

The Companies Code (New South Wales) 1982

A Company Limited by Guarantee  
and not having a share capital

ARTICLES OF ASSOCIATION

Of

ISCAST LIMITED

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The Companies Code (New South Wales) 1982  
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ARTICLES OF ASSOCIATION

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ISCAST LIMITED

INTERPRETATION

1. In the construction of these Articles the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto:

"The Organization" means the Organization incorporated as ISCAST Limited under that or any subsequent name.

"The Companies Code" or "the Code" means the Companies Code (New South Wales) 1982 and every other Act incorporated therewith or any Act or Acts of Parliament amending the same.

"Fellow" means and refers to a member of the Organization for the time being.

"Month" means calendar month.

"The Office" means the registered office of the Organization.

"The Council" means a quorum of the Directors for the time being of the Organization.

"The Directors" means the whole or any number (not being less than a quorum) of the Directors of the Organization for the time being assembled at a meeting of Directors in accordance with the Articles.

"Secretary" includes any person appointed to perform the duties of Secretary for the time being and includes an honorary Secretary.

"In writing" and "written" includes printing lithography and typewriting and all other modes of representing or reproducing words in visible form.

"Seal" means the common seal of the Organization.

"Notice" includes all written communication to members or fellows.

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"These Articles" mean the Articles of Association for the time being of the Organization.

Words which have a special meaning assigned to them in the Companies Code (New South Wales) 1982 shall have the same meaning in these Articles.

Words importing the singular number include the plural and vice versa. Words importing any gender include any other gender.

Words importing persons include corporations.

Subject as aforesaid, any words or expressions defined in the Code or any statutory modification thereof in force at the date on which these Articles become binding on the Organization shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.

### INCORPORATION

#### 2. Objects of Organization

The Organization is established for the objects and purposes expressed in the Memorandum of Association.

### MEMBERSHIP AS A FELLOW

#### 3. Number of Fellows

For the purpose of registration the number of Fellows of the Organization is declared to be fifty (50) but the Directors may from time to time register an increase of numbers.

#### 4. Eligibility of Fellows

The Fellows shall consist of:-

- a) The subscribers to the Memorandum of Association;
- b) Such other persons as shall be invited and subsequently admitted to membership of the Organization as Fellows.

#### 5. Entry as a Fellow

- a) A person may be invited to apply to be a Fellow by an extraordinary general meeting of the Fellows or by a duly constituted meeting of the Council and any such person shall comply with such conditions or requirements as may be stipulated from time to time by the Council and approved by the Fellows in extraordinary general meeting.
- b) Application for membership as a Fellow shall follow the receipt of an invitation to be a Fellow and shall be made in such form and in such a manner as the Directors may from time to time prescribe and every applicant for membership shall sign an undertaking to be bound by the provisions of the Memorandum of Association of the Organization and these Articles.

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- c) In each case admission to membership shall not become effective until the Directors have so resolved that the Fellow's name be entered in the Organization's Register of Fellows. The Directors shall not unreasonably delay in affirming or rejecting admission of applicants to membership of the Organization.
- d) The rights and privileges of a Fellow as such shall be personal, shall not be transferrable and shall cease on his death or on the cessation of his membership as a Fellow.

#### 6. Expulsion of Fellows for Non-compliance with Regulations of Company

If any Fellow shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Association or these presents or the by-laws or regulations of the Organization the Directors may by resolution expel such member from the Organization and remove his name from the Register of Fellows provided that at least fourteen (14) days before the meeting of Directors at which such resolution for expulsion is presented such Fellow shall have had notice thereof and of the intended resolution for expulsion and that he shall have had an opportunity of attending such meeting and giving thereat orally or in writing any explanation or defence which he may desire to offer.

#### 7. Voting at Meetings

Fellows shall be entitled to receive notice of, attend at and take part in any discussion occurring at annual general meetings and extraordinary general meetings and to receive copies of the Directors and Auditors reports concerning the preceding financial year.

#### 8. Cessation of Membership as a Fellow

A Fellow shall, ipso facto, cease to be a Fellow:-

- a) If by notice in writing to the Organization he resigns and his resignation is accepted by the Directors; or
- b) If in the opinion of a majority of the Directors he has been guilty of conduct which is calculated to bring discredit upon the Organization and the Directors determine that he shall cease to be a Fellow; provided that in this case a registered letter has been sent to him at his address appearing in the Register of Fellows informing him that it is proposed to proceed under this paragraph giving particulars of the conduct which is alleged against him and giving him an opportunity to appear before the Directors and show cause why they should not make a determination under this paragraph.

#### 9. Register of Fellows

- a) There shall be maintained a Register of Fellows which shall show the name, address, occupation and date of admission of each Fellow. The Register shall be open to inspection by all Fellows and, with the approval of the Directors, to other persons.
- b) Upon any person having become a Fellow in pursuance of these Articles the Secretary shall enter the name of such person in the Register of Fellows of the Organization.

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### DIRECTORS

#### 10. Management of Organization

The Organization and the business affairs and property thereof shall be managed by a Board of Directors who shall pay all expenses incurred in setting up and registering the Organization and shall exercise all such powers, authorities and discretions of the Organization as are not by the Code, or by these Articles required to be exercised by the Organization in general meeting subject nevertheless to any regulation of these Articles to the provisions of the Code and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Organization in general meeting; but no regulation made by the Organization in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

#### 11. Council

Until otherwise determined by a general meeting the Council shall be not less than five (5) nor more than fifteen (15) in number. The first members of the Council shall be the subscribers to the Memorandum of Association.

12. Appointment of Directors (Amended Sept 1991 and Feb 1999)

~~At the first annual general meeting and at every succeeding annual general meeting all of the Directors shall retire from office but shall be eligible for re-election.~~

- ~~a) The Organization in general meeting may from time to time appoint new Directors and may increase or reduce the number of Directors in office.~~
- ~~b) The Organization in general meeting may fill any vacated offices by electing a like manner of persons to be Directors to fill such a vacancy.~~
- ~~c) If at any general meeting in which an election of Directors ought to take place, the place of any Director retiring by rotation is not filled, he shall if willing, continue in office until the next year and so on from year to year until place filled unless it shall be determined at any such meeting to reduce the number of Directors in office.~~
- ~~d) No person, not being a retiring Director, shall unless recommended by the Directors for election be eligible for such election at any general meeting unless he or some other Fellow intending to propose him has at least three (3) days prior to and not more than fourteen days before the meeting left at the office a notice in writing duly signed signifying his candidature for the office or the intention of such Fellow to propose him.~~
- ~~e) The Directors shall have power at any time and from time to time to appoint any person as a Directors to fill a casual vacancy or as an addition to the Council but so that the total number of Directors shall not at any time exceed the maximum number.~~
- ~~f) No person shall be eligible for appointment as a director unless that person is a Fellow of the Organization.~~

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13. Vacation of Office by Director

A Director shall be deemed to have vacated his office if he:-

- a) Ceases to be a Director by virtue of the Code;
- b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
- c) Becomes prohibited from being a Director of the Organization by reason of any order made under the Code;
- 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 office by notice in writing to the Organization;
- f) For more than four (4) consecutive meetings is absent without permission of the remaining Directors; or
- g) Ceases to be a Fellow of the Organization.

14. Validation of Directors acts

All acts done by any meeting of the Council or of a committee of Directors or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.

15. Minute Book

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

- a) of all appointments of officers made by the Directors;
- b) of the names of the Directors present at each meeting of Directors and any committee of the Directors; and
- c) of all resolutions and proceedings at all meetings of the Organization and of the Directors and of any committee of Directors.

16. Directors Meetings

The Directors may meet together for the despatch of business adjourn or otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business.

Until otherwise resolved by the Directors the presence of three (3) of the Directors for the time being in office shall constitute a quorum of Directors.

17. Allocation of duties between Directors

The Council at its next meeting immediately after the annual general meeting in each year shall appoint from amongst its members a Secretary and a Chairman and such other officers as the Council may from time to time determine.

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18. Voting at Meetings

Questions arising at any meeting duly convened at which a quorum is present shall be decided by a majority of the votes of the Directors present.

19. Requisition for Directors Meeting

Upon the written request of any Director the Chairman or in his absence the Secretary shall convene a special meeting of Directors to be held within fourteen (14) days after the receipt of the requisition. The written requisition shall set forth the objects for which the meeting is required.

20. Competency of Directors

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

21. Deemed Directors Meeting

A resolution in writing signed by all Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

22. Management Committees

The Council may delegate any of its powers to committees consisting of such persons as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of such committees shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

23. Continuing Directors

The continuing Directors may act notwithstanding any vacancy in their body but if and so long as the number of Directors is reduced below the minimum number fixed by the Articles, the continuing Directors may act solely for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Organization, but for no other purpose.

GENERAL MEETINGS

24. First Annual General Meeting

The first annual general meeting of the Organization shall be held at such time within three (3) months of the incorporation of the Organization and at such places as the Directors may determine.

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25. Subsequent Annual General Meetings

Subsequent annual general meetings shall be held in every calendar year at such time (not being more than 15 months after the holding of the last preceding annual general meeting) and place as may be prescribed by the Directors or in default at such time in the third month following that in which the anniversary of the

Organization's incorporation occurs at such place as the Directors shall appoint. In default of a general meeting being so held a general meeting shall be held in the month next following.

26. Extraordinary General Meetings

All general meetings other than annual general meetings shall be called extraordinary general meetings.

27. Convening of Meetings of Fellows

The Council or the Chairman thereof may whenever it or he thinks fit convene an extraordinary general meeting of Fellows. Extraordinary general meetings shall also be convened by the Secretary on receipt of a requisition signed by at least three (3) Directors of the Organization or by at least ten (10) Fellows. Any such requisition shall state the purpose for which an extraordinary general meeting is required. If such meeting is not convened within twenty-eight (28) days the requisitionists or a majority of them may themselves convene a meeting. Extraordinary general meetings may also be convened as provided by the Code.

28. Notice of Meetings

Subject to the provisions of Section 248 of the Code relating to special resolutions, twenty-eight (28) days notice of meetings (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) must be given and must specify the place the day and the hour of the meeting, and in the case of special business the general nature of such business.

29. Omission to give Notice

The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings of any meeting.

30. Ordinary and Special Business

The business of an annual general meeting shall be:-

- a) to receive and consider the report of the Directors;
- b) to receive and consider the statement of accounts and the auditor's report thereon;
- c) to elect an auditor or auditors in place of those retiring;
- d) to transact any other business which under these Articles ought to be transacted at any annual general meeting.

All other business transacted at an annual general meeting and all business transacted at any extraordinary general meeting shall be deemed special business.

31. Quorum (Amended Feb 1999)

~~No business shall be transacted at any general meeting unless a quorum of Fellows is present at the time when the meeting proceeds to business and save as herein otherwise provided five (5) Fellows present of whom at least one (1) is Director shall be a quorum.~~

32. No Quorum at Meeting

If within ten (10) minutes from the time appointed for the meeting a quorum is not present at the meeting if convened upon the requisition of Fellows shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within ten (10) minutes from the time appointed for the meeting the Fellows present shall be a quorum.

33. Adjournment of Meeting

The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

34. Notice of adjourned General Meeting is to be given

When a meeting is adjourned for ten (10) days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at any adjourned meeting.

35. Voting at General Meetings

Questions arising at any general meeting duly convened at which a quorum is present shall be decided by a majority of votes of Fellows present (whether a person or by proxy).

36. Voting by show of hands

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three (3) Fellows present in person or by proxy entitled to vote and unless a poll is so demanded a declaration

by the Chairman that a resolution has on the show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Organization, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

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37. Voting by Poll

If a poll is demanded it shall be taken in such manner as the Chairman directs and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

38. Time for taking Poll

A poll demanded on the election of a Chairman or on a resolution moved by a Chairman shall be taken forthwith, but a poll demanded at a meeting on any other resolution shall be taken at such time at that meeting as the Chairman directs.

39. One Fellow one vote

Every Fellow present in person and every Fellow present in the case of an individual by his proxy shall have one vote.

40. Proxies

- a) The instrument appointing a proxy or representative shall be in writing under the hand of the appointor or his attorney duly authorised in writing. A proxy or representative need not be a member of the Organization.
- b) An instrument appointing a proxy or representative may be in or to the effect of the following form or any other form which the Directors may approve:-

“I,  
being a Fellow of ISCAST Limited  
hereby appoint:  
of:  
as my proxy to vote for me and on my behalf at the general meeting of the  
Organization to be held on and any adjournment thereof.

Signed this                    day of            /            /

in the presence of:

.....

## ACCOUNTS

### 41. Books of Account to be kept

The Council shall cause proper books of account to be kept with respect to:-

- a) all sums of money received and expended by the Organization and the matters in respect of which such receipts and expenditure take place;

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- b) all sales and purchases of goods by the Organization; and
- c) the assets and liabilities of the Organization;

proper books of account shall 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 Organization and to explain its transactions.

### 42. Where books of account to be kept

The books of account shall be kept at the office, or subject to the Code, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the Directors.

### 43. Inspection of books of account by Fellows

The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Organization or any of them shall be open to the inspection of members not being Directors and no Fellow (not being a Director) shall have any right against the Organization except as conferred by statute or authorised by the Directors or by the Organization in general meeting.

### 44. Directors to lay accounts before Annual General Meeting

At the annual general meeting in every year the Council shall lay before the Organization a proper income and expenditure account for the period since the last preceding account (or in the case of a first account, since the incorporation of the Organization) made up to a date not more than three (3) months before such meeting, together with a proper balance sheet made up as at the same date.

Every such balance sheet shall be accompanied by proper reports of the Directors and the auditors, and copies of such account, balance sheet and reports (all of which shall 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 thereto or to accompany the same shall not less than twenty-one (21) clear days before the date of the meeting, subject nevertheless to the provisions of the Code, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served.

45. Audit

Once at least in every year the accounts of the Organization shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors whose remuneration shall be fixed and whose duties shall be regulated in accordance with the Code and in accordance with Clause 9 of the Memorandum of Association.

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NOTICES

46. Service of Notices

A notice may be given by the Organization to any member either personally or by sending it by post to him at his registered address or (if he has no registered address within the State) to the address, if any, within the said State supplied by him to the Organization for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice and to have been effected three (3) days after the date of its posting.

47. To whom notice is to be given

- a) Save as hereinbefore provided notice of every general meeting shall be given in any manner hereinbefore authorised to:
  - i. every member except those members who (having no registered address within the State) have not supplied to the Organization an address within the State for the giving of notices to them; and
  - ii. the Auditor or Auditors for the time being of the Organization.
- b) No other person shall be entitled to receive notices of general meetings.

48. When notice deemed to be served

Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post and improving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a pre-paid letter

provided that in the case of a member who is outside of Australia such notice shall be deemed to have been served at the expiration of seven (7) days after posting.

## MISCELLANEOUS

### 49. Common Seal

The seal of the Organization shall not be affixed to any instrument except by resolution of the Directors and in the presence of two (2) Directors, a Director and the Secretary, or other person appointed by the Directors for the purpose and such person shall sign every instrument to which the seal is to be affixed in their presence.

### 50. Winding Up

The provisions of Clauses 7 and 8 of the Memorandum of Association relating to the winding up or dissolution of the Organization shall have effect and be observed as if the same were repeated in these regulations.

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### 51. Indemnity of Directors

Every Director, Auditor, Secretary and other officer for the time being of the Organization shall be indemnified out of the assets of the Organization against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

### 52. By-laws, Rules and Regulations

The Directors shall have power from time to time to make such by-laws, rules and regulations not inconsistent with the Memorandum and Articles of Association of the Organization as in the opinion of the Directors are necessary and desirable for the proper control, administration and management of the Organization's operations, finances, affairs, interests, effects and property and the duties, obligations and responsibilities of the Fellows and to amend or rescind from time to time any such by-laws, rules or regulations.

WE, the several persons whose names and addresses are subscribed, being subscribers to the Memorandum of Association of ISCAST Limited hereby agree to the foregoing Articles of Association.

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Signatures of subscribers      Witnesses to Signatures and address of Witness

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Ian Burnard  
8 Alexander Avenue  
Willoughby 2068

J.A. Friedn  
32 Downing Street  
West Epping 2121

Stephen E.I. Judd  
50 Lord Street  
ROSEVILLE NSW 2069

L.E. Lyons  
2172 Moggill Road  
Kenmore 4069

J.W. White  
2 Spencer Street  
Turner ACT 2601

G.R. Christmas  
46 Gordon Street  
Clontarf  
NSW

Witnesses to all five (5) signatures

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DATED this                    3<sup>rd</sup>                    day of December                    ,1987,

GRC/22/0737A

## AMENDMENTS

Article 12. Appointment of Directors (as amended by General Meetings on 16 September 1991 and on February 27. 1999).

At the first annual general meeting all of the Directors shall retire from office but shall be eligible for re-election. All Directors shall retire from office at every annual general meeting but shall be eligible for re-election.

- a) The Organisation in general meeting may from time to time appoint new Directors and may increase or reduce the number of Directors in office, and also may determine in what rotation the increased or reduced number is to go out of office.
- b) The organisation in general meeting may fill any vacated offices by electing a like number of persons to be Directors to fill such vacancies.
- c) If at any general meeting in which an election of Directors ought to take place, the place of any retiring Director is not filled, a Director retiring by rotation shall, if willing, continue in office until the next annual general meeting in the next year and so on from year to year until his place is filled unless it shall be determined at any such meeting to reduce the number of Directors in office. In the event that the number of retiring Directors who are eligible to continue in office under this clause exceeds the number of vacancies, eligibility shall be determined by mutual agreement, or, failing this, by election.
- d) No person, not being a retiring Director, shall unless recommended by the Directors for election be eligible for election at any general meeting unless he or some other member intending to propose him has at least thirty five days prior to the meeting left at the office a notice in writing duly signed signifying his candidature for the office or the intention of such member to propose him.
- e) The Directors shall have power at any time and from time to time to appoint any person as a Director to fill a casual vacancy or as addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number.
- f) No person shall be eligible for appointment as a Director unless that person is a member of the organisation, or a duly appointed representative of any corporate member.
- g) A Director who has reached the age of 70 years shall retire from office at the next annual general meeting. Such a person may stand for re-election for one year only providing that two thirds or more of those voting at the meeting shall agree that such leave be granted. This person may then stand again for re-election in a similar way in subsequent years.

Article 31 (as amended by General meeting on 27 February, 1999). Quorum.

No business shall be transacted at any general meeting unless a quorum of Fellows is present at the time when the meeting proceeds to business and save as herein otherwise provided at least twenty percent (20%) of Fellows currently resident in Australia present or by proxy of whom at least one (1) is a Director shall be a quorum.