



COMPANIES HOUSE

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\$20  
005888

BR1



This form should be completed in black.

**Return delivered for registration of a branch of an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

Corporate name  
(See note 5) (name in parent state)  
Business name  
(if different to corporate name)

**Country of Incorporation**

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office use only CN FC 17672 BN BR 4965

HIH CASUALTY AND GENERAL INSURANCE LIMITED

HIH INSURANCE

AUSTRALIA :  
THE AUSTRALIAN SECURITIES AND INVESTMENTS  
COMMISSION (ASIC) :- LEVEL 20, 485 LATROBE ST.

MELBOURNE VIC 3000 and registration no. ACN 008 482 291

PUBLIC COMPANY LIMITED BY SHARES

1 See note 2

**PART A - COMPANY DETAILS** 1

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

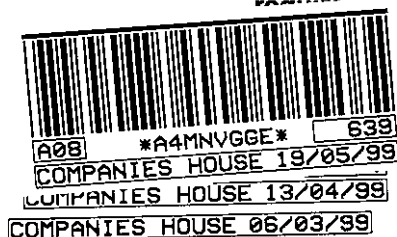
Governing law  
(See note 4)

CORPORATIONS LAW OF THE CAPITAL TERRITORY

**Accounting**

Period for which the company is required to prepare accounts by  
parent law. from 1 JULY to 30 JUNE (EACH YEAR)

Period allowed for the preparation and public disclosures of accounts  
for the above period 4 months from  
year end (being 30 June)



(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of  
business in home country

Objects of company

Issued share capital

LEVEL 42, AMP CENTRE, 50 BRIDGE STREET  
SYDNEY, NEW SOUTH WALES 2000, AUSTRALIA  
GENERAL INSURANCE UNDERWRITING - INVESTMENT FUNDS  
MANAGEMENT  
422,922,549 Currency AUD

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

\* Style / Title MR  
Forenames FREDERICK  
Surname LO  
\* Honours etc. N/A  
Previous Forenames N/A  
Previous surname N/A  
15 CORAL COURT  
Post town CHERRYBROOK  
County / Region NSW  
Postcode 2126 Country AUSTRALIA

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

\* Style / Title MR  
Forenames ROSS ALEXANDER  
Surname EADE  
\* Honours etc. N/A  
Previous Forenames N/A  
Previous surname N/A  
3 FOX ROAD  
Post town EAST RYDE  
County / Region NSW  
Postcode 2113 Country AUSTRALIA

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

(You may photocopy this page  
if required)

(2) This box need NOT be completed by companies from EC member states,  
OR where the constitutional documents of the company already show  
this information.

Address of principal place of  
business in home country

Objects of company

Issued share capital

Currency

### Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

\* Style / Title MR

Forenames WILLIAM JOHN

Surname BALLHAUSEN

\* Honours etc. N/A

Previous Forenames N/A

Previous surname N/A

7 NORTHLAND ROAD

Post town DOUBLE BAY

County / Region NSW

Postcode 2028

Country AUSTRALIA

### Company Secretary(ies)

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be  
given. In the case of a corporation,  
give the registered or principal  
office address.

(You may photocopy this page  
if required)

\* Style / Title

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode

Country

## Directors

(See note 10)

### Name

\* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title MR

Forenames TERENCE KEVIN

Surname CASSIDY

\* Honours etc. N/A

Previous Forenames N/A

Previous surname N/A

5 LEAVESDEN PLACE

Post town SYLVANIA

County / Region NSW

Postcode 2224 Country AUSTRALIA

Date of Birth 27 1 04 8 Nationality AUSTRALIAN

Business Occupation DIRECTOR

Other Directorships HIH INSURANCE LIMITED (GROUP)

The extent of the authority to represent the company is :- (give details)

AS PROVIDED UNDER THE CONSTITUTION  
OF THE COMPANY

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

ANY OTHER DIRECTOR OR SECRETARY  
LISTED ON THIS FORM

## Directors

(See note 10)

### Name

\* Voluntary details

### Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title MR

Forenames RAYMOND REGINALD

Surname WILLIAMS

\* Honours etc. AM - MEMBER IN THE ORDER OF AUSTRALIA

Previous Forenames N/A

Previous surname N/A

4 BURRAN AVENUE

Post town MOSMAN

County / Region NSW

Postcode 2088 Country AUSTRALIA

Date of Birth 

1	0	0	6	3	6
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 Nationality AUSTRALIAN

Business Occupation DIRECTOR

Other Directorships HIT INSURANCE LIMITED (GROUP)

THE MCFARLANE BURNETT CENTRE FOR MEDICAL RESEARCH LIMITED

AUSTRALIAN ASSOCIATED MOTOR INSURERS LIMITED

AMY CORPORATION LIMITED

LLOYD'S INSURANCE SYNDICATE (NAME)

The extent of the authority to represent the company is :- (give details)

AS PROVIDED UNDER THE CONSTITUTION OF

THE COMPANY.

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

ANY OTHER DIRECTOR OR SECRETARY

LISTED ON THIS FORM

## Constitution of company

(See notes 6 to 9)

# Mark box(es)  
as applicable

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company
- AND
- ☐ \* ~~A certified translation~~
- \* is / are delivered for registration

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☒ A copy of the latest accounts of the company
- AND
- ☐ \* ~~A certified translation~~
- \* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (\* and certified translations)
- AND / OR
- ☐ The latest accounts (\* and certified translations)
- of the company were previously delivered on the registration of the branch of the company at :-
- Cardiff ☐ Edinburgh ☐ Belfast ☐
- Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

NOTE :- In all cases, the registration number of the branch or place of business relied upon must be given.

- # ☐ The Constitutional documents (\* and certified translation)
- AND / OR
- ☐ Particulars of the current directors and secretary(s)
- were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

* Style / Title	<u>MR</u>		
Forenames	<u>ROBERT</u>		
Surname	<u>PIPER</u>		
Address	<u>3 BEACONFIELDS</u>		
Post town	<u>SEVENOAKS</u>		
County / Region	<u>KENT</u>	Postcode	<u>TN13 3NH</u>
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf		
* AND/OR			
Is # <input checked="" type="checkbox"/>	<del>Authorised to represent the company in relation to that business</del>		
The extent of the authority to represent the company is :- (give details)			
<u>CANCEL DELETION.</u>			
<u>12/4/99</u>			
<u>Not limited</u>			
These powers :-			
# <input checked="" type="checkbox"/>	May be exercised alone		
OR			
# <input type="checkbox"/>	Must be exercised with :-		
(Give name(s) of co-authorised person(s))			
<u> </u>			
<u> </u>			
<u> </u>			
<u> </u>			

## Directors

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title MR

Forenames ROSS ALEXANDER

Surname EADE

\* Honours etc. N/A

Previous Forenames N/A

Previous surname N/A

3 FOX ROAD

Post town EAST RYDE

County / Region NSW

Postcode 2113

Country AUSTRALIA

Date of Birth 2 3 0 8 4 9

Nationality AUSTRALIAN

Business Occupation ACCOUNTANT

Other Directorships HIH UNDERWRITING AND AGENCY SERVICES LIMITED (AND SUBSIDIARIES)

The extent of the authority to represent the company is :- (give details)

AS PROVIDED UNDER THE CONSTITUTION  
OF THE COMPANY.

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

ANY OTHER DIRECTOR OR SECRETARY

LISTED ON THIS FORM



## Directors

(See note 10)

Name

\* Voluntary details

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title MR

Forenames WALTER FRANCIS

Surname KANE

\* Honours etc. N/A

Previous Forenames N/A

Previous surname N/A

52 RAMSAY AVENUE

Post town KEW EAST

County / Region VICTORIA

Postcode 3102

Country AUSTRALIA

Date of Birth 0 2 0 9 4 2

Nationality AUSTRALIAN

Business Occupation MANAGER

Other Directorships -

The extent of the authority to represent the company is :- (give details)

AS PROVIDED UNDER THE CONSTITUTION  
OF THE COMPANY.

These powers :-

# ☐ May be exercised alone

OR

# ☒ Must be exercised with :-

(Give name(s) of co-authorised person(s))

ANY OTHER DIRECTOR OR SECRETARY  
LISTED ON THIS FORM

## Directors

(See note 10)

Name

\* Voluntary details

## Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

## SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	<u>MR</u>						
Forenames	<u>MICHAEL WILLIAM</u>						
Surname	<u>PAYNE</u>						
* Honours etc.	<u>N/A</u>						
Previous Forenames	<u>N/A</u>						
Previous surname	<u>N/A</u>						
<u>'WROUGHTON'</u>							
<u>47 SUNDRIDGE AVENUE</u>							
Post town	<u>BROMLEY</u>						
County / Region	<u>KENT</u>						
Postcode	<u></u> Country <u>UNITED KINGDOM</u>						
Date of Birth	<table border="1"><tr><td>1</td><td>8</td><td>0</td><td>4</td><td>2</td><td>7</td></tr></table> Nationality <u>BRITISH</u>	1	8	0	4	2	7
1	8	0	4	2	7		
Business Occupation	<u>DIRECTOR</u>						
Other Directorships <u>HIH INSURANCE LIMITED, SEDGWICK OAKWOOD LLOYD'S UNDERWRITING AGENTS LIMITED, ARNOLD J GREEN (IRELAND) LTD., GOLDING INTERNATIONAL ADJUSTER LTD., INTEGER LLOYD'S MUTUAL STOP LOSS CLUB LTD, GERLING GLOBAL (UK) LIMITED, SEDGWICK OAKWOOD CAPITAL PLC, GENESIS UNDERWRITING AGENCY LTD.</u>							
The extent of the authority to represent the company is :- (give details)							
<u>AS PROVIDED UNDER THE CONSTITUTION</u>							
<u>OF THE COMPANY.</u>							
<u></u>							
<u></u>							
<u></u>							
These powers :-							
#	<input type="checkbox"/> May be exercised alone						
	OR						
#	<input checked="" type="checkbox"/> Must be exercised with :-						
	(Give name(s) of co-authorised person(s))						
<u>ANY OTHER DIRECTOR OR SECRETARY</u>							
<u>LISTED ON THIS FORM</u>							
<u></u>							
<u></u>							

**Persons authorised to represent the company or accept service of process**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	<u>MR</u>
Forenames	<u>CHRISTOPHER</u>
Surname	<u>LUSTY</u>
Address	<u>"KIRKHEAD"</u>
	<u>EARLS COLNE</u>
Post town	<u>COLCHESTER</u>
County / Region	<u>ESSEX</u>
Postcode	<u>CO6 2JR</u>
Is # <input checked="" type="checkbox"/>	Authorised to accept service of process on the company's behalf
* AND/OR	
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business <b>CANCEL</b>
The extent of the authority to represent the company is :- (give details) <b>DELETION</b>	
<u>NOT limited</u>	
<u>12/4/99</u>	
These powers :-	
# <input checked="" type="checkbox"/>	May be exercised alone
OR	
# <input type="checkbox"/>	Must be exercised with :-
(Give name(s) of co-authorised person(s))	

**Address of branch**

(See note 11)

Address 85 GRACECHURCH STREET  
Post town LONDON  
County / Region U.K. Postcode EC3V 0AA

**Branch Details**

(See note 12)

Date branch opened 

1	0	1	1	9	4
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Business carried on at branch THE BRANCH WRITES  
INSURANCE AND REINSURANCE BUSINESS IN  
THE LONDON MARKET.

**SIGNATURE**Signed 

(\* Director / Secretary / Permanent representative)

Date 26.2.99This form contains 6 continuation sheets.

To whom should Companies House  
direct any enquiries about the  
information on this form?

Name MR ROBERT PIPER  
Address C/- HIH (UK) LIMITED  
85 GRACECHURCH STREET, LONDON,  
U.K. Postcode EC3V 0AA  
Telephone 0171 458 2000 Extension -

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House  
Crown Way  
Cardiff  
CF4 3UZ

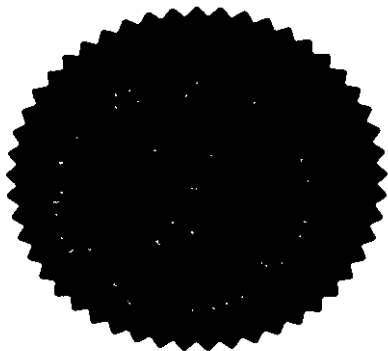
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

I, John David Maitland of Sydney, Australia, notary public certify that the attached document (comprising 32 pages) all bearing my seal is a true copy of the Memorandum and Articles of Association of HIH Casualty and General Insurance Limited (ACN 008 482 291).

*John David Maitland*

19.3.99

.....  
John David Maitland  
Notary Public



AUSTRALIAN CAPITAL TERRITORY

COMPANIES ORDINANCE 1962

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

HIH CASUALTY AND GENERAL INSURANCE LIMITED

A.C.N. 008 482 291

1. The name of the Company is "HIH CASUALTY AND GENERAL INSURANCE LIMITED".
2. The objects for which the Company is established are each of the following and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company but may be carried out as if each of the said paragraphs defined the objects of a separate and distinct Company.

To undertake and carry on the business of accident employers' liability fidelity guarantee third party burglary or theft fire life marine storm vehicle plate glass and mortgage or other investment insurance or any of them and to transact all or any other kinds of insurances and carry on all or any class of assurance business and in particular:

- (i) Insurances against or upon the contingency of injury damage or loss to persons by accident or misadventure of any kind.
- (ii) Insurances to protect employers and principals against liability on account of injury loss or damage either sustained or caused by workmen servants employees or agents in their employment or acting on their behalf.
- (iii) Insurances to protect and indemnify principals or employers against loss or damage by the fraud breach of trust or misconduct of their servants agents or others acting on their behalf and to guarantee and provide security for the fidelity and good conduct of persons filling or about to fill offices or appointments and situations of trust or confidence and also to protect and relieve private sureties against loss arising to them from their liability as cautioners or guarantors for others.

- (iv) Insurances against claims upon the assured for injuries to the persons and property of third parties caused by the assured or his property or by others for whom he is responsible.
  - (v) Insurances against loss of property by burglary or theft by housebreaking or larceny and against loss injury or damage to property by or resulting from fire or lightning or against loss injury or damage to the property by effects (carried on board ship) of mariners and marine passengers.
  - (vi) Insurances against loss or damage from breakage of plate glass or any other description of glass whether in windows fittings mirrors or in whatever way used.
  - (vii) Insurances against loss of moneys principal and interest lent invested or secured on mortgages debentures deposits and loans of every kind to banking property investment or financial companies at home or abroad.
  - (viii) Insurances against all manner of accidents liability and guarantee and every other description of insurance business kindred to the above.
  - (ix) Assurances on lives payable on death or on the attainment of a certain age or on any other contingency connected with the duration of life.
- (b) To acquire or extinguish or otherwise deal with any insurance made with the Company.
  - (c) To re-insure or counter-insure any of the risks undertaken by the Company.
  - (d) To effect as agents for others assurances of every kind and against every and any contingency.
  - (e) To create or set aside out of the capital or revenue of the Company a special fund or special funds and to give to any class of its policyholders annuitants or creditors any preferential right over any fund or funds so created and for such or any other purposes of the Company to place any portion of the Company's property in the names or under the control of trustees and to give any class of insurers a right to participate in the profits of the Company or any branch of its business.
  - (f) To advance moneys at interest on the security of any freehold leasehold or other property in the Commonwealth of Australia or of any estate or interest in any Such property and on the security of any life assurance policy or the combined security of property or interest in property and such policy.

- (g) To advance moneys to shareholders in the Company and others upon security of and for the purpose of enabling the person borrowing the same to erect purchase enlarge alter or repair any dwelling house or business premises or to purchase the fee simple or any less estate or interest in or to take a demise for any term or terms of years of any freehold or leasehold property in the Commonwealth of Australia upon such terms as the Company may think fit including the inclusion of a life policy in the security.
- (h) To grant either in the Commonwealth of Australia or abroad policies or other instruments of assurance against or assuring compensation or payment in case of death or injury to health or limb by railway accident or shipwreck or other perils of the land or water or any other accident or misadventure or violence during any journey or voyage by land or water or during any other limited or specified period.
- (i) To assure payment during sickness or incapacity arising from general or other than the above causes.
- (j) To grant assurances upon the contingency of injury or total loss by reason of accidents of any description to horses, cattle and other animals plate and other glass or real and personal property of any kind.
- (k) To guarantee provide prepare and supply medical and surgical aid and treatment or any other assistance in illness and all remedies and requisites in case of accident or illness to any person or the family and household of any person whom the Company shall insure or to any person dwelling or staying in the house of such person insured or to horses cattle and other animals.
- (l) To insure against every description of marine risks and aerial navigation risks which may legally be undertaken relating to the perils of the sea and air fire war reprisals and all other risks of a like nature incidental to navigation (marine or aerial) ships aeroplanes vessels and craft of all descriptions and also the freights goods merchandise cargo earnings and property whatsoever in or on board of the same whether the property of members of the Company or otherwise howsoever so far as the same may be effected or made according to law.
- (m) To insure all other matters and things which lawfully may or can be from time to time insured or be the subject of insurance against perils of the sea or air and also generally to carry on all other branches and departments of the business of marine and aerial navigation insurance.



- (n) To insure or give any guarantee in relation to any stock shares debentures debenture stock bonds obligations or securities issued by or having any guarantee of any company or institution or of any authority supreme municipal local or otherwise or of any person or persons whomsoever whether corporate or unincorporate.
- (o) To insure or give any guarantee against calls and demands for contribution in respect of any liability incident to the ownership of any shares or stock in any company or undertaking.
- (p) To insure or guarantee the holders of or persons interested in or proposing or intending to become holders of any shares stock or securities issued at a premium or standing at a premium against loss arising from redemption at par depreciation or otherwise.
- (q) To insure or guarantee the safety of securities and property of all kinds placed on deposit with the Company or elsewhere or entrusted to the Company or other persons or companies for transmission or otherwise howsoever.
- (r) To insure and guarantee the due payment and performance of bills of exchange promissory notes debts contracts and obligations of all kinds on the del credere system or otherwise.
- (s) To grant indemnities to companies or their shareholders debenture holders or the holders of any security against rights and damages arising from the loss of certificates or other documents of title and indemnities in respect of the loss of title documents generally.
- (t) To grant purchase or sell endowments and annuities either for lives or for years or on survivorships and either immediate deferred determinable contingent or reversionary and other estates interests and securities whether in real or personal property and generally to undertake and transact all matters and business which may be in any way connected with or depend on contingencies.
- (u) Generally to transact the business of life assurance company including the sale and purchase and repurchase of annuities and reversionary interests and life or other interests of uncertain duration or commencement and endowments for children and all other business appertaining to or commonly transacted by life assurance companies.
- (v) To establish maintain act as agent for manage and conduct superannuation funds established for the benefit of contributors thereto and all other business appertaining to or commonly transacted by companies or firms transacting superannuation business either as agents or directly.

- (w) To insure houses tenements merchandise and all other property and effects real and personal against loss or damage by fire storm accident or otherwise and to carry on the ordinary business of fire insurance in all its branches.
  - (x) To rebuild repair replace or reinstate houses buildings machinery and every other description of property which may be insured by the Company and to carry on any kind of business necessary or expedient for any such purposes.
  - (y) To join or subscribe to any salvage or protection association or committee whether mutual or otherwise in any way connected with any of the objects of the Company.
- (B) To carry on the business of banking in all its branches and in particular to lend money with or without security and to discount negotiate and deal in foreign and inland Bills of Exchange promissory notes drafts and all other negotiable instruments and in bullion specie to transmit funds in specie or otherwise to or from any part of the world and to receive money or other valuables on deposit or for safe custody and to transact any agency or other business commonly transacted by bankers.
- (C) To carry on business as financiers concessionaires merchant bankers and to undertake all kinds of financial industrial commercial insurance and similar operations to accept money on deposit or loan. To lend on securities or property and to discount and deal in bills notes warrants and other negotiable or transferable securities or documents engage in trust and agency business negotiate loans find investments collect rents issue and place shares stocks debentures and other securities to act as monetary agents financial advisers and investment consultants to carry on hire purchase cash-order lay-by discounting and factoring.
- (D) To invest in acquire and hold either in its own name whether beneficially or otherwise or in the name of a nominee of or trustee for the Company all forms of real and personal property in any part of the world for any estate or interest therein and whether legal or equitable and in particular and without restricting the generality of the foregoing in:-
- (i) Shares stocks debentures debenture stocks securities bonds and obligations of every kind issued created or guaranteed by any sovereign ruler government governmental or public body (whether representing any Crown ruler or government or whether municipal local or otherwise) company firm or person and
  - (ii) lands of any tenure and any incorporeal hereditaments and
  - (iii) chattels corporeal choses in action rights privileges contracts book debts business concerns interest in partnership undertakings interest and claims and

- (iv) patents trade marks trade names copyrights industrial designs policies and concessions and
- (v) mortgages charges and liens

and to exercise all rights and powers conferred by or incident to the ownership thereof.

- (E) To carry on business as auctioneers house agents land and estate agents appraisers valuers brokers commission agents surveyors and general agents and to purchase or otherwise acquire and to sell let or otherwise dispose of and deal in real and personal property of every description and to undertake and transact all kinds of agency or business which an individual person may lawfully undertake.
- (F) To promote and form other companies societies and associations for all or any of the objects mentioned in the Memorandum or any extension thereof and in particular to promote form or establish subject to compliance with the requirements of any Statutory or other public authority building society or societies of all or any kind or description and to transfer to any such company society or association all or any property of this Company and to take or otherwise acquire and hold shares debentures or other securities of any such company society or association and to subsidise or otherwise assist any such company society or association.
- (G) To transact and carry on all kinds of guarantee agency commission and mercantile business and to borrow money or to receive money on deposit either without security or secured by debentures debenture stock (perpetual or terminable) mortgage or other security charged on the undertaking or all or any of the assets of the Company including uncalled capital.
- (H) Upon any issue of debentures or other securities of the Company or any company established formed or promoted by the company to employ brokers commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares debentures or other securities of the company or any such company so established formed or promoted as aforesaid or by the granting of options to take the same or in any other manner allowed by law.
- (I) To hold or promote competitions of any description authorised by law, which may be calculated to increase the business of the company or to advertise or promote the sale of any publication issued by it or in which it is interested and to give prizes in connection with such competitions or otherwise consisting of cash scholarships or other terminable payments shares or other choses in action gifts in kind or any other description of bonus or reward or any rights privileges or advantages which it is in the power of the company to confer.

- (J) To establish and regulate whether in or out of the Australian Capital Territory agencies for any purposes of the Company and to establish local boards to appoint attorneys and agents to open branch registers and to do all acts and things of whatsoever nature necessary to procure the Company to be registered incorporated or legally recognised or constituted in any State of the Commonwealth of Australia in Great Britain foreign countries the State colonies or elsewhere and to secure to this Company the same rights and privileges in any colony State or country as are possessed by local companies or partnerships of a similar nature.
- (K) To appoint from time to time either with full or restricted powers of sub-delegation and either with or without remuneration agents attorneys local or managing directors or other persons or corporations under power of attorney or otherwise within or without the Australian Capital Territory for the purpose of carrying out and completing all or any of the objects of the Company as mentioned in this Memorandum of Association and of arranging conducting or managing the business or businesses of the Company or any matter or concern whatsoever in which the Company is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Directors of the Company have to delegate such powers of appointment to any person or persons company or corporation and from time to time to revoke and cancel all or any such appointments or delegations and to remove any person or corporation appointed thereunder.
- (L) To make advances or lend or give credit for money with or without security to such persons and upon such terms as the Company may approve and in particular to customers and persons dealing with the Company and to guarantee and give guarantees for the payment of moneys or the performance of contracts or obligations by any person firm or company.
- (M) To accept payment for the sale of the undertaking or any part thereof or for any property or rights sold or otherwise disposed of or dealt with by the Company or for any service rendered by the Company either under an agreement for sale and purchase or under agreement for payment either by instalments or in one sum or under a security over the property sold or any other property or without security or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise or by debentures or debenture stock of any Company or corporation or partly in one mode and partly in another and generally on such terms and conditions as the Company may determine and to hold deal with and dispose of any consideration so received.
- (N) The objects of the Company shall be deemed to include all the powers set out in the Third Schedule to the Companies Ordinance 1962.

3. The liability of the member is limited.
4. The capital of the Company is five hundred million two hundred thousand dollars (\$500,200,000.00) divided into five hundred million (500,000,000) ordinary shares of one dollar (\$1.00) each and two hundred thousand (200,000) 8% redeemable cumulative preference shares of one dollar (\$1.00) each. The company shall have the power to increase or reduce its capital. Any shares in the capital of the Company may be divided into different classes and may be issued with any special rights preferences conditions or classifications as regards dividends capital voting or otherwise which may be attached thereto by or in accordance with the Articles of Association of the Company.
5. The registered office of the company will be situate at Canberra in the Australian Capital Territory.
6. The full names, addresses and occupations of the subscribers hereto and the number of shares they respectively agree to take are:

<u>Name and Address</u>	<u>Occupation</u>	<u>No. of Shares</u>
SIR PETER PHIPPS 128 Motuhara Road Plimmerton NEW ZEALAND	Company Director	One (1) Ordinary Share
EUGENE NUGENT THOMAS 69 Seatoun Heights Road Wellington NEW ZEALAND	Company Director	One (1) Ordinary Share
DAVID PETER SARGON AINSWORTH 37 Benelong Crescent Bellevue Hill NEW SOUTH WALES	Company Director	One (1) Ordinary Share
PETER GEORGE KEARNEY 13 Kirkoswald Avenue Mosman NEW SOUTH WALES	Solicitor	One (1) Ordinary Share
MARY ELIZABETH THOMSON 74 Milray Avenue Wollstonecraft NEW SOUTH WALES	Solicitor	One (1) Ordinary Share

7. The subscribers are desirous of being formed into a Company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the Company set opposite their respective names in the last preceding paragraph hereof.

<u>Signatures of Subscribers</u>	<u>No. of Shares</u>	<u>Witness to Signatures and Address</u>
PETER PHIPPS	One Share	B N Pritchard
E THOMAS	One Share	B H Pritchard 55 Sunrise Boulevard Tawa
D AINSWORTH	One Share	J Ainsworth JP 37 Benelong Cres Bellevue Hill NSW
P G KEARNEY	One Share	R Mork
M THOMSON	One Share	R Mork 2/47 Ormand Street Ashfield NSW



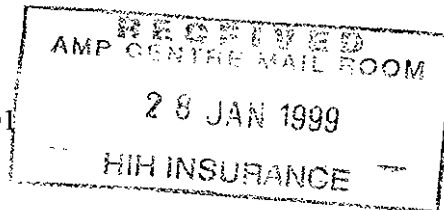
**ASIC**

Australian Securities & Investments Commission

ASIC Information Processing Centre

14 - 22 Grey Street, Traralgon  
C/- Gippsland Mail Centre VIC 3841  
Customer Enquiries: (03) 5177 3988  
Facsimile: (03) 5177 3999  
ASIC Homepage: [www.asic.gov.au](http://www.asic.gov.au)

HIH Insurance Limited  
P O Box 9814  
SYDNEY NSW 2001



25 January 1999

Dear Sir/Madam

### **CHANGE OF FINANCIAL YEAR**

I refer to your letters notifying the Australian Securities and Investments Commission (ASIC) of the change of financial year of the companies shown in the attached list, pursuant to section 323D of the Corporations Law.

The change of financial year for each of the companies from 31 December to 30 June, has been recorded on ASIC's public database, effective from the financial year beginning 1 January 1998 and ending on 30 June 1999.

If you have any questions concerning this letter please contact me on (03) 5177 3946.

Yours sincerely

Sharon Waller  
POLICY & TECHNICAL SERVICES

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