

Asia Pacific Internet Association Pty Ltd

ACN 166131040

By-Laws of APRICOT – a Special Committee

Table of Contents

Asia Pacific Internet Association Pty Ltd	1
Table of Contents	1
PREAMBLE	3
PART I – NAME & OBJECTS	3
PART II – STRUCTURE OF THE COMMITTEE	3
PART III – MEMBERS	4
Conditions of Membership	4
Functions of Members	4
Annual General Meeting	4
Special Meetings	5
Quorum	5
Chairman of Meetings	5
Authorised Representatives	6
Notice of Meetings	6
Proxies	6
Voting	7
Consent of Members in Lieu of Meeting	7
Resignation	8
PART IV – DIRECTORS	8
Functions of the Directors	8
Chair of the Directors	10
Treasurer	10
Secretary	10
Vacancies	10
Agents and Officers	11
Financial Documents	11
Proceedings of Directors	11
Quorum	11

Resolutions in Writing	11
Notice of Meetings	11
Keeping of Records	12
Compensation.....	12
Conflict of interest.....	12
PART V – SUB-COMMITTEES.....	13
PART VI – FINANCIAL TRANSACTIONS	13
PART VII – CONTRACTS AND DEALINGS WITH THIRD PARTIES.....	13
PART VIII – INDEMNITIES	13
Right to Indemnification	13
Insurance	14
PART IX – ACCOUNTS	14
PART X – AUDIT.....	15
PART XI – NOTICES.....	15
Waiver of Notice	16
PART XII – MISCELLANEOUS.....	16
Facsimile Signatures	16
Time Periods.....	16
Official Language.....	16
Dispute Resolution.....	16
Governing Law.....	17
PART XIII – AMENDMENTS.....	17
PART XIV – WINDING UP AND DISSOLUTION	17
PART XV – CONTINUATION.....	17

PREAMBLE

Recognising that the **Asia Pacific Internet Association Pty Ltd** ("the Company") is a corporation established to promote the common operational, technological and educational interests of the internet-related industry in the Asia and Pacific regions;

By resolution of the directors passed on 21st April 2017, the Special Committee herein is appointed in accordance with paragraph 6A of the Constitution of the Company and is governed by these by-laws promulgated hereunder, and whose objects and purposes are set out hereinafter;

PART I – NAME & OBJECTS

1. The name of the Special Committee shall be "**APRICOT**" (hereinafter known as "the Committee")
2. The Committee is established to promote the objects and purposes of the Company which are:
 - 2.1. To organize and operate the annual Asia Pacific Regional Internet Conference on Operational Technologies (APRICOT).
 - 2.2. To develop industry procedures, mechanisms, and guidelines for effective and efficient operation of Internet-related infrastructure and services;
 - 2.3. To facilitate industry-wide agreements on common business and operational issues of Internet-related infrastructure and services;
 - 2.4. To facilitate the establishment of network operations groups (NOGs) with the aim of fostering and empowering sharing of knowledge, technology and understanding of the operational Internet.
 - 2.5. To provide and promote educational opportunities through support of training activities that will enhance and empower technical and operational understanding of the Internet.

PART II – STRUCTURE OF THE COMMITTEE

3. The Committee shall comprise of the following:
 - 1.1. Members;
 - 1.2. The Board of Directors,
 - 1.3. One or more Sub-Committees designated by the Board of Directors if any.

PART III – MEMBERS

Conditions of Membership

4. Membership of the Committee is open to any organisation or person engaged in the business of providing to the Asia and Pacific regions' Internet access services, electronic commerce-related services, Internet content services, Internet backbone operations, Internet Exchange Points, and other services related to the Internet as the Directors or the Members may deem appropriate. The Board of Directors may grant Membership to any other person or persons, as it deems appropriate from time to time. Memberships will be in the name of individuals, organisations, firms, or corporations as they may be doing business. Members will pay dues as established by the Board of Directors from time to time, and the payment of such dues shall be a condition precedent to effective Membership of the Committee.

Functions of Members

5. The Members, as the Committee in General Meeting, will:
 - 5.1. Determine the general policies fulfilling the objects of the Company;
 - 5.2. After considering the reports by the Directors on the activities of the Company since the previous Annual General Meeting and on the recommended strategic policy and planning for the Company, adopt all decisions it considers appropriate;
 - 5.3. Examine the accounts of the Company and finally approve them, if appropriate;
 - 5.4. Elect the individuals who are to serve as the Directors;
 - 5.5. Consider and adopt, if appropriate, proposals for amendments to the provisions of these by-laws in accordance with the provisions herein and subject to provisions in the Constitution of the Company;
 - 5.6. Have the right to review and/or to amend the decisions of the Directors by a two-thirds (2/3) majority of the votes of the entire Membership;
 - 5.7. Have the right to convene Special Meetings by way of a petition signed by not less than one-quarter (1/4) of the votes of the entire Membership;
 - 5.8. Deal with such other questions as may be necessary.

Annual General Meeting

6. The Annual General Meeting ("AGM") of the Members, for the election of the Directors (as applicable according to the expiration of their terms of office or as provided elsewhere herein) and for the transaction of such other business as may properly come before the meeting, shall be held during the annual APRICOT summit or on such date at such place and at such time as the Directors shall each year fix.

Special Meetings

7. Special meetings of the Members, for any purpose described in the notice of the meeting, may be convened in the manner hereinbefore prescribed in **by-law 5.7** or called by the Directors, and shall be held at such place, on such date, and at such time as they shall fix.

Quorum

8. A meeting of Members is duly constituted and a quorum is said to be present if, at the commencement of the meeting, there are present in person or by proxy not less than either 30% of the votes entitled to vote on resolutions of Members to be considered at the meeting, or 10 Members, whichever is less.
9. A Member shall be deemed to be present at a meeting of Members if the Member participates by electronic means and all Members participating in the meeting are able to acknowledge each other in real-time, providing notice is given by that Member at least 48 hours in advance of the means of communication.
10. If within one hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the next business day at the same time and place or to such other time and place as the Directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than either 20% of the votes entitled to vote on the resolutions to be considered by the meeting or 5 Members, those present shall constitute a quorum but otherwise the meeting shall be dissolved.

Chairman of Meetings

11. At every meeting of Members, the Chair of the Board of Directors shall preside as chairman of the meeting. If the Chair of the Board of Directors is not present at the meeting, the Vice-Chair of the Board of Directors will preside as chairman of the meeting. In the absence of both the Chair and the Vice-Chair of the Board of Directors, the members present shall choose someone of their number to be the chairman. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of votes present in person or by prescribed form of proxy at the meeting shall preside as chairman, failing which the oldest individual Member (in terms of age) or representative of a Member present shall take the chair.
12. The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
13. At any meeting of the Members, the Directors shall be responsible for the counting of votes in such manner as it considers appropriate in the circumstances: and may for this purpose appoint 2 or more persons to serve as tellers.

Authorised Representatives

14. Where a Member is not an individual, then subject to **by-law 15** the right of any individual to speak for or represent such Member shall be determined from the documents, which may include electronically verifiable signatures or identification codes presented to the chairman.
15. The chairman of any meeting at which a vote is cast by proxy or on behalf of any Member who is not an individual may call for a notarised copy of such proxy or authority which shall be produced within 48 hours of being so requested, failing which the votes cast by such proxy or on behalf of such Member shall be disregarded.
16. Any Member other than a Member who is an individual may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting, and the person so authorised shall be entitled to exercise the same powers on behalf of the Member which he represents as that Member could exercise if it were an individual Member of the Committee.

Notice of Meetings

17. Written notice of the place, date and time of all meetings of the Members shall be given by the Directors not less than ten (10) days before the date on which the meeting is to be held, to each Member entitled to vote at such meeting, except as otherwise provided herein. Notice shall be deemed to be given as soon as it is posted or otherwise issued, and no account shall be taken of the non-receipt or non-delivery thereof.
18. When a special meeting is adjourned to another place, date or time, written notice need not be given of the adjourned meeting if the place, date, and time thereof are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, written notice of the place, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have-been transacted at the original meeting.
19. The inadvertent failure of the Directors to give notice of a meeting to a Member, or the fact that a Member has not received notice, does not invalidate the meeting.

Proxies

20. A Member may be represented at any meeting of Members by a proxy who may speak and vote on behalf of the Member.
21. The instrument appointing a proxy shall be produced in person or by verifiable electronic means to the Directors at the place appointed for the meeting 48 hours before the time for holding the meeting at which the person named in such instrument proposes to vote.
22. An instrument appointing a proxy shall be in substantially the following form or such other form as the chairman of the meeting shall accept as properly evidencing the wishes of the

Member appointing a proxy.

I / We being a Member of APRICOT
with vote(s) HEREBY APPOINT
of to be my proxy to vote for me
at the meeting of Members to be held on the of 20.... and at any
adjournment thereof.

Signed this day of of 20....

Name:.....

Name of Organisational Member (if applicable):.....

Voting

23. Except where stated otherwise in the notice of meeting, voting on issues to be determined at meetings may be cast by electronic mail (“e-mail”) or other verifiable electronic means. The notice of meeting shall stipulate the manner in which votes may be cast together with the address or location of the designated repository where such votes may be directed. Votes cast in such manner must reach the designated repository at least 48 hours in advance of the date and time appointed for the said meeting, or such longer period as the notice may stipulate.
24. Every Member shall be entitled to cast the number of votes allotted to that Member according to that Member's type of Membership.
25. All matters other than the election or removal of a Director or the amendment or repeal of these By-laws or the review or amendment of any decision of the Directors, shall be determined by a majority of the votes cast except that, upon a majority of the votes being cast, a greater majority maybe required on a particular matter. All elections of Directors shall be determined by a plurality of the votes cast, and in the event of a tie, a recasting of votes is to take place. The removal of a Director or the amendment or repeal of these bylaws shall each require the affirmative vote of two-thirds of the votes of the entire Membership as paid-up 48 hours before the meeting.

Consent of Members in Lieu of Meeting

26. Any action required to be taken at any meeting or any action which may be taken at any meeting of the Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be taken shall be signed by the number of Members having not less than the minimum of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled

to vote thereon were present and voted and shall be delivered to the Committee by delivery to a designated office, or to a Director having custody of the book in which proceedings of meetings of Members are recorded, or by verifiable electronic means. Delivery made to the Committee's designated office shall be made by hand or by certified or registered mail, return receipt requested.

27. Every written consent shall bear the date of the signing by each Member who signs the consent. No written consent shall be effective unless, within sixty (60) days of the date the earliest dated consent is delivered, a written consent or consents signed by a sufficient number of Members are delivered in the manner prescribed hereinbefore.

Resignation

28. Any Member may resign at any time by giving written notice to the Committee or to any Director. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Committee or the Director, and the acceptance of such resignation shall not be necessary to make it effective.
29. Fees paid-up by Members are not refundable, whether in part or in whole, in the event a Member resigns.
30. Non-payment of membership dues for more than thirty (30) days constitutes resignation of that Member from the Committee effective from the specified membership renewal date. A lapsed Member may apply to re-join the Committee, acceptance of their application being at the discretion of the Directors.

PART IV – DIRECTORS

Functions of the Directors

31. The main functions of the Directors are:
- 31.1. To act on behalf of the Members in the interval between AGMs within the limits of the powers prescribed to them by these by-laws, the Constitution of the Company, or the Members;
 - 31.2. To manage the activities, functions and affairs of the Company;
 - 31.3. To exercise all such powers and do all such acts or things as may be required to be exercised or done by the Company or the Directors of the Company, subject to the provisions of the Constitution of the Company;
 - 31.4. To take all steps to facilitate and implement the decisions of the Members at Annual General Meetings and, where appropriate, of the decisions of other general meetings of the Committee;
 - 31.5. To consider broad Internet policy issues in order to ensure that the Company's policies and strategies fully respond to the constantly changing Internet environment;

- 31.6. To ensure the efficient coordination of the work of the Company;
- 31.7. To establish the basis for the budget of the Company and determine, in the light of the decisions taken by the Members on the reports referred to in **by-law 5.2** above, a ceiling for the expenditure of the Company until the next AGM after considering all relevant aspects of the work of the Committee in that period;
- 31.8. To provide any general directives dealing with the staffing of the Company and, if necessary, fix the basic salaries, the salary scales and the system of allowances and pensions, if any, for all employees of the Company. Provided always that all acts of the Directors shall be taken or effected by, through, in or under the name of the Company.
32. The Directors shall be composed of a minimum of five (5) and a maximum of ten (10) members elected at AGMs in accordance with the provisions of these by-laws.
33. The first Directors shall comprise of the following persons:
- 33.1. Raphael Ho (Hong Kong)
 - 33.2. Ole Jacobsen (USA)
 - 33.3. Aftab Siddiqui (Australia)
 - 33.4. Philip Smith (Australia)
 - 33.5. Gavin Tweedie (Australia)
 - 33.6. Matsuzaki Yoshinobu (Japan)
 - 33.7. Jian Zhang (China)
- And thereafter the Directors shall be elected by the Members in accordance with these by-laws.
34. The Directors Philip Smith, Ole Jacobsen, Gavin Tweedie and Raphael Ho end their term at the first AGM scheduled by the Directors but will be eligible for re-election. New Directors are elected by the Members in accordance with these by-laws.
35. Each Director shall hold office for a term of two years, renewable by election by the Members at the AGM.
36. Every Member organisation voting at an AGM shall nominate one individual from the organisation to be a representative for the purpose of casting votes on behalf of the Member organisation, and the individual so nominated and each individual member shall be eligible to stand for election to the Board of Directors. Nominations of individuals representing Member organisations must reach the designated office or other designated address at least 7 days in advance of the AGM.
37. Decisions of the Directors are made by a majority vote.
38. The Directors have the discretion and power, having regard to guidelines it may prescribe, to reduce or waive the requirements of Membership fees for deserving organisations or persons from year to year.
39. A Director may be removed from office, with or without cause, by a resolution of Members.
40. A Director may resign their office by giving written notice of their resignation to the

Company and the resignation shall have effect from the date the notice is received by the Company or from such later date as may be specified in the notice.

Chair of the Directors

41. The Directors will by majority elect one of their number as Chair of the Board of Directors, who will serve as Chair for such period as the Directors may determine, or until such time as that Director's term has expired or their earlier resignation or removal. Any Director who has served as Chair is eligible to be re-elected as Chair, in the discretion of the Directors.
42. The duties of the Chair of the Board of Directors are to:
 - 42.1. Call meetings of the Directors;
 - 42.2. Preside at all meetings of the Directors; and
 - 42.3. Perform such duties and exercise such powers as are given to the Order by the Directors
43. The Directors will by majority elect one of their number as Vice Chair of the Board of Directors, who will serve as Vice Chair for such period as the Directors may determine, or until such time as that Director's term has expired or their earlier resignation or removal. Any Director who has served as Vice Chair is eligible to be re-elected as Vice Chair, at the discretion of the Directors. The Vice Chair has the responsibility to support the Chair in carrying out their duties as described in **Bylaws 42.1, 42.2, 42.3** and in the absence of the Chair, to act on their behalf.

Treasurer

44. The Directors will by majority elect one of their number as Treasurer who will have the responsibility for preparing and maintaining the financial records of the Company and for custody of all monies of the Company. The Treasurer will make such disbursements of the funds of the Company as are authorised. The Treasurer will also perform such other duties as the Directors may from time to time prescribe.

Secretary

45. The Directors will by majority elect one of their number as Secretary who will issue all authorised notices for and will keep minutes of all meetings of the Members and the Directors. The Secretary will have charge of the records of the Company and will perform such other duties as the Directors may from time to time prescribe.

Vacancies

46. A vacancy in the Board of Directors that arises because an elected or appointed Director has ceased to serve may be filled by appointment by the Board for the remainder of the Director's term. All Directors appointed by the Board of Directors shall be by affirmative vote of two-thirds of the Board of Directors then in office. A Director so appointed shall

hold office until the next AGM, whereupon an election will take place in accordance with these by-laws.

Agents and Officers

47. The Directors may appoint any person, including a person who is a Director, to be an officer or agent of the Company. Agents of the Company may be individuals or corporations. Every officer or agent of the Company may, where authorised by a resolution of the Directors, have such powers and authority of the Directors, including the power and authority to affix the Seal, as are set forth in these by-laws, the Constitution of the Company, or in the resolution of the Directors appointing the officer or agent.

Financial Documents

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in the name of the Company.

Proceedings of Directors

49. The Directors may meet at such times and in such manner and places as the Directors may determine to be necessary or desirable.

Quorum

50. A meeting of the Directors is duly constituted for all purposes if at the commencement of the meeting there are present in person not less than one half of the total number of Directors.

51. A Director shall be deemed to be present at a meeting of the Directors if they participate by electronic means and all Directors participating in the meeting are able to acknowledge each other in real-time.

Resolutions in Writing

52. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

Notice of Meetings

53. A Director shall be given not less than 7 days' notice of meetings of the Directors, but a meeting of the Directors held without 7 days' notice having been given to all Directors shall be valid if all the Directors entitled to vote at the meeting who do not attend waive notice of the meeting. The inadvertent failure to give notice of a meeting to a Director, or the fact that a Director has not received the notice, does not invalidate the meeting.

54. If the Company shall have only one Director the provisions herein contained for meetings

of the Directors shall not apply but such sole Director shall have full power to represent and act for the Company in all matters as are not by these by-laws or the Constitution of the Company required to be exercised by the Members and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of the Directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes.

55. At every meeting of the Directors the Chair of the Board of Directors shall preside as chairman of the meeting. If the Chair of the Board of Directors is not present at the meeting, the Vice Chair shall be the Chairman of the meeting. If the Chair of the Board of Directors and the Vice Chair are not present at the meeting, the Directors shall choose someone of their number to be the chairman of the meeting.

Keeping of Records

56. The Directors shall cause the following records to be kept:

56.1. Minutes of all meetings of the Directors, Members, officers and all committees established by the Directors or pursuant to these by-laws;

56.2. Copies of all resolutions consented to by the Directors, Members, officers, and all committees established by the Directors or pursuant to these by-laws; and

56.3. Such other accounts and records as the Directors consider necessary or desirable in order to reflect the financial position of the Company.

57. The books, records and minutes shall be kept at the registered office of the Company or at such other place as the Directors may determine.

Compensation

58. The Directors shall not receive any compensation for their services as Directors, but this shall not preclude reasonable compensation for services rendered to the Committee by a Director in some other capacity.

Conflict of interest

59. No agreement or transaction between the Company and one or more of its Directors or any person in which any Director has a financial interest or to whom any Director is related including as a director or officer of that other person, is void or avoidable for this reason only or by reason only that the Director is present at the meeting of Directors that approves the agreement or transaction or that the vote or consent of the Director is counted for that purpose if the material facts of the interest of each Director in the agreement or transaction and their interest in or relationship to the other party to the agreement or transaction are disclosed in good faith or are known by the other Directors.
60. A Director who has an interest in any particular activity to be considered at a meeting of the Directors or of the Members may be counted for the purposes of determining whether the meeting is duly constituted.

PART V – SUB-COMMITTEES

61. The Directors may from time to time designate sub-committees of the Committee, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Directors.
62. Except as otherwise provided herein and except as may be otherwise provided by the Directors in designating the sub-committee, each sub-committee may determine the procedural rules for meeting and conducting its activities, functions and affairs and shall act in accordance therewith. Adequate provision shall be made for notice to Members of the sub-committee of all meetings and all matters shall be determined by a majority vote of the members present. Action may be taken by any sub-committee without a meeting if all members thereof consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of such sub-committee.

PART VI – FINANCIAL TRANSACTIONS

63. All financial transactions and all cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the Directors, or such persons as may be duly authorised in writing by the Directors: in the name of the Company, "**Asia Pacific Internet Association Pty Ltd**".

PART VII – CONTRACTS AND DEALINGS WITH THIRD PARTIES

64. All agreements and contracts, and all actions: dealings, transactions: representations or other activities, with third parties shall be taken, made, effected, represented or entered into by the Directors: or such persons as may be duly authorised in writing by the Directors, on behalf of and in the name of the Company, "**Asia Pacific Internet Association Pty Ltd**". Save as aforesaid, the Committee shall not have the capacity or power to contact, act, transact or otherwise deal with third parties in its own right.

PART VIII – INDEMNITIES

Right to Indemnification

65. Subject to **by-law 66** the Company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings, any person

who:

- 65.1. Is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a Director, officer, liquidator or authorised agent of the Company, and
- 65.2. Is or was, at the request of the Company, serving as a Director, officer, liquidator of, or in any other capacity is or was acting for, another company, partnership, joint venture, trust or other enterprise
66. **By-law 65** only applies to a person referred to in that by-law if the person acted honestly and in good faith with a view to serving the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that their conduct was unlawful.
67. The decision of the Company as to whether the person acted honestly and in good faith and with a view to serving the best interests of the Company and as to whether the person had no reasonable cause to believe that their conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these by-laws, unless a question of law is involved.
68. The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a *nolle prosequi* does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to serving in the best interests of the Company or that the person had reasonable cause to believe that their conduct was unlawful.
69. If a person referred to in **by-law 65** has been successful in the defence of any proceedings referred to in that by-law that person is entitled to be indemnified against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by that person in connection with the proceedings.

Insurance

70. The Company may purchase and maintain insurance in relation to any person referred to in **by-law 65** against all liability asserted against that person and incurred by that person in that capacity, whether or not the Company has or would have had the power to indemnify that person against the liabilities set out under **by-law 65**.

PART IX – ACCOUNTS

71. The Directors shall keep such accounts and records as the Directors consider necessary or desirable in order to reflect the financial position of the Company.

PART X – AUDIT

72. The Committee may by resolution of Members call for the accounts to be examined by auditors.
73. The first auditors shall be appointed by resolution of Directors; subsequent auditors shall be appointed by a resolution of Members.
74. The auditors may be Members of the Committee but no Director or other Officer of the Committee shall be eligible to be an auditor during their continuance in office.
75. The remuneration of the auditors may, in the case of auditors appointed by the Directors, be fixed by a resolution of the Directors.
76. The auditors shall examine each profit and loss account and balance sheet required to be served on every Member or laid before a meeting of the Members and shall state in a written report whether or not:
 - 76.1. In their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss account for the period covered by the accounts, and of the state of affairs of the Company at the end of that period.
 - 76.2. All the information and explanations required by the auditors have been obtained.
77. The report of the auditors shall be annexed to the accounts and shall be read at the meeting of Members at which the accounts are laid before the Committee or shall be served on the Members.
78. Every auditor shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the Directors and Officers of the Committee such information and explanations as he thinks necessary for the performance of the duties of the auditors.
79. The auditors shall be entitled to receive notice of, and to attend any meeting of Members, at which the Company's profit and loss accounts and balance sheet are to be presented.

PART XI – NOTICES

80. Except as otherwise specifically provided herein or required by law, all notices required to be given to any Director, Member, officer or agent shall be in writing and may in every instance be effectively given by hand delivery to the recipient thereof, by depositing such notice in the mail, postage prepaid, or by sending such notice by prepaid telegram or mailgram or by telex, facsimile or other electronic means of transmission. Any such notice shall be addressed to the Director, Member, officer or agent at such person's last known address as shown on the books of the Company. The time when such notice is received, if hand delivered, or despatched, if delivered through the mails or by telegram, mailgram or other electronic means of transmission, shall be the time of the transmission, despatch or

posting of the notice.

Waiver of Notice

81. A written waiver of any notice, signed by a Director, Member, officer or agent whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such Director, Member, officer or agent. Neither the business nor the purpose of any meeting need be specified in such a waiver.

PART XII – MISCELLANEOUS

Facsimile Signatures

82. Facsimile signatures of any Director may be used whenever and as authorised by the Directors.

Time Periods

83. In applying any provision of these by-laws which requires that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded and the day of the event shall be included.

Official Language

84. The Official Language of the Committee shall be English and all meetings and all minutes, documents, instruments or any form of communication whether in electronic form or otherwise, shall be in English.

Dispute Resolution

85. Whenever any difference arises between or among the Committee, the Company or any of the Members or their executors, administrators or assigns on the other hand, touching the true intent and construction or the incidence or consequences of these bylaws or of the Act, touching anything done or executed, omitted or suffered in the pursuance of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these by-laws, or to any Act or Ordinance affecting the Company or to any of the affairs of the committee or the Company, such difference shall, unless the parties agree to refer the same to a single arbitrator, be referred to two arbitrators one to be chosen by each of the parties to the difference and the arbitrators shall before entering on the reference appoint an umpire.
86. If either party to the reference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for 10 days after the other party has given him notice to appoint the

same, such other party may appoint an arbitrator to act in the place of the arbitrator of the defaulting party.

Governing Law

87. The governing law of these by-laws, and, unless provided to the contrary, all agreements entered into between Members and the Company, shall be the law of the State of Queensland, Australia.

PART XIII – AMENDMENTS

88. These by-laws may be amended by the Members at any duly constituted meeting of Members by an affirmative vote of two-thirds (2/3) of the votes present and entitled to vote thereon.

PART XIV – WINDING UP AND DISSOLUTION

89. The Committee may voluntarily commence to wind up and dissolve by a resolution of an affirmative vote of two-thirds (2/3) of the votes of the entire Membership.

90. Upon the winding up or dissolution of the Committee, any surplus funds or property which are attributable to the contributions of the Members of the Committee or which have been distributed to the Committee upon the winding up or dissolution of the Company shall be distributed to the Members of the Committee in proportion to the amounts contributed by each Member by way of subscriptions.

PART XV – CONTINUATION

91. The Committee may by a resolution of Members continue in such form as may be conducive to the objects and purposes of the Committee.
