

NATIONAL COMPANIES AND SECURITIES COMMISSION



Companies (New South Wales) Code

(Sub-section 35(2))

Registered No.:

317503-10

CERTIFICATE OF INCORPORATION OF PUBLIC COMPANY

This is to certify that

WEIGHING INDUSTRY ASSOCIATION OF AUSTRALIA LIMITED

is on and from the nineteenth day of July, 1983

incorporated as a public company, being a company limited by guarantee.

Given under the seal of the National Companies and Securities Commission at

Sydney on this nineteenth day of July, 19 83



A person authorised by the
Corporate Affairs Commission of New South Wales
Delegate of the National Companies
and Securities Commission.

National Companies and Securities Commission
Companies (New South Wales) Code
A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

Of

WEIGHING INDUSTRY ASSOCIATION OF AUSTRALIA LIMITED

1. The name of the Company is WEIGHING INDUSTRY ASSOCIATION OF AUSTRALIA LIMITED (hereinafter called the Association).
2. The registered office of the Association will be situated in New South Wales at such place as the Association shall from time to time determine.
3. The objects for which the Association is established are:
 - (a) To promote the interests of the industry, represented in the Association throughout Australia.
 - (b) To safeguard the interests of the industry and of its members in their regular business in the weighing industry, so far as the law permits.
 - (c) To protect the interests of its members in any lawful manner whatsoever in all matters relating to the said industry and to indemnify any member for any part or whole of legal costs incurred by time through any action of direct interest to the Association as may be determined at a meeting of the Executive and confirmed by a majority of members.
 - (d) To support a practical system of apprenticeship, and promote and encourage any technical or other forms of education for the development of efficient employees.

- (e) To encourage and preserve by every means, skill in the trade.
- (f) To establish branches and branch offices throughout Australia and to provide for the appointment of local Committees.
- (g) To act in conjunction or affiliate with and to appoint representatives to any Association, Committee, Federation, Union or Association of Employers throughout the Commonwealth of Australia or elsewhere, and to assist and support any scientific or standardisation or like bodies, whose activities are calculated to be in the interests of members.
- (h) To promote or oppose public movements, legislative and other measures affecting or likely to affect the industry and/or members' interests in the weighing industry.
- (i) To act as an Association and/or industrial union of employers under the laws of the Commonwealth of Australia and its territories of any State within the Commonwealth of Australia.
- (j) To represent the interests of the members before Courts, Boards, Conciliation Committees, other tribunals, any other bodies and at conferences with Trade Unions and other bodies or employers and employees.
- (k) To take over the funds and other assets and liabilities of the present unincorporated body known as the SCALE MAKERS ASSOCIATION OF AUSTRALIA.
- (l) To purchase, take on, lease or in exchange, hire, and otherwise acquire any lands, buildings, leaseholds or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association. Provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law, having regard to such trusts.

- (m) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them; and to obtain from any such Government or authority, any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (n) To appoint, employ, remove or suspend such experts, consultants, managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (o) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payment towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public general or useful object.
- (p) To construct, improve, maintain, develop, work, manage, carry out, alter and/or control laboratories, factories, houses, buildings, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (q) To invest and deal with the money of the Association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (r) To borrow or raise or secure the payment of moneys in such manner as the Association may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, and in particular, by the issue of debentures, perpetual or otherwise charged upon all or any of the property (both present and future), and to purchase, redeem or pay of any such securities.

- (s) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (t) In furtherance of the objects of the Association, to sell, improve, manage, develop, exchange, lease, dispose of, turn to, account or otherwise deal with all or any part of the property and Association.
- (u) To take or hold mortgages, liens and charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.
- (v) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association.
- (w) To take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (x) To print, type or produce by any other process and publish newspapers, periodicals, pamphlets, circulars, bulletins, journals and notices for the spreading of information with respect to matters having relation to the objects of the Association.
- (y) To make donations for patriotic or charitable purposes.
- (z) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

The powers set forth in the Second Schedule of the Companies (New South Wales) Code shall not apply to the Association in so far as they are included in this Clause 3.

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration of any doctor, nurse, lawyer, officer, or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in the State of New South Wales for overdrawn rent for premises demised or let by any member to the Association; but so that no member of the Council of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such council except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the council of management or government body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits, he may receive in respect of such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the property of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges, expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).
7. If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far as

effect cannot be given to the aforesaid provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liability of the Association; and, subject to any reasonable restriction as to the time and manner of inspecting the same may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Companies (New South Wales) Code.
9. The full names, addresses and occupations of the subscribers hereto are:-


<u>Name & Address</u>	<u>Occupation</u>
Douglas John PARKER 17 Gundain Road, KIRRAWEE N.S.W.	Managing Director
Valentine SCHILLING 9 Farr Terrace, GLENELG EAST S.A.	Managing Director
Leslie Charles WRIGHT 8 Gilgandra Street, WARNEET VIC.	Sales Manager
Robert Lynn GODDARD 203 Balgowlah Road, BALGOWLAH. N.S.W.	Director
Donald Kevin FROST 116 Charlestown Road, KOTARA HEIGHTS. N.S.W.	Managing Director
Leonard Clarence Wardman BAILEY 29 Cousins Road, BEACON HILL. N.S.W.	Company Director

<u>Name & Address</u>	<u>Occupation</u>
Garry Joseph BARNETT 5 Michel Road, SCARBOROUGH QLD.	Salesman
Paul BROUGHTON 84 Milroy Avenue, WOLSTONECRAFT. N.S.W.	Managing Director
John Thomas HOLLEY 11 Finaly Court, TULLAMARINE VIC.	General Manager
Frank Fowler LEIGH 15 Yeonil Road, BURWOOD VIC.	Managing Director
David John MACE 19 Tathra Street, LAMBTON. N.S.W	Service Manager
Stephen Joseph O'MEAGHER 20 Emerald Street, WEST ESSENDON. VIC.	Engineering Manager


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

SIGNATURES OF SUBSCRIBERS

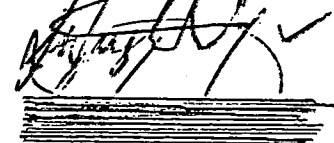
SIGNATURES AND ADDRESSES OF WITNESSES (INCLUDING FULL NAME IN BLOCK LETTERS)


DOUGLAS JOHN PARKER


J Quarrill (Judy Quarrill)
90 Flouy St,
CARLTON 2218


VALENTINE SCHILLING

N. Dunne (V. Dunne)
124 Dunelba Drive
Westleigh
~~9 FARR TC.~~
~~GLENELG EAST 5045~~
~~SOUTH AUSTRALIA~~


LESLIE CHARLES WRIGHT

M. J. Ellis US Dunks Street
Vaux Dennis Albert Park 326.
~~(PREACHER)~~
~~...~~
~~...~~
~~...~~


ROBERT LYNNE GODDARD

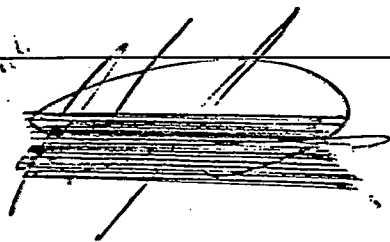
N. Dunne (V. DUNNE)
124 Dunelba Drive
Westleigh


DONALD KEVIN FROST

N. Dunne (V. DUNNE)
124 Dunelba Drive
Westleigh


LEONARD CLARENCE WARDMAN BAILEY

C. Read - (C. READ)
3/249 HALDIO ST
LAKEMBA.



DATED THIS 11TH DAY OF JANUARY, 1983

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

SIGNATURES OF SUBSCRIBERS

SIGNATURES AND ADDRESSES OF WITNESSES (INCLUDING FULL NAME IN BLOCK LETTERS)

Gary J. Barnett
GARRY JOSEPH BARNETT

Paul Broughton Sr.
PAUL BROUGHTON

John T. Holley
JOHN THOMAS HOLLEY

Frank F. Leigh
FRANK FOWLER LEIGH

David John Mace
DAVID JOHN MACE

Stephen Joseph O'Meagher
STEPHEN JOSEPH O'MEAGHER

A. C. Cooper

A. C. COOPER.
22, Booyang Ave,
Lugarno N.S.W.

J. W. Anansen & Adrian Prence
STH Blackburn Vic.

J. W. ANANSEN & ADRIAN PRENCE
STH BLACKBURN VIC

N. Dunne (V. Dunne)
124 Duneba Drive
Westliff

N. Dunne (V. Dunne)
124 Duneba Drive
Westliff

N. Dunne (V. Dunne)
124 Duneba Drive
Westliff

DATED THIS 11TH DAY OF JANUARY, 1983

National Companies and Securities Commission
Companies (New South Wales) Code
A Company Limited by Guarantee

ARTICLES OF ASSOCIATION

of

WEIGHING INDUSTRY ASSOCIATION OF AUSTRALIA LIMITED

1. The Association is established for the purposes set out in the Memorandum of Association.

2. In these regulations:-

"The Code" means the Companies (New South Wales) Code.

"Executive Council" means the Board of Directors of the Association, also known as the "Executive Officers" "Committee" and/or Directors.

"The Association" means WEIGHING INDUSTRY ASSOCIATION OF AUSTRALIA LIMITED.

"The Seal" means the Common Seal of the Association.

"The Secretary" means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary.

"State" means the state of New South Wales.

Expressions referred to in writing shall, unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of presenting or reproducing words in a visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Companies and Securities (Interpretation and Miscellaneous Provisions) (New South Wales) Code as in force at the date of which these regulations become binding on the Association.

"Office" means the registered office for the time being of the Association.

"Member" or "members" means a member or members of the Association.

"Month" means calendar month.

"President", "Chairman" means those respective officers from time to time of the Association.

Words importing persons include partnerships, companies firms and corporations.

Words importing the singular number include the plural number and vice versa.

Words importing the masculine gender include the feminine gender.

3. The number of members with which the Association proposes to be registered is unlimited.

MEMBERSHIP.

4. Any individual, firm, partnership, company or corporation of good repute engaged within Australia in the manufacture, construction, design, installation, repair, maintenance or sale of scales, balances, weighing or force measuring machines or major weighing elements (i.e. load receivers, transducers or primary indicators) shall be eligible to apply for membership of the Association as an "ordinary member".

5. Classes of Membership.

- (a) Ordinary Member.

1	-	3 persons employed full or part time	- "A"
4	-	6 persons employed full or part time	- "B"
7	and over	persons employed full or part time	- "C"

- (b) Life Member.

Life Membership to the Association may be conferred upon a person who has made major contribution to the industry and this Association. A Life Member is to be elected by a 4/5 majority vote of members attending General meetings. Life Membership carries no voting rights.

(c) Associate Representation.

Associate Membership may be conferred on the State Branch of a member company.

(d) Non-Members.

The Executive Committee have the power to grant the services of the Association to any individual, company, firm or partnership, engaged in the Scale and Weighing Machine industry at a fee to be fixed by the Executive Committee, but such individual company, firm or partnership shall have no rights to membership to this Association or any claim upon the Association.

6. (a) Members shall pay to the Association an initial joining fee of \$50.00 and an annual subscription on the duly certified average number of persons engaged during the previous twelve months.

(b) Annual subscriptions shall be in accordance with the following sums:-

1-3 persons employed full or part-time "A" Ordinary	\$20.00
4-6 persons employed full or part-time "B" Ordinary	\$30.00
7 or over persons employed full or part-time "C" Ordinary	\$50.00
Associate representation	\$10.00

Joining fees and subscriptions may be changed from time to time as determined by the Executive Committee.

Subscriptions shall date from and be due and payable on the first day of July in each year.

Members admitted in either the second half of any year shall pay half proportion of the annual subscription for that year. Life members shall not pay any subscription.

(c) The Executive Council may at any time recommend the imposition of such levy or contribution as they may deem advisable for the purpose of carrying on the work and objects of the Association and shall instruct the Secretary to convene a General Meeting of members to consider whether such levy should be imposed, and if so, in what amount. Two week's notice of such meeting shall be given by circular to all members. If such Extraordinary General Meetings by Resolution determine that a levy should be

imposed, the levy shall forthwith become due and payable to the Secretary and shall be recoverable at the suit of the Secretary or other Officer appointed by the said Council.

- 7 (a) Each application for membership shall be submitted to the Secretary on the Association's application form and shall set forth over the signature of the applicant:- full correct name, address and business of applicant, together with synopsis of industry background and declaration of persons employed together with any other such information as the Executive Council may direct from time to time including a statement to the effect that the member is to be bound by the Memorandum and Articles. The application shall be accompanied by an application fee and one annual subscription according to the classification of ordinary membership applicable to the applicant.
- (b) Approval of applications shall be by majority vote of the Executive Council at a regular or special meeting or by mail ballot. If the application is approved, the Secretary will immediately advise the applicant, whose membership will date from the date of the Executive Meeting. The applicant's name will be entered on the register of members and be provided with a copy of the Constitution and Rules of the Association and such member shall thereupon be entitled to all privileges of membership and be bound by these Rules. If the application for membership is not approved, the application fee and advance subscription shall be promptly remitted.
8. The Secretary shall keep a Register of Members in which shall be recorded the name and address of each member of the Association, the date of commencement of membership, the cessation of membership and such other information as the Executive Council may direct from time to time. An entry in the Register shall be evidence of membership of the Association.
9. (a) Membership shall not be transferable.
- (b) In the event of a member changing his address, he shall notify the Secretary for the purpose of recording same.
10. A member shall cease to be a member of the Association in any of the following events:-

- (a) If, having paid the then current year's and all previous years' subscriptions, he shall by notice in writing to the Association, resign from membership.
- (b) If, having failed to pay his subscriptions six months after the date appointed for the payment thereof, his name be removed from the Association's Register of Members with the authority of a resolution of the Executive Council.
- (c) If the member being an individual shall die or be declared bankrupt or insolvent or compound or arrange with his creditors or being a partnership, shall be dissolved, or being a corporation shall be wound up or go or be put into liquidation (otherwise than for the purpose of reconstruction or amalgamation) or have a Receiver appointed of its undertaking and assets or any part thereof.

Any member whose membership is terminated pursuant to these Rules shall cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of the Association or against any member of the Executive Council or Officer of the Association.

- 11. (a) A member may be expelled from the Association pending a decision by a majority vote at a General Meeting if, in the opinion of such meeting, after affording such member an opportunity of offering the meeting an explanation of his conduct, either verbally or in writing, as the Meeting may decide, the conduct of the member is such as to be determined to the best interests of the Association, provided that:-
 - (b) Such General Meeting is held within a period of one month from the date of the decision for the expulsion of the member.
 - (c) The voting of such General Meeting shall be by ballot if not less than five members present thereat shall so demand.
- 12. A member who has been expelled by the Association shall be notified in writing under the hand of the Secretary of the terms of the resolution expelling him.

13. Any member who has failed to pay any subscription or levy or liability of any kind whatsoever which accrued due and payable more than twelve months before any date shall be deemed to be unfinancial as at that date and shall ipso facto be disqualified for all purposes of these Rules and his membership of the Association shall cease and determine but he shall not thereby be relieved of liability for any of the acts of the Association done previous to his name being removed from the membership thereof or for any other liability actual or contingent, which may have been incurred by him.
14. Provided that the Executive Council may at any time, re-admit such member to membership upon receipt of all moneys due, owing or payable to the Association by such member as if he had remained a member to the date of such restoration or upon receipt of such lesser amount as the Executive Council may determine.
15. The funds of the Association including joining fees and subscriptions and its income and property, shall be applicable to the maintenance of the Association and the furtherance of its aims and objects. No appropriation of money other than for the purposes abovementioned, shall be made unless due notice of the intention to make such appropriation appears on the business paper of a General Meeting and the approval of such meeting be obtained.
16. The first general meeting shall be held at a time not being less than one month, nor more than three months after the incorporation of the Association at such place as the Executive Council determines.
17. An annual general meeting of the Association shall be held in accordance with the provisions of the Code in the last quarter of each calendar year.
18. All general meetings other than the Annual General Meeting shall be called General Meetings, and any members of the Executive Council or upon the written request of not less than five ordinary members of the Association may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or in default, may be convened by such requisitionists as provided by the Act. At any such Extraordinary General Meetings, any requisition shall be in writing and shall state clearly the objects and business of such meeting.

19. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given) specifying the place and the day and the hour of meeting and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Association.
20. The following business shall be special that is to say, all business that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets and report of the Executive Council and auditors, the election of President and other members of the Executive Council in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided at any meeting of members of the Association, a quorum shall consist of not less than ten per cent of the ordinary members and Associate representation present in person.
22. If within twenty minutes from the time appointed for the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Executive Council may determine, and if at the adjourned meeting a quorum is not present within twenty minutes from the time appointed for the meeting, the members present (being not less than five per cent) shall be a quorum.
23. The Chairman shall preside at all such meetings or, in his absence, the meeting shall appoint a Chairman for the time being who shall be vested with all the rights and privileges of the Chairman. It shall be competent at all such meetings to discuss all questions relating to the Association and forward recommendations for action to the Executive Council. The subjects relating to such recommendations shall have been clearly set forth according to the provisions of the Code.

24. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so desired by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. At any meeting, unless a poll is demanded a declaration by the Chairman that a resolution has been carried on a show of hands and an entry to that effect in the Minutes shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour or against such resolution. If a poll be so demanded, every member shall have one vote and the result of such poll by secret ballot shall be deemed to be the resolution of the Association.
26. (a) Special Committees may be appointed for special business by any General Meeting of the Association. Sub-Committees may be appointed by the Special Committee from time to time as may be required. The President and Vice-President shall be members ex-officio of all Committees. Committees may regulate their own procedure, but shall be subject to the ruling of the Chairman for the time being. The Chairman shall report all decisions arrived at in the case of a Special Committee to a General Meeting or the Executive Council as applicable, and in the case of a Sub-Committee, to the Special Committee from which the Sub-Committee received its appointment.
- (b) If any member of a Special Committee or Sub-Committee is absent from three consecutive meetings thereof without first having obtained leave of absence from the Association or Executive Council his seat shall become vacant.
27. Where there is an equality of votes whether by a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

28. Ordinary Members shall, by notice in writing, appoint a person being a director, partner or officer of such member to represent it in all matters incidental to the business of the Association involving the presence in person of a member and requiring the exercise of a vote under these Rules or otherwise and any such appointment may, by notice in writing, be revoked, and the appointment of any other similarly qualified person as such representative substituted.
29. No ordinary member shall be entitled to vote at any General Meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
30. There shall be an Executive Council of the Association consisting of a President, Vice-President, Secretary, Committee Men (6), two from companies classed as "repairers" four from companies classed as "manufacturers". The Association may from time to time by ordinary resolution passed at a General Meeting, determine the number and qualifications of such executive members. Neither the President nor any other member of the Executive Council shall be entitled to receive remuneration for holding such office.
31. The executive members of the Executive Council shall be elected annually at the Annual General Meeting by the members of the Association present at the Annual General Meeting in person or by proxy.
32. The election of executive members of the Executive Council including the President, Vice President, (6) Committee Men, two from Companies classed as "Repairers" and Four from Companies classed as "Manufacturers" shall take place as follows:
 - (a) Any member of the Association entitled to be present at the Annual General Meeting may nominate any other member as a candidate for election as an executive member of the Executive Council. Such nominations shall be made by post in such manner as the Association shall determine from time to time.
 - (b) If the number of candidates so nominated does not exceed the number of positions for election or such other number as is fixed by Regulation 30 as the case may be (hereinafter called "the required number") the Chairman of the meeting shall declare such candidates elected.

- (c) If the number of candidates so nominated exceed the required number, the members shall proceed to election when the following provisions shall apply:-
- (i) The Secretary shall be the returning officer.
The members shall elect a scrutineer.
 - (ii) The election shall be by secret ballot.
 - (iii) In either case, the required number who receive the greatest number of primary votes shall be declared elected.
 - (iv) The Secretary shall have the conduct of the election and subject to these regulations and to the direction of the meeting shall have power to make all such determinations as are in his opinion necessary to produce a final result at such election and any such determination shall be conclusive.
- (d) All members so elected shall take up office as and from the day of the Annual General Meeting subject to retiring officers completing any commitments relating either to business or to the Code.
33. The Executive Council shall have power at any time and from time to time to appoint any member to the Executive Council to fill a casual vacancy but so that the total number of members of the Executive Council shall not at any time exceed the required number. Any member of the Executive Council so appointed shall hold office only until the next following Annual General Meeting.
34. The Association may by ordinary resolution, remove any officer or other member of the Executive Council before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following Annual General Meeting.
35. The office of executive member of the Executive Council shall become vacant if the member:-
- (a) Ceases to be a member of the Executive Council by virtue of the Code.
 - (b) Becomes bankrupt or makes any arrangement of composition with his creditors generally.

- (c) Becomes prohibited from being a Director of a Company by reason of any order made under the Code.
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.
- (e) Resigns his office by notice in writing to the Association.
- (f) For more than three consecutive meetings is absent without permission of the Executive Council from such meetings of the Executive Council.
- (g) Holds any office of profit under the Association.
- (h) Ceases to be a member of the Association, or
- (i) Is directly or indirectly interested in any contract or proposed contract with the Association provided, however, that a member shall not vacate his office by reason of his being a member of any corporation, society or association, which has entered or proposed to enter into a contract with the Association if such corporation, society or association is among the class of companies referred to in the proviso to Clause 4 of the Memorandum of Association of the Association if he shall have declared the nature of his interest in manner required by the Code. PROVIDED always that nothing in this article shall affect the operation of Clause 4 of the Memorandum of Association of the Association.

POWERS AND DUTIES OF THE EXECUTIVE COUNCIL

- 36. The affairs of the Association shall be managed and controlled by the Executive Council which may exercise all the powers of the Association which are not by the Code or by these regulations required to be exercised by the Association in General Meeting. The Executive Council shall be subject to any regulation made by the Association in General Meeting not being inconsistent with the Act or these regulations but no regulation so made shall invalidate any prior act of the Executive Council which would have been valid if the regulation had not been made.
- 37. The President shall preside at all regular and special meetings of the Executive Council, at all regular and special meetings of the Technical Consultative Committee and at all Branch Annual General Meetings, having all the authority usually vested in the Chairman of any meetings, viz., he shall keep order, direct the manner of debate shall be discussed and in what order questions shall be introduced. He shall

have the right to vote upon all questions and also have a second or casting vote. No member shall persist in a line of conduct contrary to the ruling of the meeting upon those points in which he differs from the Chair.

38. The Vice-Presidents shall in order of their seniority, exercise the powers and discharge the duties of the President in the absence of the President and have such other powers and discharge such other duties as the Executive Council may provide.
39. The Executive Council may pay all the expenses in promoting and registering the Association and may exercise all the powers of the Association to borrow money and to mortgage and charge its property or any part thereof and to issue debentures and security for any debt, liability or obligation of the Association.
40. All cheques, promissory notes, drafts, bills of exchange, and all other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be and all receipts for money paid to the Association shall be signed.
41. The Executive Council shall cause minutes to be made:
 - (a) Of all appointments of Officers and Servants.
 - (b) Of all names of members of the Executive Council present at all meetings of the Association and of the Executive Council.
 - (c) Resolutions carried by the Association in general meeting or by the Executive Council.

And such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

42. The Executive Council of the Association may appoint any member to attend on their behalf any meeting of any outside body or combination or bodies and he shall do so at any such time and place as such meeting is convened. In the event of contemplated non-attendance, such member shall, where provision is made, request a proxy or alternate member to attend in his stead. Should such meeting remain unattended, such member and/or proxy or alternate member shall notify the Executive Council at their first meeting following such non-attendance.

43. The Executive Council of the Association shall be required to give notice of a General Meeting to be held to discuss and if thought fit, pass in original or amended form, any special resolution and in particular, any such resolution affecting these Articles as may be desired by any member in such way as provided for by these Articles or the Code. Any such notice of any proposed resolution to the Association in General Meeting for consideration. Any such resolution or amendment thereof shall be deemed to be passed if three-fourths of the members present at such General Meeting shall vote in favour thereof.
44. The Executive Council shall adopt such measures as it from time to time deems expedient for the purpose of giving effect to the object of the Association or any of them.
45. The Executive Council shall have power from time to time to make, alter, vary and rescind such by-laws for the carrying out of these Articles to put into effect the powers and authorities thereby vested in the Executive Council and for regulating the conduct and proceedings of the Association and of the Executive Council Meetings and generally to provide for all such matters and things relating to the management of the property of the Association and to the conduct of its business as are not inconsistent with these Articles or the Code or required to be done by the Association in General Meeting.
46. The Executive Council shall pass all accounts due by the Association and order the payment of same and full details of all such approvals shall be entered in the Minute Book.
47. Provided always that the Executive Council shall report to each General Meeting, all action taken and business transacted since the previous General Meeting and that the Executive Council shall exercise its powers, subject to the direction and control of the Association in General Meeting.
48. The Executive Council shall be empowered to make a decision should any member feel aggrieved in business by the action of another member, lay the matter before the Executive Council. Should he be dissatisfied with the decision of the Executive Council, the matter shall then be referred to the Association in General Meeting which shall appoint a jury of four of its most experienced members, who, after hearing both sides, shall give a decision, which shall be accepted by both sides as final.

49. Notwithstanding anything herein contained, the Executive Council or the Association may, by resolution of a General or Executive Council Meeting, suspend or waive any or all of the outstanding dues of any member when the circumstances warrant such action.
50. The Association may be represented in any proceeding before any Court, Commission, Conciliation, Committee or other tribunal by any person or persons whom the Association, through the Executive Council, may from time to time appoint.
51. No industrial Agreement or other instrument shall be executed by or on behalf of the Association unless there shall be present in person at the meeting of the Executive Council with respect thereto at least two-thirds of the members of such Committee and a Resolution to that effect has been passed.
52. Any member charged with:-
- (a) breaking one or more Rules of the Association, or
 - (b) being guilty of any act, proceeding or practice which can be construed as being deliberately opposed to the aims and objects and contrary to the interests of the Association, or
 - (c) committing a breach of the terms of any agreement between the Association and other parties or bodies which has been entered into by the Association on behalf of its members, notification of which shall have been previously given in writing or verbally to any Executive, General or any other meeting of the Association at which the member was present, or
 - (d) conduct which is dishonourable or conducive to the disrepute of the Association, or
 - (e) misuse, or wilful or negligent disclosure of confidential information entrusted to him or coming to his knowledge in capacity as a member of the Association, or
 - (f) disregarding a written request of the President or Executive Council (made on its behalf and at its discretion) personally addressed to him or observe or perform any ruling or resolution of the Executive Council the disregard whereof is therein described as contrary to the interests or policy of the Association, or

- (g) a breach of any duty towards the Association shall be furnished with a written copy of such charge. The Secretary shall report such charge at the first regular meeting of the Executive Council or a specially convened meeting of the Executive Council.
- (i) A minimum of five Council Members shall be present in person at such meeting and if by majority they consider the charge should be investigated, the Chairman shall instruct the Secretary to forward to the member by registered mail a written copy of such charge and summon him to appear and answer such charge at the next regular meeting of the Executive Council or at a specially convened meeting of the Executive Council.
- (ii) If the Executive Council find that the charge is proved, it may order the member so charged to pay a fine or penalty not exceeding Forty dollars (\$40.00), or a General Meeting of the Association may, upon a recommendation from the Executive Council and by a vote of a two-thirds majority of the members present and voting, order the name of the member to be removed from the Register, but if the member so fined or penalised feel himself aggrieved at the decision of the Executive Council, he may appeal at the next regular General Meeting or at a General Meeting called by circular for that purpose and the decision of such meeting shall be final.
- (iii) All fines or penalties shall be paid within seven days after notice thereof shall have been given by registered letter to the member liable therefore, and in default of so doing, such member may be suspended from membership by the Executive Council until such fines and penalties are paid.
53. Executive Council Meetings shall be held at least twice a year, the Annual Meeting of the Committee shall be held in September, immediately following branch meetings at which ballots were held for the appointment of Officers and Executive Council for the coming year, or immediately following the deadline set for postal ballot for the appointment of Officers and Executive Council.

54. The Executive Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the President or Chairman shall have a second or casting vote.
55. A member of the Executive Council shall not vote in respect of any contract or proposed contract with the Association in which he is interested or any matter arising thereout and if he does so vote, his vote shall not be counted.
56. The Secretary may at any time and on the requisition of three members or more as the Association may from time to time determine of the Association stating the nature of the business shall summon a meeting of the Executive Council.
57. At meetings of the Executive Council the quorum shall be four (4) or such greater number as may be fixed by the Executive Council. A resolution in writing signed by all members of the Executive Council shall be as valid and effectual as if it had been passed at a meeting of the Executive Council duly called and constituted.
58. The continuing members of the Executive Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed as the necessary quorum, the continuing members of the Executive Council may act for the purposes of summoning a General Meeting of the Association but for no other purpose.
59. All acts done by any member of the Executive Council or of a committee of the Executive Council, or by any person acting as a member of the Executive Council shall, notwithstanding that it be afterwards discovered that there were some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Council.
60. The Executive Council may delegate any of its powers to committees consisting of such member or members of its body as it thinks fit; any committee so formed shall, on the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Executive Council who may at any time dissolve any such committee.

61. The Executive Council shall have the power to form and establish a branch or branches or sub-branches or group committees of the Association in any part of Australia, so far as the Act permits, and to make such arrangements and give such instructions for the operation of a branch or branches or sub-branches to the Chairman and/or Secretary of the said branch as it shall think fit. Provided that all decisions and instructions of the Executive Council in this regard shall be conveyed in full to the Branch Meeting and fully recorded in the Meeting's minutes.
62. There shall be a standing Technical Consultative Committee made up of a Chairman and technically competent representative of member companies appointed and confirmed by the Executive Council.

This Committee shall consider all matters of a technical or regulatory nature of concern to the Association and make recommendations for action of any kind for consideration and vote by the full membership of the Association.

This Committee shall meet regularly with Officers of the National Standard Commission and the State Weights and Measures Authority or their equivalent to ensure that the Association is fully conversant with existing and proposed Design, Rules and Regulations and is afforded the opportunity of commenting thereon.

The Chairman of the Technical Consultative Committee shall be the President.

In order to ensure technical competence relative to the working of the Technical Consultative Committee member companies of the Committee may, at the discretion of the Chairman, supplement their representation at any meeting with additional representatives who have specific knowledge of assistance to the Committee. Such persons may participate in the discussions at the meeting however, only the appointed members of the Committee may vote.

At least two weeks notice of meetings shall be mailed to all Committee members and an Agenda of items to be considered at the meetings shall be included with the notice.

SECRETARY

63. The Secretary shall also fulfill the functions of Treasurer of the Association. The Secretary, Assistant Secretary or duly appointed acting Secretary shall take minutes of the meetings of the Association; and receive and conduct all correspondence with the Association; call all Executive Council and Technical Consultative Committee meetings of the Association except otherwise provided for and attend the same; keep the Minutes, have the custody of all papers, books and other documents belonging to the Association which he may have in his possession when called upon to do so by the President.
64. The Common Seal of the Association shall be in the custody of the Secretary or such other safe custody as the Executive Council may from time to time determine, but shall not be used or affixed to any document except by authority of the Executive Council, or in the case of industrial agreement, by the authority of the Council responsible for such agreement, and in the presence of the President or Vice-President who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary or some other person appointed by the Executive Council for that purpose.

AUDIT AND ACCOUNTS

65. A properly qualified auditor or auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with the Code and Clause 8 of the Memorandum of Association.
66. The Executive Council shall cause other accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including all documents required by law to be attached thereto) accompanied by a copy of the auditor's report thereon as required by the Code provided however, that the Executive Council shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to a date not more than five months before the date of the meeting.
67. The Executive Council shall from time to time determine in accordance with Clause 8 of the Memorandum of Association at what times and places and under what conditions the accounting and other records of the Association shall be open for inspection of members and such others as the Executive Council shall authorise to inspect, the same, provided that such availability for inspection shall be within a reasonable time of any authorised request.

68. All accounts shall be presented to and passed for payment at a meeting of the Executive Council and full detail of all such approvals shall be entered in the Minute Book.

NOTICE

69. A notice required by the Code or these Articles may be given by the Association to any member either personally or by post to the address supplied by him, to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the letter containing the notice and to have been effected at the time at which the letter would be delivered in the ordinary course of post.
70. (i) Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) Every member entitled to attend General Meetings except those members who (having no registered address within the State) have not supplied in writing to the Association an address within the State for the giving of notices to them; and
 - (b) The auditor or auditors for the time being of the Association.
- (ii) No other person shall be entitled to receive notices of General Meeting.

DISSOLUTION

71. (a) Any member may give notice in writing, addressed to the Secretary at the Registered Office of the Association, of his intention to move a resolution to the effect that the Association be dissolved and the funds be distributed, subject to the provisions of Clause 7 of the Memorandum of Association in a manner clearly set forth to the Executive Councils' satisfaction in the said resolution. A General Meeting of the Association shall be called, a copy of the said resolution accompanying each notice of meeting and if supported at the Extraordinary General Meeting by the votes of two-thirds of the members present at the meeting, it shall be referred to the next Annual General Meeting or if thought fit, a further General Meeting, and if it also receives the support of two-thirds of the members present

at that meeting, the Association shall thereupon be dissolved and the funds distributed subject to the provisions of Clause 7 of the Memorandum of Association in the manner provided for in the resolution or as may be amended by a minimum of two-thirds majority of votes of member present at the final meeting.

- (b) Should the membership of the Association fall below seven members, the Association shall be thereby dissolved and the funds distributed as described in (a) above, and the fact of the dissolution shall be published in the local press.
- (c) Prior to any dissolution or distribution of funds, it shall be imperative, as far as there are funds available, to make provision for satisfying all and every legitimate claim against the Association.
- (d) Notice of dissolution shall be given to the Industrial Registrar within fourteen days signed by the Secretary and seven members.

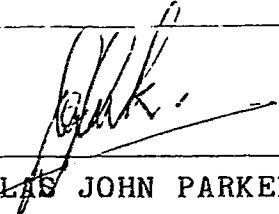
INDEMNITY

72. Every member, Secretary and Officer of the Association shall be indemnified against and it shall be the Association's duty out of its funds to pay all costs, losses charges and expenses which any such Member, Secretary or Officer may incur or become liable for by reason of any deed done by him as such Member, Secretary or Officer in the discharge of his duly authorised duties in accordance with these Rules and any such Member, Secretary or Officer entitled to such indemnity shall in the establishment of his claim therefor, have a lien on the property of the Association for the amount thereof.

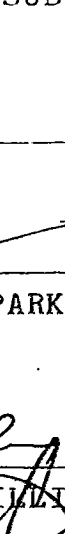
WE, the several persons whose names are subscribed being the subscribers to the Memorandum of Association hereby agree to the foregoing Articles of Association.

SIGNATURES OF SUBSCRIBERS

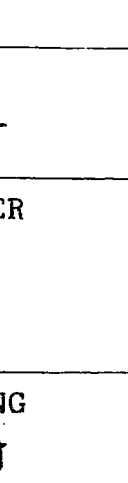
SIGNATURES AND ADDRESSES OF WITNESSES (INCLUDING FULL NAME IN BLOCK LETTERS)


DOUGLAS JOHN PARKER


J. Quinnell (John Quinnell)
90 Fleet St,
MELTON 2218


VALENTINE SCHILLING

J. Valerie Davies
MURKIN RD. (J.V. DAVIES)
PARRICKALINGA S.A.
48 DINKS ST
HIDDEN PARK 300


LESLIE CHARLES WRIGHT

~~W. J. ...~~
~~...~~
VIC 2040


ROBERT LYNNE GODDARD

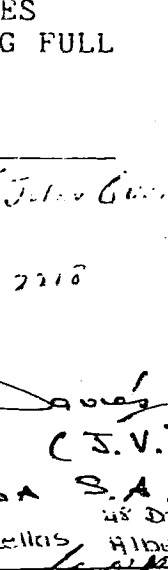
KAREN MEIKLE (KAREN MEIKLE)
4114 SANTLEY CRESC, KINGSWOOD,
NSW 8750.


DONALD KEVIN FROST

ROBERT JAMES YOUNG
14 CARDWELL ST,
MELBETTER 2291


LEONARD CLARENCE WARDMAN BAILEY

C. Read (C. READ)
3/249 HALDON ST
LAKEMBA

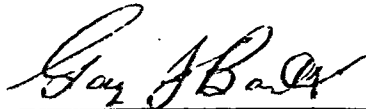

LEONARD CLARENCE WARDMAN BAILEY

DATED THIS 11TH DAY OF JANUARY, 1983

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

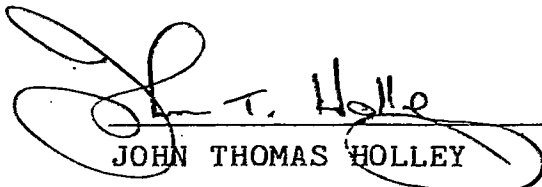
SIGNATURES AND ADDRESSES OF WITNESSES (INCLUDING FULL NAME IN BLOCK LETTERS)



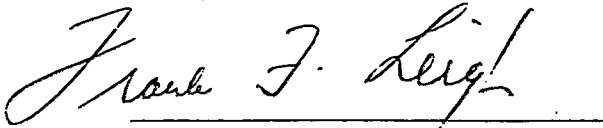
GARRY JOSEPH BARNETT



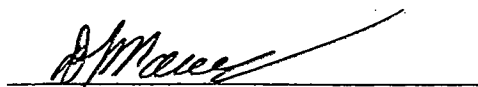
PAUL BROUGHTON



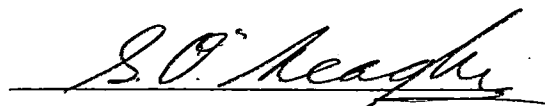
JOHN THOMAS HOLLEY



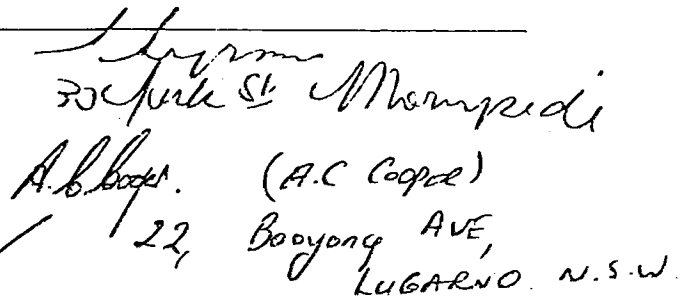
FRANK FOWLER LEIGH

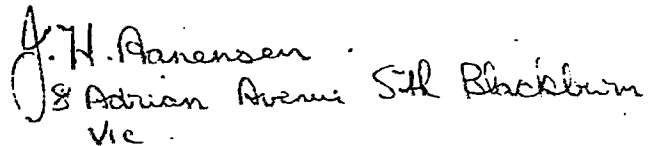


DAVID JOHN MACE

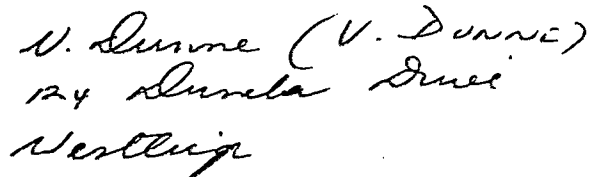


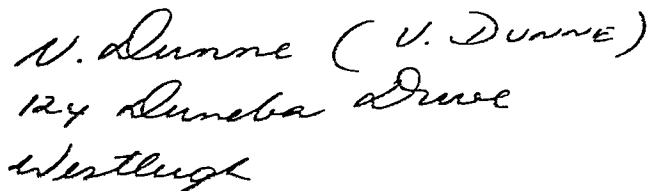
STEPHEN JOSEPH O'MEAGHER

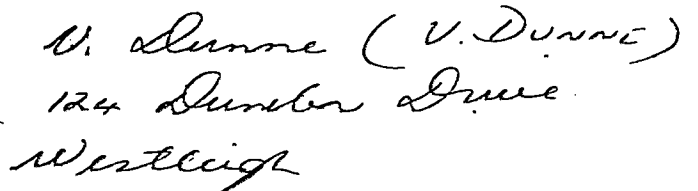

33 Park St Murrumbidgee
A.C. Cooper. (A.C. Cooper)
22, Booyong AVE,
LUGARNO N.S.W.


8 Adrian Avenue Stn Blackburn
Vic.

J. H. ADNENSEN
8 ADRIAN AVENUE STN BLACKBURN VIC.


124 Dunbar Drive
Westlign


124 Dunbar Drive
Westlign


124 Dunbar Drive
Westlign

DATED THIS 11TH DAY OF JANUARY, 1983

National Companies and Securities Commission

Companies (New South Wales) Code

A Company Limited by Guarantee

MEMORANDUM OF ASSOCIATION

Of

WEIGHING INDUSTRY ASSOCIATION OF AUSTRALIA LIMITED

PAUL TRISLEY, KILMURRAY & CO.,
SOLICITORS,
FIRST FLOOR, CIVIC COURT,
484 HUNTER STREET,
NEWCASTLE, N.S.W. 2300

TELEPHONE NO: 26-2433