

AMENDED CONSTITUTION AS AT NOVEMBER 2017

Reledev Australia Limited

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Constitution

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1 Preliminary

1.1 Definitions

The following words have these meanings in these Articles unless the contrary intention appears.

Alternate Director means a person appointed as an alternate director by a Director in accordance with Article 11.

Articles means an Article of this Constitution.

Auditor means the auditor for the time being of the Company.

Chairman means the chairman of the board of directors of the Company and **Deputy Chairman** means the deputy chairman of the board.

Company means Reledev Australia Limited,

Constitution means this constitution as it is amended from time to time.

Corporations Act means the *Corporations Act 2001 (Cwlth)*.

Director means a director of the Company.

Directors means all or some of the directors of the Company acting as a board.

Member means a member of the Company.

Registered Office means the registered office for the time being of the Company.

Seal means the common seal of the Company and any official seal of the Company,

Secretary means a person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice Versa;

- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
- (e) a reference to an article is a reference to one of the Articles;
- (f) a reference to a section is a reference to a section of the Corporations Act;
- (g) a reference to the Corporations Act or to a provision of the Corporations Act, means the Corporations Act or such provision as amended from time to time, or any statute, code or provision enacted in its place, and includes regulations and other instruments under it; and
- (h) a power, an authority or a discretion reposed in a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time.

1.3 Headings

Headings are inserted for convenience and do not affect the interpretation of these Articles.

1.4 Powers

Powers conferred on the Company, the Directors, a Committee of Directors, a Director or a Member may be exercised at any time and from time to time.

1.5 Corporations Act

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Purpose of the Company

2.1 Purpose

The Company is established to pursue the following objects:

- (a) to provide relief from poverty, distress, suffering and misfortune in countries that are declared by the Minister for Foreign Affairs to be a developing country by supporting:
 - i. education and training; and
 - ii. development projects;
- (b) to maintain a Relief Fund for the relief of people in a country declared by the Minister for Foreign Affairs to be a developing country;
- (c) to undertake aid projects consistent with the objectives of the Australian Aid Program for the alleviation of poverty and promotion of sustainable development;
- (d) to Carry out and support sustainable economic, social and cultural development programs and projects for people in developing and underdeveloped countries in partnership with

offshore community and non-government organisations which are based in developing countries;

- (e) to involve, and raise funding from, the Australian community and communities in developing countries in relation to providing relief and development assistance;
- (f) to raise and maintain awareness of the contribution of the Commonwealth Government in providing financial and other assistance to the Company in carrying out the objects contained in this clause;
- (g) to undertake and/or support projects which promote the alleviation of poverty and sustainable development within Australia;
- (h) to raise the awareness of those objects mentioned in (a) to (g).

2.2 Application of profits, income and property

The profits or other income and the property of the Company, however derived, must be applied solely towards the promotion of the purpose of the Company as set out in Article 2.1, and no part of those profits or that income or property may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to Members.

2.3 Certain payments to officers and members

Subject to Article 8.1, Article 2.2 does not prevent a payment in good faith to an officer or Member of the Company, or to a firm of which an officer or Member is a partner, of remuneration for services rendered to the Company, or for goods supplied in the ordinary course of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this Article 2.4 by the Company in a general meeting on money borrowed from an officer or Member or reasonable rent for premises demised or let by an officer or Member.

2.4 Proceeds of winding up or dissolution

- (a) If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, that property must not be paid or distributed amongst the Members but must be given or transferred to some other fund, authority or institution such fund, authority or institution to be determined by the Board at or before the time of dissolution and, in default of any determination, by the Supreme Court of New South Wales, Australia:
 - i. which has objectives similar to or inclusive of the objectives of the company;
 - ii. whose constituent documents prohibit the distribution of its income and property among its members;
 - iii. which, if the company has Deductible Gift Recipient endorsement, is or are endorsed under the same category of Deductible Gift Recipient within the meaning of Division 30 of the *Income Tax Assessment Act 1997 (Cwlth)*.

- (b) If the endorsement of the Company as a Deductible Gift Recipient is lost or revoked (whether or not the Company is to be wound up), the following assets remaining after the payment of the Company's liabilities must be transferred to a charitable fund, authority or institution to which income tax deductible gifts can be made:
- i. deductible gifts of money or property received for the purpose of the Company;
 - ii. deductible contributions made in relation to an eligible fundraising event held to raise funds for the purpose of the Company; and
 - iii. money received by the Company because of such deductible gifts and contributions

2.5 Charitable fundraising

Funds raised by means of a fundraising appeal within the meaning of the Charitable Fundraising Act 1991 (NSW) or any other corresponding legislation in any other State or Territory must be maintained in accordance with the Charitable Fundraising Act 1991 (NSW) or the corresponding legislation in the relevant State or Territory.

3 Membership

3.1 Becoming a member

Other than a subscriber to the Constitution, a person may only become a Member if admitted as a Member by the Directors in accordance with Article 3.2.

3.2 Admission as a Member

The Directors may, at their discretion, admit any person as a Member provided that the person agrees to be bound by this Constitution. The Directors must ensure that, at any time, there are no less than one hundred (100) Members of the Company.

3.3 Ceasing to be a Member

A Member ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of the person's membership by the Directors in accordance with these Articles; or

- (f) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.

3.4 Resignation

A Member may by notice in writing to the Company resign membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice.

3.5 Termination

The Directors may by notice in writing to the Member terminate the membership of any Member with immediate effect or with effect from a specified date occurring not more than six months after service of the notice.

3.6 Limited liability

The Members have no liability as members of the Company except as set out in Article 19.

4 General meetings

4.1 Annual General Meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

4.2 Power to convene general meeting

The Directors may convene a general meeting whenever they think fit and must convene and arrange to hold a meeting when requisitioned by Members in accordance with the Corporations Act.

4.3 Members have power to convene general meeting

If at any time there are not sufficient Directors capable of acting to form a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

4.4 Period of notice of general meeting

Subject to the provisions of the Corporations Act as to short notice, not less than 10 days' notice of a general meeting must be given in writing to each Member.

4.5 Notice of general meeting

A notice convening a meeting of the Company must specify the place, day and hour of the meeting and in the case of special business the general nature of the special business to be dealt with at the meeting and there must appear in it with reasonable prominence a statement that:

- (a) a Member entitled to attend and vote is entitled to appoint a proxy; and
- (b) a proxy must be a Member.

4.6 Notice of special resolution

If a special resolution is to be proposed, the notice of meeting must set out an intention to propose the resolution and state the resolution.

4.7 Non-receipt of notice of general meeting

The non-receipt of notice of a general meeting, or the accidental omission to give notice of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

4.8 Auditors and Directors' rights to attend general meetings

The Auditor or an agent authorised by the Auditor in writing for the purpose is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns the Auditor in that capacity, and is entitled to be heard notwithstanding that the Auditor retires at that meeting or a resolution to remove the Auditor from office is passed at that meeting.

4.9 Director entitled to attend general meeting

A Director is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting, The Director is not entitled to vote at a general meeting unless he or she is a Member.

4.10 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.

4.11 Written notice of cancellation or postponement of general meeting

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company at least three days before the date for which the meeting is convened and must specify the reason for cancellation or postponement,

4.12 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting.

4.13 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by these Articles or the Corporations Act.

4.14 Business at postponed general meeting

The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting,

4.15 Non-receipt of notice of cancellation or postponement of a general meeting

The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

4.16 Proxy or attorney at postponed general meeting

If:

- (a) by the terms of an instrument appointing a proxy or attorney, a proxy or attorney is authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney,

then, by force of this article, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney, unless the Member appointing the proxy or attorney gives to the Company at its Registered Office notice in writing to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

4.17 The Articles concerning cancellation and postponement do not apply to a general meeting convened by Members

Articles 4.10 to 4.16 (both inclusive) do not apply to a general meeting convened by Members under Section 249F or by the Directors pursuant to a requisition of members under the Corporations Act.

5 Proceedings at general meetings

5.1 Business of annual general meeting

The business of an annual general meeting is to receive and consider the profit and loss account, the balance sheet and the reports of the Directors and the Auditor.

5.2 Special business

All business other than that referred to in Article 5.1 which is transacted at an annual general meeting and all business transacted at any Other general meeting is special business.

5.3 Quorum

Subject to Article 5.6, fifteen Members present in person are a quorum at a general meeting.

5.4 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is to be deemed present throughout the meeting unless the chairman of the meeting on the chairman's own motion or at the instance of a Member who is present otherwise declares.

5.5 Quorum and time

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and

- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

5.6 Adjourned general meeting

At any such adjourned general meeting two persons each being a Member, proxy or attorney present at the meeting are a quorum and, if a quorum is not present within 15 minutes after the time appointed for the adjourned general meeting, the meeting is dissolved.

5.7 Chairman

The Chairman is entitled to preside at general meetings, but if the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy Chairman, a Director chosen by a majority of the Directors present, the only Director present, a Member, proxy or attorney chosen by a majority of the Members, proxies and attorneys present.

5.8 Equality of votes - no casting vote for Chairman

If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting is not entitled to a casting vote in addition to any votes to which the chairman is entitled as a Member or proxy or attorney of a Member.

5.9 How questions decided

Every question submitted to a general meeting is to be decided by a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded by:

- (a) the chairman of the general meeting;
- (b) not less than two Members present in person or by proxy or attorney and having the right to vote at the general meeting; or
- (c) a Member or Members so present representing not less than 5% of the total voting rights of all the Members having the right to vote at the meeting, and the demand for the poll is not withdrawn.

5.10 Declaration of results

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the general meeting that the motion has been carried or carried unanimously or without dissent or by a particular majority or lost and an entry to that effect in the minutes of the general meeting

are conclusive evidence of that and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.

5.11 Poll

If a poll is so demanded and the demand is not withdrawn, it must be taken in such manner and at such time and place and at once or after an interval or adjournment or otherwise as the chairman of the meeting then or subsequently determines and the result of the poll is to be deemed the resolution of the meeting at which the poll was demanded.

5.12 Entitlement to vote

A poll may not be demanded on the election of a chairman of a general meeting and a poll demanded on a question of adjournment is to be taken at the meeting and without adjournment.

5.13 Demand for poll does not prevent continuance of general meeting for other business

A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

5.14 Objection to voting qualification

Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken, and every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

5.15 Chairman to determine any poll dispute

If there is a dispute as to the admission or rejection of a vote, the chairman of the meeting must decide it and the chairman's decision made in good faith is final and conclusive.

5.16 Adjournment

The chairman of a meeting may with the consent of the meeting adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place,

5.17 Notice of adjournment

If a meeting is adjourned for more than 35 days, notice of the adjournment must be given in accordance with Article 4.4.

6 Votes of members

6.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in these Articles:

- (a) on a show of hands, each Member present in person and each other person present as proxy or attorney of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy or attorney of a Member has one vote for each Member that the person represents.

6.2 Right to appoint proxy

A Member entitled to attend at a meeting of the Company or of any class of Members is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting and a proxy has the same right as the Member to speak and vote at the meeting.

6.3 Instrument of proxy

An instrument appointing a proxy must be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing or the hand of its attorney so authorised and, if and to the extent that the Directors permit, may be in respect of more than one meeting,

6.4 Proxy instrument must be in an acceptable form

An instrument appointing a proxy must be in a form acceptable to the Directors generally or in a particular case.

6.5 Right to appoint attorney

A Member may by power of attorney duly executed in the presence of at least one witness and (if necessary) duly stamped appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

6.6 Receipt of proxy and other instruments

To be effective, an instrument appointing a proxy and any power of attorney under which it is executed or a copy (verified by statutory declaration as a true copy) of the power of attorney, or an instrument appointing an attorney under Article 6.5, in either case together with such evidence of due stamping (if necessary) and execution and non-revocation of the power of attorney as the Directors may require, must be received by the Company at the Registered Office or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48

hours before the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

6.7 Validity of vote in certain circumstances

A vote cast by a proxy or attorney is valid notwithstanding the previous revocation of that person's authority by the death of the principal or otherwise, unless an intimation in writing of the revocation has been received at the Registered Office or by the chairman of the meeting before the vote is cast.

6.8 Circulating resolutions of Members

- (a) Subject to the Corporations Act and Article 6.8(b), the Members may pass a resolution of the Company without a general meeting being held if all of the Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by a Member if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Member signs.
- (b) The procedure for circular resolutions set out in this Article cannot be utilised in relation to special resolutions of the Company.

7 Directors

7.1 Number of Directors

Until otherwise determined by the Company in general meeting, the number of Directors must not be less than five nor, until otherwise determined by the Company in general meeting, more than nine.

7.2 Appointment

The Directors may appoint or the Company in general meeting may elect a person as a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors is not at any time to exceed the maximum fixed by or under Article 7.1.

7.3 Rotation of Board Members

- (a) A Director appointed by the Board holds office only until the next following annual general meeting but is then eligible for re-election.
- (b) A Director, other than a Director who holds the office of Executive Director, may not retain office for more than three calendar years or beyond the third annual general meeting following the Director's election (whichever is the longer period) without submitting for re-election.

- (c) At the annual general meeting in each year one third of the Directors in office, or, if their number is not a multiple of three, the number nearest to but not less than one third must retire from office.
- (d) A retiring Director may act until the conclusion of the meeting at which the Director retires and is eligible for re-election.
- (e) Subject to the Corporations Act and paragraphs (f) and (g), the Directors to retire by rotation at each annual general meeting are those who have been longest in office and the length of time a Director has been in office is to be computed from the Director's last election.
- (f) As between Directors who have been in office an equal length of time, the Directors to retire are, in default of agreement between them, to be determined by drawing lots in any manner determined by the Chairperson.
- (g) In ascertaining the number and identity of the Directors to retire by rotation, neither a Director appointed by the Board under clause 7.3 nor a Director whose office has become vacant under the Corporations Act is to be taken into account.
- (h) If the Company in general meeting elects a Member Director under clause 7.3, it may also determine in what order of rotation the Member Director is to go out of Office.
- (i) The Company may at a meeting at which Directors retire by rotation fill all or any of the vacant places by electing persons to them and may fill any other vacancy.
- (j) If the place of a Director retiring by rotation is not so filled, the Director continues in office if willing to do so until the next annual general meeting and so on from annual general meeting to annual general meeting until the Director's place is filled, unless at an annual general meeting the Company determines expressly to reduce the number of Directors in office or a resolution for the re-election of the Director is put to the meeting and lost.

8 Remuneration and expenses

8.1 Remuneration of Directors

A Director may not be paid any remuneration for services as a Director but is to be reimbursed out of the funds of the Company such reasonable travelling, accommodation and other expenses as the Director may incur when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company,

8.2 Director's remuneration must be approved

Any payment to a Director must be approved by the Directors.

9 Vacation of office and conflict of interest

9.1 Vacation of office

The office of a Director is automatically vacated if the Director:

- (a) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of an order made under, the Corporations Act;
- (b) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns office by notice in writing to the Company or refuses to act;
- (e) is not present personally at the meetings of the Directors for a continuous period of six months without leave of absence from the Directors; or
- (f) is removed from office by a resolution under section 203D of the Corporations Act.

9.2 Director's interests

A Director who has material personal interest in a matter that is being considered at a meeting of the Directors may:

- (a) vote on the matter; or
- (b) be present while the matter (or a proposed resolution of that kind) is being considered at the meeting,

only in circumstances specified in section 191 (2) of the Corporations Act (as amended from time to time). Subsection 191 (2) as at the date of execution is reproduced in the Annexure.

9.3 Director may contract or hold Office with the Company for Director's own benefit

A Director may, notwithstanding the Director's office and the fiduciary relationship established by it:

- (a) hold an office or place of profit (except that of Auditor) under the Company or under any body corporate in which the Company is a member or Otherwise interested;
- (b) enter into a contract with the Company as vendor, purchaser or otherwise and participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Company or any of its predecessors or their dependents or persons connected with them; and
- (c) retain for the Director's own benefit any profit arising from any such office, place of profit or contract and any pension, allowance or other benefit received because of that participation.

9.4 Validity of contract between interested Director and the Company

A contract entered into by or on behalf of the Company is not void or voidable by reason only that a Director is in any way directly or indirectly interested in it.

9.5 Interested Director's capacity to act for the Company is not affected

A Director may, notwithstanding the director's interest, and whether or not the Director is entitled to vote, or does vote, participate in the execution of any instrument by or on behalf of the Company, and whether through signing or sealing the same or otherwise.

9.6 Interested Director may still be counted in quorum of Board meeting

A Director may be counted in the quorum present at any Board meeting at which the contract or other matter is considered if the Director is permitted by the Corporations Act to be present during the consideration.

9.7 Scope of 'contract' for Article 9

In Article 9, where the context admits, "contract" includes an arrangement and a proposed contract or arrangement.

10 Powers of directors

10.1 Management

The management of the affairs of the Company is vested in the Directors and they may exercise all such powers and do all such things as the Company is by its Constitution or otherwise authorised to exercise and do and are not by these Articles or by statute required to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Corporations Act and of these Articles.

10.2 Specific powers of Directors

The Directors may borrow or raise money for the Company and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by the Company in such manner and on such terms in all respects as they think fit.

11 Proceedings of directors

11.1 Meetings

The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

11.2 Quorum

Until Otherwise determined by the Directors, five Directors present in person or by proxy are a quorum.

11.3 Effect of vacancy

The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum fixed by Article 7.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of summoning a general meeting.

11.4 Appointment of alternate Director

Subject to the Corporations Act; a Director may appoint a person, approved by a majority of the other Directors, to be an Alternate Director in the Director's place during such period as the Director thinks fit.

11.5 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointer does not attend a meeting, is entitled to attend and vote in the appointer's place,

11.6 Alternate Director's powers

An Alternate Director may exercise all the powers except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointer insofar as the appointer has not exercised or performed them,

11.7 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an alternate Director is responsible to the Company for the alternate Director's own acts and defaults and the appointer is not responsible for them.

11.8 Alternate Director and remuneration

An Alternate Director is not entitled to receive from the Company any remuneration or benefit under article 8.1.

11.9 Termination of appointment of alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointer even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointer ceases to be a Director.

11.10 Appointment or termination in writing

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice in writing signed by the Director who makes or made the appointment and delivered to the Company.

11.11 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointer in determining the number of Directors.

11.12 Director attending and voting by proxy

A Director may attend and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointer.

The appointment may be general or for one or more particular meetings.

11.13 Convening meetings

A Director and the Secretary on the request of a Director must, convene a meeting of the Directors.

11.14 Entitlement to notice of a meeting ceases if Director is overseas

A Director who is not in Australia is not entitled to notice of a meeting of Directors.

11.15 Chairman and Deputy Chairman

The Directors must elect a Chairman and may elect a Deputy Chairman and may determine the period during which each is to hold office.

11.16 Removal of Chairman by the Directors

The Chairman or Deputy Chairman may be removed by a resolution of the Directors of which not less than 14 days' notice has been given to all the Directors for the time being in Australia.

11.17 Chairman to preside over Directors' meeting

The Chairman is entitled to preside at meetings of the Directors but if the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement): the Deputy Chairman, a Director chosen by a majority of the Directors present.

11.18 Questions of Directors' Meeting decided by majority

Questions arising at a meeting of the Directors are to be decided by a majority of votes and in the event of an equality of votes the chairman of the meeting has a second or a casting vote.

11.19 Directors' Committees

The Directors may delegate any of their powers to committees consisting of such Director or Directors as they think fit and may revoke that delegation.

11.20 Powers delegated to Directors' committees

A committee to which any powers have been delegated under article 11.20 must exercise those powers in accordance with any directions of the Directors. A power so exercised is taken to have been exercised by the Directors.

11.21 Directors' committee meetings

Subject to Article 11.21, the meetings and proceedings of a committee consisting of two or more Directors are governed by the provisions of these Articles as to the meetings and proceedings of the Directors so far as they are applicable.

11.22 Circulating resolutions of Directors

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are then in Australia and entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last director signs.

11.23 Meeting by use of technology

A Directors' meeting may be called or held using any technology consented to by each Director. The consent may be a standing one. A Director may only withdraw consent a reasonable time before the meeting.

11.24 Validity of acts of Directors

All acts of the Directors, a Committee or a person acting as a Director or Committee or member of a Committee are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

12 Minutes

The Directors will cause minutes of meetings to be made and kept in accordance with the Corporations Act.

13 Chief Executive Officer

The Directors may appoint a Chief Executive Officer and may confer on a Chief Executive Officer such of the powers conferred on the Directors by these Articles, for such time, to be exercised for such purposes, on such terms and with such restrictions as they think fit and all or any of those powers may be conferred collaterally with or to the exclusion of the powers of the Directors and may be revoked or varied by the Directors.

14 Secretary

14.1 Appointment of Secretary

There must be at least one Secretary of the Company who is to be appointed by the Directors.

14.2 Powers, duties and authorities of Secretary

A Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.

15 Authentication of documents

15.1 Company seals

The Company must have a common seal and may have an official seal for use in any place outside New South Wales, which is a facsimile of the common seal with the addition on its face of the name of every place where it may be used.

15.2 Safe custody of common seals

The Directors must provide for the safe custody of all seals in such manner as they think

15.3 Use of common seal

The common seal may be affixed to a document only by the authority of the Directors or a Committee of Directors authorised by the Directors in that regard.

15.4 Affixation of common seal must be signed and countersigned

Every document to which the common seal is affixed must be signed by a Director and countersigned by the Secretary or a second Director or some other person appointed generally or in a particular case by the Directors for that purpose.

15.5 Use of official seal

An official seal may be affixed to a document only by the authority of the Directors or a committee of the Directors in either case authorised by the Directors in that regard.

15.6 Affixation of official seal must be signed and countersigned

Every document to which an official seal is affixed must be signed by a person appointed by the Directors to affix that official seal.

15.7 Signatures by mechanical means

The Directors may determine generally or in a particular case that the signature of a Director, Secretary or other person appointed by the Directors for the purpose of signing documents to

which a Seal is affixed may be written by a specified mechanical means on documents which bear evidence of examination by the Auditor.

15.8 Negotiable instruments

Cheques, bills of exchange, promissory notes and other negotiable instruments may be signed, accepted, drawn, made or endorsed on behalf of the Company in such manner and by such persons (whether Directors or officers of the Company or not) as the Directors determine but not otherwise.

16 Inspection of books

16.1 Inspection by Members

Subject to the Corporations Act and any resolution of the Company in general meeting, the Directors may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of the Company or any of them will be open to inspection by the Members and other persons.

16.2 Right of a Member to inspect

A Member or other person, not being a Director, has no right to inspect any of the books or documents of the Company except as conferred by statute or authorised by the Directors or by a resolution of the Company in general meeting and is not entitled to require or receive any information concerning the affairs of the Company.

17 Service of documents

17.1 Methods of service

A notice or other document may be delivered or served by the Company:

- (a) either personally; or
- (b) by sending it:
 - i. in the case of a Member who does not have a registered address in Australia, by airmail post;
 - ii. in any other case, by ordinary post, by sending it to the facsimile number or electronic address (if any) nominated by the Member, and is at the risk of the addressee as soon as it is given or posted.

17.2 Registered address

A Member whose registered address is not in Australia may specify in writing an address in Australia to be deemed the Member's registered address within the meaning of Article 17.

17.3 Service by post

A document sent by post is to be deemed received or served on the day next following that on which it was posted and in proving delivery or service it is sufficient to prove that the envelope or wrapper containing the document was properly addressed and stamped and was posted.

17.4 Proof of service by post

A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was properly addressed and stamped and was posted is conclusive evidence of those facts.

17.5 Service by facsimile

A notice may be served by the Company on a Member or other person receiving notice under these Articles by sending it by facsimile to that person at the person's registered address. A notice so sent is to be deemed served on the day following production of a transmission report by the machine from which the facsimile was sent which indicates that the facsimile was sent in its entirety to the person's facsimile number.

17.6 Meaning of notice for the purposes of service

Subject to the Corporations Act:

- (a) if a given number of days' notice or notice extending over any other period is required to be given, the day on which the notice is to be deemed served and in case of a notice convening a meeting the day on which the meeting is to be held are to be excluded in calculating the number of days or other period;
- (b) if these Articles require or permit a notice to be given by the Company, the Directors, a Director or the Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates;
- (c) the signature to a written notice need not be handwritten; and
- (d) all summonses, notices, process, judgments and orders in relation to any legal proceedings by the Company or its liquidator against a Member not in New South Wales may be served by certified or registered post (the foregoing provisions as to notices applying with necessary changes) and that service is to be deemed personal service.

17.7 Persons entitled to notice of general meeting

Notice of Annual General Meeting must be given in the manner authorised by Article 17.1 or 17.5 in accordance with the Corporations Act to:

- (a) every Member, and
- (b) the Auditor.

17.8 Persons not entitled to receive notice of general meeting

No other person is entitled to receive notices of General Meetings.

18 Indemnity

18.1 Indemnity of officers, Auditors and agents

Every person who is or has been a director, secretary or executive officer of the Company is indemnified (to the maximum extent permitted by law) out of the property of the Company against any liabilities or expenses incurred by that person:

- (a) in defending any proceedings relating to that person's position with the Company, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment; or
- (b) in connection with any administrative proceedings relating to that person's position with the Company, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted; or
- (c) in connection with any application in relation to any proceedings relating to that person's position with the Company, whether civil or criminal, in which relief is granted to that person under the Corporations Act by the court.

18.2 Requirement of good faith

Every person who is or has been a director, secretary or executive officer of the Company is indemnified (to the maximum extent permitted by law) out of the property of the Company against any liability to another person (Other than the Company or its Related Bodies Corporate) incurred in their capacity as such an officer unless the liability arises out of conduct involving a lack of good faith.

18.3 Payment of Insurance Premiums

The Company may pay a premium for a contract insuring a person who is or has been a director, secretary or executive officer of the Company against:

- (a) any liability assumed by that person as such an officer which does not arise out of conduct involving a willful breach of duty in relation to the Company or a contravention of sections 182(1) or 183(1) of the Corporations Act; and
- (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Company, whether civil or commercial and whatever their outcome.

19 Winding up

19.1 Contribution of Member on Winding-up

Each Member undertakes to contribute to the Company's property if the Company is wound up while he, she or it is a Member or within one year after he, she or it ceases to be a Member, for payment of the Company's debts and liabilities contracted before he, she or it ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$10.00.

20 Accounts

The Directors must cause the accounts of the company to be audited in accordance with the requirements of the Corporations Act and the Charitable Fundraising Act 1991 (NSW), and if applicable, the corresponding legislation in each relevant State or Territory.

Annexure 1

CORPORATIONS ACT 2001

- SECT 191

Material personal interest-director's duty to disclose

Directors duty to notify other directors of material personal interest when conflict arises

(1) A director of a company who has a material personal interest in a matter that relates to the affairs of the company must give the other directors notice of the interest unless subsection (2) says otherwise.

(1A) For an offence based on subsection (1), strict liability applies to the circumstance, that the director of a company has a material personal interest in a matter that relates to the affairs of the company.

Note: For strict liability, see section 6.1 of the Criminal Code.

(2) The director does not need to give notice of an interest under subsection (1) if:

- (a) the interest;
 - i. arises because the director is a member of the company and is held in common with the other members of the company; or
 - ii. arises in relation to the director's remuneration as a director of the company, or
 - iii. relates to a contract the company is proposing to enter into that is subject to approval by the members and will not impose any obligation on the company if it is not approved by the members; or
 - iv. arises merely because the director is a guarantor or has given an or security for all or part of a loan (or proposed loan) to the company, or
 - v. arises merely because the director has a right of subrogation in relation to a guarantee or indemnity referred to in subparagraph (iv); or
 - vi. relates to a contract that insures, or would insure, the director against liabilities the director incurs as an officer of the company (but only if the contract does not make the company or a related body corporate the insurer); or
 - vii. relates to any payment by the company or a related body corporate in respect of an indemnity permitted under section 199A or any contract relating to such an indemnity; or
 - viii. is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a related body corporate and arises merely because the director is a director of the related body corporate; or
- (b) the company is a proprietary company and the other directors are aware of the nature and extent of the interest and its relation to the affairs of the company; or
- (c) all the following conditions are satisfied:
 - i. the director has already given notice of the nature and extent of the interest and its relation to the affairs of the company under subsection (1);

- ii. if a person who was not a director of the company at the time when the notice under subsection (l) was given is appointed as a director of the company-the notice is given to that person;
 - iii. the nature or extent of the interest has not materially increased above that disclosed in the notice; or
- (d) the director has given a standing notice of the nature and extent of the interest under section 192 and the notice is still effective in relation to the interest.