



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

No. ASIC 38/02, Tuesday, 10 September 2002

Published by ASIC

ASIC Gazette

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ISSN 1445-6060 (Online version)
ISSN 1445-6079 (CD-ROM version)

Available from www.asic.gov.au
Email gazette.publisher@asic.gov.au

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02/0954

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 992B(1)(a) — Exemption

Under paragraph 992B(1)(a) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) hereby exempts the persons mentioned in Schedule A (each a “licensee”) in the case mentioned in Schedule B on the conditions set out in Schedule C from section 989B of the Act.

SCHEDULE A

Any of the following persons:

Licensee name	ACN
APIB PTY LTD	095 767 310
BABCOCK & BROWN INVESTOR SERVICES LIMITED	099 717 638
BJT FINANCIAL PLANNING PTY. LTD.	005 620 824
BLAXLAND RURAL INVESTMENTS LIMITED	085 398 189
BWA FINANCIAL SERVICES PTY LTD	009 015 874
CODDINGTON FINANCIAL SERVICES PTY LTD	086 470 671
DOYLE INSURANCE BROKERS PTY LTD	002 726 561
ENVIRONINVEST LTD.	080 743 791
FARM PLAN PTY LIMITED	067 241 016
FINANCIAL SERVICES DIRECT PTY LTD	009 112 047
GIPPSREAL LIMITED	005 443 292
HAWKESBRIDGE LIMITED	091 160 879
HAYES STERLING PTY. LIMITED	008 207 181
HUNTER HALL INVESTMENT MANAGEMENT LIMITED	063 081 612
IMC PACIFIC PTY LTD	099 273 846
INTERPACIFIC INSURANCE BROKERS PTY. LTD.	007 186 003
KILKENNY ROSE & ASSOCIATES PTY LTD	081 147 506
MACQUARIE PROLOGIS MANAGEMENT LIMITED	100 226 293
OASIS ASSET MANAGEMENT LIMITED	090 906 371
ODYSSEY EQUITY FINANCE PTY. LTD.	096 603 799
OPTIONMAX PTY LTD	078 717 021
PACKER & CO LTD	061 804 671
PLAN B FINANCIAL SERVICES LTD	052 834 634
PLUTUS COMMODITY MANAGEMENT PTY LIMITED	098 502 768
PRINCIPAL STRATEGIC OPTIONS PTY. LIMITED	061 968 910
RMI AUSTRALIA PTY. LTD.	072 131 116
RUBICON CAPITAL PARTNERS LIMITED	095 433 720
TELSTRA SUPER FINANCIAL PLANNING PTY LTD	097 777 725
TERRI SCHEER INSURANCE BROKERS PTY. LTD.	070 874 798
THEO VAN BEEK & CO. PTY. LTD.	007 015 885
TOWERS PERRIN FORSTER & CROSBY INC	002 551 019
TSL GROUP LIMITED	086 276 904
V CAPITAL PTY LTD	081 505 268
YORK CORPORATE ADVISORY PTY LTD	093 907 076
	ABN
TECK S KOH	21 486 438 059
LORENZ DEREK EBERT	65 734 944 270

0 2 / 0 9 5 4

SCHEDULE B

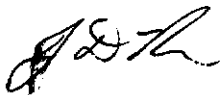
The preparation and lodgement of a profit and loss statement and balance sheet and the lodgement of an auditor's report required under s989B in respect of a financial year ending on or before 30 June 2002.

SCHEDULE C

That the licensee lodge with ASIC prior to 1 November 2002 the following information in a form to be approved by ASIC together with any other information that ASIC may require:

1. true and fair information about the person's profit and loss statement and balance sheet in respect of the financial year; and
2. an auditor's report in respect of the financial year that contains a statement that the auditor has checked or examined each of the matters referred to in regulation 7.8.13(2)(a) to (c) inclusive of the *Corporations Regulations 2001*.

Dated the 30th day of August 2002



Signed by John David Price
as delegate of the Australian Securities and Investments Commission

02 / 09 55

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT
SUB-SECTION 340(1)
ORDER**

PURSUANT to sub-section 340(1) of the Corporations Act ("Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY MAKES AN ORDER** in respect of the company ("Company") mentioned in the Schedule relieving the Company from compliance with the requirements of section 319 of the Act, relating to the lodging with ASIC of the Company's financial report, directors' report and auditor's report for the year ended 31 December 2001 ("the Reports"), until 30 September 2002.

Schedule A

Air Liquide WA Pty Ltd ACN 008 694 166

Dated the 30th day of August 2002



Signed by ALLAN AUSBRUCH
as delegate of the Australian Securities and Investments Commission



02/0956

ASIC

Australian Securities & Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) — Declaration**

Under subsection 741(1) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to all persons in relation to an offer made in or accompanied by the disclosure document specified in the Schedule A in the case referred to in Schedule B as if a reference to:

- (a) disclosure document in paragraphs 723(1)(a), 728(1)(a) and 728(1)(b) of the Act;
- (b) prospectus in paragraph 723(1)(a) of the Act; and
- (c) a copy of a prospectus in subsections 721(3) and 727(2) of the Act,

includes a reference to a document or copy of a document that differs from the disclosure document, prospectus, profile statement or offer information statement lodged with ASIC to the following extent:

- (d) on page 80, under the paragraph headed "Option to Purchase and Business Sale Agreement", in the last sentence in the paragraphs under that heading, the word "expires" is replaced with the word "is dated"; and
- (e) on page 92, in the first dot point under the heading "15.13 FEES OF THE ISSUE INCLUDING INTERESTS OF EXPERTS AND CERTAIN ADVISERS", the words "audited and" are deleted.

SCHEDULE A

Prospectus lodged on 23 August 2002 by Child Care Centres Australia Limited ACN 100 250 646 ("the Company") to offer ordinary shares in the Company.

SCHEDULE B

All offers made in or accompanied by the disclosure document where:

- (a) no application form is attached to the disclosure document lodged with ASIC;
- (b) no application form has been distributed with the disclosure document or a copy of the disclosure document prior to the date of this instrument; and
- (c) any application form accompanying the disclosure document or a copy of the disclosure document on or after the date of this instrument discloses the difference between the disclosure document and the disclosure document lodged with ASIC.

Dated this 30th day of August 2002.

Signed by Woo Lim Ang
as a delegate of the Australian Securities and Investments Commission

02/0957

**Australian Securities and Investments Commission
Corporations Act 2001 – Subclause 30(2) of Schedule 4 – Revocation and
Exemption**

Under subclause 30(2) of Schedule 4 to the *Corporations Act 2001* (the “Act”), the Australian Securities and Investments Commission (“ASIC”) hereby revokes Class Order [00/2079].

And under subclause 30(2) of Schedule 4 to the Act ASIC hereby exempts each company referred to in Schedule A (each a “credit union”) from paragraph 29(1)(f), subclause 29(4) and clauses 31, 32 and 33 of Schedule 4 to the Act in the case mentioned in Schedule B, on the conditions mentioned in Schedule C and for so long as those conditions are met.

SCHEDULE A

All companies registered under clause 3 of the transfer provisions that at the date of this instrument are permitted to use the expression “credit union”, “credit society” or “credit co-operative” under section 66 of the *Banking Act 1959*.

SCHEDULE B

Where the relevant credit union is proposing to modify its constitution by adopting:

- (a) the “Demutualisation Approval Procedure Rules” drafted by Credit Union Services Corporation (Australia) Limited (“CUSCAL”) and submitted by CUSCAL to ASIC under cover of a letter dated 24 July 2002; or
- (b) rules which have substantially the same effect.

SCHEDULE C

1. The credit union must ensure that the notice of meeting at which a proposed constitutional modification mentioned in Schedule B is to be considered or a disclosure statement that accompanies that notice of meeting:
 - (a) gives all the information that members would reasonably require and expect to be given to make an informed decision about the proposed modification; and
 - (b) adequately sets out and explains each of the matters in paragraphs 32(1)(a) to (l) inclusive of Schedule 4 to the Act that are relevant to the proposed constitutional modification; and
 - (c) is readily comprehensible for members of the credit union.
2. The credit union must ensure that its constitution provides that the rules referred to in Schedule B as incorporated in its constitution shall cease to operate if and when ASIC has published a written notice to that effect and given a copy of that notice to the credit union.

02 / 09 57

Interpretation

In this instrument, "transfer provisions" has the meaning given in clause 1 of Schedule 4 to the Act.

Dated this 23rd day of August 2002

Stephen Yen

Signed by Stephen Yen, PSM
as a delegate of the Australian Securities and Investments Commission

0 2 / 0 9 5 8

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) — Exemption**

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) hereby exempts the persons referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A in the case referred to in Schedule B on the conditions set out in Schedule C from:
 - (a) sections 992A, 992AA and 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraphs 992B(1)(a) of the Act ASIC hereby exempts a person (other than a person referred to in Schedule A) in the case of an offer to sell an interest in a managed investment scheme referred to in Schedule B and offered on a basis that appears to comply with Schedule C, from sections 992A and 992AA of the Act.

SCHEDULE A — WHO IS EXEMPT

Any person who operates the scheme specified in Schedule B (scheme) including Grovemoor Pty Ltd (ACN 091 115 212) and any other person offering an interest in the scheme for issue,

other than a person who is aware that any disclosure statement required to be given to a person under this instrument or any Product Disclosure Statement required to be given to a person under the Act in relation to the scheme, was not given or was given but did not comply with this instrument or the Act as the case may be.

SCHEDULE B — SCHEMES EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor’s discretion, making their strata unit available for use by a person (operator) as part of a student accommodation complex located at Melbourne University's Eastern Precinct site with frontages to Cardigan, Faraday and Swanston Streets, Carlton, Victoria being Lot 2 on Plan of Subdivision plan number PS427043B developed in accordance with an approval of a responsible government authority, and in relation to which on 1 March 2000 there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where:

- (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
- (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and
 - (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage the letting of their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is an Australian financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where each such payment:
 - (A) relates to a period of no more than 3 months; and
 - (B) is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during that period;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and
- (g) the student residential complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule E.

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Each promoter that is involved in making an offer of interests in the scheme for issue must:
 - (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;

- (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer; and
 - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the operator or, if the operator is not knowingly concerned in the offer, by a promoter; and
- 3 The operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
- (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer; and
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),
- sufficiently to enable a typical investor in those interests to make an informed decision whether to become a member of the scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
- (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
 - (iii) What sort of student residential complex is being operated under the scheme? How will it be operated?
 - (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the scheme?
 - (v) Does the operator own or have rights in relation to any property that may adversely affect:
 - (A) how the scheme would operate if the operator were changed; or

(B) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason),

and, if so, what are those rights? How could the adverse effect happen?

(b) What are the risks and returns of the investment?

- (i) How, in general terms, will the operation of the student residential complex generate returns for investors?
- (ii) When and how are these returns to be calculated and made available to investors?
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
- (iii) Are investors in the scheme guaranteed or promised that they will receive a particular rate of return from the scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
- (iv) If no particular rate of return is guaranteed or promised:
 - (A) is the operator aiming to achieve a particular return;
 - (B) can investors expect any particular return; or
 - (C) are returns from the scheme uncertain?
- (v) If returns from the scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the returns what are the main factors that will affect occupancy rates?
- (vi) Do investors have potential liability to pay moneys in relation to the scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the student residential complex and its furniture and fittings be paid for?

- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the scheme?
 - (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the scheme?
 - (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the scheme?
 - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the scheme or otherwise borne by investors?
 - (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the scheme?
- (d) Who is the operator?
 - (i) If the operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts, serviced apartment or student residential complexes (including details of its principal activities and relevant experience)?
 - (ii) If the operator does not sign the disclosure statement, how, and on what basis, will the operator be selected to undertake the operation of the scheme?
 - (iii) If the operator signs the disclosure statement and the operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the student residential complex?
 - (iv) What are the custodial arrangements for holding the money of the scheme including money held for distribution to members and to meet expenses of the scheme?
- (e) When can investments be withdrawn and transferred?
 - (i) When and how can an investor withdraw from the scheme?
 - (ii) Can the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?
- (f) What information can be obtained?
 - (i) How can the entity signing the disclosure statement be contacted?

- (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the operator to report to an investor in the scheme on the operations of the scheme (including the scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either an Australian financial services licensee or an authorised representative of an Australian financial services licensee;
 - (b) a taxation adviser; and
 - (c) a lawyer,

before making a decision to become a member of the scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a strata unit to which the scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of letting management rights*
- (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the letting management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the letting management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
 - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.
2. *Consent of body corporate to new care-taking arrangements*
- (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.

- (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the letting management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the letting management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. *Price payable on transfer*

The price scheme members specify in a notice under paragraph 1(b) of this Schedule must be one of the following:

- (a) the average of two valuations of the letting management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (b) the highest bona fide bid for the letting management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days' notice had been given; or
- (c) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the letting management rights following reasonable efforts to market the property for at least 60 days.

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.
- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.

- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

- (a) Any member may arrange a valuation or auction of, or may market, the letting management rights before or after the expiration of the 9 month period referred to in paragraph 1(a) of the Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.
- (b) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the letting management rights when the price is paid to the operator.

6. *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings.

7. *Definitions*

In this Schedule:

“scheme members” means investors in the scheme excluding the operator and its associates;

“letting management rights” or “management rights” means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the letting of strata units in the scheme; and

“transfer” in relation to letting management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

Interpretation

In this instrument:

1. “financial services licensee” means:

- (a) a financial services licensee within the meaning of the Act; and
- (b) a person who, on 11 March 2002, was the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:

- (i) if ASIC revokes the person's dealers licence - the date of that revocation; or
- (ii) 11 March 2004; and

2. "offer" is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated this 28th day of August 2002



Signed by John Joseph Reghenzani
as a delegate of the Australian Securities and Investments Commission

02 / 09 59

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Pursuant to paragraph 601QA(1)(b) of the Corporations Act 2001 ("**the Act**"), the Australian Securities and Investments Commission hereby declares that section GC(1)(a) of Chapter 5C of the Act applies to the persons specified in Schedule A in relation to the matter specified in Schedule B as if:

The definition of "special resolution" in relation to a registered scheme were modified or varied by it being replaced by the following, "means a resolution by the signing of a document by members who hold at least 75% of the value of the interests of the scheme containing a statement that they are in favour of the resolution set out in the document".

SCHEDULE A: TO WHOM THIS EXEMPTION APPLIES

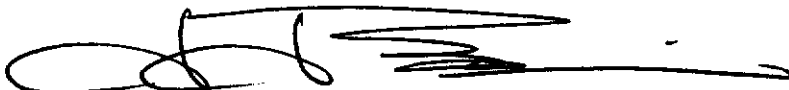
The members and responsible entity of the Suncorp Metway Investment Management Australian Cash Trust, ARSN 092 026 349.

SCHEDULE B: TO WHAT RESOLUTION THIS EXEMPTION APPLIES

A resolution of the members of a managed investment scheme where all the members are not entitled to vote only because of section 253E of the Corporations Act 2001 with the effect of amending the Constitution of the scheme to, among other things:

- (a) introduce a GST recovery clause;
- (b) amend the extent of the responsible entity's powers; and
- (c) introduce provisions regarding privacy.

Dated this 28th day of August 2002



Signed by John Joseph Reghenzani
As delegate of the Australian Securities and Investments Commission.

02/0960

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 713(6) — Determination**


Pursuant to subsection 713(6) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 29 April 2003.

SCHEDULE

Stericorp Limited ACN 060 871 249

Dated 30 August 2002

Signed:

..........

Allan John Bulman, as a delegate of the
Australian Securities and Investments Commission

02 / 09 62 -

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS ACT 2001 - PARAGRAPH 669(1)(b) - DECLARATION

Pursuant to paragraph 669(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6A of the Act applies to the person specified in Schedule A in the cases referred to in Schedule B as if:

1. Paragraph 661B(1)(a) was modified by inserting the words "(omitting the holder's name and address)" after the words "in the prescribed form";
2. Paragraph 661B(1)(c) was modified by omitting the words "the notice" and inserting the words "a copy of the notice which includes the holder's name and address";
3. Paragraph 661B(1)(d) was modified by inserting the words "of the notice referred to in paragraph (a)" after the words "give a copy";
4. Subsection 661B(3) was modified by inserting the words "referred to in paragraph (1)(c)" after the words "the notice";
5. Subsection 661B(4) was modified by inserting the words "referred to in paragraph (1)(c)" after the words "the notice" where they first appear; and
6. Subsection 662A(1) was modified by inserting at the end of the subsection the following words: "This section does not apply where the bidder has given to all remaining holders of bid class securities a compulsory acquisition notice under subsection 661B(1)."

SCHEDULE A

Zylotech Limited ACN 008 720 223 ("Bidder").

SCHEDULE B

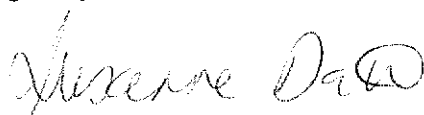
The compulsory acquisition by the Bidder of:

1. ordinary shares in Sonacom Limited ACN 009 192 330 ("Sonacom") where notices under subsection 661B(1) of the Act are prepared, lodged and given in accordance with section 661B of the Act; and
2. listed options to subscribe for ordinary shares in Sonacom where notices under subsection 661B(1) of the Act are prepared, lodged and given in accordance with section 661B of the Act,

following the takeover bids by the Bidder in respect of which a bidder's statement was lodged with ASIC on 26 June 2002.

Dated this 29th day of August 2002.

Signed by:



Susanne Date,

as a delegate of the Australian Securities and Investments Commission

02 / 09 63

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001 - SUBSECTION 741(1) – DECLARATION**

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if paragraph 723(3)(b) and subparagraph 724(1)(b)(ii) of Part 6D.2 of the Act were modified or varied by replacing the words "3 months" with the words "3 months and 2 business days".

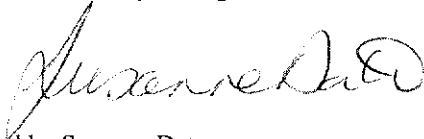
SCHEDULE A

Jacobsen Entertainment Limited ACN 100 000 244 ("issuer")

SCHEDULE B

An issue or transfer of securities by the issuer in response to an application made under the issuer's prospectus dated 7 June 2002 as supplemented by a supplementary prospectus dated 26 July 2002.

Dated this 29th day of August 2002



Signed by Susanne Date
as delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001— Paragraphs 283GA(1)(a), 601QA(1)(a),
741(1)(a), 911A(2)(l) and 1020F(1)(a) — Exemption**

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts each person referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
 - (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
 - (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,

in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.

a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

iSoft Group plc (incorporated in the United Kingdom) (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares);
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to The iSoft Group 2002 International Sharesave Plan ("employee share scheme"), which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

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- (c) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of shares (for example, through the exercise of an option), meet the following requirements:

- 1 The shares the subject of the offer or option are of a body securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 25 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and

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- (c) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (iii) the length of time they may be held; and
 - (iv) the rate of interest payable (if any) on the contributions held in the account.

4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

SCHEDULE D — CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

- (a) operates, or is involved in operating, a managed investment scheme by reason of operating an employee share scheme with a contribution plan; or
- (b) offers, issues or sells or is involved in offering, issuing or selling interests in a managed investment scheme arising by reason of an employee share scheme with a contribution plan.

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SCHEDULE F — FURTHER CASES EXEMPTED

This exemption applies to an employee share scheme which involves the making of offers, issues or sales which meet the requirements in Schedule B.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%,
(applying the definition of “voting power” contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:

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- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
- (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated the 29th day of August 2002



Signed by Vinh Huynh
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(b) – Declaration**

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 (Cth) (the "Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies in relation to the person named in Schedule A in the case referred to in Schedule B as if item 7 of section 611 were modified or varied by:

1. deleting paragraph (a) and replacing it with the following paragraph:
 “(a) no votes are cast in favour of the resolution by the person proposing to make the acquisition and their associates; and”; and
2. adding the following paragraph at the end of item 7:
 “For the purposes of this item 7, a person (the "first person") is not an associate of the person proposing to make the acquisition (the "acquirer") merely because of an arrangement under which the first person makes an offer to transfer securities in the company to the acquirer or at the acquirer's direction.”

Schedule A

Worley Group Limited ABN 17 096 090 158 ("Worley")

Schedule B

An acquisition by Ocelas Pty Limited ACN 101 728 269 of a relevant interest in more than 20% of the fully paid ordinary shares in Worley which arises as a result of members of Worley entering into deed polls in a form substantially in accordance with the deed poll provided to ASIC on or about the date of this instrument.

Dated this 2nd day of September 2002



Signed by Belisa Jong
as a delegate of the Australian Securities and Investments Commission

02/0966

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: Parallel Marketing (Aust) Pty. Ltd., ACN: 061 701 451 ("the Licensee")
GPO Box 4072
Sydney NSW 2001

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 188450 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 30th day of August 2002.

Signed 

Jeffrey Scott, a delegate of the Australian Securities and Investments Commission

02/0967

**Australian Securities & Investments Commission
Corporations Act 2001 Section 825
Order Revoking Licence**

TO: S P & G Management Limited, ACN: 089 677 314 ("the Licensee")
PO Box 5164
Gold Coast Mail Centre QLD 9726

Pursuant to paragraph 825(a) of the Corporations Act 2001, the Australian Securities and Investments Commission hereby revokes Licence Number 192944 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 3rd day of September 2002.

Signed *B. Jones*

Bill Jones, a delegate of the Australian Securities and Investments Commission

02/0969

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) — Exemption**

Pursuant to subsection 741(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts each person mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Australian Motor Finance Limited (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to an offer of securities for issue or sale which is:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Stock Exchange of Newcastle Limited or an approved foreign market and trading in which is not suspended (quoted shares); and
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration; and
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b);

which is made pursuant to the Australian Motor Finance Limited Employee Share Option Plan ("employee share scheme"), and which meets the further requirements set out in Schedule C, but does not apply to:

- (d) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the issue or transfer of shares (for example through the exercise of an option), meet the following requirements

- 1 The shares the subject of the offer or option must be of a body securities of which have been quoted on:
 - (a) the financial market operated by Stock Exchange of Newcastle Limited throughout the 12 month period immediately preceding the first day on which the options pursuant to the offer may be exercised without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;

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- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
- (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

5 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

SCHEDULE D — CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of “voting power” contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and

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- (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated 3 September 2002



Signed by Steven Rice
as delegate of the Australian Securities and Investments Commission

02/0970

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
SUBSECTION 196 (1)
DECLARATION**

PURSUANT TO subsection 196(1) of the Corporations Act 2001 ("Act") the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby declares that subsection 195(1) of the Act does not apply for the purposes of the meeting or meetings specified in Schedule A of the public company specified in Schedule B ("the Company") in relation to the matter specified in Schedule C, subject to the condition specified in Schedule D.

Schedule A

All meetings of directors of the Company held prior to 1 January 2003 insofar as they deal with the matter specified in Schedule C.

Schedule B

Q-Vis Limited (ACN 009 234 173)

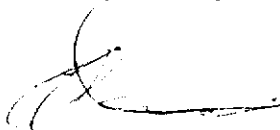
Schedule C

Investigating the potential transaction and, if applicable, negotiating the transaction described in the application to ASIC dated 29 August 2002 made on behalf of the Company ("Transaction")

Schedule D

The Transaction be subject to a condition precedent to completion that shareholders of the Company approve the Transaction at a general meeting of the Company.

Dated this 4th day of September 2002



Signed by Allan Ausbruch
as a Delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that the ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administration Appeals Tribunal prevents it from doing so.

D'AGUILAR GOLD PTY LTD ACN 052 354 837 will change to a public company limited by shares. The new name will be D'AGUILAR GOLD LIMITED ACN 052 354 837.

GARNET PRODUCERS N.L. ACN 008 471 832 will change to a proprietary company limited by shares. The new name will be GARNET PRODUCERS PTY LIMITED ACN 008 471 832.

HGL COMPANY SIX LIMITED
ACN 079 744 166 will change to a proprietary company limited by shares. The new name will be HGL COMPANY SIX PTY LIMITED ACN 079 744 166.

SEL ADVERTISING NETWORK LIMITED ACN 087 336 865 will change to a proprietary company limited by shares. The new name will be SEL ADVERTISING NETWORK PTY LTD ACN 087 336 865.

SEL HOLDINGS LIMITED ACN 087 336 687 will change to a proprietary company limited by shares. The new name will be SEL HOLDINGS PTY LTD ACN 087 336 687.

DIVERSIFIED BIOSCIENCE LIMITED
ACN 091 477 271 will change to a proprietary company limited by shares. The new name will be DIVERSIFIED BIOSCIENCE PTY LIMITED ACN 091 477 271.

HEART 2 HEART PTY LTD ACN 070 547 910 will change to a public company limited by shares. The new name will be HEART 2 HEART LIMITED ACN 070 547 910.

PROVET LIMITED ACN 076 468 481 will change to a proprietary company limited by shares. The new name will be PROVET PTY LTD ACN 076 468 481.

SEL GOLF HOLDINGS LIMITED
ACN 087 336 776 will change to a proprietary company limited by shares. The new name will be SEL GOLF HOLDINGS PTY LTD ACN 087 336 776.

SEL MANAGEMENT LIMITED
ACN 078 728 006 will change to a proprietary company limited by shares. The new name will be SEL MANAGEMENT PTY LTD ACN 078 728 006.

CORPORATIONS ACT 2001
SECTION 601AH(1)

Notice is hereby given that the registration of
the companies mentioned below will be reinstated.

Dated this fourth day of September 2002

Brendan Morgan :
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A.C.N. 008 121 435 PTY LIMITED	008 121 435
A.W. ARKELL PTY. LTD.	006 949 720
ADAMANT PEST SERVICES PTY LTD	078 344 546
ALTEX ROOFING PTY LTD	003 255 070
AML FRAMES & TRUSSES PTY LTD	065 306 345
ANDISSA PTY. LTD.	060 281 969
ANDREW FRASER COMMERCIAL ARTIST PTY LTD	000 636 680
ANDYFIX PTY LTD	068 918 463
ANGEL HAYES PTY LTD	002 171 253
ANLU (AUST) PTY LTD	087 278 822
APEX CRANES PTY LTD	010 326 968
APROLAB BUILDING & CONSTRUCTION PTY. LTD.	052 276 427
ARCHWIN PROPRIETARY LIMITED	083 728 394
ASIA PACIFIC THOROUGHBREDS PTY. LTD.	071 758 524
AUSTRALIAN USED TRUCK CENTRE PTY LTD	005 428 982
AWABA GROUP PTY. LTD	084 100 872
B.D.S. & ASSOC PTY LTD	083 122 945
B.N. PTY LIMITED	076 210 869
BALMAIN COMMUNICATION CANTEEN PTY LIMITED	089 735 151
BEARCHOICE PTY. LTD.	008 265 656
BEAVER BOAT CHARTERS PTY LTD	080 353 859

Name of Company	ACN
BELMONT GLEN PTY. LTD.	007 040 584
BENBAX PTY. LIMITED	003 758 067
BENICAL PTY LTD	081 764 758
BENIMAR PTY. LTD.	007 250 580
BIASIOL & ASSOCIATES PTY. LIMITED	003 820 862
BRADFORD INSULATION (W.A.) LIMITED	070 397 107
BRITTON NOMINEES PTY LTD	001 345 651
BURKETTS FORKLIFT & MACHINERY PTY LTD	070 841 191
C. S. BARRATT PTY. LIMITED	069 537 408
C. WEATE & SONS PROPRIETARY LIMITED	004 869 425
CAMSTON PTY LTD	000 306 909
CAP (AUST) PTY. LIMITED	072 584 153
CASH SERVICES PTY. LIMITED	075 354 424
CHAPTER 8 PTY LTD	062 590 541
CHEMPOLY PTY LTD	082 322 852
CLIVE HOLDINGS PTY. LIMITED	004 904 983
C LOZ INVESTMENTS PTY LTD	087 446 357
CLUB AUTOSPORT PTY LTD	064 259 301
COLAW PTY LTD	009 111 782
COMNETWORKS SOLUTIONS PTY. LIMITED	003 423 845
CONDONG BOWLING CLUB LTD	000 957 193
CONFIGURE IT DONE PTY LTD	080 708 078
D & P RYAN INVESTMENTS PTY LTD	082 997 546
DAE RESOURCES PTY. LTD.	053 748 762
DALLAS FALLS PTY. LTD.	050 026 572
DENMIST PTY LTD	001 473 267
DENNIS GEARY ENTERPRISES PTY. LTD.	009 904 278
DESIGN CONSULTING SERVICES PTY LTD	090 489 133
DEVELOPMENT APPROVAL MANAGERS PTY LTD	090 383 074
DIAMONDPEAK NOMINEES PTY. LTD.	060 746 358
DICELINE PTY. LIMITED	005 795 728
DRAFT HOLDING PTY LTD	073 895 940

Name of Company	ACN
E.BUSINESS PARTNERS PTY LTD	070 499 437
EIGHTY-NINTH EVOLUTION PTY. LTD.	005 819 661
FALROSE PTY. LTD.	010 459 766
GALICIA CONS. PTY LTD	061 690 300
G A WOOLLEY INVESTMENTS PTY LTD	090 541 085
GOLDACOR PTY LTD	002 140 258
GOLF TOPOGRAPHERS PTY. LTD.	006 241 836
GRANVIEW ENTERPRISES PTY. LTD.	088 552 907
GREENWICH CONTRACTORS PTY. LIMITED	084 257 134
GREY STREET INVESTMENTS PTY LTD	082 322 898
H.G.M. NOMINEES PTY LTD	092 132 744
HOCHMA PTY. LTD.	050 025 057
INTERLINK RESOURCE CAPITAL PTY LTD	064 263 770
JAMES MILLER & COMPANY PROPRIETARY LIMITED	004 048 971
JANOLA MANOR PTY. LTD.	077 261 075
JERVIS BAY CATAMARANS PTY LIMITED	052 098 316
JOYNT ENTERPRISES PTY LTD	071 397 736
JUST CRUISIN' BOAT CHARTERS PTY LTD	079 622 638
KEYROS PTY LTD	009 364 783
KINGSREEF PTY LTD	083 553 968
L & L SHORT PTY LTD	001 339 420
LENBRIDGE GRANGE PTY. LTD.	086 149 439
LIQUID ENGINEERING (AUSTRALIA) PTY. LTD.	087 452 999
LLYLE MCCARTHY PTY LTD	084 925 422
LORYNE PTY LTD	009 584 703
MARCUS SMITH PTY. LTD.	090 830 676
MAY CHAN HIONG PTY. LTD.	050 958 239
MCJACKS PTY LTD	079 106 924
MERHABA INVESTMENTS PTY. LTD.	086 934 581
MOONDARRA INVESTMENTS (VIC) PTY LIMITED	061 962 650
MOORABBIN AVIATION SERVICES PTY LTD	090 567 178
MORGAN CARPET LAYING PTY LTD	081 070 135

Name of Company	ACN
MOUNT D ENGINEERING PTY. LTD.	081 429 012
NATHAN CLIFT ENTERPRISES PTY LIMITED	003 715 384
NATURAL VISION IMPROVEMENT PTY. LTD.	050 907 376
NEWMARK MARKETING SERVICES (AUSTRALIA) PTY. LTD.	063 447 290
NORMAN SPENCER PROMOTIONS PTY. LTD.	005 950 112
OASIS COUNTRY PRODUCE PTY. LTD.	086 510 410
PACIFIC LOTUS PTY LIMITED	060 338 614
PARADIS ENTERPRISE PTY. LTD.	061 198 972
PEGASUS SOFTWARE SOLUTIONS PTY LTD	073 671 682
PEMBERLEY RESOURCES PTY LIMITED	003 257 074
PENTECOSTAL CHURCH OF AUSTRALIA LTD	002 676 584
PEXTAND PTY. LTD.	050 140 871
PHILLIPOU HOLDINGS PTY LTD	007 106 416
POINT DESIGN AND CONSTRUCTION PTY. LTD.	076 662 318
PPS HOLDINGS PTY. LTD.	071 539 627
PRC GROUP PTY LTD	089 185 580
QNET PTY. LTD.	081 826 959
QUA HOME DEVELOPMENTS PTY LTD	084 259 432
R & L SMITH QUALITY MEATS PTY. LTD.	065 986 772
RAMSHIR HOLDINGS PTY LTD	002 763 037
REDCASTLE ENTERPRISES PTY LTD	056 384 224
RED DOG INTERNATIONAL PTY LTD	090 629 235
RELLFORD PTY. LIMITED	077 710 760
REVOLUTION INTERNATIONAL PTY. LTD.	010 558 344
REYROLLE PARSONS OF AUSTRALIA LIMITED	007 549 037
RIDOTTO PTY. LTD.	009 093 654
ROMANOV SERVICES PTY. LTD.	008 664 793
RYZA PTY LTD	084 849 301
S.D.B. HOLDINGS PTY. LTD.	069 136 036
SA & TV TRANSPORT PTY. LTD.	079 381 623
SAYWELL ASSOCIATES PTY. LIMITED	081 746 894
SCLUFF PTY LTD	083 192 072

Name of Company	ACN
SCORPION MINING PTY LTD	008 973 500
SCOTCH COLLEGE SUPERANNUATION PTY. LTD.	065 650 900
SECURITY ASSOCIATES PTY. LTD.	009 841 669
SHEN YILDIZ PTY. LTD.	007 389 175
SILVERLAND PTY LTD	056 864 978
SIMPLORIOUS PTY LTD	088 217 467
SIMPSON ENTERPRISES PTY. LTD.	069 497 230
SKYSHARE PTY LTD	003 283 207
SMOOTH SAILING PTY. LTD.	065 739 675
SONMAR PTY. LTD.	004 497 974
SOOTCHA PTY LIMITED	003 828 877
SOPHISTICATED HOLDINGS PTY. LTD.	053 411 037
SOUTHERN FORE PTY. LTD.	090 147 701
STAMBANIS CORPORATION PTY. LTD.	007 260 399
SYSTEM SCIENCE PTY. LIMITED	059 033 608
T.J SCOTT AND ASSOCIATES PTY LTD	078 085 337
TAKOUTIS NOMINEES PTY. LTD.	079 406 465
TARIGA CLEANING SERVICE PTY. LTD.	078 430 832
TELDAR HOLDINGS PTY. LTD.	006 006 408
TERMAN PTY. LTD.	008 102 930
THAI KINGDOM PTY LTD	079 998 851
THOS. WALKER & SONS PROPRIETARY LIMITED	004 233 096
TRACE BIOSCIENCES PTY. LTD.	002 989 915
TRADE COMMUNICATIONS PTY LTD	095 192 537
TURNSTILE PTY. LTD.	059 943 887
TWOMEY HOLDINGS PTY LTD	066 630 046
UMBELLO PTY LTD	001 854 253
UNIVERSAL RESOURCES DEVELOPMENT PTY LTD	001 553 279
UPDATE INTERNATIONAL PTY LTD	006 546 514
VOGUESOUNDS PTY. LTD.	051 801 971
WARLA PTY. LIMITED	058 173 827
WOOD GEOTECHNICAL CONSULTANTS PTY. LTD.	001 306 314

Name of Company	ACN
YALACRE PTY. LTD.	011 032 643
YOUNG MEN'S CHRISTIAN ASSOCIATION OF WARRNAMBOOL	005 245 643
ZENNA PTY LTD	001 052 320
150 OXFORD STREET PTY. LTD.	004 276 546
79 HARRIS STREET PTY LTD	000 652 237
