



MEMBERS' PREFERENTIAL BOOKING SYSTEM (PBS) RULES

1. Only members of the Anglican Youth Department Diocese of Sydney Ski Lodge Limited ("the Company") are entitled to apply under and participate in the Members' Preferential Booking System outlined in and governed by these Rules. These Rules are administered by the Board of Directors of the Company ("the Directors").
2. There are two classes of participations in the Members' Preferential Booking System, namely: Class 1 and Class 2. The rights and privileges and initial Entrance Fees with respect to Class 1 participations are those set out in Rules 3 and 5 for the time being. The rights and privileges and initial Entrance Fees with respect to Class 2 participations are those set out in Rules 4 and 5 for the time being. These rights and privileges of Class 1 and Class 2 participations are also subject to the provisions of Rule 9 for the time being.

3. Class 1 Participations

- 3.1. The maximum number of Class 1 participations under the Members' Preferential Booking System is 130, but the Directors may vary this to between 120 and 140 in accordance with Rule 4A.2.
- 3.2. Subject to Rule 9.6, each member holding Class 1 participation(s) is entitled to the following rights and privileges:
 - 3.2.1. each winter season (June to October), on payment of member rate accommodation charges, either:
 - a) a total 14 nights per participation accommodation booking priority in the Lodge for the use of the member and accompanying guest(s); or
 - b) for a family which holds at least two Class 1 participations, 7 nights accommodation booking priority in the Lodge for each parent and each of their accompanying immediate children aged up to 18 years; and
 - 3.2.2. each winter season, where a family holds at least one, but less than two, Class 1 participations, their immediate children aged up to 18 years have a 7 night booking entitlement – these children's booking priority ranks with those of Class 2 participations and are charged the same accommodation rates as are charged for Class 2 participation bookings or at rates determined by the Directors; and
 - 3.2.3. during periods other than winter, use of the Lodge, subject to accommodation being available at the time requested and on payment of the usual accommodation charges; and
 - 3.2.4. the use and enjoyment of other facilities and amenities of the Lodge, subject to availability and on payment of the usual charges.
- 3.3. Up until 2014, subject to Rule 5.1A, applicants to purchase Class 1 participations from the Company paid an Entrance Fee of \$2,300 in respect of each Class 1 participation, with that Fee payable to the Anglican Youth Department Diocese of Sydney within a period of 30 days after the applicant had been informed that he or she has been admitted as a Class 1 participant in the Members' Preferential Booking System.
- 3.4. From 2015, subject to Rule 5.1B, applicants to purchase Class 1 participations from the Company shall pay the Company an Entrance Fee determined in accordance with Rule 5.1B, such Entrance Fee to be paid to the Company within a period of 30 days after the applicant has been informed that he or she has been admitted as a Class 1 participant in the Members' Preferential Booking System. *[Note that availability of Class 1 participations is subject to Rule 3.1.]*

4. Class 2 Participations

- 4.1. The maximum number of Class 2 participations under the Members' Preferential Booking System is 100, but the Directors may vary this to between 80 and 120 in accordance with Rule 4A.2.
- 4.2. Subject to Rule 9.6, each member holding Class 2 participation(s) has the same rights and privileges as those set out in Rules 3.2.1, 3.2.3 and 3.2.4 (but not those set out in Rule 3.2.2), except that in respect of winter season bookings:
 - 4.2.1. Class 2 participation accommodation booking priority ranks after that of Class 1 participations; and
 - 4.2.2. only families which hold at least three Class 2 participations are entitled to 7 nights accommodation booking priority in the Lodge for each parent and each of their immediate children aged up to 18 years.
- 4.3. Up until 2014, subject to Rule 5.1A, applicants to purchase Class 2 participations from the Company paid an Entrance Fee of \$750 in respect of each Class 2 participation, with that Fee payable to the Anglican Youth Department Diocese of Sydney within a period of 30 days after the applicant had been informed that he or she has been admitted as a Class 2 participant in the Members' Preferential Booking System.
- 4.4. From 2015, applicants to purchase Class 2 participations from the Company shall pay the Company an Entrance Fee determined in accordance with Rule 5.1B, such Entrance Fee to be paid to the Company within a period of 30 days after the applicant has been informed that he or she has been admitted as a Class 2 participant in the Members' Preferential Booking System. *[Note that availability of Class 2 participations is subject to Rule 4.1.]*
- 4.5. From 2015 and until such time as 100 Class 2 participations have been sold since the commencement of the Preferential Booking System, and subject to Rule 5.1B, in respect of each Class 2 participation Entrance Fee received in terms of Rule 4.4, the Company shall pay \$1,218 to the Anglican Youth Department Diocese of Sydney. If the Entrance Fee in terms of Rule 4.4 includes GST, then the \$1,218 shall also include GST. Furthermore, from 2016 onwards, this \$1,218 shall be adjusted from time to time by the Directors in a manner consistent with Rule 8.

- 4.6. For the purpose of determining when 100 Class 2 participations have been sold in terms of Rule 4.5, conversions in terms of Rule 4A.1 are ignored. *[Note that as at the end of 2014, 86.5 Class 2 participations had been sold since the commencement of the Preferential Booking System.]*

4A. Conversions between Class 1 and Class 2 Participations

- 4A.1 On application by a Class 1 or Class 2 participant, and subject to complying with Rules 3.1, 4.1 and 4A.2, the Directors may approve the conversion of one Class 1 participation to two Class 2 participations, or of two Class 2 participations to one Class 1 participation.
- 4A.2 The sum of 2 times the number of Class 1 participations plus 1 times the number of Class 2 participations must not exceed 360. *For example, 2 times 130 plus 1 times 100 equals 360, as does 2 times 140 plus 1 times 80, or 2 times 120 plus 1 times 120.*

5. Entrance Fees and Levies for Applicants Purchasing from the Company

- 5.1A Up until 2014, applicants who purchased Class 1 or Class 2 participations from the Company, also paid to the Company such Levies and Fees previously determined by the Directors in terms of Rule 9.2. Such Levies and Fees, as well as the Entrance Fees in terms of Rules 3.3 and 4.3, were adjusted from time to time by the Directors in a manner consistent with Rule 8.
- 5.1B From 2015, for applicants purchasing Class 1 or Class 2 participations from the Company, the Entrance Fee shall be set from time to time as no more than the Class 1 or Class 2 Maximum Transfer Price as determined from time to time in terms of Rule 8, and no less than the average Transfer Prices paid for recent Class 1 or Class 2 participation transfers in terms of Rules 7.2 to 7.4. The calculation of these average Transfer Prices already includes allowance for Levies and Fees that had applied in terms of Rule 9.2 prior to the participation transfers included in this calculation, but the calculation may be adjusted in respect of more recent Levies and Fees in terms of Rule 9.2.

5.2 Half-Participations

- 5.2.1. Holders of Class 1 and Class 2 participations who have one or more children aged under 18 years are entitled to purchase additional half-participations up to the number of such children. The Entrance Fee, Levies and Fees or the Transfer Price shall be equal to one-half of the Entrance Fee, Levies and Fees (as determined by Rules 3.3, 3.4, 4.3, 4.4, 5.1A, and/or 5.1B) or up to one-half of the Maximum Transfer Price (as determined by Rule 8).
- 5.2.2. Such half-participations confer the rights and privileges set out in Rules 3 and 4, except that the priority to book is a total 7 nights accommodation in respect of each half-participation.
- 5.2.3. Holders of Class 1 and Class 2 participations may transfer their half-participation to any eligible person (including to a child referred above) to enable that person to obtain all the rights and privileges provided for in Rule 5.2.2, but subject to Rule 7 which applies to such transfers.

6. Applications and Selection Procedures

- 6.1 All applications for Class 1 or Class 2 participation shall be made in writing in the form prescribed by the Directors. All applications for participation shall be dealt with and determined by the Directors.
- 6.2 If there are more applications for Class 1 participations than available per Rule 3.1, then the Class 1 participants shall be determined on the following criteria and procedures:
- firstly, by giving preference to those applicants who have been members of the Company for the longer periods of time; and
- secondly, where a number of applicants have the same period of membership in the Company, preference will be given according to dates on which applications were received; the earlier applications will be given priority; and
- thirdly, by random selection of names out of a hat.
- 6.3 All unsuccessful applicants for Class 1 participation will automatically be considered for Class 2 participation unless their applications expressly otherwise specify. Applications for Class 2 participation shall be dealt with and determined on the same criteria and procedures as apply to application of Class 1 participation.
- 6.4 All successful applicants for Class 1 and Class 2 participation shall be notified by the Directors within 14 days from the date that their applications are determined. Each Class 1 and each Class 2 participant shall, upon payment of his or her initial Entrance Fee, be issued with a receipt or certificate confirming that person's admission as a Class 1 or Class 2 participant in the Members' Preferential Booking System.

7. Transfer of Participations

- 7.1. Holders of Class 1 or Class 2 participations may transfer, with or without consideration, their participation(s) to a member of their immediate family provided that:
- 7.1.1. the proposed transferee shall have first been approved by the Directors; and
 - 7.1.2. the transferee shall be eligible for and shall obtain Class B membership in the Company.
- 7.2. Holders of Class 1 participations may transfer, with or without consideration, their participation(s) to any person other than a member of his or her immediate family subject to the following conditions:
- 7.2.1. Any holder of Class 1 participation(s) wishing to transfer his or her participation(s) shall first inform the Directors of his or her desire to do so.
 - 7.2.2. The Directors shall then notify all Class 2 participants of the relevant Class 1 participant's desire to transfer his or her participation, giving details of the price (if any) payable on the transfer, and the Directors will invite Class 2 participants to apply for the transfer within 14 days.
 - 7.2.3. If more than one application is received during the said period of 14 days, then the person to whom the participant shall transfer his or her participation shall be determined by the Directors on the following criteria and procedures:
 - firstly, preference will be given to that Class 2 participant who has been a member of the Company for the longest period of time; and
 - secondly, if two or more Class 2 participants have the same period of membership in the Company, preference will be given according to the dates of which the applications from those members were received; the earliest or earlier applications to be given priority; and
 - finally, if two or more applications from Class 2 participants having the same period of membership in the Company are received on the same date, then the names of those applicants shall be placed in a hat and the successful applicant shall be determined by random selection therefrom.
 - 7.2.4. If no Class 2 participant wishes to take a transfer of the Class 1 participant's participation, then the Class 1 participant will be free to sell his or her participation to any other person provided that:
 - a) the Directors approved of the transferee; and
 - b) the transferee shall be eligible for and shall obtain Class B membership in the Company.
- 7.3. Holders of Class 2 participations may transfer, with or without consideration, their participation(s) to any person other than a member of his or her immediate family provided that:
- 7.3.1. the Directors approve the transferee; and
 - 7.3.2. the transferee shall be eligible for and shall obtain Class B membership in the Company.
- 7.4. In respect of all transfers of Class 1 or Class 2 participations in terms of Rules 7.1 to 7.3:
- 7.4.1. applications for Class 1 or Class 2 participations offered for transfer by any holder of Class 1 or Class 2 participation(s) shall be made in writing in the form prescribed by the Directors; and
 - 7.4.2. the price which any holder of Class 1 or Class 2 participation(s) may charge for a transfer of his or her participation(s) shall not exceed the Maximum Transfer Price from time to time announced by the Directors in terms of Rule 8; and
 - 7.4.3. transfers of Class 1 or Class 2 participations shall be overseen by and arranged through the Directors in accordance with administrative procedures set by the Directors.
- 7.5. As an alternate to transferring in accordance with Rules 7.1 to 7.4, a holder of participation(s) ("the Donor") may donate his or her participation(s) to the Company. The Directors may agree in their absolute discretion, and in accordance with administrative procedures set by the Directors, that during the lifetime of one or more of the children of the Donor, those children shall be entitled to similar participation rights as the Donor (as varied for other similar participants from time to time) subject to:
- 7.5.1. whilst those children do not become members of the Company, and so are not entitled to Company voting rights or voting rights under these PBS Rules, between those children they shall each year pay the Company the equivalent of the Company annual subscription; and
 - 7.5.2. between those children, at least one booking shall be placed within each five year period; and
 - 7.5.3. if the equivalent of the Company annual subscription remains unpaid for 5 years, or no booking is placed within a 5 year period, then those children's participation rights shall cease; and
 - 7.5.4. on the death of the last child of the Donor, or cessation of rights in terms of Rule 7.5.3, the participation(s) may be resold by the Company in terms of these PBS Rules with all proceeds going to the Company.
- 7.6. If a holder of participation(s) has not paid his or her Company annual subscription for 5 or more years, or has owed any other amount to the Company for 5 or more years, then the Directors may list that holder's participation(s) for transfer or sale per Rules 7.2 to 7.4 and then hold the net sale proceeds within the Company accounts to be later claimed by that member or legal representative.
- 7.7. On the death of a holder of participation(s), the executor or administrator of the estate of that holder may deal with those participation(s) in a manner consistent with Rules 7.1 to 7.5.

8. Maximum Transfer Prices for PBS Participations

The Directors shall, in January of each year, calculate and announce the Maximum Transfer Prices which may be charged by members for the transfer of their participations during the coming calendar year as follows:

8.1. Until January 2004, the Maximum Transfer Prices from time to time shall be calculated as:

$P = EF \text{ times } Y_0 + SLt \text{ times } Y_t$, where

P means the Maximum Transfer Price

EF means the Entrance Fee paid or payable for a participation at May 1987

't' means the series of dates of determination in terms of Rule 9.2 from and including May 1987

SLt means the series of Levies and Fees determined in terms of Rule 9.2 at dates 't'

Yt means the series of figures which are the aggregates of:

the ratios of the CPI INDEX at the date of calculation divided by the CPI INDEXes at dates 't'; plus two per cent per annum (flat)

ie each $Y_t = \text{CPI INDEX at the date of calculation divided by the CPI INDEX at date 't'}$; plus 0.02 time the number of years between the date of calculation and date 't'

Y₀ means Yt as above calculated for 't' = May 1987.

8.2. After January 2004, subject to Rule 8.3, the Maximum Transfer Prices from time to time shall be calculated as:

$P = P_{04} \text{ times } Y_{04} + SLt \text{ times } Y_t$, where

P means the Maximum Transfer Price

P₀₄ means the Maximum Transfer Price for a participation at January 2004 in terms of Rule 8.1

't' means the series of dates of determination in terms of Rule 9.2 from January 2004

SLt means the series of Levies and Fees determined in terms of Rule 9.2 at dates 't'

Yt means the series of ratios of the CPI INDEX at the date of calculation divided by the CPI INDEXes at dates 't'

Y₀₄ means Yt as above calculated for 't' = January 2004.

8.3. Provided that each year from January 2005, if the application of Rule 8.2 would otherwise result in increases in the Maximum Transfer Prices, the Directors shall have the discretion to set smaller or zero increases in the Maximum Transfer Prices at that January.

For the purpose of this Rule 8, the "CPI INDEX" means THE CONSUMER PRICE INDEX, ALL GROUPS, SYDNEY published by the Australian bureau of Statistics or such similar index as shall be determined from time to time by the Directors.

9. Accommodation Fees, Special Levies, Transfer Fees, General Policy

9.1. The Directors of the Company have and may from time to time exercise the power to set and determine the accommodation rate charges, fees and tariffs, and the general policies and rules to apply with respect to booking for accommodation in and for the use and enjoyment of the Lodge by both members and by non-member guests including children of a donor in terms of Rule 7.5.

9.2. The Directors have and may from time to time exercise the power to set and determine the amounts to be charged to holders of Class 1 and Class 2 participations, as well as to children of a donor in terms of Rule 7.5, by way of Special Levies and Extra Fees for the management, maintenance, up-keep, and administration of the Lodge.

9.3. The Directors have and may from time to time exercise the power to set and determine Transfer Fees which may be charged by the Company upon the transfer of Class 1 and Class 2 participations.

9.4. The Directors have and may from time to time exercise the power to set and determine the amounts of interest which may be charged upon unpaid or overdue Levies and Fees which have been determined under these Rules.

9.5. As a condition of approving the transfer or donation of a participation in terms of Rule 7, the Directors may require all unpaid or overdue Levies, Fees and interest, which have been determined under these Rules in respect of the participation, as well as outstanding Company annual subscriptions, to be paid to the Company.

9.6. While any Levies, Fees and interest, which have been determined under these Rules, or any Company annual subscriptions, remain unpaid or overdue, the Directors may suspend that participation's rights and privileges in terms of Rules 3, 4 & 5.

10. Alterations To These Rules

10.1 The Rules hereinbefore set out may be altered only by a resolution passed by the members of the Company, which resolution satisfies each of the following conditions :

a) a majority of not less than 75% of all votes cast; and

b) a majority of not less than 50% of all votes cast by holders of Class 1 participations; and

c) a majority of not less than 50% of all votes cast by holders of Class 2 participations;

and not otherwise.

10.2 For the purposes of Rule 10.1(a), members shall have the number of votes as set out in Regulation 19 of the Articles of Association of the Company.

10.3 For the purposes of Rule 10.1(b), members shall have one (1) vote for each Class 1 participation held.

10.4 For the purposes of Rule 10.1(c), members shall have one (1) vote for each Class 2 participation held.