

Corporations Law

A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION OF HINDU COUNCIL OF AUSTRALIA LIMITED

1. The name of the Company is HINDU COUNCIL OF AUSTRALIA LIMITED (the “Company”).
2. The objects for which the Company is established are:
 - (a) To form an association of Hindu Organisations being those Organisations described in Article 4 of the Articles of Association. The Company will have responsibility of articulating issues of Hindu concern at a State and National level.
 - (b) To negotiate with government, or with other associations, bodies, or groups or otherwise in relation to matters affecting the interests of organisations supporting the Hindu religion in Australia or its membership.
 - (c) To become affiliated or associated with other associations or groups, statutory or otherwise, as the Company may think fit in achieving its objectives.
 - (d) To organise combined function/s or festivals of all participating organisations to promote unity and close communication.
 - (e) To act as a non-political, non-sectarian, non profit, spiritual forum to promote, lobby for, and pursue the legitimate religious, social and educational needs of Hindus residing in Australia.
 - (f) To promote, support and organise such peaceful and non-political activities as might encourage the understanding of Hindu religion, philosophy and culture.
 - (g) To establish branches throughout the Commonwealth of Australia for better administration of the Company's activities and implementation of its objectives.
 - (h) To establish and support or aid in the establishment of any charitable association or institution specially for the benefit of persons of Hindu faith and others as the Company considers fit.
 - (i) To function as an information source for schools or for the general community concerning Hindu philosophy, culture and religion.
 - (j) To print, publish or cause to be printed or published and to distribute books, booklets, leaflets, newsletters, magazines and other periodicals, internet and

other media of communication for the purpose of giving information with regard to the work of the company and for the furtherance of its objects.

- (k) To arrange cultural exhibitions, programmes, seminars, conventions and conferences and such other activities to transmit the knowledge of Hindu religion.
 - (l) To promote mutual understanding and fellowship among the members of different organisations of the Hindu faith through meetings and forums.
 - (m) To promote harmony and understanding between other religious faiths through interfaith meetings and forums.
 - (n) To share information and expertise with Hindu organisations both nationally and internationally, for peace, harmony and spiritual benefit of all humanity.
 - (o) To acquire real estate property for the use of councilor for any other lawful purpose for the benefit of Hindu community.
 - (p) To assist member organisations to establish institutions of learning such as study classes and libraries.
 - (q) To do any other act that is authorized to do by any other law.
 - (r) To undertake and pursue all such other similar, related or compatible objects as may from time to time be considered appropriate by the company.
3. Solely for the purpose of carrying out these objects and not otherwise, the company has the power to do all such things as are necessary, incidental or conducive to the attainment of the object and, for that purpose and not otherwise, the company has the legal capacity of a natural person with all consequential powers as conferred by section 161 of the Corporations Law.
4. The income and property of the company, whensoever derived, will be applied solely towards the; promotion of the objects of the company as set forth in this memorandum and no proportion thereof will be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to members provided that:
- (a) nothing contained in this memorandum will prevent the payment in good faith of remuneration to any officer, employee or member of the company (including any firm or corporation in which any such officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the company from any member, or reasonable and proper rent for the premises let by any member to the company;
 - (b) except as provided by (a), no director of the company, and provided any necessary approval under any applicable legislation relating to charities and charitable fund-raising in each State and Territory of Australia has been

obtained) will be paid any fee, commission, honorarium or other remuneration for acting as a Director other than reasonable out-of-pocket expenses.

5. No addition, alteration or amendment will be made to or in the Memorandum or Articles for the time being in force, unless any necessary approval under any applicable legislation regulating charities and charitable fund raising in each State or Territory of Australia has been obtained.
6. The liability of the members is limited.
7. Each Member of the company undertakes to contribute to the property of the Company, in the event of the Company being wound up while that person is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before that person ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding \$100.
8. If upon winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but will be given or transferred to some other institution or institution having objects similar to the objects of the Company, and whose constitution or rules prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under this Memorandum, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by application to such court as may have or acquire jurisdiction in the matter.
9. The full names, addresses and occupations of the subscribers hereto are:
Dr Appupillay BALASUBRAMANIAM
Address: 17 The Crescent, Homebush NSW 2140
Occupation: Physician (Cardiologist)

Dr Anand LAL CHANDANI
Address: 77 Evaline Street Campsie NSW 2194
Occupation: Consultant Physician in Rehabilitation Medicine

Mr Bhagwat Singh CHAUHAN
Address: 11/43 Sheffield Street Merrylands NSW 2160
Occupation: Information Technology Management .

Mr Surinder Kumar JAIN
Address: 38, Ourimhab Road, Mosman NSW 2088
Occupation: Computer Consultant

Mr Jagdish RANIGA
Address: 78 Alt Street Ashfield NSW 2131
Occupation: Teacher

10. The subscribers wish to be formed into a company in pursuance of this Memorandum.

Signature of Dr. Appupillay Balasubramaniam

Witness

Dated

Signature of Dr Anand Lal Chandani

Witness

Dated

Signature of Mr Bhagwat Singh Chauhan

Witness

Dated

Signature of Mr Surinder Kumar Jain`

Witness

Dated

Signature of Mr Jagdish Raniga `

Witness

Dated

Corporations Law
A Company Limited by Guarantee
ARTICLES OF ASSOCIATION
OF
HINDU COUNCIL OF AUSTRALIA LIMITED
DEFINITIONS AND INTERPRETATIONS

1. Definitions

In the Memorandum of Association and these articles:

"Business day" means a day which is not a Saturday, Sunday or public holiday in the State.
"Company" means the company named above whatever its name may be from time to time. **"Corporations Law"** means the Corporations Law or any other statutory modification, amendment or re-enactment thereof for the time being in force and applicable to the Company and any reference to any provision thereof is to that provision modified, amended or re-enacted.

"Corporation" means any body corporate, whether formed or incorporated within or outside Australia.

"Honorary Member" has the meaning set out in Article 5.

"Member" means a person admitted to membership of the Company in accordance with these Articles.

"National Body" has the meaning set out in Article 13(c)

"Board of Directors" has the meaning set out in Article 13(d)

"Directors" means Executive members of the board of Directors

"Office" means the registered office for the time being of the Company.

"Officer" means an officer as defined in section 82A of the corporations Law.

"Ordinary Member" has the meaning set out in Article 5.

"Register" means the register of the Members kept under the Corporations Law.
"Representative" means a person appointed under Article 74 read with section 249(3) of the Corporations Law.

"Seal" means the common seal of the Company and as the context allows includes an official seal.

"Secretary" means the secretary for the time being of the Company, and if there are joint secretaries anyone or more of such joint secretaries "State Body" has the meaning set out in Article 13(a).

"State Branch-Executive Committee" has the meaning set out in Article 13(b)

"Voting Member" means a member entitled to vote at the meeting concerned, and a duly appointed proxy or attorney of such member.

2. Interpretation

on the Articles:-

- (a) headings are for convenience only and do not affect meaning and unless the contrary intention appears.
- (b) words importing the singular number include plural number and vice versa;
- (c) words importing any gender include all other genders;
- (d) a reference to a person includes a corporation, a partnership, a body corporate, an unincorporated association and statutory authority.
- (e) where any word or phrase is given a defined meaning any other part of speech or grammatical form in respect of word or phrase has a corresponding meaning;
- (f) a reference to an article is to an article of these Articles of Association; and
- (g) any power, right, discretion or authority conferred upon any person or group of persons under these Articles may be exercised at any time and from time to time.

3. Application of Corporations Law

Except so far as a contrary intention appears, any where in the Company's Memorandum or articles of Association:

- (a) section 110 B of the Corporations Law is to operate to apply provisions of the Corporations Law in the interpretation of these Articles so far as they can apply and with such changes as are necessary as if these Articles were an instrument made under the Corporations Law, but is not so apply to sections 105, 109D, 109X and 109Y;
- (b) an expression used in a particular part or Division of the Corporations Law which is given a special meaning by any provision of that Part or Division for the purposes of that Part or Division (or any part thereof) has the same meaning as in that Part or Division;
- (c) an expression which is given a general meaning by any provisions of the corporations Law has the same meaning in these Articles; and

- (d) section 110C of the Corporations Law which deals amongst other things with severance of invalid provisions) applies in the interpretations and operation of these Articles as if they were an instrument made under the Corporations Law.

MEMBERSHIP

4. Members

The subscribers to the Memorandum of Association and such other persons including organization as the Directors shall admit to membership of the Company in accordance with these Articles shall be Members of the Company. The Directors shall be entitled to admit organizations to membership of the Company (including persons who are nominated by such organizations) which are non-political and which are registered in Australia and whose major field or activity or function is spiritual, cultural or religious and predominantly related to Sanatan Dharma - the eternal sustaining values of life including vedic philosophy, doctrines of karma and re-incarnation.

5. Categories of Members

There shall be following categories of Members of the Company:

(a) Ordinary Member

An Ordinary Member means an approved organization which has been admitted to the membership of the Company and which is represented by one or two duly authorised persons having one vote only for each organization. Ordinary Members shall have full rights and privileges attaching to membership of the Company including the right to have representatives to attend and vote at meetings, to have representatives become a member of the National Executive Committee, State Branch Executive Committee and other committees or subcommittees, provided the Ordinary Member is a financial member. Any religious, linguistic or regional organization whose main field of activity is Hindu religion and culture (Sanatan dharma) can be admitted as an Ordinary Member. The Company shall not in any manner whatsoever, interfere in the internal affairs of Ordinary Member organization.

The Directors shall enter the names of Ordinary Members in the in the register of ordinary

(b) Honorary Member

An Honorary Member means an individual person who has been admitted to membership of the Company for a period of two years and who has the spiritual, religious or educational background which the Directors believe will benefit the objects of the Company. Honorary members will be admitted without a fee. The Honorary Member will be entitled to all privileges of membership of the including right to attend all meetings but will not be entitled to vote at such meetings and neither will they be entitled to become a member of the National Executive Committee, State Branch Executive Committee.

The Directors shall enter the names of the Honorary Members in the Register of honorary members and the names of the Ordinary Members in the Register of Ordinary Members.

6. Application for Membership

Every application for membership of the Company (other than the subscribers to the Memorandum of Association shall execute and deliver to the Company an application for membership in such form as the Directors from time to time determine. together with the entrance fee (if any) determined by the Directors .

7. Further information

An applicant for membership of the Company shall provide in writing such other information in addition to that contained in the application as the Directors may reasonably require having regard to the requirements of membership.

8. Determination of Directors

The Directors shall determine the admission or rejection of an applicant for membership of the Company. The Directors may reject an application for membership of the Company without giving any reason for the rejection.

9. Entrance Fee

The Directors may from time to time determine any entrance fee payable by applicants for membership of the Company and until so determined no entrance fee shall be payable. The Directors may determine different fees payable for the different classes of Members or may determine that no fee is payable for one class at a time when it determines that fees are payable by another class of member.

10. Notification of acceptance

- (a) When an applicant has been accepted for the membership of the Company, the Secretary shall forthwith send to the applicant written notice of the applicant's acceptance and shall enter the applicant's name and if the applicant is an organization the name of the applicant's authorized Representative in the appropriate register.
- (b) When an application for membership of the Company is rejected, the Secretary shall forthwith send to the applicant written notice of such rejection and the entrance fee paid by such applicant shall be refunded in full.

11. Certificates

A certificate of membership of the Company may be issued by the Company to any member. Such certificates shall remain the property of the Company and on demand in writing by the secretary shall be returned to the Company.

12. Membership not transferable

Membership of the Company shall not be transferable whether by operation of law or otherwise and all rights and privileges of membership of the Company shall cease upon the person ceasing to be a Member whether by resignation, death, winding up or otherwise.

ADMINISTRATIVE STRUCTURE

13.

- (a) Subject to there being sufficient Ordinary Members in a State or Territory there will be a State Body in each State or Territory of Australia which will consist of such Ordinary Members which are located in the State or Territory. If a State or Territory does not have sufficient Ordinary Members to form a State Body, the Ordinary Members located in the State or Territory may choose to join the State Body of a neighbouring State or Territory.
- (b) Each State Body will have a State Branch Executive Committee which will consist of a President, Vice President, Secretary, Treasurer and one committee member who will be elected every three years by the membership of the State Body.
- (c) There will be a National Body which will consist of a maximum of three representatives from each of the remaining States or Territories.
- (d) The Board of Directors will function as National Executive Committee which will consist of a President, Vice president, Secretary, Treasurer and the remaining State representatives as committee members who will be elected every three years.
- (e) The official headquarters of the National Executive Committee shall be situated in Sydney for the time being or as the company may decide from time to time.
- (f) In order to provide continuity of purpose and solidarity for the objects of the company three Ordinary Members will remain on the National Executive Committee and each state Branch Executive Committee for an initial period of six consecutive years. Such Members will be elected on the basis of their record of service to the cause of Hindu Dharma, standing in the Hindu community and the size of the membership of the Ordinary Member organization.
- (g) All functions to promote the aims and objectives of the Company shall be carried out by the State Body within that State. The President or his delegate will function as the spokesperson. Any other duly qualified person shall be nominated by the State Executive Committee to function as a public relationship officer.
- (h) All functions relating to co-ordination, successful and smooth functioning of the State bodies, representation at national and international level shall be carried out by the National Body.
- (i) The State bodies and the National Body will consultant each other in order to delegate authority for managing the general and other affairs/interests of the Company which are not specifically covered under these Articles.
- (j) In the case of insufficient numbers in the National Executive Committee or a State Branch Executive Committee, the function of the Treasurer is to be shared by the secretary or the vice president.

14. Fund Allocation

Such amount as considered appropriate by the State Branch Executive Committee every year or such amount as decided by the State bodies and National Body periodically shall be transferred f the National Body. If a State Body has surplus funds the National Body is also entitled to request State Body for such additional funds to enable National Body to carry out its administrative and day to day functions. State bodies and the National Body may singly or jointly arrange fund raising activities to support the objects of the Company.

FEES AND LEVIES

15. Fees

Members shall pay annual membership fees and such other fees in such amounts and at such times as the Directors may from time to time determine. .

16. Levies

In order to provide additional funds required for the operation of the Company, the Directors ray determine that levies are to be paid by Members and may fix the amount and the dates for payment thereof but until so determined no levies shall be payable by Members. The Directors ray determine different levies for different classes of members or no levy for one class at a time when levies are determined for another class.

17. Different fees or levies payable

In determining fees or levies under this Article, the Directors may differentiate between classes of Members as to the amounts of fees or levies payable.

VARIATION OF MEMBERS' RIGHTS

18. Consent or special resolution of Members in class

If at any time the membership of the Company is divided into different classes of members, the rights attached to any class may be varied or abrogated (unless otherwise provided by these articles or by the terms of grant of membership of that class):

- (a) with the consent in writing of three-fourths of the members of that class; or
- b) with the sanction of a special resolution passed at a separate meeting of those members.

19. Rules applying to meetings of class Members

The provisions from time to time contained in these Articles concerning meetings will apply, so far as they are capable of application and with the necessary changes, to every meeting held under Article 18 but so that the necessary quorum shall be two Members of the class or a proxy attorney or Representative of such a Member. Any Member of the class present in person or proxy, attorney or Representative may demand a poll.

CESSATION OF MEMBERSHIP

20. Non payment of fees or levies

If any fees or levies payable by a Member shall remain unpaid for a period of two calendar months after notice of such default is given to the Member by the Company, the Directors by resolution may suspend all the privileges of membership (including the right to vote) of that member, provided that the Directors may reinstate the privileges of membership of that Member on payment of all arrears if the Director think fit to do so.

21. Cessation of membership

A Member's membership of the company shall cease:

- (a) If the Member resigns that membership by giving notice in writing addressed to the Secretary of the Company and such resignation shall be effective from the date of receipt of the notice by the Secretary;
- (b) if the membership of the Member is terminated under Article 23 and such termination shall be effective from the date of the resolution of the Directors;
- (c) in the case of a Member who is an individual if:
 - (i) the Member dies; or
 - (ii) the Member becomes of unsound mind or his person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- (d) in the case of a Member who is not an individual if:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up of a member being a corporation.

22. Continuing rights, liabilities etc.

- (a) The termination of a Member's membership (whether by resignation, expulsion or otherwise) shall not in any way prejudice, lessen or affect the rights, duties, liabilities and , obligations of a member whether they:
 - (i) arise under these Articles or otherwise; and
 - (ii) are existing at the date of such termination or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- b) Without limiting the generality of Article 22(a), termination of a Member's membership shall not relieve a member from any obligation to record or account for or pay any levies or fess referred to in Articles 15, 16 and 17.

23. Non-compliance with Memorandum or Articles, misconduct

- (a) If any Member shall:

- (i) wilfully refuse or neglect to comply with the provisions of the Memorandum or Articles of Association of the Company; or
 - (ii) be guilty of any conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interest of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company.
- (b) Any Member who is proposed to be censured, suspended or expelled;
- (i) shall be given at least one week's notice of the meeting of the directors at which such a resolution is to be put which shall state the nature of the allegations against the Member and the intended resolution;
 - (ii) must have the opportunity of giving orally or in writing any explanation or defence the Member may think fit at such a meeting, before the passing of any resolution for censure, suspension or expulsion.

POWERS OF BOARD OF DIRECTORS

24. Directors have powers of the Company

- (a) The management of the business and affairs of the Company is vested in the Directors.
- (b) The Directors may exercise all powers and do all such acts and things which the Company is authorized or permitted to exercise and do which are not by these Articles or by statute directed or required to be exercised or done by the Company in general meeting.
- (c) The operation and effect of this Article 24 are not limited in any way by the following Articles.

25. Directors may exercise Company's power to borrow

The Directors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company, to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person, to guarantee or to become liable for the payment of money or the performance of any obligations by any other person, and may exercise all the powers of the Company in relation to any official seal for use outside Australia.

26. Directors may exercise power to give security

The Directors may exercise the powers conferred on them by Article 25 in such manner and upon terms and conditions in all respects as they think fit, and in particular but without limiting the generality of the foregoing, by the issue of any debenture, debenture stock (perpetual, redeemable or otherwise), bonds, notes, charge, bill of sale, debt instrument or other security on the whole or any part of the property of the Company (both present and future).

27. Debentures may be issued at discount or premium

Any debentures, debenture stock, bonds, notes or other security or debt instrument may be issued by the Company at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, conversion, attending and voting at general meetings of the Company, appointment of directors, or other matter.

28. Assignability of debentures

Debentures, debenture stock, bonds, notes, charges, bills of sale, other securities or debt instruments issued or given by the Company may be made assignable free from any equities between the Company and the person to whom the same may be issued.

29. Commission on issue of debentures

The Company may pay a commission to any person for subscribing or agreeing to subscribe for or procuring or agreeing to procure subscriptions for any debentures, debenture stock, bonds, notes, other securities or debt instruments of the Company.

30. Security from Company for Directors

If the Directors or any of them or any other person become or are about to become personally liable for the payment of any sum due from the company, the Directors may execute or cause to be executed any mortgage, charge bill of sale or security over or affecting the whole or any part of the assets of the company in order to secure the Directors or persons so becoming liable from any loss in respect of such liability.

31. Directors may appoint attorney or Agent

- (a) The Directors may, by resolution, power of attorney under seal, or other written instrument, appoint any person or persons, including any as described in Article 120(b), to be attorney or agent of the Company for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.
- (b) The appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorize the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him.

32. Execution of Company cheques, etc.

All Cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments signed, drawn, accepted, endorsed or otherwise executed by the Company, and all receipts for money paid to the Company, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner and by such persons as the Directors determine.

GENERAL MEETINGS

33. Convening of general meeting

- (a) Directors may convene a general meeting whenever they think fit.
- (b) Directors will convene a general meeting on requisition of Members as provided by the corporations law.

34. Annual general meeting

Annual meetings will be held in compliance with the Corporations Law.

35. Notice period

Subject to the provisions of the Corporations Law relating to agreements for shorter notice, 'proposed to pass a special resolution not less than 21 days notice and in other cases not less than 14 days' notice of a general meeting will be given to the Members.

36. Contents of notice

A notice of a general meeting will specify:

- (a) the place, day and the time of meeting;
- (b) in the case of special business, the general nature of that business; and
- (c) In the case of an election of Directors, the names of the candidates for election.

37. Failure to give notice

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

38. Notice of adjourned meeting in certain circumstances only

- (a) Whenever a general meeting is adjourned for less than 21 days, no further notice of the time and place of the adjourned meeting need be given.
- (b) Whenever a general meeting is adjourned for 21 days or more, at least three days notice of the time and place of the adjourned meeting will be given to the Members.

39. Persons entitled to notice of general meeting

Notice of every general meeting of the Company will be given in a manner authorized by Article 110 and in accordance with the Corporations Law to:

- (a) every Member;
- (b) every Director; and
- (c) the auditors of the company

No other person is entitled to receive notices of general meetings.

40. Person entitled to attend general meetings

- (a) All members are entitled to attend general meetings of the Company as well as any other persons entitled to attend under the Corporations Law.
- (b) the chairperson may require any person to leave and remain out of any general meeting who in the opinion of the chairperson is not complying with his or her reasonable directions.

41. Postponement or Cancellation of Meeting

The Directors may whenever they think fit postpone or cancel any general meeting other than a meeting convened as a result of a requisition under Article 33(b).

PROCEEDINGS AT GENERAL MEETINGS

42. Mode of meeting

The Members may meet in person or, if so determined by the Directors either generally or in any specified case, by telephone, or other simultaneous and instantaneous means of conferring for the despatch of business (or by any combination of those means) which allows each member (or a Member's Representative, proxy or attorney) to hear and be heard by each other person at the meeting, and a Member who can so hear and be heard is present at that meeting.

43. Business of annual general meeting

The business of annual general meetings is:

- (a) to receive and consider the profit and loss account, the balance sheet, and any other accounts, reports and statements as are required to be laid before the meeting;
- (b) to elect Directors and office bearers in the place of those retiring;
- (c) to transact any other business which under these Articles or by the provisions of Corporations Law ought to be or may be transacted at an annual general meeting.

44. Special business

- (a) All other business transacted at an annual general meeting and all business transacted at any other general meeting will be deemed special.
- (b) Except pursuant to the provisions of the Corporations Law, with prior approval of the Directors, or with the permission of the chairperson, no person may, as regards any special business of which notice has been given, move at any general meeting any resolution (other than a resolution in the same terms as specified in that notice) or any amendment of a resolution.

45. Quorum

- (a) A quorum for a general meeting is three persons, each being a Voting Member, or a proxy of the Voting Member, or attorney of a Voting Member, or a Representative entitled to vote at that meeting.
- (b) No business can be transacted at any general meeting unless the requisite quorum is present at the commencement of the meeting.
- (c) If a quorum is present at the beginning of a general meeting it is deemed present through out the meeting unless the chairperson otherwise declares on the chairperson's own motion or at the instance of a voting Member, the attorney of a Voting Member, the proxy of a Voting Member, or a Representative entitled to vote at that meeting.

46. Chairperson

- (a) The chairperson of Directors or in the chairperson's absence the deputy chairperson, if any, will preside as chairperson at every general meeting of the Company.
- (b) If there is no such chairperson or deputy chairperson, or if at any general meeting neither the chairperson nor the deputy chairperson are present within 15 minutes of the time appointed for holding the meeting or willing to act, the Director or Director present may choose another Director as chairperson.
- (c) If no director is present or if all Directors present decline to take the chair, the Voting Members present may choose one of their number to be chairperson.

47. If quorum absent

If half an hour after the time appointed for a general meeting a quorum is not present, a meeting convened by the Directors on requisition of Members or by such requisitions as is provided by the Corporations Law will be dissolved, but in any other case the meeting will be adjourned to such other day, time and place as the Directors may by notice to Members appoint date within a period of 30 days to be held at the same time and same place.

48. Quorum for adjourned general meeting

If at any adjourned general meeting a quorum is not present after half an hour from the time appointed for that adjourned general meeting, then notwithstanding Article 45, two persons each being either a Voting Member, a proxy of a Voting Member, the attorney of a Voting member, or a Representative entitled to vote at that meeting, will constitute a quorum.

49. Chairperson has casting vote

In the case of an equality of votes at any general meeting, the chairperson has a casting vote both on a show of hands and on a poll, in addition to the vote or votes to which the chairperson entitled as a Voting Member, proxy or attorney of a Voting Member or Representative entitled.

50. Voting: show of hands or poll

At any general meeting a resolution put to the vote of the meeting will be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:

- (a) by the chairperson; or
- (b) by any Voting Member, present in person or by proxy or attorney or by a Representative, having the right to vote at the Meeting .

but no poll will be demanded on the election of a chairperson or the adjournment of any meeting.

51. Question decided by majority

Subject to the requirements of the Corporations Law in relation to special resolutions, a resolution will be taken to be carried if the proportion that the number of votes in favour of resolution bears to the total number of votes on the resolution exceeds one-half.

52. Declaration by chairperson that resolution carried

A declaration by the chairperson that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

53. Conduct of poll

- (a) If a poll has been demanded under these Articles, it will be taken in such manner and at such time and place as the chairperson directs, and either at once or after an interval or adjournment or otherwise.
- (b) The result of the poll will be deemed to be the resolution of the general meeting at which the poll was demanded.
- (c) The demand for a poll may be withdrawn.

54. Continuation of meeting notwithstanding poll

The demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the resolution on which the poll has been demanded.

55. Adjournment of general meetings

If so directed by the general meeting, the chairperson will adjourn the meeting from time to time and from place to place; but no business will be transacted at any adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place.

56. General Conduct of Meetings

- (a) The chairperson will be responsible for the general conduct of general meetings and for the procedures to be adopted at general meetings.
- (b) The chairperson may make rulings, adjourn the meeting without putting the question (or any question) to the vote if such action is required to ensure the orderly conduct of the meeting.
- (c) The chairperson may require the adoption of any procedures which are in the chairperson's opinion 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.
- (d) The chairperson may determine conclusively any dispute concerning the admission, validity or rejection of a vote.
- (e) Persons in possession of visual-recording, pictorial recording or sound-recording devices or placards, banners or articles considered by the Directors or the chairperson to be dangerous, offensive or liable to cause disruption, or persons who refuse to produce or permit examination of any articles in their possession or the contents thereof, may be refused admission to any general meeting or may be required to leave and remain out of the meeting.
- (f) Nothing contained in this Article S6 will be taken to limit the powers conferred on the chairperson by law.

VOTES AT GENERAL MEETINGS

57. Number of votes

Subject to any special rights or restrictions for the time being attaching to any class of Members, and Articles 59 and 63:

- (a) on a show of hands at a general meeting every person who is either a Voting Member, a proxy, an attorney or a Representative of a Voting Member has one vote; and
- (b) on a poll at a general meeting every Voting Member (not being a corporation) present in person or by proxy or attorney and every Voting Member (being a corporation) present by a representative or by proxy or attorney has one vote.

58. Votes of incapacitated member

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, the Member's committee or trustee or such other person as properly has the management of the Member's estate may exercise

any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

59. No votes if fees unpaid

Notwithstanding these Articles, a Voting Member will not be entitled to vote on any question either personally, by proxy, by attorney, or by a Representative at any general meeting, or on the poll if the directors have so resolved pursuant to Article 20 and such entitlement to vote has not been reinstated in accordance with Article 20.

60. Chairperson to determine disputes re votes

In the case of any dispute as to the admission or rejection of a vote, the chairperson may determine the dispute and such determination made in good faith will be conclusive.

61. Objections to qualification to vote

- (a) No objection to the qualification of any person to vote will be raised except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at that meeting is valid for all purposes.
- (b) Any objection made in due time will be referred to the chairperson, whose decision made in good faith is final and conclusive.

62. Proxy not to vote if Voting Member present

If a Voting Member is present at a general meeting of the Company and a proxy or attorney for such Voting Member is also present, the proxy or attorney is not in respect of the membership to which the proxy or attorney relates entitled to vote on a show of hands or on a poll.

63. When numerous proxies or Representatives are present

If more than one proxy or attorney or Representative for a Voting Member is present at a meeting of the Company, none of them will be entitled to vote on a show of hands, or on a poll.

64. No vote if contrary to Corporations Law

Notwithstanding any other Article, a Member shall not be entitled to vote, and any vote purported to be cast by the Member or any proxy, attorney or Representative for the Member, shall be disregarded on a particular resolution where such a vote is prohibited by the Corporations Law.

PROXIES AND REPRESENTATIVES

65. Right to appoint proxy/attorney

- (a) A Voting Member is entitled to appoint another person as the Voting Member's proxy or attorney as the case may be to attend and vote instead of the Voting Member at the meeting. The proxy so appointed shall be a member of the Company.

- (b) A proxy or attorney may be appointed for all meetings or for any number of meetings or for a particular purpose.

66. Proxy or attorney will be written

An instrument appointing a proxy or attorney:

- (a) will be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, under its common seal or the hand of its duly authorised attorney; and
- (b) may contain directions as to the manner in which the proxy or attorney, as the case may be, is to vote in respect of any particular resolution or resolutions.

A facsimile of a written appointment of a proxy or power of attorney is valid.

67. Directors or chairperson decide validity

The Directors or chairperson's decision as to the validity of a proxy or power of attorney or a facsimile thereof will be final and binding.

68. Authority conferred on Proxy or Attorney

Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney will be taken to confer authority:

- (a) to agree to a meeting being - convened by shorter notice than is required by the Corporations Law or by these Articles;
- (b) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given;
- (c) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion; and
 - (ii) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting;
- (d) to speak on any proposed resolution on which the proxy or attorney may vote; and
- (e) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote.

69. Power of attorney or proxy to be deposited before meeting

An instrument appointing an attorney or a proxy, and the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified as a true copy by statutory declaration or facsimile of any of the documents referred to in this Article, will be deposited at the Company's registered office not less than 48 hours before

the time scheduled for the commencement of the meeting at which the person named in the proxy or power of attorney, as the case may be, intends to vote.

70. Vote by proxy valid notwithstanding intervening death etc. of Member

A vote given in accordance with the terms of an instrument appointing a proxy or attorney will be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the proxy or power of attorney, if no intimation in writing of the death, unsoundness of mind or revocation has been received at the office, not less than 48 hours before the time scheduled for the commencement of the meeting at which the person named in the proxy or power of attorney, as the case may be, intends to vote.

71. Member may indicate whether proxy is to vote for or against resolution

- (a) Any form of proxy sent out by the Company or to Members in respect of a proposed general meeting of members will make provision for the Member to indicate whether the Member wishes to vote for or against any resolution.
- (b) The Member may but need not give an indication or direction as to the manner in which a proxy is to vote in respect of a particular resolution.
- (c) Where an indication or direction is given, the proxy is not entitled to vote on the resolution on behalf of that Member except in accordance with that indication or direction.

72. Form of proxy/attorney

Every instrument appointing a proxy or attorney whether for a specified meeting or otherwise will be in such form as the Directors may prescribe or accept.

73. Failure to name appointee

Any instrument of proxy in which the name of the appointee is not filled in will be deemed to be given in favour of the chairperson or such other person as is nominated by the Directors in the notice convening the relevant general meeting.

74. Appointment of Representative by Corporation

Any Corporation which is a Member of the Company by a resolution of its directors may authorise any person (whether a Member or not) it thinks fit to act as its Representative at all meetings or any particular meeting or meetings held during the continuance of the authority, whether the meeting is of the Company or of any class of Members of the Company.

75. Proof of appointment or revocation of appointment of Representative

A certificate under the seal of the corporation, such other document as the chairperson of the meeting in his or her sole discretion considers sufficient, will be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under Article 74.

DIRECTORS: APPOINTMENT AND REMOVAL

76. Number of Directors

- (a) Subject to paragraph (b), the number of Directors will subject to any applicable legislation be such number not less than three nor more than 13 as the Directors may determine, provided that the Directors shall not reduce the number of Directors below the number in office at the time of such determination.
- (b) The Company in general meetings may by ordinary resolution increase or reduce the maximum or minimum number of Directors, provided that the minimum will not be less than three.
- (c) The first Directors will be appointed by the subscribers to the Company memorandum of association or majority of them.

77. Limited ability of Directors to act during vacancies

The continuing Directors may act notwithstanding any vacancy in their number; but for as long as the number of Directors is below the minimum fixed by these Articles, the Directors will not act except in emergencies or for the purpose of filing up vacancies or convening a general meeting of the Company.

78. Election of Directors by general Meeting

A Director must be a Member of the Company. Subject to provisions of these Articles, the Company in general meeting at which any Director retires or at the conclusion of which any Director ceases to hold office may fill up all or any of the vacated offices by electing a like number of persons to be Directors. Director may continue if place not filled.

79. Directors may fill casual vacancies and may appoint additional Directors

- (a) The Directors have power to appoint any person as a Director either to fill a casual vacancy or as an addition to the Directors, but the total number of Directors will never exceed the maximum number fixed by the Articles.
- (b) Any Director so appointed will retire at the next following general meeting of the Company and will then be eligible for re-election.

80. Appointment of Directors by general meeting

Subject to provisions of these Articles, the Company in general meeting may by ordinary resolution appoint new Directors in accordance with Article 78.

81. Resignation of Directors

A Director may resign from office on giving the Company notice in writing.

82. Removal of Directors by general meeting

Subject to Corporations Law, the Company in general meeting convened by special notice may by ordinary resolution:

- (a) remove any Director; and
- (b) appoint another qualified person in place of that Director in accordance with Article 78.

83. Suspension of Director guilty of prejudicial behaviour

- (a) If the conduct or position of any Director is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Company, a majority of the Directors at a meeting of the Directors specially convened for that purpose may suspend that Director.
- (b) Within 14 days of the suspension, the Directors will call a general meeting, at which the Members may either confirm the suspension and remove the Director from office in accordance with Article 82, or annul the suspension and reinstate that Director.

84. Vacation of office of Director: automatic

The office of Director is vacated if that Director:

- (a) becomes of unsound of mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent without the consent of the Directors from all meetings of the Directors held during a period of three months and the Directors resolve that his or her office be vacated;
- (c) resigns the office of Director in accordance with Article 81.
- (d) is removed under the provisions of Article 82.
- (e) becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns his or her estate for the benefit of his or her creditors; or
- (f) otherwise ceases to be, or becomes prohibited from being, a Director by virtue of the Corporations Law.

85. Nomination of Directors for office

No person other than a Director retiring in accordance with these Articles is eligible for election to the office of Director at any general meeting unless, in the case of a person whose nomination is recommended by the Directors at least 21 days, and in any other case at least 30 business days, before the meeting there has been left at the office:

- (a) a notice in writing signed by a Member duly entitled to attend and vote at the meeting for which such notice is given of that Member's intention to propose the person for election; and
- (b) notice in writing signed by the person of his or her willingness to be elected. Members duly entitled to attend and vote at the meeting may also propose themselves for election in accordance with these Articles. Notice of each and every candidature will be given to all Members at least 14 days before the meeting at which election is to be held.

BOARD OF DIRECTORS

86.

- (a) The Directors will function as the National Executive Committee of the Company as set out in Article 13 (c) and (d). The President will function as Managing Director.
- (b) A State Branch Executive Committee of up to five elected members of each State of the Commonwealth and administered Territory of the Commonwealth may be elected by the Members resident in each such State or Territory to function as State Branch Executive Committee in accordance with Article 13 (b). The role and the authority of the State Branch Executive Committee will be as determined by the Board of Directors from time to time and the Board shall have the power to revoke, amend, vary or otherwise alter the roles and authorities of the State Branch Executive Committees.
- (c) The Directors may provide for the management of the affairs of the Company in any specified locality whether State or elsewhere by a process of election in such manner as they think fit.
- (d) **Quorum for State Branch-Executive Committee**
Until otherwise determined, a quorum for the purpose of transacting business at a meeting of the State Branch Executive Committee will be three persons each of whom is a Member of the State Branch Executive Committee.

PROCEEDINGS OF BOARD OF DIRECTORS

87. Meetings of Directors

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

88. Quorum for meetings of Directors

- (a) The Directors may determine the quorum necessary for the transaction of business.
- (b) Until otherwise determined, a quorum for the purpose of considering a matter at a meeting will be three persons each of whom is a Director and is entitled under the Corporations Law to vote on a motion that may be moved in relation to such matter at that meeting.

- (c) A meeting of the Directors during which a quorum is present is competent to exercise all or any other authorities, powers and discretions under these Articles for the time being vested in or exercisable by the Directors generally.
- (d) Where a quorum cannot be established for a meeting of Directors (or consideration of a particular matter) a Director may convene a general meeting of Members to deal with the matter in question.

89. Convening meetings of Directors

A Director may at any time, and the Secretary will on the request of a Director, convene a meeting of the Directors.

90. Notice of meeting of Directors

- (a) Notice of every Directors' meeting will be given to each Director who is within Australia, but it is not necessary to give notice to any Director who is outside Australia at the time of the giving of the notice.
- (b) Notice of Directors' meetings may be given in writing or by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication.

91. Meetings by electronic means

- (a) Without limiting the discretion of the Directors to regulate their meetings under Article 87, the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication.
- (b) Notwithstanding that the Directors are not present together in one place at the time of the conference, a resolution passed by such conference will 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.
- (c) The provisions of these Articles relating to the proceedings of Directors apply to such conferences to the extent that they are capable of applying, and with the necessary changes.
- (d) A Director present at the commencement of the conference will be conclusively presumed to have been present and, subject to other provisions of these Articles, to have formed part of the quorum throughout the conference.
- (e) Any minutes of a conference of the type referred to in Article 91 (a) purporting to be signed by the chairperson of that conference or by the chairperson of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the conference.
- (f) When by the operation of Article 91 (b) a resolution is deemed to have been passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the chairperson of the relevant conference, provided that at

least one of the Directors who took part in the conference was at such place for the duration of the conference.

- (g) If all the Directors of the Company have signed a document containing a statement that they are in favour of a decision of the Board of Directors which decision is set out in the document, then that decision shall be deemed to have been passed at a meeting of the Board of Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or if the Directors signed the document on different days, on the day on which and at the time at which the document was last signed by a Director.

92. Votes at meetings of Directors

Questions arising at any meeting of Directors will be decided by a majority of votes and each Director has one vote.

93. Casting vote for chairperson of Directors

In case of equality of votes, the chairperson of a meeting of Directors will have a second or casting vote.

94. Committee of Directors

- (a) Directors may delegate any of their powers to committees consisting of one or more Members as they may think fit, and the Directors may revoke that delegation.
- (b) A committee may conform to any regulations that may be imposed upon it by the Directors in the exercise of its powers.
- (c) So far as they are capable of application and with the necessary changes, the provisions of the articles for regulating the meetings and proceedings of the Directors govern the meetings and proceedings of the committees of two or more Members to the extent that the same are consistent with any regulations made by the Directors.
- (d) Where a committee consists of two or more Members, a quorum will be any two Members or such larger number as the committee itself determines.

MINUTES

95. Minutes of all proceedings to be kept

The directors will cause minutes of all proceedings of general meetings and meetings of Directors, including meetings committees of Directors, to be duly entered in books kept for that purpose in accordance with the Corporations Law.

96. Minutes to be signed by Chairperson

Except in the case of written resolutions made in accordance with Article 91, the Directors will cause the minutes of all proceedings of general meetings and meetings of the Directors,

including meetings of the committees of Directors, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

97. Minutes to be presumed accurate

Where the minutes of proceedings of general meetings and meetings of the Directors, including meetings of committees of Directors, are signed, those minutes shall be presumed to be accurate record of relevant proceedings unless contrary is proved.

98. Inspection of minutes of general meetings.

Books containing the proceedings of general meetings will be open for inspection by any member without any charge.

99. Custody and use of Seal

- (a) The Directors will provide a Seal for the Company and will provide for the safe custody of that Seal.
- (b) The Seal will only be used by the authority of the Directors or of a committee of the Directors authorized by the Directors in that behalf.
- (c) Every instrument to which the Seal is affixed, subject to any provisions contained in this Article, will be signed by a Director and countersigned by the Secretary, another Director, or some other person appointed by the Directors for that purpose.

100. Official Seal

The Company may have for use in any place outside the State an official seal which is a facsimile of the Seal with the addition on its face of the name of the place where it is to be used, and the following provisions have effect:

- (a) the Company may by writing under the Seal authorize any person appointed for the purpose in the relevant place outside the State to affix its official Seal for that place to any deed or other document to which the Company in that place is a party;
- (b) as between the Company and any person dealing with the agent, the authority of the agent will continue during the period (if any) mentioned in the instrument conferring the authority, or if no period is mentioned, then until notice of the revocation or termination of the agent's appointment has been given to the person dealing with the agent;
- (c) the person affixing the official Seal will certify the date and place of affixing the same by writing under hand on the deed or document to which the Seal is affixed:
and
- (d) a deed or other document to which the official Seal is duly affixed will bind the Company as if it has been sealed with the Seal of the Company.

101. Facsimile signature under Seals

The Directors may determine either generally or in a particular case and in any event subject to such conditions as they think fit that where ever a signature is required by these Articles on a document to or in which the Seal or an official seal is affixed or incorporated, that requirement will be satisfied by a facsimile of the signature affixed by mechanical or other means.

102. Effect of sealing

Any instrument bearing the Seal or an official seal if issued for valuable consideration will be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same, or the circumstances of its issue.

ACCOUNTS

103. Company to keep

The Company will keep such accounting and other records of the business of the Company as it is required to keep by the Corporations Law.

104. Annual accounts to be laid before annual general meeting

At the annual general meeting in every year the board of Directors will lay before the Company a profit and loss account and balance sheet for the last financial year of the Company, together with such other accounts, reports and statements as are required by Corporations Law.

105. Copy of accounts to be sent

Other than those Members who have provided written notice to the company stating that they do not wish to receive a copy of every document which is required to be laid before each annual general meeting by Article 104, a copy of these documents will be sent to all persons entitled to receive notices of general meetings together with the notice of meeting, as required by the Corporations Law.

106. Accounts Conclusive

Every account of the Directors when audited and approved or received by a general meeting at which it is presented will be conclusive except as regards any material error discovered in it within three months next after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and then it will be conclusive.

AUDITORS: APPOINTMENT AND REMOVAL

107. The auditors of the company will be appointed and may be removed as provided in the Corporations Law. They will perform the duties and have rights and powers as may be provided in the Corporations Law.

SECRECY

108. Members not entitled to discovery

- (a) The Directors will determine whether and to what extent, at what time and place or places, and under what conditions, the accounting records and other documents of the Company will be open to the inspection of Members other than Directors.
- (b) Subject to Corporations Law, a Member not being a Director does not have the right, but may in the absolute discretion of the Directors be authorized, to inspect or require or receive any information, or to require discovery of any record or document of the Company or any information respecting any detail of the Company's business, or any matter which is or may be in the nature of a trade secret, confidential information, mystery of trade or secret process which may relate to the conduct of the business of the Company.

109. Officers of Company not to disclose information

- (a) Every Director, Managing Director, Manager, Secretary, auditor, trustee member of a committee, agent accountant or other officer or employee is bound to observe secrecy with respect to all transactions of the Company with members of general public, the state of the account of any individual, and all related matters.
- (b) If required by the Directors, every such person will, before commencing that person's duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that they will not reveal or make known any of the matters, affairs or concerns which may come to their knowledge as Director, Managing Director, Manager, secretary, auditor, trustee, member of a committee, agent, accountant or other officer or employee and whether relating to transactions of the Company with the general public or the state of the account of any in the performance of their duties, or under compulsion or obligation of law, or when officially required to do so by the Directors or by the auditors for the time being, or by any general meeting of Members.

NOTICES

110. Method of service of notice

A notice may be served by the company on a Member or other person receiving notice under these Articles of Association by any of the following methods:

- (a) by serving it personally on the member;
- (b) by leaving it at the Member's registered address;

- (c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the member at the member's registered address; or
- (d) by sending it by facsimile transmission to a facsimile number nominated by the member for the purpose of serving notices on the Member.

For the purposes of Articles 110 (b) and (c), a Member may provide the company with an address other than that of the registered address for the purpose of serving notice on the Member.

111. Notification of address or facsimile number

Each Member whose registered address is not in Australia may at any time notify in writing to the company an address or facsimile number in Australia which will be deemed to be that Member's registered address or facsimile number within the meaning of Article 110.

112. Air-mail postage or facsimile transmission to an overseas Member without Australian address

As regards Members who have no registered address in Australia, all notices will be posted by air-mail or sent by facsimile transmission or air courier.

113. Notice by advertisement

Any notice by a court of law or otherwise required or allowed to be given by the Company to the Members or any of them by advertisement will unless otherwise stipulated be sufficiently advertised if advertised once in a daily newspaper circulating in the States and Territories of Australia.

114. Time of service by post

Any notice sent by post, airmail or air courier will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted or delivered to the air courier, and in proving service it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put in to the post office or other public postal service receptacle or delivered to the air courier. A certificate in writing signed by any manager secretary or other officer of the Company that the letter envelope or wrapper containing the notice was so addressed and posted is conclusive evidence thereof.

115. Time of service by facsimile transmission

Any notice sent by facsimile transmission will be deemed to have been served on receipt by the Company of a transmission report confirming successful transmission.

116. Signature on notices

The signature to any notice to be given by the Company may be written or printed or a facsimile thereof may be affixed by mechanical or other means.

117. Calculation of notice period

Where a period of notice is required to be given, the day on which the notice is despatched and the day of doing the act or other thing will not be included in the number of days or other period.

OFFICERS: INDEMNITIES AND INSURANCE

118. Indemnities

To the extent permitted by law:

- (a) the Company indemnifies every person who is or has been an officer of the Company or wholly owned subsidiary of the Company against any liability for costs and expenses incurred by that person in defending any proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the court grants relief to the person under the Corporations Law; and
- (b) the Company indemnifies every person who is or has been an officer of the Company or of a wholly owned subsidiary of the Company against any liability incurred by the person, as an officer of the Company or of a wholly owned subsidiary of the Company, to an other person (other than the Company or related body corporate of the Company) unless the liability arises out of conduct involving a Jack of faith.

119. Insurance

To the extent permitted by law, the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an officer of the Company or a subsidiary of the Company or in the course of acting in connection with the affairs of the Company or a subsidiary of the Company or otherwise arising out of the Officer's holding such office, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of the Company or contravention of sections 232(5) or (6) of the Corporations Law; or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

120. Interpretation

In Articles 118 and 19:

- (a) the term "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged the person has done or omitted to do some act, matter or thing in his or her capacity as such an officer or in the course of acting in connection with the affairs of the Company or otherwise arising out of the officer's holding such office (including proceedings alleging that he or she was guilty of

negligence, default, breach of trust or breach of duty in relation to the Company or wholly owned subsidiary (in Article 118) or subsidiary (in Article 119) of the Company).

- (b) the term "Officer" has the meaning given to that term in section 24(4) of the Corporations Law.

We, the several persons whose signatures are subscribed, being subscribers to the Memorandum of Association of the Company, hereby agree to the foregoing Articles of Association.

Signature of Dr. Appupillay Balasubramaniam

Witness

Dated

Signature of Dr Anand Lal Chandani

Witness

Dated

Signature of Mr Bhagwat Singh Chauhan

Witness

Dated

Signature of Mr Surinder Kumar Jain`

Witness

Dated

Signature of Mr Jagdish Raniga `

Witness

Dated