CORPORATIONS ACT 2001

A Company Limited by Guarantee and not having a Share Capital

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CONSTITUTION

OF

AUSTRALIAN CONSUMERS' ASSOCIATION

ACN 000 281 925

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1. DEFINITIONS

1.1 In this Constitution unless there is something inconsistent in the subject or context:"

Act" means the Corporations Act 2001 including any amendment or re-enactment for the time being in force and a reference in this Constitution to a provision of the Act shall be read as a reference to that provision as amended or re-enacted from time to time.

"Annual General Meeting" means the General Meeting held each year as required by the Act and by this Constitution.

“Annual Subscription” means the annual fee payable to the Company by a Subscriber to obtain, maintain or renew his or her subscription to the regular publications distributed and advisory service provided by the Company.

“Auditor” means the Company’s auditor from time to time.

"Board" means the Board from time to time elected pursuant to Rule 8 and responsible for the management of the Company..

"Business Day" means any day except a Saturday, Sunday or proclaimed public holiday in Sydney.

“Chief Executive Officer” means the person (if any) appointed as Chief Executive Officer of the Company under Rule 9A.1.

"Closing Date" has the meaning given to it in Rule 9.8(a)(ii).

"Company" means “Australian Consumers’ Association”.

“Constitution” means the constitution of the Company as amended from time to time

"Chair" means the person presiding over and having the conduct of General Meetings of the Company or of Board Meetings as the context requires.

"Director" means a member for the time being of the Board.

“Former Employee” means any person who was employed by the Company on a permanent basis and whose employment has ceased.

“General Meeting” means a meeting of the Members held in accordance with this Constitution.

“Life Member” means a Member elected to life membership of the Company pursuant to Rule 4.2.

"Month" means calendar month.

"Member" means a member of the Company, and includes Life Members, as described in Rule 4.2.

“Nomination Date means the date which is prescribed by the Board as being the final date for acceptance of a Notice of Candidature and which date shall be at least 90 days prior to any Annual General Meeting of the Company’.”

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

The "Register" means the Register of Members kept pursuant to the Act.

"Subscriber to the Constitution" or "Subscribers to the Constitution of the Company" means the nine (9) persons who subscribed to the original Memorandum and Articles of Association of the Company in 1959 upon its incorporation.

"Subscriber" means a person who becomes a Subscriber (pursuant to Rule 3.1 of this Constitution) to the regular publications distributed and advisory service provided by the Company and who is subject to the restrictions contained in Rule 3.2 of this Constitution.

"In writing" and "Written" includes printing, lithography and other modes of reproducing or representing words in visible form.

Words importing the singular number may include the plural and vice versa; and words importing the masculine gender include the feminine gender and neuter gender as the case may require.

Words and expressions defined in the Act have the same meaning in this Constitution, unless the contrary intention appears.

2. MEMBERSHIP GENERALLY

2.1 For the purpose of registration the number of Members is taken to be unlimited.

2.2 A Register of the Members must be kept in accordance with the Act. The following details must be entered and kept current in the Register in respect of each Member:

(a) the full name and contact details of the Member;

(b) the date of admission to and cessation of membership; and

(c) such other information as the Board requires.

2.3 Subject to Rule 4.4, the Subscribers to the Constitution and such other persons as are admitted to membership in accordance with the provisions of this Constitution will be Members.

2.4 There are only two (2) classes of Members namely:

(a) Members; and

(b) Life Members.

3. SUBSCRIBERS

3.1 Any person (whether a natural person or a corporation) may apply to become a Subscriber and becomes a Subscriber on payment of the relevant Annual Subscription for the first year in respect of which subscription is sought by that person AND continues as a Subscriber for so long as Annual Subscriptions are paid as they fall due.

3.2 A Subscriber does not have the right to receive notice and to attend and speak at General Meetings of the Company and is not entitled to vote at any such General Meeting. A Subscriber is not eligible to be a Director or to hold any office under the Company.

3.3 The Board may in its absolute and unfettered discretion and without giving any reasons, grant, refuse or cancel membership. Without limitation to the scope or generality of this discretion, the Board, in exercising such discretion, may have regard to:

(a) the development, maintenance and enhancement of a reputation for the Company as an impartial, independent and unbiased commentator to the Australian public at large, to its Members, and to Subscribers on matters relating to the manufacture, production, distribution, advertising, marketing and sale of goods, commodities, products, materials and services;

(b) any possibility that, in the event of the applicant being elected to the Board (having qualified for such election by becoming a Member) the applicant would experience a conflict of interest between his or her duty to the Company and the Board, on the one hand, and his or her interest (if any) in any commercial or business undertaking on the other hand;

(c) any possibility that the applicant may have any continuing relationship or association with any entity (whether corporate or unincorporated) which

represents or speaks on behalf of or is connected with any group, corporations or person engaged in the manufacture, production, distribution, marketing, advertising, provision or sale of goods, services or commodities of any kind, or with any government or agency (whether, federal, state or municipal) where such relationship or association might reasonably be expected to cause the applicant to promote sectional or limited interests incompatible with or inimical to the objects of the Company (as set out in Rule 20 of this Constitution) or the policies of the Company as formulated by the Board from time to time.

4. MEMBERS AND LIFE MEMBERS

4.1 Any natural person is entitled to be, and will be, a Member if that person:

(a) is a Subscriber to the Constitution; or

(b) has been admitted to membership of the Company prior to the date upon which this Rule 4.1 is adopted by the Company in General Meeting; or

(c) has paid all subscriptions and monies due and payable.

AND continues to be a Member until his membership is terminated pursuant to Rule 4.4.

4.2 The Company may at any time, by resolution, elect any Member to be a Life Member, in which event:

(a) that Life Member continues to enjoy all the privileges of a Member; and

(b) no further annual dues will be payable by that Life Member.

4.3 The Board will determine from time to time the Annual Subscriptions payable by Members, and the Annual Subscriptions will be payable at such time, in such instalments and generally in such manner as the Board from time to time determines.

4.4 The membership of a Member terminates on the happening of any of the following events:

(a) failure by the Member to pay any Annual Subscription within two (2) months of it falling due for payment;

(b) the Member resigns from the Company by notice in writing;

(c) the Member is removed from membership or is declared to be ineligible for membership by a resolution of the Board passed at a specially convened meeting of which he or she had reasonable notice and opportunity to attend and be heard.

4.5 The rights of a Member are personal, not transferable and cease upon the death of the Member.

5. GENERAL MEETINGS

5.1 The Company will hold a General Meeting in every calendar year as its Annual General Meeting at the time and place determined by the Board, and will specify the Meeting as such in the notices calling it, PROVIDED that every Annual General Meeting except the

first must be held not more than five months after the end of the financial year of the Company to which the Annual General Meeting relates.

5.2 All General Meetings, other than Annual General Meetings will be called General Meetings.

5.3 Any Director may, at any time, convene a General Meeting.

5.3A (a) A Member may only requisition the Board to convene a General Meeting in accordance with Section 249D of the Act.

(b) A Member may not convene or join in convening a General Meeting except under Sections 249E or 249F of the Act.

5.3 (a) Subject to paragraph (b), at least twenty-one (21) days' notice in writing (exclusive in every case both of the day on which it is served or received and of the day for which it is given) specifying the place, date and hour of meeting and the general nature of business to be transacted must be given to all Members prior to any General Meeting;

(b) Notwithstanding paragraph (a), a General Meeting may be duly convened, except in the circumstances set out in Sections 249H(3) and 249H(4) of the Act, notwithstanding that notice of less than twenty-one (21) days has been given, where such shorter period of notice has been approved:

(i) in the case of an Annual General Meeting, by all of the Members; and

(ii) in the case of a General Meeting, by not less than ninety-five percent (95%) of the Members.

5.4 The accidental omission to give notice of a General Meeting to or the non-receipt of such notice by any person entitled to receive notice does not invalidate any resolution passed or proceeding had at any General Meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 All business will be deemed special that is transacted at a General Meeting and all that is transacted at an Annual General Meeting will also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board and of the Auditors, the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

6.1A The Company may hold a meeting of the Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

6.2 No business is to be transacted at any General Meeting unless a quorum is present at the time the meeting proceeds to business. Twelve (12) Members personally present or present by proxy and entitled to vote constitutes a quorum.

6.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of Members, will dissolve. In any other case it will stand adjourned to the same day in the next week at the same time and place or at such other place as the Board may determine. If at the

adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting is automatically dissolved.

6.4 The Chair (if any) of the Board will preside at every General Meeting. If there is no Chair or if at any meeting he or she is not present within five minutes after the time appointed for holding the meeting or is unwilling to preside, the deputy Chair will preside. If there is no deputy Chair or if he or she is not present or is unwilling to preside, the Members present must choose a Director to preside. If no Director is present or if all Directors present decline to take the Chair, the Members present must choose a Member who is present to preside. must choose a Member who is present to preside.

6.5 The Chair may with the consent of any General Meeting at which a quorum is present (and must if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business is to be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given in the same manner as for the original General Meeting. Except as provided otherwise, the Members are not entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.

6.6 At any General Meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is before or upon the declaration of the result of the show of hands demanded by the Chair of the Meeting upon the recommendation of the Board or by Members personally present or present by proxy being not less than five percent (5%) of all the Members. Unless a poll is so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of the Company is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

6.7 Subject to the provisions of the following Rule if a poll is demanded in accordance with Rule 6.6 it will be taken at the time and place and in the manner (including postal ballot) the Chair directs and the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.

6.8 No poll may be demanded on the election of a Chair or on any question of adjournment.

6.9 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair is entitled to a second or casting vote.

6.10 The demand of a poll does not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

7. VOTES OF MEMBERS

7.1 On a show of hands or upon a poll every Member who has paid every subscription, if any, and other sum (if any) due and payable by him or her to the Company in respect of his or her membership has one vote.

7.2 (a) A Member is, in accordance with the provisions of Section 250A of the Law, entitled to appoint another person (whether a Member or not) as his or her proxy to attend and vote instead of a Member at any

General Meeting of the Company or any class of Members of the Company at which the Member is entitled to attend and vote. Any proxy so appointed is not entitled to vote except on a poll but may join in a demand for a poll. The form of appointment of proxy must be in or to the effect of the following or such other form as the Board may from time to time determine or accept:

I, …… of ……,

being a Member of AUSTRALIAN CONSUMERS' ASSOCIATION hereby appoint

. …… of ……,

or failing him/her,

. …… of ……,

as proxy to vote, for me on my behalf at the General Meeting of the Company to be held on the …day of …….20.., and at any adjournment thereof in the manner indicated below or in the absence of any indication as he/she sees fit.

Signed this ……. day of …… 20 .

.....
Member

This form is to be used *in favour of Resolution No. 1
against

This form is to be used *in favour of Resolution No. 2
against

* Strike out whichever is not desired.

(b) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or other authority is to be deposited at the Office, a fax number at the Company's registered office or a place, fax number or electronic address specified for the purpose in the notice of the meeting not less than forty eight (48) hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote and in default the instrument of proxy will not be treated as valid.

8. THE BOARD

8.1 The Board for the management of the affairs of the Company may be composed of Members to the number of not more than 20 or such other number as the Board from time to time prescribes.

8.2 The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the number of officers or other Directors.

8.3 The Company may by ordinary resolution which is passed by a majority of not less than three quarters of Members as vote in person or, where proxies are allowed, by proxy at a General Meeting of the Company remove any officer or any other Directors before the expiration of his or her period of office and may by ordinary resolution appoint another person in his or her stead provided that the person appointed:

(a) is qualified by the provisions of this Constitution to be a Director; and

(b) will only hold office under this appointment until the next Annual General Meeting or until similarly removed.

8.4 The Subscribers to the Constitution and those persons who have become Members of the Company within seven (7) days after its incorporation will be the first Directors.

8.5 The qualification for appointment or election as a Director is that the candidate must be, at the time of his or her appointment or election, a member and have been a member for at least one month before the date of his or her appointment or election.

8.6 The Directors for the time being may act notwithstanding any vacancy in their body but if and so long as their number is or is reduced below the number fixed by Rule 13.1 as the necessary quorum for the transaction of business at meetings of the Board the Directors or Director for the time being may act for the purpose of increasing the number of the Directors to the number so fixed or of summoning a General Meeting of the Company but for no other purpose.

8.7 The office of a Director becomes vacant if the Director:

(a) Ceases to be a Member by virtue of the Act;

(b) Becomes bankrupt or makes any arrangement or composition with his or her creditors generally;

(c) Becomes prohibited from being a director of a company by reason of any order made under the Law;

(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;

(e) Resigns his or her office by notice in writing to the Board;

(f) Absents himself or herself from four consecutive meetings of the Board without leave of absence from the Board (leave of absence may not exceed six months unless Board resolves otherwise);

(g) Holds any office of profit under the Company;

(h) Ceases to be a Member;

(i) Is directly or indirectly interested in any contract or proposed contract with the Company;

(j) At any time subsequent to being elected as a Director, undergoes a change of circumstances such that the Director, in the opinion of the Board, would not at such subsequent time be able truthfully to make a

declaration that he or she currently complies with the provisions of Rule 3.3 above. (At each meeting a Director will be required to disclose any change of circumstances); or

(k) Is removed by a resolution of the Company.

8.8 Omitted. Special General Meeting 23 May 2005.

8.9 A Former Employee will not qualify for appointment or election as a Director under Rule 8.5 or to fill a casual vacancy under Rule 9.11 or to be co-opted as an additional Director under Rule 9.12, unless, in addition to satisfying the other requirements of this Constitution, the Former Employee has been out of the employ of the Company for a period of three years or more. This restriction applies even if the Former Employee is a Member.

9. ELECTION, APPOINTMENT, NOMINATION AND RETIREMENT OF DIRECTORS

9.1 (a) At the first and every subsequent Annual General Meeting of the Company one third (1/3) of the Directors (or if their number is not a multiple of three (3) the number nearest to one third (1/3)) must retire from office. A person so retiring will retain office until the dissolution of the meeting at which he or she is to retire and will be eligible for re-election in the manner set out in Rules 9.4 - 9.10 below.

(b) No Director may hold office for more than three consecutive years without re-election.

9.2 For the purposes of the last preceding Rule the Directors to retire by rotation at any meeting will be those who have been longest in office since their last election but as between persons who were so elected or nominated on the same day those to retire will (unless they shall otherwise agree amongst themselves) be determined by lot.

9.3 Where at any time any vacancy:

(a) has arisen casually among Directors and has not been filled pursuant to Rule 9.11; or

(b) will arise as at the next Annual General Meeting pursuant to Rules 8.3 or 9.1, then such vacancy (“Current Vacancy") must be filled from among the Members in the manner set out in Rules 9.4 -9.10.

9.4 Where any Member wishes to be a candidate to fill any Current Vacancy, then such Member ("the Candidate") must, no later than 5.00 p.m. Sydney Time on the Nomination Date, deliver to the Company at its registered office:

(a) a notice ("the Notice of Candidature") in such form as the Board prescribes from time to time; and

(b) a declaration complying with the provisions of Rule 3.3 above.

9.5 (a) Prior to any ballot for election of Directors, the Board may, subject to compliance with the Act, prescribe electronic or web-based voting in lieu of

voting by ballot paper, in which case any reference to an address may be a reference to an electronic or web address as appropriate.

(b) In employing an electronic or web-based voting system, the Board must ensure a secure method of identifying a Member by reference to a personal identification code allocated to the Member or any other manner approved by the Board.

(c) The voting system prescribed by the Board must allow a member to vote for as many Candidates as there are Current Vacancies by indicating by way of a cross or other marking the names of that number of Candidates or in the case of web based voting, in such manner that reasonably evidences the intention of the Member (being neither more nor less than the number of Current Vacancies) whom the Member wishes to elect as Directors.

9.6 Within forty (40) business days after the Nomination Date the Returning Officer must:

(a) examine all Notices of Candidature and reject any from persons who are not Members; and

(b) where the number of Candidates (excluding those rejected pursuant to paragraph (a)) exceeds the number of Current Vacancies, send to every Member information on how to participate in the election, including a copy of the Notice of Candidature lodged by each candidate and such other information as the Board determines to include.

9.7 In the case of a postal ballot, the information sent to Members shall include:

(a) a ballot paper on which is set out that a poll will be held and the names of all candidates and, next to each such name, a box to be used for voting purposes as described in Rule 9.10(a), and otherwise in such form as the Board prescribes having regard to the need to ensure that the ballot paper is used only by the Member to whom it is sent and to the need to ensure secrecy;

(b) an unsealed envelope, bearing the address of the Company, and having space on the reverse side for the name, address and signature of the Member to which it is sent; and

(c) instructions on how to validly complete and return the ballot to the Company.

9.8 Where the number of Candidates (excluding those whose Notices of Candidature have been rejected pursuant to Rule 9.6(a)) is equal to or less than the number of Current Vacancies, the Returning Officer must forthwith declare every Candidate to be elected whereupon, subject to Rule 9.9, every Candidate will take office as from the close of the next Annual General Meeting.

9.9 Notwithstanding that any Candidate may be declared to be elected pursuant to Rule 9.8, the Company may, by special resolution at a General Meeting held

prior to the Annual General Meeting referred to in Rule 9.8, declare that that Candidate will not take office as a Director AND the vacancy in the Directors which would otherwise have been filled by that Candidate will continue as a casual vacancy to be filled in accordance with the provisions of Rule 9.11.

9.10 (a) Where the Company has determined that a poll will be held, then every Member wishing to vote at the poll must do so by either completing and returning a ballot paper to the Returning Officer or completing the electronic voting process prescribed in accordance with clause 9.5 by 5pm Sydney Time on the date ("the Closing Date") which is two (2) Business Days prior to the date of the next Annual General Meeting following the Nomination Date.

(b) On receipt of any ballot paper sent to it or vote completed in accordance with the electronic voting process by a Member, pursuant to paragraph (a) of this Rule, the Company must reject the Member's vote as invalid where:

(i) the person who has exercised the vote is not registered as a Member;

(ii) the number of names of Candidates for whom the Member has voted is greater or less than the number of Current Vacancies; or

(iii) the ballot paper is received by the Company or the electronic voting process is completed after 5.00 p.m. on the Closing Date.

(c) The Company will commence counting votes, as recorded on ballot papers or through the electronic voting process (other than those rejected as invalid pursuant to paragraph (b)) forthwith after 5.00 p.m. on the Closing Date and will complete counting of the votes recorded on all ballot papers prior to the next following Annual General Meeting. Any Candidate is entitled to appoint a scrutineer to be present during the counting of votes pursuant to this paragraph.

(d) At the next Annual General Meeting the Chair will declare the names of the Candidates elected as Directors, and these Candidates will take office as Directors as from the closing of the Annual General Meeting.

9.11 (a) Subject to paragraph (b), the Board may from time to time and at any time appoint any Member of the Company to be a Director to fill any casual vacancy (whether arising from the retirement or resignation or the vacation of office of any Director, or from any increase in the maximum number of Directors pursuant to Rule 8.1, or as a result of there being fewer Directors elected than Current Vacancies to fill at any election of Directors, or any other reason).

(b) A person so appointed holds office only until the next Annual General Meeting when he or she must retire but is eligible for re-election. A person retiring pursuant to this paragraph (b) is not to be taken into account in determining the Directors required to retire by rotation pursuant to Rules 9.1 and 9.2.

9.12 (a) Subject to paragraphs (b) and (c), the Board may at any time and from time to time co-opt by a majority of votes at any meeting of the Board in favour of such co-option any person who is not a Director to be an additional Director, and any such additional Director:

(i) Omitted. Special General Meeting 23 May 2005,

(ii) will hold office for such period and purposes and upon and subject to such terms as the Board determines;

(iii) unless the Constitution otherwise provides, is fully subject to all the provisions of the Constitution, including (without limitation) Rule 20.6;

(iv) has all of the rights, powers, duties and obligations of an elected Director including without limitation the right to vote at all meetings of Board during his or her tenure of office as Director.

(b) No person may be co-opted as an additional Director:

(i) where that person is not a Member; or

(ii) where the number of additional Director, after the co-option of that person as an additional Director, would exceed one-third (1/3) of the total number of Directors.

(c) The Board may at any time remove an additional Director from office.

9.13 No Director may receive any remuneration or reward for his or her services in acting in that capacity.

9.14 Nothing in this Constitution is to be read or construed as in any way limiting or restricting the provisions of Section 203D of the Act, and a Director may be removed from office in accordance with the provisions of that Section.

9A CHIEF EXECUTIVE OFFICER

9A.1 The Board may from time to time appoint a suitably qualified and experienced person to be the Chief Executive Officer either for a fixed term not exceeding three (3) years or without fixing a term at such remuneration and upon such conditions as it thinks fit.

9A.2 The appointment of the Chief Executive Officer terminates if the Board revokes the appointment (which this Rule empowers it to do).

10. POWERS OF THE BOARD

10.1 The management and control of the business of the Company for the furtherance of the objects set out in Rule 20 of this Constitution of the Company is vested in the Board which, without prejudice to the generality of the foregoing words, may:

(a) accept and receive subscriptions, gifts, legacies and other moneys coming into the hands of the Company and may apply these in paying all expenses preliminary and incidental to the promotion and formation of the Company and in furthering the objects set out in Rule 20 of this Constitution; and

(b) may (for the purposes set out in paragraph (a) above) engage and employ such officers, employees or agents as it deems requisite upon such terms as it thinks fit;

subject nevertheless to any regulations of this Constitution or to the provisions of the statutes for the time being in force and affecting the Company and to such regulations being not inconsistent with the regulations or provisions as may be prescribed by the Company in General Meeting but no regulation made by the Company in General Meeting can invalidate any prior act of the Board which would have been valid if such regulation had not been made.

11. OFFICERS

11.1 (a) The Board must appoint, in accordance with the provisions of the Act, persons to act in the capacity of:

(i) The Secretary,

(ii) The Public Officer, and

(iii) The Returning Officer,

all on terms and conditions as to remuneration, hours of work, benefits and otherwise which the Board deems appropriate from time to time, and each such person will be deemed an officer of the Company.

(b) The Secretary must, under the direction and supervision of the Board, carry out the duties imposed upon company secretaries by the Act and by all other applicable State and Federal legislation, and be present at the Office (or, if he or she is for any reason absent, then another Director must be present) on the days and at the hours during which the Office is to be accessible to the public.

(c) Unless otherwise determined the Returning Officer will be the Secretary.

(d) Any person may at any time and from time to time with the consent and approval of the Board, hold any one or more of the offices listed in paragraph (a) above.

(e) The Board may at any time and from time to time, remove or dismiss any person holding office as Secretary, Public Officer or Returning Officer.

(f) The Board may at any time and from time to time appoint a person to fill a casual vacancy in any one or more of the offices of Secretary, Public Officer and Returning Officer.

(g) The Board must, in accordance with the Law, cause minutes to be duly entered in books provided for that purpose of all appointments and removals or resignations of officers.

12. THE SEAL

12.1 (a) The Board may provide a Seal and provide for the safe custody of the Seal which must only be used by the authority of the Board or of a Board Committee authorised by the Board to use the Seal on such terms and

conditions and with such authorities and discretions from time to time and at any time as the Board may determine. Every instrument to which the Seal is affixed must be signed by one Director and countersigned by the Secretary or by another Director or by some other person appointed by the Board for that purpose.

(b) Any Committee which authorises the affixing of the Seal to any instrument pursuant to authorities and discretions vested in it by the Board from time to time and at any time must maintain a Seal sub-register identified with the words "Seal Sub-Register" and the title of the relevant Committee, and must enter into the Sub-Register adequate identifying particulars of all instruments to which it has affixed the Seal and the date of each such affixing. Any such Committee must produce its Sub-Register to the Board for inspection on demand of any Director and must in any event produce the Sub-Register to the Board at least once each month to enable the Board to ratify and confirm each delegated use of the Seal.

13. PROCEEDINGS OF THE BOARD

13.1 (a) The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business. Unless otherwise determined five (5) is a quorum. Questions arising at any meeting will be decided by a majority of votes. In case of any equality of votes the Chair has a second or casting vote.

(b) A Director may vote at a meeting at which he or she is not present by lodging a document in the form set out below ("the voting form") with the Secretary not less than two (2) hours before the meeting of the Board is to take place, otherwise the vote will not be counted. The voting form may be sent by facsimile or electronic mail but will only be acceptable if it is legible.

The voting form must be in the following form:

"I, ……of ……,

being a Director of AUSTRALIAN CONSUMERS' ASSOCIATION, notify the

Chairman of the meeting of the Board to be held on ……,

that I vote in favour of/against Resolution Number # , being a resolution to .

…….

This vote will have effect at any adjourned meeting, unless I otherwise notify the Chair of the adjourned meeting."

13.2 Without limiting the discretion of the Director to regulate their meetings under this Constitution, the Director may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference will, notwithstanding the Director are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Board held on the day on which, and at the time at which, the conference was held. The provisions of this Constitution relating to proceedings of meetings of Director apply, so far as they are capable of application to such conferences except that the Directors participating are not required to be present in the same room.

13.3 There is no Rule 13.3. s

13.4 Where a meeting is held in any manner permitted by Rule 13.2, the deemed place of meeting will be the Office.

13.5 A notice of meeting or other document required in connection with any Board meeting to be held in any manner permitted by Rule 13.2 may be sent to a Director in accordance with Rule 13.2 or by facsimile or electronic mail, if the Director to whom it is addressed has notified to the Company an address applicable to that system.

13.6 A document sent by facsimile or electronic mail is taken to have been received:

(a) When the sender receives acknowledgment that the addressee has personally seen it; or

(b) At the latest, on the first business day after the date of sending.

13.7 The Chair or the deputy Chair or any three Director may, and on their request the Secretary must, at any time summon a meeting of the Board by notice posted to each of the incumbent Director in a prepaid letter addressed to the Director at his or her registered address as appearing in the Register of the Members. No person who is absent from the Commonwealth of Australia is entitled to notice of a meeting.

13.8 The Board must from time to time elect a Chair and a deputy Chair of the Board and may determine the period that each of them is to hold office. The Chair is entitled to preside at and conduct all meetings of the Board at which he or she is present but if no Chair is elected or if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting the deputy Chair will preside at and conduct the meeting. If no Deputy Chair is elected or is not present at a meeting within five minutes after the time appointed for holding the meeting the Director present must choose one of their number to preside at and conduct the meeting.

13.9 A meeting of the Board at which a quorum is present is competent to exercise all the authorities powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

13.10 The Board may delegate any of its powers to Committees consisting of such Director or Directors as it thinks fit and any Committee so formed must, in the execution of the powers delegated to it, conform to any regulation imposed on it by the Board. The meetings and proceedings of any such Committee will be governed by the provisions of these Rules for regulating the meetings and proceedings of the Board so far as applicable and so far as the Rules are not superseded by any further regulations made by the Board.

13.11 (a) Subject to paragraphs (b), (c) and (d), a Committee may at any time and from time to time co-opt any person (whether or not a Member) to be an additional member of such Committee and any such additional member will be a member of the Committee for such period and upon and subject to such terms as the Committee may determine, but is fully subject to the provisions of Rule 20.6 of this Constitution.

(b) No person may be co-opted as an additional member of a Committee where the number of additional members of that Committee after the co-option of that person as an additional member would exceed one-third (1/3) of the total membership of the Committee.

(c) An additional member of a Committee is not entitled to vote on any resolution before the Committee.

(d) The Board or the Committee itself may at any time remove an additional member of any Committee.

13.12 Notwithstanding any provision appearing elsewhere in this Constitution there may be State and Territory branch Committees set up by the Board upon such terms and conditions of operation and of reference and of such composition as the Board may from time to time determine and whose members may be required to have such qualifications as the Board may from time to time determine and may be indemnified by the Board as it may think fit.

13.13 All acts bona fide done by any meeting of the Board, or of any Board Committee, or by any person acting as Director, or as a member of such Committee will notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director or member of such Committee as the case may be.

13.14 The Board must cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and Committees of the Board, and all business transacted at such meetings and any minutes of any meeting if purporting to be signed by the Chair of that meeting or by the Chair of the next succeeding meeting is prima facie evidence of the facts stated in those minutes.

13.15 A resolution in writing signed by all the Directors sfor the time being holding office (and whether present in New South Wales or elsewhere) entitled to receive notice of a meeting of the Board is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors. of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

14. ACCOUNTS

14.1 The Board must cause proper books of account to be kept with respect to:

(a) All sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place;

(b) All sales and purchases of goods by the Company; and

(c) The assets and liabilities of the Company

Proper books will not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Company and to explain its transactions.

14.2 The books of account must be kept at the Office or, subject to the provisions of the Law, at such other place as the Board thinks fit and must always be open during normal business hours for inspection by any Member or the Board.

14.3 The Company in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members (other than Directors) of the accounts and books of the Company or any of them and, subject to any such restrictions, the accounts and books of the Company must be open to the inspection of Members at all reasonable times during business hours.

14.4 At each Annual General Meeting the Board must lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to date not more than four months before the meeting together with a proper balance sheet made up as at the same date. Every such balance sheet must be accompanied by proper reports of the Board and the Auditors and copies of the account balance sheet and reports (all of which must be framed in accordance with any statutory requirements

for the time being in force) and of any other documents required by law to be annexed or attached or to accompany the reports must, not less than twenty-one (21) days before the date of the meeting (excluding in every case both the day on which it is given or received and the day for which it is given), be sent to the Auditors and to all other persons entitled to receive notice of General Meetings in the manner prescribed under Rule 16.

15. AUDIT

15.1 Once at least in every year the accounts of the Company must be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

15.2 Auditors must be appointed, and their duties regulated, in accordance with the provisions of the Act

16. NOTICES

16.1 A notice may be served by the Company upon any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at his or her registered address as appearing in the Register of Members or by sending it to the fax number or electronic address (if any) nominated by the Member.

16.2 (a) Subject to the provisions of the Act and of this Constitution (and in particular to the provisions of paragraph (b) below) only those Members who are registered in the Register of Members as having an address within the Commonwealth of Australia are entitled to receive notices from the Company.

(b) Where any Member is registered in the Register of Members as having an address outside the Commonwealth of Australia and such Member advises the Company in writing of an address for service of notices within the Commonwealth such Member is entitled to have notices served on him or her by the Company.

16.3 A notice may be served on the Company by any Member either personally at the Office or by sending it through the post in a pre-paid envelope addressed to the Company at the Office, or by facsimile or electronic transmission addressed to the Company at the Office.

16.4 Any notice if served by post will be deemed to have been served on the day following that on which the letter containing the notice is put into the post and in proving such service it will be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

16.5 Where a notice is sent by facsimile transmission or other electronic means in accordance with Rules 16.1 or 16.3, that notice will be deemed to have been received at the time at which the facsimile or other electronic transmission would be received in the ordinary course.

17. There is no rule 17.

18. PATRONS

18.1 The Board may invite any person considered eligible to assume it to assume the Office of Patron.

19. INDEMNITY

19.1 To the extent permitted by law and subject to the restrictions in Sections 199A and 199B of the Act, the Company indemnifies every person who is or has been an officer of the Company against;

(a) any liability (other than liability for legal costs) incurred by that person as such an officer of the Company; and

(b) reasonable legal costs incurred in defending an action for a liability incurred by that person as such an officer of the Company.

19.2 For the purposes of this Rule 19, “officer” has the meaning given by section 9 of the Act.

20. CONSTITUTIONAL OBJECTS

20.1 The powers set forth in Section 124(1) of the Act do not apply to the Company except in so far as they are included in Rule 20.2.

20.2 The objects for which the Company is established are as follows:

(a) To implement and maintain the standard of goods, commodities, products and materials sold and services rendered to the public.

(b) To promote foster develop and advance the knowledge, understanding and awareness of any and all persons, corporations and other entities who use, enjoy, apply or otherwise consume goods, commodities, products, materials or services of any kind whatsoever (“Consumers”).

(c) To collect and diffuse information in all matters concerning the use, purchase, hire, hire-purchase, lease, lease-purchase, instalment purchase, credit-purchase, lay-by purchase and bailment of goods, commodities, products, materials or services of any kind whatsoever, including and without in any way limiting the generality of the foregoing, the qualities, standards, properties and prices of such goods, commodities, products, materials or services.

(d) To give advice to Consumers on all matters concerning them in that capacity.

(e) To establish and maintain or contribute to the establishment and maintenance of any research foundation for the purpose of conducting research into any matters concerning Consumers in their capacity as Consumers.

(f) To establish and maintain or contribute to the establishment and maintenance of any research establishment for the purpose of testing and discovering the standard of goods, commodities, products or materials sold and services rendered to Consumers and reporting on these.

Solely for the purpose of carrying out the objects in paragraphs (a) to (f) above:

(g) To conduct and maintain research whether by its own officers and employees or by the agency of others on all matters concerning Consumers in their capacity as Consumers and in particular on all aspects of the said goods, commodities, products, materials and services and to encourage promote and advise on the conduct of such research by others by any means whatsoever as appears appropriate to the Board from time to time and at any time.

(h) To establish and maintain or contribute to the establishment and maintenance of a Public Affairs Unit for the purpose of articulating and publicising the Company's attitudes to and opinions on any matters concerning Consumers in their capacity as Consumers.

(i) To establish and maintain or contribute to the establishment and maintenance of any research foundation for the purpose of conducting research into any matters concerning Consumers in their capacity as Consumers.

(j) To establish and maintain or contribute to the establishment and maintenance of any research establishment for the purpose of testing and discovering the standard of goods, commodities, products or materials sold and services rendered to Consumers and reporting on these.

(k) To establish and maintain or contribute to the establishment and maintenance of scholarships at any school, university, technical college, college of advanced education or similar institution.

(l) To study and compare problems of all kinds concerning Consumers in the Commonwealth of Australia with similar problems in other countries and to collaborate with other organisations, bodies, corporations and persons whether situate in the Commonwealth of Australia and the Territories under its control or elsewhere to that end.

(m) To hold or arrange competitions and provide or contribute towards the provision or prizes, awards and distinctions in connection therewith, PROVIDED that no member of the Company may receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.

(n) To subscribe to assist and promote the aims and objects of any organisation, body, corporation or person having similar objects to all or any of the objects of the Company and in particular to assist such organisation, body, corporation or person by way of gift or loan of money or by making available facilities for research or by guaranteeing the payment of money and the performance of obligations or by giving indemnities or undertakings to or on behalf of any such organisation, body, corporation or person in any form the Board thinks fit or by assigning, pledging, mortgaging or charging the whole or any part of the assets of the Company as security for such guarantees, indemnities, undertakings or otherwise for the benefit of such organisation, body, corporation or person and notwithstanding the fact that no valuable consideration is received as consideration for such assistance,

PROVIDED that the Company must not subscribe to nor support with its funds any organisation, body, corporation or person which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of the operation of Rule 20.6 of this Constitution.

(o) To pursue the objects of the Company by any means whatsoever as shall appear appropriate to the Board from time to time and at any time, including and without in any way limiting the generality of the foregoing, through the use of all media of communication including printed matter, journals, magazines, monographs, position papers and other publications, lectures, public discussions, films, exhibitions, audio, visual and audio-visual cassettes, and radio and television programming and broadcasting.

(p) To edit print and publish periodicals, journals, pamphlets and other matter for distribution amongst members of the Company and others in furtherance of the above objects or any of them.

(q) To form and maintain a library relating to any matter arising out of the objects of the Company and to provide other literature and to acquire, establish, print and publish a periodical or journal or other literary work or charts for the promotion of those objects.

(r) To promote or oppose in the Parliament of the Commonwealth of Australia or in any State or Territory of Australia bills affecting Consumers in their capacity as Consumers.

(s) In any State or Territory of Australia or in any other place as may be appropriate at any time and from time to time to institute, prosecute, maintain and defend any action, application, claim, proceeding or demand whatsoever whether at law or in equity and whether the relief sought is merely declaratory or not (and to proceed to a determination or compromise or settlement) which the Company may deem appropriate at any time and from time to time and for those purposes to consult, take advice from and retain barristers, solicitors, academics, economists, medical practitioners, scientists, chemists pharmacists and any other advisers and without in any way limiting the generality of this power to appear before any court, tribunal, commission, inquiry or committee dealing with matters which involve, or may involve, matters touching upon or affecting the Company's legitimate areas of interest as they are enumerated in this Constitution.

(t) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company but subject always to the proviso in paragraph (n) of this Rule 20.2.

(u) In any State or Territory of Australia or in any other place as may be appropriate at any time and from time to time to give proxies and powers of attorney (with or without power of substitution) and appoint representatives or agents for voting or acting on behalf of the Company in relation to any property forming part of the assets of the Company or to any matter touching upon or affecting the Company's legitimate areas of interest as they are enumerated in this Constitution.

(v) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.

(w) To purchase, supply, sell and deal in all kinds of goods, provisions, liquid refreshments or beverages non-alcoholic or alcoholic (and in respect of the latter to apply for any licence registration or permit required under the Liquor or any other Act) required or used by members or other persons using the premises of the Company.

(x) To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company PROVIDED that if the Company takes or holds any property which may be subject to any trusts the Company will only deal with the property in such manner as is allowed by law having regard to such trusts.

(y) To acquire, use and develop such computer hardware and to acquire, devise, use, develop and assist in the development of such computer software as may be necessary or convenient for the purposes of the Company.

(z) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(aa) To appoint, employ, remove or suspend such managers, clerks, secretaries, employees, workmen and other persons as may be necessary or convenient for the purposes of the Company.

(bb) To establish and support or aid the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object.

(cc) To construct, erect, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works, improvements or conveniences which may seem calculated directly or indirectly to advance the Company's interests, or which may be necessary or convenient for any of the purposes of the Company, and to contribute to, subsidise or otherwise assist and take part in the construction, erection, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(dd) To invest or otherwise deal with moneys and other assets of the Company not immediately required in such ways as the Board may from

time to time and at any time deem appropriate in the circumstances and without in any way limiting the generality of this power:

(i) in the purchase, subscription for or other acquisition of shares in any company (whether private, public or otherwise, and wherever incorporated, and whether that acquisition is necessary to give the Company standing in law to maintain and prosecute any position or submission or otherwise); and

(ii) in securities, policies of assurance or other investments of property both real and personal of any nature or in any location and

(ii) in the taking on lease for such period and upon such terms as the Board thinks fit of any real or personal property,

and whether involving liability or not and whether in possession or reversion and whether producing income or not or upon such credit and with or without security and generally upon such terms as the Board thinks fit, and on loan either secured or unsecured and either with or without interest and to any person, corporation or other legal entity.

(ee) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities. or pay off such securities.

(ff) To advance or lend moneys to and to borrow or raise moneys from (whether by overdraft, bank bill or any other facility and whether or not such facility is subject to fluctuating interest rates) and to secure by mortgage, bill of sale, lien or charge, fixed or floating, legal or equitable, or otherwise the payment of any money to any person, firm, company, corporation or government or municipal body upon such terms with or without security or interest as the Board deems appropriate from time to time and at any time and the Company may join with any other Company or person in executing any mortgage, charge or other document for the purpose of securing the payment of money to any other person or company and to give and to execute a registrable floating charge over the assets of the Company and to give and execute any other charge or security, registrable under the provisions of the Act.

(gg) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(hh) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

(ii) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part

of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.

(jj) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (x) of this Rule 20.2.

(kk) To promote, facilitate and subscribe to any public work or undertaking offering facilities and advantages to the Company and to acquire and hold and to dispose of shares or other interests in the public work or undertaking.

(ll) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(mm) To do all such other things consistent with the charitable nature of the objects of the Company as are incidental or conducive to the attainment of the above objects or any of them.

(nn) To do all such acts matters and things as the Company may think incidental or conducive to the attainment of the above objects or any of them.

(oo) To remunerate any person or company for services rendered or to be rendered to the Company and to pay for such services and for any rights interests or property acquired by the Company either wholly or partially in cash or in bonds, debentures or other securities or obligations of the Company or by any charge on or over the Company's property or any part thereof or by all or any of such means combined, but subject always to Rule 20.6 of this Constitution.

(pp) To pay all expenses of and in connection with the formation and registration of the Company and the placing, selling or otherwise disposing of any of the debentures or debenture stock or other securities or property of the Company.

(qq) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate.

(rr) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the company is authorised to amalgamate.

(ss) To make donations for patriotic or charitable purposes.

(tt) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

PROVIDED that the Company must not support with its funds any activity or endeavour to impose on or procure to be observed by its

Members or others any regulations or restrictions, which if an object of the Company would make it a trade union within the meaning of the Trade Unions Act.

20.3 The liability of the Members is limited.

20.4 Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a Member, or within one year afterwards for payment of the debts and liabilities of the Company contracted before he or she ceased to be a Member, of the Company's charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding One Dollar.

20.5 The Registered Office of the Company will be situated at Sydney in the State of New South Wales.

20.6 The income and property of the Company however derived will be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

PROVIDED that nothing may prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any Member in return for any services actually rendered to the Company nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any Member ; but so that no member of the Board may be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth may be given by the Company to any member of the Board, except repayment of out-of-pocket expenses and interest at the above rate on money lent or reasonable and proper rent for premises demised or let to the Company; PROVIDED that this provision will not apply to any payment of any company of which a member of the Board may be a member, and in which such member holds not more than one hundredth part of the capital and that member is not bound to account for any shares of profits he or she may receive in respect of any such payment.

PROVIDED that nothing in this Rule 20.6:

(a) Precludes any Member from receiving gratis from the Company any periodical, journal, pamphlet or other publication published by the Company; or

(b) Precludes the payment by the Company to any Member (including any member of the Board) any moneys held by the Company upon any express trusts for research or otherwise PROVIDED such payment is made in due administration of such trusts, and that any such member of the Board has not voted or been counted towards the quorum at any meeting of the Board or any Board Committee at which such payment was considered or proposed.

20.7 If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, that property is not to be paid to or distributed among the Members of the Company but is to be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which prohibits 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

or by virtue of Rule 20.6, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by the Chief Judge in Equity or such other Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to this provision then to some charitable object.

20.8 Rule 20.6 of this Constitution contains conditions on which a licence is granted by the Minister to the Company in pursuance of section 150 of the Act. For the purpose of preventing any evasion of the provisions of Rule 20.6 the Commission may from time to time on the application of any Member and on giving notice to the Company of its intention to do so and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which must be duly observed by the Company.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Constitution. formed into a Company in pursuance of this Constitution.

Names, Addresses and Descriptions	Witness to Signatures of Subscribers
ROLAND HERBERT THORP University Professor “Sylvan Close” MT WILSON, NSW	
IVY MAY SHEAHAN Home Duties 1 Neidene, 6 Glendwood Avenue, COOGEE NSW	
CYRIL THOMAS MURRAY University Senior Lecturer 10 Hockley Road EASTWOOD, NSW	
KEVIN JOSEPH YATES Company Manager 43 Benford Street WILLOUGHBY, NSW	BARBARA ANN HANES Stenographer 27 Dubarda Street ENGADINE, NSW
BARBARA THORNTHWAITE Home Duties 32 Myee Crescent LANE COVE, NSW	
MAX ARIEV Commercial Artist Flat 3, 2 Elamang Avenue KIRRIBILLI, NSW	
JAMES VINCENT RANSDEN Journalist 8 Catherine Street ST IVES, NSW	
CLIVE JOSEPH SISLEY Solicitor 29 Fitzwilliam Road VAUCLUSE, NSW	
OWEN DAVID SPERLING Flat 1, "Avon Court" 2A Fairfowl Street DULWICH HILL, NSW	

DATED this 13th day of August, 1959