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ELIZABETHAE II REGINAE

A.D. 1980

No. 61 of 1980

An Act to amend The South Australian Gas Company's Act, 1861-1979.

[Assented to 2nd October, 1980]

BE IT ENACTED by the Governor of the State of South Australia, with the advice and consent of the Parliament thereof:

1. (1) This Act may be cited as the "South Australian Gas Company's Act Amendment Act, 1980". Short titles.

(2) The South Australian Gas Company's Act, 1861-1979, is in this Act referred to as "the principal Act".

(3) The principal Act, as amended by this Act, may be cited as the "South Australian Gas Company Act, 1861-1980".

2. This Act shall come into operation on a day to be fixed by proclamation. Commencement.

3. The principal Act is amended— Amendment of principal Act.

- (a) by striking out the preamble and all sections except section 64;
- (b) by redesignating section 64 as section 1 and striking out from that section the passage "The South Australian Gas Company's Act" and substituting the passage "the "South Australian Gas Company Act, 1861-1980" ";
- (c) by inserting the following heading before that section:

PART I

PRELIMINARY;

and

(d) by inserting the following sections, headings and schedule after that section:

2. In this Act, unless the contrary intention appears— Interpretation.

"apparatus" includes meters, fittings and appliances:

"bond" includes both secured and unsecured bonds:

"the Company" means the South Australian Gas Company, established under this Act:

"**emoluments**" means the amount or value of any money, consideration or benefit given, directly or indirectly, to a director of the Company in connection with the management of the affairs of the Company, whether as a director or otherwise, but does not include amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the Company:

"**land**" includes any estate or interest in land, or rights in respect of land:

"**the maximum permissible number**" of shares means the maximum number of shares that may be held by a shareholder or a group of associated shareholders without contravening the provisions of section 11:

"**share**", in relation to the Company, means a share, share unit, or a unit of stock, in the capital of the Company and includes any legal or equitable interest in any such share, share unit, or unit of stock:

"**shareholder**", in relation to the Company, means a person who has any legal or equitable interest in a share:

"**special resolution**" means a resolution carried at a general meeting by a majority of three-quarters or more of the total number of votes cast at the meeting in relation to that resolution.

Associates.

3. (1) For the purposes of this Act, a person is an associate of another person—

(a) if he has entered, or proposes to enter, into an agreement, arrangement, understanding or undertaking, whether formal or informal and whether express or implied with that other person—

(i) by reason of which either of those persons may exercise, directly or indirectly control the exercise of, or substantially influence the exercise of, any voting power attached to a share in the Company;

(ii) with a view to controlling or influencing the composition of the board of directors, or the conduct of affairs, of the Company;

(iii) under which either of those persons may acquire from the other of them shares in the Company or may be required to dispose of those shares in accordance with the directions of the other of them;

- (b) if that other person is, or proposes to become, associated, whether formally or informally, with him with a view to controlling or influencing the composition of the board of directors, or the conduct of the affairs, of the Company;
- (c) if that other person has acted, is acting or proposes to act in concert with him in relation to the acquisition of shares or in relation to voting at a general meeting of the Company;
- (d) if that other person is, or proposes to become, associated, whether formally or informally, in any other way with him in relation to the acquisition of shares or in relation to voting at a general meeting of the Company;
- (e) if that other person has entered into, or proposes to enter into, a transaction, or has done, or proposes to do, any other act or thing, with a view to becoming associated with him in the manner described in paragraph (a), (b), (c) or (d);
- (f) if that other person is—
 - (i) a director, secretary or executive officer of a corporation of which he is an associate under this section;
 - (ii) a corporation that is related to a corporation of which he is an associate under this section;or
 - (iii) a director, secretary or executive officer of a corporation that is related to a corporation of which he is an associate under this section.

(2) A person shall not be taken to be associated with another person by virtue of subsection (1) (a), (b), (c), (d) or (e) by reason only that—

- (a) one of those persons gives a proxy to the other in relation to shares he holds in the Company and the other person votes at a general meeting of the Company in accordance with that proxy;
- (b) one of those persons furnishes advice to, or acts on behalf of, the other person in a professional capacity;
- (c) where the ordinary business of one of those persons includes dealing in securities—specific instructions are given to the person by or on behalf of the other person to acquire shares on behalf of the other person in the ordinary course of that business.

(3) For the purposes of subsection (1) (a), it is immaterial that the power of a person to exercise, control the exercise of, or influence the exercise of, voting power is in any way qualified.

(4) A corporation is related to another corporation for the purposes of subsection (1) (f) if those corporations are related to each other within the meaning of section 6 (5) of the Companies Act, 1962-1980.

Relevant
interests in
shares.

4. (1) Subject to this section, a person has a relevant interest in a share for the purposes of this Act if that person has power—

(a) to exercise, or to control the exercise of, the right to vote attached to that share;

or

(b) to dispose of, or to exercise control over the disposal of, that share.

(2) It is immaterial for the purposes of this section whether the power of a person—

(a) to exercise, or to control the exercise of, the right to vote attached to a share;

or

(b) to dispose of, or to exercise control over the disposal of, a share,

is express or implied or formal or informal, is exercisable alone or jointly with another person or other persons, cannot be related to a particular share, or is, or is capable of being made, subject to restraint or restriction, and any such power exercisable jointly with another person or other persons shall, for those purposes, be deemed to be exercisable by either or any of those persons.

(3) A reference in this section to power or control includes a reference to power or control that is direct or indirect or is, or is capable of being, exercised as a result of, or by means of, or in breach of, or by revocation of, trusts, agreements, arrangements, understandings and practices, or any of them, whether or not they are enforceable, and a reference in this section to a controlling interest includes a reference to such an interest as gives control.

(4) For the purposes of this section, where a corporation has power—

(a) to exercise, or to control the exercise of, the right to vote attached to a share;

or

(b) to dispose of, or to exercise control over the disposal of, a share,

and—

- (c) the corporation is, or its directors are, accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a person in relation to the exercise of the power;
- (d) a person has a controlling interest in the corporation;
- or
- (e) a person has power to exercise, or to control the exercise of, the voting power attached to not less than twenty per cent of the voting shares in the corporation,

that person shall be deemed to have the same power in relation to that share as the corporation has.

(5) For the purposes of subsection (4) (e), a person shall be deemed to have the power referred to if—

- (a) a person associated with the firstmentioned person has that power;
- (b) persons associated with the firstmentioned person together have that power;
- or
- (c) the firstmentioned person and a person or persons associated with him together have that power.

(6) Where a person—

- (a) has entered into an agreement with respect to a share;
- (b) has a right relating to a share, whether the right is enforceable presently or in the future and whether on the fulfilment of a condition or not;
- or
- (c) has an option with respect to a share,

and, on performance of the agreement, enforcement of the right or exercise of the option, as the case may be, that person would have a relevant interest in the share, he shall, for the purposes of this section, be deemed to have that relevant interest in the share.

(7) A relevant interest in a share shall be disregarded—

- (a) if the ordinary business of the person who has the relevant interest includes the lending of money and he has authority to exercise his powers as the holder of the relevant interest only by reason of a security given for the purposes of a transaction entered into in the ordinary course of business in connection with the lending of money, not being a transaction entered into with a person associated with the firstmentioned person;

(b) if the share is subject to a trust, the relevant interest is that of a trustee and—

(i) a beneficiary is deemed, by subsection (6), to have a relevant interest in the share by virtue of a presently enforceable and unconditional right referred to in paragraph (b) of that subsection;

or

(ii) the trustee is a bare trustee;

(c) if the ordinary business of the person who has the relevant interest includes dealing in securities and he has authority to exercise his powers as the holder of the relevant interest only by reason of instructions given to him by or on behalf of another person to dispose of that share on behalf of the other person in the ordinary course of business;

or

(d) if the relevant interest is that of a person who has it by reason of his having been appointed as a proxy or representative to vote at a meeting of members, or of a class of members, of the Company or another corporation, not being an appointment in return for the making of which the person or a person associated with the person provided valuable consideration.

(8) For the purposes of subsection (7) (b) (ii), a trustee shall not be taken not to be a bare trustee by reason only of the fact that the trustee is entitled in his capacity as a trustee to be remunerated out of the income or property of the trust.

(9) A relevant interest in a share shall not be disregarded by reason only of—

(a) its remoteness;

or

(b) the manner in which it arose.

Groups of
associated
shareholders.

5. For the purposes of this Act—

(a) where one or more shareholders are associates of any other shareholder, those shareholders and the shareholder of whom they are associates constitute a group of associated shareholders;

and

(b) where two or more shareholders are associates of a person who is not a shareholder, those shareholders constitute a group of associated shareholders.

PART II
THE COMPANY AND ITS ADMINISTRATION

DIVISION I—GENERAL

6. (1) The Company shall continue in existence as a body corporate.

Corporate status and powers, etc of the Company.

(2) Subject to this Act, the Company shall have the power to carry out (both within and outside the State) the objects set forth in Part A of the schedule to this Act.

(3) The provisions of Part B of the schedule to this Act shall, subject to this Act, govern the proceedings of the Company and the administration of its affairs.

(4) Subject to subsection (5), the Company may, by special resolution, amend the provisions of the schedule to this Act.

(5) Part A of the schedule shall not be amended except with the consent of the Minister.

(6) The Company is not subject to the Companies Act, 1962-1980, except to the extent to which the provisions of that Act apply to the Company by virtue of this Act.

7. The Company is a company limited by shares and the liability of its members for the debts of the Company is limited to the amount (if any) unpaid upon their shares.

Company to be limited by shares.

8. (1) Subject to this section, the share capital of the Company shall be \$2 500 000 divided into shares of fifty cents each of which—

The share capital of the Company.

(a) 4 950 000 shall be Class A shares;

and

(b) 50 000 shall be Class B shares.

(2) All shares issued before the commencement of the South Australian Gas Company's Act Amendment Act, 1980 (that is to say, 1 952 780 shares) shall, upon the commencement of that amending Act, become Class A shares.

(3) As soon as practicable after the commencement of the South Australian Gas Company's Act Amendment Act, 1980, the directors of the Company shall issue to the State Government Insurance Commission 20 000 fully-paid Class B shares at a premium to be determined by the Minister having regard to the price at which shares in the Company are sold or offered for sale on the Stock Exchange of Adelaide on the 27th day of August, 1980.

(4) The moneys payable in respect of the shares issued under subsection (3) shall be paid by the State Government Insurance Commission upon the issue of those shares.

(5) At a general meeting, or upon a poll, of shareholders of the Company—

(a) each Class A share carries one vote;

and

(b) each Class B share carries 100 votes,

on a matter arising for decision.

(6) The Company may, by special resolution—

(a) increase its share capital by the creation of new shares;

(b) consolidate or divide any of its share capital into shares of greater or lesser denomination;

or

(c) convert, or make provision for the conversion of, any of its fully-paid shares into stock, and re-convert or make provision for the re-conversion of that stock into fully-paid shares of any denomination.

(7) The Company shall not exercise its powers under subsection (6) so as to reduce the proportionate voting power of the holders of Class B shares (determined in relation to the total voting power of all shareholders) at general meetings or polls of shareholders of the Company.

Control over
issue of
shares,
securities and
rates of
dividend.

9. (1) The Company shall not issue shares, bonds or debentures—

(a) unless the issue is approved by the Treasurer;

and

(b) unless the rights to be conferred by the shares, bonds or debentures are approved by the Treasurer.

(2) The Company shall not pay a dividend upon its shares unless the rate of dividend—

(a) has been approved by the Treasurer;

and

(b) does not exceed a rate that is two per cent per annum in excess of the Semi-Government (Private) Loan Rate as in force on the date on which payment of the dividend is recommended by the directors.

Voting rights
restricted
to registered
shareholders.

10. A shareholder is not entitled to exercise voting rights in respect of shares unless he is the registered shareholder of those shares.

DIVISION II—LIMITATION UPON THE SIZE OF SHAREHOLDINGS IN
THE COMPANY

11. (1) No shareholder, and no group of associated shareholders, of the Company is entitled to hold more than five per centum, or such greater percentage as may be prescribed, of the shares of the Company.

Limitation of the size of shareholdings that may be held by individual shareholders or groups of associated shareholders.

(2) The Governor may, by regulation, prescribe a percentage for the purposes of subsection (1).

(3) This section does not apply to the State Government Insurance Commission or a group of associated shareholders of which the State Government Insurance Commission is a member.

(4) In determining the number of shares held by a shareholder for the purposes of subsection (1), the following principles shall be applied—

(a) if the shareholder, or an associate of the shareholder, has a relevant interest in shares, those shares must also be brought into account;

and

(b) if a person has a relevant interest in shares of the shareholder, then any other shares held by that person or any of his associates, or in which that person or any of his associates has a relevant interest, must also be brought into account.

12. (1) A director or the secretary of the Company may, before a transfer of shares in the Company is registered, by notice in writing served upon the transferee require him to make a statutory declaration setting forth such information as the Company may reasonably require in order to ascertain—

Statutory declaration by transferee.

(a) whether the transferee is, or is likely to become, a member of a group of associated shareholders;

(b) if so, the membership of the group;

(c) the number of shares held by each member of the group;

(d) whether the transferee or any of his associates has a relevant interest in shares;

(e) whether any other person has a relevant interest in the shares subject to the transfer, and, if so, the identity of that person and the nature of his interest;

and

(f) any other matter relevant to the administration of this Act.

(2) If—

(a) a transferee of shares fails to furnish a declaration required under subsection (1) within the time allowed in the notice;

(b) the directors are not satisfied of the veracity of a declaration furnished under that subsection;

or

(c) the transferee, or a group of associated shareholders of which he is or would become a member, holds or would in consequence of the transfer hold, more than the maximum permissible number of shares in the Company,

the Company may refuse to register the transfer.

Information
to be
furnished by
shareholders.

13. (1) A director or the secretary of the Company may, by notice in writing served upon a shareholder, require him to make a statutory declaration setting forth such information as the Company may reasonably require in order to ascertain—

(a) whether the shareholder is, or is likely to become, a member of a group of associated shareholders;

(b) if so, the membership of the group;

(c) the number of shares held by each member of the group;

(d) whether the shareholder has a relevant interest in shares of which he is not the registered holder;

(e) whether any other person has a relevant interest in shares of the shareholder and, if so, the identity of that person and the nature of his interest;

and

(f) any other matter relevant to the administration of this Act.

(2) If a shareholder fails to furnish a declaration required under subsection (1) within the time allowed in the notice, no voting rights attached to shares of that shareholder shall be capable of being exercised while the shareholder remains in default.

Examination
in relation to
whether non-
compliance
with this Act
has occurred.

14. (1) For the purpose of determining whether a shareholder or a group of associated shareholders holds more than the maximum permissible number of shares in the Company, the Supreme Court may, on the application of the Company or the Corporate Affairs Commission, summon for examination before the Court any person who may, in the opinion of the Court, be capable of giving information relevant to that question.

(2) The person summoned for examination shall be examined on oath and shall answer all such questions as the Court puts or allows to be put to him.

(3) The Court may require the person summoned to produce any books and papers in his custody or power relating to the matters in question, but where he claims any lien on books or papers the production shall be without prejudice to that lien, and the Court shall have jurisdiction to determine all questions relating to that lien.

(4) A person is entitled to be represented by counsel at an examination under this section and his counsel may put to him such questions as the Court may allow for the purpose of enabling him to explain or qualify any answers given by him.

(5) An examination under this section may be conducted before the Master.

(6) A written record shall be made of the questions put to a person upon an examination under this section and of his answers to those questions, and the Court shall require him to sign the written record.

(7) The record shall, without further proof, be admissible in evidence in legal proceedings relating to acts or matters done or arising under this Division, but where the person examined is not a party, or a director or shareholder of a party, to proceedings in which the record is admitted in evidence, the Court may, if it considers it to be in the interests of justice to do so, order that he be called as a witness for examination or cross-examination in those proceedings.

(8) If a person summoned for examination under this section, after being tendered a reasonable sum for his expenses, fails or refuses to come before the Court at the time appointed (not having a lawful excuse made known to and allowed by the Court at the time of the sitting), the Court may cause him to be apprehended and brought before the Court for examination.

15. (1) Where a shareholder, or a group of associated shareholders, holds more than the maximum permissible number of shares the Minister may, by notice in writing served upon that shareholder, or any member of the group, require him to sell or dispose of such number of his shares as may be specified in the notice to a person who neither is, nor intends to become, an associate of the shareholder to whom the notice is directed or of any other person specified in the notice.

Minister may require shareholder to dispose of shares.

(2) If a shareholder fails to comply with a requirement under subsection (1) within the time allowed in the notice (which must be a period of no less than six months from the date of the notice) the shares of that shareholder shall, by force of this subsection, be forfeited to the Crown.

(3) Any shares forfeited under subsection (2) shall be sold by the Corporate Affairs Commission.

(4) Any moneys realized from the sale of forfeited shares under subsection (3) shall, after deduction of the reasonable costs of the forfeiture and sale, be paid to the shareholder from whom the shares were forfeited.

DIVISION III—THE SUPERANNUATION FUND

16. (1) The Company shall continue to maintain its superannuation fund.

(2) The Company—

(a) shall make such contributions to the superannuation fund as may be determined from time to time by the directors;

and

The superannuation fund and other funds for the benefit of executive officers and employees of the Company.

(b) may make deductions from the fees, salary or wages of a director or other officer or employee—

(i) of the Company;

or

(ii) of a subsidiary of the Company,

who has been accepted as a contributor to the fund, and pay the amount deducted into the superannuation fund.

(3) The contributions payable by a contributor to the superannuation fund, and the nature and extent of the benefits payable from the fund, shall be determined in accordance with a superannuation scheme approved by the directors.

(4) The Company may establish or contribute to such provident, sickness, accident or other funds for the benefit—

(a) of its directors or other officers or employees;

or

(b) of the directors or other officers or employees of a subsidiary of the Company,

as it thinks fit.

(5) The Company may pay a gratuity—

(a) to a retired or retrenched director or other officer or employee of the Company or a subsidiary of the Company;

or

(b) to the dependants of a deceased director or other officer or employee of the Company or a subsidiary of the Company.

(6) A gratuity paid to a director or the dependants of a director of the Company or a subsidiary of the Company shall not exceed the aggregate emoluments of the director during the three years preceding his retirement or death unless the gratuity or a scheme under which that gratuity is paid has been approved by the Company in general meeting.

PART III

SPECIAL POWERS OF THE COMPANY

17. (1) The Company may, with the approval of the Minister, acquire land in accordance with the provisions of the Land Acquisition Act, 1969-1972, for the purpose of providing for the manufacture, treatment, storage or reticulation of gas.

(2) This section does not affect any power to acquire land that the Company has apart from this section.

18. (1) The Company may—

Power to lay pipes, etc., in a street or road.

(a) lay or instal pipes and apparatus under any public street or road for the purpose of reticulating gas;

and

(b) may excavate the street or road for the purpose of laying or installing pipes or apparatus in pursuance of paragraph (a), or for the purpose of inspecting, repairing or replacing pipes or apparatus previously laid or installed.

(2) The Company shall, at least seven days before it exercises powers conferred by subsection (1) in relation to a street or road, give to the authority in which the control or management of the street or road is vested notice of its intention to exercise those powers and of the part of the street or road to be affected.

(3) Notice is not required under subsection (2) in an emergency.

(4) The Company shall, as soon as practicable, make good any damage done in the exercise of powers conferred by this section.

19. (1) An employee of the Company, who is authorized by the Company to do so, may at any reasonable time enter premises to which gas is supplied for the purpose of inspecting or repairing pipes and apparatus of the Company in those premises.

Powers of inspection.

(2) Where, in the opinion of an employee of the Company, who has entered premises in accordance with this section, an apparatus does not comply with the safety requirements of the Company he, or the Company, may disconnect, discontinue or interrupt the supply of gas to those premises.

(3) An employee of the Company who has entered, or proposes to enter, premises in pursuance of this section shall, at the request of the owner or occupier of the premises, produce a certificate of authority, signed by an officer of the Company, certifying that the employee is authorized by the Company to exercise the powers conferred by this section.

(4) A person who prevents an employee of the Company from exercising powers conferred by this section, or hinders the exercise of those powers, shall be guilty of an offence and liable to a penalty not exceeding five hundred dollars.

20. (1) Subject to the terms of any agreement with the Company to the contrary, the occupier of premises is liable to the Company for the price of gas supplied to the premises.

Power to cut off gas supply.

(2) Where—

(a) the Company renders an account to the occupier of premises for gas supplied to the premises;

(b) the account is not paid on or before the date specified in the final notice of the account,

the Company may, after giving not less than forty-eight hours' notice in writing to the occupier, cut off the supply of gas to the premises.

(3) Where the Company cuts off the supply of gas in pursuance of this section, an employee of the Company, who is authorized by the Company to do so, may, after giving at least forty-eight hours' notice in writing both to the owner and the occupier of the premises of his intention to do so, enter the premises and remove pipes and apparatus belonging to the Company.

(4) An employee of the Company who has entered, or proposes to enter, premises in pursuance of this section shall, at the request of the owner or occupier of the premises, produce a certificate of authority, signed by an officer of the Company, certifying that the employee is authorized by the Company to exercise the powers conferred by subsection (3).

(5) A person who prevents an employee of the Company from exercising powers conferred by this section, or hinders the exercise of those powers, shall be guilty of an offence and liable to a penalty not exceeding five hundred dollars.

(6) A notice under this section may be served personally, by post, or by affixing the notice in a prominent position on the premises to which it relates.

PART IV MISCELLANEOUS

Certain dealings in shares require the consent of the Treasurer.

21. (1) The Company shall not, without the approval of the Treasurer, sell, assign, transfer, charge or otherwise deal with shares held by the Company in the capital of South Australian Oil and Gas Pty. Ltd.

(2) The State Government Insurance Commission shall not, without the approval of the Treasurer, sell, assign, transfer, charge or otherwise deal with Class B shares in the Company.

Unlawful diversion of gas.

22. A person who, without the consent of the Company, diverts gas from any pipe or apparatus laid or installed by the Company shall be guilty of an offence and liable to a penalty not exceeding one thousand dollars.

Wilful damage.

23. (1) A person who, without the consent of the Company, wilfully damages, interferes with or removes any plant, equipment, pipes or apparatus belonging to the Company, or under its control, is guilty of an offence and liable to a penalty not exceeding one thousand dollars.

(2) A person who, without the consent of the Company, wilfully—

(a) operates any equipment that is the property of the Company;

(b) shuts off or restricts the flow of gas through any pipes or apparatus that is the property of the Company,

is guilty of an offence and liable to a penalty not exceeding one thousand dollars.

(3) The court before which a person is convicted of an offence under subsection (1) or (2) may order the convicted person to pay to the Company such compensation as it thinks fit.

24. Except by agreement in writing with the Company to the contrary, pipes or apparatus laid or installed by the Company, whether before or after the commencement of the South Australian Gas Company's Act Amendment Act, 1980, are and remain the property of the Company.

Equipment of Company remains its property.

25. Execution shall not be levied, in pursuance of any judgment, against the plant, equipment, pipes or apparatus of the Company.

Execution not to be levied against equipment of the Company.

26. The Company is not liable for loss or damage resulting from the cutting off or the failure of the supply of gas to any premises.

Exclusion of liability.

27. (1) Proceedings for an offence against this Act shall be disposed of summarily.

Proceedings.

(2) In proceedings for an offence against this Act, an allegation in the complaint that the defendant acted without the consent of the Company shall be accepted as proved in the absence of proof to the contrary.

28. Except as otherwise provided in this Act, a notice that is required or permitted to be served under this Act may be served—

Service.

(a) personally;

or

(b) by post.

29. The Deed of Settlement made on the 19th day of September, 1861, between the persons whose names and seals are subscribed and affixed in the schedule to the deed of the one part and Henry Ayers, George Hall, Abraham Scott, Arthur Blyth and others of the second part, and all subsequent deeds amending that deed, are revoked.

Revocation of Deed of Settlement.

SCHEDULE

SOUTH AUSTRALIAN GAS COMPANY

PART A

The objects for which the South Australian Gas Company is established are:

- (i) to manufacture produce buy sell dispose of and deal in gas coke tar and such other materials as usually arise from the conversion and manufacture of the residuum occasioned by the production of gas and to carry on all the businesses that are usually or may conveniently be carried on by gas companies
- (ii) to manufacture produce buy sell dispose of and deal in liquefied petroleum gas or any derivative thereof or any other liquid which is a hydrocarbon or a mixture of hydrocarbons or their derivatives
- (iii) to buy sell dispose of and deal in natural gas (including liquefied natural gas and compressed natural gas) or any derivative thereof including any naturally occurring hydrocarbons or mixture of hydrocarbons or of hydrocarbon derivatives in a gaseous state or any mixture of the same with other gases
- (iv) to supply gas and natural gas (including compressed natural gas and liquefied natural gas) and liquefied petroleum gas for heating motive power lighting and any other purpose whatsoever
- (v) to acquire construct erect lay down maintain enlarge alter work and use all such lands buildings easements gas and other works retorts cisterns purifiers pipelines gasholders gasometers storages machinery plant stock fittings meters and other necessary facilities apparatus equipment and materials and things and to supply all such materials products and things as may be necessary incidental or convenient in connection with the production use storage regulation measurement supply and distribution of gas natural gas liquefied petroleum gas and all other products and services of the Company
- (vi) to carry on the business of wholesalers and retailers of and dealers in and hirers of domestic commercial and industrial appliances for cooking heating cooling and refrigeration and all parts fittings and connections used or necessary for the installation maintenance or repair thereof
- (vii) to enter into agreements on terms of extended credit hire and hire purchase agreements with the purchasers and hirers of such articles and goods mentioned in sub-clause (vi) above and to negotiate assign mortgage or pledge such agreements for cash or otherwise or the payments due or rights accruing thereunder
- (viii) to purchase take on lease or in exchange hire or otherwise acquire improve develop exercise all rights in respect of lease mortgage sell dispose of turn to account and otherwise deal in and with real or personal property of any description or any rights over or connected therewith
- (ix) to lay down erect construct purchase or otherwise instal acquire equip maintain develop work manage carry out control and superintend any pipelines roads ways bridges railways tramways airways aerodromes harbours docks piers wharves canals watercourses aqueducts reservoirs waterworks erection works drainage works engineering works mills factories warehouses shops stores dwellinghouses offices buildings and any other works or conveniences of any description whether for the purposes of the Company or for sale or hire to or in return for any consideration from any person firm company government or public body and to contribute to subsidise or otherwise assist or take part in any such operations
- (x) to purchase take in exchange or on lease or licence or agreement or otherwise acquire and hold carry on and work such lands claims areas mines and interests therein together with such agricultural pastoral or mining rights as may be deemed expedient and also any buildings easements rights privileges machinery or plant
- (xi) to subscribe for or otherwise acquire whether for cash or for any other consideration and to hold sell dispose of and deal in shares stocks debentures debenture stock bonds obligations and other securities of any company or corporation or of any Government or Authority supreme municipal local or otherwise and to underwrite the issue thereof or give any guarantee in respect thereto
- (xii) to invest place on deposit (whether secured or unsecured) and deal with the moneys of the Company not immediately required in such manner as the Company shall from time to time think fit
- (xiii) to discount buy sell and deal in bills notes and other negotiable instruments to guarantee the payment of moneys and the performance of any contracts or obligations to deal in exchanges *in specie* to finance undertakings to make and negotiate loans to accept moneys securities and other property on deposit or for safe custody or otherwise and to open and keep current and other accounts and to charge or allow interest thereon and generally to transact all kinds of banking and financial business
- (xiv) to act as agent for the investment loan payment transmission and collection of money and for the purchase sale improvement development and management of property including business concerns and undertakings and generally to transact all kinds of agency business

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- (xv) to carry on all or any of the businesses of colliery proprietors quarry-masters mine-owners smelters and refiners and any other business relating to the winning working and production of organic and inorganic substances and deposits ores metals minerals and mineral substances of all kinds
- (xvi) to carry on business as shipowners and charterers shippers and shipping agents freight and cartage contractors and forwarding agents passenger agents travel agents carriers by land water and air storage contractors wharfingers customs agents and insurance agents and brokers
- (xvii) to carry on business as general merchants storekeepers warehousemen manufacturers and manufacturers' agents importers exporters indentors brokers and commission agents and to produce manufacture buy sell and deal in goods wares and merchandise of any description
- (xviii) to carry on any other business (whether manufacturing consultancy or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights
- (xix) to acquire and undertake the whole or any part of the business property and liabilities of any person firm company government or public authority carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company
- (xx) to carry on research and to make experiments in the development of heating lighting motive power from solar gaseous and mineral sources and to invent and manufacture apparatus appliances and things used in connection therewith or with any inventions patents or privileges for the time being belonging to the Company
- (xxi) to apply for purchase or otherwise acquire any patents *brevets d'invention* licences concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired
- (xxii) to enter into partnership or into any arrangement for sharing profits union of interests co-operation joint venture reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire shares and securities of any such company and to sell hold re-issue with or without guarantee or otherwise deal with the same
- (xxiii) to enter into any arrangements with any governments or authorities supreme municipal local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions
- (xxiv) to apply to any Court magistrate or person in authority for any licence right or privilege to conduct or carry out any object of the Company and to hold any such licence right or privilege either in the name of the Company or through any trustee director manager or other person acting for or on behalf of the Company
- (xxv) to establish and support and contribute to superannuation provident or other funds and trusts and insurance for the purpose of providing pensions benefits and allowances for and to grant and pay pensions benefits and allowances to directors or former directors employees or former employees of the Company or of any subsidiary company or the dependants or connections of such persons
- (xxvi) to establish and support or aid in the establishment and support of associations institutions funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or of any subsidiary company or the dependants or connections of such persons and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object
- (xxvii) to establish and form or assist in the establishment and formation of and to support aid and join any association or body whose operations may be considered likely in any way to benefit the Company and to subscribe to the same such money as the Company may think expedient and to agree to be bound by the decisions and actions of and to do or join in doing all such acts and things as may be decided by the governing authority of any such association or body in accordance with the rules or articles thereof
- (xxviii) to establish or promote or take part in establishing or promoting any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to subscribe for purchase or otherwise acquire shares in or stock or debentures of any such company or companies

- (xxix) to borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of bonds (whether secured or unsecured) and debentures or debenture stock perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase redeem or pay off any such securities
- (xxx) to make loans or advances undertake obligations and liabilities and execute bonds and guarantees of any kind whether on behalf of the Company or otherwise and to give any mortgage or charge or other security to secure the performance of the obligations of the Company under or in respect of any such obligation liability bond or guarantee
- (xxxi) to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures debenture stock or other securities of the Company or in or about the conduct of the Company's business
- (xxxii) to draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments
- (xxxiii) to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise
- (xxxiv) to sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares debentures or securities of any other company having objects altogether or in part similar to those of this Company
- (xxxv) to obtain any Act of Parliament provisional order or other necessary authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (xxxvi) to procure the Company to be registered or recognised in any State or Territory of the Commonwealth of Australia or in any foreign country or place
- (xxxvii) to distribute among the members *in specie* any of the property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law
- (xxxviii) to do all or any of the above things in any part of the world and as principals agents contractors trustees or otherwise and either alone or in conjunction with others
- (xxxix) to do all such other things as are incidental or conducive to the attainment of the above objects.

The objects set forth in any sub-clause of this Part A of the Schedule shall not except where the context expressly so requires be in anywise limited or restricted by reference to or inference from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this Part A but the Company shall have full power to exercise all or any of the powers conferred by any part of this Part A in any part of the world notwithstanding that the business undertaking property or acts proposed to be transacted acquired dealt with or performed do not fall within the objects of the first sub-clause of this Part A of the Schedule.

PART B

INTERPRETATION

1. The marginal notes shall not affect the construction hereof.
2. In Parts A and B of this Schedule unless there be something in the subject or context inconsistent therewith:
 - "The Act" means the Companies Act 1962 of the State of South Australia and any amendment or re-enactment thereof or substitution therefor for the time being in force.
 - "The Gas Company Act" means the South Australian Gas Company Act 1861-1980 of the State of South Australia and any amendments or re-enactments thereof respectively for the time being in force.
 - "Bankrupt" and "insolvent" include a person compounding with his creditors or liquidating his affairs by assignment or arrangement and "Bankruptcy" and "insolvency" have a corresponding meaning.
 - "The Company" means "South Australian Gas Company".
 - "The Directors" means the Directors of the Company for the time being.
 - "Director" includes an alternate Director.
 - "Dividend" includes bonus.
 - "Member" shall mean a member of the Company appearing as such in the register of members.

"Month" means calendar month.

"The Office" means the registered office for the time being of the Company.

"Part" means that Part of this Schedule to which reference is made.

"Person" includes a corporation.

"The Register" means the Register of Members kept pursuant to Clause 46 of this Part.

"Secretary" includes any person appointed to perform the duties of Secretary temporarily.

"Shares" or "share" includes share units or share unit respectively.

"Special Resolution" has the meaning assigned thereto by the Act.

"In writing" means written or printed or partly written and partly printed.

Words which are given a special meaning by the Act shall have the same meaning in this Part.

Words importing the masculine gender only include the feminine and neuter genders.

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

CAPITAL

3. The present share capital of the Company is \$2,500,000 divided into shares of 50 cents each of which—

(a) 4,950,000 are Class A shares;

(b) 50,000 are Class B shares.

4. Subject to the provisions of the Clauses of this Part and to the provisions of the Gas Company Act the shares (whether forming part of the present capital or created on any increase of capital) shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and either at a premium or at par and at such times as the Directors think fit with full power to give to any person the call of any shares either at par or at a premium and for such consideration as the Directors think fit provided that except in a case where the holders of debentures or bonds have an option to take up shares of the Company by way of redemption of the debentures or bonds no such option shall be given for a period in excess of five years AND PROVIDED FURTHER that no director of the Company shall participate in an issue of shares or options to employees of the Company unless that director holds office in an executive capacity in the Company and such specific allotment to that director is approved by the Company in general meeting.

5. If the Company proposes to issue any preference shares or to convert any issued shares into preference shares the rights of the holders of those shares with respect to repayment of capital participation in surplus assets and profits cumulative or non-cumulative dividends voting and priority of payment of capital and dividend in relation to other shares or other classes of preference shares and whether the Company has power to issue further preference shares ranking *pari passu* with preference shares already issued shall (subject to the provisions of the Gas Company Act) be set out in the Clauses of this Part. Any preference shares may be issued upon the terms that they are or at the option of the Company are liable to be redeemed. The total nominal value of the issued preference shares shall not at any time exceed the total nominal value of the issued ordinary shares.

Preference
shares

6. None of the funds of the Company or of any subsidiary thereof shall be employed in the purchase of or lent on shares or bonds of the Company nor shall the Company give any financial assistance for the purpose of or in connection with any purchase of shares or bonds of the Company except as may be permitted by the Act.

No purchase
of or loans
on Company's
shares

7. If by the conditions of allotment of any share the whole or part of the amount or issue price thereof is payable by instalments every such instalment shall when due be paid to the Company by the person who for the time being and from time to time is the registered holder of the share or his legal personal representative.

Payment of
instalments

8. The Company may make arrangements on the issue of shares for a difference between the members in the amounts and times of payment of calls on their shares.

Shares may
be issued
subject to
different
conditions
as to calls

9. If two or more persons are registered as joint holders of any share the person first named on the register in respect of it shall as regards service of notices and all or any other matters connected with the Company (except the transfer of shares right to vote receipt of dividends delivery of certificates and the liability for instalments or calls) be deemed the sole owner thereof.

Joint
holders

10. Save as herein otherwise provided the Company shall be entitled to treat the registered holder of any share or bond as the absolute owner thereof and accordingly shall not except as ordered by a Court of competent jurisdiction or as by statute required be bound to recognise any equitable or other claim to or interest in it on the part of any other person.

Trusts not
recognised

11. If any member shall execute or propose to execute any instrument or to do any act by or through an attorney he shall produce or cause to be produced to the Company for noting the instrument appointing such attorney and shall pay the prescribed fee (if any) for such noting and shall (if required) file with the Company a certified copy of such last-mentioned instrument which shall be retained by the Company. The Directors may on the first production of such instrument of attorney and from time to time subsequently require such evidence as they may think fit that the same is effective and continues to be in force.

Power of
Attorney to
be produced

Commissions
for placing
shares

12. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares bonds debentures or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares bonds debentures or debenture stock of the Company but so that if the commission in respect of shares is paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed ten per centum of the nominal value of the shares bonds debentures or debenture stock in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares bonds debentures or debenture stock of the Company. The Company may in addition to or in lieu of such commission pay such brokerage as may be permitted by law.

SHARE AND BOND CERTIFICATES

Member's
right to
certificate

13. (1) Every member shall be entitled without payment to one certificate for all the shares of each class and all of the bonds registered in his name or to several certificates in reasonable denominations and the Company shall complete such certificate within one month after allotment or within one month after a transfer thereof has been approved for registration by the Directors (unless the transfer is one which the Directors are entitled either to refuse to register and do not register or to satisfy themselves that registration thereof would not be in breach of the provisions of the Gas Company Act).

(2) Every certificate of shares shall state the name of the Company that the Company is incorporated under the Gas Company Act the address of the registered office in the State of South Australia or where the certificate is issued by a branch office the address of that branch office the number of shares in respect of which the certificate is issued the distinguishing numbers (if any) of the shares and the nominal amount and the class of the shares and the extent to which they are paid up.

(3) Every certificate of bonds securing money borrowed by the Company after the date upon which the Gas Company Act is proclaimed may be in accordance with the form following or to like effect:

SOUTH AUSTRALIAN GAS COMPANY

Incorporated under the South Australian Gas Company Act 1861-1980

Bond No.

Principal sum secured \$

SOUTH AUSTRALIAN GAS COMPANY of 35 Waymouth Street Adelaide in the State of South Australia (hereinafter called "the Company") in consideration of the sum of dollars (hereinafter called "the principal sum") lent to the Company by of (who or each of whom together with the executors administrators and assigns of whom or each of whom are all hereinafter included in the term "the registered holder") **DOES HEREBY BIND** itself and its successors to pay to the registered holder at the office for the time being of the Company in Adelaide aforesaid the principal sum on the day of 19 and shall in the meantime pay to the registered holder at the said office (or until otherwise directed by cheque sent through the post) interest on the principal sum at the rate of per centum per annum by half yearly payments on the days of and in every year.

Given under the Common Seal of the Company this day of 19

(4) The Certificates of shares or bonds registered in the names of two or more persons may be delivered to any one of such persons. Certificates of shares or bonds shall be issued either—

(a) under the common seal of the Company and signed by two Directors or by one Director and by the Secretary or some other person appointed by the Directors, or

(b) under the common seal of the Company and bearing the printed stamped or machine-impressed facsimile signature of one Director and of the Secretary or of some other person appointed by the Directors and also bearing evidence of examination by the Company's auditor or auditors, or

(c) in the case of shares upon any branch register certificates may be issued under the local seal.

Lost
defaced or
destroyed
certificates

14. In the event of the loss defacement or destruction of any share certificate bond certificate letter of allotment transfer receipt or any other document of title to shares the Directors shall on the request in writing of the person entered in the register of members as the holder of such shares or bonds issue a duplicate thereof subject however to compliance by the applicant with any requirements or conditions prescribed by the Directors. A fee of such amount (not exceeding fifty cents) as the Directors may determine may be charged for any new or duplicate certificate issued under this Clause.

Directors
not bound
to inquire

15. The Directors shall not be bound to inquire into the title of any person producing a share certificate or bond certificate but such production shall be sufficient evidence of the title thereto of the person holding the same and the Company shall be and the Directors and each of them are and is hereby indemnified and held harmless from any loss which may occur to any member in consequence of the Company or the Directors causing or permitting the holders of such share certificate or bond certificate to be registered.

JOINT HOLDERS OF SHARES AND BONDS

Survivorship

16. Where two or more persons are registered as the holders of any share or bond they shall be deemed to hold the same as joint tenants with benefit of survivorship (notwithstanding that one registered holder may be a corporation) and subject to the provisions of this Part.

17. The joint holders of a share or bond shall be severally as well as jointly liable for the payment of all calls instalments and interest due in respect of such share or bond. Liability of joint holders of shares or bonds
18. The Directors may register a transfer to a corporation and an individual person jointly. Individual and corporation may hold jointly
19. Where there are several executors or administrators of a deceased member or representatives of a member under incapacity they shall (subject to any provisions to the contrary of this Part) be deemed to be the joint holders of the share or bond registered in the name of the member. Several executors or administrators to be joint holders
20. Any one of several persons who are registered as the joint holders of any share or bond may give effectual receipt for all dividends interest and payments on account of dividends bonus or return of capital in respect of such share or bond. Receipts for dividends on shares and interest on bonds held jointly
21. In the case of joint holders any dividend interest or capital payment may be made by cheque or by warrant to any bank account authorised by those holders or the attorney or attorneys of the holders or sent through the post to the registered address of the member or bond-holder whose name stands first on the register in respect of the joint holding. Every cheque or warrant so sent shall be made payable to all the joint holders unless otherwise directed by all such joint holders. Payment of dividends and interest to joint holders
22. All notices directed to be given to members or bond-holders may with respect to any shares or bonds to which persons may be jointly entitled be given to any or either of such persons named in the register of members and notice so given shall be sufficient notice to all holders of such shares or bonds. Notices to joint holders
23. If there be joint registered holders of any share any one of such holders shall be entitled to vote in respect of such share but if more than one of such holders shall be present at any meeting either personally or by attorney or by proxy that one whose name stands first on the Register and no other shall be entitled to vote in respect of such share. Voting by joint holders of shares
- ### CALLS
24. The Directors may from time to time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively which moneys are not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. Calls
25. (1) A call may be made payable by instalments and shall be deemed to have been made when the resolution of the Directors authorising such call was passed.
- (2) The Company may make arrangements on the issue of shares for a difference between the holders of those shares in the amount of calls to be paid and the time of payment for those calls.
26. At least fourteen days' notice of any call shall be given specifying the time and place of payment and to whom the call shall be paid provided that before the time for payment of a call the Directors may by notice in writing to the members revoke it or extend the time for payment of it. Notice of calls
27. If by the terms of issue of any share or otherwise any sum is payable at a fixed time or by instalments at fixed times (whether on account of the amount of the share or on account of any premium payable upon the subscription of the share) every such sum or instalment (hereinafter referred to as an "instalment") shall be deemed to be a call duly made by the Directors and of which due notice has been given under Clause 26 and all the provisions of this Part in respect of calls and the recovery thereof shall apply accordingly to the instalment. Amount of calls payable at fixed times
28. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof the holder for the time being of the share in respect of which the call is made or the instalment is payable shall pay interest for the same from the day appointed for the payment thereof to the time of the actual payment at such rate as the Directors determine. The Directors may if they think fit remit altogether or in part any sum so payable for interest. Interest on calls etc.
29. (1) If any call remains unpaid after the time specified under the notice given in respect of it under Clause 26 or after any extended time for payment which may have been granted under that Clause or if any instalment remains unpaid after the day appointed for its payment the Directors may proceed to recover the amount of it together with interest and expenses (if any) by action suit or other proceeding; and the exercise of that right of recovery shall not prejudice the right of the Directors to forfeit the shares of the member by whom the call or instalment is owing. Remedies in case of non-payment of calls
- (2) On the trial or hearing of any action for the recovery of any money payable for any call it shall be sufficient to prove that the name of the member sued is entered in the register as the holder or one of the holders of the shares in respect of which the debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of the call was duly given to the member sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made the call or any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt. Evidence in action for calls
30. The Directors may if they think fit receive from any member willing to advance the same all or any part of the sum unpaid upon the shares held by him beyond the sums actually called for; and upon the amount so paid or satisfied in advance or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which the advance has been made the Company may pay interest at such rate as the Directors may agree with the member or the Payment in advance of calls

Directors may agree with such member that he may participate in profits upon the amount so paid or satisfied in advance but the member may not both be paid interest and participate in profits in respect of the amount so paid in advance. The Directors may at any time repay the whole or any part of any amount paid in advance upon giving to the member one month's notice of intention to do so.

FORFEITURE AND LIEN

Notice if
call or
instalment
unpaid

31. If any member fails to pay any call or instalment on or before the day appointed for the payment of the same the Directors may at any time thereafter while the call or instalment remains unpaid serve a notice on that member requiring him to pay it together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of the non-payment.

Contents
of notice

32. The notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places on and at which the call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which the call was made or instalment is payable will be liable to be forfeited.

Forfeiture

33. (1) If the requisitions of the notice are not complied with any shares in respect of which the notice has been given may at any time thereafter before payment of all calls or instalments interest and expenses due in respect thereof be forfeited by a resolution of the Directors to that effect. The forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

(2) The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the company in respect of the shares and all other rights incident to the shares except only such of those rights as by these Articles are expressly saved.

Notice after
forfeiture

34. When any share has been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof shall forthwith be made in the register but the provisions of this Clause are directory only and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to note such entry as aforesaid.

Forfeited
shares to
become
property
of company

35. Any shares so forfeited shall be deemed to be the property of the Company and the Directors may sell re-allot or otherwise dispose of them in such manner as they think fit provided that if any shares so forfeited are sold any residue remaining from the proceeds thereof after satisfaction of any calls or instalments due and unpaid in respect of those shares and accrued interest and expenses shall be paid to the person entitled to those shares at the time of the forfeiture his executors administrators or assigns or as he directs.

Power to
annul the
forfeiture

36. The Directors may at any time before any shares so forfeited have been sold re-allotted or otherwise disposed of annul the forfeiture thereof upon such conditions as they think fit.

Liability
notwith-
standing
forfeiture

37. Any member whose shares have been forfeited shall notwithstanding be liable to pay and shall forthwith pay to the Company all calls instalments interest and expenses owing upon or in respect of those shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate as the Directors may determine and the Directors may enforce the payment of those moneys or any part thereof if they think fit but shall not be under any obligation so to do.

Company's
lien for
calls

38. (1) The Company shall have a first and paramount lien upon each share registered in the name of any member (whether solely or jointly with others) for all calls or instalments due in respect of that share and the lien shall extend to all dividends from time to time declared in respect of that share.

(2) No person shall exercise any rights or privileges of a member until he has paid all calls instalments and other moneys for the time being payable in respect of every share held by him.

Company's
lien for
taxation
or other
liability

39. Whenever any law for the time being of any country state or place imposes or purports to impose any immediate or future or possible liability upon the Company to make any payment or empowers any Government or taxing authority or Government official to require the Company to make any payment in respect of any shares registered in the name of any member (whether solely or jointly with others) or in respect of any dividends bonuses or other moneys paid or due or payable or which may become due or payable to that member by the Company on or in respect of any shares registered as aforesaid or for or on account or in respect of any member and whether in consequence of

- (a) the death of that member;
- (b) the non-payment of any income tax or other tax by that member;
- (c) the non-payment of any estate probate succession death stamp or other duty by the executor or administrator of that member or by or out of his estate;
- (d) any assessment of income tax against or any requirement to pay income tax imposed on the Company in respect of interest or dividends paid or payable to such member;
- (e) any other act or thing;

the Company

- (i) shall be fully indemnified by that member or his executor or administrator from and against all liability;
- (ii) shall have a lien upon the shares registered in the name of that member for all moneys paid or payable by the Company in respect of those shares under or in consequence of any such law;

- (iii) shall have a lien upon all dividends bonuses and other moneys payable in respect of the shares registered in the name of such member for all moneys paid or payable by the Company in respect of those shares or in respect of any dividends bonus or other money as aforesaid thereon or for or on account or in respect of that member under or in consequence of any such law together with interest thereon at such rate as the Directors may determine from date of payment to date of repayment and may deduct or set off against that dividend bonus or other moneys payable as aforesaid any moneys paid or payable by the Company as aforesaid together with interest as aforesaid;
- (iv) may recover as a debt due from that member or his executor or administrator wherever constituted any moneys paid by the Company under or in consequence of that law and interest thereon at the rate and for the period aforesaid;
- (v) may if any such money is paid or payable by the Company under any such law as aforesaid refuse to register a transfer of any shares by that member or his executor or administrator until such money and interest as aforesaid has been set off or deducted as aforesaid or has been otherwise paid to the Company.

Nothing herein contained shall prejudice or affect any right or remedy which that law may confer or purport to confer on the Company; and, as between the Company and every such member as aforesaid his executor administrator and estate wheresoever constituted or situate, any right or remedy which that law confers or purports to confer on the Company shall be enforceable by the Company.

40. For the purpose of enforcing any lien as aforesaid the Directors may sell the shares subject thereto in such manner as they think fit but no sale shall be made until notice in writing of the intention to sell has been served on that member his executors or administrators and default has been made by him or them in the payment of the moneys due under the lien for seven days after the service of the notice.

Sale to enforce lien

41. The net proceeds of any such sale after payment of the costs thereof shall be applied in or towards satisfaction of the moneys due and the residue (if any) shall be paid to the member in whose name the shares are registered at the time of the sale his executors administrators or assigns or as he directs.

Application of proceeds of sale

42. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given the Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the register in respect of those shares the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively. The receipt of the Company for the price or purchase money of those shares shall constitute a good title thereto; and the purchaser shall be discharged from liability to any calls which may have become due before the purchase of those shares unless otherwise expressly agreed; and his title to those shares shall not be affected by any irregularity in the proceedings in reference to the forfeiture or sale.

Transfer of shares sold by company

43. A certificate in writing under the hands of a Director or the Secretary that a call or instalment thereof in respect of any share was made and notice thereof served and that default in payment of the call or instalment was made and that forfeiture of the share was made by a resolution of the Directors to that effect shall be sufficient evidence of the facts therein stated against all persons claiming to be entitled to that share and of the title of the Company to dispose thereof.

Evidence of title

44. The Directors may at any time declare any share to be wholly or in part exempt from any lien of the Company thereover and unless otherwise agreed the registration of a transfer of any share shall operate as a waiver of any such lien.

Waiver of lien

REGISTER OF MEMBERS

45. Every person who has agreed to become a member of the Company and whose name is entered in the Register shall until the registration of the transfer or transmission to some other person of all his shares in the Company be deemed to be a member of the Company.

Members

46. The Company shall keep at its registered office or at such other office in the State of South Australia as the Directors may from time to time determine a register of its members and enter therein all such particulars as are required by the Act.

The Register

47. Except as provided by the Act no notice of any trust express implied or constructive shall be entered in the register or be receivable by the Company and the Company shall not be bound to see to the execution of any trust whether express implied or constructive to which any share may be subject and except as may be otherwise provided by this Part the receipt of the person in whose name any such share shall stand in the Register or if it shall stand in the names of more persons than one the receipt of any one of the persons in whose names the same shall stand shall from time to time be a sufficient discharge to the Company for any dividend or other sum of money payable in respect of such share notwithstanding any trust to which such share may then be subjected and whether or not the Company shall have had notice of such trust and the Company shall not be bound to see to the application of the moneys paid upon any such receipt.

Notice of trust not to be entered on register

48. Unless the register of members is in such a form as to constitute in itself an index an Index of the names of the members shall be kept at the office where the register of members is kept and within fourteen days after the date on which any alteration is made in the register of members any necessary alteration shall be made in the index.

Index of members

49. The Register and the Index of Members (if any) except when closed as hereinafter mentioned shall during business hours be open to the inspection of any member *gratis* and to the inspection of any other person on the payment of such sum as the Directors may prescribe for each inspection not exceeding any maximum allowed by law.

Inspection of Register

Copies of
Register

50. Subject to the Act any member or other person may require a copy of the Register or of any part thereof on payment of such sum not exceeding any maximum prescribed by law as the Directors may fix from time to time for every hundred words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be despatched to that person at any address known to the Company within the period prescribed therefor by law.

Register of
members
prima facie
evidence

51. The Register of Members shall be *prima facie* evidence of all matters by the Act or this Part directed or authorised to be inserted therein.

Register
may be
closed

52. The Register of Members may be closed during such time as the Directors think fit not exceeding in the whole thirty days in any calendar year.

Notice of
closing

53. Not less than twenty one days' notice of the intended closing of the Register shall be given by advertisement in some daily newspaper circulating generally throughout the State of South Australia and in writing to each Stock Exchange on which the Company is listed stating the time and date of closure and the period and purpose for which the Register is to be closed.

TRANSFER AND TRANSMISSION OF SHARES AND BONDS

Execution
of transfer

54. No transfer of any share or bond shall be registered unless a proper instrument of transfer has been delivered to the Company but the Company may register as a share-holder or bond-holder any person to whom the right to any shares or bonds of the Company has been transmitted by operation of law.

No transfer
to infant
lunatic or
person under
disability

55. The person appearing in the Register to be the holder of any share or bond shall be entitled subject to this Part in manner hereinafter expressed to sell and transfer such share or bond to any person not being an infant or a lunatic or a person of unsound mind.

Form of
transfer

56. The instrument of transfer of any share or bond shall be in writing in the usual common form or as near thereto as circumstances will admit and shall be signed by both the transferor and the transferee unless complying with the provisions of any law whereby such instrument is deemed to be so signed in the event of such compliance or unless in the case of a fully paid up share signature by the transferee shall have been dispensed with by the Directors and the transferor shall be deemed to remain the holder of such share or bond until the name of the transferee is entered in the Register in respect thereof.

No power
to decline
to register

57. There shall be no restriction on the transfer of fully paid shares except as required by law or pursuant to the provisions of the Gas Company Act or of this Schedule or in respect of shares on which the Company has a lien.

Registration of
transfer

58. (1) Every instrument of transfer shall be left at the office for registration accompanied by the certificate of the shares or bonds to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares or bonds.

Notice to
transferee
of refusal
to register

(2) If the Directors refuse to register any transfer they shall send notice to the transferee of the refusal within two months after the date on which the transfer was lodged with the Company or the date allowed in a notice served upon the transferee or any shareholder for the delivery of a statutory declaration pursuant to the provisions of the Gas Company Act whichever date shall be the later. It shall be sufficient compliance with the Act if notice is sent to the address of the transferee given on the transfer forwarded to the Company for registration.

(3) No fee shall be charged on registration of a transfer.

Transfers
to be
retained
by company

59. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall (except in the case of fraud) be returned to the person depositing it on written demand of the Transferor.

Transmission
of shares
or bonds

60. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognised by the Company as having any title to the shares or bonds registered in the name of such member and in the case of the death of any one or more of the joint holders of any shares or bonds or the dissolution of any corporation registered as one of several joint holders the survivors or survivor shall be the only persons or person recognised by the Company as having any title to or interest in such shares or bonds but the Directors may require such evidence of death or dissolution as they think fit and nothing herein contained shall release the estate of a deceased member from any liability in respect of such shares or bonds.

Survivorship

Transfer
of shares
or bonds
of lunatic
deceased
or bankrupt
members

61. Any committee of a lunatic or mentally defective member and any person becoming entitled to shares or bonds in consequence of the death or bankruptcy or insolvency of any member upon producing proper evidence of the decree order grant of probate or letters of administration or such other evidence that he sustains the character in respect of which he proposes to act under this Clause or of his title as the Directors think sufficient and subject to the provisions of Clause 39 and to any lien of the Company in respect of the debts of the person through whom he derives his title may be registered as a member in respect of such shares or bonds or may (subject to the regulations as to transfers herein contained) transfer such shares or bonds to other persons. This Clause is hereinafter referred to as "the transmission clause".

Cancellation of
certificate
on transfer
of shares
or bonds

62. On every application to register the transfer of any shares or bonds or to register any person as a member in respect of any shares or bonds which may have been transmitted to such person by operation of Law or otherwise the certificate specifying the shares or bonds in respect of which such registration is required shall be delivered up to the Company for cancellation and upon the registration of such transfer a new certificate in similar form specifying the shares or bonds transferred or transmitted shall be delivered to the transferee or transferee and if the registration of any transfer is required in respect of some only of the shares or bonds specified in the certificate delivered up to the Company a new certificate specifying the shares or bonds remaining untransferred shall be delivered to the transferor.

63. Subject to the Act and to the Gas Company Act the Directors shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.

Directors' right to refuse registration

CONVERSION OF SHARES INTO STOCK

64. The Company in general meeting may at any time convert any paid up shares into stock and may convert any stock into paid up shares of any denomination.

Conversion of shares into stock and vice versa

65. When any shares have been converted into stock the several owners of such stock may thenceforth transfer their respective interests therein or any part of such interest in the same manner and subject to the same restrictions as and subject to which fully paid up shares in the capital of the Company may be transferred or as near thereto as circumstances will admit but the Directors may from time to time if they think fit fix the minimum amount of stock transferable and direct that stock shall only be transferred in amounts which shall be a multiple of some amount to be fixed by the Directors or that fractions of a dollar shall not be dealt with with power nevertheless at their discretion to waive such rules in any particular case PROVIDED that the minimum amount of stock transferable shall not be greater than the nominal amount of the shares from which the stock arose.

Transfer of stock and rights of holders

66. The stock shall confer on the holders thereof respectively the same privileges and advantages as regards participation in profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted but so that none of such privileges or advantages except the participation in profits of the Company shall be conferred by any such aliquot part of stock as would not if existing in shares have conferred such privileges or advantages and save as aforesaid all the provisions herein contained shall so far as circumstances will admit apply to stock as well as to shares. No such conversion shall affect or prejudice any preference or other special privilege.

Rights of stockholders

INCREASE ALTERATION AND REDUCTION OF CAPITAL

67. Subject to the provisions of the Gas Company Act the Company in general meeting may from time to time by special resolution increase its capital by the creation of new shares of such amount as it thinks expedient.

Increase of capital

68. Except so far as otherwise provided by the conditions of issue or by the Gas Company Act or by this Part any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalment transfer and transmission forfeiture lien surrender and otherwise.

New shares to be part of original capital

69. Subject to the provisions of the Gas Company Act the Company in general meeting may from time to time by special resolution consolidate or divide any of its share capital into shares of greater or lesser denomination.

Consolidation and division of shares

70. The resolution whereby any shares are divided may subject to the provisions of the Gas Company Act determine that as between the holders of the shares resulting from such division one or more of such shares shall have some preference or special advantage as regards dividend capital voting or otherwise over or as compared with the others or other.

Division into preferred and ordinary shares

71. No exercise of the Company's powers under this Part shall reduce the proportionate voting power of the holders of Class B shares.

MODIFICATION OF RIGHTS

72. If at any time the capital by reason of the issue of preference shares or otherwise is divided into shares of different classes all or any of the rights and privileges attached to each class may subject to the provisions of the Act and of the Gas Company Act be modified abrogated or dealt with

Power to modify rights

(1) by resolution passed at a separate general meeting of the holders of the shares of that class at which the holders of not less than three-fourths of the issued shares of that class shall have voted in favour of the resolution and all the provisions hereinafter contained as to general meetings shall *mutatis mutandis* apply to every such meeting except that the quorum thereof shall be members holding or representing by proxy three-fourths of the nominal amount of the issued shares of that class; or

(2) if the necessary majority shall not have been obtained at such separate general meeting then by agreement between the Company and some person purporting to contract on behalf of the class provided that within two months after the day of such separate general meeting such agreement is ratified in writing by the holders of at least three-fourths of the issued shares of that class.

73. No capital paid up on preference shares shall be repaid

Repayment of capital on preference shares

(a) unless such repayment is approved by a resolution passed at a separate general meeting of the holders of the preference shares concerned at which not less than three-fourths of such of the holders of the said shares as being entitled so to do shall have voted in favour of the resolution and all the provisions hereinafter contained as to general meetings shall apply *mutatis mutandis* to every such meeting except that the quorum thereof shall be members holding or representing by proxy three-fourths of the nominal amount of the issued shares of the class concerned, or

(b) if the necessary majority shall not have been obtained at such separate general meeting unless such repayment is approved in writing by the holders of not less than three-fourths of the issued shares of the class concerned within two months after the date of such separate general meeting.

BORROWING POWERS

Directors
may raise
money

74. Subject to the provisions of the Gas Company Act the Directors may from time to time at their discretion borrow or raise or secure the payment of any sum of money for the purposes of the Company and may raise or secure the repayment of that sum or the payment performance or fulfillment of any debts liabilities contracts or obligations incurred or undertaken by the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds (secured or unsecured) perpetual or redeemable debentures or debenture stock or any mortgage charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Securities
may be free
from equities
etc.

75. Bonds debentures debenture stock or other securities may be issued upon the condition that they shall be assignable free from any equities between the Company and the person to whom they are issued.

Issue of
securities

76. Subject to the provisions of the Gas Company Act any bonds debentures debenture stock or other securities may be issued at a discount premium or otherwise and with or without the right or obligation of the holders thereof to exchange the same in whole or in part for shares in the Company and with any special privileges as to redemption surrender drawings allotment of shares attending and voting at general meetings of the Company appointment of Directors and otherwise.

Provision
in case of
security
over uncalled
capital

77. If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors may subject to the provisions of the Gas Company Act by instrument under the Company's seal authorise the person in whose favour that mortgage or security is executed or any other person in trust for him to make calls on the members in respect of that uncalled capital and the provisions hereinbefore contained in regard to calls shall *mutatis mutandis* apply to calls made under that authority and that authority may be made exercisable either conditionally or unconditionally and either presently or contingently and either to the exclusion of the Directors' powers or otherwise and shall be assignable if expressed so to be.

Subsequent
charges

78. Where any uncalled capital of the Company is charged all persons taking any subsequent charge thereon shall take it subject to the prior charge and shall not be entitled by notice to the shareholders or otherwise to obtain priority over the prior charge.

Indemnity
to directors
etc.

79. If the Directors or any of them or any other persons become or becomes personally liable for the payment of any sum primarily due from the Company the Directors notwithstanding the interest (if any) of the Directors or any of them may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of that liability.

Register of
mortgages
to be kept

80. The Directors shall cause a proper register to be kept in accordance with the Act of all bonds debentures or debenture stock and of all mortgages and charges affecting the property of the Company and copies thereof in accordance with the Act.

Inspection of
register

81. Such register and the copies of any mortgages or charges shall be open to inspection by any member or creditor during business hours and such register shall also be open to the inspection of any other person on payment for each inspection of such fee not exceeding any maximum prescribed by law as the Directors may fix.

GENERAL MEETINGS

Annual
general
meeting

82. (1) A general meeting of the Company called the "annual general meeting" shall be held once at least in every calendar year at such time not being more than fifteen months after the holding of the last preceding annual general meeting and at such place as may be decided by the Directors.

(2) All other meetings of the Company shall be called "extraordinary meetings".

Convening
of extra-
ordinary
meeting

83. (1) The Directors may convene an extraordinary meeting whenever they think fit.

Requisition

(2) The Directors shall on the requisition of any member or members holding at the date of the deposit of the requisition not less than the amount of the share capital of the Company as at that date carries five per centum of the votes that may be exercised at general meetings forthwith proceed duly to convene an extraordinary meeting to be held as soon as practicable but in any case not later than two months after the receipt by the Company of the requisition.

(3) The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office and it may consist of several documents in like form each signed by one or more requisitionists.

(4) If the Directors do not within twenty-one days after the date of the deposit of the requisition proceed to convene a meeting the requisitionists may themselves in the same manner as nearly as possible as that in which meetings are to be convened by the Directors convene an extraordinary meeting but any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the requisition.

(5) A meeting at which a special resolution is to be proposed shall be deemed not to be duly convened by the Directors or requisitionists as the case may be if they do not give such notice thereof as is required by the Act in the case of special resolutions.

Notice of
general
meetings

84. (1) At least twenty-one days' notice of every annual general or extraordinary meeting shall be given in the manner provided by Clauses 172 to 181 inclusive and not otherwise to the members and such other persons as are entitled under this Part to receive notices.

(2) 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.

(3) 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.

85. If there shall not be a quorum of Directors in office or if it shall be inconvenient to obtain a meeting of Directors any one Director may upon requisition being made as aforesaid convene an extraordinary general meeting.

Requisition
to one
Director

PROCEEDINGS AT GENERAL MEETINGS

86. (1) The business of an annual general meeting shall be

- (a) to receive and consider the reports of the Directors and auditors and the balance sheet and profit and loss account,
- (b) to declare dividends,
- (c) to elect Directors,
- (d) if required to consider and if thought fit to appoint auditors,
- (e) to transact any other business which under this Part ought to be transacted at an annual general meeting, and
- (f) to transact any special business which is brought forward under sub-clause (2) of this Clause.

Business of
annual
general
meeting

(2) At an annual general meeting and at any extraordinary meeting such business may be considered and decided upon as may be brought forward by the Directors or by any member who has given to the Directors at least thirty days' notice in writing of his intention to bring it forward at that meeting provided that in either case it relates to the affairs of the Company and that under the provisions of this Part it is competent for the Company in general meeting to decide upon it and provided that notice of the general nature of that business has been given in accordance with Clause 84 in the notice convening the meeting.

Special
business

87. Until the Company in general meeting otherwise decides not less than ten members entitled to vote and present in person or by proxy or by attorney entitled to act pursuant to Clause 104 or by representative shall be a quorum for a general meeting and subject to the provisions of the next succeeding Clause no business shall be transacted at any general meeting unless the quorum requisite is present at the commencement of the business.

Quorum

88. If within twenty minutes after the time appointed for the meeting a quorum is not present the meeting if convened upon a requisition pursuant to Clause 83 shall be dissolved; but 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 time and place as the Directors may by notice to the shareholders appoint. If at the adjourned meeting a quorum is not present those persons who are present being members entitled to vote or proxies attorneys or representatives of such members shall be a quorum and may transact the business for which the meeting was called.

When quorum
not present

89. The Chairman of the Directors or in his absence the Deputy Chairman (if any) shall be entitled to take the chair at every general meeting. If there be no Chairman or Deputy Chairman or if neither of them is present within fifteen minutes after the time appointed for holding the meeting or neither is willing to act the Directors present may choose a chairman and in default of their doing so the members present shall choose one of the Directors to be chairman and if no Director present be willing to take the chair shall choose one of their number to be chairman.

Chairman
of general
meeting

90. (1) Any question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman shall both on a show of hands and on a poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

How questions
to be
decided

(2) No objection shall be made as to the validity of any vote except at the meeting or poll at which the vote is tendered and every vote not disallowed at that meeting or poll and whether given personally or by proxy attorney or representative shall be deemed valid.

91. (1) At any general meeting unless a poll is demanded as hereinafter provided a declaration by the chairman that a resolution has been carried or carried by a particular majority and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour against the resolution.

Evidence
of passing
resolutions

(2) A poll shall not be demanded on the election of a chairman of a meeting or on the question of the adjournment of the meeting.

Demand a
poll

(3) Subject to sub-clause (2) a poll upon any question submitted to a meeting may be demanded

- (a) by the chairman, or
- (b) by not less than twenty five per centum of the members present in person or by proxy attorney or representative having the right to vote at the meeting, or
- (c) by any member or members holding at the date of the meeting not less than the amount of the share capital of the Company as at that date carries five per centum of the votes that may be exercised at general meetings and who shall be present by proxy attorney or representative.

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

Taking of a
poll

93. Any dispute as to the admission or rejection of a vote shall be determined by the chairman and his determination made in good faith shall be final and conclusive.

94. The chairman of a general meeting may with the consent of the meeting adjourn it 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. If any meeting shall be adjourned for more than fourteen days notice of such adjournment shall be given to all the members in the same manner as notice was or ought to have been given of the original meeting.

Adjournment

Continuance
of business
notwithstanding
demand for
a poll

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

Voting at
general
meetings

96. (1) Subject to the rights or restrictions as to voting which may be attached to or imposed upon any class of shares and subject to Clause 105 the following shall apply:

(a) on a show of hands every person present in one or more of the following capacities namely that of a member or the proxy attorney or representative of a member shall have one vote; and

(b) on a poll each member present in person or by proxy attorney or representative shall have one vote for every Class A share held by him and 100 votes for every Class B share held by him.

(2) A person entitled to cast more than one vote upon a poll need not if he votes use all his votes or cast all the votes he uses in the same way.

Who may
vote in
respect of
shares of
a deceased
person, etc.

97. Any person entitled under the transmission clause to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of those shares provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote he satisfies the Directors of his right to transfer those shares unless the Directors shall have previously admitted his right to vote at that meeting in respect thereof. A person entitled to vote under this Clause shall be deemed a member for the purposes of Clause 96.

Joint holders

98. Where there are joint registered holders of any share any one of those holders may vote at any meeting either personally or by proxy attorney or representative in respect of those shares as if he were solely entitled thereto; but if more than one of those joint holders is present at any meeting whether personally or by proxy or by attorney or representative and tender a vote the vote of the one whose name stands first on the register shall alone be counted. Several executors or administrators of a deceased member in whose sole name any shares stand shall for the purposes of this Clause be deemed joint holders thereof.

Proxy must
be a member

99. Other than in the case of holders of Class B shares no person may be appointed a proxy who is not a member of the Company.

Proxies to be
in writing

100. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of its attorney.

Proxies to be
deposited
at office

101. (1) The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy thereof and a declaration or statement by the attorney of the non-revocation thereof shall be deposited at the office not less than forty-eight hours before the person named in the instrument purports to vote in pursuance thereof.

(2) Every proxy shall unless a time limit has been specified therein or if it is a proxy for a particular meeting continue in force until a notice in writing revoking it has been given to the Secretary or the Chairman of any meeting or has been left at the office.

When vote
by proxy
valid
although
authority
revoked

102. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given provided no intimation in writing of the death revocation or transfer has been received at the office or by the Chairman of the meeting before the vote is given.

Form of
proxy

103. Every instrument of proxy whether for a special meeting or otherwise shall be in the usual common form acceptable to the Directors. The instrument of proxy may specifically provide and where a resolution is to be proposed shall provide that the vote or votes shall be cast for or against the resolution to be proposed at the meeting in question in which case the instrument of proxy shall be in the form or to the effect following:

SOUTH AUSTRALIAN GAS COMPANY

I _____ of _____
being a member of the abovenamed Company hereby appoint _____
of _____
or in his absence _____ as my proxy
of _____ to vote for me and on my behalf FOR/AGAINST Resolution numbered _____
to be submitted to the annual (or extraordinary) general meeting of the Company to be held
on the _____ day of _____ 19____ and at any adjournment
thereof.

As witness my hand this _____ day of _____ 19____

Signature:

Note: The form of proxy shall provide that a proxy holder be permitted to vote for or against each resolution.

Any instrument of proxy deposited at the office in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the meeting to which it relates.

104. (1) Any member may appoint an attorney to act on his behalf at all meetings of the Company or all meetings during a specified period and subject to production at the office of his power of attorney or a certified copy thereof at least forty-eight hours (or such less time as the Directors allow) before the meeting together with such evidence as the Directors may require of the validity and non-revocation thereof the attorney so appointed may attend and take part in and vote at the meeting in the same manner as the member himself could do.

Power of
Attorney

(2) Any body corporate being a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company and the provisions of subsections (3) (4) and (5) of Section 140 of the Act shall be deemed to apply to any such authorisation.

105. No member shall be entitled to be present or to vote on any question either personally or by proxy attorney or representative at any general meeting or upon a poll or be reckoned in a quorum in respect of any share upon which any call or other sum is due and payable to the Company.

Voting
qualification

DIRECTORS

106. The number of the Directors shall be five.

Number of
Directors

107. The Company in general meeting may subject to the provisions of this Part from time to time increase to a number not exceeding nine or subsequently decrease the number of Directors to a number being not less than five.

Company may
increase or
decrease
number of
Directors

108. No corporation nor any partner or employer or employee of an auditor or auditors of the Company shall be capable of being appointed or elected a Director or Alternate Director of the Company.

Partner of
auditor not
eligible

109. The shareholding qualification for directors may be fixed by the Company in general meeting, and unless and until so fixed shall be five hundred shares.

Qualification

110. The office of Director shall *ipso facto* be vacated

When office
of director
to be vacated

(1) if he becomes bankrupt or suspend payment or compound with his creditors

(2) if he 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

(3) if he ceases to hold the number of shares (if any) required to qualify him for office

(4) if he absents himself from the meetings of the Directors for a continuous period of three months without special leave of absence from the Directors unless the Directors resolve that his office be not vacated

(5) if he becomes prohibited from being a Director by any order made under the Act

(6) if by notice in writing to the Company he resigns his office

(7) if his office becomes vacated pursuant to Clause 116 or Clause 119.

111. (1) No Director shall be disqualified by his office from accepting or holding any office of profit except that of auditor under the Company or under any Company in which this Company shall be shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise in any manner howsoever nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relationship thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest.

Interests of
Directors

(2) If a Director becomes interested in a contract or arrangement after it is made or entered into the disclosure of his interest shall be made at the first meeting of the Directors held after he becomes interested.

(3) No Director shall as a Director vote in respect of any contract or arrangement in which he is so interested as aforesaid and if he does so his vote shall not be counted but this prohibition may at any time or times be suspended or relaxed to any extent by the Company in general meeting and such prohibition shall not apply to any allotment of shares or debentures of the Company or to any contract or arrangement where the Director is interested merely as a shareholder or Director of another company or to give any contract by or on behalf of the Company to the Directors or any of them any security for advances or by way of indemnity.

(4) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be a sufficient disclosure under this Clause as regards such Director and the said transaction and after such general notice it shall not be necessary for such Director to give a special notice or particulars or declarations relating to any particular transaction with that firm or Company.

112. A Director of this Company may be or become a promoter or Director of any company promoted by this Company or in which it may be or become interested as a vendor shareholder or otherwise and no such Director shall be accountable for any profits received as promoter director or member of such Company.

Directors
may act
as promoters

Exercise of
voting power
in another
company

113. The Directors may exercise the voting power conferred by the shares in any Company held or owned by the Company in such manner in all respects as the Directors think fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them to be Directors of such Company or voting or providing for the payment of remuneration to the Directors of such Company) and any such Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be or be about to be appointed a Director of such other Company.

Power for
Directors
to appoint
additional
Director

114. The Directors shall have power at any time and from time to time to appoint any other person as a Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed any maximum number fixed. But any Director so appointed shall hold office only until the conclusion of the next following annual general meeting of the Company and shall be eligible for re-election at such meeting but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Directors
may act
notwithstanding
vacancy

115. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below any minimum fixed or if no minimum number be fixed below the number required to constitute a quorum of Directors the Directors shall not except in emergencies or for the purpose of filling up vacancies act so long as the number is below the minimum or if no minimum is fixed below the number required to constitute a quorum of Directors or to summons a general meeting of the Company.

Company
may remove
Director
and appoint
another
Director
in his place

116. Subject to anything relating thereto contained in the Act the Company may at any time for good cause shown by ordinary resolution remove any Director from office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.

REGISTER OF DIRECTORS

Register of
Directors

117. The Company shall keep at its office a register of Directors containing the particulars required by the Act.

Inspection of
Register

118. The Register of Directors shall be open on each business day during business hours to the inspection of any member of the Company without charge and of any other person on payment for each inspection of such sum (not exceeding any maximum prescribed by law) as the Directors may determine.

AGE LIMIT OF DIRECTORS

Age limit of
Directors

119. (1) This Clause shall apply notwithstanding anything to the contrary contained in any other Clauses.

(2) No person who has attained the age of seventy-two years shall be appointed or elected or continue as a Director.

(3) A Director who holds any executive office in the Company (including the office of Managing Director) shall cease to be Director when he ceases to hold his executive office.

(4) A person ceasing to be a Director by virtue of the provisions of paragraph (3) shall not thereby be rendered ineligible for appointment or election as a Director under any other Clause.

(5) No person who has attained the age of seventy years shall be elected Chairman of Directors and a Chairman of Directors who attains the age of seventy years shall vacate his office as Chairman at the conclusion of the annual general meeting next held after his attainment of the age of seventy years.

(6) Notwithstanding the foregoing provisions of this Clause a Director who attains the age of seventy-two years shall be entitled to continue to hold office as a Director until the thirtieth day of June next following his attainment of such age unless in the meantime he shall retire by rotation in which case he shall not be eligible for re-election.

ROTATION OF DIRECTORS

120. At the annual general meeting to be held in each year one-third of the Directors or if their number is not a multiple of three then the number nearest to one-third shall (subject to the provisions of Clause 126) retire from office. The Directors to retire at such meeting shall be the Directors who have been longest in office. As between two or more Directors 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. The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office. A retiring Director shall be eligible for re-election and shall act as a Director through the meeting at which he retires. A Managing Director or a Director appointed and retiring under Clause 114 and any Director retiring under Clause 119 shall not be taken into account in determining the number of Directors to retire by rotation or which Directors retire by rotation. Notwithstanding anything hereinbefore contained no Director other than a Managing Director shall remain in office for a continuous period of more than three years or until the third annual meeting following his appointment whichever is the longer without submitting himself for re-election.

121. The Company at any general meeting at which any Directors retire in manner aforesaid may fill up the vacated offices by electing a like number of persons to be Directors and may fill up any other vacancies.

122. No person not being a retiring Director or a Director appointed under Clause 114 shall unless recommended by the Directors for election be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has at least eleven clear days before the meeting left at the office of the company a notice in writing duly signed by the nominee

consenting to the nomination and signifying his candidature for the office or the intention of such member to propose him provided that in the case of a person recommended by the Directors for election nine clear days' notice only shall be necessary. Notice of each and every candidature shall at least seven days previously to the meeting at which the election is to take place be served on the members.

123. If at any general meeting at which an election of Directors ought to take place the place of any Director retiring by rotation is not filled up he shall if willing unless it shall be determined at such meeting on due notice to reduce the number of Directors in office continue in office until the annual meeting in the next year and so on from year to year until his place is filled up.

REMUNERATION OF DIRECTORS

124. (1) The Directors (other than any Managing Director and any Director in the full time employment of the Company or any of its subsidiaries) shall be paid out of the funds of the Company by way of remuneration for their services as Directors such sum as shall from time to time be fixed by the Company in general meeting. Such remuneration shall be divided among such of the Directors and in such proportions and manner as the Directors may determine and in default of determination equally. After any fixing of the maximum remuneration of the Directors (other than any Managing Director and any Director in full time employment of the Company or any of its subsidiaries) that maximum shall continue to apply unless and until the Company in general meeting otherwise determines and it shall not be increased unless notice of the proposed increase shall have been given in the notice convening the meeting.

Remuneration
of Directors

(2) Directors shall not be paid a commission on or a percentage of the turnover or (except in the case of a Managing Director) of the profits of the Company.

(3) The Directors (including any Managing Director) shall also be paid their reasonable travelling and hotel and other expenses incurred by them when engaged on the business of the Company or in attending meetings of the Company or of the Directors or of any committees.

125. Every Director shall be paid all his extraordinary travelling and other expenses properly and necessarily incurred by him and if any Director serves on any committee or shall be called upon to perform any extra services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Company the Company shall remunerate such Director in such manner as may be determined by the Directors and such remuneration may be in addition to or in substitution for his share in the remuneration above provided or his remuneration as a Managing Director or as a Deputy Managing Director as the case may be.

Special
remuneration

MANAGING DIRECTOR

126. The Directors may from time to time appoint one or more of their body to be the Managing Director or Managing Directors of the Company (and if any such appointment be for a fixed term such term shall not exceed ten years at any one time) and upon such terms and conditions in all respects as the Directors shall think fit. The Directors may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another in his or their place. A Managing Director whose period of appointment as such has expired may be appointed from time to time but no such reappointment shall be for a fixed period longer than five years.

Appointment
of Managing
Director

127. A Managing Director shall not while he continues to hold that office be subject to retirement by rotation and shall not be taken into account in determining the rotation of retirement of Directors but (subject to the provisions of any contract between him and the company) shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he ceases to hold the office of Director from any cause he shall *ipso facto* and immediately cease to be Managing Director.

Managing
Directors
not subject to
retirement by
rotation

128. The remuneration of every Managing Director as such shall (subject to the provisions of any contract between him and the Company) from time to time be fixed by the Directors and may be by way of fixed salary or otherwise but a Managing Director shall not be paid a commission on or percentage of turnover of the Company or any other Company in which the Company is interested; and his remuneration under this Clause may be in lieu of or in addition to his remuneration as an ordinary Director under Clause 125.

Remuneration
of Managing
Director

129. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these presents by the Directors as they may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they may think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke withdraw alter or vary all or any of such powers.

RETIRING ALLOWANCES OF DIRECTORS

130. (1) The Company shall not make to any Director any payment by way of compensation for loss of office as a Director or as consideration for or in connection with his retirement from such office unless particulars with respect to the proposed payment (including the amount thereof or the means by which the amount will be ascertained) are disclosed to the members and the proposal has been approved by the Company in general meeting.

(2) References in sub-clause (1) of this Clause to payments made to any Director by way of compensation for loss of office or as consideration for or in connection with his retirement from office do not include—

- (i) any payment made under an agreement particulars whereof have been disclosed to and approved by the Company in general meeting
 - (ii) any *bona fide* payment by way of damages for breach of contract
 - (iii) any *bona fide* payment by way of pension or lump sum payment in respect of past services where the value or amount of the pension or payment (except so far as it is attributable to contributions made by the Director) does not exceed the total emoluments of the Director in the three years immediately preceding his retirement and for the purposes of this sub-clause the expression "pension" includes any superannuation or retiring allowance superannuation gratuity or similar payment,
- or
- (iv) any payment made to a Director pursuant to an agreement made between the Company and him before he became a Director of the Company as consideration or part of the consideration for the Director agreeing to serve the Company as a Director.

(3) Subject as aforesaid the Directors shall have power

- (i) to make contracts or arrangements with any one or more of their number or with a person about to become a Director of the Company whereby on and after that Director or person ceasing to hold office by reason of death or otherwise there shall be paid to him or after his death to his widow and dependants or any of them a pension or retiring allowance or lump sum payment in lieu thereof and to make payments pursuant to to any such contracts or arrangements
- (ii) to establish a fund or scheme to provide pensions or retiring allowances or lump sum payments for Directors upon them ceasing to hold office or for their widows and dependants or any of them in the event of their death while in office and from time to time to pay to any such fund or scheme such sums as they shall consider necessary to provide such pensions retiring allowances or lump sum payments.

(4) The Directors may in any such contract or arrangement or by the regulations of any such fund or scheme impose such conditions and restrictions on the payment of a pension or retiring allowance or lump sum as they shall think proper.

(5) The Directors may authorise any subsidiary company to make a similar contract or arrangement with its Directors and to make payments thereunder or to establish and maintain any such fund or scheme whether or not all or any of the Directors of the subsidiary company are also Directors of the Company.

(6) Subject to the Act the restrictions contained in sub-clause (1) of this Clause shall not apply in the case of a Director who is a full-time employee of the Company or of any of its subsidiaries in respect of his loss of or retirement from that employment.

PROCEEDINGS OF DIRECTORS

131. (1) The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business.

(2) Until otherwise determined by the Directors three Directors shall be a quorum.

(3) It shall not be necessary to give notice of a meeting of the Directors to a Director who is not in the Commonwealth of Australia.

132. A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of Directors.

Directors
may act
notwith-
standing
vacancies

133. The continuing Directors may act notwithstanding any vacancy in their body; provided that if and so long as the number for the time being in office falls below the number necessary to form a quorum they shall not act except in an emergency or for the purposes of filling up vacancies of or summoning a general meeting.

Chairman

134. The Directors may elect a Chairman and Deputy Chairman of their meetings and determine the periods for which they are respectively to hold office but if no Chairman or Deputy Chairman is elected or if at any meeting neither the Chairman nor the Deputy Chairman is present at the time appointed for holding it the Directors present shall choose one of their number to be Chairman of the meeting.

Decision
by majority
votes

135. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairman shall have a second or casting vote. Where two directors form a quorum the chairman of a meeting at which only such a quorum is present or at which only two Directors are competent to vote on the question at issue shall not have a casting vote.

Powers of
quorum

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

Delegation to
committees

137. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that

may from time to time be imposed upon it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating meetings and proceedings of the Directors so far as they are applicable thereto and are not superseded by any regulations made by the Directors under this clause.

138. All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any of those Directors 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 Director.

Acts of
Directors
valid not-
withstanding
defective
appointment

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

Resolution
in writing

140. (1) Any Director may from time to time appoint any person approved by a majority of the other Directors to be an alternate Director in his place during such period as he thinks fit.

Alternate
Director

(2) While the appointment continues the alternate Director shall be entitled to receive notice of meetings of the Directors and to attend and vote thereat and to exercise all the powers of the appointor in his place and he shall be deemed a Director for the purposes of constituting a quorum affixing the seal signing a resolution and for all other purposes (except as regards remuneration).

(3) A Director may in lieu of making an appointment under sub-clause (1) of this Clause appoint one of the other Directors as his alternate to speak and vote on his behalf and in his place at a specified meeting or meetings or at meetings held during a specified period or during his absence from the State; and the consent of other Directors to that appointment shall not be necessary.

(4) A Director may at any time revoke the appointment of his alternate and if for any reason he ceases to be a Director then the appointment of his alternate shall *ipso facto* be revoked.

(5) An alternate Director shall look for his remuneration to the Director appointing him but shall be entitled to be reimbursed by the Company in accordance with these Clauses as if he were a Director.

(6) Any appointment or removal of an alternate Director shall be effected by notice in writing to the Board signed by the Director seeking to make or revoke the appointment and delivered or sent to the Secretary.

(7) The appointment of an alternate Director made under sub-clause (1) of this Clause shall be revoked if a majority of the Directors other than the appointor request in writing that he shall resign.

141. (1) The Directors shall cause minutes to be duly entered in books provided for the purpose—

Minutes

- (a) of the names of the Directors present at each meeting of the Directors and of any committee of Directors;
- (b) of all declarations made or notices given by any Director (either generally or specially) of his interest in any contract or proposed contract or of his holding of any office or property whereby any conflict of duty or interest may arise;
- (c) of all directions given by the Directors and committees of Directors; and
- (d) of all resolutions and proceedings of general meetings and of meetings of the Directors and committees of Directors.

The minutes of any general meeting or meeting of the Directors or of any committee of Directors if purporting to be signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting shall be receivable as *prima facie* evidence of the matters stated therein.

(2) The Directors shall also cause to be kept—

Registers

- (a) if the Company issues debentures a register of holders thereof,
- (b) a register of charges,
- (c) a register of the holdings by the Directors of shares and bonds in and debentures of the Company or any company which is deemed under the Act to be a company related to the Company,
- (d) a register of the Directors, Managers and Secretaries of the Company,
- (e) a register of members, and
- (f) a register of bond-holders.

(3) Any local board appointed under paragraph (b) of sub-clause (2) of Clause 142 shall cause to be kept minutes of its proceedings and the provisions of sub-clause (1) of this Clause shall apply thereto and copies of those minutes shall be forwarded to the Directors of the Company within seven days after the meeting or other matters to which those minutes relate.

(4) Except as the context of this Part shall otherwise require in this Clause "debenture" has the meaning stated in Section 5 of the Act.

POWERS OF DIRECTORS

142. (1) The Management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by its Part A of this Schedule or otherwise authorised to exercise and do and as are not hereby or by statute directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Gas Company Act and of this Part.

Powers

(2) In particular but without limiting the generality of the foregoing—

- (a) The Directors may at their discretion but subject to the provisions of the Gas Company Act pay for any property rights or privileges acquired by or services rendered to the Company either wholly or partly in cash or bonds debentures or other securities or in any shares of the Company; and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (b) Interest payable by the Company on any bonds mortgages debentures other securities or on any money borrowed by the Company shall (subject to the provisions of the Gas Company Act) be at such rate as may be fixed from time to time by the Directors.
- (c) The Directors may from time to time provide for the management and transaction of the affairs of the Company elsewhere than in the State in such manner as they think fit including the establishment of branch offices or agencies.
- (d) The Directors may from time to time appoint any persons to be agents of the Company with such powers (including power to sub-delegate) and upon such terms as they think fit.
- (e) The Directors may for all or any of the matters and purposes aforesaid or for the performance of any other act matter or thing by power of attorney under the seal appoint any person to be the attorney or attorneys of the Company in any country and confer on him such powers including a power of substitution or sub-delegation as they think fit and any such appointment may be made in favour of any company or of the members Directors nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Directors. And any such power of attorney may contain such provisions for the protection or convenience of persons dealing with the attorney as the Directors think fit. Provided always that any act matter or thing done or performed or any agreement entered into in pursuance of such power of attorney which could not be done by the Directors without the consent of a general meeting or which if done by the Directors would have to be submitted to a general meeting for the confirmation or disallowance thereof shall unless previously authorised by a general meeting be subject to confirmation or disallowance by a general meeting of the Company.

Directors
not to
sell under-
taking
without
ratification

143. Notwithstanding the general powers hereinbefore conferred upon them the Directors shall not sell or otherwise dispose of the undertaking of the Company or a major part thereof without the sanction of the Company in general meeting. This clause shall be read subject to the provisions of the Gas Company Act.

BRANCH REGISTERS

Branch
register

144. (1) The Company may exercise powers similar to those conferred by the Act and may cause to be kept in any place outside the State a branch register of members and bond holders. The Directors may make from time to time such provisions as they think fit respecting the keeping of any such branch register the transmittal of shares and bonds to or from it and the transfer and transmission of shares or bonds to on or from it and may comply with the requirements of any local law.

(2) (i) Applications for transfers or transmissions of shares or bonds registered on any such register may either be forwarded to the board of Directors to be dealt with by the board or dealt with in manner hereinafter mentioned.

(ii) A power of attorney may be executed by the Directors in favour of any person resident in that place empowering him to exercise such powers as the Directors may invest in him with respect to

- (a) dealing with applications for transfers or transmissions of shares and bonds registered on that register,
 - (b) approving or rejecting transfers or transmissions,
 - (c) registering approved transfers or transmissions,
 - (d) placing shares and bonds upon or removing shares and bonds from that register in pursuance of transmittal applications,
- and
- (e) issuing and executing on behalf of the Company share certificates and bond certificates following upon any transfers transmissions or transmittals of shares or bonds being dealt with by him.

(iii) The person so empowered shall cause any transfer transmission or transmittal of shares and bonds approved by him to be entered in that register and shall forward a copy of the entry therein to the Directors within such time as the Directors may direct or permit.

(iv) If the person so empowered refuses to approve a transfer or transmission particulars of the application for transfer or transmission and of his refusal shall be forwarded to the Board within such time as the Directors may direct or permit.

THE SEAL

The Seal

145. The Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose but in the case of share certificates and bond certificates this Clause is subject to Clause 13.

146. (1) The Company may have for use in any place outside the State an official seal which shall be a facsimile of the common seal of the Company with the addition on its face of the name of every place where it is to be used and the person affixing any such official seal shall in writing under his hand certify on the instrument to which it is affixed the date on which and the place at which it is affixed.

Seal for
use outside
this State

(2) For the purpose of sealing of certificates of shares bonds or other interests in the Company the Company may have a duplicate common seal which shall be a facsimile of the common seal of the Company with the addition on its face of the words "share seal" or "bond seal" as the case may be and a certificate under the duplicate seal shall be deemed to be sealed with the common seal of the Company; such certificate shall bear the manual or facsimile signatures of a Director and the Secretary.

Duplicate
seal

CHEQUES AND OTHER NEGOTIABLE INSTRUMENTS

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

Cheques
and other
negotiable
instruments

RESERVES

148. The Directors may before declaring any dividend or at such other times as they may determine set aside out of the profits of the Company such sums as they think proper as reserves or provisions to meet contingencies or for equalising dividends or for special dividends or for repairing improving and maintaining any of the property of the Company and for such other purposes as the Directors think conducive to the interests of the Company; and may invest the several sums so set aside upon such investments (other than shares of the Company) as they think fit and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company (subject to the provisions of the Gas Company Act) and may divide the reserves or provisions into such special reserves or provisions as they think fit and employ the reserves or provisions or any part thereof in the business of the Company. The Directors may also without placing them to any reserve or provision carry forward any profits which they may think it prudent not to divide.

Reserves
and provisions

APPROPRIATION OF PROFITS

149. The profits of the Company subject to any special rights relating thereto created or authorised to be created by these presents and to the provisions of the Gas Company Act and to the rights of the holders of shares issued with any special or preferential rights shall be divisible among the members in proportion to the amount of capital paid up or deemed to be paid up on the shares held by them respectively provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date or dates of payment.

Division of
profits

150. Where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest such capital shall not whilst carrying interest confer a right to participate in profits.

No dividend
on capital
paid up in
advance and
carrying
interest

151. Subject to the provisions of the Gas Company Act the Directors may from time to time as they think fit declare dividends (whether interim or otherwise) or recommend the declaration of dividends to be paid to the members according to their rights and interests in the profits.

Declaration of
dividend

152. No dividend shall be payable except out of the profits of the Company and no dividend shall carry interest as against the Company. Subject to the Act all dividends received by the Company shall be profits available for dividend irrespective of the source from which the same shall have been paid.

Dividends
out of profits
only and not
to carry
interest

153. The declaration of the Directors as to the amount of net profits of the Company shall be conclusive.

What to be
deemed net
profits

154. The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards satisfaction of the debts liabilities or engagements in respect of which the lien exists.

Debts may
be deducted

155. A transfer of shares shall not pass the right to any dividend declared thereon after such transfer and before the registration of the transfer.

Effect of
transfer

156. Notice of the declaration of any dividend whether interim or otherwise shall be given to members in any manner hereinafter provided for giving notices.

Notice of
dividends

157. The directors when declaring a dividend may make a call on the members of such amount as the Directors determine but so that the call on each member shall not exceed the dividend payable to him and so that the calls be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the member be set off against the call.

Dividend
and call
together

158. The Directors when declaring a dividend may resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid up shares debentures or debenture stock of the Company or paid up shares debentures or debenture stock of any other company or in any one or more of such ways.

Dividend
in specie

Capitalisation
of reserves

159. Subject to the provisions of the Act and the Gas Company Act the Directors may resolve that any moneys investments or other assets forming part of the undivided profits of the Company standing to the credit of the reserve fund or any capital redemption reserve fund or in the hands of the Company and available for dividend or representing premiums received on the issue of shares and standing to the credit of the share premium account or arising on any revaluation of any assets of the company and standing to the credit of an assets revaluation reserve be capitalised and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such shareholders in paying up in full either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture stock of the company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture stock and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum.

Fractional
certificates

160. For the purpose of giving effect to any resolution under the two last preceding Clauses the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions may be disregarded in order to adjust the rights of all parties and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividend or capitalised fund as may seem expedient to the Directors. Where requisite a proper contract shall be delivered to the Registrar of Companies for registration in accordance with the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalised fund and such appointment shall be effective.

Retention in
certain cases

161. (1) The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member or which any person under that clause is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

(2) The Directors may retain the dividends payable on shares in respect of which a transfer has been lodged with the Company but registration of such transfer has not been effected.

Unclaimed
dividends

162. Unless otherwise required by law all dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

Payment
by post

163. Unless otherwise determined by the Directors any dividend may be paid by cheque or warrant sent through the post to the registered address of the member entitled or in the case of joint holders to the registered address of that one whose name stands first on the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the person to whom it is sent or in the case of joint holders to all such joint holders unless otherwise directed by all such joint holders.

ACCOUNTS

Accounts

164. (1) The Directors shall cause to be kept such accounting and other records as will sufficiently explain the transactions and financial position of the Company and enable true and fair profit and loss accounts and balance sheets and any documents required by this Part to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be conveniently and properly audited.

(2) The records referred to in sub-clause (1) shall be retained for seven years after the completion of the transactions or operations to which they respectively relate.

(3) The records shall be kept at the office or at such other place as the Directors think fit and shall at all times be open to inspection by the Directors.

Inspection
of accounts

165. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of the members; and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as authorised by the Directors and no member (not being a Director) shall be entitled to require or receive any information concerning the business trading or customers of the Company or any trade secret or secret process of or used by the Company.

Annual
account
and balance
sheet

166. Once at least in every calendar year and at intervals of not more than fifteen months the Directors shall lay before the Company in general meeting a profit and loss account and balance sheet for the period since the preceding account made up to a date not more than six months before the date of the meeting. Such profit and loss account and balance sheet shall be accompanied by or have annexed thereto all such separate or consolidated balance sheets and profit and loss accounts reports statements and certificates as the Directors shall from time to time determine to accompany the same or to be annexed thereto.

AUDIT

167. Once at least in every year the accounts of the Company and the profit and loss account and balance sheet shall be examined by one or more auditor or auditors who shall report to the members stating (*inter alia*) whether the accounts of the Company and the group accounts of the Company consolidated with those of its subsidiaries are in his or their opinion properly drawn up so as to give a true and fair view of the state of affairs of the Company and of the group. If the company be listed on any Stock Exchange the register of members and branch registers (if any) shall be audited by an auditor or auditors at intervals of not more than three months.

168. The Company shall appoint an auditor or auditors and their duties shall be regulated in the manner provided by the Act. No Director or officer of the Company or a partner in any business with or an employer or employee of a Director or officer of the Company shall be competent to be appointed or to act as an auditor of the Company and no person shall be competent to be appointed or to act as an auditor who is not qualified for appointment under the Act and if any person after being appointed an auditor shall cease to be qualified his office shall thereupon become vacant.

169. A copy of every qualified report of the auditor which in the opinion of the auditor should be made known to the members shall forthwith be forwarded to the secretary of every Stock Exchange on which the Company is listed.

Qualified report

170. Any retiring auditor shall be eligible for re-appointment without prior nomination but all other candidates must be nominated by notice in writing signed by a member and lodged with the Secretary at least twenty one days before the day of meeting.

Retiring auditor re-eligible

171. If any casual vacancy occurs in the office of auditor the Directors shall forthwith fill up the same.

Casual vacancies

NOTICES

172. A notice may be served by the Company or the Directors upon any member (or other person to whom under the provisions of this Part the Company or the Directors is or are required or entitled to give it) either personally or by sending it through the post in a prepaid envelope or wrapper addressed to him at his registered place of address.

Mode of service

173. (1) In the case of a member whose registered place of address is outside Australia the notice shall be sent by airmail.

Members' registered addresses

(2) Any member who has not left at or sent to the registered office a place of address (for registration in the register) at or to which all notices and documents of the Company may be served or sent shall not be entitled to have any notice sent to him.

174. (1) The Company may give notice with respect to any registered shares to which persons are jointly entitled to whichever of those persons is named first in the register and notice so given shall be sufficient notice to all the holders of those shares.

Notice to joint holders

(2) Any member may by written statement addressed to the Secretary at the office require that all notices by or on behalf of the Company or the Directors shall be served upon his attorney as hereinbefore mentioned at some address to be set forth in that statement; and until that statement is withdrawn service upon the attorney at that address (in manner hereinbefore provided) shall be deemed good service upon that member notwithstanding the absence of the attorney from that address.

Notice to attorney

175. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing it is posted.

When notice by post deemed to be served

176. In proving service of any notice it shall be sufficient to prove that the envelope or wrapper containing the notice and bearing the requisite stamps was properly addressed and posted. A certificate in writing signed by any officer of the Company that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

177. Every person who by operation of law transfer or other means whatsoever becomes entitled to any share shall be bound by every notice in respect of that share which before his name and address is entered on the register is duly given to the person from whom he derives his title to that share.

Transferees etc. bound by prior notices

178. (1) Any notice or document sent by post to or left at the registered address of any member in pursuance of this Part shall notwithstanding that member is then dead and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by that member until some other person is registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of that notice or document on his executors or administrators and all persons if any jointly interested with him in any of those shares.

Notice valid although member deceased

(2) Every member who changes his address or being a female marries and the assignee of any member whose estate is placed under sequestration or who becomes bankrupt or insolvent and the executor or administrator of every member who dies shall immediately upon or as soon as possible after any of the said events leave a notice thereof in writing at the office stating the new address or the married name of such female member or the name and address of every such assignee executor or administrator.

179. The signature to any notice to be given by the Company or the Directors may be written or printed.

Signature to notices

180. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall but the day upon which the notice will expire shall not be included in that number of days or other period.

Computation of time

181. All summonses notices process orders and judgments in relation to any legal proceedings by the Company or its liquidator against any member not in the State (whether a British subject or not) may be served by registered or certified post and the foregoing provisions as to notices shall apply *mutatis mutandis* and such service shall be considered for all purposes to be personal service.

Service of process etc.

COMMISSIONS TO DIRECTORS AND LIQUIDATORS

Commission

182. In the event of there being a sale of all or any of the Company's assets no commission or fees or other remuneration shall be payable to any Director or liquidator in respect of any such sale unless the payment thereof shall be ordered by a Court of competent jurisdiction or ratified by the Company in general meeting and notice of the amount of any such proposed payment shall be given in the notice covering the meeting which notice shall be given to all shareholders at least seven days prior to such meeting.

WINDING UP

Distribution of assets

183. (1) If the Company is wound up the surplus assets shall be applied first in paying off the capital on the preference shares (if any) and the amount of any unpaid dividend to which the holders thereof may be entitled and the holders thereof shall not be entitled to participate in any surplus in case the assets of the Company exceed the amount of the capital for the time being of the Company.

(2) If the Company is wound up and the assets available for distribution among the members as such are insufficient to repay the whole of the paid up capital then (subject to sub-clause (1) of this Clause) those assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. And if in a winding up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the capital of the commencement of the winding up paid up or which ought to have been paid up on the shares held by them respectively. Provided that this Clause shall not add to or detract from the rights of the holders of shares issued upon special terms and conditions.

Distribution in specie

184. If the Company is wound up (whether voluntarily or otherwise) the liquidators may with the sanction of a special resolution divide among the contributories *in specie* or kind any part of the assets of the Company and may with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction think fit.

185. If thought expedient any such division may be otherwise than in accordance with the legal rights of the contributories and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories is determined on any contributory who would be prejudiced thereby shall have a right to dissent and ancillary rights as if such determination were a special resolution passed pursuant to Section 270 of the Act or any statutory provision substituted therefor.

186. If any asset of the Company consists of shares in another corporation and involves a liability to calls or otherwise any person entitled upon a distribution *in specie* to any of those shares may within ten days after the passing of the special resolution sanctioning that distribution by notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the liquidators shall if practicable act accordingly.

INDEMNITY

187. (1) Every Director manager secretary or other officer or servant of the Company shall be indemnified by the Company against (and it shall be the duty of the Directors to pay out of the funds of the Company) all costs losses and expenses which he may incur or become liable to by reason of any contract entered into or act or deed done by him as such officer or servant or in any way in the discharge of his duties; but this provision shall not exempt any officer or servant of the Company from or enable any indemnity to be given to him against any liability which by law would otherwise attach to him in respect of any negligence default breach of duty or breach of trust of which he may be guilty in relation to the Company.

(2) Without limitation of the provisions of sub-clause (1) of this Clause it is declared that the Company may indemnify any Director manager secretary or other officer or servant or any auditor of the Company against any liability 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 in relation thereto in which relief is under the Act granted to him by the Court.

In the name and on behalf of Her Majesty, I hereby assent to this Bill.

K. D. SEAMAN, Governor