

Companies Act, 1961
(As amended)

A Company Limited by Shares

Milan Girely

MEMORANDUM AND ARTICLES OF ASSOCIATION

of

TRIGLAV PTY. LIMITED

Alfred Thomas Morgan & Partners,
Solicitors,
39-41 York Street,
SYDNEY.
29-3741

Companies Act, 1961
(As amended)

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TRIGLAV PTY. LIMITED

Alfred Thomas Morgan & Partners,
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39-41 York Street,
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NEW SOUTH WALES

No. of Company

134911

New South Wales \$3 Stamp Duty

Companies Act, 1961
(Section 16(3))

CERTIFICATE OF INCORPORATION OF PROPRIETARY COMPANY

This is to Certify that

TRIGLAV PTY. LIMITED

is, on and from the twenty-eighth day of May, 19 71
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 my hand and seal, at Sydney, this twenty-eighth
day of May, 19 71.

(L.S.)

F. J. O. RYAN,
Registrar of Companies

Companies Act, 1961
(as amended)

A Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

TRIGLAV PTY. LIMITED

1. The name of the company is TRIGLAV PTY. LIMITED.
2. The objects for which the company is formed are:-
 - (a) To act as trustee on behalf of any non political group or association of SLOVENE settlers in Australia.
 - (b) To promote cultural sporting and recreational activities amongst members of the SLOVENE community in Australia and for that purpose to provide club rooms hostels and other facilities and amenities such as libraries musical and theatrical activities restaurants with or without liquor licences and other social amenities.
 - (c) To print and publish any newspapers periodicals books or leaflets that the company may think desirable for the promotion of its objects.
 - (d) To acquire any shares stocks debentures debenture stocks bonds and securities issued or guaranteed by any company incorporated or carrying on business in New South Wales or elsewhere or by any government public body or authority supreme municipal local or otherwise in Australia or elsewhere.

- (e) To acquire any such shares stocks debentures debenture stocks bonds or securities by original subscription tender purchase exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise all rights and powers conferred by or incident to the ownership thereof.
- (f) To raise money by the issue of shares in the capital of the company and/or otherwise and to invest such money and/or moneys of the company in such investments or securities or in such other manner as the company may think expedient.
- (g) To buy sell and deal in all kinds of apparatus and all kinds of provisions liquid and solid required for the purposes of or capable of being conveniently used in connection with any of the objects of the company.
- (h) To carry on business as concessionaires and merchants and to undertake and carry on finance and execute all kinds of commercial trading and other operations.
- (i) To effect arrangements with manufacturers and other traders for the manufacture sale and distribution of all kinds of articles and things.
- (j) To take part in the formation, management, supervision or control of the business or operations of any company or other undertaking.
- (k) To carry on all or any of the businesses of factors buying and selling agents commission agents indent agents general agents insurance and shipping agents shippers dealers charterers auctioneers and brokers in all their respective branches.
- (l) To carry on any other business which may seem to the company capable of being conveniently carried on in connection with any of the objects of the company or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (m) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on or possessed of property suitable for the purposes of this company.

- (n) To amalgamate with any other company firm or person or association having objects altogether or in part similar to those of this company and to promote or establish any other company or companies for the purpose of acquiring all or any part of the undertaking property and liabilities of this company or of advancing directly or indirectly the objects or interest thereof and to purchase take in exchange subscribe for or otherwise acquire and hold shares in or debentures of any such company and to guarantee the payment of any debentures or other securities issued by any such company.
- (o) To enter into partnership or any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession or otherwise with any person or company carrying on or engaged in any business or transaction which this company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- (p) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
- (q) To enter into any arrangements with any governments or authorities municipal local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (r) To establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the company or its predecessors in business or the dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object.
- (s) To promote any company or companies for the purpose of acquiring all or any of the property rights and liabilities

of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company.

- (t) From time to time to establish and create or join in the establishment and creation of trusts settlements or funds of all kinds for the benefit of any person or persons selected by the directors and for that purpose to execute all such documents and do all such things as the directors shall deem to be necessary.
- (u) Generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land buildings easements machinery plant and stock-in-trade.
- (v) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the company.
- (w) To invest and deal with the moneys of the company in such manner as may from time to time be determined and to receive moneys on deposit for a fixed period or at call and at interest or otherwise.
- (x) To advance deposit or lend money (either with or without security) to or with such person or persons company or companies and on such terms as may seem expedient.
- (y) To guarantee or become liable for the payment of money or for the performance of obligations of all kinds.
- (z) To guarantee the account of or otherwise finance any person or persons company or companies business or undertaking.
- (aa) To borrow or raise or secure the payment of money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase redeem or pay off any such securities.
- (bb) To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the

company's capital or any debentures debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business.

- (cc) From time to time to settle any property real or personal upon a trustee or trustees selected by the directors for the benefit of any person or persons selected by the directors upon such trusts as the directors shall determine and for that purpose to execute all such deeds of settlement assurances transfers and other documents and do all such things as the directors shall determine.
- (dd) To draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (ee) To adopt such means of making known the work objects and the products of the company as may seem expedient and in particular by broadcasting advertising in the press by circulars by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes rewards and donations.
- (ff) To sell or dispose of the undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this company.
- (gg) To procure the company to be registered or recognised in any country or place where it may be deemed expedient to carry on business.
- (hh) To sell improve manage develop exchange lease mortgage enfranchise dispose of turn to account or otherwise deal with all or any part of the property and rights of the company.
- (ii) To promote freedom of contract and to resist insure against counteract and discourage interference therewith and to subscribe to any association or fund for any such purposes to enter into any industrial agreement with any associations persons unions or organisations and to vary and rescind the same to submit to or contest in or before any industrial court or wages or conciliation board whether State or

Commonwealth any industrial dispute or matter or to combine with any other persons firms or companies in such submission or contest and to use the company's funds for such purposes and to take all such steps as the directors think fit to prevent or settle strikes or industrial disputes or matters by conciliation or otherwise.

- (jj) To pay all the costs charges and expenses of the promotion and establishment of the company.
- (kk) To appoint or authorise the directors of the company to appoint either with or without remuneration agents attorneys under power or other persons or corporations under power of attorney or otherwise in Australia and elsewhere to carry out and complete all or any of the objects of the company and to arrange conduct or manage the business or businesses of the company or any matter or concern whatsoever in which the company is now or may from time to time be or become or be about to become interested or concerned with the same as or more limited powers than the directors of the company have and from time to time revoke or cancel such appointment and authorities and to remove and if thought desirable reappoint such agents attorneys or other persons or corporations and determine their powers and to appoint any person persons company or corporation as the attorney or attorneys agent or agents of the company in any part of the world with full powers to do all such acts matters and things as may be thought necessary and expedient in the interests of the company and to delegate such power of appointment to any person or persons company or corporation and from time to time revoke such appointment.
- (ll) To distribute any of the property of the company in specie among the members.
- (mm) To do all such other things as are incidental or conducive to the attainment of the above objects.

AND IT IS HEREBY DECLARED THAT:-

- (a) The Third Schedule to the Companies Act, 1961 shall apply to this company. The powers specified in each paragraph of the said schedule and the objects and powers specified in each sub-clause of this clause shall be regarded as independent objects and powers and shall (except where otherwise expressed in such sub-clause) be in no way limited or restricted by reference to or inference from

the terms of any other sub-clause or paragraph and may be carried out and exercised in as full and ample a manner and shall be construed in as wide a sense as if each of the said sub-clauses and paragraphs defined the objects of a separate distinct and independent company.

- (b) The word "company" in this clause and in the said Third Schedule (except where used in reference to this company) shall be deemed to include any partnership or body of persons whether incorporated or not incorporated and whether domiciled in New South Wales or elsewhere and whether now existing or hereafter to be formed.

3. The liability of the members is limited.

- 4. (a) The capital of the Company is Fifty thousand dollars (\$50,000.00) divided into Twenty-five thousand (25,000) shares of Two dollars (\$2.00) each.

- (b) The company shall have power to increase or reduce its capital for the time being and to divide the shares in the capital for the time being into several or different classes and to issue any part or parts of the capital for the time being with such preferred deferred qualified guaranteed or other special rights privileges conditions restrictions or limitations whether in regard to dividend voting return of capital distribution of assets or otherwise howsoever as may from time to time be determined in accordance with the Articles of Association for the time being of the company. The rights for the time being attached to any class or classes of shares may be varied or abrogated subject to the requirements of the Companies Act in the manner provided in the Articles of Association for the time being of the company.

5. The full names addresses and occupations of the subscribers hereto and the number of shares they respectively agree to take are:-

Names Addresses and OccupationsNumber of Shares

Jose Cujes
17 Louise Street,
Summer Hill, N.S.W.

One

Stocks Controller.

Louis Kosorok
25 Gould Avenue,
Petersham, N.S.W.

One

Secretary.

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.

Signature of Subscriber	Number of Shares which he agrees to take	Witness
<p>Jose Cujes . 17 Louise Street, Summer Hill, N.S.W. Stock Controller</p>	<p>One</p>	<p>Reginald George Thrush 28 Griffiths Avenue, West Ryde, N.S.W. Solicitor</p>
<p>Louis Kosorok 25 Gould Avenue, Petersham, N.S.W. Secretary</p>	<p>One</p>	<p>Reginald George Thrush</p>

DATED this nineteenth day of May, 19 71.

Companies Act, 1961
(as amended)

A Company Limited by Shares

ARTICLES OF ASSOCIATION

of

TRIGLAV PTY. LIMITED

1. The company is a proprietary company and accordingly:-
 - (1) The right to transfer the shares of the company is restricted in the manner and to the extent hereinafter appearing.
 - (2) The number of the members of the company (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company were while in such employment and have continued after determination of that employment to be members of the company) shall be limited to fifty. Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this provision be treated as a single member.
 - (3) Any invitation to the public to subscribe for any shares or debentures or debenture stock bonds or other securities of the company or to deposit money with the company for fixed periods or payable at call whether bearing or not bearing interest is hereby prohibited.
2. Subject as hereinafter provided the regulations contained in

Table "A" in the Fourth Schedule to the Companies Act, 1961 as amended (hereinafter called Table "A") shall apply to this company.

3. The company shall be entitled to treat the person whose name appears upon the register in respect of any share as the absolute owner thereof and shall not be under any obligation to recognise any trust or equity or equitable claim to or interest in such share whether or not it shall have express or other notice thereof.
4. The directors may refuse to register any transfer of shares without assigning any reason therefor.
5. The directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purposes of the company.
6. The directors may raise or borrow or secure the payment or repayment of such moneys in such manner and upon such terms and conditions and in all respects as they think fit and in particular by issue of debentures or debenture stock of the company charged upon all or any part of the property of the company (both present and future) including its uncalled capital for the time being.
7. Debentures debenture stock and other securities may be made assignable free from any equities between the company and the person to whom the same may be issued.
8. Any debentures debenture stock bonds or other securities may be issued at a discount premium or otherwise and with or without any special privileges as to redemption surrender drawings allotment of shares attending and voting at general meetings of the company appointment of directors or otherwise.
9. The number of directors shall not be less than two nor more than ten and in case the directors shall at any time be reduced in number to less than two the remaining director shall within one month fill the vacancy and any director appointed to fill

any vacancy shall hold permanent office subject to Article 16 hereof.

10. The names of the first directors of the company shall be determined in writing by the subscribers of the Memorandum of Association.
11. The directors shall be paid out of the funds of the company by way of remuneration for their services such sums as the company in general meeting may from time to time determine and such remuneration shall be divided among them in such proportions and manner as the directors may determine.
12. Any director whether absent from the State of New South Wales or not may by power of attorney under his hand and seal appoint any person to be his attorney during such period as such power of attorney shall remain in force to sit in his place on the board and have and exercise such rights powers authorities privileges and discretions as are vested in or exercisable by any such director under these presents and such attorney shall during such period have all rights powers authorities privileges and discretions so vested in or exercisable by any such director executing such power of attorney.
13. A director may appoint any co-director as his proxy and in the absence of the appointor from the board such proxy shall carry a vote.
14. Clauses 41, 63, 64-66 (inclusive), 70, 71, 72 and 81 of Table "A" shall not apply to this company.
15. The qualification of a director shall be the holding of at least one ordinary share in the company.
16. The office of a director shall be ipso facto vacated:-
 - (a) If he become bankrupt or suspend payment or compound with his creditors.
 - (b) If he fail to pay any call due on any share in the company

held by him for the space of one month or such further time as the board shall allow after the time when the same should have been paid.

- (c) If he be found or declared a lunatic or of unsound mind or be permanently incapacitated from performing his duties.
 - (d) If he be convicted of a felony or misdemeanour and is requested by the remaining directors to vacate his office.
 - (e) If he become prohibited from being a director by reason of any order made under section 122 or section 304 of the Act.
 - (f) If he be removed from office by resolution carried at any general meeting of the company.
 - (g) Any director may retire from office upon giving fourteen days' notice in writing to the company of his intention to do so and such resignation shall take effect upon the expiration of the notice or its earlier acceptance.
17. A resolution in writing signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted and every resolution so come to and signed shall be as soon as practicable entered in the minutes of directors' meetings. A telegram or cable despatched to the company and purporting to be signed by a director shall for the purpose of this clause be deemed a writing signed by such director.
18. Every director manager or officer of the company or any person (whether an officer of the company or not) employed by the company as auditor shall be indemnified out of the funds of the company against all liability incurred by him as such director manager officer or auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 365 of the Companies Act in which relief is granted to him by the court.
19. No director shall be disqualified by his office from contracting with the company either as vendor purchaser or otherwise nor shall any such contract or arrangement entered into by or

on behalf of the company with any company or partnership of or in which any director shall be a member or otherwise interested be avoided nor shall any director so contracting or being such member or so interested be liable to account to the company for any profit realised by any such contract or arrangement or by reason of such director holding that office or of the fiduciary relation thereby established. Any such director may vote in respect of any such contract or arrangement but the nature of his interest must be disclosed by him or on his behalf at the meeting of directors at which the question of entering into the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of directors after the acquisition of his interest. A general notice given by a director that he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with the company or firm shall be deemed to be sufficient declaration of interest in relation to any contract so made. It shall be the duty of the secretary to record such declaration in the minutes of the meeting.

20. Any general meeting declaring a dividend may make a call on members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him so that the call may be made payable at the same time as the dividend and the dividend may if so arranged between the company and the member be set off against the call. The making of a call under this clause shall be deemed ordinary business of any meeting which declares a dividend.
21. The company in general meeting may pass a resolution to the effect that it is desirable to capitalise such sum or sums being part or parts of the undivided profits of the company standing to the credit of the company's reserve fund and accordingly that the sum or sums be distributed as a bonus amongst the holders of the shares in such proportion as the company may direct and that the directors be authorised to distribute amongst such holders such of the unissued ordinary shares in the company in like proportions.
22. When such resolution has been passed the directors may allot and issue such unissued ordinary shares credited as fully paid up to the holders of the outstanding shares in satisfaction of the said bonus and as nearly as may be in proportion to the said shares held by them respectively with full power to make such

provisions by issue of fractional certificates or otherwise as they think expedient for the case of fractions and prior to such allotments the directors may authorise any person on behalf of the holders of such shares to enter into any agreement with the company providing for the allotment to them of such shares credited as fully paid up and in satisfaction as aforesaid and any agreement made under such authority shall be effective.

23. The signature to any notice to be given by the company may be written printed or typed.
24. All bills of exchange promissory notes cheques and other negotiable instruments shall be accepted made drawn and endorsed for and on behalf of the company by any director or such other person or persons as the directors shall from time to time appoint.
25. If the company shall be wound up the liquidators (whether voluntary or official) may with the sanction of a special resolution distribute in specie among the contributories any part of the assets of the company and in particular any shares stock or debentures of any other company which this company may be entitled to and may with such sanction vest any part of the assets of the company in trustees upon such trusts and for the benefit of the contributories as the liquidators with the like sanction shall think fit.

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

SIGNATURES OF SUBSCRIBERS	WITNESS TO SIGNATURES
Jose Cujes	Reginald George Thrush
Louis Kosorok	Reginald George Thrush

DATED this nineteenth day of May, 19 71.

