

ELDER SMITH GOLDSBROUGH MORT LIMITED

THE PROVIDENT FUND

WHEREAS by Deed dated the twenty third day of December One thousand nine hundred and thirteen (hereinafter referred to as "the principal Deed") made between Elder, Smith & Co. Limited of the first part James Harvey and Alick James Murray both of Adelaide Directors of the said Elder, Smith & Co. Limited and Alfred Horsley Chapman of Adelaide Secretary of the said Elder, Smith & Co. Limited of the second part and certain persons whose names were or from time to time might be subscribed and whose seals were or might be affixed thereto (being at the time of their execution thereof officers of the said Elder, Smith & Co. Limited under the age of sixty five years) of the third part a Provident & Guarantee Fund was established in connection with the business of the said Elder, Smith & Co. Limited AND WHEREAS the principal Deed has from time to time been varied and altered by Deeds of Variation and the name of the Fund has been changed to "The Provident Fund" AND WHEREAS by Deed dated the 6th day of May 1958 the principal Deed was further varied and altered and the Regulations governing the Fund were consolidated and amended and the Regulations then governing the Fund were repealed and new Regulations were prescribed and such new Regulations (hereinafter referred to as "the Regulations") are set forth in a schedule to the said last-mentioned Deed AND WHEREAS by seven several Deeds of Variation dated the 30th day of September 1958 the 23rd day of June 1959 the 7th day of March 1961 the 3rd day of October 1961 the 5th day of December 1961 the 20th day of December 1962 and the day of March 1964 respectively the Regulations were varied and altered AND WHEREAS the Regulations have been further varied and altered by the Elder Smith & Co. Limited Provident Funds Act 1963 of the Parliament of South Australia AND WHEREAS pursuant to a Deed dated the 5th day of March 1964 made in accordance with the provisions of Regulation 49a of the Regulations Elder Smith Goldsbrough Mort Limited whose registered office is at Currie Street Adelaide (hereinafter called "the company") has taken the place of the said Elder Smith & Co. Limited in relation to the Fund and the company is now "the company" for the purposes of the principal Deed and the Regulations and the powers authorities and discretions by the principal Deed or by the Regulations conferred upon the Board of Directors of the said Elder Smith & Co. Limited are now exercisable by the Board of Directors of the company NOW THEREFORE pursuant to Regulation 50 of the Regulations governing the Provident Fund we



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PHILIP ALBERT MARTIN McBRIDE NORMAN SMITH YOUNG ALFRED MOXON SIMPSON and  
JOHN NEIL McEWIN all of Adelaide GERALD MANSFIELD NIALL of Melbourne IAN  
RICHARD McTAGGART of "Nonning" via Port Augusta and EWEN McINTYRE WATERMAN  
of Adelaide being a majority of the Directors of the company with the assent  
of the said JOHN NEIL McEWIN and ALFRED MOXON SIMPSON and HENRY NORMAN  
GILES General Manager and LESLIE PEARCE Assistant General Manager both of  
Adelaide being a majority of the trustees of the said Fund testified by their  
execution of this Deed DO BY THIS DEED make the following alterations in the  
provisions of the principal Deed as varied and altered as aforesaid, namely,

Regulation 29 is amended by striking out the word "seven" wherever it  
appears in that Regulation and inserting the word "five" in its place in each  
case.

It is hereby declared pursuant to the said Regulation 50 that the  
alteration hereby made shall come into effect and shall be deemed to have come  
into effect on the 1st day of October One thousand nine  
hundred and sixty five.

IN WITNESS whereof the parties hereto have set their hands and seals the  
3rd day of August One thousand nine hundred and sixty  
five.

SIGNED SEALED AND DELIVERED  
by the said PHILIP ALBERT  
MARTIN McBRIDE in the  
presence of





SIGNED SEALED AND DELIVERED  
by the said NORMAN SMITH  
YOUNG in the presence of



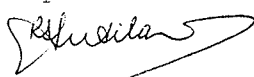


SIGNED SEALED AND DELIVERED  
by the said ALFRED MOXON  
SIMPSON in the presence of





SIGNED SEALED AND DELIVERED  
by the said JOHN NEIL McEWIN  
in the presence of





SIGNED SEALED AND DELIVERED  
by the said GERALD MANSFIELD  
NIALL in the presence of

Amhpe

} Gerald Niall

SIGNED SEALED AND DELIVERED  
by the said IAN RICHARD  
McTAGGART in the presence of

Amhpe

} I.R. McTaggart

SIGNED SEALED AND DELIVERED  
by the said EWEN McINTYRE  
WATERMAN in the presence of

Amhpe

} Ewen Waterman

SIGNED SEALED AND DELIVERED  
by the said JOHN NEIL McEWIN  
in the presence of

Amhpe

} John Neil McEwin

SIGNED SEALED AND DELIVERED  
by the said ALFRED MOXON  
SIMPSON in the presence of

Amhpe

} Alfred Simpson

SIGNED SEALED AND DELIVERED  
by the said HENRY NORMAN  
GILES in the presence of

Amhpe

} Henry Norman

SIGNED SEALED AND DELIVERED  
by the said LESLIE PEARCE  
in the presence of

Amhpe

} Leslie Pearce

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DATED 3 August 1965

EDDER SMITH GOLDSBROUGH MORP  
LIMITED

THE PROVIDENT FUND

D. E. D.

varying Regulations of Fund

Finlayson & Co.,  
Solicitors,  
33 Pirie Street,  
ADELAIDE.

Engsd: MMP