

MEMORANDUM
and
ARTICLES
OF ASSOCIATION OF
TASMANIAN
TRANSPORT
ASSOCIATION

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remove this top section if desired before framing

Certificate of Registration on Change of Name

Corporations Law Sub-section 171 (12)

This is to certify that

TASMANIAN ROAD TRANSPORT ASSOCIATION

Australian Company Number 009 482 599

did on the thirtieth day of May 1995 change its name to

TASMANIAN TRANSPORT ASSOCIATION

Australian Company Number 009 482 599

The company is a public company.

The company is limited by guarantee.

The company is taken to be registered as a company
under the Corporations Law of Tasmania.



AUSTRALIAN
SECURITIES
COMMISSION

Given under the seal of the
Australian Securities Commission
on this thirtieth day of May, 1995.



Alan Cameron
Chairman

MEMORANDUM OF ASSOCIATION OF TASMANIAN TRANSPORT ASSOCIATION

1. The name of the Association is "**Tasmanian Transport Association**" a company incorporated under the Corporations Law of Tasmania as a company limited by Guarantee.

to the Parliament Government authorities public bodies and other bodies groups and persons;
2. The objects for which the Association is established are: -
 - (a) To promote and advance the interests and welfare of its members, by creating and sustaining the environment within Tasmania in which the transport industry can grow and prosper and to assist members realise their goals;
 - (b) To foster co-operation among operators within the Transport Industry and to co-ordinate the operation and activities of such operators;
 - (c) To originate promote support and oppose legislative regulatory or other measures affecting the business or activities of members of the Association and for such purpose to petition Parliament or the Government or take such other steps and proceedings as may be deemed expedient and to effect improvements in administration of all authorities whose powers functions or duties affect transport;
 - (d) To constitute advisory committees or bodies for the purpose of advising and conferring with the Parliament Government authorities public bodies or any other body group or person in relation to all aspects of transport and any other matters ancillary thereto; to ascertain the opinions needs and desires of operators in the Transport Industry and to convey such opinions needs and desires to the Parliament Government authorities public bodies and other bodies groups and persons;
 - (e) To promote the consideration and discussion of all matters affecting transport and transport operators and any other matters ancillary;
 - (f) To collect collate and disseminate among members information and statistics on all matters affecting transport;
 - (g) To establish and maintain libraries or collections of books periodicals and other literature and models designs drawings and other articles relating to transport;
 - (h) To publish among members and others such books periodicals circulations and other documents and papers as may be deemed conducive to any of these objects;
 - (i) To encourage and promote the investigation discovery and dissemination of information inventions and discoveries of all kinds likely to be valuable in connection with transport;
 - (j) To supply to members services and information of all kinds in relation to employees, government regulation and taxes, costings indices and rates, training and development of management expertise and knowledge;
 - (k) To improve and elevate technical general knowledge of members in connection with their business and with a view thereto to provide for the delivery of lectures the holding of classes

and other like means of disseminating knowledge;

- (l) To assist members and facilitate the giving of assistance of members to each other in the performance of their business;
- (m) To act in relation to any governmental and other authority in such manner as the governing body of the association may deem expedient in the interests of members of the association;
- (n) To receive requests for transportation services from government and assign such requests to members of the association provided that the association shall not assume or accept any responsibility beyond arranging for the performance by members of the association of the transport services so requested;
- (o) To adjudicate in disputes between the association's members and to adjudicate in all matters and disputes which may be referred to it for determination and to represent the members in any disputes, industrial or otherwise;
- (p) To provide facilities for social intercourse between the members of the association and their friends and if thought fit to afford them all or any of the usual privileges advantages conveniences and accommodation of a club;
- (q) To purchase take on lease hire or otherwise acquire personal property or any land or buildings necessary or convenient for the association and to sell or otherwise dispose of any part of the property of the association;
- (r) To invest any moneys of the association not immediately required for any of its objects in such a way as the association shall from time to time

determine;

- (s) To employ officers and employees and pay to them salaries gratuities and pensions;
- (t) To make rules regulations and by-laws not inconsistent with this memorandum or the articles of association for the conduct and guidance of the association and its members and the carrying out of the objects of the association;
- (u) To enforce the observance of such rules regulations and by-laws and to that end to impose such sanctions as may be considered necessary or expedient;
- (v) To construct maintain and alter any houses buildings or works necessary or convenient for the purposes of the association;
- (w) 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;
- (x) To take such steps by written or personal appeals public meetings or otherwise as may from time to time be considered expedient for the purpose of procuring contributions to the funds of the association in the shape of donations annual subscriptions or otherwise;
- (y) To borrow and raise money in such manner as the association may think fit;
- (za) To establish and support any other associations formed for all or any of the objects of this association;
- (zb) To amalgamate with any companys institutions societies or associations having objects altogether or in part similar to those of this association;
- (zc) To do all such other lawful things as are incidental to or

conducive to the attainment of the above objects.

3. (a) The income and property of the association shall be applied solely towards the promotion of the objects of the association;
- (b) No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members or directors of the association PROVIDED THAT nothing herein shall prevent : -
 - (i) the payment in good faith of remuneration to any officer or servant of the association or to any member of the association in return for any services actually rendered to the association in a professional or technical capacity, where the provision of that service has the prior approval of the board and the amount payable is approved by a resolution of the board and is on reasonable commercial terms;
 - (ii) the payment of interest at a reasonable commercial rate on money advanced by any member of the association;
 - (iii) reasonable or proper rent for premises demised or let by any member to the association; or
 - (iv) repayment of out-of-pocket expenses incurred in carrying out the duties of a director where the amounts do not exceed an amount previously approved by the board.
4. No addition alteration or amendment shall be made to the articles of

association unless such proposed amendment shall have been previously submitted to and approved by the Australian Securities Commission.

5. The liability of the members is limited.
6. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up during the time that he, she or it is a member or within one year afterwards for payment of the debts and liabilities of the association contracted before the time at which he, she or it ceases to be a member and of the costs charges and expenses of winding up and for the adjustment of the rights of contributories among themselves such amount as may be required not exceeding five dollars.
7. If upon the winding up or dissolution of the association there remains after the 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 or in part 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 or in default thereof by such Judge of the Supreme Court of Tasmania as may have or acquired jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

ARTICLES OF ASSOCIATION of TASMANIAN TRANSPORT ASSOCIATION

1. **PURPOSE OF ASSOCIATION**

The Association is established for the purpose expressed in the Memorandum of Association.

2. **ARTICLES**

These Articles shall be construed with reference to the provisions of the Corporations Law of Tasmania ("the Law") and any statutory re-enactment or modification thereof and reference to any section of the Law shall extend and refer to the existing Section or Sections of any amending or replacing Act or Law. Terms used in these Articles shall have the same respective meaning as they have when used in the Law.

3. **MEMBERS**

(a) **Number**

Directors may from time to time register members as members of the Association.

(b) **Types**

Membership shall consist of :-

- (i) persons, firms or companies operating in the Transport Industry;
- (ii) persons, firms or companies operating any other business allied to, or connected with the transport industry; and
- (iii) any other classes that the Board of Directors may determine, including Associate, affiliate and life membership classes.

(c) **Applications**

Any persons firm or company eligible for membership and desiring to become a member shall make application for membership to the Board of Directors in a form approved by the Board of Directors and shall comply with such conditions as may be fixed from time to time by regulation. The Board of Directors may in its absolute

discretion and without giving any reason therefore refuse to admit any applicant. Upon acceptance the applicant shall be bound by these Articles in all respects and ever member shall be deemed to have joined the Association on this basis.

(d) **Affiliates**

If at any time any other company, institution, society or association having objects altogether or in part similar to those of this Association desires to become affiliated with this Association a majority of the directors may agree to such company, institution, society or association having such objects as aforesaid becoming affiliated with this Association on such terms and conditions as the Directors may in their absolute discretion determine.

(e) **Register**

The Executive Director shall keep a register of members showing class of membership, the name and address of each member, the date upon which they enrolled, and the date when they ceased to be a member.

(f) **Resignations**

Any member may resign by giving notice in writing to the Executive Director and shall cease to be a member from the day on which such notice is accepted by the Board of Directors or at the expiration of three months from delivery of the resignation at the office of the Association. Any member who resigns shall be liable for and pay to the Association all contributions levies penalties or any moneys due by him as a member of the Association at the date of acceptance of the resignation and they shall automatically forfeit all membership benefits privileges

and rights.

(g) Expulsion of a Member

(i) Subject to this Article the Directors may expel a member from the Association if in the opinion of the Board of Directors the member has been guilty of conduct detrimental to the interests of the Association.

(ii) Prior to considering the expulsion of a member, the Board of Directors shall give the member at least seven days notice of the proposed expulsion with full details of the reasons for the proposed expulsion and the opportunity to make either a written submission to or be heard in person by the Board of Directors prior to the Board of Directors considering the matter.

(iii) Where the Board of Directors determines to expel a member from the Association the member shall be served with a notice in writing stating that he has been expelled, specifying the grounds for the expulsion and informing the member that if he so desires he may within fourteen days after the service of the notice on him appeal against the expulsion as provided in the following subparagraph.

(iv) A member on whom a notice of expulsion is served may appeal against the expulsion to a special general meeting of the Association by delivering

or sending by post to the Executive Director of the Association within fourteen days after the receipt of notice of expulsion a requisition in writing requiring the convening of such a meeting. Upon receipt of such a requisition the Board of Directors shall cause a special general meeting of members to be held no later than thirty days after the date on which the requisition is received.

(v) At the special general meeting the Board of Directors may place before the meeting details of the grounds for the expulsion and the Board of Directors' reasons for the expulsion. The expelled member shall be given an opportunity to be heard and the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(vi) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion it shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association. If a majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect and the expelled member ceases to be a member of the Association.

(h) Subscriptions

The Board of Directors shall

determine the rates of subscriptions from time to time as may be necessary to maintain the Association and pursue its objects. Different rates and amounts may be determined for different classes of members and varying sizes of firms or companies.

(i) Life Membership

The Directors of the Association may from time to time in their discretion nominate a member or former member who has consented and who in their opinion has given long and devoted service to the Association to have bestowed upon him the title "Life Member of the Tasmanian Transport Association". Ex Honorary Life Members of the Tasmanian Road Transport Association shall be deemed Life Members of the Tasmanian Transport Association.

4. ACCOUNTS

(a) Disposal of Funds

The Board of Directors shall exercise absolute and exclusive power to disburse any funds of the Association and to invest and establish funds devoted to special purposes in connection with transport in Tasmania and use the funds for any purpose which in their opinion will further the promotion of the objects of the Association.

(b) Profit

The Association shall not be carried on for the purpose of profit or gain to the individual members and no payment of any dividends or distribution of profits or income is to be made to or amongst members.

(c) Expenses

The funds of the Association shall be applied in defraying the expenses connected with the management of the Association and the promotion of the objects of the Association.

(d) Financial Year

The financial year of the Association shall end on the 30th June in each year.

(e) Accounts

The Board of Directors shall cause true accounts to be kept of the moneys received and expended by the Association and of the assets and liabilities of the Association. The books of account shall be kept at the office or such other place or places as the Directors shall think fit. A member shall be entitled to inspect the books of account of the Association at any reasonable time during the normal business hours of the Association after giving reasonable notice in writing to the Executive Director of his desire to do so. No member shall have any right to inspect any other books or documents of the Association unless he be authorised to do so by the Directors.

(f) Auditors

The Directors shall appoint an auditor or auditors and determine their remuneration. The auditor or auditors may be removed in accordance with the provisions of the Law.

(h) Annual Accounts

At the first annual meeting and at each annual meeting thereafter the Board of Directors shall submit a statement of income and expenditure and a balance sheet containing a summary of assets and liabilities of the Association signed by the Chairman and Executive Director and certified by the auditor or auditors.

6. DIRECTORS

(a) Qualifications

A Director of the Association other than the Executive Director or any Director appointed pursuant to paragraph (c)(iii) of this clause must be either a

member of the Association or a representative or representatives (appointed pursuant to Section 249(3) of the Law of a corporation being a member of the Association.

(b) Associate

The Directors from time to time may appoint any person to be an Associate Director and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any persons so appointed. Until his appointment is cancelled as aforesaid an Associate Director has the right to attend at any meeting of Directors.

(c) Number

(i) Subject as hereinafter provided in sub-clause (ii) hereof the Board of Directors shall consist of a maximum of eleven (11) persons (plus associate directors if any). At least one Director shall be elected from each of the separate areas of the Transport Industry as the Directors shall determine.

(ii) The Executive Director of the Association shall ex officio be a Director and shall hold office for so long as he shall continue to be Executive Director.

(iii) If at any time any other company institution society or association having objects altogether or in part similar to these of this Association becomes affiliated with this Association the Directors may appoint a representative of any such company institution society or association as an additional member of

the Board of Directors notwithstanding that such appointment would increase the maximum number of Directors provided in sub-clause (i) hereof.

(d) Election

(i) The election of Directors shall be by those members voting personally or by proxy at the annual general meeting. Each ordinary and affiliate member shall be entitled to one vote per \$250.00 (or part thereof) of annual subscription paid for the immediately preceding financial year. Each life member shall be entitled to one vote only.

(e) Re-Election

Subject to Article 6(f) hereof at every annual general meeting one third of the Directors or if their number is not three or a multiple of three then the number nearest to but not exceeding one third thereof shall ~~return~~^{retire} from office provided that no Director shall retain office for more than three years without submitting himself for re-election even though such submission results in more than one third retiring from office. X

(f) Retirement

(i) The Directors to retire at any general meeting as aforesaid shall be those who have been longest in office;

(ii) As between two or more who have been in office an equal length of time the Director or Directors to retire shall in default of agreement between them be determined by lot.

(iii) Where a Director has previously vacated office the length of time he

has been in office shall be computed from his last elected appointment.

- (iv) A Director shall act as a Director throughout the meeting at which he retires.

(g) Casual Vacancies

Any casual vacancy on the Board of the Directors may be filled by the Directors and the person so appointed shall hold office until the end of the financial year in which he was appointed.

(h) Cessation

A Director shall cease to hold office : -

- (i) if he shall resign or cease to be a member of the Association or if he shall cease to be the representative of a corporation being a member of the Association;
- (ii) if, in the discretion of two Directors, he absents himself for two consecutive meetings of the Board of Directors without leave of the Board;
- (iii) if he shall be removed by resolution of the Board of Directors in accordance with the Article 6(i) hereof;
- (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (v) without the consent of the company in general meeting holds any office of profit under the company except that of Executive Director; or
- (vi) is directly or indirectly interested in any contract or proposed contract with the company and fails to

declare the nature of his interest as required by the Law.

(i) Removal

The Board of Directors may be resolution at a special meeting of the Board convened for that purpose remove any Director before the expiration of his period of office if in the opinion of the Board of Directors such member has been guilty of any action calculated to bring the Association into disrepute or has acted in a way inimical to the interests of the Association or its members.

(j) Chairman

The Board of Directors shall in each year at the first meeting of the Board after its election appoint a Chairman and Vice Chairman. At all meetings of the Association the Chairman or in his absence the Vice Chairman shall preside. If neither the Chairman nor the Vice Chairman shall be present members shall choose one of their number to be Chairman of the Meeting. The Chairman shall have a casting vote as well as a deliberative vote in the event of an equality of votes.

(k) Meetings

The Board of Directors shall meet at least every two months at such time and place as shall be determined by the Board or on a requisition of three members addressed in writing to the Chairman who shall then proceed to convene a meeting within twenty one days of the requisition being received. The quorum at any meeting of the Board shall be three.

- (l) Retiring Directors shall be eligible for re-election.

- (m) No payments shall be made by the Association to Directors for serving in that capacity.

7. DIRECTORS' POWERS

(a) Management

Subject to any directions which may be given by the Association in general meeting the Board of Directors shall manage the business of the Association and in particular may exercise power in respect of the following matters: -

- (i) The receipt and disposition of all moneys received by the Association the control of the property and the investment of funds of the Association;
- (ii) The appointment removal and remuneration of the Executive Director, officers and employees of the Association and the repayment of out of pocket expenses of the Chairman, Vice Chairman any Director or any officer or employee of the Association;
- (iii) The appointment of bankers and solicitors of the Association;
- (iv) The conduct of any legal proceedings instituted by or against the Association or any of its officers;
- (v) The nomination of members to represent the transport industry on any body or organisation.

(b) Indemnity

Every member of the Board of Directors, Auditor, Executive Director and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the exercise of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour,

or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence, default, breach of duty or breach of trust.

(c) By-Laws

The Directors may after the adoption of these Articles from time to time make such general regulations for the conduct of the business of the Association (not inconsistent with these Articles) as they may deem expedient.

(d) Validity of Acts

The Directors may act notwithstanding any vacancy occurring in the membership of the Board of Directors and no acts or proceedings of the Board of Directors shall be invalidated or avoided by reason of any such vacancy or by reason of any informality or invalidity in the appointment of any person to office.

(e) Minutes

The minutes of proceedings at any meeting entered in the minute book and signed by the Chairman at a succeeding meeting shall be conclusive evidence of the proceedings at such meeting.

8. MEETINGS - MEMBERS

(a) Annual General

- (i) The annual general meeting of the Association shall be held during the months of September or October in each financial year or subject to the Law on such other date in each financial year (subject nevertheless to any extension permitted by the Australian Securities Commission) and at such place and time as the Board of Directors shall decide. The

business of an annual meeting shall be to receive and consider and deal with the accounts and reports of the Board of Directors and of the auditor, election of directors and the auditor, and to transact any other business of which due notice has been given.

- (ii) Notwithstanding anything contained in paragraph (a)(i) of this Article but subject to the provisions of paragraph (b) following, the Association at the meetings referred to in the said paragraph (a)(i) may consider any matter given provided that such matter shall not be considered except after a direction from the meeting passed by a two third majority of votes cast.

- (b) Special Meetings
The Board of Directors shall convene special general meetings of the Association upon a requisition in writing signed by at least six members. No business other than that stated in the notice convening the meeting shall be transacted at a special general meeting.

- (c) Notices
 - (i) Subject to the provisions of the Law relating to shorter notice thereof fourteen days' notice at least of every annual general meeting or special general meeting or if the meeting is one at which it is proposed to pass a special resolution at least twenty one days notice shall be given in the manner hereinafter provided to the

members or such persons as are entitled under these Articles to receive notices.

- (ii) Every such notice shall specify the place day and hour of the meeting and the general nature of any special business to be transacted at it.
- (iii) Every such notice of a meeting at which it is proposed to pass a special resolution shall be accompanied by a statement showing the intended effect of such special resolution.
- (iv) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate any of the proceedings at that meeting.
- (v) Notice in writing or any other document may be served upon any member personally or by sending it through the post to the address appearing in the register of members or if there shall be no address to the last known place of business of such member.

- (d) Quorum
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 eight members personally present shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; if any other case it shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within half

an hour from the time appointed for the meeting the members present shall be a quorum.

(e)

Voting

At any meeting of members resolutions submitted shall be decided in the first instance on a show of hands. Two members present at such meeting may demand a poll which shall be taken in such manner as the Chairman directs. Members, member firms or companies shall have one vote only except in the case of the election of Directors as hereinbefore provided.

(f)

Proxies

Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor. No person shall be appointed a proxy who is not a member of the Association and qualified to vote.

The instrument appointing a proxy shall be deposited at the registered office of the Association not less than twenty four hours before the time for holding the meeting at which the person named in such instrument proposes to vote. Any instrument appointing a proxy shall as nearly as circumstances will permit be in the following form: -

I, of _____ being a member of the
Tasmanian Transport Association hereby
appoint _____ of _____
or failing him _____ of _____
as my proxy to vote for me on my behalf
at the ordinary (or extraordinary as the
case may be) general meeting of the
Association to be held on the _____
day of _____ 19____

AS WITNESS my hand this
day of _____ 19____

A proxy to vote shall be deemed

to include power to demand a poll.

9.

PROTECTION OF MEMBERS

The Board of Directors may apply the funds of the Association in the protection of any of the member or members of the Association against whom a claim is made or who is involved in litigation in respect of any matter or thing done or omitted to be done by him in carrying on his business of a road transport operator wherever the Directors are satisfied that it is in the interests of the member or members or the Association so to do.

10.

BREACH OF ARTICLES

(a) In the event of any member committing a breach of these Articles or the by-laws or regulations made thereunder the Board of Directors is empowered to summon such member before them and enquire fully into the alleged breach and if in the opinion of the said Board the member is guilty the Board may deal with him in the manner hereinafter provided.

(b) Any member desiring to make a complaint against another member shall forward such complaint in writing to the Executive Director. The Board of Directors shall investigate the complaint with all convenient speed and shall give the member complained against an opportunity to be heard in his own defence.

(c) If any member who is summoned or notified to appear shall fail to appear or to send an excuse acceptable to the Board the complaint and enquiry may be dealt with in his absence.

(d) If in the opinion of the Board the complaint is proven the Board may impose a penalty or fine or suspend or expel the member from membership or deal with him in any other manner they may determine.

(e) Any member who fails to pay any fine imposed by the Board is

suspended or expelled from the Association shall forfeit all membership benefits privileges and rights which however may be reinstated on compliance with the directions of the Board and in their absolute discretion.

11. **ARTICLES ALTERATIONS**

These Articles may be altered in accordance with the procedure laid down by the Law.

12. **WINDING UP**

(a) The Association may be wound up voluntarily if the Association by special resolution so resolves in accordance with the provisions of the Law.

(b) If upon the winding up or dissolution of the Association there remains, after the 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 subject to the Law 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 such institution or institutions to be determined by the Board of Directors at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Tasmania and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

13. **EXECUTIVE DIRECTOR**

The Executive Director shall be the chief executive officer and the public officer of the Association for all purposes within the scope of the Association for which a public officer may be required. He shall manage the affairs of the Association and perform all usual secretarial duties including the keeping of all necessary

books of accounts and records and generally carry out such duties assigned to him by the Board of Directors.

14. **SEAL**

The Board of Directors shall provide for the safe custody of the seal and the seal shall never be used except by the authority of the Board of Directors. The affixing of the seal to any document shall be attested by any two Directors and the Executive Director or in such manner as the Board of Directors may from time to time determine.

15. **REGISTERED OFFICE**

The registered office of the Association shall be at such place as may from time to time be decided upon by the Board of Directors.

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