

On Her Majesty's Service

CORPORATE AFFAIRS COMMISSION

G.P.O. Box 2626

Sydney, N.S.W. 2001

JOHN ANDREW INTERNATIONAL PTY LTD

\$100.000

04243264

154620

New South Wales

Companies Act, 1961

Company Limited by Shares



\$10.000 - \$100

\$90.000 - \$180

Art's 7/11/66 46

21 DEC 1972

4286

A.D.P. SECTION

MEMORANDUM OF ASSOCIATION

LODGED IN THE OFFICE OF
THE CORPORATE AFFAIRS
COMMISSION ON

21 DEC 1972

COMMISSIONER

Loc. No.
Funched
Verified

29 DEC 1972 3 C 5

Not required

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

1. The name of the Company is John Andrews International Pty. Limited.
2. The objects for which the Company is established are:
 - (a) To undertake and carry on or be interested in any business or undertaking capable of employing architectural qualifications knowledge and skill.
 - (b) To undertake and carry on or be interested in any business of builders designers town planners draughtsmen and property developers.

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- (c) To undertake and carry on in all or any of their branches all or any of the businesses of agents for wholesale and retail dealers in and manufacturers designers distributors producers processors importers and exporters of all plant machinery equipment apparatus materials (raw or otherwise) articles substances and things of whatsoever description used or consumed or capable of being used or consumed in or in connection with any business or pursuit carried on or authorised to be carried on by the Company.
- (d) To undertake and carry on in all or any of their branches all or any of the businesses of agents for wholesale and retail dealers in and manufacturers designers distributors producers processors importers and exporters of all kinds of manufactured made up processed or synthesised articles goods products substances and things whatsoever.
- (e) To conduct and carry on experimental research and scientific work with a view to discovering developing and perfecting any formulae processes appliances apparatus equipment substances or inventions which may appear to the Company capable of being utilised or dealt with in any way for the direct or indirect benefit of the Company and to use deal with and exploit the same in such manner and to such extent as the Company deems fit.
- (f) To apply for purchase or acquire in any way whatsoever any patents licences sub-licences concessions or other rights conferring any exclusive or non-exclusive or limited right to use or any secret or other formulae or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem likely directly or indirectly to benefit this Company and to use exercise develop or grant licences sub-licences or rights in respect of or otherwise turn to account

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such patents licences sub-licences concessions rights or information.

- (g) To purchase take on lease or in exchange hire or otherwise acquire or deal with for such consideration as may be thought fit (including shares either fully or partially paid up or otherwise) any property or assets real or personal or any rights or privileges which may be considered of benefit to the Company and in particular and without affecting the generality of the foregoing any lands leases buildings easements copyrights trade marks designs plant goods and stock in trade and to hold develop work or otherwise turn the same to account in any manner that may be deemed expedient or advisable and also to construct maintain repair alter add to destroy or replace any factories buildings fixtures chattels plant apparatus or equipment.
- (h) To pay either wholly or partly in cash debentures shares or otherwise as may be deemed expedient for any business property rights or privileges acquired by the Company or services rendered or to be rendered.
- (i) To sell improve manage develop exchange lease licence let on hire mortgage charge place under offer dispose of or otherwise deal with or turn to account all or any part of the undertaking rights property or privileges of the Company as a going concern or otherwise for such consideration as may be thought fit and in particular and without affecting the generality of the foregoing for cash or on credit or for fully or partly paid up shares stock debentures or securities in any other Company or partly for cash or on credit and partly for such shares debentures or securities or on terms of sharing in the profits of such other Company or in consideration of a royalty or on such other terms as may be determined.
- (j) To amalgamate or enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession.

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or otherwise with any person or persons or any company carrying on or engaged in or about to carry on or engage in any business or transaction altogether or in part similar to that carried on by this Company or any which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company and to do so in such manner and upon such terms and conditions as may be thought fit.

- (k) To take up or otherwise acquire shares stock or any other form of capital in any other company having objects in whole or in part similar to those of this Company or carrying or empowered to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to pay for such shares stock or capital either wholly or partly in cash shares stock debentures or otherwise howsoever as this Company may deem expedient.
- (l) To enter into any arrangement or agreement with any Governments or Authorities whether central, Municipal local or otherwise, or with any public or governmental body that may seem conducive to the carrying out of the Company's objects or any of them or of benefit to the Company directly or indirectly and to obtain from any such Government authority or body any rights privileges or concessions which may be deemed advisable or of benefit and to obtain and to carry out exercise and make use of and to turn to account any such arrangement agreement rights privileges and concessions.
- (m) To draw make accept endorse execute discount and issue promissory notes bills of exchange bills of lading and any other negotiable transferable or mercantile instruments.
- (n) To lend money to such persons firms or companies and on such terms as may be thought fit and to guarantee the performance of any contracts or agreements by any person firm or company having dealings with the Company or not and generally to give any

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undertakings guarantees or indemnities which may seem expedient to the Company and with or without security.

- (o) To borrow or raise money in such manner and on such terms as may be deemed fit and in particular to issue debentures and debenture stock perpetual or otherwise charged upon all or any of the Company's property (present and future or either) including its uncalled capital and to purchase redeem pay off or agree to a variation of all or any of such securities.
- (p) To promote or assist in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights or liabilities of this Company or for any other purpose which this Company may consider likely to directly or indirectly benefit this Company.
- (q) To purchase take up or otherwise acquire and hold or dispose of or deal in or with any shares stocks debentures debenture stocks bonds obligations or securities issued or guaranteed by any other Company and to accept the same in payment or part payment for any property sold or business undertaken or services rendered or rights or privileges given or conferred by this Company and to invest any moneys of the Company in such shares stock debentures and other forms of investment whatsoever as the Company may think fit.
- (r) To distribute among the members in specie any of the property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (s) To undertake and execute any trusts either gratuitously or otherwise the undertaking whereof may seem to the Company likely to be either directly or indirectly of benefit to it.
- (t) To procure the Company to be registered or recognised in any country state or place and to do all things necessary to

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enable it to effectually carry on business therein.

- (u) To expend money in any way deemed fit by the Company with the view of improving the value of any business or property of the Company or of otherwise directly or indirectly advancing its interests.
- (v) To transact and carry on all kinds of agency commission and mercantile business and also to conduct or take part in the management supervision or control of the business or operations of any Company or undertaking and for that purpose to appoint and remunerate any Directors Accountants or other experts or agents.
- (w) To pay all or any of the costs charges and expenses preliminary and incidental to the formation establishment registration and promotion of the Company and any Company to be promoted as herein provided or to contract with any person or company to pay the same and to remunerate any person or company for services rendered or to be rendered for underwriting placing selling or guaranteeing the subscription of any shares stock debentures or other securities of the Company or of any Company to be promoted as aforesaid.
- (x) To provide for all or any employees of the Company or any subsidiary of the Company any special benefits privileges or advantages whether by way of sharing in profits of the Company or otherwise and generally to implement such schemes in such manner and to such extent as the Company may think fit.
- (y) To establish and support or aid in the establishment or support of associations institutions funds and trusts calculated to benefit employees or ex-employees of the Company or any subsidiary or predecessor in business of the Company or the dependants or connections of such persons and to grant pensions allowances and annuities either by way of annual or other periodic payment or a lump sum and to make payments towards

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insurance and generally to subscribe or guarantee money for any charitable benevolent or public objects whatsoever.

- (z) To obtain in the Commonwealth of Australia or elsewhere any Act of Parliament or Government authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem to the Company expedient and to oppose any proceedings or applications which may seem likely directly or indirectly to prejudice the interests of the Company.
- (aa) To insure against all such risks liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as it shall think fit.
- (bb) To adopt any means whatsoever which the Company may think fit of making known all or any of the operations objects business products and activities of the Company or any subsidiary of the Company whether such operations objects business products or activities are existing or projected or not.
- (cc) To do all or any of the above things in any part or parts of the Commonwealth of Australia or elsewhere as principal agent partner joint owner manager contractor trustee or in any other capacity whatsoever and by or through one or more trustees subsidiary companies agents attorneys or otherwise and either alone or in conjunction with any other person or persons firm or firms or company or companies.
- (dd) To do or cause to be done all such other acts matters and things as are considered by the Company incidental or likely to be conducive to the attainment of the above objects or any of them or to the interests of the Company.

AND IT IS HEREBY DECLARED that the Company shall

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have power to carry out and perform any of the matters mentioned above and in the Third Schedule to the Companies Act, 1961 (whether in one or different paragraphs) apart from any other of the said matters and that none of the above descriptions shall be limited or restrained by reference to the name of the Company or to matters of the same or similar kind elsewhere in this Clause or in the said Schedule referred to or shall be otherwise limited or restrained by any other part of this Clause or the said Schedule nor by any inference to be drawn from such other part and so that wherever such construction is possible the objects and powers specified in this Clause and in the said Schedule may be construed in as wide a sense as if each of the paragraphs hereof and thereof defined the objects and powers of a separate independent company.

3. The capital of the Company is \$100,000 divided into 100,000 shares of \$1 each. The Company shall have power to increase or reduce its capital. It shall also have power upon or after such increase of capital to issue any new shares in the capital with or subject to any preferential, special or qualifying rights or conditions as regards dividends, repayment of capital, voting or otherwise.
4. The liability of the members is limited.
5. The full names addresses and occupations of the subscribers hereto and the number of shares they respectively agree to take are:-

Name, Address and Occupation:

JOHN HAMILTON ANDREWS,

Architect.

PETER JOHN COURTNEY,

Architect.

No. of Shares:

One (1) "A" Class Share.

One (1) "A" Class Share.

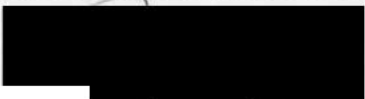






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6. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum and respectively agree to take the number of shares in the capital of the Company set opposite their respective names in the last preceding paragraph hereof.

Signatures of Subscribers	No. of Shares taken by each Subscriber	Signatures and Addresses of Witnesses
  John Andrews  Architect	One (1) "A" class share	 W. J. Raine 39 Mount Place Sydney Solicitor
 P. J. COURTNEY  ARCHITECT	ONE (1) "A" class share	 W. J. Raine 39 Mount Place Sydney Solicitor

DATED this 18th day of DECEMBER 1972.

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New South Wales

Companies Act, 1961

Company Limited by Shares



ARTICLES OF ASSOCIATION

of

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

1. The Regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1961 of the State of New South Wales shall apply to this Company and are hereby adopted except so far as hereinafter added to altered varied modified cancelled or excluded.
2. The Company is a Proprietary Company therefore :--
 - (a) The number of members shall be not more than fifty (counting joint holders of shares as one person and not counting any person in the employment of the Company or of its subsidiary or any person who while previously in the employment of the Company or of its subsidiary was and thereafter has continued to be a member of the Company).
 - (b) Any invitation to the public to subscribe for any shares or debentures of the Company or to deposit money with the Company for fixed periods or payable at call, whether bearing or not bearing interest, is prohibited.

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- (c) The right to transfer shares is restricted in the manner and to the extent hereinafter appearing.

SHARE CAPITAL AND VARIATION OF RIGHTS

3. The following Articles are additional Articles -
- 2A. The capital of the Company is One hundred thousand dollars (\$100,000) divided into one hundred thousand (100,000) Shares of One dollar (\$1.00) each including one hundred (100) "A" Class Shares, one hundred (100) "B" Class Shares and ninety nine thousand eight hundred (99,800) "C" Class Shares.
- 2B. The rights privileges and conditions attached to the said 100 "A" Class Shares are as follows:
- (a) The "A" Class Shares shall confer upon the holder or holders thereof the right to vote at any meeting of the Company at which a vote of members is taken or upon any poll on the basis that one share shall entitle the holder thereof to one vote.
- (b) The "A" Class Shares shall not confer upon the holders thereof the right to participate in any dividends of the Company.
- (c) The "A" Class Shares shall rank upon a reduction of share capital and in a winding up as regards return of capital pari passu with all other shares in the Company, but shall not carry the right to any further participation in surplus assets and profits.

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- (d) Upon the death or bankruptcy of a holder of "A" Class Shares such Shares shall carry novation rights until duly transferred by the personal representative of the deceased holder or by the trustee or assignee of the bankrupt holder hereinafter provided.

2C. The rights privileges and conditions attached to the said 100 "B" Class Shares are as follows:

- (a) The "B" Class Shares shall confer upon the holder or holders thereof the right to receive notices (including reports and balance sheets) of and to attend meetings of the Company but shall not confer upon the holders thereof the right to vote at any meeting of the Company at which a vote of members is taken or upon any poll.
- (b) The "B" Class Shares shall confer upon the holder or holders thereof the right to participate in the dividends or bonuses of the Company.
- (c) The "B" Class Shares shall rank upon a reduction of share capital and in a winding up as regards return of capital pari passu with all other shares in the Company and shall confer upon the holder or holders thereof the right to further participation in surplus assets and profits.

2D.* The rights privileges and conditions attached to the said 99,800 "C" Class Shares are as follows:

- (a) The "C" Class Shares shall not confer upon the holder or holders thereof the right to receive notices (including reports and balance sheets) of and to attend meetings of the Company.

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- (b) The "C" Class Shares shall not confer upon the holder or holders thereof the right to vote at any meeting of the Company at which a vote of members is taken or upon a poll.
- (c) The "C" Class Shares shall confer on the holder thereof the right to participate in any dividends or bonuses of the Company.
- (d) The "C" Class Shares shall rank upon a reduction of share capital and on a winding up as regards return of capital *pari passu* with all other shares in the Company and shall not carry the right to to any further participation in surplus assets and profits.
4. Regulation 3 in Table "A" is deleted and the following Article is substituted therefor:
3. Subject to the provisions of Section 61 the Company may issue Preference Shares which are or at the option of the Company are to be liable to be redeemed and such power may be exercised by the Directors.
5. The following Article is an additional Article:
- 8A. Notwithstanding any other provision to the contrary in these Articles of Association at all times at least two-thirds of the total voting rights of all persons entitled to vote at a general meeting of the members of the Company shall be held by persons who are registered as Architects and whose names at any material time remain upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any

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particular statute of any such State relating to the registration and practice of Architects.

TRANSFER OF SHARES

6. Regulation 22 contained in Table "A" is excluded and the following Article substituted therefor:

22. (a) The Directors shall refuse to register a transfer of a share if upon registration of the transfer the number of members of the Company would exceed the maximum prescribed by Article 2(a) hereof.
- (b) No share or shares and no interest in any share or shares shall be sold transferred or otherwise disposed of unless and until the rights of pre-emption herein contained shall have been exhausted.
- (c) (A) Any member or other person entitled to transfer any share or shares who is desirous of selling transferring or otherwise disposing of the same or any interest therein (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he wishes to sell such share or shares. The transfer notice shall specify the number the class and the denoting numbers (if any) of the shares which he wishes to sell and the price per share which he is prepared to accept and also the full name and address of the proposed transferee (if any).
- (B) Upon receipt of the said transfer notice the Directors shall either approve the price stated therein as a fair value of the said shares or fix a fair value thereof by

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agreement with the proposing transferor or in default of agreement cause a fair value of the said shares to be fixed by the auditor and the determination by the auditor of such fair value shall be made by him as an expert and not as an arbitrator and shall be final provided always that the auditor shall be free but not bound for the purpose of assisting him in making such determination to obtain and if he sees fit rely upon valuations of any particular asset or assets of the Company by any person or persons chosen by him and regarded by him as competent to make such valuations. One half of the cost of such determination and valuations (if any) shall be paid by the proposing transferor to the Company towards defraying the cost thereof. The Directors shall notify the proposing transferor in writing as soon as either the said price is approved or the said fair value is fixed as aforesaid as the case may be.

- (C) If, in the case that the said fair value is fixed by the auditor as aforesaid, within four (4) weeks after notification of the value so fixed has been given to the proposing transferor the proposing transferor does not notify the Company in writing that he accepts the said value the transfer notice shall at the expiration of that period be deemed to have been withdrawn but if the proposing transferor notifies the Company in writing within such four (4) weeks period that he accepts the said value such notification

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shall irrevocably constitute three (3) months or such shorter period as the Directors and the proposing transferor may agree (which period is hereinafter called "the agency period") for the sale of the said shares as hereinafter provided at a price equal to the said fair value.

- (D) In the event that the price stated in the transfer notice is approved by the Directors as a fair value or the fair value of the said shares is fixed by agreement between the Directors and the proposing transferor the Company shall thereby be constituted the agent of the proposing transferor for the next ensuing three (3) months or such shorter period as the Directors and the proposing transferor may agree (which period is hereinafter called "the agency period") after his being notified thereof as aforesaid for the sale of the said shares as hereinafter provided at a price equal to such fair value.
- (E) Upon the Company being constituted agent of the proposing transferor pursuant to paragraph (C) or (D) of this Article 22 the Company may at the sole discretion of the Directors in the first instance offer the said shares to the proposed transferee or to such other person or person (whether members or not) and if more than one in such proportions between them as the Directors may in their sole discretion determine at a price equal to such fair value as aforesaid and the offer or offers

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shall in each case limit the time (not being less than twenty-one days) within which the same if not accepted will be deemed to be declined.

- (F) If any of the persons to whom shares are offered pursuant to paragraph (E) of this Article 22 does not accept the shares so offered the Company shall offer the shares for which an offer has not been accepted to all the members other than the transferee or a member who has then failed to accept an offer pursuant to paragraph (E) of this Article 22 of a not greater parcel of the said shares.
- (G) If any member does not accept the said shares offered to him the unclaimed shares shall in the third instance be offered to those members who have accepted the shares the subject of the first offer to them and such offer shall be made to those members as nearly as may be in proportion to the then shares in the same Class held by them respectively as aforesaid and shall in each case limit the time not being less than twenty-one days within which the same if not accepted will be deemed to be declined. If after such third offer to members there remain any unclaimed shares the balance thereof shall be re-offered to all members. If acceptances exceed the available shares the same shall be deemed accepted in such proportions between the accepting members as the Directors determine.
- (H) Any offer under any of the foregoing provisions hereof shall be capable

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of acceptance by writing under the hand of the offeree delivered to the registered office of the Company.

- (1) Upon any person (whether a member or not) claiming the shares so offered to him by giving to the Company within the period during which such offer shall remain open notice of his desire to purchase the same the Company shall give notice thereof to the proposing transferor and provided that the whole of the shares the subject of the transfer notice are so claimed the proposing transferor shall thereupon be bound upon payment of the fair value thereof to transfer such shares to such person or persons any every such transfer shall subject to subclause (a) of this Article 22 be registered in the books of the Company. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any such share or shares the Company may receive the purchase money therefor and thereupon cause the name of the transferee to be entered in the register as the holder of the share or shares and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the transferee and upon his name being entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person. In the event that only some of the said shares are so claimed the proposing transferor shall be at liberty but not bound to transfer all of the

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shares so claimed to the members or member claiming the same upon payment therefor of the fair value thereof and every such transfer shall subject to subclause (a) of this Article 22 be registered in the books of the Company.

- (J) In the event that none or only some of the shares the subject of the transfer notice be so claimed the proposing transferor shall be free during the period of three months commencing upon the expiration of the agency period to sell transfer or otherwise dispose of the whole (but not part only) of the legal and beneficial interest in such of the said shares as he has not transferred to members pursuant to subclause (I) at any price not being less than the fair value thereof.
- (K) The Directors before determining to register any such transfer may, without limiting or restricting their powers under subclause (f) of this Article 22, require the proposing transferor to furnish them with evidence of the fact that the price paid for the shares so transferred is not less than the fair value.
- (d) In the event that a transfer of shares pursuant to the provisions of this Article 22 shall be a transfer to a member or to members of the Company and any proposing transferee shall require time to pay the purchase price for the shares as fixed or determined pursuant to this Article 22 and agreement for which between the proposing transferor and that proposing transferee

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is not reached then the Directors shall thereupon jointly be constituted the agent of the proposing transferor and the Directors shall be at liberty to allow the proposing transferee to pay the purchase price within such time and upon such terms and conditions as the Directors may at their discretion determine provided however that the full purchase price for such shares shall in any event be payable within months of the acceptance by the member or members of the said shares.

- (e) Notwithstanding anything contained in subclauses (b) or (c) of this Article 22 the provisions of those subclauses shall not apply to a transfer which the Directors by unanimous resolution are satisfied does not effect any alteration in the beneficial ownership of the shares transferred and no transfer notice need be given prior to any such transfer.
- (f) Save as provided in the foregoing provisions of this Article 22 the Directors may refuse to register a transfer of any share without assigning any reason therefor.
- (g) If the Directors refuse to register a transfer of any share they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of such refusal.
- (h) Upon the death or bankruptcy of a member he shall be deemed to have given immediately before his death or the sequestration of his estate in bankruptcy a transfer notice in accordance with Article 22 (c) (A) hereof relating to all shares in the capital of the Company

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

second

day of **January** 19 **73**.

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for which he was then entitled or of which he was then entitled to become registered holder and if the fair value of such shares shall thereafter be fixed by the Auditor according to Article 22 (c) (B) hereof the person or persons bound by the notice deemed given as aforesaid shall also be deemed to have given the notice pursuant to Article 22 (c) (C) hereof accepting such fair value and where inconsistent with this Article 22 the provisions of Regulations 24 to 26 inclusive contained in Table "A" shall not apply.

DIRECTORS: APPOINTMENT, ETC.

7. Regulation 63 contained in Table "A" is deleted and the following Article substituted therefor:
63. Until otherwise determined by the Company in general meeting and subject to the provisions of the Act the number of Directors shall be not less than two nor more than six. The first Directors of the Company shall be John Andrews and Peter J Courtney.
8. Regulations 64 and 65 contained in Table "A" are deleted and the following Articles substituted therefor:
64. At all times at least two-thirds of the Directors of the Company shall be persons who are registered as Architects and whose names at any material time remain upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any particular statute of any such State relating to the registration and practice of Architects and a body corporate at all times shall not be entitled to be a Director of the Company.
65. At every annual general meeting of the Company each Director shall retire from

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DATED this

second

day of January 1973.

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office and be eligible for re-election.
Retired Directors shall act as Directors
throughout the meeting at which they retire.

9. Regulation 71 contained in Table "A" is deleted and the following Article substituted therefor:

71. A Director shall not be required to hold
any share qualification.

10. Regulation 72 contained in Table "A" is amended by deleting therefrom sub-regulations (f), (g) and (h).

POWERS AND DUTIES OF DIRECTORS

11. Regulation 77 contained in Table "A" is amended by omitting the words "or in such other manner" and substituting the words "or by such other person or persons".

PROCEEDINGS OF DIRECTORS

12. Regulation 80 contained in Table "A" is deleted and the following Articles substituted therefor:

80. For the purposes of meetings of Directors and decisions as to questions arising at such meetings the Directors who are holders of "A" Class Shares shall each have one vote for each "A" Class Share he holds and all other Directors shall each have one vote PROVIDED HOWEVER that at all times at least two-thirds of the total voting rights of all Directors of the Company entitled to vote at a meeting of Directors of the Company shall be held by persons who are registered as Architects and whose names at any material time remain upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any particular statute of any such State relating to the registration and

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transcript is made as a permanent record of a document in my custody or control.

DATED this

second

day of **January** 1973.

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practice of Architects.

80A. Subject to the provisions of Article 80 questions arising at any meetings of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors.

13. Regulation 81 contained in Table "A" is deleted and the following Articles substituted therefor:

81. No Director shall be disqualified by his office from holding any office (other than Auditor) or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be avoided nor shall any director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him as required by the Act.

81A. A director may affix and/or attest the affixing of the Common Seal of the Company to any contract, deed or document whatsoever notwithstanding that he may be a party to or otherwise whether directly or indirectly interested in or under the same and a director may vote on any matter notwithstanding any interest direct or indirect in the result of such vote.

81C. Whenever a Director has an interest (other than his interest merely as a Director of

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of **January** 19 **73**.

second

DATED this

COMMISSIONER

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the Company) in a contract or agreement for the construction of a building or buildings in relation to which the Company is the architect that Director shall disclose that interest to the other Directors and the Directors of the Company shall thereupon cause the Company to notify the person on whose behalf the building is, or the buildings are, constructed or to be constructed of such interest.

14. Regulation 82 contained in Table "A" is amended by the addition of the following words as a last sentence thereto:

The provisions of this Regulation shall be read and construed subject to the provisions of Article 80 hereof.

15. The following Article is an additional Article:

88A. The provisions of Regulations 86, 87 and 88 contained in Table "A" shall be read and construed subject to the provisions of Article 80 hereof.

INDEMNITY TO DIRECTORS AND OFFICERS

16. Regulation 113 contained in Table "A" is deleted and the following Article substituted therefor:

113. (a) Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of **January** 19 **73**.

second

DATED this

COMMISSIONER

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travelling expenses and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

- (b) No Director or other officer of the Company shall be liable for the acts receipts neglects or defaults of any other Director or officer or for joining in receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto except the same happen through his own negligence default breach of duty or breach of trust.
- (c) Every Director Manager Secretary and other officer of the Company and 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 Secretary 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.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

second

day of **January** 19 **73**.

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- (d) The relief from liability and indemnity contained in the three preceding subsections shall take effect only as far as the same is not made void by the provisions of the Companies Act, 1961.

PRINCIPAL EXECUTIVE OFFICER

17. The following Article is an additional Article:

114. At all times the principal executive officer of the Company shall be a person who is registered as an Architect and whose name at any material time remains upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any particular statute of any such State relating to the registration and practice of Architects.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

second








day of **January** 19 **73**.

M 10730

COMMISSIONER

18.

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

Signatures of Subscribers	Signatures and Addresses of Witnesses
  <i>John Andrews</i>  <i>Architect</i>  <i>P. D. Courtney</i>  <i>ARCHITECT.</i>	 <i>W. J. Rane</i> <i>39 Marine Place,</i> <i>Spring.</i> <i>Solicitor</i>  <i>W. J. Rane</i> <i>39 Marine Place,</i> <i>Spring.</i> <i>Solicitor</i>

DATED this 18th day of DECEMBER 1972.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

second

day of January 1973.



COMMISSIONER

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company
154620

Companies Act, 1961
(Section 16 (3))

Certificate of Incorporation of Proprietary Company

This is to Certify that

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

is, on and from the **twenty-first** day of **December**, 19 **72**
incorporated under the Companies Act, 1961, that the company is a
company limited by shares and that the company is a proprietary company.

Given under the seal of the Corporate Affairs Commission at Sydney,

this **twenty-first** day of **December**, 1972.



Commissioner.



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

second

day of **January** 19 **73**.

COMMISSIONER

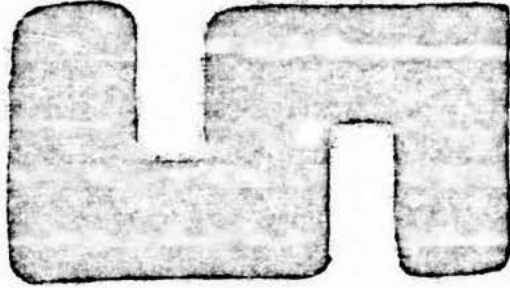
JOHN ANDREWS INTERNATIONAL P/L

Company Number:

154620

Participating States:

QUEENSLAND



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

23rd

day of October 19 75

COMMISSIONER

M 10730

2682

154620-11

✓
22
JOHN ANDREWS INTERNATIONAL PLC
NOTICE WAS RECEIVED FROM
THE ABOVE COMPANY ON:

15-7-81

THAT SINCE THAT DATE THE
COMPANY NO LONGER WISHES
TO CARRY ON BUSINESS OR
HAVE ITS NAME RESERVED IN:

9/13425-32
nuc

QUEENSLAND

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this seventeenth

day of August

1981.

9447

Commissioner
under delegation from the Commission

FILMED

9447

9447

(See overleaf for relevant sections)

Jacket

Form 7

NO FEE

- 8 APR 1982

LODGED with the Corporate
Affairs Commission on:

- 8 APR 1982

COMMISSIONER

NOTICE OF RESOLUTION

Complete and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018, N.S.W. 2001)

Reg. No. A 154620 - 11

JOHN ANDREWS INTERNATIONAL PTY.

LIMITED.

TO THE COMMISSIONER FOR CORPORATE AFFAIRS

At a general meeting of the members of JOHN ANDREWS INTERNATIONAL PTY.

Limited duly convened and

held at 1017 Barrenjoey Road, Palm Beach

on the 27th day of MARCH, 19 82, the

†special ~~resolution~~ resolution set out ~~in~~ in the annexure marked with the letter "A" and signed by me
for purposes of identification ‡was †duly passed ~~in~~.

(Set out copy of resolution here if it is not to be annexed—see note *below re printing.)

SEE ANNEXURE HERETO

Dated this SIXTH day of APRIL, 19 82.

Director,
Secretary.†

† Strike out whichever is inapplicable.

‡ Where the copy of the resolution is annexed, the annexure is to be endorsed as follows:

"This is the annexure marked "A" referred to in the notice of
resolution signed by me on the _____ day of _____, 19 _____"

* N.B. The resolution may be printed, typed or reproduced by any mechanical means but not handwritten.

PLEASE COMPLETE

Lodged by: DUDLEY WESTGARTH & CO.,
Solicitors,
39 Martin Place,
Sydney, 2000.

Phone No.: 233 6744.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-eighth day of May, 19 82.

10585

under delegation from the Commission

ANNEXURE "A"

Special Resolution

IT WAS RESOLVED unanimously that the Company's Articles of Association be altered by the addition of a further Article to be numbered 115 which Article is as follows:

"115. For so long as the Company is and remains registered as a Practising Corporation in Western Australia pursuant to the Western Australian Architects Act 1921 - 1978 or is and remains a practising architectural corporation in any other State or Territory of the Commonwealth of Australia pursuant to any such similar Act or Ordinance of any other State or Territory of the Commonwealth of Australia the Directors shall notify in writing the Architects' Board of Western Australia and any such similar Body or Bodies appointed in any other State or Territory of the Commonwealth to administer matters relating to the registration and practice of Architects as the case may require of any intention to amend the Memorandum and/or the Articles of Association of the Company and shall furnish to that Board or Body or those Bodies a copy of any proposed resolution to give effect to that intention."

THIS is the Annexure marked with the letter "A" mentioned and referred to in the annexed Notice of Resolution signed by me on the SIXTH day of APRIL 1982.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-eighth day of May 1982.

10585

Commissioner
under delegation from the Commission

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 24

NOTICE OF RESOLUTION

13 MAR 1984

Sub-sections 70 (1) and (2), 72 (2), 73 (12) and (13), 251 (1) and 392 (2) Regulation 28

Doc. No. 07463

Reg. No. 154620-11

JOHN ANDREWS INTERNATIONAL PTY. Limited

At a general meeting of the members of the company duly convened and held at 1017 Barrenjoey Road, Palm Beach

on the 13th day of January, 1984, the (*special) resolution set out *below / *in the annexure marked "A" (*) was *duly passed / *agreed to.

Dated this 13th day of JANUARY, 1984

Signature of *Director / *Secretary / *Principal Executive Officer

Name of Signatory IN BLOCK LETTERS JOHN HAMILTON ANDREWS

* Strike out if inapplicable.

(1) Requirements relating to annexures are set out in regulation 8 (see over).

NOTE: A fees receipt will not be issued unless specifically requested.

Lodged by Wengath Baldick.
Address 39 Martin Road,
Sydney.
Phone No. 233-6500

Lodged with the Commission
ON 2 MAY 1984 AT SYDNEY
V. BRISSENDEN
AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED.

Seen by Charges 2-5 84

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 20th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Impediments) Act, 1967. EXIST CERTIFIED pursuant to the section that this transparency is made as a permanent record of a document in its custody. CONTROL. 13486

The Company's Articles of Association shall be altered by adding the following new Article.

116. (a) John Hamilton Andrews shall be Governing Director of the Company and shall hold such office until he dies or resigns.
- (b) A Governing Director may at any time in writing under his hand or by his last will or any codicil thereto appoint any person whether a member of the Company or not to succeed him as Governing Director of the Company upon his ceasing to be Governing Director by reason of death resignation or otherwise.
- (c) A Governing Director who appoints a successor to hold his office of Governing Director may by instrument in writing or by his last will or any codicil thereto appointing his successor limit or restrict the rights powers authorities and discretions to be exercised by the successor appointed by him and may limit the period during which the successor is to hold office.
- (d) Any Governing Director shall notwithstanding anything in these Articles contained and so far as the law allows have power to exercise all the powers conferred upon the Company its Board of Directors and/or its shareholders by the Memorandum of Association and by these Articles including the fixing of his own remuneration.
- (e) Notwithstanding anything contained in these Articles the decision of the said John Hamilton Andrews as a Governing Director as to all matters affecting the Company shall be paramount and he as such may veto any resolution of the Company or the Board of Directors howsoever made or carried.
- (f) All the other Directors (if any) for the time being of the Company shall be under the control of the said John Hamilton Andrews as Governing Director and shall be bound to conform to his directions with regard to the Company's business.
- (g) The said John Hamilton Andrews as a Governing Director may from time to time whenever he thinks it expedient so to do delegate all or any of the powers authorities and discretions for the time being vested in him to one or more of the other Directors for such period as he may think fit.
- (h) The said John Hamilton Andrews as a Governing Director may from time to time or at any time appoint any other person or persons to be Directors of the Company and may define limit and restrict their powers and may fix and determine the remuneration and duties and may at any time remove any Directors howsoever appointed and may at any time convene a General Meeting of the Company. Every such appointment or every such removal must be in writing under the hand of the Governing Director. Notice of any such appointment or of any such removal shall be served on the Company within seven days after the date hereof.
- (i) A Governing Director shall not while he continues to hold that office be liable to retire by rotation and he shall not be taken into account in determining the rotation in which the other

THE SECRETARY OF THE COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette of the 18th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Impeachment) Act, 1967
 has certified pursuant to the Section that this instrument is a true and correct copy of a document in its custody and control.
 Chairman. Under delegation from the Commission. DATED 16/5/84
 13486


Directors shall retire.

- (j) From and after the death of the said John Hamilton Andrews or resignation from the position of Governing Director the Directors for the time being (if any) appointed or deemed to be appointed by him shall be the Directors of the Company until the first General Meeting which shall be held within three months after the last of such events and shall have the powers and authorities conferred upon the Directors by these Articles.
- (k) At such General Meeting of the Company all the Directors then in office shall retire and the Company in General Meeting may appoint any persons to be Directors of the Company and may fix a maximum and minimum number of Directors the powers method of retirement rotation and remuneration thereof and their method of proceeding.

The Company's Articles of Association shall be altered by deleting Article 96 and replacing it with the following new Article.

96. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf or by the authority of the Governing Director and every instrument to which the seal is affixed shall be signed by a Director and shall be counter-signed by the secretary or by a second Director or by some other person appointed by the Directors for the purpose or shall be signed by the Governing Director alone.

This is the annexure of 2 pages marked "A" referred to in the Notice of Resolution signed by me and dated 13th JANUARY, 1984 :-


John Hamilton Andrews

COMPANY NO. 154620
 LOCATION NO.
 DATE & TIME
 FILING

FORM 26

064959

NEW SOUTH WALES

Companies Act, 1961

Sections 100 (1) and 102 (1)

**STATEMENT OF PARTICULARS TO BE LODGED
 WITH CHARGE**

JOHN ANDREWS INTERNATIONAL PTY., LIMITED
 TO THE CORPORATE AFFAIRS COMMISSION.

1. The charge is given by:	John Andrews International Pty. Limited
2. The date of the creation of the charge is:	15th July 1974.
3. The description of the instrument creating or evidencing the charge is:	Equitable Mortgage and Charge the Company not being entitled to create any Mortgage Charge
4. The amount secured by the charge is:	and/or Encumbrance affecting the property mortgaged or any part thereof except with the consent in writing of the Bank of New South Wales.
4.	Advances and accommodation made and afforded and to be made and afforded by the Mortgage Bank to the Company with interest thereon and other moneys as in the said mortgage provided.
5. A short description of the property affected is:	5. The undertaking of the Company and all its assets whatsoever and whosoever both present and future including its uncalled capital for the time being.
6. The names and addresses of the persons entitled to the charge are:	Bank of New South Wales a Joint Stock Banking Company whose head office is situated at No. 60 Martin Place, Sydney.

Dated this 15th day of July, 1974.

* Director.
 * Secretary.
 # Agent in New South Wales:

* Strike out whichever are inapplicable.

TIME FOR LODGMENT: 30 days after the creation of the charge,

or,
 in the circumstances to which subsection (1) of section 102 applies,
 within the periods referred to in that subsection.

FEE: \$10 including fee for certificate.

PERKINS, STEVENSON & LINTON,
 SOLICITORS,
 66 PITT STREET,
 SYDNEY, N.S.W. 2000.

25 6512

ABG

W 763 007574 V. C. N. Night, Government Printer

LODGED IN THE OFFICE OF
 THE CORPORATE AFFAIRS
 COMMISSION ON
 25 JUL 1974
 COMMISSIONER

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

16th

day of August 19 74

COMMISSIONER

M 10716

STATUTORY DECLARATION VERIFYING
EXECUTION OF CHARGE CREATED BY COMPANY
AND CORRECTNESS OF COPY OF CHARGE

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

JOHN ANDREWS INTERNATIONAL PTY. Limited

I, Ross Walmsley Philp

of [REDACTED]

~~do hereby solemnly and sincerely declare that~~ in the State of New
South Wales Chartered Accountant do hereby solemnly
and sincerely declare that

I am* the Secretary of John Andrews International Pty.
Limited ~~Limited~~

2. I was present and did see the execution by John Andrews
International Pty. Limited

Limited off an Equitable
Mortgage dated the 15th
day of JULY, 1974, in favour of
the Bank of New South Wales

the seal of the company being duly affixed thereto in my presence on the
15th day of JULY, 1974

3. The annexure marked with the letter "A" has been compared by
me with the original instrument creating or evidencing the charge and is a
true copy of that instrument. ‡

And I make this solemn declaration conscientiously believing the
same to be true and by virtue of the provisions of the Oaths Act, 1900.

Declared at Sydney
this 15th day of July
1974,
before me [REDACTED] J. P.

*Insert "the secretary of", "a director", "the solicitor for" (or as the case may be).

‡ The annexure is to be endorsed by the person before whom the declaration is made as follows:

"This is the annexure marked "A" referred to in the statutory declaration of _____
made on the _____ day of _____, 19____, before me

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970 to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this

16th

day of August 19 74

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company

154620

Companies Act, 1961
(Section 103 (2))

Certificate of Registration of Charge

This is to Certify that an EQUITABLE MORTGAGE

dated the

fifteenth day of July, 19 74, created by

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

in favour of BANK OF NEW SOUTH WALES

to secure advances from time to time

has this day been registered and numbered 64959 in the Register
of Charges.

Given under the seal of the Corporate Affairs Commission at Sydney,
this twenty-fifth day of July, 19 74.

Commissioner.

Messrs. Perkins, Stevenson & Linton



I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

16th

day of August 19 74

COMMISSIONER

This Deed made the

15th

day of July

One thousand nine hundred and seventy four

BETWEEN

JOHN ANDREWS INTERNATIONAL PTY. LIMITED a Company duly incorporated under the Companies Acts of the State of New South Wales and having its registered office at 1118 Barrenjoey Road, Palm Beach in the said State (hereinafter called the Mortgagor) of the one part and **BANK OF NEW SOUTH WALES** (hereinafter called the Bank) of the other part.

Whereas the Bank has upon the application of the Mortgagor granted or agreed to grant to the Mortgagor but only during the pleasure of the Bank advances and accommodation and for the purpose of securing such advances and accommodation and all the debts and liabilities thence to arise and all other the moneys hereinafter mentioned the Mortgagor has agreed to execute these presents as a security to the Bank.

Now This Deed Witnesseth as follows:—

1. In pursuance of the said agreement and of the premises the Mortgagor **Doth Hereby Charge All and Singular** its undertaking and all its assets whatsoever and wheresoever both present and future including its uncalled capital for the time being (hereinafter referred to as the mortgaged premises) with the payment to the Bank of:—

- (1) All moneys now or hereafter to become owing or payable to the Bank by the Mortgagor either alone or on joint or partnership account or on any other account whatsoever including moneys for which the Mortgagor is now or may hereafter have become contingently liable to pay to the Bank; also
- (2) All moneys which the Bank shall pay or become liable to pay to for or on account of the Mortgagor either alone or jointly with any other person and either by direct advances or by reason of the Bank accepting or paying or discounting any order draft cheque promissory note bill of exchange or other engagement or entering into any bond indemnity or guarantee or otherwise incurring liabilities for or on behalf of the Mortgagor whether such drafts cheques promissory notes bills of exchange or other engagements shall have matured or not; also
- (3) All other moneys whatsoever which the Bank shall lend pay or advance or become in any way whatsoever liable to pay or advance to for or on the credit or for the accommodation or otherwise on account of the Mortgagor or to for or on account of any other person upon the order or request or under the authority of the Mortgagor; also
- (4) All moneys which the Mortgagor whether directly or indirectly or contingently or otherwise or presently or in the future has or may become liable to pay to the Bank on or upon any account document negotiable or other instrument or by reason of any other matter or thing whatever or in or by reason of any transaction or event in or by which the Bank has or may become in any manner whatsoever a creditor of the Mortgagor; also
- (5) All moneys payable or to become payable for discounts stamp duties postages commissions charges exchanges re-exchanges and expenses according to the usage and course of business of the Bank; also
- (6) All moneys with which the Bank shall be at liberty to debit and charge the account of the Mortgagor under the covenants conditions or provisions herein contained; and also
- (7) Interest upon all such moneys as aforesaid or on so much thereof as shall for the time being be due or remain unpaid at the rate agreed upon in writing if any and in the absence of any such agreement then without prior or other notice to the Mortgagor at and after the prevalent rate charged or chargeable by the Bank for the time being or from time to time to its other customers on a like account; such interest to be deemed to accrue from day to day and to be computed from the time or respective times of such moneys being paid or disbursed or becoming due; and at the end of every half year ending on the last days of March and September in each year or on such other days as the Bank may from time to time determine the interest due in respect of such half year (if not paid) shall carry interest calculated at half-yearly rests at the rate determined as aforesaid and all such interest may at the option of the Bank at any time after the end of such half year as aforesaid be debited to the account of the Mortgagor; and such debiting of interest may and the provisions herein contained as to the moneys on which interest is payable shall be continued notwithstanding that as between the Bank and the Mortgagor the relation of Banker and customer may have ceased and notwithstanding the liquidation or winding up of the Mortgagor or the death or bankruptcy of such other person as aforesaid and notwithstanding any other matter or thing whatsoever until all moneys hereby secured shall have been paid and satisfied;

(all of which moneys liabilities and interest as aforesaid are intended to be secured by these presents and are hereinafter referred to as the moneys hereby secured).

2. And the Mortgagor **Doth Hereby Covenant** with the Bank as follows:—

- (a) That the Mortgagor will on demand pay and satisfy the moneys hereby secured and in the event of the liability under these presents becoming merged in any judgment or order will pay interest on the amount for the time being owing under such judgment or order at the rate charged or chargeable by the Bank in respect of the moneys hereby secured immediately prior to the making of such demand or at such other rate as may for the time being or from time to time be properly charged or chargeable by the Bank in respect of the said moneys.
- (b) The Mortgagor will at all times during the continuance of this security and whether or not the Bank shall have taken possession of the mortgaged premises duly and punctually pay all rents rates taxes duties charges outgoings and assessments whether municipal parliamentary local or of any other description (and including land tax both Federal and State) now charged or chargeable or payable or which may hereafter be charged chargeable or payable upon or in respect of the mortgaged premises or any part thereof or upon or by the owner or occupier in respect thereof or upon or by the Bank as mortgagee in possession thereof and will indemnify the Bank against all liability under any assessment levied against it as such mortgagee in possession and will pay the same and will forthwith hand to the Bank a receipt for every payment covered by this covenant.
- (c) That the Mortgagor will duly and punctually pay all rents and perform and observe all covenants and conditions on the part of the lessee contained or implied in any lease or underlease for the time being held by the Mortgagor and will forthwith hand to the Bank the receipt for every such payment.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

16th

day of August 19 74

This is the annexure marked "A" referred to in the Statutory Declaration of 1974, before me: *July*

A Justice of the Peace

- covenant.
- (c) That the Mortgagor will duly and punctually pay all rents and perform and observe all covenants and conditions on the part of the lessee contained or implied in any lease or underlease for the time being held by the Mortgagor and will forthwith hand to the Bank the receipt for every such payment.
- (d) That the Mortgagor will maintain and protect the mortgaged premises and keep the same in a good and tenable state of repair and in good working order and condition and will on being required so to do by the Bank forthwith amend every defect in the repair and condition thereof.
- (e) That the Mortgagor will insure and keep insured such of the mortgaged premises as are of an insurable nature against such risks of loss or damage (including where applicable loss of rent) as the Bank may from time to time require for the full insurable value in some insurance office approved by the Bank and in the name of the Bank and will punctually pay all premiums and sums necessary for effecting and keeping up every such insurance and will forthwith hand to the Bank every policy and receipt relating thereto. And every such policy (whether or not the same shall cover any other property of the Mortgagor not comprised herein) shall be held by the Bank as a further security for the payment of the moneys hereby secured.
- (f) That the Mortgagor will duly and punctually comply with and observe all statutes now or hereafter in force and all ordinances regulations and by-laws thereunder and all requirements and orders of any authority statutory or otherwise in all cases in which the non-compliance therewith or non-observance thereof would or might impose some charge or liability or disability upon the mortgaged premises or any part thereof or prejudicially affect this security.
- (g) That if the Mortgagor shall make default in duly performing or observing any covenant or agreement on the part of the Mortgagor herein contained or implied it shall be lawful for but not obligatory upon the Bank without prejudice to any other right power or remedy of the Bank hereunder (whether expressed or implied) to do all things and pay all moneys necessary or expedient in the opinion of the Bank to make good or in attempting to make good such default to the satisfaction of the Bank.
- (h) That the Mortgagor will not without the consent in writing of the Bank call up or receive in advance of calls any of the uncalled capital hereby charged and will not without the like consent apply the same to any purpose other than in or towards payment of the moneys hereby secured.
- (i) That the Mortgagor has good right to charge the mortgaged premises in manner aforesaid free from all encumbrances other than the securities (if any) executed by the Mortgagor in favour of the Bank.
- (j) That the Mortgagor and all persons having or lawfully or equitably claiming any estate or interest in the mortgaged premises or any part thereof will from time to time and at all times hereafter upon the request of the Bank and at the cost of the Mortgagor until sale and afterwards of the person or persons requiring the same make do and execute or cause to be made done and executed all such acts deeds and assurances whatsoever for more satisfactorily securing to the Bank the payment of the moneys hereby secured and/or for assuring or more satisfactorily assuring the mortgaged premises to the Bank or as the Bank may direct and in particular will whenever requested by the Bank so to do execute in favour of the Bank such legal mortgages transfers assignments or other assurances of all or any part of the mortgaged premises in such form and containing (in the case of mortgages or other like assurances) such powers (including power of sale) and provisions (including the express exclusion of all Moratorium Acts and/or Regulations) as the Bank shall require.
- (k) That the Mortgagor will duly and punctually pay all moneys secured by and observe and perform all covenants on its part contained or implied in every security (if any) taking priority to these presents.
- (l) That the Mortgagor will from time to time during the continuance of this security forthwith on receipt thereof lodge with the Bank as further security for the moneys hereby secured all mortgages liens or charges over any real or personal property whatsoever which shall have been or shall from time to time be given by any person to secure the payment of any moneys to the Mortgagor and also all deeds and documents of title relating to any real and/or leasehold or other personal property from time to time acquired by the Mortgagor.
- (m) That the Mortgagor will carry on and conduct the business of the Mortgagor in a proper and efficient manner.
- (n) That the Mortgagor will keep proper books of account and therein make true and perfect entries of all dealings and transactions of and in relation to its business and will keep the said books of account and all other documents relating to the affairs of the Mortgagor at its registered office or other place or places where the said books of account and documents of a similar nature have heretofore been kept and will procure that the same shall at all reasonable times be open for the inspection of the Bank or any manager or officer thereof or such person as it or he shall from time to time in writing for that purpose appoint and will give to the Bank or any such manager or officer or person as aforesaid such information as it or he shall require as to all matters relating to the said business or any after-acquired property of the Mortgagor or otherwise relating to the affairs thereof.
- (o) That the Mortgagor will once at least in every year or oftener if so required by the Bank cause the books and accounts of the Mortgagor to be duly audited by an auditor to be approved of by the Bank and will immediately thereafter furnish to the Bank a copy of the balance-sheet and trading and profit and loss account of the Mortgagor duly certified by such Auditor and the report of such Auditor.
- (p) That the Mortgagor will not pull down or remove any building erection warehouse or store being part of the mortgaged premises or any fixtures or improvements annexed to the same or any of them without the previous consent in writing of the Bank except in any case where such pulling down or removal shall in the opinion of the Mortgagor be rendered necessary by reason of any of the said premises being worn out or injured or for the purpose of carrying on the business operations of the Mortgagor on the property mortgaged and in case of the pulling down or removal of any such premises so worn out or injured will replace the same by others of a similar nature and of at least equal value and that the Mortgagor will when necessary renew and replace all movable plant machinery waggons drays carts motor waggons motor cars tools implements utensils and other effects of a like nature now used or hereafter to be used for the purposes of or in connection with the business of the Mortgagor when and as the same shall become useless or shall be worn out or destroyed.
- (q) That the Mortgagor shall not at any time during the continuance of this security execute or create any mortgage lien charge or encumbrance over or affecting the mortgaged premises or any part thereof in favour of any person other than the Bank without the previous consent in writing of the Bank.

T67 (1/2/66)
Equitable
mortgage over
assets of a
Limited
Company.

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DATED this

16th

day of August 19 74

COMMISSIONER

- (r) That the Mortgage will at the same time as such notices are by the Companies Act for the time being in force or by the regulations of the Mortgage required to be given to the members thereof forward to the Bank a copy of the notice of any meeting of the Mortgage for the purpose of passing any Special Resolution and will also contemporaneously with the issue to its members or to any stock exchange furnish to the Bank copies of all reports accounts notices and circulars issued by the Company to any of its members or to any stock exchange.

3. And it is hereby Agreed and Declared as follows:—

- (i) That the Charge hereby created shall operate as a fixed charge as regards all real and leasehold property uncalled capital engines machinery (other than stock-in-trade) plant books of account vouchers and other documents relating in any way to the business transactions of the Mortgage and all securities negotiable or otherwise and bond and store warrants at any time deposited with the Bank by the Mortgage and the goods mentioned in any such bond and/or store warrants and shall operate as a floating security only as regards all other assets hereby charged but so that the Mortgage is not to be at liberty to create any mortgage or charge in priority to or pari passu with this security except with the consent in writing of the Bank.
- (ii) That the moneys hereby secured shall not only be payable on demand as aforesaid but shall also at the option of the Bank and notwithstanding any delay or previous waiver of the right to exercise such option immediately become payable without any demand or notice in each or any of the following events:—
- If a Petition is lodged or an order is made or a resolution is passed for the winding-up of the Mortgage or placing the Mortgage under official management or if any meeting be convened for the purpose of considering any such resolution;
 - If a Receiver of the undertaking or property of the Mortgage or any part thereof shall be appointed;
 - If any execution or other process of any Court or authority or any distress is sued out against or levied upon any of the mortgaged premises;
 - If the Mortgage shall without the consent in writing of the Bank first had and obtained create or purport or attempt to create any charge or mortgage ranking or which might by any means be made to rank on the mortgaged premises or any part thereof in priority to or pari passu with these presents;
 - If the Mortgage shall stop payment or shall without the consent in writing of the Bank cease or threaten to cease to carry on its business;
 - If the balance-sheet of the Mortgage shall not be duly made out in accordance with its Articles of Association and certified by an Auditor approved of by the Bank and a copy thereof and of the Trading and Profit and Loss Account of the Mortgage and of the Auditor's Certificate presented to the Bank within fourteen days after the same shall have been so made out each year or half-year as the case may be;
 - If the Mortgage shall without the consent of the Bank make or attempt to make any alteration in the provisions of its Memorandum or Articles of Association which might in the opinion of the Bank detrimentally affect the security of the Bank hereunder;
 - If the Mortgage shall fail to observe or perform any of the covenants on its part herein contained;
 - If without the consent of the Bank first had and obtained any meeting of the Mortgage be convened for the purpose of considering or passing the Special Resolution referred to in Section 56 of the Companies Act 1961 or if without the like consent at any meeting of the Mortgage any such resolution be proposed.
- (iii) That at any time after the moneys hereby secured become payable the Bank or any Manager for the time being of the Bank or any branch thereof may appoint in writing any person to be a Receiver of the mortgaged premises or any part thereof and may remove any such Receiver and in case of the removal retirement or death of any such Receiver may appoint another in his place and may fix the remuneration of any such Receiver at an amount or commission not exceeding five per centum of the gross amount of all moneys received by him. Provided always that every such Receiver shall be the agent of the Mortgage and the Mortgage alone shall be responsible for his acts and defaults and such Receiver so appointed shall without any consent on the part of the Mortgage have such of the following powers as are not specifically excluded by the terms of his appointment:—
- To take possession of collect and get in the whole or any part of the mortgaged premises.
 - To lease in the name of the Mortgage or otherwise (whether such Receiver shall or shall not have so taken possession as aforesaid) the whole or any part of the mortgaged premises from year to year or for any term of years or for any term less than a year at such rent and upon such terms and conditions as to such Receiver may seem expedient.
 - To carry on or concur in carrying on the business of the Mortgage and to make and effect all repairs purchases and insurances and to erect or make any new building or improvement upon any land forming part of the mortgaged premises and to pull down alter rebuild and/or add to any then existing building thereon and to do all acts which the Mortgage might do in the ordinary conduct of its business for the protection or improvement of the mortgaged premises or any of them or for obtaining income or returns therefrom.
 - To borrow from the Bank any money which may be required from time to time for any of the purposes mentioned in the preceding sub-clause (c) hereof and in the name of the Mortgage or otherwise to secure any moneys so borrowed by mortgage or charge over the mortgaged premises or any part thereof so that such mortgage or charge may rank in priority to or pari passu with or after the charge hereby created. Provided however that the Bank shall not be bound to enquire as to the necessity or propriety of any such borrowing nor be responsible for the misapplication or non-application of any moneys so borrowed.
 - To sell or concur in selling (whether such Receiver shall or shall not have so taken possession as aforesaid) all or any of the mortgaged premises either by public auction or private treaty or by tender for cash or on credit and either in one lot or in parcels and either with or without special conditions or stipulations as to title or time or mode of payment of purchase money or otherwise and with power to allow the whole or any part of the purchase money to remain on mortgage of the property sold or on any other security or without any security and upon such other terms and conditions as such Receiver may consider expedient without being responsible for any loss occasioned thereby and with full power to buy in and rescind or vary any contract for sale and to resell without being responsible for loss and to compel the specific performance of any contract by suit in equity or otherwise and to execute assurances of all or any of the mortgaged premises in the name and on behalf of the Mortgage or otherwise and to do all other acts and things for completing any such sale which the Receiver may deem necessary.
 - To sever fixtures belonging to the Mortgage and sell them apart from any other part of the mortgaged premises.
 - To employ managers solicitors officers agents auctioneers workmen and servants for all or any of the purposes aforesaid at such salaries or remuneration as the Receiver shall think fit.
 - To make any arrangement or compromise which such Receiver shall think expedient in the interests of the Bank.

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DATED this

16th

day of August 19 74

COMMISSIONER

- any such sale which the Receiver may deem necessary.
- (f) To sever fixtures belonging to the Mortgagor and sell them apart from any other part of the mortgaged premises.
 - (g) To employ managers solicitors officers agents auctioneers workmen and servants for all or any of the purposes aforesaid at such salaries or remuneration as the Receiver shall think fit.
 - (h) To make any arrangement or compromise which such Receiver shall think expedient in the interests of the Bank.
 - (i) To give effectual receipts for all moneys and other assets which may come to the hands of such Receiver in exercise of any power hereby conferred which receipts shall exonerate any person paying or handing over such moneys or other assets from all liability to see to the application thereof and from all liability to inquire whether the moneys hereby secured have become payable or otherwise as to the propriety or regularity of the appointment of such Receiver.
 - (j) To carry out and enforce specific performance of or otherwise obtain the benefit of all contracts entered into or held by the Mortgagor or entered into in exercise of the powers or authorities hereby conferred.
 - (k) To make debtors bankrupt and to wind up companies and to do all things in connection with any bankruptcy or winding-up which the Receiver shall think necessary for the recovery or protection of the mortgaged premises or any part thereof or for the security of the Bank.
 - (l) To take proceedings at law or in equity or in bankruptcy in the name of the Mortgagor or otherwise for all or any of the purposes aforesaid.
 - (m) To do all things necessary to perform or observe any of the covenants on the part of the Mortgagor herein contained.
 - (n) To do all such other acts and things without limitation as such Receiver shall think expedient in the interests of the Bank.
 - (o) To delegate to any person for such time or times as the Bank shall approve any of the powers hereinbefore conferred upon him.
- (iv) That in addition to the power hereinbefore given the Bank or any Manager for the time being of the Bank or any branch thereof may at any time after an order shall have been made or a resolution shall have been passed for the winding-up of the Mortgagor appoint in writing any person to be a Receiver of the mortgaged premises or any part thereof and in case of the removal retirement or death of any such Receiver may appoint another in his place and may fix the remuneration of any such Receiver at an amount or commission not exceeding that mentioned in sub-clause (iii) of this Clause but so that every such Receiver shall be the agent of the Bank and so that where a Receiver is appointed under this sub-clause he shall without any further consent on the part of the Mortgagor have full power and authority subject to any limitation contained in the terms of his appointment to exercise all or any of the powers expressed to be conferred on a Receiver appointed pursuant to the last preceding sub-clause or such and so many of such powers as are still subsisting and capable of being exercised. The Bank may at any time give up possession of any part of the mortgaged premises and/or withdraw the Receivership.
- (v) That notwithstanding a Receiver may or may not have been appointed as aforesaid it shall be lawful for the Bank at any time after the moneys hereby secured shall have become payable and without giving any notice to exercise all or any of the powers authorities and discretions conferred on a Receiver as aforesaid.
- (vi) That it shall not be incumbent on the Bank to give any notice of this security to any debtors of the Mortgagor or to any person or company whomsoever or whatsoever or to enforce payment of any moneys payable to the Mortgagor or of any of the debts hereby charged or to take any steps or proceedings for that purpose unless the Bank shall think fit so to do and the Bank shall not nor shall any Receiver appointed by the Bank as aforesaid be answerable for any omission or delay in that behalf or for any involuntary losses or irregularities which shall happen in or about the exercise or non-exercise of any of the powers rights or remedies conferred on the Bank or on such Receiver by these presents.
- (vii) That upon any lease or sale purporting to be made in exercise of the powers herein contained no lessee or purchaser shall be bound to inquire whether any default as aforesaid has been made or otherwise as to the propriety or regularity of any such lease or sale and shall not be affected by express notice that any such lease or sale is unnecessary or improper and notwithstanding any irregularity or impropriety in any such lease or sale the same shall as regards the protection of the lessee or purchaser be deemed to be authorised by the aforesaid powers and shall be valid accordingly.
- (viii) That all moneys received by any such Receiver or by the Bank under or by virtue of these presents may be applied in manner following, namely:-
- (a) In payment of all costs charges and expenses incurred in or incidental to the exercise or performance or attempted exercise or performance of any of the powers or authorities hereby conferred or otherwise in relation to these presents.
 - (b) In payment of such other outgoings as such Receiver or the Bank shall think fit to pay.
 - (c) In payment to the Receiver of his fixed remuneration not exceeding an amount or commission of five per centum on the gross amount of all moneys received by him.
 - (d) In payment to the Bank of the moneys hereby secured and the surplus (if any) shall belong to the Mortgagor but such surplus shall not carry interest and the Receiver or the Bank shall be at liberty to pay the same to the credit of an account in the name of the Mortgagor in the books of the Bank and shall thereupon be under no further liability in respect thereof.
- (ix) That the Bank or any officer of the Bank shall be at liberty to complete in favour of the Bank or any appointee of the Bank or any purchaser under the powers hereby given all instruments of whatsoever nature executed by or on behalf of the Mortgagor in blank and deposited with the Bank as collateral security to these presents.
- (x) That in applying any moneys towards satisfaction of the moneys hereby secured the account of the Mortgagor shall be credited only with so much of the said money available for that purpose as shall be actually received by the Bank such credit to date from the time of such receipt.
- (xi) That a certificate signed by for or on behalf of any Manager Deputy Manager Assistant Manager Accountant or Sub Accountant for the time being of the Bank or any branch thereof or any person for the time being acting in any of the said offices stating the amount of the

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16th

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moneys hereby secured at the date mentioned in any such certificate shall be conclusive evidence against the Mortgagor that the amount so stated is the amount of the moneys due by the Mortgagor under these presents at the date mentioned in the said certificate and is the amount of the moneys hereby secured as at such date.

- (xii) That the Bank shall be at liberty from time to time without further authority than these presents to debit and charge the account of the Mortgagor with such fees as are charged or incurred by the Bank from time to time during the continuance of this security for valuations inspections and reports of or concerning the mortgaged premises also all costs charges and expenses (including legal costs charges and expenses as between solicitor and own client and including premiums for insurance and compensation and other moneys paid or payable by the Bank or any Attorney of the Mortgagor under the Workers' Compensation Act 1926) which the Bank shall pay incur sustain or be put to in connection with the account of the Mortgagor and also in connection with the mortgaged premises or this security or the preparation or completion thereof or the exercise or attempted exercise of any right power authority or remedy conferred on the Bank or on the Attorney of the Mortgagor under or by virtue of this security or by statute together with interest on all such moneys at the rate aforesaid and the same shall be covered by this security and be portion of the moneys hereby secured.
- (xiii) That it shall be lawful for any Manager Deputy Manager Assistant Manager Accountant or Sub Accountant for the time being of the Bank or any branch thereof or any person authorised by the Bank or by any of such persons to enter without notice upon any land and/or building for the time being occupied by the Mortgagor or forming part of the mortgaged premises at all reasonable times to inspect the state and condition thereof and to inspect and take copies of or extracts from all books of account vouchers and other documents relating in any way to the business transactions of the Mortgagor.
- (xiv) That in the event of loss or damage to the mortgaged premises or any part thereof from any cause covered by insurance or in the event of injury to any worker employed by the Bank or any Attorney of the Mortgagor in the exercise or attempted exercise of any right power authority or remedy conferred on the Bank or on the Attorney of the Mortgagor under or by virtue of this security or any statute the Bank alone shall have full power to make enforce settle and compromise all claims in respect of insurance or for compensation and to sue for recover receive and give discharges for all moneys payable by virtue thereof whether the insurance be in the name of the Bank or the Mortgagor or both or any Attorney of the Mortgagor And that if notwithstanding the foregoing provisions any moneys payable under any policy of insurance over any part of the mortgaged premises shall come into the hands of the Mortgagor before a final discharge of these presents shall have been given to the Mortgagor such moneys shall be held by the Mortgagor in trust for the Bank and shall be paid to the Bank upon demand.
- (xv) That the receipt of any Manager Deputy Manager Assistant Manager Accountant or Sub Accountant for the time being or other duly authorised officer of the Bank for any moneys payable to or receivable by the Bank by virtue hereof shall exonerate the person paying the same from all liability to enquire whether the moneys hereby secured have become payable and every such receipt shall as to the moneys paid or expressed to be received in such receipt effectually discharge the person paying the same therefrom and from being concerned to see to the application or being answerable or accountable for any loss or misapplication thereof.
- (xvi) That all acts and things which under all or any of the covenants and agreements herein contained or implied ought to be done by the Mortgagor or which the Bank is hereby or by virtue hereof or by statute authorised or empowered to do may be done by any Attorney of the Mortgagor hereinafter appointed either in the name of the Bank or of the Mortgagor or of such Attorney And that the Mortgagor hereby irrevocably appoints each of them every Manager and Deputy Manager for the time being of the Bank and every branch thereof and also the assigns of the Bank severally the Attorney of the Mortgagor for the purposes aforesaid AND also with full license power and authority at any time or times hereafter at the costs and charges of the Mortgagor to take all such steps and proceedings and to do and execute all such acts deeds and things for securing or perfecting if necessary or as to the Bank or the said Attorney shall seem expedient the charge herein contained and to execute in favour of the Bank or its assigns all such legal mortgages transfers assignments and other assurances as aforesaid of all or any part of the mortgaged premises And also in the name and on behalf of the Mortgagor or in the name of the Bank or the said Attorney to ask demand sue for recover and receive of and from all and every persons or person companies or company whomsoever or whatsoever and to give effectual receipts for all or any part of the mortgaged premises and in particular for all or any of the book and other debts and credits of the Mortgagor hereby charged or any part or parts thereof and to commence carry on and prosecute settle and compromise all actions suits and proceedings at law or in equity for obtaining or enforcing the payment or delivery of the same or any part or parts thereof And therein to proceed to judgment decree and execution or to discontinue the same or become non-suit therein and to act in all respects therein as the process of the Court or occasion may require. And also to receive money out of Court in any such action suit or proceeding And also to take all necessary proceedings for procuring the sequestration of the estate or the winding-up of any debtor or debtors of the Mortgagor and to prove any debt or claim in any bankrupt insolvent or assigned estate of any debtor or debtors And to attend all meetings of creditors therein and to vote thereat And to receive all dividends in any such bankrupt insolvent or assigned estate or in any such winding-up or to appoint a proxy or proxies for all or any of such matters and things as aforesaid And also to compound or compromise any of the said book and other debts credits and premises. And also to execute any deed or deeds of assignment composition or release And also to exercise and put in force all and every or any of the powers rights and remedies of the Mortgagor under any agreement or security now or hereafter to be held for the payment of the said book and other debts credits and premises or any part or parts thereof And generally to do perform and execute all such further and other acts deeds matters and things which shall become necessary or be regarded by the Bank or the said Attorney as necessary for more satisfactorily securing the payment of the moneys hereby secured or as expedient in relation to the premises as effectually as the Mortgagor could or might do the same And for all or any of the purposes aforesaid from time to time to appoint any substitute or substitutes and such substitute or substitutes at pleasure to remove.
- (xvii) That these presents shall be a continuing security notwithstanding any settlement of account intervening payment or other matter or thing whatsoever until a final discharge hereof shall have been given to the Mortgagor.
- (xviii) That nothing herein contained shall merge extinguish postpone lessen or otherwise prejudicially affect any other security now or hereafter held by the Bank or any right or remedy which the Bank now has or hereafter may have against the Mortgagor or any other person nor shall any other security now or hereafter held by the Bank in any way prejudicially affect the powers and provisions herein contained or implied.
4. And the Mortgagor so far as it has power so to do hereby authorises each Manager for the time being of the Bank or any Branch thereof and/or any Receiver appointed hereunder in trust for the Bank at any time after the moneys hereby secured become payable to make calls on the members of the Mortgagor in respect of the uncalled capital hereby charged and to sue in the name of the Mortgagor or otherwise for the recovery

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

16th

day of August 19 74

implied.

4. And the Mortgagor so far as it has power so to do hereby authorises each Manager for the time being of the Bank or any Branch thereof and/or any Receiver appointed hereunder in trust for the Bank at any time after the moneys hereby secured become payable to make calls on the members of the Mortgagor in respect of the uncalled capital hereby charged and to sue in the name of the Mortgagor or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys and the provisions contained in the Articles of Association of the Mortgagor in regard to calls shall mutatis mutandis apply to calls made under this authority and this authority shall subsist during the continuance of this security notwithstanding any change of Directors of the Mortgagor and shall be exercisable to the exclusion of the powers of the Directors of the Mortgagor and shall be assignable
5. And it is also hereby Agreed and Declared as follows:—
- (a) That the powers conferred on a mortgagee by the Conveyancing Act 1919 (as amended) shall be in augmentation of the powers hereby expressly conferred and may be exercised by the Bank immediately upon or at any time after any default by the Mortgagor hereunder without any notice or expiration of time under that Act being necessary. And all other provisions of the said Act shall be deemed to be negative or varied only so far as they are inconsistent with the terms and provisions herein expressed. But the Mortgagor shall not be entitled to surrender any lease or accept any surrender of lease or to exercise any power of leasing conferred by that Act and sub-sections 5, 6, 7, and 8 of Section 106 of that Act shall not apply to any lease by the Bank hereunder.
- (b) That any notice to be given to or demand to be made upon the Mortgagor by or on behalf of the Bank hereunder shall be deemed to be duly given or made if the same be in writing and be signed by any Manager Deputy Manager Assistant Manager or Accountant or Sub Accountant for the time being of the Bank or any branch thereof or by any person for the time being acting in any of those capacities or by any other person authorised by the Bank and if the same be left at or sent through the post in a prepaid envelope or wrapper addressed to the Mortgagor at the registered office or usual place of business of the Mortgagor last known as such to the person signing such notice or demand or be affixed to some part of any land or premises occupied by the Mortgagor for the purposes of its business or be advertised in the Commonwealth or New South Wales Government Gazette and any such mode of service shall in all respects be valid and effectual notwithstanding that at the date of such service the Mortgagor may be in course of liquidation or wound up and notwithstanding any other matter or event whatsoever. And any such notice or demand if sent through the post as aforesaid shall be deemed to have been received by the Mortgagor at the time when the envelope or wrapper containing such notice or demand would in the ordinary course of post have been delivered or if advertised then upon the date of publication of the said Gazette.
- (c) And that except to the extent that such interpretation shall be excluded by or be repugnant to the context whenever the same is used herein the expression "the Mortgagor" shall mean and include the Mortgagor and its assigns the expression "the Bank" shall mean and include the Bank and its assigns the word "person" shall include a corporation the word "Manager" where used in reference to an officer of the Bank shall include (in addition to the Manager of each office or Branch of the Bank) the Deputy General Manager each Assistant General Manager the Chief Manager Deputy Chief Manager each State Manager and each Assistant State Manager of the Bank and words importing the singular number or plural number shall include the plural number and singular number respectively words importing any gender shall include every gender and references to statutes shall include all statutes amending or consolidating the statutes referred to.
- (d) That it is a condition hereof that the provisions of the Moratorium Act 1932 and of any amendment thereof shall not apply hereto but are expressly excluded.

In Witness whereof these presents have been duly executed the day and year first hereinbefore written.

THE COMMON SEAL of JOHN ANDREWS INTERNATIONAL
PTY. LIMITED was affixed hereto by the authority
of the Directors and in the presence of:—

(L.S.)

R. W. PHILP

Secretary

J. H. ANDREWS

Director

~~The above-written Mortgage was executed under the seal of the above-named~~

Limited and

the persons by whom or in whose presence the seal of the said Corporation purports to have been affixed to the said Mortgage have stated to me that the said Corporation knew the effect of and approved of the insertion in the said Mortgage of the covenant to pay the principal and interest moneys secured by the above-written Mortgage (a) (And I certify that I am not the Solicitor or Conveyancer for the Mortgagee).

Signature

Address

Description

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

16th

day of August, 1974

Section 105 (1)

MEMORANDUM WHERE PROPERTY OR UNDERTAKING IS RELEASED FROM
REGISTERED CHARGE OR HAS CEASED TO FORM PART OF
COMPANY'S PROPERTY OR UNDERTAKING

TO THE REGISTRAR OF COMPANIES.

B10 7.278 C.1
318546

JOHN ANDREWS INTERNATIONAL PTY.

Limited hereby

gives notice, in relation to the EQUITABLE MORTGAGE dated the 15THday of JULY, 1974 numbered 64959 in the Registerof Charges and created by * JOHN ANDREWS INTERNATIONAL PTY. Limitedin favour of BANK OF NEW SOUTH WALESfor securing ADVANCES FROM TIME TO TIME that the property or undertaking describedbelow was on the 3rd day of January, 1978released from the charge/~~ceased to form part of the property or undertaking of~~ * given by JOHN

ANDREWS INTERNATIONAL PTY. Limited.

Description of property or undertaking: Whole of land contained in A.C.T. Crown
Lease Volume 334 Folio 49Dated this 2nd day of February, 1978

The Common seal of * JOHN ANDREWS

INTERNATIONAL PTY. Limited

was affixed hereto in the presence of—



STATUTORY DECLARATION VERIFYING MEMORANDUM

We, JOHN HANDEEN ANDREWS

of [redacted]

a director of * JOHN ANDREWS INTERNATIONAL PTY. Limited and

ROSS WARMSLEY PHILP

of [redacted]

the secretary of that company, do solemnly and sincerely declare that the particulars contained in the memorandum where property or undertaking is released from registered charge ~~or has ceased to form part of company's property or undertaking~~ dated the 2nd day of February, 1978 are true to the best of our knowledge information and belief. And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths Act, 1900, as amended.

Declared at Sydney in the Stateof New South Wales this 3rdday of February, 1978

Before me—

[redacted]

LODGED IN THE OFFICE OF
THE CORPORATE AFFAIRS
COMMISSION ON

17 FEB 1978

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

14th

day of February, 1978

5460

M 10730 D. West, Government Printer

COMMISSIONER

R67

* Insert name of mortgagor company.
† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debet"
‡ Strike out whichever is inapplicable.

NOTE: This memorandum must be supported by evidence sufficient to satisfy the Registrar that has been released from the charge or has ceased to form part of the property or under

BANK OF NEW SOUTH WALES (hereinafter called "The Bank") the mortgagee in Equitable Mortgage from JOHN ANDREWS INTERNATIONAL PTY. LIMITED (hereinafter called "The Company") Registered No. 64959 in the Register of Charges doth hereby release and discharge the property set out in the schedule hereto from all claims under the said Equitable Mortgage but reserving and without prejudice to the rights powers and remedies of the Bank under the said Equitable Mortgage as regards all other property and assets whatsoever of the Company comprised in the said Equitable Mortgage or subject to the charge hereby created and as regards the Company and all sureties and other persons whether under such Equitable Mortgage or any other security instrument or document and as regards the property comprised in or subject to the charge created by such other security instrument or document.

THE SCHEDULE REFERRED TO HEREIN:

A.C.T. Crown Lease Vol. 334 Fol. 49

Signed Sealed and Delivered for
and on behalf of
BANK OF NEW SOUTH WALES
NEVILLE STEWART CAMPBELL
HILTON PAUL CONWAY
its duly constituted Attorneys in
the presence of [REDACTED]

3/1/78

BANK OF NEW SOUTH WALES
by its Attorneys
who hereby respectively state that at the time of their execut-
ing this instrument they had no notice of the revocation of
the Power of Attorney Registered No. 64793
and were acting under the authority of which they
have executed this deed.
[REDACTED]
Acting Assistant Chief Executive Officer and
Acting Joint State Manager, New South Wales

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of February 19 78

14th

DATED this

54 60

M 10730 D. West, Government Printer

COMMISSIONER

DUDLEY WESTGARTH & CO.
SOLICITORS
39 MARTIN PLACE
SYDNEY 2000
TELEPHONE 233 6744
CDE 133

R67

JACKET C

CODE: A B C G \$ 88

NATIONAL COMPANIES AND SECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Doc. No. 048523

Reg No. 154620-11

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

1. The information in this return is correct as at the 30th day of December 1983, being * the date of the annual general meeting for 1983.

~~* The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on , 19~~

The previous period in respect of which an annual return has been lodged was for the period 1st July, 1981 to 30th June, 1982.

PARTICULARS RELATING TO COMPANY

2. The address of the registered office of the company is 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

*The name of the company is registered under the laws of the following participating States or participating territories:
NOT APPLICABLE

*The addresses of the principal offices of the company (if any) in respective participating States or participating territories are:
NOT APPLICABLE

Lodged by Hammond, North Ash
& Associates,
G.P.O. box 4299, Sydney. 2001.
Phone: 290-3199.

Lodged with the
Commission on 18 JAN 1984 AT
SYDNEY

R. RUDKIN

AUTHORISED OFFICER

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. FILM NUMBER 13094 DATED 2.3.84

PARTICULARS RELATING TO COMPANY (Continued)

*The address of the place at which the register of members is kept, if other than at the registered office, is:

NOT APPLICABLE

The business names (if any) under which the company carries on business are:-

NOT APPLICABLE

The nature of the principal business carried on by the company is:

ARCHITECT

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR
From 1st July, 1982 To 30th June, 1983

3. The accounts of the company *were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

PARTICULARS OF INDEBTEDNESS

4. *Particulars of the indebtedness of the company in respect of all charges required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:-

Registered Number	Date of Registration	Amount of the Indebtedness
-------------------	----------------------	----------------------------

Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:

total \$ —

total amount of indebtedness \$ —

ITEM 5

NOMINAL SHARE CAPITAL

The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

100	"A" Class Shares
100	"B" Class Shares
99,800	"C" Class Shares

100,000	
=====	

The total number of shares taken up at this date are as follows:-

21	"A" Class Shares of \$1.00
200	"C" Class Shares of \$1.00

221	
===	



SUMMARY OF SHARE CAPITAL

5. Nominal share capital \$ 100,000
divided into (1) (Refer Schedule shares of
(0 shares of .00
Total number shares taken up (1) to the 30th day of
December 1983, (being the date at which the information in
this return is correct (see paragraph 1) -

Number of shares issued subject to payment wholly
in cash 221

Number of shares issued as fully paid up otherwise
than in cash NIL

Number of shares issued as partly paid up to the
extent of per share otherwise than in cash NIL

Number of shares (if any) of each class issued at
discount NIL

Total amount of discount on the issue of shares that
has not been written off at the date of this return NIL

There has been called up on each of 21 "A" Class
shares \$ 1.00

There has been called up on each of 200 "B" Class
shares \$ 1.00

There has been called up on each of 0
shares \$ NIL

Total amounts of calls received including
payments on application and allotment. \$ 221

Total amount (if any) agreed to be considered
as paid on shares that have been issued as fully
paid up otherwise than in cash. \$ NIL

Total amount (if any) agreed to be considered
as paid on shares that have been issued as partly
paid up to the extent of per share otherwise
than in cash. \$ NIL

Total amount of calls unpaid NIL

Total amount of the sums (if any) paid by
way of commission in respect of any shares
or debentures since the date of the last
return \$ NIL

Total amount of the sums (if any) allowed by
way of discount in respect of any debentures
since the date of the last return \$ NIL

Total amount of shares forfeited NIL

Total amount paid (if any) on shares
forfeited \$ NIL

LIST OF MEMBERS

6. Persons holding shares in the company and the number of the shares held by them respectively are as follows:

Full names and addresses	Number of Shares held by existing members
ANDREWS, JOHN HAMILTON	
[REDACTED]	15 "A" Class
SIMPSON, JOHN NEIL STEWART	
[REDACTED]	6 "A" Class
ADDISCOMBE HOLDINGS PTY.LIMITED	
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	140 "C" Class
AMBYNE SECURITIES PTY.LIMITED	
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	60 "C" Class
Total	221

LIST OF DIRECTORS

7. Particulars of the directors , principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given name or names and surnames	Any former Christian or given name or names or surnames	Usual Address	Other business occupations, and in the case of directors, particulars of other directorships
---	---	---------------	--

Directors

ANDREWS, JOHN HAMILTON			ARCHITECT-NIL
[REDACTED]			
SIMPSON, JOHN NEIL STEWART			ARCHITECT-NIL
[REDACTED]			
McKAY, DOUGLAS BRUCE			ARCHITECT-NIL
[REDACTED]			
WILLING, GEOFFREY ALAN			ARCHITECT-NIL
[REDACTED]			

Principal executive officer if any

Secretaries

HAMPTON, KATHLEEN ANNE

SECRETARY

Auditors for current financial year
HAMMOND NORTH ASH & ASSOCIATES
G.P.O. BOX 4299, SYDNEY.2001

8. Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
- (a) The date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 - (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation;
 - (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation; and
 - (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 30th day of December 1983.

Signature of Director/Secretary/Principal
Executive Officer

.. [REDACTED]
Name of Signatory in BLOCK LETTERS
JOHN H. ANDREWS

CERTIFICATES

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register, that transfers have not been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
- (i) an unlimited exempt proprietary company; or
- (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- ~~(f) that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;~~
- ~~(g) that at the annual general meeting held on the day of 19 the company in pursuance of section 279 did not appoint an auditor.~~

Dated this 30th day of December 1983.

Signature of
Director

Name of Signatory
IN BLOCK LETTERS JOHN H. ANDREWS

Signature of
Secretary

Name of Signatory
IN BLOCK LETTERS KATHLEEN A. HAMPTON

B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN
EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation
to JOHN ANDREWS INTERNATIONAL PTY.LIMITED
that

(a) the company has in my opinion kept proper accounting
records and other books during the period covered by
those accounts;

(b) the accounts have been audited;

(c) my report was not made subject to any qualification
and

in my report I did not make any comment under
sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS
ROBERT E.HAMMOND

C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR
GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES
REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT
AUDITED.

For the purposes of sub-section 279(5) we certify, in
relation to
in respect of the financial year to which the return
relates, that -

(a) the company kept such accounting records as correctly
record and explain the transactions and financial
position of the company;

(b) the company kept its accounting records in such a
manner as would enable true and fair accounts of the
company to be prepared from time to time;

(c) the company has kept its accounting records in such a
manner as would enable the accounts of the company to
be conveniently and properly audited in accordance
with the Companies New South Wales Code; and

(d) the accounts and group accounts (if any) have been
properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S
ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
- (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.

and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of , 19 .

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

NATIONAL COMPANIES AND SECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL 1298.28/2/85

Doc.No.....

Reg No. 154620-11/18

JOHN ANDREWS INTERNATIONAL PTY.LIMITED
THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

1. The information in this return is correct as at the 31st day of DECEMBER 1984, being * the date of the annual general meeting for 1984.

~~* The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on , 19~~

The previous period in respect of which an annual return has been lodged was for the period 1st July, 1982 to 30th June, 1983.

PARTICULARS RELATING TO COMPANY

2. The address of the registered office of the company is 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

*The name of the company is registered under the laws of the following participating States or participating Territories:
NOT APPLICABLE

*The addresses of the principal offices of the company (if any) in respective participating States or participating Territories are:
NOT APPLICABLE

Lodged by Hammond, North Ash
& Associates,
G.P.O. Box 4299, Sydney. 2001.
Phone: 290-3199.

Lodged with the
Commission on

ON 28 FEB 1985

V. MOERIG
AUTHORISED OFFICER

AT
SYDNEY

PARTICULARS RELATING TO COMPANY (Continued)

*The address of the place at which the register of members is kept, if other than at the registered office, is:
NOT APPLICABLE

The business names (if any) under which the company carries on business are:-
NOT APPLICABLE

The nature of the principal business carried on by the company is:
ARCHITECT

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR
From 1st July, 1983 To 30th June, 1984

3. The accounts of the company *were laid before the annual general meeting referred to above.
- The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

PARTICULARS OF INDEBTEDNESS

4. *Particulars of the indebtedness of the company in respect of all charges required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:-

Registered Number	Date of Registration	Amount of the Indebtedness
-------------------	----------------------	----------------------------

Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:

total \$ —

total amount of indebtedness \$ —

ITEM 5

NOMINAL SHARE CAPITAL

The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

100	"A" Class Shares
100	"B" Class Shares
99,800	"C" Class Shares

100,000	
=====	

The total number of shares taken up at this date are as follows:-

21	"A" Class Shares of \$1.00
200	"C" Class Shares of \$1.00

221	
===	

SUMMARY OF SHARE CAPITAL

5. Nominal share capital \$ 100,000
divided into (1) (Refer Schedule shares of
(0 shares of .00
Total number shares taken up (1) to the 31st day of
~~DECEMBER~~ 1994, (being the date at which the information in
this return is correct (see paragraph i) -

Number of shares issued subject to payment wholly in cash	221
Number of shares issued as fully paid up otherwise than in cash	NIL
Number of shares issued as partly paid up to the extent of per share otherwise than in cash	NIL
Number of shares (if any) of each class issued at discount	NIL
Total amount of discount on the issue of shares that has not been written off at the date of this return	NIL
There has been called up on each of 21 "A" Class shares	\$ 1.00
There has been called up on each of 200 "C" Class shares	\$ 1.00
There has been called up on each of 0 shares	\$ NIL
Total amounts of calls received including payments on application and allotment.	\$ 221
Total amount (if any) agreed to be considered as paid on shares that have been issued as fully paid up otherwise than in cash.	\$ NIL
Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash.	\$ NIL
Total amount of calls unpaid	NIL
Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return	\$ NIL
Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return	\$ NIL
Total amount of shares forfeited	NIL
Total amount paid (if any) on shares forfeited	\$ NIL

LIST OF MEMBERS

6. Persons holding shares in the company and the number of the shares held by them respectively are as follows:

Full names and addresses	Number of Shares held by existing members
ANDREWS, JOHN HAMILTON	21 "A" Class
ADDISCOMBE HOLDINGS PTY. LIMITED	200 "C" Class
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	
Total	221

LIST OF DIRECTORS

7. Particulars of the directors, principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given name or names and surnames	Any former Christian or given name or names or surnames	Usual Address	Other business occupations, and in the case of directors, particulars of other directorships
Directors			
ANDREWS, JOHN HAMILTON			ARCHITECT-NIL
[REDACTED]			
McKAY, DOUGLAS BRUCE			ARCHITECT-NIL
[REDACTED]			
WILLING, GEOFFREY ALAN			ARCHITECT-NIL
[REDACTED]			
Principal executive officer if any			

Secretaries

HAMPTON, KATHLEEN ANNE

SECRETARY

Auditors for current financial year
HAMMOND NORTH ASH & ASSOCIATES
G.P.O. BOX 4299, SYDNEY.2001

8. Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
- (a) The date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 - (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation;
 - (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation; and
 - (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 31st day of DECEMBER 1984.

Signature of Director/Secretary/Principal
Executive Officer

....

Name of Signatory in BLOCK LETTERS
JOHN H. ANDREWS

CERTIFICATES

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register, that transfers have not been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
- (i) an unlimited exempt proprietary company; or
- (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- ~~(f) that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;~~
- ~~(g) that at the annual general meeting held on the day of 19 the company in pursuance of section 279 did not appoint an auditor.~~

Dated this 31st day of ~~December~~, 1984.

Signature of
Director

Name of Signatory
IN BLOCK LETTERS JOHN H. ANDREWS

Signature of
Secretary

Name of Signatory
IN BLOCK LETTERS KATHLEEN A. HAMPTON

E. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN
EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation
to JOHN ANDREWS INTERNATIONAL PTY. LIMITED
that

(a) the company has in my opinion kept proper accounting
records and other books during the period covered by
those accounts;

(b) the accounts have been audited;

(c) my report was not made subject to any qualification
and

in my report I did not make any comment under
sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS
ROBERT E. HAMMOND

C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR
GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES
REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT
AUDITED.

For the purposes of sub-section 279(5) we certify, in
relation to
in respect of the financial year to which the return
relates, that -

- (a) the company kept such accounting records as correctly
record and explain the transactions and financial
position of the company;
- (b) the company kept its accounting records in such a
manner as would enable true and fair accounts of the
company to be prepared from time to time;
- (c) the company has kept its accounting records in such a
manner as would enable the accounts of the company to
be conveniently and properly audited in accordance
with the Companies New South Wales Code; and
- (d) the accounts and group accounts (if any) have been
properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S
ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
 - (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
 - (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.
- and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of , 19 .

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

\$ 95
9/12/81

NATIONAL COMPANIES AND SECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL 170452
Doc. No.

Reg No. 154620-11 C.C.

JOHN ANDREWS INTERNATIONAL PTY. LIMITED
THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

1. The information in this return is correct as at the 11th day of November 1985, being * the date of the annual general meeting for 1985.

~~* The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on~~
19

The previous period in respect of which an annual return has been lodged was for the period
1st July, 1983 to 30th June, 1984.

PARTICULARS RELATING TO COMPANY

2. The address of the registered office of the company is
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

*The name of the company is registered under the laws of the following participating States or participating Territories:
NOT APPLICABLE

*The addresses of the principal offices of the company (if any) in respective participating States or participating Territories are:
NOT APPLICABLE

Lodged by Hammond, North Ash
& Associates,
G.P.O. Box 4299, Sydney. 2001.
Phone: 290-3199.

Lodged with the
Commission 5 DEC 1985 AT
SYDNEY

P. FAHY
AUTHORISED OFFICER

PARTICULARS RELATING TO COMPANY (Continued)

*The address of the place at which the register of members is kept, if other than at the registered office, is:
NOT APPLICABLE

The business names (if any) under which the company carries on business are:-
NOT APPLICABLE

The nature of the principal business carried on by the company is:
ARCHITECTURAL PRACTICE

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR
From 1st July, 1984 To 30th June, 1985

- 3. The accounts of the company *were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting
*were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

PARTICULARS OF INDEBTEDNESS

4. *Particulars of the indebtedness of the company in respect of all charges required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:-

Registered Number	Date of Registration	Amount of the Indebtedness
-------------------	----------------------	----------------------------

Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:

Total \$ —

Total amount of indebtedness \$ —

SUMMARY OF SHARE CAPITAL

5. Nominal share capital \$ 100,000
divided into (1) (Refer Schedule shares of
(0 shares of .00
Total number shares taken up (1) to the 11th day of
November 1985, (being the date at which the information in
this return is correct (see paragraph 1) - Refer Schedule

Number of shares issued subject to payment wholly
in cash 222

Number of shares issued as fully paid up otherwise
than in cash NIL

Number of shares issued as partly paid up to the
extent of per share otherwise than in cash NIL

Number of shares (if any) of each class issued at
discount NIL

Total amount of discount on the issue of shares that
has not been written off at the date of this return NIL

There has been called up on each of
shares Refer Schedule

Total amounts of calls received including
payments on application and allotment. \$ 222

Total amount (if any) agreed to be considered
as paid on shares that have been issued as fully
paid up otherwise than in cash. \$ NIL

Total amount (if any) agreed to be considered
as paid on shares that have been issued as partly
paid up to the extent of per share otherwise
than in cash. \$ NIL

Total amount of calls unpaid NIL

Total amount of the sums (if any) paid by
way of commission in respect of any shares
or debentures since the date of the last
return \$ NIL

Total amount of the sums (if any) allowed by
way of discount in respect of any debentures
since the date of the last return \$ NIL

Total amount of shares forfeited NIL

Total amount paid (if any) on shares
forfeited \$ NIL

ITEM 5

NOMINAL SHARE CAPITAL

The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

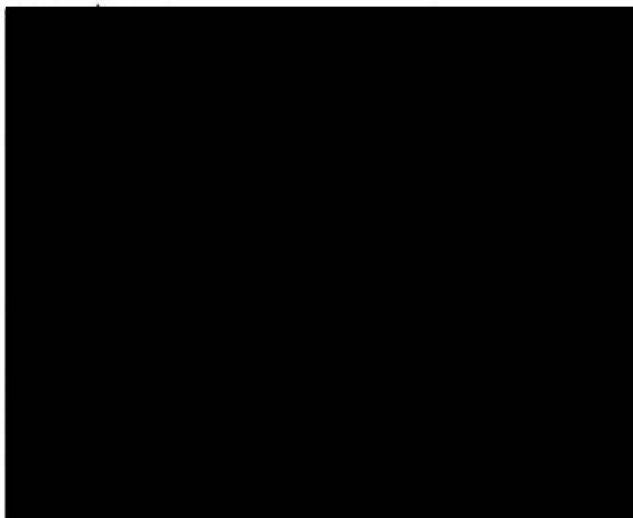
100	"A"	Class Shares
100	"B"	Class Shares
99,800	"C"	Class Shares

100,000		
=====		

The total number of shares taken up at this date are as follows:-

21	"A"	Class Shares of \$1.00
200	"C"	Class Shares of \$1.00
1	"B"	Class Share of \$1.00

222		
===		



LIST OF MEMBERS

154620-11

6. Persons holding shares in the company and the number of the shares held by them respectively are as follows:

Full names and addresses	Number of Shares held by existing members
ANDREWS, JOHN HAMILTON	
[REDACTED]	21 "A" Class
ADDISCOMBE HOLDINGS PTY. LIMITED	
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	200 "C" Class
ADDISCOMBE HOLDINGS PTY. LIMITED	
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	1 "B" Class
Total	222

LIST OF DIRECTORS

7. Particulars of the directors, principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given name or names and surnames	Any former Christian or given name or names or surnames	Usual Address	Other business occupations, and in the case of directors, particulars of other directorships
Directors			
ANDREWS, JOHN HAMILTON			ARCHITECT-NIL
[REDACTED]			
McKAY, DOUGLAS BRUCE			ARCHITECT-NIL
[REDACTED]			
WILLING, GEOFFREY ALAN			ARCHITECT-NIL
[REDACTED]			
ROBB, ARTHUR VICTOR			ARCHITECT-NIL
[REDACTED]			
Principal executive officer if any			

Secretaries

HAMMOND, ALBERTA

CLERK/SHOPKEEPER

[REDACTED]
HAMPTON, KATHLEEN ANNE

SECRETARY-NIL
[REDACTED]

Auditors for current financial year
HAMMOND NORTH ASH & ASSOCIATES
G.P.O. BOX 4299, SYDNEY.2001

8. Particulars as to calls and sales of forfeited shares
(to be provided only in the case of a no liability
company) -
- (a) The date when each call made since the date of
the last return, or (in the case of a first
return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation
when shares forfeited were offered for sale and
the place of offer;
 - (c) the number of shares sold at each sale of
forfeited shares made since the date of the last
return or (in the case of a first return) since
incorporation;
 - (d) the number of shares unsold at each offer for
sale of forfeited shares made since the date
of the last return or (in the case of a first
return) since incorporation; and
 - (e) the number of shares disposed of pursuant to
sub-section 480(3) since the date of the last
return, being shares withdrawn from sale or for
which no bid was received:

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this
Annual Return is true to the best of my knowledge
and belief.

Dated this 11th day of November 1985

Signature of Director/Secretary/Principal
Executive Officer [REDACTED]

Name of Signatory in BLOCK LETTERS
JOHN H. ANDREWS

CERTIFICATES

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register, that transfers have not been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
- (i) an unlimited exempt proprietary company; or
- (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- ~~(f) that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;~~
- ~~(g) that at the annual general meeting held on the day of 19 the company in pursuance of section 279 did not appoint an auditor.~~

Dated this 11th day of November, 1985

Signature of
Director

Name of Signatory
IN BLOCK LETTERS JOHN H. ANDREWS

Signature of
Secretary

Name of Signatory
IN BLOCK LETTERS KATHLEEN A. HAMPTON

B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN
EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation
to JOHN ANDREWS INTERNATIONAL PTY.LIMITED
that

- (a) the company has in my opinion kept proper accounting
records and other books during the period covered by
those accounts;
- (b) the accounts have been audited;
- (c) my report was not made subject to any qualification
and
in my report I did not make any comment under
sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS
ROBERT E. HAMMOND

~~C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR
GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES
REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT
AUDITED.~~

~~For the purposes of sub-section 279(5) we certify, in
relation to
in respect of the financial year to which the return
relates, that -~~

- ~~(a) the company kept such accounting records as correctly
record and explain the transactions and financial
position of the company;~~
- ~~(b) the company kept its accounting records in such a
manner as would enable true and fair accounts of the
company to be prepared from time to time;~~
- ~~(c) the company has kept its accounting records in such a
manner as would enable the accounts of the company to
be conveniently and properly audited in accordance
with the Companies New South Wales Code; and~~
- ~~(d) the accounts and group accounts (if any) have been
properly prepared by a competent person.~~

Name of Signatories IN BLOCK LETTERS

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S
ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that:-

- (a) the company has more than 500 members;
 - (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
 - (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.
- and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of , 19 .

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

COMPANIES ACT, 1961

REGISTER OF CHARGES TO BE KEPT BY THE CORPORATE AFFAIRS COMMISSION

No. of Company 154620

Document No.	Date of Registration	Date of Creation of Charge by company, or date of Acquisition by company of Property subject to Charge and description of Charge	Amount secured by Charge	Description sufficient to identify property charged	Names of persons entitled to Charge	Receiver or Manager	Memorandum of satisfaction/ release, etc.
						Name and Date of appointment or ceasing to act	
64959	25/7/74	15/7/74 Equitable Mortgage.	Advances from time to time	The Company's undertaking assets both present and future including its uncalled capital; being a fixed charge as regards all real and leasehold property uncalled capital engines machinery (other than stock in trade) plant books of account vouchers and other documents.	Bank of New South Wales		

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

Twentieth

day of July 19 76

M 10730

3927

COMMISSIONER

R67

MEMORANDUM WHERE PROPERTY OR UNDERTAKING IS RELEASED FROM
REGISTERED CHARGE OR HAS CEASED TO FORM PART OF
COMPANY'S PROPERTY OR UNDERTAKING

TO THE REGISTRAR OF COMPANIES.

107-278-1
318546

JOHN ANDREWS INTERNATIONAL PTY.

Limited hereby

gives notice, in relation to the EQUITABLE MORTGAGE dated the 15TH
day of July, 1978 numbered 64959 in the Register
of Charges and created by * JOHN ANDREWS INTERNATIONAL PTY. Limited
in favour of BANK OF NEW SOUTH WALES
for securing ADVANCES FROM TIME TO TIME that the property or undertaking described
below was on the 3rd day of January, 1978
released from the charge/~~ceased to form part of the property or undertaking of~~ * given by JOHN

ANDREWS INTERNATIONAL PTY. Limited.

Description of property or undertaking: Whole of land contained in A.C.T. Crown
Lease Volume 334 Folio 49Dated this 2nd day of February, 1978

The Common seal of * JOHN ANDREWS

INTERNATIONAL PTY. Limited

was affixed hereto in the presence of—



STATUTORY DECLARATION VERIFYING MEMORANDUM

We, JOHN HARRISON ANDREWS
of [REDACTED]
a director of * JOHN ANDREWS INTERNATIONAL PTY. Limited and

ROSS WARMSLEY PHILP of 1 York Street, Sydney

the secretary of that
company, do solemnly and sincerely declare that the particulars contained in the memorandum where property or
undertaking is released from registered charge or ~~has ceased to form part of company's property or undertaking~~
dated the 2nd day of February, 1978 are true to the best
of our knowledge information and belief.
And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions
of the Oaths Act, 1900, as amended.

Declared at Sydney in the State
of New South Wales this 3rd
day of February, 1978

Director.

Secretary.

Before me—

LODGED IN THE OFFICE OF
THE CORPORATE AFFAIRS
COMMISSION ON

7 FEB 1978

* Insert name of mortgagor company.

† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debet

‡ Strike out whichever is inapplicable.

NOTE: This memorandum must be supported by evidence sufficient to satisfy the Registrar that
has been released from the charge or has ceased to form part of the property or under

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

day of February, 1978

14th

DATED this

5460

1548

COMPANY No.	154620
LOCATION No.	
DATE and BATCH No.	
FILED	
FILED	

NEW SOUTH WALES

Companies Act, 1961

Sections 112 (1)

346 (1) (f)

and 347 (1) (d)

Document No.

059072

02093264

\$494

21 DEC 1972

NOTICE OF SITUATION OF REGISTERED OFFICE AND OF OFFICE HOURS, AND PARTICULARS OF CHANGES

TO THE MEMBERS AND CREDITORS

JOHN ANDREWS INTERNATIONAL PTY.

Limited

a Local Company ~~Foreign Company~~ (strike out whichever is inapplicable) hereby gives notice that—

as from the date of ~~the~~ incorporation.

the registered office of the Company in New South Wales has been situated at*

1118 Barrenjoey Road, Palm Beach, N.S.W. 2108

* ~~as from the~~

~~day of~~

~~19~~

the days and hours during which that office is open and accessible to the public have been as follows:

Dated this 18th day of December, 1972.

~~by~~ SUBSCRIBER.

* Insert full address.

† Strike out if inapplicable. Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the forenoon and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

‡ Strike out whichever are inapplicable.

NOTE: In the case of a company which is not the sole occupant of the building in which the registered office is situated, particulars of the address sufficient to enable the office to be readily located should be supplied, e.g., "Room 401, First Floor".

NOTE: This notice is required to be lodged within one month after date of incorporation or change.

FEE: If lodged within one month after incorporation or change \$3

If lodged within one month after that period \$7

If lodged more than one month after that period \$22

In the case of a Foreign Company, a new certificate of registration issues for which a fee of \$2 is payable.

LODGED BY DUDLEY WESTGARTH & CO.,

Solicitors,

39 Martin Place, Sydney.

TELEPHONE No. 25 6741.

LODGED in the Office of the
CORPORATE AFFAIRS
COMMISSION on

21 DEC 1972

COMMISSIONER

COMMISSIONER

day of January 1973.

second

DATED this

M 10730

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

JACKET B

NEW SOUTH WALES

Companies Act, 1961

Sections 112 (1), (1A)

346 (1) (f)

347 (1) (d)

LODGED in the Office of the
Corporate Affairs Commission on

29 SEP 1977

Form 37

COMMISSIONER

FOR OFFICE USE ONLY	
Reg. No.	154620 - 11
Location No.	
Date and Batch No.	29/9/77
Film W/Sheet No.	251/3
Document No.	

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018, N.S.W. 2001)

TO THE CORPORATE AFFAIRS COMMISSION

JOHN ANDREWS INTERNATIONAL PTY

Limited, * a local company
* a foreign company

hereby gives notice that—

As from * the ~~date of incorporation of the company~~ 2ND day of DECEMBER, 1976,

the address of the registered office of the Company in New South Wales * with effect is
1017 BARRENJOEY ROAD, PALM BEACH

Postcode: 2108

As from * the date of incorporation of the company, the
* the day of 19, the days and hours during which that office is (*to be) open and accessible to the public are
as follows:

Dated this 29th day of September, 1977

* Director.
* Secretary.
* Solicitor.
* Auditor.

(A subscriber or Solicitor may sign this notice
only prior to the incorporation of the company).

* Strike out whichever are inapplicable.

† Insert full address, including, where applicable, the number of the room and of the floor or level on which the office
is situated in the building.

NOTE. Notice of the days and hours during which the office is open and accessible to the public is not required
if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of
each day, Saturdays, Sundays and holidays excepted.

Please complete:

Lodged by: THOMPSON DOUGLASS ETHERINGTON

1 YORK STREET, SYDNEY

Phone: 27-8611 (Mr Philp)

SEE INSTRUCTIONS FOR LODGMENT
AND FEES PAYABLE ON REVERSE
SIDE OF THIS FORM.

If a receipt is required please tick ☐

BT 6429-1

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970, to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

DATED this

5th

day of October 1977.

5033

M 10730 D. West, Government Printer

R67

COMMISSIONER

Company No.: 154620
Filed: ☒
Filed:

FORM 42
A.D.P. SECTION
NEW SOUTH WALES
Not Registered
27 Companies Act, 1961
Section 115 (4)

DOCUMENT No. 059075
\$4 9/ 02293267
21 DEC 1972

LIST OF PERSONS WHO HAVE CONSENTED TO BE DIRECTORS

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

TO THE CORPORATE AFFAIRS COMMISSION:

* Insert name, address and description.

1. * JOHN HAMILTON ANDREWS

of

Architect

one of

the persons desiring the incorporation of JOHN ANDREWS INTERNATIONAL PTY.

Limited, hereby

certify that the undermentioned persons have consented to be directors of that company.

Full Name	Address	Description
JOHN HAMILTON ANDREWS		Architect
PETER JOHN COURTNEY		Architect

Dated this 18th day of December 19 72.

(Signature)

Note.—This document is required to be lodged with the Memorandum of a company for registration.

FEE: \$3

LODGED BY DUDLEY WESTGARTH & CO.,
Solicitors,
39 Martin Place, Sydney.
TELEPHONE No. 25 6741.

V. C. N. BLIGHT, GOVERNMENT PRINTER

LODGED in the office of
THE CORPORATE AFFAIRS
COMMISSION on

Commissioner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

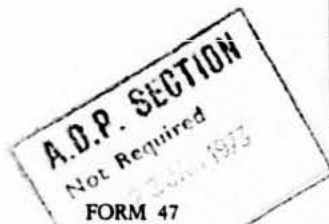
second

day of January 19 73

COMMISSIONER

COMPANY No.: 154620
 LOCATION No.:
 DATE and BATCH No.:
 FILMED:
 FILED:

DOCUMENT No. 33034



NEW SOUTH WALES

Companies Act, 1961

(Section 152 (2))

NOTICE OF PLACE WHERE REGISTER OF MEMBERS AND INDEX KEPT, OR OF CHANGE IN THAT PLACE

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

TO THE CORPORATE AFFAIRS COMMISSION.

John Andrews International Pty. Limited hereby gives notice that the register of members and index (if any) have, as from the 15th day of January, 1973, been kept at* C/- Holt & Thompson, 53 Martin Place, Sydney

Dated this 15th day of January, 1973.

Secretary

*Insert full address.
 †Strike out whichever is inapplicable.

This form must be lodged within seven days after the register is first kept at a place other than the registered office and within seven days after any change in that place.

FEES: If lodged within prescribed period \$3
 If lodged within one month after that period \$7
 If lodged more than one month after that period \$22

LODGED BY HOLT & THOMPSON
 53 MARTIN PLACE, SYDNEY
 TELEPHONE NO. 28-5607

LODGED in the Office of the
 CORPORATE AFFAIRS
 COMMISSION on

19 JAN 1973

COMMISSIONER

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

thirtieth

DATED this

day of January 1973

COMMISSIONER

Company No. 154620
Location No. AVV 245
Date and Batch No. _____
Filmed 28 JAN 1973 9 25
Filed _____

Form 17
NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 54 (1) (2) (b).)

Document No. 33032

\$4 19/1/73

RETURN OF ALLOTMENT OF SHARES
JOHN ANDREWS INTERNATIONAL PTY. Limited

The shares referred to in this return were allotted, or are deemed to have been allotted under subsection (7) of section 54 of the Companies Act, 1961*, between the _____ day of _____, 19____, and the _____ day of _____, 19____.

on the 21st day of December, 1972

11. Number of shares allotted payable in cash	<u>2</u>
Nominal amount of EACH of the shares so allotted	\$1
Amount paid or due and payable on EACH of the shares so allotted—	\$1
paid	
due and payable on allotment	
Amount of premium paid or payable on EACH share	
12. Number of shares allotted for a consideration other than cash	
Nominal amount of EACH of the shares so allotted	
Amount to be treated as paid on EACH of the shares so allotted	

The consideration for which the shares have been so allotted is as follows:

13. The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or Other Names	Address	Number of Shares Allotted					
			Preference		Ordinary		Other Kinds	
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
ANDREWS	John Hamilton				1 A			
COURTNEY	Peter John				1 A			

Dated this 21st day of January, 1973

Director*/Secretary*

* Strike out whichever is inapplicable.

† Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified as such.

‡ Where, by virtue of section 54 (2) (b) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (d) of that Act, the company shall complete the certificate set out in this Form. (See over.)

§ Insert all Christian or other names, or at least one Christian or other name and other initials.

LODGED BY HOLT & THOMPSON

53 MARTIN PLACE, SYDNEY

TELEPHONE No. 28-5607

PLEASE TURN OVER

LODGED in the office of
THE CORPORATE AFFAIRS
COMMISSION on

19 JAN 1973

Commissioner

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this thirty - first day of January 19 73

Companies Act, 1961 Section 134 (6) and (7)

LODGED in the Office of the
Corporate Affairs Commission
on 19 JAN 1973

COMMISSIONER

Form 43

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND SECRETARIES, AND CHANGES OF PARTICULARS

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

DIRECTORS*

Present Name†	Former Name†	Address‡	Business Occupation (if any)	Particulars of other Directorships§	Nature of Appointment or Change	Date of Appointment or Change
John Hamilton ANDREWS		[REDACTED]	Architect	Nil	Appointed	21st December 1972
Peter John COURTNEY			Architect	Nil	Appointed	21st December 1972

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers					Lodged by HOLT & THOMPSON 53 MARTIN PLACE, SYDNEY.
Secretaries Ross Walmsley PHILP	[REDACTED]	Chartered Accountant	Appointed	21st December 1972.	Phone No. 28-5607

Dated this nineteenth day of January, 19 73
FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

Director
Secretary

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this thirty - first day of January 19 73.

FOR OFFICE USE ONLY

Reg. No. 154620

Location No. AVV245

Date and Batch No.

Film W/Sheet No.

Document No.

33033

26 JAN 1973 9 25

21-12-72

Companies Act, 1961 Section 134 (6) and (7)

 LODGED in the Office of the
Corporate Affairs Commission
on

5 MAR 1973

COMMISSIONER

Form 43

**RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
SECRETARIES, AND CHANGES OF PARTICULARS**

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

JOHN ANDREWS INTERNATIONAL PTY.

LIMITED

DIRECTORS*

Present Names†	Former Names†	Address‡	Business Occupation (if any)	Particulars of other Directorships§	Nature of Appointment or Change	Date of Appointment or Change
John Hamilton Andrews			Architect	Nil	Continuing	
Peter John Courtney			Architect	Nil	Continuing	
John Neal Stewart Simpson			Architect	Nil	Appointed	22nd February 1973

N.B. If there is insufficient space in this return, please use an annexary sheet, which should also be signed by the Director or the Secretary

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers					Lodged by
Secretaries					HOLT & THOMPSON
Ross Walmsley Philp		Chartered Accountant	Continuing		53 Martin Place,
					Sydney
					Phone No.

Dated this Twentieth day of March, 1973

FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE

 Director*
Secretary*

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

Twentieth

day of March 1973

LODGED in the Office of the
Corporate Affairs Commission on

5 SEP 1975

Form 47

COMMISSIONER

FOR OFFICE USE ONLY

Reg. No. 154620

Location No.

Date and Batch No.

8 SEP 1975 A D P

Film W/Sheet No.

002054

Document No.

825 8/9/75

**NOTICE OF PLACE WHERE REGISTER
OF MEMBERS AND INDEX KEPT, OR
OF CHANGE IN THAT PLACE**

Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

John Andrews International Pty. LIMITED

TO THE CORPORATE AFFAIRS COMMISSION

John Andrews International Pty. Limited hereby gives notice that the register
of members and index (if any) have, as from the 1st day of July, 1975,
been kept at* C/- Thompson Douglass Etherington,
21st Floor, No.1 York Street, SYDNEY.

Dated this 5th day of September, 1975.

Director
Secretary†

*Insert full address.
†Strike out whichever is inapplicable.

Lodged by Thompson Douglass Etherington,
21st Floor, No.1 York Street,
SYDNEY. N.S.W. 2000.
Phone No. 27 8611

Time for lodgment:

Within seven days after the
register is first kept at a place
other than the registered office
and within seven days after
any change in that place.

Fees:

If lodged within
prescribed period \$4
If lodged within one month
after that period \$8
If lodged more than one
month after that period \$23

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1970 to
be an approved person for the purposes of Section three of the Evidence (Reproductions)
Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as
a permanent record of a document in my custody or control.

day of September 9 75

12th

DATED this

COMMISSIONER

2474

M 10730

R67

NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 54)

LODGED in the Office of the
Corporate Affairs Commission
on:

- 5 SEP 1975

Form 17

COMMISSIONER

FOR OFFICE USE ONLY	
Reg. No.	154620
Location No.	AVT504
Date and Batch No.	
Film W/Sheet No.	002055
Document No.	825 5/9/75

15 SEP 1975 1 25
219

RETURN OF ALLOTMENT OF SHARES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

John Andrews International Pty. LIMITED

The shares referred to in this return were allotted or are deemed to have been allotted under section 54 (7) of the Companies Act, 1961, *on the 23rd day of June, 1975
*between the _____ day of _____, 19____ and the _____ day of _____, 19____.

† Shares allotted or deemed to have been allotted

1. For CASH:

- (a) number of shares No.
(b) nominal amount of EACH share \$
(c) amount (if any) paid on EACH share \$
(d) amount (if any) due and payable on EACH share \$
(e) amount of premium paid or payable on EACH share \$

2. For CONSIDERATION OTHER THAN CASH:

- (a) number of shares:
(i) as fully paid up No.
(ii) as partly paid up No.
(b) nominal amount of EACH share \$
(c) if partly paid up—the amount treated as paid up on EACH share \$
(d) amount of premium treated as paid up or payable on EACH share \$

(e) ‡ The consideration for which the shares have been so allotted is as follows:

3. † The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	Christian or other names†	Address	Number of shares allotted					
			Preference		Ordinary		Other kinds	
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
Andrews	John Hamilton				10 "A" Class			
Courtney	Peter John				4 "A" Class			
Simpson	John Neil Stewart				5 "A" Class			
Addiscombe Holdings Pty. Ltd.		C/- 9th Floor, 39 Martin Place.			110 "C" Class			
Jilinga Pty. Ltd.		C/- 10th Floor, 53 Martin Place.			45 "C" Class			
Ambyne Securities Pty. Ltd.		C/- 9th Floor, 39 Martin Place.			45 "C" Class			

Dated this 1st day of September, 1975

* Director/Secretary

* Strike out whichever is inapplicable.

† Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified as such.

‡ If the allotment is made pursuant to a contract in writing, the company shall lodge with this return the contract evidencing the entitlement of the allottee or a copy of any such contract certified as prescribed.

§ Where, by virtue of section 54 (2) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (d) of that Act, the company shall complete the certificate set out in this Form. (See over.)

¶ Insert all Christian or other names, or at least one Christian or other name and other initials.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of September 1975

15th

DATED this

COMMISSIONER

2485

M 10730

R67

JACKET B

NEW SOUTH WALES

Companies Act, 1961 Section 134 (6) and (8)

LODGED in the Office of the
Corporate Affairs Commission on

26 NOV 1979

COMMISSIONER

Form 43

RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND
SECRETARIES, AND CHANGES OF PARTICULARSComplete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

DIRECTORS*

Present Name†	Former Name†	Address‡	Business Occupation (if any)	Particulars of other Directorships§	Nature of Appointment or Change	Date of Appointment or Change
NO CHANGE						

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

MANAGERS AND SECRETARIES*

Full Name and Office in Company	Address‡	Other Occupation (if any)	Nature of Appointment or Change	Date of Appointment or Change	
Managers					Lodged by J.V.ALLEN & CO. DX 299 SYDNEY
Secretaries Ross Walmsley PHILP Peter John COURTNEY		Chartered Accountant Architect	Resigned Appointed	1/8/1978 1/8/1978	Phone No. 290-3199

Dated this 29th day of December, 1978

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Director's
Secretary's

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this sixth day of December 1979

7179

Chairman
under delegation from the Commission

FOR OFFICE USE ONLY	
Reg. No.	154620-11
Location No.	
Date and Batch No.	
Film W/Sheet No.	
Document No.	059494

LODGED with the
Corporate Affairs Commission on

24 MAR 1980

COMMISSIONER

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

Reg. No. 154620-11This ^{is} ~~is~~ not the first Return lodged following incorporationComplete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7918 N.S.W. 2001)

DIRECTORS*

Present Names†	Former Names†	Address‡	Other business occupation (if any)	Particulars of other Directorships‡ (if none, state so)	Nature of Appointment or Change‡	Date of Appointment or Change‡
ANDREWS, John Hamilton			Architect		Continuing	
COURTNEY, Peter John			Architect		Continuing	
SIMPSON, John Neil Stewart			Architect		Continuing	

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address‡	Other Business Occupation (if any)	Nature of Appointment or Change‡	Date of Appointment or Change‡	
Managers*					Lodged by <u>J.V. ALLEN</u> & CO. DX 299 SYDNEY. Phone No. <u>290-3199</u>
Secretaries* COURTNEY, Peter John HAMPTON, Kathleen Anne		Architect Secretary	Continuing Appointed	13-3-1980	

Dated this 13th day of March, 19 80.

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-eighth day of March, 19 80.

7650

Chairman
under delegation from the Commission

* LOGGED with the
Corporate Affairs Commission

Form 43

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, MANAGERS AND SECRETARIES OF

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

Reg. No. 154620-11

This ^{is} _{is not} the first Return lodged following incorporationComplete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box No. 7018 N.S.W. 2001)

DIRECTORS*

Present Names†	Former Names†	Address†	Other business occupation (if any)	Particulars of other Directorships† (if none, state so)	Nature of Appointment or Change†	Date of Appointment or Change†
ANDREWS, John Hamilton			Architect	Nil	Continuing	
COURTNEY, Peter John			Architect	Nil	Resigned	30/9/81
SIMPSON, John Neil Stewart			Architect	Nil	Continuing	

N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary

Full Name and Office in Company	Address†	Other Business Occupation (if any)	Nature of Appointment or Change†	Date of Appointment or Change†	
Managers*					Lodged by HAMMOND, NORTH ASH & ASSOCIATES. DX 299 SYDNEY.
Secretaries*					Phone No. 290-3199
COURTNEY, Peter John		Architect	Resigned	30/9/81	
HAMPTON, Kathleen Anne		Secretary	Continuing		
ANDREWS, John Hamilton		Architect	Appointed	30/9/81	

Dated this 30th day of September, 1981

SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE

† Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-first day of June 19 82.

10683

Commissioner
under delegation from the Commission

JACKET B

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238 (7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

33096

Doc. No.

Reg. No.

154620-111

JOHN ANDREWS INTERNATIONAL PTY Limited

Christian or given names and
surnames (in the case of directors,
give any former names in brackets
beneath the present names)

Address (3)

Other occupations and, in
the case of directors, other
directorships (4)Particulars and nature of
appointment or change,
and relevant date (s)

Directors (1)

ANDREWS, John
Hamilton

Architect

Continuing

SIMPSON, John
Neil Stewart

Architect

Continuing

McKAY, Douglas
Bruce

Architect

Appointed
July 1, 1982WILLING, Geoffrey
Alan

Architect

Appointed
July 1, 1982.

Principal Executive Officer (2)

Secretaries (2)

HAMPTON, Kathleen
Anne

Secretary

Continuing

Dated this 20th day of September, 1982.

(*) Signature of *Director / *Secretary / *Principal Executive Officer

Name of Signatory IN BLOCK LETTERS JOHN N.S. SIMPSON

* Strike out whichever is inapplicable

NOTE: A fees receipt will not be issued unless specifically requested.

Lodged by WESTGARTH BALDICK
Address 10th Floor,
39 Martin Place, Sydney.
Phone No. 233 6500.

Lodged with the Commission on
ON 20 SEP 1982 AT
D. FISHER
AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY
IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney
General by notification published in the Government Gazette on the
28th day of September, 1979 to be an approved person for the purposes of
Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES
pursuant to the Section that this transparency is made as a permanent
record of a document in its custody or control.

DATED this twenty eighth day of October 1982

11128

Commissioner
under delegation from the Commission

JACKET B

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

13 MAR 1984

Sub-section 238 (7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

07465

Doc. No.....

Reg. No.

154620-11

JOHN ANDREWS INTERNATIONAL PTY.

Limited

Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names)	Address (3)	Other occupations and, in the case of directors, other directorships (4)	Particulars and nature of appointment or change, and relevant date (5)
Directors (1)			
John Hamilton ANDREWS		Architect	Continuing
Arthur Victor ROBB		Architect	Appointed, 13.1.84
Bruce Hume JAMES		Architect	Appointed, 13.1.84
Geoffrey Alan WILLING		Architect	Continuing
Douglas Bruce McKAY		Architect	Continuing
Principal Executive Officer (2)			
NIL			
Secretaries (2)			
Kathy HAMPTON		Secretary	Continuing

Dated this 13th day of JANUARY, 1984

(*) Signature of *Director / *Secretary / *Principal Executive Officer

Name of Signatory IN BLOCK LETTERS

* Strike out whichever is inapplicable

JOHN HAMILTON ANDREWS

NOTE: A fees receipt will not be issued unless specifically requested.

Lodged by Westgarth Baldick
 Address 39 Martin Rd
 Sydney
 Phone No. 233-6500

Lodged with the Commission on 2 MAY 1984 AT SYDNEY
 ON
 V. BRISSENDEN
 AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Impoundment) Act, 1967
 I hereby certify that this document is the property of the Commission and is to be kept in its custody and control.
 DATED 16/5/84
 13486

JACKET B

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

13 MAR 1984

Sub-section 238 (7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

07466

Doc. No.

Reg. No.

154620-11

JOHN ANDREWS INTERNATIONAL PTY.

Limited

Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names)	Address (3)	Other occupations and, in the case of directors, other directorships (4)	Particulars and nature of appointment or change, and relevant date (5)
Directors (1)			
John Hamilton ANDREWS		Architect	Continuing
John Neil Stewart SIMPSON		Architect	Resigned, 31.12.84
Geoffrey Alan WILLING		Architect	Continuing
Douglas Bruce McKAY		Architect	Continuing
Principal Executive Officer (2)			
NIL			
Secretaries (2)			
Kathy HAMPTON		Secretary	Continuing

Dated this 13th day of JANUARY 1984

(*) Signature of *Director / *Secretary / *Principal Executive Officer

Name of Signatory IN BLOCK LETTERS

JOHN HAMILTON ANDREWS

* Strike out whichever is inapplicable

NOTE: A fees receipt will not be issued unless specifically requested.

Lodged by *Wesleygarth Baldock*
 Address *39 Martin Place, Sydney.*
 Phone No. *233-6500*

Lodged with the Commission on
 ON 2 MAY 1984 AT SYDNEY
 V. BRISSENDEN
 AUTHORIZED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967, hereby certifies pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. FILM NUMBER 13486 Chairman, Under delegation from the Commission. DATED 16/5/84

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238(7)

**PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES**

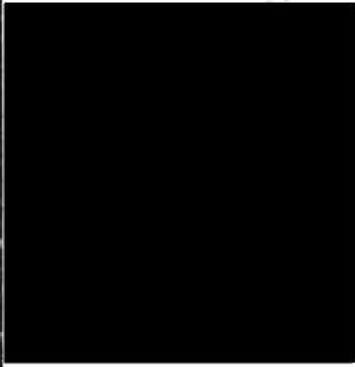

Jacket B

Doc. No.

Reg No. 1 5 4 6 2 0 - 1 1 2

..... **JOHN ANDREWS INTERNATIONAL PTY.**

..... **Limited.**

Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names)	Address ⁽¹⁾	Other occupations and, in the case of directors, other directorships ⁽⁴⁾	Particulars and nature of appointment or change, and relevant date ⁽³⁾
Directors⁽¹⁾			
ANDREWS, John Hamilton		Architect - Nil	Continuing
McKAY, Douglas Bruce		Architect - Nil	Continuing
WILLING, Geoffrey Alan		Architect - Nil	Continuing
ROBB, Arthur		Architect - Nil	Continuing
Principal Executive Officer⁽¹⁾			
Secretaries⁽²⁾			
HAMPTON, Kathleen		Secretary	Continuing
HAMMOND, Alberta		Clerk/Shopkeeper	Appointed 31/7/ 84

Dated this 31st day of July 1984

(6) Signature of *Director/ *Secretary/ *Principal Executive Officer

Name of Signatory **IN BLOCK LETTERS** ALBERTA HAMMOND

* Strike out whichever is inapplicable.

NOTE: A fees receipt will not issue unless specifically requested.

Lodged by Hammond, North Ash & Assoc
Address DX 299
SYDNEY
Phone No. 290-3199

Lodged with the Commission **AT**
ON 14 AUG 1984 SYDNEY

M. WALTER
AUTHORISED OFFICER

**THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH
THE COMPANY IS INCORPORATED.**

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967. EVIDENCE CERTIFICATE pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. Chairman. Under delegation from the Commission. DATED 5/19/84 FILM NUMBER 3792

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 35

Sub-section 113 (1)

RETURN OF ALLOTMENT OF SHARES

Jacket B

Doc. No.

Reg No. 1 5 4 6 2 0 - 1 1

JOHN ANDREWS INTERNATIONAL PTY. Limited.

The shares referred to in this return were allotted⁽¹⁾ *on the 11th day of November,

1985 / *between the day of

and the day of

(2) Shares allotted

Details of shares

Preference	Ordinary	Other (specify class)
------------	----------	-----------------------

1. For cash consideration

(a) No. of shares			1 "B"
(b) Nominal amount of EACH share	\$		1.00
(c) Amount (if any) paid on EACH share	\$		1.00
(d) Amount (if any) due and payable on EACH share	\$		
(e) Amount of premium paid or payable on EACH share	\$		

2. For consideration other than cash

(a) No. of shares:			
(i) as fully paid up			
(ii) as partly paid up			
(b) Nominal amount of EACH share	\$		
(c) If partly paid up—the amount treated as paid up on EACH share	\$		
(d) Amount of premium treated as paid up or payable on EACH share	\$		

(1)(e) The consideration for which the shares have been so allotted is as follows:

3.(4) The names and addresses of the allottees of shares in the company and the numbers and classes of shares allotted to them are as follows:

Surname	(1) Christian or given names	Address	Number of shares allotted					
			Preference		Ordinary		Other Class	
			Cash	Otherwise	Cash	Otherwise	Cash	Otherwise
Addiscombe Holdings Pty. Ltd.		1017 Barrenjoey Road, Palm Beach					1 "B"	
carried forward								

NOTE: A fees receipt will not issue unless specifically requested.

Lodged by Hammond, North Ash & Assoc.
Address DX 299, Sydney

Phone No. 290-3199

Lodged with the Commission

20.11.85
M. WALTER
Assistant Registrar

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, hereby certifies pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

Chairman. Under delegation from the Commission. DATED 28.11.85 FILM NUMBER 15014.

15.APR.1986

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238(7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF
DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

Jacket B

Doc. No.

Reg No.

1 5 4 6 2 0 - 1 1

JOHN ANDREWS INTERNATIONAL PTY.

Limited.

Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names)	Address ⁽¹⁾	Other occupations and, in the case of directors, other directorships ⁽⁴⁾	Particulars and nature of appointment or change, and relevant date ⁽⁵⁾
Directors ⁽¹⁾			
ANDREWS, John Hamilton		Architect - Nil	Continuing
McKAY, Douglas Bruce		Architect - Nil	Continuing
WILLING, Geoffrey Alan		Architect - Nil	Continuing
ROBB, Arthur Victor		Architect - Nil	Continuing
Principal Executive Officer ⁽²⁾			
Secretaries:			
ANDREWS, John Hamilton	as above	as above	Appointed 8/4/86
WHEELER, Douglas John		Accountant	Appointed 8/4/86
XXXXXXX Secretaries:			
HAMPTON, Kathleen Anne		Secretary	Resigned 8/4/86
HAMMOND, Alberta		Clerk/Shopkeeper	Resigned 8/4/86

Dated this 8th day of April 1986

(6) Signature of *Director *Secretary *Principal Executive Officer

Name of Signatory IN BLOCK LETTERS

JOHN H. ANDREWS

* Strike out whichever is inapplicable.

NOTE: A fees receipt will not issue unless specifically requested.

Lodged by John Andrews
International P/L
Address 1017 Barrenjoey Rd.
Palm Beach 2108
Phone No. (02) 919.5455

Lodged with the Commission

ON 30 APR 1986

AT
SYDNEY

S. KLEIN

AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH
THE COMPANY IS INCORPORATED.

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967
HEREBY CERTIFIES PURSUANT to the Section that this transparency is made as a permanent record of a document in its custody or control.
DATED 10/5/86
FILM NUMBER 15761.

6

FILMED

15761

15 APR 1986

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238(7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

Jacket B

Doc. No.

Reg No.

1	5	4	6	2	0	-	1	1
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JOHN ANDREWS INTERNATIONAL PTY.

Limited.

Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names)	Address ⁽¹⁾	Other occupations and, in the case of directors, other directorships ⁽⁴⁾	Particulars and nature of appointment or change, and relevant date ⁽³⁾
Directors ⁽¹⁾			
ANDREWS, John Hamilton		Architect - Nil	Continuing
McKAY, Douglas Bruce		Architect - Nil	Continuing
WILLING, Geoffrey Alan		Architect - Nil	Continuing
ROBB, Arthur Victor		Architect - Nil	Continuing
Principal Executive Officer ⁽²⁾			
Secretaries:			
ANDREWS, John Hamilton		as above	Appointed 8/4/86
WHEELER, Douglas John		Accountant	Appointed 8/4/86
XXXXXXXXX Secretaries ⁽²⁾			
HAMPTON, Kathleen Anne		Secretary	Resigned 8/4/86
HAMMOND, Alberta		Clerk/Shopkeeper	Resigned 8/4/86

Dated this 8th day of April 1986

(*)Signature of *Director *Secretary *Principal Executive Officer

Name of Signatory IN BLOCK LETTERS JOHN H. ANDREWS

* Strike out whichever is inapplicable.

NOTE: A fees receipt will not issue unless specifically requested.

Lodged by John Andrews
Address International P/L
1017 Barrenjoey Rd.
Palm Beach 2108
Phone No. (02) 919.5455

Lodged with the Commission
ON 30 APR 1986 AT SYDNEY
S. KLEIN
AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED.

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. FILM NUMBER 15808.

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

JACKET C

LODGED in the Office of the
Corporate Affairs Commission on
- 5 SEP 1975

Form A

COMMISSIONER

FOR OFFICE USE ONLY	
Reg. No.	154620
Location No.	AVT504
Date and Batch No.	
Film W/Sheet No.	
CODE:	ABC G
C.F.A.	002053
Document No.	\$305 5/9/75

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

PART A

Annual Return of John Andrews International Pty. Limited
made up to the 11th day of June 19 74
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 74.

1. The accounts of the company ~~were not~~ ^{were} laid before the Annual General Meeting of the company held on 11th June 19 74.

being—

* the date of this return.

* ~~the date of the Annual General Meeting last held before the date of this return.~~

2. The address of the registered office of the company is:

1118 Barrenjoey Road, Palm Beach, N.S.W. 2108.

3. The address of the place at which the register of members is kept if other than the registered office is:

C/- Holt & Thompson, 53 Martin Place, Sydney.

4. The business names under which the company carries on business are:

* Strike out whichever is inapplicable.

Please complete:

Lodged by: Holt & Thompson,
No. 1 York Street, Sydney.

Phone: 27-8611

Date forwarded: 5 September, 1975

Fee paid:
(For assessment see across re fee)

If a receipt is required please tick ☒

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period	\$12
If lodged within one month after the prescribed period	\$16
If lodged more than one month after the prescribed period	\$31

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

17th

day of September 1975

2493

M 10730

R67

COMMISSIONER

PART B

Summary of Share Capital and Shares

5. NOMINAL SHARE CAPITAL \$ 100,000 divided into: 100 A class shares of \$ 1.00 each
 6. Total number of shares taken up to the 11th day of June, 1974 21 A Class shares of \$ 1.00 each
 (being the date of the return or other authorized date) 200 C Class shares of \$ 1.00 each

TOTAL ISSUED CAPITAL (Nominal Value) \$ 221

7. Number of shares issued:
- (a) Subject to payment wholly in cash 221
- (b) As fully paid up otherwise than in cash
- (c) As partly paid up to the extent of _____ per share otherwise than in cash
- TOTAL of items 7 (a), (b), and (c)—(this should agree with total in item 6) — 221
8. *Number of shares (if any) of each class issued at a discount
9. Total amount of discount on the issue of shares which has not been written off at the date of this return \$
10. (a) *There has been called up on each of 21 A Class shares \$ 1.00
- (b) *There has been called up on each of 200 C Class shares \$ 1.00
- (c) *There has been called up on each of shares \$
11. *Total amount:
- (a) Of calls received including payments on application and allotment \$ 221.00
- (b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash \$
- (c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash \$
- TOTAL of items 11 (a), (b) and (c) \$ 221.00
12. Total amount of calls unpaid \$
13. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return \$
14. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return \$
15. Total number of shares forfeited \$
16. Total amount paid (if any) on shares forfeited \$
17. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company \$

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in JOHN ANDREWS INTERNATIONAL PTY.

LIMITED on the 11TH day of JUNE 19 74 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary in Part G hereunder.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	Andrews	John H.		11 A Class
2	Courtney	Peter J.		5 A Class
3	Simpson	John N. S.		5 A Class
4	Addiscombe Hold.P/L	C/-	9th Floor, 39 Martin Place Sydney	110 C Class
5	Jilinga Pty. Limited	C/-	10th Floor, 53 Martin Place, Sydney	45 C Class
6	Ambyne Securities Pty. Ltd.	C/-	9th Floor 39 Martin Place, Sydney	45 C Class

(If space insufficient, use Continuation Sheets and initial).

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

17th

day of September 75

2493

M 10730

COMMISSIONER

FIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors			
Andrews John Hamilton			Architect
Courtney Peter John			Architect
Simpson John Neil Stewart			Architect
Manager (if any)			
Secretaries			
Philp Ross Walmsley			Chartered Accountant
Auditors for current financial year and address:	Graham Kenneth Street, of Holt & Thompson, 53 Martin Place, Sydney		

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.

† In the case of a corporation its corporate name and registered or principal office should be shown.

‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

John Andrews International Pty. Limited

that:

- the company *has ~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have ~~have not~~ been duly audited in accordance with this Act;
- I *have ~~have not~~ referred in my report to any defect or irregularity in the accounts.

Signature: [Redacted] Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,‡ in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† Particulars of any defect or irregularity referred to in the report should be attached.

‡ In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

17th

17th of September 1975

COMMISSIONER

2493

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
(c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- (a) the company has more than five hundred members;
(b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature _____

Secretary _____

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

4/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
(b) having made an inspection of the share register that transfers ~~have~~^{have not} been registered since the date of ~~the last annual return~~^{the incorporation of the company}.
(c) ^{that} the company has not since the date of the last annual return issued³ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
(d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
(e) ^{that} to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
(f) ~~that at the Annual General Meeting held on _____ 19____,~~
~~the company pursuant to section 165A of the Companies Act, 1961 did not appoint an auditor.~~
(g) ^{that} at the Annual General Meeting held on _____ 19____
~~the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.~~

Signature: _____

Director⁸

Signature: _____

Secretary

(1) Strike out whichever is inapplicable.

(2) Strike out this paragraph if the company is not a proprietary company.

(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.

(5) Strike out except in the case of an exempt proprietary company.

(6) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

(7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

(State whether Director, Manager or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of September 1975

17th

DATED this

COMMISSIONER

2493

M 10730

R67

NEW SOUTH WALES
COMPANIES ACT, 1961
(Section 166 B (12))

LODGED in the Office of the
Corporate Affairs Commission on:

15 DEC 1975

Form 50c

FOR OFFICE USE ONLY	
Reg. No.	154620
Location No.	
Date and Batch No.	
Firm W/S No.	
Document No.	68435 815-12-75

Notice of Retirement, Resignation or Removal of Auditor

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

JOHN ANDREWS INTERNATIONAL PTY. Limited

To the Corporate Affairs Commission:

JOHN ANDREWS INTERNATIONAL PTY. Limited hereby gives notice that

on the _____ day of _____, 19____
*notice was received on the 1ST day of DECEMBER, 1975
of the retirement of G. K. STREET OF HOLT & THOMPSON
as auditor/s of the Company, to take effect immediately before the Annual General Meeting of the Company to be held
on 31ST DECEMBER, 1975.

*notice was received on the _____ day of _____, 19____
of the resignation of _____, 19____
as auditor/s of the Company to take effect from _____, 19____
* _____ the auditor/s of the Company,

*were removed from office by resolution of the company at *a general meeting held on that date.
*was removed from office by resolution of the company at *an annual general meeting held on that date appointing _____
as auditor/s in *their place.

Dated this 12th day of December, 1975

*Director
*Secretary

*Strike out whichever is inapplicable.

NOTE: If the company is a borrowing corporation a copy of this notice must be given to the trustee for the holders of debentures of the borrowing corporation.

Where an auditor is removed from office, notice must be forthwith given to the Companies Auditors Board (166(11)).

PLEASE COMPLETE

Lodged by THOMPSON DOUGLASS ETHERINGTON,
1 YORK STREET, SYDNEY. 2000.

Phone No. 27-8611

Date forwarded _____

Fee Paid _____
(for assessment see across re fee)

If receipt is required please tick ☐

FEE:

If lodged within 14 days of receipt of notice of retirement or within 14 days of resignation or removal. \$ 5

If lodged within one month after that period. \$ 10

If lodged more than one month after that period. \$ 25

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of December 19 75

18th

DATED this

29 54

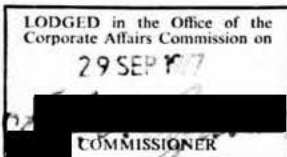
COMMISSIONER

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

JACKET C



Form A

FOR OFFICE USE ONLY	
Reg. No.	154620 - 11
Location No.	
Date and Batch No.	111370
Film W/Sheet No.	
CODE:	ABC G
C.F.A.	150
Document No.	29/9/77

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

PART A

Annual Return of JOHN ANDREWS INTERNATIONAL PTY. Limited
made up to the 9TH day of SEPTEMBER 19 75
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 75

1. The accounts of the company ~~were~~ laid before the Annual General Meeting of the company held on 9TH SEPTEMBER 19 75
being—

* the date of this return.

* ~~the date of the account General Meeting laid before the date of this return~~

2. The address of the registered office of the company is:
1118 BARRENJOEY ROAD, PALM BEACH. N.S.W.

2a. The address of the principal office of the company (if any) in each participating State is:
C/- THOMPSON DOUGLASS ETHERINGTON, 1 YORK STREET, SYDNEY

3. The address of the place at which the register of members is kept if other than the registered office is:
C/- THOMPSON DOUGLASS ETHERINGTON, 1 YORK STREET, SYDNEY

4. ~~The business names under which the company carries on business are:~~ N/A
The name of the company is reserved in the participating States of Queensland -
Address: 630 Coronation Drive, Toowong

* Strike out whichever is inapplicable.

Please complete:

Lodged by: THOMPSON DOUGLASS ETHERINGTON,
1 YORK STREET, SYDNEY. 2000.Phone: 27-8611Date forwarded: 28.9.77Fee paid: 225.00

(For assessment see across re fee.)

If a receipt is required please tick ☒

BT 2910 D. WEST. GOVERNMENT PRINTER

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
Exempt Proprietary Company \$15
Non-exempt Proprietary or Public Company \$20

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.
If lodged more than one month after the prescribed period an additional \$20 is payable.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

5th

day of October 1977.

5033

M 10730 D. West. Government Printer

R67

COMMISSIONER

PART B
Summary of Share Capital and Shares

5. NOMINAL SHARE CAPITAL \$ 100,000 divided into¹ 100 A class
99,800 B class
21 A class
200 C class shares of \$ 1.00 each
6. Total number of shares taken up to the 9th day of September 1975 (being the date of the return or other authorized date) 200 C class shares of \$ 1.00 each
- TOTAL ISSUED CAPITAL (Nominal Value) ... \$ 221
7. Number of shares issued:
- (a) Subject to payment wholly in cash ... 221
- (b) As fully paid up otherwise than in cash ...
- (c) As partly paid up to the extent of ... per share otherwise than in cash ...
- TOTAL of items 7 (a), (b), and (c) (this should agree with total in item 6) ... 221
8. ²Number of shares (if any) of each class issued at a discount ...
9. Total amount of discount on the issue of shares which has not been written off at the date of this return ... \$
10. (a) ³There has been called up on each of 21 A class shares \$ 1.00
- (b) ³There has been called up on each of 200 C class shares \$ 1.00
- (c) ³There has been called up on each of ... shares \$
11. ⁴Total amount:
- (a) Of calls received including payments on application and allotment ... \$ 221.00
- (b) (If any) agreed to be considered as paid on ... shares \$
- which have been issued as fully paid up otherwise than in cash ... \$
- (c) (If any) agreed to be considered as paid on ... shares \$
- which have been issued as partly paid up to the extent of ... \$
- per share otherwise than in cash ... \$
- TOTAL of items 11 (a), (b) and (c) ... \$ 221.00
12. Total amount of calls unpaid ... \$
13. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return ... \$
14. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return ... \$
15. Total number of shares forfeited ...
16. Total amount paid (if any) on shares forfeited ... \$
17. ⁵Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company ... \$

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called off there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C
JOHN ANDREWS INTERNATIONAL PTY.

LIST OF PERSONS holding shares in
LIMITED on the 9th day of SEPTEMBER 19 75 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied.

A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	ANDREWS	John H.	[REDACTED]	11 A class
2	COURTNEY	Peter J.		5 A class
3	SIMPSON	John N. S.		5 A class
4	ADDISCOMBE HOLDINGS PTY. LTD.		C/- 9th Floor, 39 Martin Place, Sydney	110 C class
5	JILINGA PTY. LIMITED		C/- 10th Floor, 53 Martin Place, Sydney	45 C class
6	AMBYNE SECURITIES PTY. LIMITED		C/- 9th Floor, 39 Martin Place, Sydney	45 C class

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of October 1977.

5th

DATED this

5033

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3), (if none, state so)
Directors ANDREWS - John Hamilton COURTNEY - Peter John SIMPSON - John Neil Stewart			Architect Architect Architect
Manager (if any)			
Secretaries PHILP - Ross Walmsley			Chartered Accountant
Auditors for current financial year and address:	THOMPSON DOUGLASS ETHERINGTON, 1 YORK STREET, SYDNEY		

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

Limited

that:

- the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/~~have not~~ been duly audited in accordance with this Act;
- I *have/~~have not~~ referred in my report to any defect or irregularity in the accounts.

have not

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,‡ in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/~~have not~~ been properly prepared by a competent person.

Director_____
Director

* Strike out whichever is inapplicable.

† Particulars of any defect or irregularity referred to in the report should be attached.

‡ In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

5th

day of October 1977.

5033

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
- the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that—

- the company has more than five hundred members;
- the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
- the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature _____

Secretary _____

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- having made an inspection of the share register that transfers ^{have}~~have not~~ been registered since the date of the last ^{annual return}~~annual return~~ ^{the incorporation of the company}~~the incorporation of the company~~.
- that the company has not since the date of the last annual return issued³ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.
- that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- that at the Annual General Meeting held on _____ 19____, the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.
- that at the Annual General Meeting held on _____ 19____, the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.

Signature: _____

Director⁸

Signature: _____

Secretary

- Strike out whichever is inapplicable.
- Strike out this paragraph if the company is not a proprietary company.
- In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
- Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
- Strike out except in the case of an exempt proprietary company.
- Strike out this paragraph if inapplicable. *Note*, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
- Strike out this paragraph if inapplicable. *Note*, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
- NOTE:** A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

(State whether Director, Manager, or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this _____

5th

day of October 1977.

5033

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED in the Office of the
Corporate Affairs Commission on

29 SEP 1977

Form A

FOR OFFICE USE ONLY

Reg. No. 154620

Location No.

Date and Batch No.

Film W/Sheet No.

CODE A B C D

C.F.A. 011876

Document No.

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

PART A

Annual Return of JOHN ANDREWS INTERNATIONAL PTY Limited
made up to the 3RD day of DECEMBER 1976
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1976.

1. The accounts of the company ^{*were}~~*were not~~ laid before the Annual General Meeting of the company held on
3RD DECEMBER 1976

being—

* the date of this return.

* the date of the Annual General Meeting last held before the date of this return

2. The address of the registered office of the company is:

1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

3. The address of the place at which the register of members is kept if other than the registered office is:

C/- THOMPSON DOUGLASS ETHERINGTON, No. 1 YORK STREET, SYDNEY

4. ~~The business names under which the company carries on business are~~ N/A

The name of the company is reserved in the participating State of Queensland -

Address: 630 Coronation Drive, Toowoomba, Qld, N.S.W. - 1017 Barrenjoey Road, Palm Beach, N.S.W.

* Strike out whichever is inapplicable.

Please complete:

Lodged by: THOMPSON DOUGLASS ETHERINGTON1 YORK STREET, SYDNEY 2000Phone: 27-8611 (Mr Philp)Date forwarded: 28.9.77Fee paid: 25.00
(For assessment see across re fee)If a receipt is required please tick ☒

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period ... \$12
If lodged within one month after the prescribed period ... \$16
If lodged more than one month after the prescribed period ... \$31

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

5th

day of October 1977.

5033

M 10730 D. West, Government Printer

R67

COMMISSIONER

PART B **Summary of Share Capital and Shares**

5. NOMINAL SHARE CAPITAL \$ 100,000 divided into 1 } 100 A Class
100 B Class
99,800 C Class shares of } \$ 1.00 each
6. Total number of shares taken up to the day of 19 } 21 A Class
(being the date of the return or other authorized date) } 200 C Class shares of } \$ 1.00 each
- TOTAL ISSUED CAPITAL (Nominal Value) \$ 221
7. Number of shares issued:
- (a) Subject to payment wholly in cash 221
- (b) As fully paid up otherwise than in cash
- (c) As partly paid up to the extent of _____ per share otherwise than in cash
- TOTAL of items 7 (a), (b), and (c)—(this should agree with total in item 6) — 221
8. *Number of shares (if any) of each class issued at a discount
9. Total amount of discount on the issue of shares which has not been written off at the date of this return \$
10. (a) *There has been called up on each of 21 A Class shares \$ 1.00
- (b) *There has been called up on each of 200 C Class shares \$ 1.00
- (c) *There has been called up on each of shares \$
11. *Total amount:
- (a) Of calls received including payments on application and allotment \$ 221.00
- (b) (If any) agreed to be considered as paid on shares
- which have been issued as fully paid up otherwise than in cash \$
- (c) (If any) agreed to be considered as paid on shares
- which have been issued as partly paid up to the extent of
- per share otherwise than in cash \$
- TOTAL of items 11 (a), (b) and (c) \$ 221.00
12. Total amount of calls unpaid \$
13. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return \$
14. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return \$
15. Total number of shares forfeited
16. Total amount paid (if any) on shares forfeited \$
17. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company \$

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return

- (1) Where there are shares of different kinds or amounts (e.g. Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in JOHN ANDREWS INTERNATIONAL PTY LIMITED on the 3RD day of DECEMBER 1976 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary in Part G hereunder.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	ANDREWS	John H.		11 A class
2	COURTNEY	Peter J.		5 A class
3	SIMPSON	John N.S.	130 Chelmer	5 A class
4	ADDISCOMBE HOLDINGS PTY LTD		C/- 9th Floor, 39 Martin Plce, Sydney	110 C class
5	JILINGA PTY LIMITED		C/- 10th Floor, 53 Martin Plce, Sydney	45 C class
6	AMBYNE SECURITIES LTD		4th Floor, 53 Martin Plce	45 C class

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of October 1977.

5th

DATED this

5033

M 10730 D. West, Government Printer

R67

COMMISSIONER

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors			
ANDREWS - John Hamilton			Architect
COURTNEY - Peter John			Architect
SIMPSON - John Neil Stewart			Architect
Manager (if any)			
Secretaries			
PHILP - Ross Walmsley			Chartered Accountant
Auditors for current financial year and address: THOMPSON DOUGLASS ETHERINGTON, 1 YORK STREET, SYDNEY			

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

JOHN ANDREWS INTERNATIONAL PTY

Limited

that:

- the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/~~have not~~ been duly audited in accordance with this Act;
- I *~~have~~/~~have not~~ referred in my report to any defect or irregularity in the accounts.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.
† Particulars of any defect or irregularity referred to in the report should be attached.
‡ In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

5th

day of October 1977.

5033

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
(c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- (a) the company has more than five hundred members;
(b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature _____ Secretary _____

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

¹/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
(b) having made an inspection of the share register that transfers ^{have¹} ~~have not~~ been registered since the date of the last ~~annual return~~ ^{annual return} ~~of the company~~ ^{of the company}.
(c) ¹that the company has not since the date of the last annual return issued¹ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
(d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
(e) ¹that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
(f) ~~that at the Annual General Meeting held on _____ 19____~~
~~the company pursuant to section 165A of the Companies Act, 1961 did not appoint an auditor.~~
(g) ~~that at the Annual General Meeting held on _____ 19____~~
~~the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.~~

Signature: _____ Director¹
Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
(2) Strike out this paragraph if the company is not a proprietary company.
(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
(5) Strike out except in the case of an exempt proprietary company.
(6) Strike out this paragraph if inapplicable. *Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.*
(7) Strike out this paragraph if inapplicable. *Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.*
(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____
(State whether Director, Manager, or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of October 1977.

5th

DATED this

5033

M 10730 D. West, Government Printer

R67

COMMISSIONER

LODGED with the Corporate

Affairs Commission

28 FEB 1978

COMMISSIONER

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

PART A

Reg. No. 154620 - 11th

Annual Return of JOHN ANDREWS INTERNATIONAL PTY Limited
made up to the 30TH day of DECEMBER 19 77
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1977

1. The accounts of the company ^{*were} laid before the Annual General Meeting of the company held on
30TH DECEMBER 19 77
being—
* the date of this return.

~~*The date of the Annual General Meeting was held before the date of this return.~~

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

3. The name of the company is reserved in the participating States of:
QUEENSLAND

4. The address of the principal office of the company (if any) in each participating State is:
N.S.W. - 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.
QUEENSLAND - 630 CORONATION DRIVE, TOOWONG

5. The address of the place at which the register of members is kept if other than the registered office is:
C/- THOMPSON DOUGLASS ETHERINGTON, No. 1 YORK STREET, SYDNEY

6. The business names under which the company carries on business are:
N/A

Please complete:

Lodged by: THOMPSON DOUGLASS ETHERINGTON
1 YORK STREET, SYDNEY 2000

Phone: 27-8611 (Mr. Philp)

Date forwarded: 27 2 78

Fee paid: 180-00
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
Exempt Proprietary Company \$ 50
Non-exempt Proprietary Company \$ 75
Public Company \$ 200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

6th

day of March 19 78.

5531

PART B
Summary of Share Capital and Shares 100 A CLASS

7. NOMINAL SHARE CAPITAL	\$ 100,000	divided into ¹ 99,800 C CLASS shares of } 100 B CLASS shares of }	\$ 1.00 each
8. Total number of shares taken up to the 30TH day of DECEMBER 1977 (being the date of the return or other authorized date)	21 A CLASS shares of } 200 C CLASS shares of }		\$ 1.00 each
TOTAL ISSUED CAPITAL (Nominal Value)		\$ 221	
9. Number of shares issued:			
(a) Subject to payment wholly in cash		221	
(b) As fully paid up otherwise than in cash			
(c) As partly paid up to the extent of _____ per share otherwise than in cash			
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 8)		221	
10. *Number of shares (if any) of each class issued at a discount			
11. Total amount of discount on the issue of shares which has not been written off at the date of this return			
12. (a) *There has been called up on each of 21 A CLASS shares		\$ 1.00	
(b) *There has been called up on each of 200 C CLASS shares		\$ 1.00	
(c) *There has been called up on each of _____ shares		\$	
13. *Total amount:			
(a) Of calls received including payments on application and allotment		\$ 221.00	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash		\$	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash		\$	
TOTAL of items 13 (a), (b) and (c)		\$ 221.00	
14. Total amount of calls unpaid			
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return			
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return			
17. Total number of shares forfeited			
18. Total amount paid (if any) on shares forfeited			
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company		\$ 34,000	
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:			
Registered number	Date of registration	Amount of indebtedness at the date of this return	
N/A			

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SIXTEEN IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in

LIMITED on the 30TH day of DECEMBER 19 77 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	ANDREWS	John H.		11 A class
2	COURTNEY	Peter J.		5 A class
3	SIMPSON	John N.S.		5 A class
4	ADDISCOMBE HOLDINGS PTY LIMITED		C/- 9th Floor, 39 Martin Place Sydney	110 C class
5	JILINGA PTY. LIMITED		C/- 21st Floor, No. 1 York St. Sydney	45 C class
6	AMBYNE SECURITIES PTY. LIMITED		C/- 9th Floor, 39 Martin Place Sydney	45 C class

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of March 19 78

6th

5531

DATED this

COMMISSIONER

M 10730 D. West, Government Printer

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors			
ANDREWS - John Hamilton			Architect
COURTNEY - Peter John			Architect
SIMPSON - John Neil Stewart			Architect
Manager (if any)			
Secretaries			
PHILP - Ross Walmsley			Chartered Accountant
Auditors for current financial year and address:	THOMPSON DOUGLASS ETHERINGTON, 1 YORK STREET SYDNEY		

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of JOHN ANDREWS INTERNATIONAL PTY Limited for the year ended 30TH JUNE 1977 that:

- the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/have not been duly audited in accordance with this Act;
- I *have/have not referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: THOMPSON DOUGLASS ETHERINGTON Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165A of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† In the event of this certificate being qualified in any way, particulars should be attached.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

6th

day of March 19 78.

5531

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
- the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- the company has more than five hundred members;
- the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
- the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- having made an inspection of the share register that transfers ~~have~~ ^{have not} been registered since the date of the last annual return¹ ~~of the company.~~
- that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;~~
- that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- ~~that the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.~~ 19__
- ~~that the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.~~ 19__

Signature: _____ Director³

Signature: _____ Secretary

- Strike out whichever is inapplicable.
- Strike out this paragraph if the company is not a proprietary company.
- In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
- Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
- Strike out except in the case of an exempt proprietary company.
- Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
- Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
- NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (3) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____
(State whether Director, Manager or Secretary.)

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of March 19 78.

6th

5531

DATED this

COMMISSIONER

M 10730 D. West, Government Printer

LODGED with the Corporate
Affairs Commission on

26 NOV 1979

COMMISSIONER

\$95. 059493
26 NOV 1979

CODE: ABCG

Form A

**Annual Return
of a Company having a Share Capital**Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No. 154620-11 <i>11</i>		PART A																	
Annual Return of made up to the being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19	JOHN ANDREWS INTERNATIONAL PTY. 29th day of December	Limited 19 78 78																	
1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on were not 29th December 19 78 being— * the date of this return. * the date of the Annual General Meeting last held before the date of this return. <small>*Strike out whichever is inapplicable.</small>																			
2. The address of the registered office of the company is: 1017 Barrenjoey Road, Palm Beach		<table border="1"> <tr><td colspan="2">Prescribed Fee \$95</td></tr> <tr><td colspan="2">I.C.A.C. FEES</td></tr> <tr><td>N.S.W. \$</td><td>70</td></tr> <tr><td>TOTAL N.S.W. FEES \$</td><td>70</td></tr> <tr><td>VIC.</td><td>\$</td></tr> <tr><td>QLD.</td><td>\$26</td></tr> <tr><td>W.A.</td><td>\$</td></tr> <tr><td>TOTAL I.C.A.C. FEES</td><td>95</td></tr> </table>		Prescribed Fee \$95		I.C.A.C. FEES		N.S.W. \$	70	TOTAL N.S.W. FEES \$	70	VIC.	\$	QLD.	\$26	W.A.	\$	TOTAL I.C.A.C. FEES	95
Prescribed Fee \$95																			
I.C.A.C. FEES																			
N.S.W. \$	70																		
TOTAL N.S.W. FEES \$	70																		
VIC.	\$																		
QLD.	\$26																		
W.A.	\$																		
TOTAL I.C.A.C. FEES	95																		
3. The name of the company is reserved in the participating States of: <u>Queensland</u>																			
4. The address of the principal office of the company (if any) in each participating State is: 630 Coronation Drive, Toowong																			
5. The address of the place at which the register of members is kept if other than the registered office is: Not applicable																			
6. The business names under which the company carries on business are: NIL																			

Please complete:

Lodged by: J.V. Allen & Co.,
DX 299, SYDNEY

Phone: 290-3199

Date forwarded: 11/12/79

Fee paid: "0"
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
 Exempt Proprietary Company \$ 50
 Non-exempt Proprietary Company \$ 75
 Public Company \$200
 With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.
 If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this 19th day of December 1979

7 179

under delegation from the Commission
CHAIRMAN

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	<u>\$100,000</u>	divided into ¹	100 "A" shares of \$1-00 each	100 "B" shares of \$1-00 each	100 "C" shares of \$1-00 each
8. Total number of shares taken up to the 29th day of Dec. 1978 (being the date of the return or other authorized date)			21 "A" shares of \$1-00 each	200 "C" shares of \$1-00 each	
TOTAL ISSUED CAPITAL (Nominal Value)		\$ 221-00			
9. Number of shares issued:					
(a) Subject to payment wholly in cash		221			
(b) As fully paid up otherwise than in cash		-			
(c) As partly paid up to the extent of _____ per share otherwise than in cash		-			
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 8)		221			
10. *Number of shares (if any) of each class issued at a discount		NIL			
11. Total amount of discount on the issue of shares which has not been written off at the date of this return		\$ NIL			
12. (a) *There has been called up on each of 21 "A" Class shares		\$ 1-00			
(b) *There has been called up on each of 200 "C" Class shares		\$ 1-00			
(c) *There has been called up on each of _____ shares		\$ -			
13. *Total amount:					
(a) Of calls received including payments on application and allotment		\$ 221-00			
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash		\$ -			
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash		\$ -			
TOTAL of items 13 (a), (b) and (c)		\$ 221-00			
14. Total amount of calls unpaid		\$ -			
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return		\$ -			
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return		\$ -			
17. Total number of shares forfeited		-			
18. Total amount paid (if any) on shares forfeited		\$ -			
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company		\$ 34,000			
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:					
Registered number	Date of registration	Amount of indebtedness at the date of this return			
NIL					

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in **JOHN ANDREWS INTERNATIONAL PTY. LIMITED** on the 29th day of December 19 78 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	ANDREWS	John H.		11 "A"
2	COURTNEY	Peter J.		5 "A"
3	SIMPSON	John N.S.		5 "A"
4	ADDISCOMBE HOLDINGS PTY. LTD.		1017 Barrenjoey Rd.	110 "C"
5	JILINGA PTY. LTD.		- do. - Palm Beach	45 "C"
6	AMBYNE SECURITIES PTY. LTD.		- do. -	45 "C"
(If space insufficient, use Continuation Sheets and Initial)				221

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this 7179 day of December 19 79

Chairman
under delegation from the Commission

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors			
John Hamilton ANDREWS	--	[REDACTED]	Architect NIL
Peter John COURTNEY	--	[REDACTED]	Architect NIL
John Neil Stewart SIMPSON	--	[REDACTED]	Architect NIL
Manager (if any)			
Secretaries			
Peter John COURTNEY	--	[REDACTED]	Architect
Auditors for current financial year and address: J.V. ALLEN & CO., 152 Clarence St. Sydney			

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of JOHN ANDREWS INTERNATIONAL PTY. Limited for the year ended 30th June, 1978 that:

- (a) the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/have not been duly audited in accordance with this Act;
- †(c) I *have/have not referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: [REDACTED]

Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,‡ in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

‡ In the event of this certificate being qualified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

December

79

day of

DATED this

7 179

under delegation from the Commission

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company):—

- (a) the date when each call made since the date of the first return, or in the case of a first return since incorporation, was payable;
 (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares brought at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale of for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ~~have~~^{have not} been registered since the date of the last annual return¹
~~the incorporation of the company.~~
 (c) ²that the company has not since the date of the last annual return issued³ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
 (e) ⁴that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ⁴that at the Annual General Meeting held on _____
 the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor. _____ 19____
 (g) ²that at the Annual General Meeting held on _____
 the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor. _____ 19____

Signature: _____ Director⁵

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
 (2) Strike out this paragraph if the company is not a proprietary company.
 (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
 (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
 (5) Strike out except in the case of an exempt proprietary company.
 (6) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
 (7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
 (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____
 (State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this _____ day of December 1979

7 179

Chairman
under delegation from the Commission

LODGED with the Corporate
Affairs Commission on

- 3 JAN 1980

COMMISSIONER

3/1/80 062518

CODE: B C G

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

PART A	
Reg. No. <u>154620-11</u>	
Annual Return of <u>JOHN ANDREWS INTERNATIONAL PTY.</u>	Limited
made up to the <u>31st</u> day of <u>December</u>	19 <u>79</u>
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 <u>79</u>	
1. The accounts of the company were laid before the Annual General Meeting of the company held on being— <u>31st December</u> 19 <u>79</u> *the date of this return— *the date of the Annual General Meeting last held before the date of this return. *Strike out whichever is inapplicable.	
2. The address of the registered office of the company is: <u>1017 Barrenjoey Road, Palm Beach</u>	
3. The name of the company is reserved in the participating States of: <u>Queensland</u>	
4. The address of the principal office of the company (if any) in each participating State is: <u>630 Coronation Drive, Toowong</u>	
5. The address of the place at which the register of members is kept if other than the registered office is: <u>Not applicable</u>	
6. The business names under which the company carries on business are: <u>NIL</u>	

Please complete:

Lodged by: J.V. Allen & Co.,
DX 299Phone: SYDNEY
290-3199

Date forwarded: _____

Fee paid: _____
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—
 Exempt Proprietary Company \$ 50
 Non-exempt Proprietary Company \$ 75
 Public Company \$200
 With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this FOURTEENTH day of JANUARY 19 80

7 2 7 9

Chairman
under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL		\$ 100,000	divided into ¹	100 "A" shares of	\$ 1-00 each
8. Total number of shares taken up to the 31st day of Dec. 1979 (being the date of the return or other authorized date)				99,800 "B" shares of	\$ 1-00 each
				21 "A" shares of	\$ 1-00 each
				200 "C" shares of	\$ 1-00 each
TOTAL ISSUED CAPITAL (Nominal Value)				\$ 221-00	
9. Number of shares issued:					
(a) Subject to payment wholly in cash				221	
(b) As fully paid up otherwise than in cash				--	
(c) As partly paid up to the extent of _____ per share otherwise than in cash				--	
TOTAL of items 9 (a), (b) and (c)—(this should agree with total in item 8)				221	
10. *Number of shares (if any) of each class issued at a discount					
NIL					
11. Total amount of discount on the issue of shares which has not been written off at the date of this return					
\$ NIL					
12. (a) *There has been called up on each of 21 "A" Class shares \$ 1-00					
(b) *There has been called up on each of 200 "C" Class shares \$ 1-00					
(c) *There has been called up on each of _____ shares \$ _____					
13. *Total amount:					
(a) Of calls received including payments on application and allotment				\$ 221-00	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash				\$ --	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash				\$ --	
TOTAL of items 13 (a), (b) and (c)				\$ 221-00	
14. Total amount of calls unpaid					
\$ --					
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return					
\$ --					
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return					
\$ --					
17. Total number of shares forfeited					
--					
18. Total amount paid (if any) on shares forfeited					
\$ --					
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company					
\$ 34,000					
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:					
Registered number		Date of registration		Amount of indebtedness at the date of this return	
		NIL			

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in **JOHN ANDREWS INTERNATIONAL PTY. LIMITED** on the **31st** day of **December** **1979** (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	ANDREWS	John H.	[REDACTED]	11 "A"
2	COURTNEY	Peter J.		5 "A"
3	SIMPSON	John N.S.		5 "A"
4	ADDISCOMBE HOLDINGS PTY. LTD.			110 "C"
5	JILINGA PTY. LIMITED			45 "C"
6	AMBYNE SECURITIES PTY. LTD.			45 "C"
				221

(If space insufficient, use Continuation Sheets and Initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this FOURTEENTH day of JANUARY 1980
Chairman
under delegation from the Commission

7279

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)	
Directors				
John Hamilton ANDREWS	---		Architect	NIL
Peter John COURTNEY	---		Architect	NIL
John Neil Stewart SIMPSON	---		Architect	NIL
Manager (if any)				
Secretaries				
Peter John COURTNEY	--		Architect	
Auditors for current financial year and address:				
J.V. Allen & Co., 152 Clarence Street, Sydney				

* "Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
† In the case of a corporation its corporate name and registered or principal office should be shown.
‡ In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of JOHN ANDREWS INTERNATIONAL PTY. Limited for the year ended 30th June, 1979 that:

- the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts *have/have not been duly audited in accordance with this Act;
- I *have/have not referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165b of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165b of the Companies Act, 1961, we hereby certify,† in respect of the financial year to which the accounts or group accounts relate, that:

- the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director

Director

* Strike out whichever is inapplicable.

† In the event of this certificate being qualified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this FOURTEENTH day of JANUARY 1980

7279

under delegation from the Commission

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
- (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
- (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
- (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return—being shares withdrawn from sale or for which no bid was received.

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that—

- (a) the company has more than five hundred members;
 - (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 - (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
- and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

¹I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- (b) having made an inspection of the share register that transfers ~~have~~^{have not} been registered since the date of the last annual return¹ the incorporation of the company.
- (c) ²that the company has not since the date of the last annual return issued² any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
- (e) ⁴that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- (f) ⁵that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.
- (g) ⁶that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.

Signature: _____ Director⁸

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
- (2) Strike out this paragraph if the company is not a proprietary company.
- (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
- (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
- (5) Strike out except in the case of an exempt proprietary company.
- (6) Strike out this paragraph if inapplicable. *Note*, this paragraph is only applicable to an exempt proprietary company that is an unlimited company or a member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
- (7) Strike out this paragraph if inapplicable. *Note*, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
- (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____
(State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control

DATED this FOURTEENTH day of JANUARY 1980

7279
Chairman
under delegation from the Commission

NEW SOUTH WALES

COMPANIES ACT, 1961 (Section 12(5)).

Regn. No. 154 620-11
 Location No. u
 Date and Batch No. _____
 Filmed _____
 Filed _____

Document No.

SUPPLEMENTARY DOCUMENT

Company Name: JOHN ANDREWS
INTERNATIONAL PTY. LIMITED

This document is intended to be read with and to form part of

* the 1979 Annual Return recorded
 No. 062518 lodged in the Office of the Corporate
 Affairs Commission on or about The 3rd January 1980,
 which is to be supplemented in the manner following:

(Here set out the manner in which the registered document is to be supplemented).

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the
 accounts of JOHN ANDREWS INTERNATIONAL PTY. Limited
 for the year ended 30/6/79 that:

(a) the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period
 covered by those accounts;

(b) the accounts *have/~~have not~~ been duly audited in accordance with this Act;

† (c) I *have/~~have not~~ referred in my report to any defect or irregularity in the accounts.

Particulars of any defect or irregularity referred to in the report should be attached.

Signature: _____ Auditor

DATED at Sydney, this 21st day of October, 1980.

(Signature and description)

(Signature and description)

(This document is to be signed by the person or persons who signed the document which this
 document is intended to supplement.)

*Insert description of document

Lodged by: J.V. Allen & Co.
DX 299, Sydney

Telephone No.: 290-3199

C11

COMPLETED

☒ Lodged in the Office of the Corporate
 Affairs Commission on:

11 NOV 1980

Commissioner

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney
 General by notification published in the Government Gazette on the
 28th day of September 1979 to be an approved person for the purposes of
 Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES
 pursuant to the Section that this transparency is made as a permanent record
 of a document in its custody or control.

DATED this fourth day of December 1980.

8377

Chairman
 under delegation from the Commission

COMPLETED

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

6 MAR 1981

471756

LODGED with the Corporate Affairs Commission on
16 MAR 1981

COMMISSIONER

CODE: ABCG

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

Reg. No. 1 5 4 6 2 0 - 1 1 PART A

Annual Return of JOHN ANDREWS INTERNATIONAL PTY. Limited
made up to the 31st day of December 19 80
being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 80

1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on
31st December 19 80
being—
* the date of this return.
* ~~the date of the Annual General Meeting held before the date of the return~~
* Strike out whichever is inapplicable.

2. The address of the registered office of the company is:
1017 Barrenjoey Road, Palm Beach, NSW 2108

3. The name of the company is reserved in the participating States of:
NOT APPLICABLE

4. The address of the principal office of the company (if any) in each participating State is:
NOT APPLICABLE

5. The address of the place at which the register of members is kept if other than the registered office is:
NOT APPLICABLE

6. The business names under which the company carries on business are:
NOT APPLICABLE

Please complete:

Lodged by: J.V. Allen & Co.
DX 299 SYDNEY
Phone: 290-3199

Date forwarded:

Fee paid:
(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period —
Exempt Proprietary Company .. \$ 50
Non-exempt Proprietary Company .. \$ 75
Public Company .. \$200
With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:
If lodged within one month after the prescribed period an additional \$5 is payable.
If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

19 81.

day of March

DATED this twenty-seventh

883 8

under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL	\$ 100,000	divided into	100 "A" shares of \$ 1.00 each
8. Total number of shares taken up to the 31st day of Dec 1980 (being the date of the return or other authorized date)	99,800 "C" shares of \$ 1.00 each	200 "C" shares of \$ 221.00	
TOTAL ISSUED CAPITAL (Nominal Value) \$ 221.00			
9. Number of shares issued:			
(a) Subject to payment wholly in cash	221		
(b) As fully paid up otherwise than in cash	-		
(c) As partly paid up to the extent of.....per share otherwise than in cash	-		
TOTAL of items 9(a), (b) and (c) — (this should agree with total in item 8)	221		
10. Number of shares (if any) of each class issued at a discount	Nil		
11. Total amount of discount on the issue of shares which has not been written off at the date of this return	Nil		
12. (a) There has been called up on each of 21 "A" Class shares	\$ 1.00		
(b) There has been called up on each of 200 "C" Class shares	\$ 1.00		
(c) There has been called up on each of shares	\$ -		
13. Total amount:	221.00		
(a) Of calls received including payments on application and allotment	\$ -		
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash	shares \$ -		
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of per share otherwise than in cash	shares \$ -		
TOTAL of items 13 (a), (b) and (c)	\$ 221.00		
14. Total amount of calls unpaid	\$ -		
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return	\$ -		
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return	\$ -		
17. Total number of shares forfeited	-		
18. Total amount paid (if any) on shares forfeited	\$ -		
19. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company.	33,163		

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

Registered number	Date of registration	Amount of indebtedness at the date of this return
	NIL	

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in **JOHN ANDREWS INTERNATIONAL PTY.**
LIMITED on the 31st day of December 1980 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	*Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	Andrews, John Hamilton			11 "A"
2	Courtney, Peter John			5 "A"
3	Simpson, John N.S.			5 "A"
4	Addiscombe Holdings P/L	1017 Barrenjoey Rd., Palm		110 "C"
5	Jilinga Pty. Limited	" " " Beach		45 "C"
6	Ambyne Securities P/L	" " " "		45 "C"
	(If space insufficient, use Continuation Sheets and Initial)			221

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of March

19 81.

8838

Commissioner
under delegation from the Commission

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Date of the Annual Return

The present Christian or other name or names of surname†	Any former Christian or other name or names or surname	Usual address‡	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
Directors John Hamilton Andrews			Architect Nil
Peter John Courtney			Architect Nil
John Neil Stewart Simpson			Architect Nil
XXXXXXXX Secretaries Peter John Courtney XXXXXXXX Kathleen Anne Hampton			as above Secretary

Auditors for current financial year and address: J.V. Allen & Co., Chartered Accountants, 152 Clarence St., Sydney

*"Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.

†In the case of a corporation its corporate name and registered or principal office should be shown.

‡In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of —

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

i. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of JOHN ANDREWS INTERNATIONAL PTY. Limited for the year ended 30th June 1980 that:

- (a) the company *has/~~has not~~ in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/~~have not~~ been duly audited in accordance with this Act;
- † (c) I ~~have not~~ have not referred in my report to any defect or irregularity in the accounts.

*Particulars of any defect or irregularity referred to in the report should be attached.

Signature: JV Allen & Co. Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) or section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,‡ in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/~~has not~~ kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/~~has not~~ kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/~~has not~~ kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/~~have not~~ been properly prepared by a competent person.

Director

Director

*Strike out whichever is inapplicable.

‡In the event of this certificate being qualified in any way, particulars should be attached.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of March

19 81.

8038

Commissioner

under delegation from the Commission

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company) —

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 (b) the date, since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 (e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return — being shares withdrawn from sale or for which no bid was received

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that —

- (a) the company has more than five hundred members;
 (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
 (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
 and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify —

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 (b) having made an inspection of the share register that transfers ~~have~~ ^{have not} been registered since the date of the last annual return;
~~the incorporation of the company.~~
 (c) that the company has not since the date of the last annual return issued¹ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 (d) ~~that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.~~
 (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
 (f) ~~that at the Annual General Meeting held on _____ 19_____, the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.~~
 (g) ~~that at the Annual General Meeting held on _____ 19_____, the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.~~

Signature: _____ Director²

Signature: _____ Secretary

- (1) Strike out whichever is inapplicable.
 (2) Strike out this paragraph if the company is not a Proprietary company.
 (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
 (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
 (5) Strike out except in the case of an exempt proprietary company.
 (6) Strike out this paragraph if inapplicable. *Note.* this paragraph is only applicable to an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.
 (7) Strike out this paragraph if inapplicable. *Note.* this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.
 (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

**THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
 THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE
 TO THE BEST OF MY KNOWLEDGE AND BELIEF.**

Signature: _____
 (State whether Director, Manager or Secretary.)

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-seventh

day of March 19 81.

8838

Commissioner

under delegation from the Commission

NEW SOUTH WALES

COMPANIES ACT, 1961 (Section 12(5)).

SUPPLEMENTARY DOCUMENT

Regn. No. 154620-11 /
 Location No. _____
 Date and Batch No. _____
 Filmed _____
 Filed _____

Document No. _____

Company Name: JOHN ANDREWS INTERNATIONAL PTY LTD

This document is intended to be read with and to form part of

* ANNUAL RETURN recordedNo. 471756 lodged in the Office of the CorporateAffairs Commission on or about 16th March, 1981,

which is to be supplemented in the manner following:

(Here set out the manner in which the registered document is to be supplemented).

Item 3 of the Annual Return for the calendar year 1980
 should correctly read:

"The name of the company is reserved in the participating
 States of

QUEENSLAND.

Item 4 of the Annual Return for the calendar year 19 ...
 should correctly read:

"The address of the principal office of the company (if any)
 in each participating State is

630 Coronation Drive, Toowong, QLD

DATED at _____, this _____ day of _____, 19 _____

(Signature and description)

(This document is to be signed by the person or persons who signed the document which this
 document is intended to supplement.)

*Insert description of document

Lodged by: J.V. Allen & Co.,
DX 299, Sydney

Telephone No.: 290-3199

COMPLETED

Lodged in the Office of the Corporate
 Affairs Commission on:

- 7 AUG 1981

Commissioner

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney
 General by notification published in the Government Gazette on the
 28th day of September, 1979 to be an approved person for the purposes of
 Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES
 pursuant to the Section that this transparency is made as a permanent
 record of a document in its custody or control.

DATED this thirty-first day of August 19 81.

9488

Commissioner
 under delegation from the Commission

JACKET C

NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

LODGED with the Corporate
Affairs Commission on

- 7 APR 1982

COMMISSIONER

Form A

Annual Return of a Company having a Share Capital

3198

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000
(G.P.O. Box 7018, N.S.W. 2001)

PART A

Reg. No. 154620-11

Annual Return of JOHN ANDREWS INTERNATIONAL PTY.

Limited

made up to the

31st

day of

December

1981

being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 1981

1. The accounts of the company ^{were} laid before the Annual General Meeting of the company held on

being— 31st December 1981

* the date of this return.

* the date of the Annual General Meeting was held before the date of this return.

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:

1017 Barrenjoey Road, Palm Beach, NSW 2108

3. The name of the company is reserved in the participating States of:

N/A

4. The address of the principal office of the company (if any) in each participating State is:

N/A

5. The address of the place at which the register of members is kept if other than the registered office is:

N/A

6. The business names under which the company carries on business are:

N/A

Please complete:

Lodged by: J.V. Allen & Co.

DX 299, SYDNEY.

Phone: 290-3199

Date forwarded: _____

Fee paid: _____

(For assessment see across re fee.)

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period—

Exempt Proprietary Company	\$ 50
Non-exempt Proprietary Company	\$ 75
Public Company	\$200

With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company is reserved.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

THE CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

19 82.

May

day of

twenty-sixth

DATED this

10559

Commissioner
under delegation from the Commission

PART B
Summary of Share Capital and Shares

7. NOMINAL SHARE CAPITAL		\$ 100,000	divided into ¹	99,800 "A" "C" shares of } 100 "B" shares of }	\$ 1.00 each
8. Total number of shares taken up to the 31st day of Dec. 1981 (being the date of the return or other authorized date)				200 "C" shares of } 21 "A" shares of }	\$ 1.00 each
TOTAL ISSUED CAPITAL (Nominal Value)		\$ 221.00			
9. Number of shares issued:					
(a) Subject to payment wholly in cash				221	
(b) As fully paid up otherwise than in cash				-	
(c) As partly paid up to the extent of _____ per share otherwise than in cash				-	
TOTAL of items 9 (a), (b) and (c) (this should agree with total in item 8)				221	
10. *Number of shares (if any) of each class issued at a discount		Nil			
11. Total amount of discount on the issue of shares which has not been written off at the date of this return		\$ Nil			
12. (a) *There has been called up on each of 21 "A" Class shares				\$ 1.00	
(b) *There has been called up on each of 200 "C" Class shares				\$ 1.00	
(c) *There has been called up on each of _____ shares				\$	
13. *Total amount:				\$ 221.00	
(a) Of calls received including payments on application and allotment				\$ -	
(b) (If any) agreed to be considered as paid on which have been issued as fully paid up otherwise than in cash				\$ -	
(c) (If any) agreed to be considered as paid on which have been issued as partly paid up to the extent of _____ per share otherwise than in cash				\$ -	
TOTAL of items 13 (a), (b) and (c)				\$ 221.00	
14. Total amount of calls unpaid		\$ -			
15. Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return		\$ -			
16. Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return		\$ -			
17. Total number of shares forfeited		-			
18. Total amount paid (if any) on shares forfeited		\$ -			
19. *Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company		\$ -			
Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:					
Registered number	Date of registration	Amount of indebtedness at the date of this return			
Nil					

- (1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or £20 and £10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.
- (2) If the shares are of different kinds, state them separately.
- (3) Where various amounts have been called or there are shares of different kinds, state them separately.
- (4) Include what has been received on forfeited as well as on existing shares.
- (5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

LIST OF PERSONS holding shares in JOHN ANDREWS INTERNATIONAL PTY. LIMITED on the 31st day of December, 1981 (being the date of the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the List to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4.

Folio in Register Ledger containing particulars	Names		Addresses	* Number of shares held by existing members †
	Surname	At least one Christian name and other initials		
1	Andrews, John	Hamilton	[REDACTED]	15 "A"
3	Simpson, John	N.S.		6 "A"
4	Addiscombe Holdings Pty. Ltd.		1017 Barrenjoey Road, Palm Beach, 2108	140 "C"
6	Ambyne Securities Pty. Ltd.			60 "C"
				221

(If space insufficient, use Continuation Sheets and initial)

* The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

† When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

19 82.

May

day of

twenty-sixth

DATED this

10559

Commissioner under delegation from the Commission

PART D

Particulars of the *Director, Managers, Secretaries and Auditors at the Dates of the Annual Return

The present Christian or other name or names or surname	An* former Christian or other name or surname	Usual address	Other business occupation and in the case of directors particulars of other directorships required to be shown by section 134 (2) (c) and (3). (if none, state so)
<u>Director</u> John Hamilton Andrews			Architect Nil
John Neil Stewart Simpson			Architect Nil
<u>Secretaries</u> Kathleen Anne Hampton John Hamilton Andrews			Secretary Architect

J.V. Allen & Co., Chartered Accountants,
83 York Street, Sydney.

Auditors for current financial year and address:

Director includes any person who occupies the position of a director by whatever name called and any persons in accordance with those directions or instructions the company has given to the directors and registered or principal offices should be shown.
† In the case of directors the address given must be the usual residential address. See section 134 (2) (c).

PART E

Copy of Last Accounts of the Company

Except in the case of—

- a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or
 - a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;
- the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the accounts of JOHN ANDREWS INTERNATIONAL PTY. Limited

for the year ended 30th June, 1961

that:

- the company "has/had" in my opinion kept proper accounting records and other books during the period covered by those accounts;
- the accounts "have/had" been duly audited in accordance with this Act;
- I "have/have not" referred in my report to any defect or irregularity in the accounts.

† Particulars of any defect or irregularity referred to in the report should be attached.

Signature

Auditor

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsection (1) or (2) of section 165A of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165A of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

- the company "has/had" kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company "has/had" not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company "has/had" not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- the accounts and group accounts (if any) "have/have not" been properly prepared by a competent person.

Director

Director

The CORP RATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-sixth day of May 19 82.

10559

Commissioner
under delegation from the Commission

PART B (where it not applicable)
Certificate to be Completed by No-Liability Companies

to be filled in by the company or its agent (to be given only in the case of a no-liability company).

- (a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the date when the last return or incorporation was made, and the date when the return or incorporation was made, and the date when the return or incorporation was made;
(c) the number of shares held by each shareholder, and the date when the return or incorporation was made, and the date when the return or incorporation was made;
(d) the number of shares held by each shareholder, and the date when the return or incorporation was made, and the date when the return or incorporation was made;
(e) the number of shares held by each shareholder, and the date when the return or incorporation was made, and the date when the return or incorporation was made;
(f) the number of shares held by each shareholder, and the date when the return or incorporation was made, and the date when the return or incorporation was made;

Signature: _____

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to _____ Limited, that—

- (a) the company has more than five hundred members;
(b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;
and that accordingly the company is of a kind to which that subsection applies.

Signature: _____ Secretary

PART C

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify—

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
(b) having made an inspection of the share register that transfers have been registered since the date of the last annual return;
the incorporation of the company.
(c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
(d) that the names of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company.
(e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.

(f) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.

(g) that at the Annual General Meeting held on _____ 19____ the company pursuant to section 165B of the Companies Act, 1961, did not appoint an auditor.

Signature: _____ Director

Signature: _____ Secretary

- (1) Scrutiny of the return is not a proprietary company.
(2) In the case of a first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
(3) Scrutiny of the return is not a proprietary company.
(4) Scrutiny of the return is not a proprietary company.
(5) Scrutiny of the return is not a proprietary company.
(6) Scrutiny of the return is not a proprietary company.
(7) Scrutiny of the return is not a proprietary company.
(8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 112 (3) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.
THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G-OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: _____

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

19 82.

May

day of

twenty-sixth

DATED this

10559

Commissioner
under delegation from the Commission

\$110
3/3/83/MS

NATIONAL COMPANIES AND SECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Doc.No.....

033980

Reg No. 154620-11

JOHN ANDREWS INTERNATIONAL PTY.LIMITED
THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

1. The information in this return is correct as at the 30th day of December 1982, being the date of the annual general meeting for 1982.

~~* The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on~~
19

The previous period in respect of which an annual return has been lodged was for the period
1st July, 1980 to 30th June, 1981.

PARTICULARS RELATING TO COMPANY

2. The address of the registered office of the company is
1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

*The name of the company is registered under the laws of the following participating States or participating territories:
NOT APPLICABLE

*The addresses of the principal offices of the company (if any) in respective participating States or participating territories are:
NOT APPLICABLE

Lodged by Hammond, North Ash
& Associates,
G.P.O. box 4299, Sydney. 2001.
Phone: 290-3199.

Lodged with the
ON COMMISSION ON AT
SYDNEY

AUTHORISED OFFICER

PARTICULARS RELATING TO COMPANY (Continued)

*The address of the place at which the register of members is kept, if other than at the registered office, is:
NOT APPLICABLE

The business names (if any) under which the company carries on business are:-
NOT APPLICABLE

The nature of the principal business carried on by the company is:
ARCHITECT

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR
From 1st July, 1981 To 30th June, 1982

3. The accounts of the company *were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year; or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

PARTICULARS OF INDEBTEDNESS

4. *Particulars of the indebtedness of the company in respect of all charges required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:-

registered Number	Date of Registration	Amount of the Indebtedness
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Particulars of charges not required to be registered under the Companies (New South Wales) Code or a corresponding previous law are as follows:

Total \$ —

total amount of indebtedness \$ —

ITEM 5

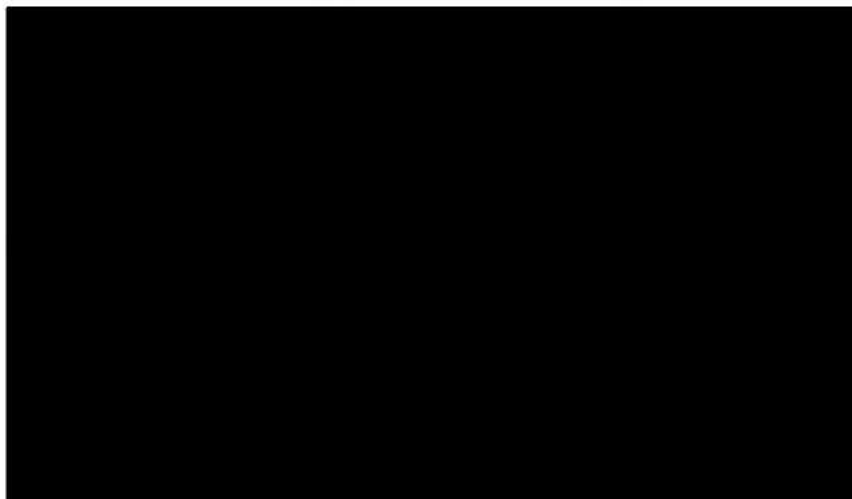
NOMINAL SHARE CAPITAL

The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

100	"A"	Class Shares
100	"B"	Class Shares
99,800	"C"	Class Shares
<hr/>		
100,000		
=====		

The total number of shares taken up at this date are as follows:-

21	"A"	Class Shares of \$1.00
200	"C"	Class Shares of \$1.00
<hr/>		
221		
===		



SUMMARY OF SHARE CAPITAL

5. Nominal share capital \$ 100,000
divided into (1) (Refer Schedule shares of
(0 shares of .00
Total number shares taken up (1) to the 30th day of
December 1982, (being the date at which the information in
this return is correct (see paragraph 1) -

Number of shares issued subject to payment wholly
in cash 221

Number of shares issued as fully paid up otherwise
than in cash NIL

Number of shares issued as partly paid up to the
extent of per share otherwise than in cash NIL

Number of shares (if any) of each class issued at
discount NIL

Total amount of discount on the issue of shares that
has not been written off at the date of this return NIL

There has been called up on each of 21 "A" Class
shares \$ 1.00

There has been called up on each of 200 "B" Class
shares \$ 1.00

There has been called up on each of 0
shares \$ NIL

Total amounts of calls received including
payments on application and allotment. \$ 221

Total amount (if any) agreed to be considered
as paid on shares that have been issued as fully
paid up otherwise than in cash. \$ NIL

Total amount (if any) agreed to be considered
as paid on shares that have been issued as partly
paid up to the extent of per share otherwise
than in cash. \$ NIL

Total amount of calls unpaid NIL

Total amount of the sums (if any) paid by
way of commission in respect of any shares
or debentures since the date of the last
return \$ NIL

Total amount of the sums (if any) allowed by
way of discount in respect of any debentures
since the date of the last return \$ NIL

Total amount of shares forfeited NIL

Total amount paid (if any) on shares
forfeited \$ NIL

LIST OF MEMBERS

6. Persons holding shares in the company and the number of the shares held by them respectively are as follows:

Full names and addresses	Number of Shares held by existing members
ANDREWS, JOHN HAMILTON	15 "A" Class
SIMPSON, JOHN NEIL STEWART	6 "A" Class
ADDISCOMBE HOLDINGS PTY.LIMITED 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	140 "C" Class
AMBYNE SECURITIES PTY.LIMITED 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.	60 "C" Class
Total	221

LIST OF DIRECTORS

7. Particulars of the directors, principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given name or names and surnames	Any former Christian or given name or names or surnames	Usual Address	Other business occupations, and in the case of directors, particulars of other directorships
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Directors

ANDREWS, JOHN HAMILTON

ARCHITECT-NIL

SIMPSON, JOHN NEIL STEWART

ARCHITECT-NIL

Principal executive officer if any

Secretaries

HAMPTON, KATHLEEN ANNE

SECRETARY

Auditors for current financial year
HAMMOND NORTH ASH & ASSOCIATES
G.P.O. BOX 4299, SYDNEY.2001

8. Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
- (a) The date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 - (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation;
 - (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation; and
 - (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:
-

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 30th day of December 1982.

Signature of Director/Secretary/Principal
Executive Officer

.....
Name of Signatory in BLOCK LETTERS
JOHN H. ANDREWS

CERTIFICATES

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register, that transfers have ~~not~~ been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- ~~(d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;~~
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
- (i) an unlimited exempt proprietary company; or
- (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- ~~(f) that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;~~
- ~~(g) that at the annual general meeting held on the day of 19 the company in pursuance of section 279 did not appoint an auditor.~~

Dated this 30th day of December, 1982.

Signature of
Director

Name of Signatory
IN BLOCK LETTERS JOHN H. ANDREWS

Signature of
Secretary

Name of Signatory
IN BLOCK LETTERS KATHLEEN A. HAMPTON

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. FILM NUMBER 12077 DATED 15.7.83

B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN
EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation
to JOHN ANDREWS INTERNATIONAL PTY.LIMITED
that

(a) the company has in my opinion kept proper accounting
records and other books during the period covered by
those accounts;

(b) the accounts have been audited;

(c) my report was not made subject to any qualification
and

in my report I did not make any comment under
sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS
ROBERT E. HAMMOND

C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR
GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES
REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT
AUDITED.

For the purposes of sub-section 279(5) we certify, in
relation to
in respect of the financial year to which the return
relates, that -

(a) the company kept such accounting records as correctly
record and explain the transactions and financial
position of the company;

(b) the company kept its accounting records in such a
manner as would enable true and fair accounts of the
company to be prepared from time to time;

(c) the company has kept its accounting records in such a
manner as would enable the accounts of the company to
be conveniently and properly audited in accordance
with the Companies New South Wales Code, and

(d) the accounts and group accounts (if any) have been
properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
 - (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
 - (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.
- and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of , 19 .

Signature of Secretary

Name of Signatory IN BLOCK LETTERS
