

Companies Act 1936  
Company Limited by Shares  
**ARTICLES OF ASSOCIATION**  
**OF**  
**MONT CLAIR HOME UNITS PTY. LIMITED**

1. The Regulations contained in Table "A" of the Companies Act, 1936, shall not (save insofar as the same are expressly embodied in these Articles) apply to this company.

2. In the interpretation of these Articles unless the context shall otherwise indicate or require the following words and expressions shall have the meanings hereby assigned to them that is to say:-

"The Companies act" shall mean and include "The Companies Act, 1936" and every Act from time to time amending or consolidating the same.

"Articles" and "these presents" shall mean and include the Articles of Association for the time being of the company.

"The company" or "this company" shall mean MONT CLAIR HOME UNITS PTY . LIMITED.

"The office" shall mean the registered office for the time being of the company.

"Special resolution" and "extraordinary resolution" shall have the meanings assigned thereto respectively by the Companies Act.

"The directors" shall mean the directors of the company for the time being and includes alternate directors.

"The register" shall mean the Register of Members to be kept pursuant to the Companies Act.

"Month" shall mean calendar month.

"In writing" or "written" shall include printing, typing, lithographing and other modes of representing or reproducing words in a visible form.

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

Words importing the masculine gender shall include the feminine gender.

Words importing persons shall include partnerships, associations and companies, incorporated and unincorporated, as well as individuals.

3. Subject to the last preceding Article, expressions defined in the Companies Act shall have the meanings so defined.

4. The company is a proprietary company and accordingly -

(a) The number of members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in that employment and have continued after the determination of that employment to be members of the company) is limited to fifty. Where two or more persons are registered as the joint holders of one or more shares in the company they shall for the purposes of this clause be treated as a single member.

(b) The company shall not issue any invitation to the public to subscribe for any shares or debentures or other securities of the company or to deposit money with the company for fixed periods or payable at call whether bearing or not bearing interest.

(c) The right of transfer of shares is restricted as hereinafter provided.

5. The registered office of the company shall be situated at Sydney in the State of New South Wales, or at such other place in New South Wales as the directors shall from time to time determine.

#### CAPITAL

6. (a) The shares in the capital of the company shall be held by members of the company in groups of shares consisting respectively of the shares set out hereunder. The owner for the time being of the group of shares the serial numbers of which appear in the third column hereunder shall, subject as hereinafter provided be entitled upon becoming the holder of such group of shares to occupy the flat in the building known as MONT CLAIR 347 Liverpool Street, Darlinghurst the number of which appears opposite such serial numbers respectively:-

Group	No. of Shares in Group	Serial Numbers of Shares	Number of Flat
A	2650	1 - 2650	1
B	2650	2651 - 5300	2
C	3800	5301 - 9100	3
D	2475	9101 - 11575	4
E	2700	11576 - 14275	11
F	2700	14276 - 16975	12

G	2750	16976 – 19725	14
H	3900	19726 – 23625	15
I	3900	23626 - 27525	16
J	2585	27526 - 30110	17
K	2585	30111 – 32695	18
L	2750	32696 – 35445	21
M	2750	35446 – 38195	22
N	2800	38196 – 40995	23
O	4000	40996 – 44995	24
P	4000	44996 – 48995	25
Q	2650	48996 – 51645	26
R	2650	51646 – 54295	26
S	4200	54296 – 58495	31
T	4300	58496 – 62795	32
U	4075	62796 – 66870	33
V	4075	66871 – 70945	34
W	2700	70946 – 73645	35
X	2800	73646 – 76445	36
Y	4250	76446 – 80695	41
Z	4350	80696 – 85045	42
AA	4125	85046 – 89170	43
BB	4125	89171 – 93295	44
CC	2750	93296 – 96045	45
DD	2850	96046 - 98895	46
Group	No. of Shares in Group	Serial Numbers of Shares	Number of Flat
EE	4300	98896 -103195	51
FF	4350	103196 -107545	52

GG	4200	107546 - 111745	53
HH	4200	111746 – 115945	54
II	2800	115946 – 118745	55
JJ	2900	118746 – 121645	56
KK	5450	121646 – 127095	61
LL	3250	127096 – 130345	62
MM	4250	130346 – 134595	63
NN	4250	134596 – 138845	64
OO	2850	138846 – 141695	65
PP	2950	141696 - 144645	66

In addition to the rights of occupancy hereinbefore conferred the owner of any group of shares shall be entitled in common with all other members to use all hallways lifts passageways stairways laundries and other portions of the aforesaid building and the grounds surrounding the same which are available for the general use of members.

The rights conferred by this Article may be exercised by the respective owners for the time being of the groups of shares or subject to the approval of the Board by their tenants.

(b) The shareholders of the said groups of shares shall respectively contribute to moneys required for the purposes of the company in respect of maintenance repairs renewals insurance upkeep and improvements of the property or properties for the time being of the company the rates and taxes thereof the expenses of cleaning furnishing and refurnishing lighting heating and otherwise operating maintaining and improving the same or otherwise in relation to the management thereof and the management and expenses of the company including secretarial management accounting and other wages salaries professional or other remuneration or expenses incidental to or relating to the assets of the company or the company or in respect of any deficiency appearing in the yearly accounts of the company in proportion to their respective shareholdings.

(c) The holder of each group of shares in the capital of the company shall pay to the company on the first day of each and every month commencing on the first day of the month succeeding the month in which he became a shareholder such sums on account of the contribution required by the terms

of Article 6 as the directors shall from time to time determine such sums to be uniform and in proportion to the respective shareholdings. Notice of any resolution by the directors pursuant to this provision shall be given to each shareholder by notice in writing signed on behalf of the company by the secretary or other person authorised for the purpose. Such notice may be delivered to the shareholder personally or by leaving it for him at the flat to which his shareholding entitles him. Interest at the rate of eight per centum per annum shall be payable on any contributions which are in arrears for a period exceeding one month.

(d) The fund representing the levies paid from time to time to the company by the holders of groups of shares in accordance with paragraph (b) above shall be held by the company upon the following trusts, namely:-

(i) To pay thereout the charges, expenses and outgoings referred to in paragraph (b) above.

(ii) Subject thereto upon trust for the said holders of groups of shares in proportion to the total amount of the levies paid into the said fund since its inception by the said holders and/or their predecessors in title. No transfer of any group of shares shall be approved by the directors unless the transferor also assigns to the transferee in conjunction with his said transfer of shares his right title and interest in the said trust fund as at the date of any such transfer of shares and notice in writing of such assignment is given to the company.

(e) Any money becoming due and payable by a shareholder under the provisions hereof may be recovered by action in any Court of competent jurisdiction.

7. The capital of the company is £144,645 divided into 144,645 shares of One pound (£.1) each.

8. The company may by Special Resolution:-

(a) consolidate and divide all or any of the capital into shares of larger amount than its existing shares;

(b) subdivide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and

(c) cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person, or which

have been forfeited and may diminish the amount of its capital by the amount of the shares so cancelled.

9. The special resolution whereby any share is subdivided may determine that as between the holders of the shares resulting from such subdivision one or more of such shares shall have some preference or special advantage as regards dividend capital, voting or otherwise over, or as compared with, the others or other.

10. The company in general meeting may by resolution direct the capitalisation of any undivided profits of the company whether standing to the credit of a reserve fund or not and whether the same shall be in the nature of income or of ascertained accretions to capital and the directors shall give effect to such resolution by applying the profits to be so capitalized in paying up unissued shares of the company to be thereupon issued as fully paid to the holders of ordinary shares in proportion to their shareholdings and the directors may appoint any person to contract with the company on behalf of the members entitled to the capitalised profits for the application thereof in manner aforesaid and any contract so made shall be binding on all such members and shall be filed with the Registrar of Companies pursuant to Section 145 of the Companies Act 1936.

#### INCREASE AND REDUCTION OF CAPITAL

11. The Company may by special resolution from time to time increase its capital by the creation of new shares of an amount as may be deemed expedient.

12. Any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to issue, payment of calls and instalments, transfer and transmission, forfeiture, lien and otherwise.

13. The company may from time to time, by special resolution reduce its capital and any capital redemption reserve fund in any manner and with and subject to any incident authorised and consent required by law.

#### SHARES

14. None of the funds of the company shall be employed in the purchase of or lent on, shares of the company, and the company shall not except as authorised by Section 148 of the Companies Act give any financial

assistance for the purpose of or in connection with any purchase of shares in the company.

15. A Corporation may hold shares in the company and these Articles shall be construed accordingly.

16. Subject to the provisions of these Articles the shares shall be under the control of the directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and either at a premium or at par or (subject to Section 150 of the Companies Act) at a discount and at such time as the directors think fit and with the sanction of a special resolution the directors may reserve any of the unissued shares in the present or any shares in any increased capital of the company for issue to officers and employees of the company upon such terms as to payment for the same and otherwise as they may deem expedient and also with the sanction of a special resolution, and subject to the provisions of these Articles, shares may be issued with any preferential, deferred, qualified, or special rights, privileges, and conditions.

17. If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments every such instalment shall, when due, be paid to the company by the person who for the time being shall be the registered holder of the share.

18. Save as herein otherwise provided, the company shall be entitled to treat the registered holder of any shares as the absolute owner thereof, and accordingly shall not, except as ordered by a Court of competent jurisdiction or as by the Companies Act required, be bound to recognise any equitable or other claim to or interest in such share on the part of any other person even though it may have notice thereof.

19. The executors or administrators of a deceased member (not being one of several joint holders) shall alone be recognised by the company as having any title to the shares registered in the name of the deceased member and in case of the death of any one or more of the joint holders of any registered share the survivor or survivors shall be the only person or persons recognised by the company as having any title to or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from liability on shares held by him jointly with any other person or persons.

20. No notice of any trust, expressed, implied, or constructive, shall be entered on the register or be receivable by the Registrar General.

21. The fact that a person has become a shareholder, either by applying for and having any share or shares allotted to him or by accepting a transfer of any shares, shall be conclusive evidence that he agrees to all and every provisions of the Memorandum and Articles of Association of the company and all and every regulations and by-laws which have been or may be made thereunder.

22. The company may by special resolution issue preference shares which are, or at the option of the company are liable to be redeemed and the provisions of Section 149 of the Companies Act shall apply to the issue and redemption of all such redeemable preference shares.

23. If two or more persons are registered as joint holders of any share, they shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share. Any one of such persons may give effectual receipts for any dividends, bonuses, or other moneys payable in respect of such share.

24. A Register of Members shall be kept pursuant, to the provisions of Section 78 of the Companies Act.

#### SHARE CERTIFICATES

25. The certificates of title to shares shall be issued under the Common Seal of the company and shall be signed by one director and shall be countersigned by the secretary or some other person appointed by the directors. A specimen copy of every type of share certificate shall be affixed in the Register of Members before any certificate of that type is issued.

26. Every member shall be entitled to one certificate for each group of shares registered in his name. Every certificate of shares shall specify the number and distinguishing numbers of the shares in respect of which it is issued, and the amount paid up thereon.

27. The certificate of shares registered in the name of two or more persons may be delivered to any one of such persons on the register.

28. If any certificates be worn out or defaced then upon production thereof to the directors they may order the same to be cancelled and may issue a new certificate in lieu thereof and if any certificate be lost or destroyed upon proof thereof to the satisfaction of the directors and on such indemnity as the directors deem adequate being given a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Before the issue of any such new certificate the directors shall comply with the provisions of Section 182 of the Companies Act.

#### MODIFICATION OF RIGHTS

29. Wherever the capital is divided into different classes of shares all or any of the rights and privileges attached to each class may be modified commuted affected abrogated dealt with by agreement between the company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by the holders of at least three-fourths in nominal value of the issued shares of that class or is confirmed by an extraordinary resolution passed at a separate general meeting of the holders of shares of that class and all the provisions hereinafter contained as to general meetings shall mutatis mutandis apply to every such meeting but so that the quorum at any such meeting shall be members holding or representing by proxy three-fourths of the nominal amount of the issued shares of the class.

#### CALLS

30. The directors may from time to time, subject to the terms upon which any shares may have been issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively, and each member shall pay the amount of every call so made on him to the persons, and at the time and places appointed by the directors. A call may be made payable by instalments.

31. A call shall be deemed to have been made at the time when the resolution of the directors authorising such call was passed.

32. Not less than fourteen days' notice of any call shall be given, specifying the time and place of payment, and to whom such call shall be paid.

33. If the sum payable in respect of any call or instalment be not paid on or before the day appointed thereof the holder for the time being of the shares

in respect of which such call have been made, or such instalment shall be due, shall pay interest on the same at the Bankcard rate issued by the Westpac Banking Corporation, from the day appointed for the payment to the time of actual payment, or at such lesser rate as the Directors may determine.

34. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder or one of the holders of the shares in respect of which such debt accrued, that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the member sued in pursuance of these presents and it shall not be necessary to prove the appointment of the directors who made such call nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

35. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the money due upon the shares held by him beyond the sums actually called for; and upon the moneys so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as the member paying such sum in advance and the directors agree upon.

#### TRANSFER AND TRANSMISSION

36. Shares shall be transferable only in groups as set out in Article 6 and the directors may decline to register any .transfer of shares without assigning any reason therefore PROVIDED however that the directors shall not unreasonably decline to register a transfer where the proposed transferee is a responsible and respectable person.

37. No transfer shall be registered unless a proper instrument of transfer has been delivered to the company. The instrument of transfer of any share shall be signed both by the transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect hereof.

38. The instrument of transfer shall be in the following form or as near thereto as circumstances will admit:-

I/We

of  
in consideration of the sum of  
paid to me/us by  
of

(hereinafter called the Transferor(s) do hereby transfer to the Transferee(s) shares numbered to in the undertaking called MONT CLAIR HOME UNITS PTY. LIMITED to hold unto the Transferee(s) his (their) executors administrators and assigns subject to the several conditions upon which I/We held the same immediately before the execution hereof. And I/We the Transferee(s) do hereby agree to take the said shares subject to the conditions aforesaid.

As witness our execution hereof this day of 20 .

Witness to the signature of the transferor )

Witness to the signature of the transferee )

39. Every instrument of transfer shall be left at the office for registration and shall (if liable to stamp duty) be stamped and shall be accompanied by the Certificate of the Shares to be transferred and such other evidence as the Board may require subject to Section 176 and 181 of the Companies Act to prove the title of the transferor or his right to transfer the shares. The directors may waive the production of any Share Certificate upon evidence satisfactory to them of its loss or destruction.

40. All instruments of transfer which shall be registered shall be retained by the company but any instrument of transfer which the directors may refuse to register shall on demand be returned to the person depositing the same and notice of the refusal to register any transfer shall be sent to the transferee within two months after the date on which the transfer was lodged with the company.

41. The Register of Members may upon notice being given by advertisement in manner prescribed by Section 82 of the Companies Act be closed during such time as the directors may think fit not exceeding in the whole thirty days in each year.

42. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the company as having any title to the shares registered in the name of such member and in the case of the death of any one or more of the joint registered holders of any shares the survivor or survivors shall be the only

person or persons recognised by the company as having any title to or interest in such shares.

43. Any person becoming entitled to shares in consequence of the death or bankruptcy of any member upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause or of his title as the directors (subject to Section 181 of the Companies Act) think sufficient may with the consent of the directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares or may subject to the regulations as to transfers herein contained transfer such shares. This clause is hereinafter referred to as "the transmission clause".

#### FORFEITURE AND LIEN

44. If any member shall fail to pay any call or instalment on the day appointed for payment thereof or shall do or attempt to do anything in connection with any share in the company which would constitute a breach of these Articles the directors may at any time thereafter during such time as the call or instalment remains unpaid or immediately upon a breach or attempted breach of these Articles serve a notice on such member requiring him to remedy such default and in the case of a call or instalment remaining unpaid requiring him to pay the sum together with interest at the rate of ten pounds per centum per annum and any expense that may be incurred by reason of such non-payment.

45. The notice shall name a day (not being less than fourteen days from the date of the notice) on or before which such default shall be remedied and in the case of non-payment of a call or instalment shall name a day (not being less than fourteen days as aforesaid) and a place on and at which such call or instalment and interest thereon and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-compliance therewith the shares in respect of which the notice is given will be liable to be forfeited.

46. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter before rectification of the default or payment of all calls or instalments interest and expenses due in respect thereof be forfeited by a resolution of the directors to that effect. Such forfeiture shall include all dividends interest and other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

47. For the purpose of the provisions of these presents relating to forfeiture of shares the sum payable on allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

48. When any share has been forfeited in accordance with these presents, notice of the forfeiture shall forthwith be given to the holder of the share or the person entitled to claim the share (as the case may be) and an entry of the forfeiture, with the date thereof, shall also forthwith be made in the register opposite such share, but the provisions of this clause shall be taken to be directory only, and no forfeiture shall be in any manner invalidated by an omission or neglect to give such notice, or to make such entry as aforesaid.

49. Notwithstanding any such forfeiture as aforesaid the directors may at any time before the forfeited share shall have been otherwise disposed of, permit the same to be redeemed upon the terms of rectification of the default or payment of all calls and interest due (as the case may be) and payment also of all expense incurred in respect of such share, and upon such other terms (if any) as they think fit.

50. A member whose shares have been forfeited shall notwithstanding be liable to pay, and shall forthwith pay to the company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of ten pounds per centum per annum, and the directors may enforce the payment thereof if they think fit.

51. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the share, and all other rights incident to the share as between the member whose share is forfeited and the company, except only such of those rights as are by these Articles expressly saved.

52. The company shall have a first and paramount lien upon all the shares registered in the name of each member (whether solely or jointly with others) for his debts, liabilities, and engagements, solely or jointly with any other person, to or with the company, whether the periods for payment, fulfilment, or discharge hereof shall have actually arrived or not, and such lien shall extend to all dividends from time to time declared on respect of

such shares. Unless otherwise agreed the registration of a transfer shall operate as a waiver of the company's lien (if any) on the shares transferred.

53. Whenever on respect of any shares or stock registered as held by any member either solely, or jointly or otherwise in connection with the holding whether joint or sole of any member and whether in consequence of the death of such member or for any other reason any law for the time being of the Commonwealth of Australia or of any Australian State or of any other country or place future or possible liability upon the company to make any payment to any Government or taxing authority or otherwise the company shall in respect of any such liability be fully indemnified by such member or his executors or administrators wheresoever constituted. Any moneys paid by the company on respect of any liability imposed or purported to be imposed on the company as aforesaid may be recovered by action from such member or his executors or administrators wheresoever constituted as a debt due by such member or his estate to the company with interest at ten pounds (£10) per centum per annum from the date when such moneys were so paid until repayment. In respect of its rights the company shall have a lien upon all shares registered as held either jointly or solely by such member as aforesaid and upon any dividends thereon. Nothing herein contained shall prejudice or affect any right or remedy which in respect of any such payment by the company as aforesaid any such law as aforesaid may confer or purport to confer upon the company and it is hereby expressly declared that as between the company and such member or his estate or his executors or administrators wheresoever constituted any such right or remedy shall be enforceable by the company.

54. For the purpose of enforcing such lien the directors may sell the shares subject thereto in accordance with the provisions of these Articles but no sale shall be made until notice in writing of the intention to sell shall have been served on such member, his executors or administrators, and default shall have been made by him or them in the payment, fulfillment or discharge of such debts, liabilities or engagements for seven days after such notice.

55. Every share which shall be forfeited shall thereupon become the property of the company and may be either sold or re-allotted or otherwise disposed of either to the person who was before the forfeiture the holder thereof or to some other member or person.

56. The net proceeds of any such sale shall be applied in or towards satisfaction of the liability of the member to the company under these Articles and accrued interest and all expenses of forfeiture and sale, and the residue (if any) paid to such member, his executors, administrators or assigns.

57. A member whose shares have been forfeited or sold shall upon written request made by the company forthwith lodge with the company the share certificate or certificates issued to him in respect of such shares, and in default of his so doing shall be liable to the company for all damage suffered or expense incurred by reason of such default.

58. In the event of the re-allotment or sale of a forfeited share or the sale of any share to enforce a lien in pursuance of these Articles a certificate in writing under the Common Seal of the company that the share has been duly forfeited or sold in accordance with the Articles of the company shall be sufficient evidence of the facts stated therein as against all persons claiming the share. The company may receive the consideration (if any) given for the share on any sale disposition or allotment thereof and a share certificate shall be delivered to the purchaser or allottee and he shall be registered in respect thereof and thereupon he shall be deemed the holder of the share or shares named therein discharged from all calls or other money interest and expenses due prior to such purchase or allotment and he shall not be bound to see to the application of the purchase money or consideration nor shall his title to the share or shares be affected by any irregularity in the forfeiture sale disposal or allotment of the share.

#### GENERAL MEETINGS

59. General meetings shall be held once in every year and not more than fifteen months after the holding of the previous general meeting at such time and place as may be prescribed by the company in general meeting and if no time or place shall be so prescribed at such time and place as may be determined by the directors.

60. The abovementioned general meetings shall be called ordinary general meetings; all other general meetings shall be called extraordinary general meetings.

61. The directors may whenever they think fit and they shall upon a requisition made in accordance with Section 94 of the Companies Act

convene an extraordinary general meeting.

62. Seven days notice at least, specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the members entitled thereto in manner hereinafter mentioned or in such manner, if any, as may be prescribed by the company in general meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

63. The business of an ordinary general meeting; shall be to receive and consider the profit and loss account, the balance sheet and the reports of the directors and of the auditors, to elect auditors and fix their remuneration, to declare dividends to fix the remuneration of directors and to transact any other business which under these articles ought to be transacted at an ordinary general meeting. All other business transacted at an ordinary general meeting and all business transacted at an extraordinary general meeting shall be deemed special.

64. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting is ready to proceed to business. The quorum shall consist of two members personally present.

65. If within fifteen minutes after the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present the members personally present shall constitute a quorum.

66. The Chairman of Directors shall be entitled to preside as chairman at every General Meeting of the company.

67. If there be no such chairman or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting the directors present shall choose another director as chairman of the meeting and if no director be present or if all the directors present decline to take the chair the members may choose one of their number to be chairman of the meeting.

68. The chairman may, with the consent of the meeting, adjourn any

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.

69. At any general meeting unless a poll is demanded by any one member, a declaration by the chairman that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of that meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

70. If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or by postal vote or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

71. Any poll duly demanded on the election of a chairman of a meeting, or on any question of adjournment shall be taken at the meeting and without adjournment.

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

#### VOTES OF MEMBERS

73. On a show of hands every member present in person shall have one vote and upon a poll every member present in person or by proxy shall have one vote for every share held by him.

74. The executors or administrators of a deceased shareholder to whom notice has not been given (or if given the period thereof has not expired) in pursuance of Article 43 may vote at any general meeting in respect of such shares in the same manner as if they were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which it is proposed to vote they shall satisfy the directors of their appointment or the directors shall have previously admitted their right to vote at such meeting in respect thereof.

75. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share, as if he were solely entitled thereto; and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this clause, be deemed joint holders thereof.

76. Votes may be given either personally or by proxy.

77. Any member may by power of attorney duly executed in the presence of one witness at least appoint an attorney (whether a member or not) to represent him at meetings of the company in his absence and there to vote on his behalf and such power of attorney or an attested or office copy thereof shall at least twenty-four hours before the attorney shall be entitled to represent the donor thereunder be deposited at the office together with such evidence of the due execution thereof as the directors may require, but no person who is not a member shall by virtue of such power be entitled to speak (except to move or second resolutions or to vote) at any meeting of the company unless invited to do so by the Chairman.

78. The instrument appointing a proxy shall be in writing, under the hand of the appointor or of his attorney, or if such appointor is a corporation, under its common seal or the hand of its attorney. No person shall be appointed a proxy who is not a member of the company and qualified to vote, save that a corporation being a member of the company may appoint as its proxy one of its officers, though not a member of the company.

79. The instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be deposited at the office not less than twenty-four hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, or transfer of the share in respect of which the vote

is given, provided no intimation in writing of the death revocation or transfer shall have been received at the office before the meeting.

81. Every instrument of proxy, whether for a specified meeting or otherwise shall as nearly as circumstances will permit, be in the form or to the effect following:-

I, the undersigned

of

in the of

being a member of MONT CLAIR HOME UNITS PTY. LIMITED hereby

appoint of

or failing him

as my proxy, to vote for me and on my behalf at the

(Ordinary or Extraordinary, as the case may be) general meeting of the

company to be held on the day of 20 and at any adjournment thereof AND I

HEREBY AUTHORISE the chairman or the secretary for the time being of

the company to complete this proxy by adding the date of the meeting at

which it is proposed to be used and by filling in any other blanks there may

be therein on my behalf.

AS WITNESS my hand this day of 20 .

SIGNED by the said in the presence of

82. No member shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member, at any general meeting, or be reckoned in a quorum whilst any call or other sum shall be due and payable to the company in respect of any shares of such member.

### DIRECTORS

83. Until otherwise determined by a General Meeting the number of directors shall be not less than two nor more than seven. The first directors shall be appointed by a majority of the subscribers to the Memorandum of Association and subsequent directors by the shareholders.

84. For the purpose of appointment of directors the shareholders shall be allocated to the following divisions:-

Division number 1 comprising the holders of the groups of shares hereinbefore designated A B C & D.

Division number 2 comprising the holders of the groups of shares hereinbefore designated E F G H I J & K.

Division number 3 comprising the holders of the groups of shares hereinbefore designated L M N O P Q & R.

Division number 4 comprising the holders of the groups of shares hereinbefore designated S T U V W & X.

Division number 5 comprising the holders of the groups of shares hereinbefore designated Y Z AA BB CC & DD.

Division number 6 comprising the holders of the groups of shares hereinbefore designated EE FF GG HH II & JJ.

Division number 7 comprising the holders of the groups of shares hereinbefore designated KK LL MM NN OO & PP.

Each division shall have the right (though not the obligation) to appoint one director to the Board and for this purpose each shareholder shall have one vote for each group of shares held by him. The power of appointment hereby incurred shall include a power of removal. In the event of an equality of votes within a division the result shall be determined by ballot.

85. Deleted.

86. There shall be no share qualification for the office of director.

87. The continuing directors may act notwithstanding any vacancy in their body, but so that if the number fall below two the continuing director shall not act, except for the purpose of filling vacancies, so long as the number is below two.

88. The directors shall hold honorary office and shall not be entitled to any directors' fees but any director may be paid such sum as the Board considers reasonable for traveling and other expenses incurred upon business of the company.

89. Director may be appointed to, and hold offices of profit under the company except the office of auditor.

90. The office of a director shall ipso facto be vacated:-

(a) If he becomes bankrupt, or suspend payment, or compound with his creditors, or be convicted of a felony or misdemeanour.

(b) If he be found mentally ill or of unsound mind or an incapable person within the meaning of the Mental Health Act, 1958.

(c) If he be removed by the division which appointed him.

(d) If he absent himself from the meetings of the directors during a period

- of three months without special leave of absence from the directors.
- (e) If by notice in writing to the company he resigns his office.
  - (f) If he be requested in writing by all his co-directors to resign.
  - (g) If he become prohibited from being a director by reason of any order under Sections 235 or 307 of the Companies Act.

91. Any director whether absent from the State of New South Wales or not may by power of attorney under his hand and seal appoint any person to be his attorney during such period as such power of attorney shall remain in force to sit in his place on the Board and have and exercise such rights powers authorities privileges and discretions as are vested in or exercisable by any such director under these presents and such attorney shall during such period have all rights powers authorities privileges and discretions so vested in or exercisable by any such director executing such power of attorney.

92. A director may appoint any co-director as his proxy and in the absence of the appointor from the Board such proxy shall carry a vote.

93. No director shall be disqualified by his office from contracting with the company either as vendor, purchaser or otherwise nor shall any such contract or arrangements entered into by or on behalf of the company with any company or partnership of or in which any director is interested be avoided nor shall any director so contracting or being a member or so interested be liable to account to the company for any profit realised by any contract or arrangement by reason only of such director holding that office, or of the fiduciary relation thereby established. A director may vote in respect of any such contract or arrangement, provided that the nature of his interest, when it does not appear on the face of the contract, must be disclosed by him at the meeting of directors at which the contract or arrangement is determined on if his interest then exists, or in any other case at the first meeting of the directors after the acquisition of his interest. The provisions of Section 129 of the Companies Act shall be observed in respect of directors contracting with the company.

#### ROTATION OF DIRECTORS

94. At the ordinary general meeting in each year all the directors shall retire from office and be eligible for re-election and shall continue to act as directors throughout the meeting at which they retire.

95. Directors shall be appointed at each ordinary general meeting in the manner provided for by Articles 84 and 85.

96. If at any general meeting at which the election of directors ought to take place the place of any director retiring as aforesaid is not filled up he shall if willing continue in office until the ordinary meeting in the next year and so on from year to year until his place is filled up.

#### POWERS OF DIRECTORS

97. The management of the business and the control of the company shall be vested in the directors, who in addition to the powers and authorities by these Articles, or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the company, and are not hereby or by law expressly directed or required to be exercised or done by the company in general meeting, but subject nevertheless to the provisions of the law and of these Articles. Provided however that directors shall not make any structural alterations to the building owned by the company nor shall they exercise the borrowing powers of the company without the consent of a general meeting of the company first had and obtained.

#### CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS

98. All cheques bills of exchange promissory notes and other negotiable instruments shall be signed drawn accepted made or endorsed as the case may be for and on behalf of the company in such manner as the directors may from time to time determine.

#### BORROWING POWERS

99. The Directors may from time to time with the consent of a general meeting of the company raise or borrow or secure the payment of any sum of money for the purposes of carrying out all or any of the objects of the company.

100. The directors may raise or secure the payment or repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stock (terminable or perpetual) of the company charged upon all or any part of the property and assets of the company (both present and future) including its uncalled and/or unpaid capital for the time being.

101. Debentures debenture stock or other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.

102. Any debentures, debenture stock or other security may be issued at a discount premium or otherwise and with any special privileges as to redemption surrender drawings allotment of shares attending and voting at general meetings of the company, appointment of directors and otherwise and any debenture or debentures may be re-issued notwithstanding that it or they may have been paid off or satisfied.

103. The directors shall cause a proper Register to be kept in accordance with Section 194 of the Companies Act of all mortgages and charges specifically affecting the property of the company; and shall duly comply with the requirements of Sections 184 to 198 of the Companies Act in regard to the registration of mortgages and charges therein specified and otherwise.

#### RESERVES

104. Before ascertaining the net profits available for distribution and before declaring or recommending the declaration of any dividend the directors shall have power to set aside out of the profits of the company such sums as they think proper as reserves to meet contingencies, or for equalising dividends, or for repairing, improving and maintaining any of the property of the company, and for such other purposes as the directors shall in their absolute discretion think conducive to the interests of the company, and to invest the several sums so set aside upon such investments other than shares of the company as they may think fit, and from time to time to deal with and vary such investments, and dispose of all or any part thereof for the benefit of the company and to divide the reserves into such reserves as they think fit, with full power to employ the assets constituting the reserves in the business of the company, and without being bound to keep the same separate from the other assets.

#### PROCEEDINGS OF DIRECTORS

105. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and three directors shall be sufficient to form a quorum for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.

106. The directors may elect a chairman of their meetings and determine the period for which he is to hold office, but if no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for the holding of the same,, the directors present shall choose some one of their number to be chairman of such meeting.

107. A director may at any time convene a meeting of the directors by giving seven days notice.

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

109. The directors may delegate any of their powers to committees of such member or members of their body as they think fit, and any committee so formed shall conform to any regulations that may from time to time be imposed upon it by the directors.

110. The meetings and proceedings of any such committee, consisting of two or more members shall be governed by the provisions herein for regulating the meetings and proceedings of the directors so far as the same are applicable and not superseded under the last Article.

111. All acts done at any meeting of directors, or of such committee, or by any person acting as directors, shall, notwithstanding any defects in the appointment of such persons or committee, be as valid as if every such person had been duly appointed and was qualified to be a director.

112. A resolution in writing, signed by all the directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted.

#### MINUTES

113. The directors shall cause minutes to be duly entered in books provided for the purpose:-

- (a) Of all appointments of executive officers.
- (b) Of the names of the directors present at each meeting of the directors and of any committee of directors.

- (c) Of all orders made by co-directors and committees of directors.
- (d) Of all resolutions and proceedings of general meetings and of meetings of directors and committees.
- (e) Of all declarations of interest as required by Section 129 of the Companies Act 1936.

And any such minutes of any meeting of the directors or of any committee or of the company if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting shall be prima facie evidence of the matters stated in such minutes.

### DIVIDENDS

114. The directors may at such times as in their opinion the circumstances of the company warrant the same pay interim dividends to the members in proportion to the amounts paid up on their respective shares and according to the rights of the holders of preference and ordinary shares issued in accordance with these Articles.

115. The directors may retain any dividends on which the company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities, or engagements in respect of which the lien exists.

116. Subject to the rights of the holders of any shares issued on special conditions and subject to the provisions of these presents as to reserve fund, the profits of the company shall be divisible among the members in proportion to the capital paid up or credited as paid up on the shares held by them respectively at the time of the declaration of the dividend.

117. Any general meeting declaring a dividend may direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures, or debenture stock of the company, or paid-up shares, debentures, or debenture stock of any other company or in any one or more of such ways; and, where any difficulty arises in regard to the distribution, they may settle the same as they think expedient and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all parties, and may vest any such specific assets in trustees upon such trusts for the persons entitled to the dividend as may seem expedient to the directors. Where requisite a proper contract shall be filed in accordance with Section 145 of the

Companies Act and the directors may appoint any member of the company to sign such contract on behalf of the persons entitled to the dividends and such appointment shall be effective.

118. The company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may fix the time for payment. No larger dividend shall be declared than is recommended by the directors but the company in general meeting may declare a smaller dividend.

119. No dividend shall be payable except out of the profits of the company, and no dividend shall carry interest as against the company but the company in general meeting may declare dividends out of a fund created by the revaluation of assets not acquired for resale or by premiums received on the issue of shares. Any dividends declared out of a fund created by the revaluation of assets not acquired for resale or by premiums received on the issue of shares may be satisfied by the issue of fully paid shares.

#### ACCOUNTS

120. The directors shall cause true accounts to be kept of the sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and of the assets credits and liabilities of the company.

121. The books of account shall be kept at the registered office of the company or at such other place or places as the directors think fit.

122. The directors may from time to time subject to the provisions of the Statutes determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the company or any of them shall be open to the inspection of the members and no member shall have any right of inspecting or of taking any copy of or extract from any account or book or document of the company except as conferred by the Companies Act or authorised by the directors or by a resolution of the company in general meeting and no member not being a director shall be entitled to require or receive any information concerning the business trading or customers of the company or any trade secret or secret process of or used by the company.

123. At the ordinary general meeting in every year the directors shall lay

before the company a profit and loss account and a balance sheet, containing a summary of the property and liabilities of the company, made up to a date not more than six months before the meeting, from the date to which the last preceding account and balance sheet were made up, and such balance sheet and profit and loss account shall comply with the provisions the Companies Act, 1936. Subject to the Companies Act the directors shall not be bound to disclose greater details of the result or extent of the trading and transactions of the company than they may deem expedient.

124. Every such statement shall be accompanied by a report of the directors as to the state and condition of the company and as to the information required by Section 103 of the Companies Act and as to the amount (if any) which they recommend to be paid out of the profits by way of dividends or bonus to the members and the amount (if any) which they propose to carry to a reserve according to the provisions in that behalf hereinbefore contained; and the statement report and balance sheet shall be signed on behalf of the Board by two of the directors.

125. The company shall comply with the Unclaimed Moneys Act, 1917, and shall file with its annual return the certificate of the auditors in relation thereto in pursuance of Section 367 of the Companies Act.

#### AUDIT

126. Auditors shall be appointed and their rights duties and remuneration regulated in accordance with the Companies Act.

#### NOTICES

127. 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 registered place of address in the State of New South Wales.

128. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to all such persons.

129. Any notice, if served by post, shall be deemed to have been served at the expiration of forty eight hours after the time at which such notice is posted; and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office.

130. A notice posted up in the office of the company shall be deemed to be served on those members who have no registered place of address in the State of New South Wales at the expiration of twenty four hours after it is so posted up.

131. In computing the number of days of service required under these presents the day of service shall, but the day of the meeting shall not, be taken into account.

#### THE COMMON SEAL

132. The directors shall provide for the safe custody of the common seal, and the common seal shall never be used except by the authority of the directors previously given and in the presence of one director at least, who shall sign every instrument to which the common seal is affixed, and every such instrument shall be countersigned by the secretary or some other person appointed by the directors.

#### POWER TO APPLY FOR ACT

133. The directors may, if they think fit, on behalf of and at the cost of the company apply for and take all necessary measures to obtain an Act or Acts of the Commonwealth of Australia or of the State of New South Wales or any other of the States to carry out or extend the objects and powers of the company.

#### WINDING UP

134. If the company shall be wound up and the surplus assets available for distribution among the members shall be insufficient to repay the whole of the paid up capital, such surplus assets shall be distributed so that as nearly as may be the losses shall, subject to the rights and interests of holders of preference shares and of shares issued on special conditions, be borne by the members in proportion to the capital paid up on the shares held by them respectively at the conclusion of the winding up. If the surplus assets shall be more than sufficient to repay the whole of the paid up capital such surplus assets shall, subject to the rights and interests of the holders of preference shares and of shares issued on special conditions, be distributed amongst the holders of ordinary shares in proportion to the capital paid up at the conclusion of the winding up on the shares held by them respectively. The capital paid up at the conclusion of the winding up shall include the amount paid on calls if any made by the liquidator for the purposes of the

winding up or of adjusting the rights of the contributories in accordance with this Article.

135. If the company shall be wound up whether voluntarily or otherwise the liquidator may with the sanction of a special resolution divide among the contributories in specie or kind any part of the assets of the company and may with the like sanction vest any part of the assets of the company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidator with the like sanction shall think fit. And if thought expedient any such division may be otherwise than in accordance with the legal rights of the members of the company (except where unalterably fixed by or pursuant to the Memorandum of Association) and in particular any class may be given preferential or special rights or may be excluded altogether or in part. If any member of the company who did not vote in favour of the special resolution expresses his dissent therefrom in writing addressed to the liquidator and left at the registered office of the company within fourteen days after the passing of the special resolution he shall have such rights as are conferred upon dissentient members by Section 269 of the Companies Act.

136. Where the company is proposed to be or is in the course of being wound up altogether voluntarily and the whole or part of its business or property is proposed to be transferred or sold to another company the provisions of Sections 269 and 278 of the Companies Act shall be applicable to such winding up.

#### INDEMNITY

137. Every director, manager, or officer of the company or any person (whether an officer of the company or not) employed by the company as auditor shall be indemnified out of the funds of the company against all liability incurred by him as such director, manager, officer or auditor 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 Section 361 of the Companies Act in which relief is granted to him by the Court.

#### RULES

138. The directors may from time to time make rules for the management, conduct and good order of the building known as MONT CLAIR 347 Liverpool Street, Darlinghurst and a copy of such rules and of any

amendments from time to time thereto shall be forwarded to every member or other the occupiers for the time being of the flats in the said building. The rights conferred by Article 6 upon a member shall be subject always to the compliance with such rules for the time being in force by the member or his tenant or other the occupier of the flat to which the group of shares held by him relates.