similar to the objects of the company or the establishment or promotion of which may be beneficial to the company, provided that no subscription be paid to any such other association or Club out of the funds of the company except bona fide in furtherance of the objects of the company;
- (l) to support and subscribe to any charitable or public body and any institution or Club to give pensions gratuities Christmas boxes or charitable aid to any person who may have served the company or to the wife widow children or other relatives of such persons to make payments towards insurances and to form and contribute to provident and benefit funds for the benefit of any persons employed by the company;
- (m) to invest and deal with the moneys of the company not immediately required upon such securities and in such manners as may from time to time be determined;
- (n) to guarantee the payment of money secured by or payable under or in respect of debentures bonds, debenture stock, contracts, mortgages, charges, obligations and securities of any company or of any persons whomsoever whether corporate or unincorporate;
- (o) to borrow or raise and give security for money by the issue of or upon bonds, debenture stock bills of exchange, unsecured notes, promissory notes or other obligations or securities of the company or by mortgage or charge upon all or any part of the property of the company;
- (p) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

LIABILITY

3. The liability of the members is limited.

CONTRIBUTION

4. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Company contracted before he ceases to be a member and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding twenty dollars.

5. The place in Victoria in which the registered office is proposed to be situate is Tatura Golf Club.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS;

Hubert Staner REILLY (Flour Miller)
297 Hogan Street
TATURA

Trevor Leon LA PEYRE (Chemist)
55 Service Street
TATURA

John Lance CROSS (Farmer)
Service Street
TATURA