

COMPANIES ACT 1961 - 1981

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION of QUEENSLAND SPINNERS WEAVERS AND FIBRE ARTISTS LIMITED

1. The name of the Company is QUEENSLAND SPINNERS WEAVERS AND FIBRE ARTISTS LIMITED.

2. The objects for which the Company is established

(a) To sponsor, create interest in and further the use of the arts and crafts of hand spinning, weaving and dyeing or any combination or combinations thereof (hereinafter called "the arts and crafts").

(b) To present, produce, manage and conduct, anywhere in Queensland and/or in any other States or Territories, exhibitions, displays and sales (whether by auction or otherwise) of the arts and crafts as may, in the opinion of the Company tend to promote those arts or crafts and any other directly related art or craft.

(c) To foster and encourage the study and presentation of the arts and crafts.

(d) To promote or commission the creation of any piece or pieces of art or craft.

(e) To foster relations with kindred societies and/or persons, institutions and other bodies concerned with any of the Objects aforesaid.

(f) To promote public interest and participation in the pursuance of the arts and crafts.

(g) To establish and conduct schools, courses, lectures, seminars, discussions and any other form of educational activity on or concerned with the arts and crafts.

(h) To set up facilities for the creation, maintenance, storage and repair of any of object of art and craft.

(i) To make available facilities, apparatus, equipment and other resources to any person, trust, corporation, firm, association, institution, government instrumentality or local government authority or other body for the purpose of carrying out any object of the Company.

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(j) To purchase, acquire, take on lease and/or exchange, hire and otherwise receive any real or personal property and any rights or privileges which the Company may consider necessary or convenient.

(k) To subscribe to become a member of and co-operate with or seek affiliation to any other association, whether incorporated or not, whose objects are the same or only partly the same as those of the Company, which the Company may consider necessary or convenient.

(l) To develop, construct, alter, maintain and manage any house, building, works, structures and grounds which the Company considers may be necessary or convenient.

(m) To undertake and execute any trusts the

Company considers necessary or desirable and accept any gift, endowment, bequest or devise made to the Company generally or for the purpose of any trust attached to any gift, endowment, bequest or devise.

(n) To make charges for admission to any exhibition, display or sale (whether by auction or otherwise).

(o) To acquire patents or licences to use any inventions or devices that may be used in the creation of any object of art and craft and to dispose of such patents or licences for the use of any such inventions or devices.

(p) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. PROVIDED THAT no member of the Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.

(q) To subscribe to become a member of, co-operate with, amalgamate with seek affiliation to or take over any other association or organization, whether incorporated or not, whose objects are similar or related to those of the Company. PROVIDED THAT the Company shall not subscribe to or support with its funds or amalgamate with or take over any association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of clause 3 of this Memorandum.

(r) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Company or persons frequenting the Company's premises.

(s) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company. PROVIDED THAT

in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(t) To enter into any arrangements with any government or authority, 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.

(u) To appoint, employ, engage, remove or suspend such managers, clerks, secretaries, servants, workmen, advertising personnel, box office staff, ushers and such other servants, agents, employees or independent contractors as may be necessary or convenient for the purposes of the Company.

(v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowances; and to make such payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

(vi) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.

(x) To invest and deal with the money of the Company not immediately required in such manner as the Board thinks fit.

(y) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future), and to purchase, redeem or payoff such securities.

(z) To open and operate upon any bank account and to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(aa) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

(bb) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.

(cc) To take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the Company but subject always to the proviso in sub-clause (s) of this clause 2.

(dd) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.

(ee) To print and publish any newspapers, newsletters, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.

(ff) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.

(gg) To transfer all or any part of the property, assets, liabilities and engagements of the Company to anyone or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.

(hh) To make donations for patriotic or charitable purposes.

(ii) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

(jj) To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds or schemes for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds

calculated to be for the benefit of or to advance the interests and wellbeing of the Company and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other association as aforesaid.

The powers set forth in the Third Schedule to the Companies Act shall not apply to the Company except insofar as they are included in this clause 2.

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company.

PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Board or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such Board or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding FIFTY DOLLARS (\$50.00).

6. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and whose Memorandum of Association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination and if and so far as effect cannot be given to the aforesaid provision then some charitable object meeting the requirements of Section 78(1)(a) of the Income Tax Assessment Act.

7. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified auditor or auditors who shall report to the members in accordance with the provisions of the Companies Act.

8. The names, addresses and occupations of the subscribers are as follows:-

Name, Address and Occupation Signature Witness

Mrs Elizabeth Christine FRANKS, Stenographer, 39 Lang Terrace, Northgate, Brisbane 4013

Mrs Jocelyn GRANT-TAYLOR, Chemist, 550 Lutwyche Road, Lutwyche, Brisbane, 4030

Anthony Peter FRANKS, Chief Security Officer, 39 Lang Terrace, Northgate, Brisbane, 4013 Mrs Helen SHYERS, Home Manager, 39 Hepworth Street, Chapel Hill, Brisbane, 4069

Miss Lilian WIECKHORST, Retired, 83 Carey Street, Bardon, Brisbane, 4065

Mrs Letty MILES, Housewife, 74 Chapel Hill Road, Chapel Hill, Brisbane, 4069

Mrs Beryl SMITH, Housewife, 72 Lather Road, Bellbowrie, Brisbane, 4070

Mrs Jean STYLES, Housewife, 44 Kirkland Avenue, Coorparoo, Brisbane, 4151

DATED 11TH the day of December 1981