



ARTICLES OF ASSOCIATION

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CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
MASTER LOCKSMITHS ASSOCIATION OF AUSTRALASIA LIMITED
INTERPRETATION

1. Definitions

In these Articles, unless a contrary intention is apparent:

"Articles" means these Articles of Association as amended from time to time.

"Branch" means a branch of the Company based on a geographical region being a state or territory of the Commonwealth of Australia, the country of New Zealand, the country of Papua New Guinea and such other geographical regions as decided by the Directors from time to time.

"Chief Executive Officer" means the Company's Chief Executive Officer from time to time.

"Committee" means a committee formed or appointed under Article 53.

"Company" means Master Locksmiths Association of Australasia (ABN 26 008 578 603).

"Directors" means all or some of the Directors (including the President) of the Company acting as a board.

"Executive" means the administering body of a Branch.

"Law" means the Corporations Law.

"Member" means a member of the Company, who will only have the rights set out for that Member's category of membership as specified in Article 5.

"Member present" means a Member present at a general meeting of the Company in person or by duly appointed representative, proxy or attorney.

"Memorandum" means the Company's Memorandum of Association as amended from time to time.

"month" means calendar month

"Nominated Representative" means the person nominated by a Business Member or Trade Member that is a corporation or partnership or an International Member, in accordance with Article 5.

"Office" means the registered office from time to time of the Company.

"President" means the President from time to time of the Company.

"Register" means the Register of Members to be kept pursuant to the Law.

"Related Entity" has the meaning given to it in the Law.

"Returning Officer" means the Returning Officer appointed pursuant to Article 60.

"Seal" means the common seal from time to time of the Company and where the context permits includes any duplicate seal or official seal of the Company.

"Secretary" includes any person appointed to perform the duties of Secretary of the Company temporarily, and where more than one Secretary has been appointed means any one of such Secretaries.

"Special Resolution" has the meaning given to it in the Law.

"Technical Employee" means the employee of a Business Member referred to in Article 5(b) or an employee of an International Member referred to in Article 5(k).

"year" means calendar year.

2. Interpretation

In these Articles, unless a contrary intention is apparent:

- (a) the headings to the various Articles and parts of Articles do not affect the construction of the Articles;
- (b) a reference to a person includes a natural person, corporation, incorporated association, statutory corporation, the Crown and any other type of legal entity;
- (c) powers conferred on the Company, the Directors, a Committee, a Director or a Member may be exercised at any time and from time to time;
- (d) references to writing and written include any method of representing or reproducing words in a visible form including, without limiting the generality of the foregoing, telegram, telex, facsimile or any other mode of transmission capable of producing or reproducing words in visible form;
- (e) unless otherwise defined in these Articles, words which are given a meaning in the Law have the same meaning in these Articles;

- (f) the references to notices in Articles 67 to 70 (both inclusive) include not only formal notices of meeting but also all documents and other communications from the Company to the Members but do not include cheques; and
- (g) words importing the singular include the plural and vice versa and each gender includes each other gender.

PURPOSE

- 3. The Company is established for the purposes set out in the Memorandum.

MEMBERSHIP

4. Who can be Members

The Members of the Company will be:

- (a) the subscribers to the Memorandum; and
- (b) such other persons as the Directors may admit to membership in accordance with these Articles.

5. Categories of Member

- (a) A person may be admitted as a Member in one of the following categories of membership:
 - (i) Business Member;
 - (ii) Individual Member;
 - (iii) Student Member
 - (iv) Associate Member
 - (v) Honorary Member;
 - (vi) Trade Member;
 - (vii) Life Member;
 - (viii) Certified User;
 - (ix) Fellow Member; and
 - (x) International Member
- (b) A Business Member may hold membership in one or more of the following sub-categories:

- (i) master locksmithing – being the conduct of a business in a comprehensive range of locksmithing activities as defined by the Directors from time to time;
- (ii) general locksmithing - being the conduct of a business in a wide range of locksmithing activities as defined by the Directors from time to time;
- (iii) safes - being the conduct of a business which has as its primary function the installation, maintenance and opening of safes and other storage containers;
- (iv) automotive - being the conduct of a business which has as its primary function the servicing, maintenance, opening and installation of automotive locks and other automotive security equipment; and
- (v) electronic locksmith - being the conduct of a business which has as its primary function the installation of electronic and electrical locking and access systems and other associated security systems.

A person may only be admitted as a Business Member if that person -

- (i) carries on a locksmithing business
- (ii) has passed or employs a natural person ("the Technical Employee") who has passed the Company's competency test appropriate for the sub-category of membership (as described in this paragraph (b)) as set by the Company from time to time and who is an Individual Member;
- (iii) demonstrates, in accordance with criteria established by the Directors from time to time and to the satisfaction of the Executive of the Branch to which the person has applied for membership, competence to operate a business; and
- (iv) demonstrates, to the satisfaction of the Executive of the Branch to which the person has applied for membership, that person's good public standing.

A Business Member must -

- (i) pay to the Company a joining fee as determined by the Directors from time to time and an annual subscription as determined by the Directors from time to time (and that subscription will constitute payment of the Individual Member subscription payable by the Technical Employee of that Business Member); and

- (ii) nominate to the Company a person, who has authority to represent the Member in its dealings with the Company, as its Nominated Representative.

A Business Member will be entitled -

- (i) to attend meetings of the Company and meetings held exclusively for Business Members and to vote on matters to be decided at such meetings;
 - (ii) to receive publications from the Company;
 - (iii) upon execution of the Company's agreements relating to use of the Company's products, to use the Company's products determined by the Directors from time to time as appropriate for their sub-category of membership in accordance with those agreements;
 - (iv) to display the Company's logo and the Business Member's membership of the Company, provided that it states its correct sub-category of membership (as specified in this paragraph (b)) in any such display; and
 - (v) to have its Nominated Representative or director elected as a Director or the President and to vote in elections for these positions.
- (c) An Individual Member may hold membership in one or more of the following sub-categories -
- (i) master locksmithing – being engagement in a comprehensive range of locksmithing activities as defined by the Directors from time to time;
 - (ii) general locksmithing - being the engagement in a wide range of locksmithing activities as defined by the Directors from time to time;
 - (iii) safes - being the engagement primarily in the installation, maintenance and opening of safes and other storage containers;
 - (iv) automotive - being the engagement primarily in the servicing, maintenance, opening and installation of automotive locks and other automotive security equipment; and
 - (v) electronic locksmith - being the engagement primarily in the installation of electronic and electrical locking and access systems and other associated security systems.

A person may only be admitted as an Individual Member if that person -

- (i) is a natural person who has passed the Company's competency test appropriate for the sub-category of membership (as defined in this paragraph (c)) as set by the Company from time to time; and
- (ii) demonstrates, to the satisfaction of the Executive of the Branch to which the person has applied for membership, the person's good public standing.

An Individual Member must pay to the Company a joining fee as determined by the Directors from time to time and an annual subscription as determined by the Directors from time to time (which subscription will be deemed to have been paid where that Individual Member is a Technical Employee of a Business Member which has paid its annual subscription).

An Individual Member will be entitled -

- (i) to attend meetings (other than meetings exclusively for Business Members) but not to vote as an Individual Member on matters to be decided at such meetings;
- (ii) to receive publications from the Company; and
- (iii) to display the initials "MMLA (Ind)" (or such other initials as determined by the Directors from time to time) in the manner determined by the Directors from time to time,

but will have no other rights in relation to the Company.

(d) A person may only be admitted as a Student Member if that person -

- (i) is a natural person who is undertaking a course of study approved by the Directors; and
- (ii) demonstrates, to the satisfaction of the Executive of the Branch to which the person has applied for membership, the person's good public standing.

A Student Member must pay to the Company a joining fee as determined by the Directors from time to time and an annual subscription as determined by the Directors from time to time.

A Student Member will be entitled -

- (i) to attend meetings (other than meetings exclusively for Business Members) but not to vote on matters to be decided at such meetings;
- (ii) to receive publications from the Company, and
- (iii) subject to Articles 9 and 10 to retain Student Membership for a maximum period of 4 years,

but will have no other rights in relation to the Company.

- (e) A person may only be admitted as an Associate Member if that person –
- (i) is a natural person who is employed in the locksmithing or security industry; and
 - (ii) demonstrates, to the satisfaction of the Executive of the Branch to which the person has applied for membership, the person's good public standing.

An Associate Member must pay to the Company a joining fee as determined by the Directors from time to time and an annual subscription as determined by the Directors from time to time.

An Associate Member will be entitled -

- (i) to attend meetings of the Company (other than meeting exclusively for Business Members) but not to vote on matters to be decided at such meetings;
 - (ii) to receive publications from the Company,
 - (iii) to display the initials "MMLA (Assoc)" (or such other initials as determined by the Directors from time to time), in the manner specified by the Directors from time to time; and
 - (iv) upon execution of the Company's agreements relating to use of the Company's non restricted products, as determined by the Directors from time to time, to use those products in accordance with the agreements, but will have no other rights in relation to the Company.
- (f) A person may be admitted as an Honorary Member if that person is invited by the Directors to accept honorary membership and accepts such membership. An Honorary Member will be entitled to remain an Honorary Member for a period of 12 months commencing on the date of acceptance of such membership. An Honorary Member will be entitled -
- (i) to attend meetings of the Company (other than meetings exclusively for Business Members) but not to vote on matters to be decided at such meetings; and
 - (ii) to receive publications from the Company,
- but will have no other rights in relation to the Company.
- (g) A person may be admitted as a Trade Member if that person is invited by the Directors to accept trade membership and accepts such membership.

A Trade Member must -

- (i) pay to the Company a fee as determined by the Directors from time to time for such membership; and
- (ii) nominate to the Company a person, who has authority to represent the member in its dealings with the Company, as its Nominated Representative.

A Trade Member will be entitled -

- (i) to attend meetings of the Company (other than meetings held exclusively for Business Members) but not vote on matters to be decided at such meetings;
- (ii) to receive publications from the Company; and
- (iii) to display initials "MMLA (Trade Member)" (or such other initials as determined by the Directors from time to time), in the manner specified by the Directors from time to time,

but will have no other rights in relation to the Company.

- (h) A person may be admitted as a Life Member if that person is invited by the Directors to accept Life Membership and accepts such membership. The Directors may only invite a person to accept Life Membership if that person has attained a distinguished position or achievement and has rendered valuable assistance to the Company or the locksmithing and security industry. A Life Member will be entitled -

- (i) to attend meetings of the Company;
- (ii) if before becoming a Life Member he was entitled to vote, to vote on matters to be decided at such meetings;
- (iii) to receive publications from the Company;
- (iv) in accordance with Article 33A to be elected as a Director or President; and
- (v) if before becoming a Life Member he was entitled to vote, to nominate persons for election as a Director or President and to vote in such elections.

- (i) A person may be admitted as a Certified User if that person -

- (i) has established at least two (2) years' continuous service in the locksmithing and security industry;
- (ii) produces two (2) character references which expressly state that, in the opinion of the referee, the applicant is a trustworthy person of good character and repute or, in the case of a company or firm, that the business carried on by the company or firm is a reputable business and that the named person or persons being in control of the business are trustworthy and are persons of good character and repute; and
- (iii) demonstrates in accordance with the criteria established by the Directors from time to time and to the satisfaction of the Executive of the Branch to which the person has applied for membership -

- (aa) competence to operate a business; and
- (bb) a good public standing.

A Certified User must pay to the Company a joining fee as determined by the Directors from time to time and an annual fee as determined by the Directors from time to time.

A Certified User will, upon execution of the Company's agreements relating to use of the Company's restricted products, be entitled to use the Company's restricted products in accordance with those agreements, but will not be entitled to any other rights in relation to the Company.

A person whose application to be admitted as a Certified User is rejected by the Executive of the Branch to which the application is made may -

- (i) make a request in writing to the Executive to be given the reason or reasons for rejection of the application; and/or
- (ii) appeal to the next meeting of the Executive seeking a review of the application.

Any continuing dispute in relation to an application made pursuant to this Article 5(i) may be referred to arbitration for determination.

A Certified User will have no other rights in relation to the Company.

- (j) A person may be admitted as a Fellow Member if that person is invited by the Directors to accept a Fellow Membership and accepts such membership. The Directors may only invite a person to accept a Fellow Membership if that person has retired and prior to retirement was either a Member or a Nominated Representative of a Member and can further contribute to the Company or the locksmithing and security industry. A Fellow Member will be entitled -

- (i) to attend meetings of the Company (other than meetings exclusively for Business Members) but not to vote on matters to be decided at such meetings; and
- (ii) to receive publications from the Company,

but will have no other rights in relation to the Company.

- (k) A person may be admitted as an International Member if that person:

- (i) carries on a locksmithing business outside of a state or territory of

- (ii) the Commonwealth of Australia and the country of New Zealand;
- (ii) has passed or employs a natural person (the “Technical Employee”) who has passed the Company’s competency test determined by the Directors from time to time to be appropriate for the country or countries in which that person carries on the business;
- (iii) demonstrates in accordance with criteria established by the Directors from time to time, the competence to operate a business; and
- (iv) demonstrates to the satisfaction of the Directors that person’s good public standing.

An International Member must:

- (i) pay to the Company a joining fee as determined by the Directors from time to time and an annual subscription as determined by the Directors from time to time; and
- (ii) nominate to the Company a person who has authority to represent the Member in its dealings with the Company, as its Nominated Representative

An International Member will be entitled:

- (i) to attend meetings of the Company (other than meetings held exclusively for Business Members) but not vote on matters to be decided at such meetings;
- (ii) to receive publications from the Company;
- (iii) upon execution of the Company’s agreements relating to use of the Company’s products as determined by the Directors from time to time and the passing of relevant competency tests determined by the Directors from time to time, to use outside of a state or territory of the Commonwealth of Australia and New Zealand, the Company’s products determined by the Directors from time to time as appropriate;
- (iv) to display the initials “MMLAA (Int)” and/or the Company’s logo determined by the Directors from time to time as being appropriate for this category of membership

but will have no other rights in relation to the Company

- (l) No Member may act on behalf of or make any public statement or representation on behalf of the Company unless authorised by the Directors to do so.
- (m) In the case of Business Members and Trade Members which are corporations or partnerships and International Members:
 - (i) the Company will correspond with the Nominated Representative of that Member and that Nominated Representative will represent that Member in all of its dealings with the Company; and

- (ii) if there is a change in the majority control of the Member, that Member must re-apply for membership of the Company in accordance with the provisions of this document.

5A. General Requirements for Membership

Each Member must ensure that it and each of its officers, employees and agents (including -

- (a) in the case of a Business Member or International Member, its Technical Employee and Nominated Representative; and
- (b) in the case of a Trade Member, its Nominated Representative)

complies with any legal requirement (including any legislation, regulation, industry code or determination by an appropriate authority) that applies to that Member's business from time to time.

6. Application for Membership

Every applicant for membership as a Business Member must be proposed by one and seconded by another Member to both of whom the applicant is known personally. Every application for membership of the Company must be made in writing, signed by the applicant (and by the proposer and seconder in the case of an application for membership as a Business Member), in the form approved by the Directors from time to time, and except in the case of an International Member forwarded to the Branch where the person applying for membership -

- (a) in the case of a person applying to be a Business Member or Certified User, conducts its principal business; and
- (b) in the case of a person applying to be an Individual Member or a Provisional Member, is resident.

Applications for International Member are to be forwarded to the Chief Executive Officer

7. Consideration of Applications

- (i) At the next meeting of the Executive of a Branch which, in accordance with Article 6, receives an application for membership after the receipt of the application, that application must be considered by the Executive which may determine to accept or reject the application.
- (ii) Upon receipt of an application for International Member the Chief Executive Officer will forward such application to a panel of three members of the Board (appointed by the Board from time to time) for consideration.

7A. Review of Decision to Reject Membership Application

- (i) A person whose application to be admitted as a Member (other than a Certified User) is rejected by the Executive of the Branch to which the application is made may -

- (a) make a request in writing to the Executive to be given the reason or reasons for rejection of the application; and/or
 - (b) appeal to the next meeting of the Executive seeking a review of the application; and
 - (c) appeal to the Directors if the Executive rejects the application a second time.
- (ii) A person whose application for International Member is rejected by the panel of three Directors appointed by the Board may
- (a) make a request in writing to the Chief Executive Officer to be given the reason or reasons for rejection of the application; and/or
 - (b) appeal to the next meeting of the Board seeking a review of the application.

8. Notice of Membership

When an applicant has been accepted for membership, the Chief Executive Officer must forthwith send to the applicant written notice of admission to membership.

9. Ceasing to be a Member

- (a) A Member may at any time by giving one month's notice in writing to the Chief Executive Officer and paying any outstanding fees resign as a Member but will continue to be liable for any sum not exceeding one hundred dollars (\$100.00) under Clause 5 of the Memorandum.
- (b) A Member will cease to be a Member if -
- (i) the Member, being a natural person -
 - (aa) dies;
 - (bb) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health; and/or
 - (cc) becomes an insolvent under administration or suspends payment generally to his or her creditors;
 - (ii) the Member, being a partnership, is dissolved;
 - (iii) the Member, being a body corporate, is deregistered or subject to any form of insolvency administration;
 - (iv) the Member fails to pay any monies due to the Association within one month after the due date;
 - (v) the Member ceases to be engaged in the locksmith and security industry for a period of greater than 12 months;

- (vi) the Member, being a Business Member, fails to employ an Individual Member who has satisfied the competency test required for that Member to be a Business Member for a period greater than three months;
- (vii) the Member, being a Certified User, fails to comply with the requirements set out in Article 5(i); and/or
- (viii) the Member being an International Member fails to employ for a period greater than three months a person who has satisfied any required competency test.

10. Disciplinary Action

If any Member wilfully refuses or neglects to comply with the provisions of the Memorandum or Articles or has engaged in any conduct which in the opinion of the Directors is unbecoming of a Member or prejudicial to the interests of the Company, the Directors may expel that Member from the Company and remove that Member's name from the Register or take any other disciplinary action which the Board deems appropriate ("Disciplinary Action").

11. Resolution for Disciplinary Action

At least one week before the meeting of the Directors at which a resolution for Disciplinary Action is passed, the Member must be given notice:

- (a) of that meeting;
- (b) of what is alleged against the Member;
- (c) of the intended resolution for Disciplinary Action;
- (d) of the nature of the Disciplinary Action proposed; and
- (d) that the Member will have the opportunity at the meeting and before the passing of the resolution of giving orally or in writing any explanation or defence the Member may think fit.

A Member may elect, by notice in writing lodged with the Chief Executive Officer at least twenty-four hours before the time for holding the meeting at which the resolution for Disciplinary Action is to be considered by the Directors, to have the question of that Member's Disciplinary Action dealt with by the Company in general meeting. In that event a general meeting of the Company will be called for the purpose. If at that general meeting a resolution for the Disciplinary Action (which resolution will include the nature of the Disciplinary Action proposed to be taken) of the Member is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member will be disciplined accordingly.

GENERAL MEETING12. Annual general meeting and general meetings.

Subject to the Law, a general meeting shall be held at least once in every year within the period of five months following the end of each financial year. Each general meeting shall be held at such time and place as may be determined by the Directors. Each general meeting before which the annual accounts of the Company are to be laid shall be called an annual general meeting. All other meetings of the Company shall be called general meetings.

13. Convening of general meetings.

A general meeting of the Company may be convened by any Director at such time and place as he or she thinks fit and otherwise as permitted or required by the Law. In the case of a general meeting called in pursuance of a requisition of Members, no business other than that stated in the resolution as the object of the meeting will be transacted save with the consent of a resolution of a majority of the Directors.

14. Notice of general meeting.

Subject to the provisions of the Law, not less than fourteen (14) days' notice in writing of any general meeting specifying the place, day and hour of the meeting and in the case of special business the general nature of such business must be given in the manner provided in these Articles to the Members entitled to be present at that meeting and to the auditor for the time being of the Company.

15. Omission to give and non-receipt of notice.

Subject to the Law, the non-receipt of a notice by or the accidental omission to give a notice to any of the Members of any general meeting will not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT MEETINGS16. Business of general meetings.

The business of an annual general meeting will be all or any of the following, namely to receive and consider the balance sheet, the profit and loss account, and the reports of the Directors and of the auditor for the time being of the Company, to elect Directors and to transact any other business which, under the Law or these Articles, is required to be transacted at any annual general meeting and any business which is brought under consideration by any reports of the Directors issued with the notice convening the meeting. All other business transacted at an annual general meeting and all business transacted at any other general meeting is deemed to be special. The auditor is entitled to attend and be heard on any part of the business of any general meeting which concerns him or her as auditor.

17. Quorum.

The quorum for a general meeting is sixty (60) Members present in person or by representative, proxy or attorney and entitled to vote at that meeting. No business shall be transacted at any meeting (other than an adjourned meeting under Article 20) except the election of a Chairperson and the adjournment of the meeting, unless the requisite quorum is present when that meeting proceeds to business.

18. Chairperson.

(a) The person who immediately before any general meeting is Chairperson of Directors is entitled to take the chair at such meeting, or if there is no Chairperson, or if at any general meeting he or she is not present within

fifteen (15) minutes after the time appointed for holding the meeting, or being present, is unwilling to act as Chairperson of the meeting, the person who immediately before any general meeting is Vice- Chairperson or Deputy Chairperson of Directors is entitled to take the chair at such meeting, or if there is no Vice-Chairperson or Deputy Chairperson, or if at any general meeting he or she is not present at the time appointed for holding the meeting, or being present, is unwilling to act as Chairperson of the meeting, the Members present must choose another Director as Chairperson and, if no Director is present or if all the Directors present decline to take the chair, then the Members present shall choose one of their number to be Chairperson of that meeting.

(b) The Chairperson is responsible for the general conduct of meetings of the Company and for the procedures to be adopted at them. Except as otherwise required by the Law or by these Articles, the Chairperson of any general meeting may at any time he or she considers it necessary or desirable for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any question, motion or resolution being considered by the meeting and require such question, motion or resolution to be put to a vote of the Members present, in which case a vote shall be taken on the question, motion or resolution without further debate or discussion by the Members present. The Chairperson may require the adoption of such procedures as in his or her opinion are necessary or desirable for the proper and orderly casting or recording of votes at any general meeting of the Company whether on a show of hands or on a poll or ballot.

19. Adjournment in absence of quorum.

If within fifteen minutes after the time appointed for the meeting a quorum is not present, the meeting, if convened upon a requisition pursuant to the Law, will be dissolved, but in any other case it will stand adjourned to the same day in the next week at the same time and place, and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting will be dissolved.

20. Adjournment.

The Chairperson of a general meeting or of an adjourned meeting may at any time during the course of such meeting adjourn from time to time and place to place the meeting or any business, motion, question or resolution being considered or remaining to be considered by such meeting or any debate or discussion in relation to it and may adjourn any such business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting. In the event of the Chairperson exercising his or her rights of adjournment of a meeting pursuant to this Article he or she will have the sole discretion to decide whether to seek the approval of the Members present to that adjournment and, unless the Chairperson exercises his or her discretion in that regard, no vote shall be taken by the Members present in respect of any such adjournment.

21. Voting.

Every question submitted to a meeting must be decided in the first instance by a show of hands of the Members present and entitled to vote, and, in the case of an equality of votes, the Chairperson shall, both on a show of hands and at a poll, not have a casting vote in addition to the vote or votes to which he or she may be entitled as a Member or as a proxy, attorney or duly appointed representative of a Member.

22. Demand for poll.
Declaration of vote on show of hands.

At any meeting, unless a poll is demanded (before or upon the declaration of the result of the show of hands) by:-

- (a) the Chairperson; or
- (b) at least five Members then present personally or by representative, proxy or attorney,

a declaration by the Chairperson that a resolution has been passed or lost, having regard to the majority required, and an entry to that effect in the book to be kept of the proceedings of the Company, signed by the Chairperson of that or the next succeeding meeting, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. A poll may be demanded either immediately before or immediately after any question is put to a show of hands.

23. Taking a poll.
Admission or rejection.

If a poll is demanded under Article 22, it shall be taken in such manner and at such time and place as the Chairperson of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote, the Chairperson will determine the dispute and his or her determination made in good faith shall be final and conclusive and not questioned.

24. Continuance of business after demand for poll.

The demand for 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. A poll will not be demanded on the election of a Chairperson of a meeting and a poll demanded on any question of adjournment shall, subject to Article 20, be taken at the meeting and without adjournment.

25. Notice of adjournment.

If any general meeting is adjourned for more than twenty-one days, a notice in writing of such adjournment must be given to all the Members in the same manner as if it were a notice of a general meeting called to consider a Special Resolution.

VOTES OF MEMBERS

26. Voting rights of Members.

Subject to any rights or restrictions on voting from time to time affecting any class of Member, every Business Member and Life Member (subject to Article 5(h)) present in person or by representative, proxy or attorney has one vote.

27. How votes may be given.

Votes may be given personally or by representative, proxy or attorney, as provided in these Articles.

28. Representatives of corporations.

Any corporation, being a Member and entitled to vote, may by resolution of its directors or by an instrument of proxy authorise any person, though not a Member of the Company, to act as its representative at meetings, and that representative, in accordance with that authority and until that authority is revoked by the corporation which he or she represents, is entitled to exercise the same powers on behalf of the corporation which he or she represents as that corporation could exercise if it were a natural person who was a Member.

29. Appointment of proxies.

- (a) Any Member may appoint another person to vote on the Member's behalf and may direct the proxy to vote either for or against each or any resolution.
- (b) A proxy may but need not be a Member.
- (c) The instrument appointing a proxy (and power of attorney, if any, under which it is signed or proof of that power to the satisfaction of the Directors) must be deposited, duly stamped (if necessary), at the Office (or such other place or places as the Directors may determine from time to time) not less than forty-eight hours before the time for the holding of the meeting or adjourned meeting or poll at which the person named in that instrument

proposes to vote. An instrument appointing a proxy will not, except as provided in this Article, be valid after the expiration of twelve months following the date of its execution.

- (d) Any Member who is or intends to be absent or resident abroad may deposit at the Office an instrument duly stamped (if necessary) appointing a proxy and such appointment shall be valid for all meetings whatever during that absence or residence abroad and until it is revoked.

30. Form and execution of instrument of proxy.

An instrument appointing a proxy shall be in writing under the hand of the Member or the Member's attorney or if the Member is a corporation under its common seal or under the hand of a duly authorised officer, but need not be witnessed and may be in the usual common form or in such other form as the Directors may from time to time prescribe or accept. The instrument of proxy will be deemed to include the right of the proxy to demand or join in demanding a poll and will (except to the extent to which the proxy is specially directed to vote for or against any proposal) include power for the proxy to act generally at the meeting for the person giving the proxy. An instrument will unless the contrary is stated in it be valid as well for any adjournment of the meeting as for the meeting to which it relates.

31. Attorneys of Members.

Any Member entitled to vote at all or certain specified meetings of the Company may, by duly executed power of attorney, appoint an attorney to act on behalf of the Member at those meetings and that power of attorney or proof of it to the satisfaction of the Directors shall be produced for inspection at the Office (or such other place or places as the Directors may determine from time to time), together with such evidence of the due execution of it as the Directors may require, before the attorney shall be entitled to act under it, and the attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

32. Validity of vote given in accordance with instrument of proxy.

A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous revocation of the proxy or power of attorney in respect of which the vote is given, provided no intimation in writing of the revocation has been received at the Office before the meeting. A proxy will not be revoked by the principal attending and taking part in the meeting unless such principal actually votes on a particular show of hands or poll at such meeting on the resolution for which the proxy is to be used.

DIRECTORS

33. Number of Directors.

The number of Directors shall be not less than three (3) nor until otherwise determined by the Company in general meeting more than twelve (12), Not less than one (1) Director must be a person ordinarily residing in Australia.

33A. Qualification

- (a) A person is incapable of being appointed as a Director or the President unless he or she is a natural person who has attained eighteen years and is:
 - (i) a Life Member of the Company who is entitled to vote; or
 - (ii) a Nominated Representative or director of a Business Member
- (b) A Business Member must not allow more than one of its officers, employees, agents or Nominated Representative to be a Director (including the President) at the same time, even if that Business Member or Trade Member has operations in more than one Branch. For the purposes of this Article 33A(b), an officer, employee, agent or Nominated Representative of a Related Entity of a Business Member or Trade Member will be deemed to be an officer, employee, agent or Nominated Representative of that Business Member or Trade Member.
- (c) A Corporation is not eligible to be appointed a Director of the company

34. No Remuneration

Directors will not be remunerated for the provision of their services as Directors. Notwithstanding the foregoing, all reasonable travel, out of pocket and accommodation expenses properly incurred by Directors in attending board meetings and to any other business that may be approved by the Directors will be reimbursed by the Company.

35. Term of Office

- (a) Subject to paragraphs (b) and (c), a Director will, subject to Articles 46 and 47, hold office for a period of two years following that Director's appointment or election and will, subject to Article 33A, be eligible for re-election.
- (b) The President will, subject to Articles 46 and 47, hold office for a period of two years following the President's election and will, subject to Article 33A, be eligible for re-election.
- (c) At the annual general meeting of the Company in each year one half of the number of Directors (or if that number is not a multiple of two then the nearest whole number less than one half) must retire from office and, subject to paragraph (b) and Article 33A, will be eligible for re-election. The one half (or other nearest number) to so retire will be those directors who have been longest in office or if appointed to fill a casual vacancy created by a Director vacating office would have been longest in office had they been elected at the time the vacating Director was elected. As between two directors who have been in office an equal length of time the director to retire will, in default of agreement between them, be determined by lot.

36. Nomination

- (a) (i) Subject to Article 33A, each Branch will be entitled, but not required, to have an eligible person nominated by Business Members and eligible Life Members of that Branch elected as a Director. If only one person is nominated by the Branch, that person will be deemed to be elected as a Director at the general meeting of the Company held to declare Directors elected or, if necessary in accordance with Article 37(a), to elect Directors. If more than one person is nominated by the Branch, the provisions of Article 37(a) will apply.
- (ii) A Branch nominating an eligible person to be a Director must lodge with the Returning Officer not less than fifty days before the general meeting at which Directors are to be declared elected or to be elected in accordance with Article 37(a) a nomination form signed by the nominee.
- (iii) If the person nominated by a Branch is elected as both a Director and the President, that Branch will not be entitled to have another person nominated by that Branch elected as a Director.
- (b) (i) Any Business Member or eligible Life Member may nominate an eligible person to be the President. If only one person is nominated, that person will be deemed to be elected as the President at the general meeting of the Company held to declare Directors elected or, if necessary in accordance with Article 37(b) elect Directors. If more than one person is nominated, the provisions of Article 37(b) will apply.
- (ii) A Member nominating an eligible person to be the President must lodge with the Returning Officer not less than fifty days before the general meeting at which Directors are to be declared elected or to be elected a nomination form signed by the nominee.

37. Election

- (a) If a Branch nominates more than one eligible person for the position of a Director, the person to be appointed as the Director must be decided by a secret ballot of Business Members and eligible Life Members of the Company, such ballot being conducted by the Returning Officer over a period of not less than 21 days from the date on which ballot papers are forwarded to eligible members. The Returning Officer will declare the result of such a vote and the person with the most votes will be deemed to be elected as a Director. If two or more persons have the same number of votes and no other person has more votes, the election of the person to be the Director must be decided by a further vote of eligible Members of the Company in general meeting.
- (b) If more than one eligible person is nominated for the position of President, the person to be appointed as the President must be decided by a secret ballot of Business Members and eligible Life Members of the Company, such ballot being conducted by the Returning Officer over a period of not less than 21 days from the date on which ballot papers are forwarded to eligible members. The Returning Officer will declare the result of such a vote and the person with the most votes will be deemed to be elected as the President. If two or more persons have the same number of votes and no other person has more votes, the election of the person to the President must be decided by a further vote of eligible Members of the Company in general meeting.

38. Company may increase or reduce Directors.

The Company in general meeting may from time to time increase or reduce the number of persons who may be appointed Directors but the minimum shall not be reduced below three.

39. Power to fill casual vacancies and appoint additional Directors.
Retirement of appointees.

Subject to Articles 33 and 33A the Directors have power from time to time and at any time to appoint any other persons to be Directors either to fill casual vacancies or as additions to their number but so that the total number of Directors does not at any time exceed the number fixed in accordance with these Articles.

40. Continuing Directors to act in certain circumstances.

If at any time the number of Directors falls below three (3) the continuing Directors may, except as regards an act or matter required to be done in an emergency, only act for the purpose of increasing the number of Directors to three (3) or of calling a general meeting of the Company but for no other purpose.

41. Company Auditor may not act as Director.

No person may be appointed as a Director of the Company if the appointment of that person would result in a person who or a firm which is then an auditor of the

Company becoming prohibited under the Law from acting as an auditor of the Company.

42. Directors may contract with Company.

Declaration of interest.

Votes of interested Directors.

- (a) A Director will not be disqualified by that office from contracting or entering into any arrangement with the Company either as vendor, purchaser or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be avoided, nor will any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relationship thereby established, but every Director must observe the provisions of the Law relating to the declaration of the interests of the Directors in contracts or proposed contracts with the Company or of any office or property held by the Directors which might create duties or interests in conflict with their duties or interests as Directors.
- (b) A Director must not vote in respect of any contract or arrangement in which he or she has directly or indirectly a personal interest and, if he or she does so vote, that vote will not be counted. That prohibition may at any time and from time to time be suspended or relaxed to any extent by the Company in general meeting. A Director who is so interested in any contract or arrangement may notwithstanding such interest attest the affixing of the Seal to any document evidencing or otherwise connected with such contract or arrangement.

43. Director not interested in some circumstances.

Notwithstanding anything elsewhere in these Articles contained or implied, for the purposes of Article 42 a Director will not have, or be deemed to have, directly or indirectly, a personal interest in a contract or arrangement between the Company and any subsidiary of the Company by reason only of being a Member or Director of the Company or by being a director or member of any subsidiary provided that the Director has observed the provisions of the Law relating to the disclosure of his or her interest in that contract or arrangement.

44. Directors and Members may lend to Company.

Any Director or any Member may lend money to the Company at interest, the rate of which is from time to time set by the Directors, with or without security.

ALTERNATE DIRECTORS

45. No Director will be entitled to appoint an alternate to attend meetings in the place of the Director.

REMOVAL AND VACATION OF OFFICE OF DIRECTORS46. Office of Director to be vacated in certain circumstances.

The office of a Director will be vacated:-

- (a) if the Director becomes an insolvent under administration or suspends payment generally to his or her creditors;
- (b) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (c) if the Director resigns office by notice in writing to the Company addressed to it at the Office;
- (d) if not being duly engaged abroad on the business of the Company or if not having been given leave of absence by the board the Director is absent from meetings of the board for four consecutive months and the remaining Directors for the time being in Australia have not, within seven days of having been personally served by the Secretary with a notice in writing giving particulars of that absence, resolved that special leave of absence be granted;
- (e) if the Director is convicted of an offence referred to in Section 229(3) of the Law;
- (f) if a Court makes an order referred to in Section 230 of the Law; or
- (g) if the Director ceases to comply with the qualification requirements set out in Article 33A(a).

47. Removal by Company

The Company may from time to time by ordinary resolution remove any Director prior to the expiry of his or her term of office and may by ordinary resolution appoint another person instead.

PROCEEDINGS OF DIRECTORS

48. Procedure relating to Directors' meetings.

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined by the Directors, not less than half the Directors will form a quorum. Notice in writing of a meeting of the Directors must be given to all Directors provided that it is not necessary to give any notices of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia. Notice is deemed to have been given to a Director if served at the usual place of residence of that Director or at such other address as may be given to the Secretary by the Director from time to time.

49. Convening of meetings.

The Directors may at any time, and the Secretary, upon the request of a Director, must, convene a meeting of the Directors.

50. Chairperson.

The President will be entitled to chair meetings of Directors. If at any meeting the President or Vice-President is not present at the time appointed for holding that meeting the Directors present must choose one of their number to be Chairperson of that meeting.

51. Votes at meetings.

Questions arising at any meeting of Directors shall be decided by a majority of votes and in the case of an equality of votes the Chairperson will not have a casting vote in addition to the vote to which he or she is entitled as a Director.

52. Powers of meetings.

A meeting of the Directors for the time being at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally by or under these Articles.

53. Delegation of Powers to Committees.

The Directors may, by resolution or by power of attorney or writing under the Seal, delegate any of their powers to Committees consisting of such member or members of their body or any person or persons as the Directors think fit to act either in Australia or elsewhere. Any Committee so formed or person or persons so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed by the Directors.

54. Proceedings of Committees.

The meetings and proceedings of any Committee shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Directors, so far as those provisions are applicable to those meetings and proceedings and are not superseded by any regulations made by the Directors under Article 53.

55. Validity of Acts.

All acts done at any meeting of the Directors or by a Committee or by any person acting as a Director will, notwithstanding that afterwards it is discovered that there was some defect in the appointment of the Directors or the Committee or persons acting as Directors or any of them or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and continued to be a Director or a member of the Committee (as the case may be).

56. Resolution in writing.

- (a) A resolution in writing signed by Directors (not being less than the number required for a quorum at a meeting of the board) shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted and may consist of several documents in the same form each signed by one or more of the Directors. For the purposes of this Article 56(a):-
- (i) the reference to "all the Directors" does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution; and
 - (ii) a cable, telegram, telex, facsimile or other document produced by mechanical or electronic means and bearing a signature of a Director printed with his or her authority by mechanical or electronic means shall be deemed to be a resolution in writing signed by the Director.
- (b) Without limiting the discretion of the Directors to regulate their meetings under Articles 48 and 56(a), the Directors may if they think fit confer by telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference shall, notwithstanding the Directors are not present together in one place at the same time, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Articles relating to proceedings of the Directors apply so far as they are capable of application to such conferences.

POWERS OF DIRECTORS

57. General Powers of Directors.

The management and control of the business and affairs of the Company is vested in the Directors, who (in addition to the powers and authorities expressly conferred upon them by these Articles) may exercise all such powers and do all such acts and things which are not hereby or by law expressly directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of these Articles and to any regulations from time to time made by the Company in general meeting, provided that:

- (a) no regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made;
- (b) any sale of the Company's main undertaking will only be made subject to the approval or ratification of that sale by the Company in general meeting; and
- (c) the Company must not make or give to any Director or other prescribed person (within the meaning given to that term in the Law) any payment or other valuable consideration or benefit in connection with the transfer of the whole or any part of the undertaking or property of the Company unless particulars with respect to the proposed payment or consideration (including the amount of the proposed payment or the money value of the proposed consideration or the proposed other benefit) have been disclosed to the Members and the making of the proposed payment (as so disclosed), or the giving of the proposed consideration or proposed other benefit (as likewise disclosed), has been approved by the Company in general meeting.

58. Specific Powers of Directors.

Without in any way limiting the generality of Article 57 and for the removal of any uncertainty or doubt, the Directors have the following powers:

- (a) to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit;
- (b) to secure the fulfilment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company for the time being or in such other manner as they may think fit;
- (c) to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit;
- (d) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the

affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company;

- (e) to refer any claims or demands by or against the Company to arbitration and observe and perform the awards;
- (f) to make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company;
- (g) to determine who shall be entitled to sign on the Company's behalf receipts, acceptances, endorsements, releases, contracts and documents;
- (h) to provide for the management of the affairs of the Company in any place or country outside Australia in such manner as they think fit, and in particular to appoint any persons to be the attorneys or agents of the Company with such powers (including power to sub- delegate) and upon such terms as the Directors think fit;
- (i) to invest and deal with any of the moneys of the Company not immediately required for its purposes upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments;
- (j) to enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters referred to in this Article or otherwise for the purposes of the Company;
- (k) to lend money to the Company at interest with or without security or for a commission or profit, guarantee the repayment of any money borrowed by the Company without being disqualified in respect of their office and without being liable to account to the Company for any such commission or profit; and
- (l) from time to time at their discretion, to exercise all of the Company's powers to borrow money and to raise or borrow any sum or sums of money for the purposes of the Company, with or without security.

APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND RETURNING OFFICER

59. Appointment of Chief Executive Officer.

The Directors may from time to time appoint a person to be the Chief Executive Officer, either for a fixed term not exceeding five years or without any limitation as

to the period for which he or she is to hold that office, but not for life, and at such remuneration as the Directors may from time to time determine, and may confer upon any Chief Executive Officer such of the powers exercisable under these Articles by

the Directors as they may think fit and upon such conditions as they may think expedient, but the Chief Executive Officer will nevertheless remain subject to the control of the Directors.

60. Appointment of Returning Officer

The Company in general meeting must elect the Returning Officer for the conduct of any elections that may be held by the Company throughout the year following that general meeting. The Returning Officer must not be the holder of any office in, or be an employee of, the Company or a Branch and must not during the term of his or her office be a candidate at any election conducted by the Company. If the Returning Officer is unable or unwilling to act as and when required, the Directors may nominate a person to act in his or her place.

MINUTES

61. Minutes.

The Directors shall cause minutes to be duly entered in books provided for the purpose:

- (a) of the names of the Directors present at each meeting of the Directors and of any Committee of Directors;
- (b) of all orders made by the Directors and any Committee of Directors; and
- (c) of all resolutions and proceedings of general meetings and of meetings of the Directors and any Committee of Directors;

and any such minutes of any meeting of the Directors or of any Committee of Directors or of the Company, if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting, will be evidence of the matters stated in such minutes. Those minutes must be entered in the relevant books within one month after the relevant meeting is held.

SEAL

62. Affixing of Seal.

The Directors shall provide for the safe custody of the Seal which must not be used except by the authority of a resolution of the Directors or of a Committee of Directors. Every instrument to which the Seal is affixed must be signed by a Director and countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

63. Official Seal.

The Company may from time to time exercise the powers conferred by the Law to have and use an official seal and a duplicate seal, and those powers are vested in the Directors.

CHEQUES, BILLS, ETC.64. Negotiable Instruments.

All cheques, bills of exchange and promissory notes shall be signed, drawn, made, accepted or endorsed (as the case may be) for and on behalf of the Company by two Directors, or by one Director and the Secretary or some other officer authorised by resolution of and in writing by the Directors, or in such other manner as the Directors may from time to time determine.

ACCOUNTS65. Company to comply with Law.

The Company shall comply with the Law with respect to accounts.

AUDIT66. Audit of Accounts.
Appointment of Auditors.

The Company shall observe the provisions of the Law in relation to the auditing of accounts and the appointment and removal of an auditor or auditors.

NOTICES67. Service of Notices.

A notice may be given by the Company to any Member personally, by leaving it at the Member's address in the Register, by sending it addressed to the Member at the Member's address in the Register by ordinary prepaid post or if that address is outside Australia by airmail prepaid post or by otherwise communicating it in writing to the Member or by sending it by facsimile transmission to the facsimile number of the Member; provided that where the Company has reason to believe that the Member is not known at the Member's address in the Register and the Company has subsequently made an enquiry in writing or otherwise at the address in the Register of the Member as to the whereabouts of the Member, which enquiry either elicits no response or a response indicating that the Member or the Member's present whereabouts are unknown, all future notices are deemed to be given to that Member if the notice is exhibited in the Office for a period of forty-eight hours (and are deemed to be duly served at the commencement of that period) unless and until the Member informs the Company that the Member has resumed residence at the Member's address in the Register or notifies the Company of a new address to which the Company may send the Member notices (which new address is deemed to be the Member's address in the Register).

68. When notice deemed to be served.

Any notice sent by post is deemed to have been served at the expiration of forty-eight hours after the envelope or wrapper containing it is posted and in proving that service it is sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. Any notice by advertisement is deemed to have been served on the day of publication of the newspaper containing the advertisement. Any other notice in writing is deemed to have been given on the day of its dispatch or transmission as the case may be. Any notice sent by facsimile transmission is deemed to have been given at the time and on the date which the Company's facsimile machine records that the facsimile was despatched to the facsimile number of the Member.

69. Signature to notice.

The signature to any notice to be given by the Company may be written or printed.

70. Reckoning of period of notice.

Subject to the Law, where a given number of days' notice or notice extending over any other period is required to be given, either the day of service or the day upon which the notice will expire (but not both) will be reckoned in the number of days or other period.

INDEMNITY OF OFFICERS

71. Indemnity of officers and others.

(a) In this Article 71:

(i) "officer" means:

- (aa) a Director, Secretary, Chief Executive Officer of the Company;
- (bb) a receiver, or a receiver and manager, of property of the Company;
- (cc) an administrator of the Company;
- (dd) an administrator of a deed of company arrangement executed by the Company;
- (ee) a liquidator of the Company; or
- (ff) a trustee or other person administering a compromise or arrangement made between the Company or another person or other persons; and

(ii) "related body corporate" has the meaning given to that term in

the Corporations Law.

- (b) The Company hereby indemnifies each person who is or has been an officer or auditor of the Company from and against any liability incurred by that person as an officer or auditor of the Company to the extent that that liability:
- (i) is to a person other than the Company or a related body corporate and does not arise out of conduct involving a lack of good faith; or
 - (ii) is for costs and expenses incurred by that officer or auditor either in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted, or in connection with an application in relation to such proceedings in which the court grants relief to the person under the Corporations Law.
- (c) Notwithstanding any other term of these Articles of Association, the Company may pay insurance premiums in respect of any contract insuring any person who is or has been an officer or auditor of the Company in respect of any liability other than a liability arising out of:
- (i) conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) improper use of:
 - (aa) information acquired by virtue of the position of that officer or auditor as an officer or auditor of the Company; or
 - (bb) the position of that officer or auditor as an officer or auditor of the Company
 to gain directly or indirectly an advantage for that officer or auditor or for any other person or to cause detriment to the Company

but the Company may pay insurance premiums in respect of any contract insuring any person who is or has been an officer or auditor of the Company in respect of any liability for costs and expenses incurred by that officer or auditor in defending proceedings, whether civil or criminal and whatever the outcome of those proceedings.

BRANCH PROCEEDINGS

72. Branch Executive Proceedings

- (a) Subject to paragraph (b), the proceedings of each Executive will be

conducted in the same manner as proceedings of the Directors as set out in these Articles (the necessary changes having been made).

- (b) Members of the Executive will be elected by members of the Branch at the annual general meeting of the Branch.

73. Branch Meeting Proceedings

The proceedings of each Branch will be conducted in the same manner as the proceedings of the Company in general meeting as set out in these Articles (the necessary changes having been made).