

COMPANIES ACT 1961

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

Of

THE QUEENSLAND SPINNERS WEAVERS AND FIBRE ARTISTS GROUP LIMITED

1. In these regulations:

"the Act" means the Companies Act 1961 or any statutory modification amendment re-enactment thereof for the time being in force and any reference to any provision thereof is to that provision as so modified amended or re-enacted.

"Articles" shall mean these Articles of Association and all supplementary substituted or amending Articles for the time being in force.

"the Board of Directors" means the members for the time being of the Board of Directors hereby constituted or any number of the Directors (not being less than a quorum) present at a duly convened meeting of the Board of Directors.

"the Company" means THE QUEENSLAND SPINNERS WEAVERS AND FIBRE ARTISTS LIMITED

"letter" shall include circular or postcard or electronic communication" as defined by section 5 of the Electronic Transactions Act (Cth) 1999".

"month" shall mean calendar month.

"office" shall mean the registered office for the time being of the Company.

"the seal" shall mean the Common Seal of the Company.

"Secretary" means any person appointed to perform the duties of a Secretary of the Company and includes an honorary secretary and an acting secretary.

"State" means the State of Queensland.

"member" means a member for the time being of the Company.

"the register" shall mean the register of members to be kept pursuant to the Companies Act.

"auditors" means the auditors for the time being of the Company.

"Chairman of Directors" shall mean a Chairman of the Board of Directors appointed by the Board of Directors for the time being in accordance with these Articles.

Expressions referring to "writing" and "written" shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing persons shall include companies and corporations and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.

2. The Company" is established for the purposes set out in the Memorandum of Association.

MEMBERSHIP

3. There shall be seven (7) classes of members of the Company:
 - a) Country members; persons residing outside a radius of 100km from the Brisbane G.P.O.
 - b) Pensioner members; persons holding a pension entitlement card.
 - c) Student members; person pursuing a full time course of education at a recognized institution.
 - d) Honorary members; to be conferred by the Directors upon members for meritorious service to the Company.
 - e) Family members; person, spouse and dependent children under the age of eighteen (18) years. "spouse" means a member of a marriage or de facto partnership as defined by section 90MD of the Family Law Act (Cth) 1975.
 - f) Group members; an organization or group with similar aims as the Company and recognized by the Directors for the purposes of membership.
 - g) Ordinary members; any person who does not qualify for membership under any of the foregoing categories.
4. (a) Group members shall only be allowed one vote as if the group were an ordinary person.

(b) Family members shall have one vote for every participating member of the family over the age of eighteen (18) years.
5. For the purposes of registration it is declared that the number of members of the Company shall not exceed one thousand (1,000) but the Board of Directors may from time to time register an increase of members.
6. The subscribers to the Memorandum of Association and such other persons as the Board of Directors shall admit to membership in accordance with these articles shall be members of the Company.
7. Subject to these Articles, the Board of Directors shall admit to membership of the Company any natural person or corporation who or which applies in writing to be admitted to membership and who in the case of a natural person has a bona fide interest in the objects of the Company.
8. The annual subscription payable by the various categories of members shall be such as the Board of Directors from time to time prescribe, PROVIDED THAT until the Company shall otherwise resolve the annual subscription shall be:-

Ordinary members	\$16.00
Country members	\$12.00
Pensioner members	\$10.00
Student members	\$10.00
Groups	\$12.00
Family members	\$19.00
9. Honorary membership may be conferred by the Board of Directors on any person whom they consider worthy of the honour. Such membership may be subject to such conditions as the Board determines from time to time.
10. When an applicant has been accepted for membership and upon payment of his first annual subscription the applicant shall become a member of the Company, PROVIDED NEVERTHELESS that if such payment be not made within two (2) calendar months after the date of the Application, the Board of Directors may in its discretion cancel its acceptance of the applicant for membership of the Company.
11. All annual subscriptions shall become due and payable on a date in every year to be determined from time to time by the Directors.
12. No person shall be admitted to membership unless he agrees in writing to be bound by the Memorandum and Articles of Association and the regulations of the Company.

CESSATION OF MEMBERSHIP

13. Subject to Article 14, if the subscription of a member shall remain unpaid for a period of two (2) calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Membership Secretary be debarred by resolution of the Board of Directors from all privileges of membership PROVIDED THAT the Board of Directors may reinstate the member on payment of all arrears if the Board of Directors thinks fit to do so.

14. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum for which he is liable as a member of the Company under clause 5 of the Memorandum of Association of the Company.
15. If any member shall willfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company or shall be guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a member or prejudicial to the interest of the Company the Board of Directors shall have power by resolution to censure fine suspend or expel the member from the Company. PROVIDED THAT at least one (1) week before the meeting of the Board of Directors at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and PROVIDED FURTHER that any such member may by notice in writing lodged with the Secretary at least twenty-four (24) hours before the time for holding the meeting at which the resolution is to be considered by the Board of Directors, elect to have the question dealt with by the Company in general meeting and in that event an extraordinary general meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds (2/3) of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

RIGHTS OF MEMBERS

16. The rights and privileges of a member shall not be transferable during his life and shall cease upon his ceasing to be a member whether by death or retirement.

GENERAL MEETINGS

17. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
18. Any three (3) members of the Board of Directors or any twenty (20) currently financial members of the Company may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.
19. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, Twenty-One (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company. For the purpose of Article 19 all business shall be special that is transacted at an extraordinary general meeting~ and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board of Directors and auditors, the election of officers and other members of the Board of Directors in the place of those retiring, and the appointment of the auditors, if necessary.
20. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided FIFTY (50) members or one quarter of the financial members whichever is the lesser present in person shall become a quorum. For the purpose of this Article "member" includes a person attending as a proxy or as representing a corporation which is a member.
22. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board of Directors may determine; and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present (being not less than TWENTY(20)) shall be a quorum.

23. The Chairman of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Board of Directors shall choose some one of their number to be Chairman of the meeting and if they do not do so, or if the person so chosen is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the Chairman; or
 - (b) by at least three (3) members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

25. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
27. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorized representative shall have one vote.
28. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Board of Directors, trustee or other person may vote by proxy or attorney.
29. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one (1) month in arrear at the date of the meeting.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
31. The instrument appointing a proxy may be in the following form or in a common or usual form.

THE QUEENSLAND SPINNERS WEAVERS AND FIBRE ARTISTS LIMITED

I _____ of _____

being a member of THE QUEENSLAND SPINNERS WEAVERS AND FIBRE ARTISTS LIMITED hereby appoint
of _____ or failing him
of _____

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the
Company, to be held on the
day of _____ 19 _____ and at any adjournment thereof. My proxy is hereby authorized to vote "in favor
of/against" the following resolutions:
Signed this _____ day of _____ 19 _____

32. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited at the registered Office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default of the instrument of proxy shall not be treated as valid.
33. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
34. (a) Any corporation, which is a member of the Company may by resolution of its Directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company and a person so authorized shall be entitled to exercise the same powers on behalf of the corporation, which he represents, as that corporation could exercise if it were an individual member of the Company.

(b) Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at a general meeting (or being corporations by their duly authorized representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS

35. (a) There shall be a Board of Directors for the management of the affairs of the Company. Until the Company shall by ordinary resolution at a general meeting otherwise determine, the number of members of the Board of Directors for the time being in office shall be not less than TEN (10) and not more than FOURTEEN (14).

The first members of the Board shall be:

Elizabeth Christine FRANKS	Helen SHYERS
Anthony Peter FRANKS	Gudrun TVEDE
Jocelyn GRANT-TAYLOR	Lilian WIECKHORST
Eluned BRIDGSTOCK	Letty MILES
Rosemary CROME	Beryl SMITH
	Jean STYLES

36. A member of the Board of Directors shall be a member of the Company.
37. The Directors may from time to time appoint such of their number to a specific office on the Board and allocate whatever tasks and/or duties to such office, as they shall determine.

38. (a) At the first annual general meeting of the Company all the directors shall retire from office, and at the annual general meeting in every subsequent year one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third shall retire from office. A retiring director shall be eligible for re-election PROVIDED THAT such director standing for re-election shall not be appointed to the same office on the Board as was previously held by him.
- (b) The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
39. The company at the meeting at which a director so retires may fill the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself for re-election and not being disqualified under the Act or Articles from holding office as a director, be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacant office or unless a resolution for the re-election of that director is put to the meeting and lost.
40. The Board of Directors shall have power at any time and from time to time to appoint any member to be the Board of Directors either to fill a casual vacancy or as an addition to the existing members of the Board of Directors, but so that the total number of members of the Board of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any member of the Board of Directors so appointed shall hold office only until the next following annual general meeting and shall then be eligible for reelection or re-appointment by invitation of the Board of Directors as the case may be.
41. The Company may by ordinary resolution remove any member of the Board of Directors before the expiration of his period of office and may in the case of an elected director by an ordinary resolution appoint another person in his stead; the person so appointed shall be subject to retirement at the next following annual general meeting and shall then be eligible for re-election or re-appointment by invitation of the Board of directors as the case may be.
42. The office of a member of the Board of Directors shall be vacated if the member:
- (a) becomes bankrupt or make any arrangement or composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (c) ceases to be a member of the Board of Directors by operation of Section 121 of the Act;
 - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (e) resigns his office by notice in writing to the Company; or
 - (g) is absent without the permission of the Board of Directors from three (3) consecutive meetings of the Board of Directors;
 - (h) is removed from office as a member of the Board of Directors in pursuance of any provision in that behalf contained in these Articles or ceases to be a member of the Company.

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

43. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in general meeting, subject nevertheless to any of these Articles to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Company in general meeting; PROVIDED THAT any rule regulation or by-law of the Company made by the Board of Directors may be disallowed by the Company in general meeting and PROVIDED FURTHER that no resolution or regulation made shall invalidate any prior act of the Board of Directors which would have been valid if such resolution or regulation had not been passed or made.
44. The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt liability or obligation of the Company.
45. For the purposes of Clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall be fixed by the Board but shall not exceed the lowest rate paid [or the time being by banks in the State in respect of term deposits.

46. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be by any two (2) members of the Board of Directors or in such other manner as the Board of Directors shall from time to time determine.

47. The Board of Directors shall cause minutes to be made:

- (a) of all appointments of officers and servants;
- (b) of names of members of the Board of Directors present at all meetings of the Company and of the Board of Directors; and
- (c) of all proceedings at all meetings of the Company and of the Board of Directors.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

48. (a) A member of the Board of Directors who is in any way directly or indirectly interested in a contract or proposed contract with the Company or who holds any office or possesses any property whereby duties or interests might be created in conflict with his duties or interests as a member of the Board of Directors shall declare the fact and the extent of the conflict (if any) at a meeting of the Board of Directors in accordance with Section 123 of the Companies Act. A general notice that a member of the Board of Directors is a member of or officer of a specified company or firm shall be sufficient declaration under this Article and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such company or firm.

(b) Subject to sub-clauses (a) and (c) of this Article, a member of the Board of Directors shall be counted in the quorum and entitled to vote in respect of any contract or arrangement in which he is interested and to affix the common seal of the Company and to attest the affixing of the seal to any document in which he is interested and to witness such affixation and to sign on behalf of the Company any other document in which he is interested.

(c) A Director acting as the alternate of another Director at any meeting of the Board pursuant to Article 52 hereof shall in addition to his personal obligation to declare any interest under this Article, declare any interest of the Director on whose behalf he is acting in accordance with the provisions of this Article, and thereafter such alternate Director shall be entitled to exercise a vote, on behalf of his appointor, in respect of any contract or arrangement in which his appointor is interested.

CHAIRMAN OF THE BOARD OF DIRECTORS

49. (a) The Board of Directors may at any time or times appoint two (2) of their body to be Chairman and Deputy Chairman respectively of the Board of Directors and may from time to time remove or dismiss them or either of them from the office of Chairman and/or Deputy Chairman as the case may be of the Board of Directors PROVIDED ALWAYS that no such appointment shall be for a fixed term but shall be terminable at will by the Board of Directors.

(b) Subject to Article 50(a) the Board of Directors may from time to time delegate to any Chairman of the Board of Directors such of the powers exercisable under these Articles by the Board of Directors as it thinks fit (other than the powers exercisable under Articles 5, 6, 7, and 13) and may confer such powers for such objects and purposes and upon such terms and conditions with such restrictions as the Board of Directors thinks expedient but not to the exclusion of or in substitution for all or any of the powers of the Board of Directors. The Board of Directors may at any time or times alter revoke withdraw or vary all or any of such powers.

ALTERNATE DIRECTOR

50. (a) Any Director may in writing appoint any other Director for the time being of the Company to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. Every such alternate shall be entitled to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time revoke the appointment of an alternate appointed by him. No such alternate shall be deemed to be the agent of the Director appointing him.

(b) At any meeting of the Board of Directors at which a Director attends as the alternate of another Director pursuant to paragraph (a) of this Article, the Director in whose place the other Director attends shall unless the Board has consented to his absence, be considered absent from the meeting within the meaning of Article 44(f)

notwithstanding that he has appointed an alternate to attend in his place.

(c) A Director shall not at any meeting of the Board act as alternate for more than one other Director, and in the event that he purports to act for more than one Director at any such meeting then every appointment of such Director as an alternate in respect of such meeting shall be void and of no effect.

(d) No Director shall in his capacity as an alternate Director sign any document on behalf of the Company or affix the seal of the Company to any document or witness the affixation thereof.

(e) No Director appointed as an alternate of the Chairman of the Board shall be entitled in his capacity as such alternate to exercise any special rights given to the Chairman under these Articles in addition to the ordinary rights of the Chairman as a Director of the Company.

PROCEEDINGS OF THE BOARD OF DIRECTORS

51. The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Any member of the Board of Directors may at any time and the Secretary shall on the requisition of three (3) members of the Board of Directors summon a meeting of the Board of Directors.
52. Subject to these Articles questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and a determination by a majority of the members of the Board of Directors shall for all purposes be deemed a determination of the Board of Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
53. The quorum necessary for the transaction of the business of the Board of Directors shall be FIVE (5) members or such greater number as may be fixed from time to time by the Board of Directors. A member of the Board of Directors interested in the proceedings of any meeting shall, subject to declaring his interest as provided in Article 50 hereof be counted in the quorum for the meeting. A Director acting also as an Alternate Director shall be counted only once for the purpose of constituting the quorum.
54. The continuing members of the Board of Directors may act notwithstanding any vacancy in the Board of Directors, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of the Board of Directors, the continuing member or members may act for the purpose of increasing the number of members of the Board of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
55. The Chairman shall preside as Chairman at every meeting of the Board of Directors, or if there is no Chairman, or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Deputy Chairman shall be Chairman or if the Deputy Chairman is not present at the meeting then the members may choose one of their number to be Chairman of the meeting. The presence at any meeting of the duly appointed alternate of the Chairman shall not constitute the presence of the Chairman for the purposes of this Article.
56. The Board of Directors may delegate any of its powers and or functions (not being duties imposed on the Board of Directors as the directors of the company by the Act or the general law) to one or more subcommittees consisting of such member or members of the Company as the Board of Directors think fit. Any subcommittee so formed shall conform to any regulation that may be imposed by the Board of Directors and subject thereto shall have power to co-opt any member or members of the Company and all members of such subcommittees shall have one vote.
57. The Board of Directors may appoint one or more advisory boards consisting of such member or members of the Board of Directors as the Board of Directors thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board of Directors and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.
58. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

59. All acts done by any meeting of the Board of Directors or of a sub-committee or by any person acting as a member of the Board of Directors shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Directors or person acting as aforesaid, or that the members of the Board of Directors or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Directors.
60. A resolution in writing signed by all the members of the Board of Directors in Australia for the time being entitled to receive notice of a meeting of the Board of Directors, shall be as valid and effectual as if it has been passed as a meeting of the Board of Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Directors. The signature of an alternate Director shall not be counted as the signature of the Director who appointed him for the purpose of this Article. The Board of Directors shall cause minutes to be duly entered in books provided for the purpose:
- (a) of the names of the members of the Board of Directors present at each meeting of the Board of Directors and of any committee of the Board of Directors and of all declarations made by members of the Board of Directors in accordance with the provisions of Section 123 of the Companies Act.
 - (b) of all orders made by the Board of Directors and committees thereof.
 - (c) of all resolutions and proceedings at general meetings and of meetings of the Board of Directors and committees thereof.

Any such minutes of any meeting of the Board of Directors or of any committee or of the Company shall be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the Board of Directors or of the Committee or of the next succeeding general meeting (as the case may be) after the said minutes have been read to and approved by the Board of Directors or by the Committee or by the members (as the case may be) at such next succeeding meeting. Such approval and signing by the Chairman shall be conclusive evidence without any further proof of the matters stated in such minutes.

SECRETARY

61. The Secretary shall in accordance with the Act be appointed by the Board of Directors for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it.

SEAL

62. The Board of Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Board of Directors or of a subcommittee of members of the Board of Directors authorized by the Board of Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board of Directors and shall be countersigned by the Secretary or by a second member of the Board of Directors or by some other person appointed by the Board of Directors for the purpose.

ACCOUNTS

63. The Board of Directors shall cause proper accounting] and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Act, PROVIDED HOWEVER that the Board of Directors shall cause to be made out and laid before each annual General meeting a balance sheet and profit and loss account made up to date not more than six (6) months before the date of the meeting.

AUDIT

64. A properly qualified auditor or auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICE

65. Any notice required by law or by or under these Articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting] on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. We, the several persons whose names and addresses are set out hereunder being the subscribers to the Memorandum of Association of the Company hereby agree to the foregoing Articles of Association.

Name, Address and Occupation	Signature	Witness
Mrs Elizabeth Christine FRANKS, Stenographer, 39 Lang Terrace, Northgate, Brisbane 4013	<i>E. C. Franks</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Anthony Peter FRANKS, Chief Security Officer, 39 Lang Terrace, Northgate, Brisbane, 4013	<i>Anthony P. Franks</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Mrs Jocelyn GRANT-TAYLOR, Chemist, 550 Lutwyche Road, Lutwyche, Brisbane, 4030	<i>Jocelyn Grant Taylor</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Eluned BRIDGSTOCK, Weaver, 69 Villa Street, Annerley Brisbane, 4103	<i>Eluned May Bridgstock</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Mrs Rosemary CROME, Housewife,	<i>Rosemary Crome</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Mrs Helen SHYERS, Home Manager, 39 Hepworth Street, Chapel Hill, Brisbane, 4069	<i>H. E. Shyers</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Mrs Gudrun TVEDE, Housewife, 6 Phoebus Street, Upper Mount Gravatt, Brisbane, 4122	<i>G. Tvede</i>	<i>E. Torbett</i> 25 Mt Gravatt Rd Mt Gravatt Secretary
Miss Lillian WIECKHORST, Retired, 83 Carey Street, Bardon, Brisbane, 4065	<i>L. E. Wieckhorst</i>	<i>R. P. Dallas</i> 81 CAREY ST BARDON RETIRED
Mrs Letty MILES, Housewife, 74 Chapel Hill Road, Chapel Hill, Brisbane, 4069	<i>L. Miles</i>	<i>R. P. Dallas</i> 69 Villa St. Annerley University Lecturer
Mrs Beryl SMITH, Housewife, 72 Lather Road, Bellbowrie, Brisbane, 4070	<i>Beryl R. Smith</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT
Mrs Jean STYLES, Housewife, 44 Kirkland Avenue, Coorparoo, Brisbane, 4151	<i>Jean Styles</i>	<i>R. P. Dallas</i> 52 GEORGINNE STREET THE GAP RETIRED PUBLIC SERVANT

DATED the 11th day of December 1981

REGISTERED in the office of the Commissioner for Corporate Affairs at Brisbane in the State of Queensland this Twenty-first day of December 1981, and numbered 8115402

R. JOHNSTONE.
Commissioner for Corporate Affairs
Brisbane