

E2 METALS LIMITED

(ACN 116 865 546)

A company limited by shares

CONSTITUTION

(As adopted 8 December 2014)

Table of contents

<i>Rule</i>		<i>Page</i>
1	Preliminary	1
1.1	Definitions and interpretation	1
1.2	Application of Corporations Act, Listing Rules and ASTC Settlement Rules	4
1.3	Exercise of powers	5
1.4	Currency	7
2	Share capital	7
2.1	Shares	7
2.2	Rights of Holders of partly paid shares	7
2.3	Power to pay brokerage, commission and interest	8
2.4	Joint holders of shares	8
2.5	Equitable and other claims	9
2.6	Restricted securities	9
2.7	Variation of rights	10
3	Calls, forfeiture, indemnities, lien and surrender	10
3.1	Calls	10
3.2	Proceedings for recovery of calls	11
3.3	Payments in advance of calls	12
3.4	Forfeiture of partly paid shares	12
3.5	Title to forfeited shares	13
3.6	Procedure for sale of forfeited shares	13
3.7	Power of directors to exempt shares from forfeiture	15
3.8	Redemption of forfeited shares	16
3.9	Re-issue of forfeited shares	16
3.10	Cancellation of forfeited shares	16
3.11	Indemnity for payments by the company	17
3.12	Lien on shares	17
3.13	Surrender of shares	18
3.14	General provisions applicable to a disposal of shares under this constitution	19
3.15	Interest payable by member	20
4	Dividends and Distributions	20
4.1	Dividends	20
4.2	Capitalisation of profits	22
4.3	Ancillary powers	22
4.4	Reserves	25
4.5	Carry forward of profits	25
4.6	Dividend reinvestment plans	25
5	Transfer and transmission of shares	26
5.1	Transfer of shares	26
5.2	Power to decline registration of transfers and apply holding locks	27
5.3	Power to suspend registration of transfers	27
5.4	Transmission of shares	28
5.5	Selling non-marketable parcels	28
6	Plebiscite to approve proportional takeover schemes	29
6.1	Definitions	29
6.2	Transfers not to be registered	30
6.3	Resolution	30
6.4	Notice to offeror	31
6.5	Consequences of not passing resolution	29
6.6	Sunset	31
6.7	Renewal of provisions of this rule 6	32
7	General meetings	32
7.1	Calling general meetings	32
7.2	Notice of general meetings	33
7.3	Admission to general meetings	34

<i>Rule</i>	<i>Page</i>	
7.4	Quorum at general meetings	34
7.5	Chairperson of general meetings	35
7.6	Business of general meetings	36
7.7	Conduct of general meetings	36
7.8	Decisions at general meetings	37
7.9	Voting rights	38
7.10	Representation at general meetings	40
8	Directors	44
8.1	Appointment and removal of directors	44
8.2	Vacation of office	46
8.3	Remuneration of directors	46
8.4	Shareholding Qualification	48
8.5	Interested directors	48
8.6	Powers and duties of directors	49
8.7	Proceedings of directors	50
8.8	Convening of meetings of directors	51
8.9	Notice of meetings of directors	51
8.10	Quorum at meetings of directors	53
8.11	Chairperson and deputy chairperson of directors	53
8.12	Decisions of directors	54
8.13	Written resolutions	54
8.14	Alternate directors	55
8.15	Committees of directors	57
8.16	Advisory panel	57
8.17	Delegation to individual directors	58
8.18	Validity of acts	58
9	Executive officers	59
9.1	Managing directors	59
9.2	Deputy managing directors	59
9.3	Executive directors	59
9.4	Associate directors	59
9.5	Secretaries	60
9.6	Provisions applicable to all executive officers	60
10	Indemnity and insurance	60
10.1	Persons to whom rules 10.2 and 10.4 apply	60
10.2	Indemnity	61
10.3	Extent of indemnity	61
10.4	Insurance	61
10.5	Savings	61
11	Winding up	62
11.1	Distribution of surplus	62
11.2	Division of property	62
12	Minutes and records	63
12.1	Minutes of meetings	63
12.2	Minutes of resolutions passed without a meeting	63
12.3	Signing of minutes	63
12.4	Minutes as evidence	63
12.5	Inspection of records	64
13	Execution of documents	64
13.1	Manner of execution	64
13.2	Common seal	64
13.3	Safe custody of seal	64
13.4	Use of seal	64
13.5	Seal register	65
13.6	Duplicate seal	65
14	Notices	65
14.1	Notices by the company to members	65

<i>Rule</i>		<i>Page</i>
14.2	Notices by the company to directors	67
14.3	Notices by members or directors to the company	67
14.4	Notices posted to addresses outside the Commonwealth	67
14.5	Time of service	68
14.6	Other communications and documents	68
14.7	Notices in writing	68
15	General	68
15.1	Submission to jurisdiction	68
15.2	Prohibition and enforceability	68

E2 METALS LIMITED

ACN 116 865 546

A company limited by shares

Constitution

1 Preliminary

1.1 Definitions and interpretation

(a) In this constitution:

AGM means annual general meeting;

Associate means an Associate within the meaning in the Corporations Act unless the context otherwise requires;

ASTC Settlement Rules means the rules of ASX Settlement and Transfer Corporation Pty Limited which apply while the company is an issuer of CHESSE Approved Securities, each as amended or replaced from time to time;

ASTC means ASX Settlement and Transfer Corporation Pty Ltd as approved under the Corporations Act as the Securities Clearing House for the purposes of that Act;

ASTC Transfer means a transfer compliant with the requirements of ASTC, the ASTC Settlement Rules and the provisions of the requirements of the Listing Rules;

ASX means Australian Stock Exchange Limited;

ASX Market Rules means the ASX Market Rules binding on Market Participants as defined therein in accordance with the provisions of the Corporations Act;

business day has the meaning given to that term in the Listing Rules;

Commonwealth means the Commonwealth of Australia and its external territories;

company means E2 Metals Limited (ACN 116 865 546);

Corporations Act means the Corporations Act 2001 of the Commonwealth;

general meeting includes any general meeting of members including any annual general meeting or any other meeting of members or of any class of members convened pursuant to any provision of the Corporations Act and whether convened by any director or the directors, by any members or by any order of any "court" as defined by the Corporations Act;

listed means admitted to the Official List of a Stock Exchange and **listed company** means a company which is admitted to the official list of a Stock Exchange;

Listing Rules means, in relation to a Stock Exchange, the rules of that Stock Exchange governing trading in securities quoted on that Stock Exchange in force from time to time which apply while the company is a listed company, each as amended or replaced from time to time, except to the extent of any express written waiver by that Stock Exchange;

marketable parcel means a parcel of securities which is not a marketable parcel within the meaning of the operating rules of any prescribed financial market on which those securities are quoted, calculated using the market value of those securities, and, without limiting the operation of the definition of “marketable parcel” in the Listing Rules of ASX in relation to securities not dealt with below, means that number of securities calculated as follows:

- (1) where the securities are shares listed for quotation on ASX, marketable parcel means that number of:
 - (A) fully paid shares having a value of not less than \$500 based on the closing price of those shares on the relevant date;
 - (B) partly paid shares which, if fully paid up, would have a value of not less than \$500 based on the closing price of those shares on the relevant date;
- (2) where the securities are Options to acquire shares listed for quotation on ASX, marketable parcel means that number of such options which, if exercised in full, would result in a parcel of shares which would have a value of not less than \$500 based on the closing price of those shares on the relevant date.

For the purpose of this definition “relevant date” means the date which the directors resolve to give notice to holders of unmarketable parcels of shares of the company’s intention to sell all such holdings of shares pursuant to the provisions of rule 5.5.

month means calendar month;

representative, in relation to a body corporate, means a representative of the body corporate appointed under the Corporations Act or a corresponding previous law;

rights issue means an offer by the company of securities which falls within the definition of “rights issue” in section 9A of the Corporations Act or which comprises a “pro rata issue” by the company within the meaning of the Listing Rules;

seal means any common seal, duplicate seal, share seal or certificate seal of the company;

SEATS has the same meaning as set out in the ASTC Settlement Rules and is the Stock Exchange Automated Trading System, a computer system and associated network operated by ASX in providing a market for trading in securities. A reference to SEATS shall, where the Company is listed on any other Stock Exchange, be a reference to any other computerised, electronic or other system for facilitating the transfer of shares that may be owned, operated or sponsored by that Stock Exchange or a related body corporate of that Stock Exchange;

Stock Exchange means any stock exchange on which shares in the capital of the company are quoted from time to time. In the case of ASX it means the stock exchange conducted by ASX;

Stock Market means a stock market conducted by any Stock Exchange;

transmission event means:

- (1) in respect of a member who is an individual:
 - (A) the death of the member;
 - (B) the bankruptcy of the member; or
 - (C) the member becoming of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health; and
- (2) in respect of a member who is a body corporate, the dissolution of the member or the succession by another body corporate to the assets and liabilities of the member.

unpaid amount means the amount unpaid on a share which is that amount which is the difference between the issue price of the share and all amounts paid up, or credited as paid up, on the share and whether paid up, or credited as paid up, on the issue of the share or subsequent to its issue by payment of calls or instalments in accordance with the terms of issue thereof or otherwise;

- (b) A reference in a rule to a partly paid share is a reference to a share on which there is an amount unpaid.
- (c) A reference in a rule relating to partly paid shares to a “call” or an amount “called” in respect of a share includes a reference to a sum that, by the terms of issue of a share, becomes payable on issue or at a fixed date.
- (d) A member is to be taken to be present at a general meeting if the member is present in person or by proxy, attorney or representative.
- (e) A director is to be taken to be present at a meeting of directors if the director is present in person or by alternate director.
- (f) Where a rule establishes an office of chairperson, the chairperson may be referred to as chair or as chairman or chairwoman, as the case requires.
- (g) Where a rule establishes an office of deputy chairperson, the deputy chairperson may be referred to as deputy chair or as deputy chairman or deputy chairwoman, as the case requires.
- (h) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (i) A reference to a resolution is a reference to an ordinary resolution unless this constitution expressly provides otherwise.

- (j) Unless the contrary intention appears in this constitution,
 - (1) words importing the singular include the plural and words importing the plural include the singular;
 - (2) words importing a gender include every other gender;
 - (3) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (4) a reference to a person includes that person's successors and legal personal representatives;
 - (5) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - (6) a reference to the Listing Rules or the ASTC Settlement Rules includes any variation, consolidation or replacement of those rules and is to be taken to be subject to any waiver or exemption granted to the company from compliance with those rules; and
 - (7) 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.
- (k) In this constitution headings and boldings are for convenience only and do not affect its interpretation.

1.2 Application of Corporations Act, Listing Rules and ASTC Settlement Rules

- (a) This constitution is to be interpreted subject to:
 - (1) the Corporations Act;
 - (2) the Listing Rules, while the company is a listed company; and
 - (3) the ASTC Settlement Rules, while the company is an issuer of CHESSE Approved Securities.
- (b) The rules that apply as replaceable rules to companies under the Corporations Act do not apply to the company.
- (c) Subject to the provisions of the Corporations Act which shall have primacy in relation to any mandatory applicable provisions in the event of any conflict of laws, while the company is a listed company, the following provisions apply:
 - (1) despite anything contained in this constitution, if the Listing Rules prohibit an act being done, the act must not be done;
 - (2) nothing contained in this constitution prevents an act being done that the Listing Rules require to be done;

- (3) if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);
 - (4) if the Listing Rules require this constitution to contain a provision and it does not contain such a provision, this constitution is deemed to contain that provision;
 - (5) if the Listing Rules require this constitution not to contain a provision and it contains such a provision, this constitution is taken not to contain that provision; and
 - (6) if any provision of this constitution is or becomes inconsistent with the Listing Rules, this constitution is taken not to contain that provision to the extent of the inconsistency.
- (d) if any provision of this constitution is or becomes inconsistent with the Listing Rules this constitution is taken not to contain that provision to the extent of the inconsistency.
 - (e) While the company is a listed company, the company and the directors must comply with the obligations respectively imposed on them under the Listing Rules and the ASTC Settlement Rules unless to do so would be unlawful or a breach of duty. This obligation does not detract from or alter the power of the company and the directors to cause the company to cease to be a listed company.
 - (f) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Corporations Act, the Listing Rules or the ASTC Settlement Rules has the same meaning as in that provision. Where any such expression appears in more than one of the Corporations Act, the Listing Rules or the ASTC Settlement Rules and have different interpretations therein then the relevant interpretation of such expression shall be applied for the purpose of the relevant Act or Rules in which such expression appears.
 - (g) Subject to rule 1.2(f), unless the contrary intention appears, an expression in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.

1.3 Exercise of powers

- (a) Subject hereto the company may, in any manner permitted by the Corporations Act:
 - (1) exercise any power;
 - (2) take any action; or
 - (3) engage in any conduct or procedure,
 which under the Corporations Act a company limited by shares may exercise, take or engage in if authorised by its constitution.
- (b) Where this constitution provides that a person or body may do a particular act or thing and the word “may” is used, the act or thing may be done at the discretion of the person or body.

- (c) Where this constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (d) Where this constitution confers a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears, to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (e) Where this constitution confers a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
 - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (2) subject to any contract between the company and the relevant person, to remove or suspend any person appointed, with or without cause; and
 - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (f) Where this constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (g) Where this constitution confers a power or imposes a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (h) Where this constitution confers power on a person or body to delegate a function or power:
 - (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
 - (4) the delegation may include the power to delegate;
 - (5) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be

performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and

- (6) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

1.4 Currency

An amount payable to the holder of a share, whether by way of or on account of dividend, return of capital, participation in the property of the company on a winding up or otherwise, may be paid, with the agreement of the holder or pursuant to the terms of issue of the share, in the currency of a country other than Australia and the directors may fix a date up to 30 days before the payment date as the date on which any applicable exchange rate will be determined for that purpose.

2 Share capital

2.1 Shares

Subject to this constitution, the Corporations Act and the Listing Rules, while the company is a listed company, the directors may issue shares or grant options in respect of shares to such persons, for such price, on such conditions and at such times as the directors think fit.

Any such offer shall provide that the issue price thereof shall be in Australian currency but the directors may, at their sole discretion, include in any offer document, the facility for the person subscribing for such securities to make payment of the subscription moneys payable in relation thereto in a currency other than Australian currency by including in such offer document an exchange rate for any such currency which the company shall accept as being the rate at which any such subscription moneys paid in a currency other than Australian currency will be converted to Australian currency. The determination of such a rate shall be at the absolute discretion of the directors. Where, under any disclosure document, the company is required to hold all subscription moneys payable under any offer of securities on trust as required under the Corporations Act, the company shall establish a foreign currency account in each currency in which it is agreeable to accept payment on account of subscription moneys and shall pay all subscription moneys to the credit of the relevant foreign currency account.

2.2 Rights of Holders of partly paid shares

Save as expressly provided by this constitution or mandatorily required under the Listing Rules or the Corporations Act in relation to voting rights, entitlement to dividends, participation in bonus issues and distributions and on winding up or as otherwise fixed by the terms of issue thereof, the rights of a holder of a partly paid share shall be the same as those of the holder of a fully paid share of the same class and, without limiting the generality of the foregoing:

- (a) a holder of a partly paid share shall be entitled to participate in any rights issue on the same basis as the holder of a fully paid share, which

right of participation shall be without regard to the amount paid up on, or unpaid in relation to, any such partly paid share;

(b) on any reduction of capital or return of capital, where any distribution of capital or assets is made, a holder of a partly paid share shall be entitled to participate in any such distribution in like manner as the holder of a fully paid share in proportion to the number of shares held by the holder of the partly paid shares, irrespective of the amount paid up on, or unpaid in relation to, any such partly paid share PROVIDED THAT:

- (1) where a call has been made on any partly paid call and that call is unpaid, the call must be paid to the company before the holder of the partly paid share is entitled to participate in such distribution;
- (2) where the company has any lien over any shares for moneys payable to the company as referred to in rule 3.7, all such moneys must be paid before the holder of the share is entitled to participate in such distribution;

PROVIDED FURTHER THAT the company may, by resolution of the directors as appropriate:

- (3) deduct the amount of any such unpaid call and any other moneys payable and due to the Company from the amount of the distribution and on doing so, credit the partly paid share and the holder thereof with payment of the call; or,
- (4) deduct the amount of moneys in respect of which the company has a lien over the share from the distribution and, on doing so, release the share from the operation of any such lien to the extent to which such lien is satisfied by the application of such moneys.

2.3 Power to pay brokerage, commission and interest

- (a) The company may make payments by way of brokerage or commission in the manner provided by the Corporations Act.
- (b) Payments by way of brokerage or commission may be satisfied by the payment of cash, by the issue of fully paid shares, by the issue of partly paid shares or by any combination of the above.
- (c) The company may pay interest on its share capital in the manner provided by the Corporations Act.

2.4 Joint holders of shares

Where two or more persons are registered as the holders of a share they hold it as joint tenants with rights of survivorship subject to the following provisions:

- (a) they and their respective legal personal representatives are liable severally as well as jointly for all payments, including calls, which ought to be made in respect of the share;
- (b) subject to rule 2.4(a) on the death of any 1 of them the survivor or survivors are the only person or persons the company will recognise as having any title to the share;

- (c) any 1 of them may give effectual receipts for any dividend, interest or other distribution or payment in respect of the share;
- (d) except where otherwise required under the ASTC Settlement Rules, the company is not bound to register more than 3 persons as joint holders of the share;
- (e) the company is not bound to issue more than 1 holding statement in respect of the share;
- (f) delivery of a holding statement for the share to any 1 of them is sufficient delivery to all of them; and
- (g) any one of them or their legal personal representatives may vote at any meeting of the company as if they or their legal personal representatives was solely entitled to the share. However, if more than one of them or their legal personal representatives is present at a meeting of the company, the joint holder whose name appears first in the share register shall be entitled to vote in respect of the share or shares.

2.5 Equitable and other claims

- (a) Except as otherwise required by law or provided by this constitution, the company is entitled to treat the registered holder of a share as the absolute owner of that share and is not:
 - (1) compelled in any way to recognise a person as holding a share upon any trust, even if the company has notice of that trust; or
 - (2) compelled in any way to recognise, or bound by, any equitable, contingent, future or partial claim to or interest in a share on the part of any other person except an absolute right of ownership in the registered holder, even if the company has notice of that claim or interest.
- (b) With the consent of the directors, shares held by a trustee may be marked in the register in such a way as to identify them as being held subject to the relevant trust.
- (c) Nothing in rule 2.5(b) limits the operation of rule 2.5(a).

2.6 Restricted securities

Despite any other provision of this constitution:

- (a) restricted securities cannot be disposed of during the escrow period except as permitted by the Listing Rules;
- (b) the company will refuse to acknowledge a disposal (including registering a transfer) of restricted securities during the escrow period except as permitted by the Listing Rules; and
- (c) during a breach of the Listing Rules relating to restricted securities, or a breach of a restriction agreement, the holder of restricted securities is not entitled to any dividend or distribution, or voting rights, in respect of the restricted securities.

2.7 Variation of Rights

- (a) The rights attached to any class of shares (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the company is being wound up, and subject to the Listing Rules, be varied or cancelled with the consent in writing of members with at least 75% of the votes in the class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (b) The company must give written notice of the variation or cancellation to the members of the class within seven days after the variation or cancellation is made.

2.8 Reduction of Capital

- (a) Subject to compliance with the Corporations Act and, while the company is listed on any Stock Exchange, the rules of that Stock Exchange, the company may reduce its share capital in any way permitted by law in such matter as determined upon by the directors and, in particular, without limiting the generality of the foregoing, may do all or any of the following:
 - (1) extinguish or reduce the liability on any of its shares in respect of share capital not paid up;
 - (2) cancel any paid-up share capital that is lost or is not represented by available assets;
 - (3) pay off any paid-up share capital that the directors resolve is in excess of the needs of the company;
- (b) the directors may do any act matter or thing required to give effect to any such reduction of capital.
- (c) where the company resolves to reduce its capital, the method of payment of such return of capital may include the payment of cash or the distribution of assets in specie or any combination thereof. Where a proposed method of payment of a return of capital includes distribution of assets in specie those assets may include any shares (whether in the company or in another body corporate) or any other financial product and in such cases the provisions of rule 4.3 (b), (c), (d) (e), (f) and (g) shall apply mutatis mutandis to such any such distribution.

3 Calls, forfeiture, indemnities, lien and surrender

3.1 Calls

- (a) Subject to this constitution and to the terms upon which any shares may be issued, the directors may make calls upon the members in respect of any money unpaid on their shares which is not by the terms of issue of those shares made payable at fixed times.
- (b) While the company is a listed company, calls must be made in accordance with the Listing Rules and the timetables set out in the Listing Rules.

- (c) A call may be required by the directors to be paid by instalments.
- (d) Upon receiving at notice as required under the Listing Rules and the Corporations Act specifying the time and place of payment, each member must pay to the company by the time and at the place so specified the amount called on the member's shares.
- (e) A call is to be taken as being made when the resolution of the directors authorising the call was passed.
- (f) The directors may revoke or postpone a call or extend the time for payment of a call.
- (g) The non-receipt of a notice of a call by, or the accidental omission to give notice of a call to, any member does not invalidate the call.
- (h) If a sum called in respect of a share is not paid in full by the day appointed for payment of the sum, the person from whom the sum is due must pay:
 - (1) interest on so much of the sum as is unpaid from time to time, from the date appointed for payment of the sum to the date of actual payment, at a rate determined under rule 3.10; and
 - (2) any costs, expenses or damages incurred by the company in relation to the non-payment or late payment of the sum.
- (i) Any sum unpaid on a share that, by the terms of issue of the share, becomes payable on issue or at a fixed date:
 - (1) is to be treated for the purposes of this constitution as if that sum was payable pursuant to a call duly made and notified; and
 - (2) must be paid on the date on which it is payable under the terms of issue of the share.
- (j) The directors may, to the extent permitted by law, waive or compromise all or any part of any payment due to the company under the terms of issue of a share or under this rule 3.1.

3.2 Proceedings for recovery of calls

- (a) In an action or other proceedings for the recovery of a call, or interest or costs or expenses incurred in relation to the non-payment or late payment of a call, proof that:
 - (1) the name of the defendant is entered in the register as the holder or one of the holders of the share in respect of which the call is claimed;
 - (2) the resolution making the call is recorded in the minute book; and
 - (3) notice of the call was given to the defendant in accordance with this constitution,

is conclusive evidence of the debt and of the liability of the defendant to pay the call in any proceedings in any court it is not necessary to prove the appointment of the directors who made the call or any other matter.

- (b) In rule 3.2(a), “defendant” includes a person against whom a set-off or counter-claim is alleged by the company and “action or other proceedings for the recovery of a call” is to be construed accordingly.

3.3 Payments in advance of calls

- (a) The directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called.
- (b) The directors may by agreement with any such member making such payment:
 - (1) where the amount so tendered is the whole of the amount remaining unpaid on a share, and, at the request of the member, credit that share as a fully paid share ranking equally with all other fully paid shares then on issue; or
 - (2) regardless of the amount so paid, authorise payment by the company of interest upon the whole or any part of an amount accepted under rule 3.3(a), until the amount becomes payable, at a rate agreed between the directors and the member paying the amount.
- (c) Save in the circumstances set out in rule 3.3(b)(1), the directors may repay to a member all or any of the amount accepted under rule 3.3(a) at such time or times as the directors shall think fit unless, at the time the member made such payment, the member and the company agreed to repay such moneys at a specific time or times or within a specified period after the member gives notice to the company requiring repayment of such moneys.
- (d) Where the company receives a payment under rule 3.3(a), which is not dealt with in accordance with rule 3.3(b)(1), the member shall rank as an unsecured creditor in respect of that amount and such interest, if any, which the company has agreed to pay on such amount pursuant to rule 3.3(b)(2).

3.4 Forfeiture of partly paid shares

- (a) Subject to this constitution, and to the terms of issue of any partly paid share, if payment of a call in respect of a share is not made within 14 days after the call became payable, then the share is immediately forfeited.
- (b) A person whose shares have been forfeited ceases to be a member in respect of the forfeited shares.
- (c) Except as otherwise provided by this constitution, the Corporations Act and, while the company is a listed company, the Listing Rules, the forfeiture of a share extinguishes all interest in, and all claims and demands against the company in respect of, the forfeited share and all other rights incidental to the share.
- (d) Where a share has become forfeited the company shall serve a notice on the erstwhile holder of such forfeited share:

- (1) giving notice of such forfeiture;
- (2) requiring payment of so much of the call or instalment as is unpaid, together with:
 - (A) a portion, calculated on a pro rata basis, of all expenses incurred by the company in respect of the forfeiture; and
 - (B) a portion, calculated on a pro rata basis, of all costs and expenses of any proceeding that has been taken in respect of the forfeiture.
 - (C) any interest that has accrued and all costs, and expenses or damages that may have been incurred by the company by reason of the non-payment or late payment of the call or instalment.
- (3) stating that, in the event of non-payment of the whole of the amount payable under rule 3.4(d)(2) by the close of business on the day before the day on which the shares in respect of which the call was made will sold by public auction, specifying such date.
- (4) A forfeiture under this rule will include all dividends, interest and other money payable by the company in respect of the forfeited share and not actually paid before the forfeiture.
- (e) Where a share has been forfeited an entry of the forfeiture, with the date, must be made in the register of members.
- (f) The directors may:
 - (1) exempt a share from all or any part of this rule 3.4;
 - (2) waive or compromise all or any part of any payment due to the company under this rule 3.4; and
- (g) Failure to give the notice or to make the entry required under rule 3.4(e) does not invalidate the forfeiture.

3.5 Title to forfeited shares

Once a forfeited share has become the property of the company following an auction, the directors may sell, reissue or otherwise dispose of the share in such manner and on such terms as they think fit and, in the case of reissue or other disposal, with or without any money paid on the share by any former holder being credited as paid up.

3.6 Procedure for sale of forfeited shares

- (a) A forfeited share must be offered for sale by public auction within six weeks after the call became payable. Save as otherwise set out herein and as may be prescribed by the Corporations Act or the Listing Rules, the directors may determine the terms and conditions on which any auction of forfeited shares may be held and may fix the number of forfeited shares which may be offered at any one time for sale as a parcel of forfeited shares.
- (b) At least 14 days, but not more than 21 days, before the date of the proposed sale of the forfeited shares, the sale of the forfeited shares

must be advertised in a daily newspaper circulating generally throughout Australia. The specific number of shares to be offered need not be specified in the advertisement and it is sufficient to give notice of the sale by advertising to the effect that all shares on which a call remains unpaid will be sold.

- (c) An intended sale of forfeited shares that has been advertised in accordance with this constitution may be postponed. The date to which the sale is postponed must not be more than 21 days after the advertised date of sale.
- (d) If the intended sale of forfeited shares is postponed, the date to which the sale is postponed must be advertised in a daily newspaper circulating generally in Australia.
- (e) An intended sale of forfeited shares may be postponed more than once, but the sale cannot be postponed to a date more than 90 days from the first date fixed for the intended sale.
- (f) subject only to rule 3.6(g), where a forfeited share is sold at auction the forfeited share may be sold for the amount of the highest bid at auction and, upon sale, shall be credited as paid up to the sum of:
 - (1) the amount paid on the share at the time of forfeiture;
 - (2) the amount of the call; and
 - (3) the amount of any other call becoming payable on or before the day of the sale.
- (g) The directors may fix a reserve price for a forfeited share that is to be sold. The reserve price must not exceed:
 - (1) the amount of the call due and unpaid on the share at the time of forfeiture; and
 - (2) the amount of any other calls that become payable on or before the date of the auction.
- (h) Where the directors fix a reserve price under rule 3.6(g) they may, at their discretion and at any time before the close of the auction at which the forfeited share is to be sold, either vary the reserve price (provided that the varied reserve price remains compliant with the requirements of rule 3.6(g)) or remove any reserve price altogether.
- (i) A forfeited share may not be withdrawn from sale during any auction thereof for any reason. Where a forfeited share fails to be sold at auction for any reason, including that the bids made for the forfeited share failed to reach the reserve fixed by the directors under rule 3.6(g), that share is withdrawn from sale with effect from the close of the auction.
- (j) A forfeited share shall be held by the directors in trust for the company until otherwise disposed of. On a share becoming a forfeited share, the member in whose name the share is registered forfeits the right to deal with the share. Where any forfeited share has failed to sell at auction for any reason, that forfeited share shall be transferred from the name of the holder thereof into the joint names of the directors to be

held by them on trust for the company in an account designated “forfeited shares account”. Such shareholding shall be under the sole control of the directors from time to time and shall be held in trust for the company until re-issued by the company. For this purpose each holder of any partly paid share shall, by the terms of issue thereof, be deemed to have appointed each director of the company from time to time as that holder’s attorney to execute any transfer, direction, consent or other paper writing required to give effect to this rule.

- (k) A forfeited share may not be voted at any general meeting while so held by the directors in trust.
- (l) The proceeds of the sale of a forfeited share sold at auction must be applied in the following order:
 - (1) to pay the expenses of the sale at which the forfeited share was sold;
 - (2) to pay any expenses necessarily incurred in respect of the forfeiture; and
 - (3) to pay the calls on the forfeited share that are due and unpaid.

The balance (if any) of the proceeds of the sale of the forfeited shares must be paid to the member whose shares have been sold on production by that member of the certificate (if any) that relates to those forfeited shares.

- (m) If a sale of a forfeited share is not held in time because of error or inadvertence, a late sale is not invalid if it is held as soon as practicable after the discovery of the error or inadvertence.
- (n) Where a forfeited share has failed to sell at auction and has been transferred into the name of the directors to be held on trust for the company as permitted by these rules, the proceeds of re-issue thereof shall belong absolutely to the company to be applied by it for its own purposes in like manner as any other issue of new shares and the proceeds of such re-issue shall be credited as capital. For clarity, the erstwhile holder of any such forfeited share so re-issued by the directors shall have no right title or interest in or to any of the proceeds of re-issue on any account whatsoever.

3.7 Power of directors to exempt shares from forfeiture

- (a) Subject to the mandatory operation of any applicable provisions of the Corporations Act and the Listing Rules, the directors may:
 - (1) exempt a share from all or any part of rule 3.4;
 - (2) waive or compromise all or any part of any payment due to the company under rule 3.4; and
 - (3) before a forfeited share has been sold, reissued or otherwise disposed of, annul the forfeiture upon such conditions as they think fit.

3.8 Redemption of forfeited shares

- (a) if a member's share has been forfeited, the member may pay the company, at any time up to or on the last Business Day before the proposed sale:
 - (1) all calls due on the shares; and
 - (2) if the company so requires:
 - (A) a portion, calculated on a pro rata basis, of all expenses incurred by the company in respect of the forfeiture; and
 - (B) a portion, calculated on a pro rata basis, of all costs and expenses of any proceeding that has been taken in respect of the forfeiture.
- (b) On payment, the member is entitled to the share as if the forfeiture had not occurred.
- (c) If such payment is not made as provided in rule 3.8(a), then the member shall no longer have a right to redeem the forfeited share. Notwithstanding the foregoing, the directors may, in their absolute and unfettered discretion, permit the holder of the forfeited share to redeem the share on such terms as set out in rule 3.8(a).

3.9 Re-issue of forfeited shares

- (a) Where a forfeited share remains unsold following an auction conducted in accordance with these rules it shall be held in trust by the directors for the company and it may be disposed of by the company ("re-issued") in like manner as the company could make a placement or issue of shares in accordance with any of the provisions of the Corporations Act and, without limiting the generality of the foregoing, may be re-issued in like manner as any new share without disclosure under section 708 of the Corporations Act provided that, no forfeited share shall be re-issued to any director or related party of the company, or any Associate of any such person, without the approval of the members of the company in general meeting, with such meeting being convened in accordance with the Corporations Act, the Listing Rules and all applicable ASIC Regulatory Guides.
- (b) the manner in which any forfeited shares held in trust for the company shall be as determined by the company and, unless otherwise resolved by the directors, such shares shall be disposed of by offering them for sale on any stock market on which the forfeited shares are listed for quotation by offering the shares for sale on that market through duly qualified and licensed stockbroker.

3.10 Cancellation of forfeited shares

Subject to the Corporations Act, by resolution passed at a general meeting, the company may cancel any forfeited share.

3.11 Indemnity for payments by the company

If the company becomes liable under any law to make any payment:

- (a) in respect of shares held solely or jointly by a member;
- (b) in respect of a transfer or transmission of shares by a member;
- (c) in respect of dividends, bonuses or other money due or payable or which may become due and payable to a member; or
- (d) otherwise for or on account of or in respect of a member,

whether as a consequence of:

- (e) the death of that member;
- (f) the non-payment of any income tax, capital gains tax, wealth tax or other tax by that member or the legal personal representative of that member;
- (g) the non-payment of any estate, probate, succession, death, stamp or other duty by that member or the legal personal representative of that member; or
- (h) any other act or thing,

then, in addition to any right or remedy that law may confer on the company:

- (i) the member or, if the member is dead, the member's legal personal representative must:
 - (1) fully indemnify the company against that liability;
 - (2) reimburse the company for any payment made under or as a consequence of that law immediately on demand by the company; and
 - (3) pay interest on so much of the amount payable to the company under rule 3.11(i)(2) as is unpaid from time to time, from the date the company makes a payment under that law until the date the company is reimbursed in full for that payment under rule 3.11(i)(2), at a rate determined under rule 3.15;
- (j) the directors may:
 - (1) exempt a share from all or any part of this rule 3.11 and
 - (2) waive or compromise all or any part of any payment due to the company under this rule 3.11.

3.12 Lien on shares

- (a) The company has a first and paramount lien on:
 - (1) each partly paid share for all calls and instalments which are due but unpaid in respect of that share;
 - (2) each share acquired under an employee incentive scheme, where an amount is owed to the company for its acquisition; and
 - (3) each share for all amounts that the company is required by law to pay, and has paid, in respect of that share.

In each case the lien extends to reasonable interest and expenses incurred because the amount is not paid.

- (b) The company's lien on a share extends to all dividends payable in respect of the share and to the proceeds of sale of the share.
- (c) The directors may sell any share on which the company has a lien where an amount in respect of which a lien exists under this rule 3.12 is presently payable.
- (d) In the case of any sale of a share in respect of which a lien exists under rule 3.12(a)(1) the directors shall comply with the requirements of rules 3.4 to 3.10.
- (e) In the case of any sale of a share in respect of which a lien exists under rule 3.12(a)(2) or (3) then, provided that the company has, not less than 14 days before the date of the proposed sale or disposition, given the registered holder of the share a notice in writing setting out, and demanding payment of, such amount in respect of which the lien exists and the registered holder has failed to make payment of such amount, the directors may sell such shares at such price and on such terms as any forfeited share may be sold or disposed of by the directors under rule 3.9 without any requirement to auction such share or advertise such proposed sale or disposition and without the need to obtain any approval of members to such sale or disposition other than in the same circumstances as required for the sale or disposition of a forfeited share.
- (f) The directors may do all things necessary or desirable under the ASTC Settlement Rules to protect any lien, charge or other right to which the company may be entitled under any law or under this constitution.
- (g) Without limitation to the foregoing or to any other remedy available to the company, the company may impose a holding lock (as defined in the Listing Rules) on any shares in respect of which the company has a lien.
- (h) Registration by the company of a transfer of shares on which the company has a lien without giving to the transferee notice of its claim releases the company's lien in so far as it relates to sums owing by the transferor or any predecessor in title.
- (i) The directors may:
 - (1) exempt a share from all or any part of this rule 3.12; and
 - (2) waive or compromise all or any part of any payment due to the company under this rule 3.12.

3.13 Surrender of shares

- (a) The directors may accept a surrender of a share by way of compromise of any claim, including any issue as to whether that share has been validly issued or in any other case where the surrender is within the powers of the company.
- (b) Any share so surrendered may be sold by the directors at such price and on such terms as any forfeited share may be sold or disposed of by the

directors under rule 3.9 without any requirement to auction such share or advertise such proposed sale or disposition and without the need to obtain any approval of members to such sale or disposition other than in the same circumstances as required for the sale or disposition of a forfeited share.

3.14 General provisions applicable to a disposal of shares under this constitution

- (a) A reference in this rule 3.14 to a disposal of shares under this constitution is a reference to:
 - (1) any sale of a forfeited share under rule 3.4, any re-issue (by sale or other disposal) of a forfeited share under rule 3.9 or any sale or disposal of a surrendered share under rule 3.13; and
 - (2) any sale of a share on which the company has a lien under rule 3.12(c).
- (b) Where any shares are disposed of under this constitution, the directors may:
 - (1) receive the purchase money or consideration given for the shares on the disposal;
 - (2) effect a transfer of the shares and execute, or appoint a person to execute, on behalf of the former holder an instrument of transfer of the shares or any other instrument for the purpose of giving effect to the disposal; and
 - (3) register as the holder of the shares the person to whom the shares have been disposed of.
- (c) A person to whom shares are disposed of under this constitution is not bound to see to the regularity or validity of, or to the application of the purchase money or consideration on, the disposal and the title of that person to the shares is not affected by any irregularity or invalidity in the forfeiture or surrender of the shares or the exercise of the company's lien on the shares (as the case may be).
- (d) The remedy of any person aggrieved by a disposal of shares under this constitution is limited to damages only and is against the company exclusively.
- (e) Save in the case of forfeited shares to which rules 3.4 to 3.10 apply and subject to the terms on which any share may have been surrendered under rule 3.13 (which shall have primacy over the provisions of this rule), the proceeds of a disposal of shares under this constitution must be applied in the payment of:
 - (1) first, the expenses of the disposal;
 - (2) second, all money presently payable by the former holder whose shares have been disposed of,

and the surplus (if any) must be paid (subject to any lien that exists under rule 3.12 in respect of money not presently payable) to the former holder as soon as practicable after the disposal.

- (f) A statement in writing signed by a director or secretary of the company to the effect that a share in the company has been:
 - (1) duly forfeited under rule 3.4;
 - (2) duly sold, reissued or otherwise disposed of under rule 3.4, rule 3.9 or rule 3.13; or
 - (3) duly sold under rule 3.12;

on a date stated in the statement is conclusive evidence of the facts stated in the statement as against all persons claiming to be entitled to the share and of the right of the company to forfeit, sell, reissue or otherwise dispose of the share.

3.15 Interest payable by member

- (a) For the purposes of any rule in this constitution under which the company is entitled to charge interest, subject to the mandatory application of any provisions of the Corporations Act, the rate of interest payable to the company is:
 - (1) if the directors have fixed a rate, the rate so fixed; or
 - (2) in any other case, the rate prescribed in respect of unpaid judgements in the Supreme Court of Victoria, Australia.
- (b) the directors may fix differing rates of interest at each time the directors are required or empowered to fix a rate. Any rate fixed may be a variable rate which fluctuates with variable rates charged by the company's bankers from time to time.
- (c) Any interest payable under any rule in this constitution accrues daily and may be capitalised monthly or at such other intervals as the directors think fit.

4 Dividends and distributions

4.1 Dividends

- (a) The directors may pay any interim and final dividends as, in their judgment, the financial position of the company justifies.
- (b) The directors may pay any dividend required to be paid under the terms of issue of a share.
- (c) The payment of a dividend does not require any confirmation by a general meeting. The following provisions apply to dividends;
 - (1) all dividends in respect of shares must be paid to the members in proportion to the number of shares held by a member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid (not credited) on the shares;
 - (2) all dividends must be apportioned and paid proportionately to the amounts so paid (not credited) during any portion or portions of the period in respect of which the dividend is paid;

- (3) for the purposes of rules 4.1(1) and (2), an amount paid or credited as paid on a share in advance of a call is to be ignored; and
 - (4) interest is not payable by the company in respect of any dividend.
- (d) The directors may fix a record date in respect of a dividend, with or without suspending the registration of transfers from that date under rule 5.3.
- (e) A dividend in respect of a share must be paid to the person who is registered, or entitled under rule 5.1(e) to be registered, as the holder of the share:
- (1) where the directors have fixed a record date in respect of the dividend, on that date; or
 - (2) where the directors have not fixed a record date in respect of that dividend, on the date fixed for payment of the dividend,
- and a transfer of a share that is not registered, or left with the company for registration in accordance with rules 5.1(d) and (e), on or before that date is not effective, as against the company, to pass any right to the dividend.
- (f) Inasmuch as under section 254T of the Corporations Act dividends are not required to be paid out of profits, the directors, when determining that a dividend is payable, may:
- (1) direct payment of the dividend wholly or partly by the distribution of specific assets, including paid-up shares of the company or of another body corporate or any other financial product, either generally or to specific members; and
 - (2) direct that the dividend be paid to particular members wholly or partly out of any particular fund, reserve or source and to the remaining members wholly or partly out of any other particular fund or reserve or source.
- (g) The company may deduct from any dividend payable to a member all sums of money presently payable by the member to the company for calls due and payable that have not been paid and apply the amount deducted in or towards satisfaction of the money owing.
- (h) Where a person is entitled to a share as a result of a transmission event, the directors may, but are not obliged to, retain any dividends payable in respect of that share until that person becomes registered as the holder of the share or transfers it.
- (i) Without prejudice to any other method of payment the directors may adopt, any dividend, interest or other money payable in cash in respect of shares may be paid by cheque and sent by post:
- (1) to the address of the holder as shown in the register of members, or in the case of joint holders, to the address shown in the register of members as the address of the joint holder first named in that register; or
 - (2) to such other address as the holder or joint holders in writing directs or direct.

- (j) A cheque sent under rule 4.1(i) may be made payable to bearer or to the order of the member to whom it is sent or such other person as the member may direct and is sent at the member's risk.
- (k) Where any dividend is unclaimed, the company shall be entitled to deal with same in accordance with the provisions of the Unclaimed Monies Act 1962 of the State of Victoria. No interest shall be payable on any unclaimed dividends

4.2 Capitalisation of profits

- (a) The directors may capitalise and distribute among such of the members as would be entitled to receive dividends and in the same proportions, any amount:
 - (1) forming part of the undivided profits of the company;
 - (2) representing profits arising from an ascertained accretion to capital or from a revaluation of the assets of the company;
 - (3) arising from the realisation of any assets of the company; or
 - (4) otherwise available for distribution as a dividend.
- (b) The directors may resolve that all or any part of the capitalised amount is to be applied:
 - (1) in paying up in full shares in the company to be issued to members;
 - (2) in paying up any amounts unpaid on shares in the company held by the members; or
 - (3) partly as specified in rule 4.2(b)(1) and partly as specified in rule 4.2(b)(2),and such an application shall be accepted by the members entitled to share in the distribution in full satisfaction of their interests in the capitalised amount.
- (c) Rules 4.1(d),(e) and (f)(d), (e) and (f) apply, so far as they can and with such changes as are necessary, to a capitalisation of an amount under this rule 4.2 as if references in those rules to a dividend and to the date a dividend is fixed for payment were references to a capitalisation of an amount and to the date the directors resolve to capitalise the amount under this rule 4.2 respectively.

4.3 Ancillary powers

- (a) For the purpose of giving effect to any resolution for the satisfaction of a dividend in the manner set out in rule 4.1(f)(1), for any reduction of capital pursuant to which any assets (including shares or other financial products) are distributed in specie or by the capitalisation of any amount under rule 4.2, the directors may:
 - (1) settle as they think expedient any difficulty that may arise in making the distribution or capitalisation;
 - (2) fix the value for distribution of any specific assets;

- (3) pay cash or issue shares to any members in order to adjust the rights of all parties;
- (4) vest any such specific assets, cash, shares in any trustee upon such trusts for the persons entitled to the dividend or capitalised amount as may seem expedient to the directors; and
- (5) authorise any person to make, on behalf of all the members entitled to any further shares as a result of the distribution or capitalisation, an agreement with the company or another body corporate providing, as appropriate:
 - (A) for the issue to them of further shares credited as fully paid up; or
 - (B) for the payment by the company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised,

and any agreement made under an authority referred to in this rule 4.3(a)(5) is effective and binding on all members concerned.

(b) Subject to the proviso hereto, if any of:

- (1) the company;
- (2) any subsidiary of the company; or
- (3) any controlled entity of the company:

issues, transfers or otherwise distributes or proposes to issue, transfer or otherwise distribute any shares (whether in the company or in any such subsidiary or controlled entity or other body corporate) or any other financial product (whether as a dividend or by return of capital or otherwise and whether or not for value) to members of the company (either generally or to specific members), each of those members shall be deemed for all purposes to have agreed to accept any such shares or other financial products and to have agreed to become a member of the body corporate or other entity, the shares or financial products of which have been so issued, transferred or distributed and in addition, each member appoints the company and each of its directors severally as his or her agent and attorney to do anything needed to give effect to any such issue, transfer or distribution, including agreeing to become a member of that other body corporate and the execution of all transfers and other documents and paper writings on behalf of such member. The proviso referred to above is that no member shall be deemed to have accepted any shares or other financial products proposed to be so issued, transferred or distributed to such member where such shares or other financial products comprise partly paid shares or financial products where by the terms of issue thereof, the holder thereof shall be contractually liable to make any further payment on account of the issue price thereof or otherwise.

(c) It shall be a term of such power of attorney referred to in rule 4.3(b) that, where any member entitled to any such share or other financial product does not have an address on the register of members within Australia or New Zealand (herein called a "foreign shareholder") such attorney may, as agent and attorney for any or all such foreign shareholders, direct the company to register any such

financial product to which that foreign shareholder or those foreign shareholders are entitled into the name of a nominee and direct that nominee to sell such financial products on such terms as the attorney may direct and to pay the proceeds of sale thereof to the foreign shareholder or shareholders entitled according to their respective entitlements. For the purpose of clarity, where the nominee holds any such financial products on behalf of more than one foreign shareholder, on the sale of all of the financial products so held, the company may account to each such foreign shareholder for that proportion of the gross proceeds of sale of such financial products as bears the same proportion to the aggregate gross proceeds of sale thereof as the foreign shareholders entitlement to such financial products sold bears to the total number of such financial products so sold with the effect that the foreign shareholder shall receive a proportion of the gross proceeds of sale of all such financial products.

- (d) Where for any reason whatsoever the consent or agreement of any member is required to give effect to any such issue, transfer or distribution of shares or other financial products referred to in rule 4.3(b) the directors may appoint any person to make, on behalf of all or any of the members entitled to any such shares or other financial products, an agreement with the company (or any other body corporate) on behalf of any or all such members consenting to such issue, transfer or distribution of shares or other financial products and to the issue or transfer or distribution to them of such shares or other financial products and to the registration thereof into the names of such members according to their respective entitlements. Where any such member entitled to any such share or other financial product is a foreign shareholder then the terms of such agreement shall incorporate the provisions of rule 4.3(c) in like manner as they are included in the power of attorney therein referred to. For the sake of clarity it is recorded that the proviso to rule 4.3(b) shall apply likewise to restrict the nature of any agreement which any such appointee may enter into on behalf of the members or any of them.
- (e) without limiting the scope or operation of any other provision of this rule, if:
- (1) the company;
 - (2) any subsidiary of the company; or
 - (3) any controlled entity of the company;

shall resolve by resolution of the directors to undertake any corporate action of any kind where the members of the company are required to give consent to any such corporate action being carried out or implemented by the company or by such subsidiary or controlled entity of the company then, unless prohibited under the Corporations Act or under the Listing Rules of ASX or otherwise by law, the directors may appoint any person to make, on behalf of all or any of the members, an agreement on behalf of any or all such members with any or all of;

- (4) the company;
- (5) any such subsidiary of the company;
- (6) any such controlled entity of the company; or,
- (7) any other person, including any other body corporate;

under which that member or those members consent to such corporate action provided that the effect of such corporate action shall not be to impose any

liability on any such member to which the member would not otherwise be liable.

- (f) in this rule 4.3 a member will be deemed “entitled” to any share or financial product on the company, subsidiary or controlled entity resolving to issue, transfer or distribute any such share or other financial product to that member or generally to the class of members to which that member shall belong.
- (g) Nothing in this rule 4.3 shall limit or restrict any power that the company may exercise in general meeting or otherwise in accordance with the Corporations Act or generally at law.

4.4 Reserves

- (a) Subject to this constitution, the directors may set aside out of the profits of the company such reserves or provisions for such purposes as they think fit.
- (b) The directors may appropriate to the profits of the company any amount previously set aside as a reserve or provision.
- (c) The setting aside of any amount as a reserve or provision does not require the directors to keep the amount separate from the other assets of the company or prevent the amount being used in the business of the company or being invested in such investments as the directors think fit.

4.5 Carry forward of profits

The directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends or capitalised without transferring those profits to a reserve or provision.

4.6 Dividend reinvestment plans

The directors may:

- (a) implement a dividend reinvestment plan on such terms as they think fit under which the whole or any part of any dividend due to members who participate in the plan on their shares may be applied in subscribing for shares of the company or of a related body corporate; and
- (b) amend, suspend or terminate any dividend reinvestment plan implemented by them.
- (c) Where the directors implement a dividend re-investment plan pursuant to which any dividend due to members who participate in the plan in respect of their shares subject to that plan may be applied in subscribing for shares of a related body corporate, the application for admission to the plan shall provide that all members who are participate in such plan consent to be issued and allotted shares in any such related body corporate and the application for admission to the plan shall include a power of attorney in favour of each director of the company from time to time to sign all such consents and paper writings and do all such acts matters and things necessary to enable the issue

and allotment of such shares to such member and to the name of the member being placed on the register of members of such related body corporate and the member, by making application for admission to the plan, agrees to confirm and ratify whatever any such attorney shall do or purport to do to give effect thereto.

5 Transfer and transmission of shares

5.1 Transfer of shares

- (a) Subject to this constitution and to the rights or restrictions attached to any shares by virtue of the Listing Rules or the Corporations Act or other legislation, a member may transfer all or any of the member's shares by:
 - (1) a proper ASTC transfer; or
 - (2) an instrument in writing in any usual form or in any other form that the directors approve.
- (b) A transferor of shares remains the holder of the shares transferred until the transfer is:
 - (1) effected in accordance with the ASTC Settlement Rules; or
 - (2) registered and the name of the transferee is entered in the register of members in respect of the shares.
- (c) The company must not charge a fee for the registration of a transfer of shares or for any other matter referred to in Listing Rule 8.14 other than as expressly permitted by Listing Rule 8.14.1.
- (d) An instrument of transfer referred to in rule 5.1(a) must:
 - (1) be signed by or on behalf of both the transferor and the transferee unless:
 - (A) the instrument of transfer relates only to fully paid shares and signature by the transferee has been dispensed with by the directors; or
 - (B) the transfer of the shares is effected by a document which is, or documents which together are, a proper transfer of those shares under the Corporations Act;
 - (2) if required by law to be stamped, be duly stamped;
 - (3) be left for registration at the registered office of the company, or at such other place as the directors determine, accompanied by such evidence as the directors may require to prove the title of the transferor or the transferor's right to the shares (including, in the case of a certificated holding, the certificate for the shares) and to prove the right of the transferee to be registered as the owner of the shares.

- (e) Subject to the powers vested in the directors under rules 5.2 and 5.3, where the company receives an instrument of transfer under rule 5.1(d), the company must register the transferee named in the instrument as the holder of the shares to which it relates.
- (f) The company may retain any registered instrument of transfer received by the company under rule 5.1(d) for such period as the directors think fit.
- (g) Except in the case of fraud, the company must return any instrument of transfer received under rule 5.1(d) which the directors decline to register to the person who deposited it with the company.
- (h) The directors may do anything that is necessary or desirable for the company to participate in SEATS or any other computerised, electronic or other system for facilitating the transfer of shares that may be owned, operated or sponsored by any Stock Exchange or a related body corporate of any Stock Exchange.
- (i) The directors may, to the extent permitted by law, waive all or any of the requirements of this rule 5.1, whether for the purpose of giving effect to rule 5.1(h) or otherwise.

5.2 Power to decline registration of transfers and apply holding locks

- (a) The directors may decline to register an instrument of transfer received under rule 5.1(d) where the transfer is not in registrable form or the refusal to register the transfer is permitted under the Listing Rules (whether or not the company is then a listed company) including that registration may break an Australian law, that the company has a lien on the securities under Listing Rules or for any other purpose or reason permitted pursuant to the Listing Rules.
- (b) If the directors decline to register a transfer under rule 5.2(a), the company must give to the party lodging the transfer written notice of the refusal and the precise reasons for the refusal within five business days after the date on which the transfer was lodged with the company, but failure to do so will not invalidate the decision of the directors to decline to register the transfer.
- (c) If the directors apply, or ask ASTC to apply a holding lock under the Listing Rules then the application of the holding lock must not breach an ASX Market Rules and the Company must tell the holder of the securities in writing of the holding lock and the reason for it within 5 business days after the date on which the Company asked for the holding lock.

5.3 Power to suspend registration of transfers

Subject to the Listing Rules and the ASTC Settlement Rules while the company is a listed company, the directors may suspend the registration of transfers at such times and for such periods, not exceeding in total 30 days in any year, as they think fit.

5.4 Transmission of shares

- (a) In the case of the death of a member, the only persons the company will recognise as having any title to the member's shares or any benefits accruing in respect of those shares are:
 - (1) the legal personal representative of the deceased where the deceased was a sole holder; and
 - (2) the survivor or survivors where the deceased was a joint holder.
- (b) Nothing contained in rule 5.4(a) releases the estate of a deceased member from any liability in respect of a share, whether that share was held by the deceased solely or jointly with other persons.
- (c) A person who becomes entitled to a share as a result of a transmission event may, upon producing such evidence as the directors may require to prove that person's entitlement to the share (including, in the case of a certificated holding, the certificate for the share), elect:
 - (1) to be registered as the holder of the share by signing and serving on the company a notice in writing stating that election; or
 - (2) to have some other person nominated by that person registered as the transferee of the share by executing a transfer of the share to that other person.
- (d) The provisions of this constitution relating to the right to transfer, and the registration of transfers of, shares apply, so far as they can and with such changes as are necessary, to any transfer under rule 5.4(c)(2) as if the relevant transmission event had not occurred and the transfer were signed by the registered holder of the share.
- (e) For the purpose of this constitution, where two or more persons are jointly entitled to any share in consequence of a transmission event they will, upon being registered as the holders of the share, be taken to hold the share as joint tenants and rule 2.4 will apply to them.
- (f) Despite rule 5.4(a), the directors may register a transfer of shares signed by a member before a transmission event even though the company has notice of the transmission event.

5.5 Selling non-marketable parcels

- (a) The directors may sell a holding of shares which constitute less than a marketable parcel by following certain procedures set out in this rule 5.5.
- (b) The directors may send a written notice to a member who holds on the date of the notice less than a marketable parcel of shares in a class of shares of the company which:
 - (1) explains the effect of this rule 5.5; and
 - (2) advises the holder that he or she may elect to be exempt from the provisions of this rule. A form of election for that purpose must be sent with the notice.

- (c) If, before 5.00 pm Melbourne time on a date specified in the notice which is no earlier than 6 weeks after the notice is sent:
- (1) the company has not received a notice from the member electing to be exempt from the provisions of this rule 5.5; and
 - (2) the member has not increased his or her shareholding to a marketable parcel,

the member is taken to have irrevocably appointed the company as his or her agent to take any action described in rule 5.5(d).

(d) The company may:

- (1) sell the shares of all members which, in relation to each member, constitute less than a marketable parcel as soon as practicable at a price which the directors consider is the best price reasonably available for the shares when they are sold; and
 - (2) on the sale of all of the shares constituting such unmarketable parcels, the company shall account to each of the members for the proceeds of sale thereof and shall pay each of the members that proportion of the gross proceeds of sale of such shares as bears the same proportion to the aggregate gross proceeds of sale thereof as the former members holding of shares sold bears to the total number of shares so sold.
- (e) The costs and expenses of any sale of shares under this rule 5.5 (including brokerage and stamp duty) are payable by the purchaser or, if the Corporations Act or the law generally permits, by the company.
- (f) A notice under rule 5.5(b) may be given to a member only once in a 12 month period and may not be given during the offer period of a takeover bid.
- (g) If a takeover bid for the company is announced after a notice is given but before agreement is entered into for the sale of the shares, this rule ceases to operate for those shares. However, despite rule 5.5(f), a new notice under rule 5.5(b) may be given after the offer period of the takeover bid closes.
- (h) If the holding of a member becomes a marketable parcel after a notice is given but before agreement is entered into for the sale of the shares, this rule ceases to operate for those shares.
- (i) The directors may, before sale is effected under this rule 5.5, revoke a notice given or suspend or terminate the operation of the rule either generally or in specific cases.

6 Plebiscite to approve proportional takeover schemes

6.1 Definitions

In this rule 6:

- (a) **prescribed resolution**, in relation to a proportional takeover scheme, means a resolution to approve the proportional takeover scheme passed in accordance with rule 6.3;
- (b) **proportional takeover scheme** means a takeover scheme that is made or purports to be made under section 618(1) of the Corporations Act;
- (c) **relevant class**, in relation to a proportional takeover scheme, means a class of shares in the company as defined in the Corporations Act in respect of which offers are made under the proportional takeover scheme; and
- (d) **relevant day**, in relation to a proportional takeover scheme, means the day that is 14 days before the end of the period during which the offers under the proportional takeover scheme remain open.

6.2 Transfers not to be registered

Despite rules 5.1(e) and 5.2, a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover scheme must not be registered unless and until a prescribed resolution to approve the proportional takeover scheme has been passed or is taken to have been passed in accordance with rule 6.3.

6.3 Resolution

- (a) Where offers have been made under a proportional takeover scheme, the directors must:
 - (1) convene a meeting of the persons entitled to vote on the prescribed resolution for the purpose of considering and, if thought fit, passing a prescribed resolution to approve the proportional takeover scheme; and
 - (2) ensure that such a resolution is voted on in accordance with this rule 6.3,
 before the relevant day in relation to that proportional takeover scheme.
- (b) The provisions of this constitution relating to general meetings apply, so far as they can and with such changes as are necessary, to a meeting that is convened pursuant to rule 6.3(a).
- (c) The offeror under a proportional takeover scheme and any associates of the offeror are not entitled to vote on the prescribed resolution relating to that proportional takeover scheme and if they do vote, their votes must not be counted.
- (d) Subject to rule 6.3(c), a person who, as at the end of the day on which the first offer under the proportional takeover scheme was made, held shares of the relevant class is entitled to vote on the prescribed resolution relating to the proportional takeover scheme and, for the purposes of so voting, is entitled to one vote for each such share held at that time.
- (e) A prescribed resolution is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to

the total number of votes on the resolution is greater than one half, and otherwise is to be taken to have been rejected.

- (f) If a prescribed resolution to approve a proportional takeover scheme has not been voted on in accordance with this rule 6.3 before the relevant day, a prescribed resolution to approve the proportional takeover scheme will be taken to have been passed in accordance with this rule 6.3 on the relevant day.

6.4 Notice to offeror

If a resolution to approve the proportional takeover scheme is voted on in accordance with the proportional takeover approval provisions before the approving resolution deadline, the company must, on or before the relevant day, give;

- (a) The offeror; and
- (b) ASX and any other Stock Exchange on which any of the companies securities are listed for quotation;

a written notice stating that a resolution to approve the proportional takeover scheme has been voted on and whether the resolution was passed or rejected.

6.5 Consequences of not passing resolution

Where a resolution under rule 6.4 is rejected:

- (a) notwithstanding section 652A of the Corporations Act, all offers under the proportional takeover scheme that have not, as at the end of the relevant day, been accepted, and all offers under the proportional takeover scheme that have been accepted and from whose acceptance binding contracts have not resulted, at the end of the relevant day, are deemed under section 648F(a) of the Corporations Act to be withdrawn at the end of the relevant day;
- (b) the offeror is, required under section under 648F(b) of the Corporations Act, forthwith after the end of the relevant day, to return to each person who has accepted any offer under the proportional takeover scheme any documents that were sent by the person to the offeror with the acceptance of the offer;
- (c) the offeror is entitled to rescind, and is required under section 648F(c) of the Corporations Act, forthwith after the end of the relevant day, to rescind, each binding contract resulting from the acceptance of an offer made under the proportional takeover scheme; and
- (d) under 648F(d) of the Corporations Act, any person who has accepted an offer made under the proportional takeover scheme is entitled to rescind the contract (if any) resulting from that acceptance.

6.6 Sunset

Rules 6.1 to 6.5 inclusive all cease to have effect at the end of three years beginning:

- (a) where those rules have not been renewed in accordance with the Corporations Act, on the date that those rules were adopted by the company; or
- (b) where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

6.7 Renewal of provisions of this rule 6

This rule 6 may only be renewed in accordance with the provisions of section 648G(4) of the Corporations Act. Where the company adopts a new constitution in lieu of this constitution the explanatory memorandum to accompany the notice of the general meeting at which the proposed constitution is to be adopted must include those matters specified in section 648G(5) of the Corporations Act.

7 General meetings

7.1 Calling general meetings

- (a) The directors may, whenever they think fit, call and arrange to hold a general meeting.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 7.1 or as provided by sections 249D, 249E, 249F and 249G of the Corporations Act.
- (c) The directors may, by notice to the Stock Exchange, while the company is a listed company, change the venue for, postpone or cancel a general meeting unless the meeting is called and arranged to be held by the members or the court under the Corporations Act. If a general meeting is called and arranged to be held by:
 - (1) directors following a requisition by members under section 249D of the Corporations Act;
 - (2) members under section 249E in the event of a failure by directors to convene a general meeting under section 249D following the requisitioning of such a meeting by members;
 - (3) members under section 249F;

the directors may not postpone any such general meeting save that, where the meeting is convened by directors under section 249D, the directors may postpone the meeting up to that date which is the last Business Day prior to the last date by which section 249D requires such meeting to be held. The directors may not cancel any meeting referred to in this rule 7.1(c) without the consent of the requisitioning member or, where there is more than one requisitioning member, without the consent of all such members.

- (d) Where a general meeting is convened by members under section 249E or section 249F, such meeting may be adjourned or cancelled by the

requisitioning member or, where there is more than one requisitioning member, without the consent of all such members.

- (e) Notwithstanding anything herein contained, when any general meeting is adjourned for more than one month, notice of the resumed meeting shall be given in accordance with section 249M of the Corporations Act in like manner as required for the initial convening of the meeting.

7.2 Notice of general meetings

- (a) Subject to this constitution and to the rights or restrictions attached to any shares, notice of a general meeting must be given within the time limits prescribed by the Corporations Act and in the manner authorised by rule 14.1 to each person who is at the date of the notice:

- (1) a member;
- (2) a director; or
- (3) an auditor of the company.

and, while the company is a listed company, to the Stock Exchange, with copies of all documents sent to security holders being given to the Stock Exchange in compliance with the Listing Rules.

- (b) A notice of a general meeting in respect of a general meeting called by a shareholder in accordance with rule 7 must:
 - (1) specify the date, time and place of the meeting;
 - (2) state the general nature of the business to be transacted at the meeting and any other matter that the Listing Rules require particular notice of; and
 - (3) specify a place and fax number or electronic address for the receipt of proxy appointments.
- (c) A notice of a general meeting in respect of a general meeting called by the directors in accordance with rule 7 may be given in the form and manner determined by the directors.
- (d) The company may specify in a notice of meeting issued by the company under either rule 7.2(b) or 7.2(c) a time that a person must be entered on the share registry to have the right to attend or vote at the general meeting, which time shall be not less than forty-eight (48) hours before the time fixed for the relevant general meeting.
- (e) It is not necessary for a notice of an AGM to state that the business to be transacted at the meeting includes the consideration of the annual financial report, directors' report and auditor's report, the election of directors, the appointment of the auditor or the fixing of the auditor's remuneration.
- (e) A person may waive notice of any general meeting by notice in writing to the company.
- (f) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting under this rule 7.2 does not

invalidate any act, matter or thing done or resolution passed at the general meeting if:

- (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under rule 7.2(e); or
 - (B) has notified or notifies the company of the person's agreement to that act, matter, thing or resolution by notice in writing to the company.
- (g) A person's attendance at a general meeting:
- (1) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
 - (2) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting or in rule 7.2(d), unless the person objects to considering the matter when it is presented.

7.3 Admission to general meetings

The chairperson of a general meeting may require a person to submit to such searches, security procedures or arrangements or other restrictions that the chairperson deems appropriate. In addition, the chairperson may refuse admission to, or require to leave and remain out of, the meeting any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;
- (c) in possession of an article considered by the chairperson to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) who is not:
 - (1) a member or a proxy, attorney or representative of a member;
 - (2) a director; or
 - (3) an auditor of the company.

7.4 Quorum at general meetings

- (a) No business may be transacted at any general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of:

- (1) if the number of members entitled to vote is two or more - two of those members; or
- (2) if only one member is entitled to vote - that member,
present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened upon the requisition of members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the directors determine or, if no determination is made by the directors, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

7.5 Chairperson of general meetings

- (a) The chairperson of directors must (if present within 15 minutes after the time appointed for the general meeting and willing to act) preside as chairperson at each general meeting.
- (b) If at a general meeting:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,

then if the directors have elected a deputy chairperson of directors, the deputy chairperson of directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairperson at the meeting.

- (c) Subject to rule 7.5(a) and 7.5(b), if at a general meeting:
 - (1) there is no deputy chairperson of directors;
 - (2) the deputy chairperson of directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the deputy chairperson of directors is present within that time but is not willing to act as chairperson of the meeting;

the members present must elect as chairperson of the meeting:

- (4) another director who is present and willing to act; or
- (5) if no other director willing to act is present at the meeting, a member who is present and willing to act.

7.6 Business of general meetings

- (a) The business of an annual general meeting is to receive and consider the financial and any other reports required by the Corporations Act to be laid before each annual general meeting, to elect Directors in the place of those retiring under these rules, when relevant to appoint an auditor, and to transact any other business which, under these rules, is required to be transacted at any annual general meeting. All other business transacted at an annual general meeting is deemed to be special.
- (b) The business of any general meeting other than an annual general meeting shall be as set out in the notice of meeting for that meeting. All other business transacted at a general meeting, other than an annual general meeting, is deemed to be special.
- (c) Except with the approval of the directors, with the permission of the chairperson or pursuant to rights of members under either the Listing Rules or the Corporations Act, no person may move at any meeting:
 - (1) in regard to any special business of which notice has been given under rules 7.6(a) or (b), any amendment of a resolution relating thereto; or
 - (2) any other resolution which does not constitute part of special business of which notice has been given under rules 7.6(a) or (b).

7.7 Conduct of general meetings

- (a) The chairperson of a general meeting is responsible for the general conduct of the meeting and for the procedures to be adopted at the meeting and may require the adoption of any procedures which are in his or her opinion necessary or desirable for:
 - (1) proper and orderly debate or discussion, including limiting the time that a person present may speak on a motion or other item of business before the meeting; and
 - (2) the proper and orderly casting or recording of votes at the general meeting, whether on a show of hands or on a poll, including the appointment of scrutineers.
- (b) The chairperson of a general meeting may at any time he or she considers it necessary or desirable for the proper and orderly conduct of the meeting:
 - (1) terminate debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the members present; or
 - (2) allow debate or discussion on any business, question, motion or resolution being considered by the meeting to continue.
- (c) Subject to sections 250S and 250T of the Corporations Act, the chairperson of a general meeting may:

- (1) refuse to allow debate or discussion on any business, question, motion or resolution which is not within the business referred to in the notice of meeting or rule 7.2(d); and
- (2) refuse to allow any amendment to be moved to a resolution of which notice has been given under rule 7.2(b) or rule 7.2(c).
- (d) The chairperson of a general meeting may, in his or her absolute discretion, withdraw a resolution from consideration by the meeting.
- (e) A decision by a chairperson under rule 7.7(a), (b), (c) or (d) is final.
- (f) The chairperson of a general meeting may at any time for any reason during the course of the meeting, interrupt or adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting.
- (g) If the chairperson exercises his or her right under rule 7.6(f), it is in the chairperson's sole discretion whether to seek the approval of the members present to the adjournment.
- (h) The chairperson's rights under rule 7.6(f) are exclusive and, unless otherwise required by the chairperson, no vote may be taken or demanded by the members present in respect of any adjournment.
- (i) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (j) Where a meeting is adjourned, notice of the adjourned meeting must be given to the Stock Exchange while the company is a listed company. Save as required by rule 7.1(e) notice of any adjourned meeting need not be given to any other person.
- (k) Where a meeting is adjourned, the directors may, by notice to the Stock Exchange while the company is a listed company, change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the members or the court under the Corporations Act.
- (l) If a meeting is called and arranged to be held under any of sections 249D, 249E or 249F of the Corporations Act the provisions of rule 7.1(c), (d) and (e) shall apply.
- (m) If a meeting is convened by order of the court, the meeting shall not be adjourned otherwise than by resolution of the members present and voting at the meeting.

7.8 Decisions at general meetings

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by the members present at the meeting and any such decision is for all purposes a decision of the members.

- (b) In the case of an equality of votes upon any proposed resolution the chairperson of the meeting, in addition to his or her deliberative vote whether as a shareholder, proxy, attorney or properly appointed representative of a shareholder, has a casting vote.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands:
 - (1) by the chairperson of the meeting;
 - (2) by at least five members present and having the right to vote on the resolution; or
 - (3) by a member or members present at the meeting and representing at least 5% of the total voting rights of all the members having the right to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded, such result to be announced in the form and manner determined by the chairperson (either before or after the general meeting).
- (g) A poll cannot be demanded at a general meeting on the election of a chairperson of the meeting or the adjournment of a meeting.
- (h) The demand for a poll may be withdrawn.

7.9 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any shares, at a general meeting:
 - (1) on a show of hands, every member present in person or by proxy, attorney or representative has one vote; and
 - (2) on a poll, every member present has:
 - (A) one vote for each fully paid share held by the member and in respect of which the member is entitled to vote; and

- (B) a fraction of a vote for each partly paid share held by the member and in respect of which the member is entitled to vote, equivalent to the proportion which the amount paid up (not credited) on the share bears to the total amounts paid and payable (excluding amounts credited). Amounts paid or credited as paid in advance of a call are ignored when calculating the fraction.
- (b) An instrument appointing a proxy may specify the way the proxy is to vote on a particular resolution. If it does:
- (1) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote the way the proxy is directed to vote on that resolution;
 - (2) if the proxy has two or more appointments that specify different ways to vote on the resolution — the proxy must not vote on a show of hands in his capacity as a proxy;
 - (3) if the proxy is the chairperson — the proxy must vote on a poll, and must vote in relation to each proxy the way the proxy is directed to vote on that resolution; and
- (c) if the proxy is not the chairperson — the proxy need not vote on a poll, but if the proxy does so, in relation to each proxy must vote the way the proxy is directed to vote on that resolution.
- (d) for the purposes of clarity, notwithstanding that a proxy may be disqualified from voting on a show of hands under rule 7.9(b)(2), where that proxy is a member, the proxy may vote in his own right as a member on a show of hands.
- (e) Where a person present at a general meeting represents personally or by proxy, attorney or representative more than one member and subject to the proxy not being disqualified from voting on a show of hands by rule 7.9(b)(2):
- (1) on a show of hands the person is entitled to one vote only despite the number of members the person represents;
 - (2) that vote will be taken as having been cast for all the members the person represents; and
 - (3) the person must not exercise that vote in a way which would contravene any directions given to the person in accordance with rule 7.10(g) in any instrument appointing the person as a proxy or attorney.
- (f) A joint holder may vote at any meeting in person or by proxy, attorney or representative as if that person was the sole holder. If more than one joint holder tenders a vote, the vote of the holder named first in the register must be accepted to the exclusion of the other or others.
- (g) The parent or guardian of an infant member or any guardian of any person appointed under the Guardianship and Administration Act 1986 of the State of Victoria or any corresponding legislation in any other State or Territory or the Commonwealth of Australia may vote at any

general meeting upon such evidence being produced of the relationship or of the appointment of the guardian as the directors may require and any vote so tendered by a parent or guardian of an infant member must be accepted to the exclusion of the vote of the infant member.

- (h) A person entitled to a share as a result of a transmission event may vote at any general meeting in respect of that share in the same manner as if that person were the registered holder of the share if, not less than 48 hours before the meeting (or such shorter time as the directors determine), the directors have:
 - (1) admitted that person's right to vote at that meeting in respect of the share; or
 - (2) been satisfied of that person's right to be registered as the holder of, or to transfer, the share under rule 5.4(c),and any vote so tendered by such a person must be accepted to the exclusion of the vote of the registered holder of the share.
- (i) Where a member holds any share upon which any call or other sum of money payable to the company has not been duly paid:
 - (1) that member is only entitled to be present at a general meeting and vote if other shares are held by that member upon which no money is then due and payable; and
 - (2) upon a poll, that member is not entitled to vote in respect of that share but may vote in respect of any other shares held upon which no money is then due and payable.
- (j) A member's vote on a resolution must be disregarded where that is required by the Listing Rules.
- (k) An objection to the qualification of a person to vote at a general meeting:
 - (1) must be raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) must be referred to the chairperson of the meeting, whose decision is final.
- (l) A vote not disallowed by the chairperson of a meeting under rule 7.9(k) is valid for all purposes.

7.10 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may attend and vote:
 - (1) in person or, where a member is a body corporate, by its representative;
 - (2) by proxy; or
 - (3) by attorney.

If the member may cast two or more votes at a meeting the member may vote by two proxies or two attorneys.

- (b) A proxy, attorney or representative may, but need not, be a member of the company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument of appointment of a proxy, attorney or representative or in the Corporations Act, an appointment will be taken to confer authority:
 - (1) to agree to a meeting being called by shorter notice than is required by the Corporations Act or by this constitution;
 - (2) to speak to any proposed resolution on which the proxy, attorney or representative may vote;
 - (3) to demand or join in demanding a poll on any resolution on which the proxy, attorney or representative may vote;
 - (4) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on the proposed resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put to the general meeting or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) The chairperson of a meeting may:
 - (1) permit a person claiming to be a representative to exercise his or her powers, even if the person is unable to establish to the chairperson's satisfaction that he or she has been validly appointed; or
 - (2) permit the person to exercise his or her powers on the condition that, if required by the company, he or she can produce evidence of the appointment within the time set by the chairperson.
- (f) Where a member appoints two proxies, attorneys or representatives, the following rules apply:
 - (1) each proxy, attorney or representative, as the case may be, may exercise half of the member's voting rights if the appointment does not specify a proportion or number of the member's voting rights the proxy, attorney or representative may exercise;

- (2) on a show of hands, neither proxy, attorney or representative may vote; and
 - (3) on a poll, each proxy, attorney or representative may only exercise the voting rights the proxy, attorney or representative represents.
- (g) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
 - (h) An instrument appointing a proxy or attorney need not be in any particular form provided it is in writing, legally valid and signed by the appointor or the appointor's attorney, or in the case of an appointment of corporate representative, it is executed by that corporate member in accordance with rule 7.10(k).
 - (i) Prior to an attorney being entitled to act for a shareholder under the power of attorney, the company may require that proof of the power of attorney and due execution of the power of attorney be presented to the secretary for inspection.
 - (j) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received at the place and fax number or electronic address and before the time specified for that purpose in the notice calling the meeting.
 - (1) The place may be the company's registered office or other place specified in the notice and the fax number may be the fax number at the company's registered office or other fax number specified in the notice.
 - (2) The time may be a time before the time for holding the meeting and a time before the time for holding an adjourned meeting.
 - (k) Where a corporate member appoints a corporate representative, as permitted under section 250D(1) of the Corporations Act, that corporate representative may attend and vote at the meeting in like manner as a natural person subject only to any limitation imposed on such representative in exercising the powers that the body corporate could exercise at a meeting or in voting on a resolution by the terms of such appointment. In the absence of any words of limitation the representative may exercise all of the powers that the appointor body corporate could exercise at exercise at the meeting or in voting in relation to any resolution to be put to the meeting.
 - (l) Where a corporate member appoints a corporate representative as permitted under section 250D(1) of the Corporations Act the corporate representative may not vote at the meeting unless the company is provided with a copy of such appointment or a certificate of appointment of the representative duly executed in accordance with rule 7.10(n) or the corporate member or such representative provides

such other evidence of such appointment satisfactory to the chairperson. Such appointment, certificate or other evidence may be provided to the company either at, or prior to the meeting. Without limiting the generality of the foregoing, it may be provided to the company at the place and fax number or electronic address specified for the purpose for lodgement of proxies in the notice calling the meeting.

- (m) A corporate representative appointed as provided in rule 7.10(k) may not vote at a general meeting or adjourned meeting or on a poll unless the provisions of rule 7.10 have been complied with.
- (n) An instrument appointing a proxy, attorney or representative executed by a company will be valid if it is executed in accordance with the requirements of the appointor's constituent documents or otherwise in accordance with the requirements of Section 127 of the Corporations Act. In addition, in the case of a proprietary company that does not have a company secretary, as permitted by Section 204A of the Corporations Act, an instrument appointing a proxy, attorney or representative shall be valid if it is executed by the sole company director of that company and the person signing the instrument of proxy or attorney or appointment of representative states next to his signature that he is the sole company director of the company. In such a case the person signing such instrument, power or appointment will be deemed to have warranted and represented to the company that the company appointing proxy, attorney or representative is a company with a sole director and no company secretary.
- (o) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite:
 - (1) a transmission event occurring in relation to the appointor; or
 - (2) the revocation of the instrument or of the authority under which the instrument was executed,if no notice in writing of the transmission event or revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be received under rule 7.10(j).
- (p) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the transfer of the share in respect of which the instrument was given if the transfer is not registered by the time at which the instrument appointing the proxy or attorney is required to be received under rule 7.10(j).
- (q) The appointment of a proxy or attorney is not revoked by the appointor attending and taking part in the general meeting but, if the appointor votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointor's proxy or attorney on the resolution.

- (r) A proxy form issued by the company must provide for the appointor to appoint a proxy of the appointor's choice and may specify who is to be appointed as proxy if the appointor does not make a choice.

If a Listing Rule requires that the notice of meeting include a voting exclusion statement and the proxy form specifies that the chairperson of the meeting is appointed as proxy if the appointer does not choose another person to act as the appointer's proxy the proxy form shall include a statement of the chairperson's voting intentions and a statement in compliance with the requirements of Listing Rule 14.2.3.

8 Directors

8.1 Appointment and removal of directors

- (a) The minimum number of directors is 3. The maximum number of directors may be fixed by the directors ("board limit"), but must not be more than 12 unless the company in general meeting determines otherwise.
- (b) The directors must not determine a board limit:
 - (1) which is less than the number of directors in office at the time the determination takes effect;
 - (2) without the prior approval of the members in general meeting in accordance with the requirements of the Corporations Act.
- (c) The directors in office on the date that this constitution was adopted by the company continue in office but on the terms and conditions set out in this constitution.
- (d) Subject to rules 8.1(a) and (m), the company may by resolution elect any natural person to be a director, either as an addition to the existing directors or as otherwise provided in this constitution.
- (e) Subject to rules 8.1(a) and (f), the directors may appoint any natural person to be a director, either as an addition to the existing directors or to fill a casual vacancy (including any casual vacancy arising where a director is removed from office under rule 8.1(k)(1) and no person is appointed in place of that director under rule 8.1(k)(2)).
- (f) At each AGM of the company:
 - (1) each director, other than a managing director, appointed under rule 8.1(e) since the last AGM; and
 - (2) excluding any director referred to in rule 8.1(f)(1) and any managing director (or the first appointed managing director if there is more than one):
 - (A) one-third of the remaining directors; and
 - (B) any other director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or

more years and for three or more AGMs since he or she was last elected to office,

must retire from office as directors; and

- (3) if no director is required to retire from office under rule 8.1(f)(2), at least one director, excluding a managing director (or the first appointed managing director if there is more than one) who is required to retire at that meeting under rule 8.1(f)(1), must retire from office as director.
- (g) (g)For the purpose of rule 8.1(f)(2)(A) the number of directors who are to retire shall, where the calculation under that rule would result in number less than one (namely a fraction less than one), that number or fraction shall be rounded down or up to the closest whole number with the effect that, for example, if there were only one remaining director in relation to whom the rule could operate, then, the fraction of one-third resulting from the operation of 8.1(f)(2)(A) would be rounded down to nil so that no director was required to stand for re-election under that rule but that if there were two remaining directors in relation to whom the rule could operate, then, the fraction of two-thirds resulting from the operation of 8.1(f)(2)(A) would be rounded up to one so that one director was required to stand for re-election under that rule. The director or directors who must retire at an AGM in accordance with rules 8.1(f)(2)(A) or 8.1(f)(3) (as the case may be) are those who have been longest in office since their last election but, as between persons who were last elected as directors on the same day, those to retire must be determined by agreement among themselves or, in the absence of agreement, by lot. For clarity, a director may not be required to stand for re-election under rule 8.1(f)(2) but may nevertheless be required to resign from office under rule 8.1(f)(3) without having been in office for three years or there having been three or more AGMs held since he or she was last elected to office ..
- (h) Subject to rule 8.1(m), the company may by resolution fill the office vacated by a director under rule 8.1(f) by electing a person to that office.
- (i) A director retiring from office under rule 8.1(f) is eligible for re-election and, if the office vacated by that director is not filled by a resolution of the company under rule 8.1(h), that director (if offering himself or herself for re-election) is to be taken as having been re-elected to that office unless:
 - (1) it is expressly resolved not to fill the vacated office; or
 - (2) a resolution for the re-election of that director is put and lost.
- (j) The retirement of a director from office under rule 8.1(f) and the re-election of the director or the election of another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and re-election or election occur.
- (k) The company may:

- (1) by resolution in accordance with section 203D(1) of the Corporations Act remove a director from office; and
 - (2) subject to rule 8.1(m), by resolution, fill the office vacated by a director who is removed under rule 8.1(k) by electing another person to that office.
- (l) (l) A person elected as a director under rule 8.1(k)(2) must retire under rule 8.1(f) on the same day that the director in whose place he or she was appointed would have had to retire under rule 8.1(f) if that director had not been removed from office under rule 8.1(k)(1).
 - (m) A person may only be elected to the office of a director at a general meeting if:
 - (1) he or she is a director retiring from office under rule 8.1(f) and standing for re-election at that meeting;
 - (2) he or she has been nominated by the directors for election at that meeting;
 - (3) if the person is a member, he or she has at least 30 days before the meeting served on the company a notice signed by him or her signifying his or her desire to be a candidate for election at that meeting; or
 - (4) whether or not the person is a member, some member intending to nominate him or her for election at that meeting has at least 35 days before the meeting served on the company a notice signed by the member and signifying the member's intention to nominate the person for election, which is accompanied by a notice signed by the person and signifying his or her consent to the nomination.

8.2 Vacation of office

In addition to the circumstances prescribed by the Corporations Act, the office of a director becomes vacant if the director:

- (a) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (b) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors generally;
- (c) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director;
- (d) fails to attend meetings of the directors for more than three consecutive months without leave of absence from the directors; or
- (e) resigns by notice in writing to the company.

8.3 Remuneration of directors

- (a) Each director is entitled to such remuneration out of the funds of the company as the directors determine, but the remuneration of non-

executive directors may not exceed in aggregate in any financial year the amount fixed by the company in general meeting for that purpose.

- (b) The remuneration of a director:
 - (1) may be a stated salary or a fixed sum for attendance at each meeting of directors or both; or
 - (2) may be a share of a fixed sum determined by the company in general meeting to be the remuneration payable to all directors, which is to be divided between the directors in the proportions agreed between them or, failing agreement, equally,

and if it is a stated salary under rule 8.3(b)(1) or a share of a fixed sum under rule 8.3(b)(2), will be taken to accrue from day to day.

- (c) The remuneration payable by the company to a director (other than a managing director, deputy managing director or executive director) must not include a commission on, or percentage of, profits or operating revenue.
- (d) In addition to his or her remuneration under rule 8.3(a), a director is entitled to be paid all travelling and other expenses properly incurred by that director in connection with the affairs of the company, including attending and returning from general meetings of the company or meetings of the directors or of committees of the directors.
- (e) If a director renders or is called upon to perform extra services or to make any special exertions in connection with the affairs of the company, the directors may arrange for a special remuneration to be paid to that director, either in addition to or in substitution for that director's remuneration under rule 8.3(a).
- (f) Nothing in rule 8.3(a) restricts the remuneration to which a director may be entitled as an officer of the company or of a related body corporate in a capacity other than director, which may be either in addition to or in substitution for that director's remuneration under rule 8.3(a).
- (g) The directors may:
 - (1) at any time after a director dies or otherwise ceases to hold office as a director, pay to the director or a legal personal representative, spouse, relative or dependant of the director, in addition to the remuneration of that director under rule 8.3(a), a pension or lump sum payment in respect of past services rendered by that director; and
 - (2) cause the company to enter into a contract with the director for the purpose of providing for or giving effect to such a payment.
- (h) The directors may establish or support, or assist in the establishment or support of, funds and trusts to provide pension, retirement, superannuation or similar payments or benefits to or in respect of the directors or former directors.

8.4 Shareholding qualification

- (a) A director is required to hold not less than 50,000 shares in the company to qualify for appointment as a director
- (b) For the purpose of this rule, a director will be deemed to hold shares if he or she is required to lodge an Appendix 3Y notice in relation thereto under the Listing Rules.
- (c) Where, at the time of his or her appointment as a director, the director does not hold 50,000 shares the director may acquire such shares within a period of two calendar months from the date of his or her appointment. Where the director fails to acquire such qualifying shareholding within that period, the director shall be deemed to have resigned from office as a director without any right of compensation for loss of office or any right to compensation beyond the date of such deemed resignation.
- (d) A director is entitled to attend and speak at general meetings even though that director is not a member of the company.

8.5 Interested directors

- (a) A director may hold any other office or place of profit (other than auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that office or place upon such terms as to remuneration, tenure of office and otherwise as the directors think fit.
- (b) A director of the company may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by the company or in which the company may be interested as a shareholder or otherwise and is not accountable to the company for any remuneration or other benefits received by the director as a director or officer of, or from having an interest in, that body corporate.
- (c) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in such manner in all respects as the directors think fit (including voting in favour of any resolution appointing a director as a director or other officer of that body corporate or voting for the payment of remuneration to the directors or other officers of that body corporate) and a director may, if permitted by law, vote in favour of the exercise of those voting rights notwithstanding that he or she is, or may be about to be appointed, a director or other officer of that other body corporate and, as such, interested in the exercise of those voting rights.
- (d) A director is not disqualified merely because of being a director from contracting with the company in any respect including, without limitation:
 - (1) selling any property to, or purchasing any property from, the company;

- (2) lending any money to, or borrowing any money from, the company with or without interest and with or without security;
 - (3) guaranteeing the repayment of any money borrowed by the company for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for shares in the company or in any related body corporate or any other body corporate promoted by the company or in which the company may be interested as a shareholder or otherwise, for a commission or profit; or
 - (5) being employed by the company or acting in any professional capacity (other than auditor) on behalf of the company.
- (e) No contract made by a director with the company and no contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is avoided or rendered voidable merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
 - (f) No director contracting with or being interested in any arrangement involving the company is liable to account to the company for any profit realised by or under any such contract or arrangement merely because of the director holding office as a director or because of the fiduciary obligations arising out of that office.
 - (g) Subject to rule 8.5(h), a director who is in any way interested in any contract or arrangement or proposed contract or arrangement may, despite that interest:
 - (1) be counted in determining whether or not a quorum is present at any meeting of directors considering that contract or arrangement or proposed contract or arrangement;
 - (2) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
 - (3) sign any document relating to that contract or arrangement or proposed contract or arrangement the company may execute.
 - (h) Rule 8.5(g) does not apply if, and to the extent that, it would be contrary to the Corporations Act or, while the company is a listed company, the Listing Rules.
 - (i) The directors may make regulations requiring the disclosure of interests that a director, and any person deemed by the directors to be related to or associated with the director, may have in any matter concerning the company or a related body corporate and any regulations made under this constitution will bind all directors.

8.6 Powers and duties of directors

- (a) The directors are responsible for managing the business of the company and may exercise to the exclusion of the company in general meeting all the powers of the company which are not required by:
 - (1) the Corporations Act;

- (2) this constitution; or,
 - (3) while the company is a listed company, the Listing Rules;
- to be exercised by the company in general meeting.
- (b) Without limiting the generality of rule 8.6(a) the directors may exercise all the powers of the company to borrow or otherwise raise money, to charge any property or business of the company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
 - (c) The directors may determine how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the company.
 - (d) The directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.
 - (e) The directors may:
 - (1) appoint or employ any person to be an officer, agent or attorney of the company for such purposes, with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for such period and upon such conditions as they think fit;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney of the company at any time, with or without cause.
 - (f) A power of attorney may contain such provisions for the protection and convenience of the attorney or persons dealing with the attorney as the directors think fit.

8.7 Proceedings of directors

- (a) The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) subject to the requirements of rule 8.9 being complied with, where a meeting of directors has been convened, the contemporaneous linking together by telephone or other electronic means of the directors or such number of them as is sufficient to constitute a quorum, constitutes a meeting of the directors provided that the use of the technology used to convene the meeting has been consented to by all directors and the rules relating to meetings of the directors shall apply to such meeting, so far as is reasonably possible.
- (c) A director participating in a meeting by telephone or other electronic means referred to above is to be taken to be present in person at the

meeting so long as the director remains linked to the meeting by telephone or other electronic means.

- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the directors involved was at that place for the duration of the meeting.

8.8 Convening of meetings of directors

- (a) Subject to compliance with rule 8.9, a director may, whenever the director thinks fit, convene a meeting of the directors.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors at such place and time and in such manner as the director requires.

8.9 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice:
 - (1) a director, other than a director on leave of absence approved by the directors; or
 - (2) an alternate director appointed under rule 8.14 by a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting where all directors are able to attend the meeting;
 - (4) must be given a reasonable time before the time fixed for the meeting having regard to the matters proposed to be dealt with at the meeting and to the circumstances surrounding the calling of the meeting;
 - (5) must be given to all of the directors not less than 36 hours before the time fixed for holding the meeting where a director is outside of Australia at the time notice of the meeting is proposed to be given or will be outside of Australia at the time the meeting is proposed to be held.
 - (6) shall be given by the most expeditious manner, whether that may be by being given in person or by post or by telephone, fax or other electronic means; and
 - (7) will be taken to have been given to an alternate director if it is given to the director who appointed that alternate director.
- (c) where there is a director outside of Australia, in the circumstances set out in rule 8.9(b)(5) (an “overseas director”), the Company Secretary shall, before despatching any notice of meeting convening the meeting,

use all reasonable endeavours to contact such overseas director and advise such overseas director that the directors' meeting is to be convened and to ascertain whether it is possible for the overseas director to attend such meeting by telephone or other electronic means and if that is not possible, the Company Secretary shall advise the other directors in Australia to that effect and, unless there are compelling reasons for the meeting to be held at the proposed time and date, the Company Secretary will liaise further with the overseas director to arrange an alternate time for the holding of the meeting being a time at which the overseas director may be present.

- (d) Where any matter in which any director or any Associate of a director has any:
- (1) “*notifiable interest*”, as defined in the Listing Rules of ASX Limited;
 - (2) “*material personal interest*” as referred to in section 195 of the Corporations Act;

is to be considered at meeting, such matter shall not be dealt with at such meeting of directors unless that director is either:

- (a) able to be present at the meeting notwithstanding that, under the requirements of section 195 of the Corporations Act, such director may not be entitled to vote or be present while the matter is being considered at the meeting or vote on such resolution without the approval of directors under section 195(2) of the Corporations Act; or,
 - (b) has consented to the matter being dealt with in his absence.
- (e) A director or alternate director may waive notice of any meeting of directors by notifying the company to that effect in person or by post or by telephone, fax or other electronic means.
- (f) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors in accordance with this rule to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
- (1) the non-receipt or failure occurred by accident or error; and,
 - (2) before or after the meeting, the director or an alternate director appointed by the director:
 - (A) has waived or waives notice of that meeting under rule 8.9(e); or
 - (B) has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally or by post, or by telephone, fax or other electronic means; or
 - (3) the director or an alternate director appointed by the director attended the meeting.
- (g) Attendance by a person at a meeting of directors waives any objection that person and:

- (1) if the person is a director, any alternate director appointed by that person; or
 - (2) if the person is an alternate director, the director who appointed that person as alternate director,
- may have to a failure to give notice of the meeting.

8.10 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (1) if the directors have fixed a number for the quorum, that number of directors; and
 - (2) in any other case, not less than half of the directors holding office plus a further one director, on the basis that, if for example, the board comprised four or five directors, a quorum would be three directors and, if the board comprised six or seven directors, a quorum would be four directors.

present at the meeting of directors.

- (c) Where more than one director has appointed the same person as an alternate director, that alternate director shall only be counted once in determining whether there is a quorum of directors present at a meeting of directors.
- (d) If there is a vacancy in the office of a director then, subject to rule 8.10(e), the remaining director or directors may act.
- (e) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors or is less than the minimum number of directors fixed under this constitution, the remaining director or directors must act as soon as possible:
 - (1) to increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution; or
 - (2) to convene a general meeting of the company for that purpose,and, until the number of directors in office constitutes a quorum, the directors in office must only act if and to the extent that there is an emergency requiring them to act.

8.11 Chairperson and deputy chairperson of directors

- (a) The directors may elect one of the directors to the office of chairperson of directors and may determine the period for which that director is to be chairperson of directors.
- (b) The directors may elect one of the directors to the office of deputy chairperson of directors and may determine the period for which that director is to be deputy chairperson of directors.

- (c) The office of chairperson of directors or deputy chairperson of directors may, if the directors so resolve, be treated as an extra service or special exertion performed by the director holding that office for the purposes of rule 8.3(e).
- (d) The chairperson of directors must (if present within ten minutes after the time appointed for the holding of the meeting and willing to act) preside as chairperson at each meeting of directors.
- (e) If at a meeting of directors:
 - (1) there is no chairperson of directors;
 - (2) the chairperson of directors is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (3) the chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,
 then if the directors have elected a deputy chairperson of directors, the deputy chairperson of directors must (if present within ten minutes after the time appointed for the holding of the meeting and willing to act) preside as the chairperson of the meeting.
- (f) Subject to rules 8.11(d) and (e), if at a meeting of directors:
 - (1) there is no deputy chairperson of directors;
 - (2) the deputy chairperson of directors is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (3) the deputy chairperson of directors is present within that time but is not willing to act as chairperson of the meeting,
 the directors present must elect one of themselves to be chairperson of the meeting.

8.12 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors are to be decided by a majority of votes cast by the directors present and any such decision is for all purposes a determination of the directors.
- (c) Where there is an equality of votes upon any proposed resolution:
 - (1) the chairperson of the meeting will not have a second or casting vote; and
 - (2) the proposed resolution is taken as having been lost.

8.13 Written resolutions

- (a) If:
 - (1) all of the directors, other than:
 - (A) any director on leave of absence approved by the directors;

- (B) any director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
- (C) any director who the directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

- (2) the directors who assent to the document would have constituted a quorum at a meeting of directors held to consider that act, matter, thing or resolution,

then that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the directors.

- (b) For the purposes of rule 8.13(a):
 - (1) the meeting is to be taken as having been held:
 - (A) if the directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a director; or
 - (B) if the directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a director;
 - (2) two or more separate documents in identical terms each of which is assented to by one or more directors are to be taken as constituting one document; and
 - (3) a director may signify assent to a document by signing the document or by notifying the company of the director's assent in person or by post, or by telephone, fax or other electronic means.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

8.14 Alternate directors

- (a) A director may, with the approval of all other directors, appoint a person to be the director's alternate director for such period as the director thinks fit.
- (b) An alternate director may, but need not, be a member or a director of the company.
- (c) One person may act as alternate director to more than one director.
- (d) An alternate director may resign as an alternate director prior to the end of any stated period of appointment by giving notice of resignation to

the director appointing him or her and by giving the company a copy of such resignation.

- (e) An alternate director is entitled, if the appointor does not attend a meeting of directors, to attend and vote in place of and on behalf of the appointor provided that, if more than one director appoints the same person as an alternate director, that alternate director shall only be entitled to one vote in his capacity as an alternate director at any meeting of directors;
- (f) If more than one director appoints the same person as an alternate director and one appointor gives the alternate director instructions to vote in favour of, or against a resolution and another appointor gives the alternate director conflicting directions in relation to the same resolution then the alternate director shall abstain from voting on that resolution. For the purpose of this rule instructions to abstain from voting on a resolution shall not be regarded as being in conflict with a direction to vote in favour of, or against, a resolution.
- (g) An alternate director is entitled to a separate vote as an alternate director in accordance with rule 8.14(e) in addition to any vote the alternate director may have as a director in his or her own right.
- (h) In the absence of the appointor, but subject to the restrictions on voting set out herein, an alternate director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointor.
- (i) The office of an alternate director is vacated if and when the appointor vacates office as a director.
- (j) The appointment of an alternate director may be terminated at any time by the appointor even though the period of the appointment of the alternate director has not expired.
- (k) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect unless and until the company has received notice in writing of the appointment or termination.
- (l) An alternate director is not to be taken into account in determining the minimum or maximum number of directors allowed under this constitution.
- (m) In determining whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for each director on whose behalf the alternate director is attending the meeting.
- (n) An alternate director is entitled to be paid such remuneration as the directors think fit, either in addition to or in reduction of the remuneration payable to the director for whom the alternate director acts as alternate.

- (o) An alternate director is not entitled to be remunerated by the company for his or her services as alternate director except as provided in rule 8.14(n).
- (p) An alternate director, while acting as a director, is responsible to the company and generally for his or her own acts and defaults and is not to be taken to be the agent of the director by whom he or she was appointed.
- (q) As a corollary to the above, any director appointing any alternate director is not responsible for the acts and defaults of the alternate director.

8.15 Committees of directors

- (a) The directors may delegate any of their powers to a committee or committees consisting of such number of directors as they think fit.
- (b) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) The rules applying to meetings and resolutions of directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of directors.
- (d) Membership of a committee of directors may, if the directors so resolve, be treated as an extra service or special exertion performed by the members for the purposes of rule 8.3(e).

8.16 Advisory panel

- (a) The directors may appoint an advisory panel to advise the directors on matters requiring technical or expert knowledge.
- (b) No member of the advisory panel will have any executive or managerial function in the company or be involved or entitled to be involved in the management or administration of the company by virtue of being a member of that advisory panel.
- (c) no member of the advisory panel shall have any right to access any of the company's records on any account whatsoever;
- (d) each of the members of such advisory panel may be appointed on such terms and conditions as the directors may determine and each member of such advisory panel may be remunerated or otherwise as agreed at the time of his or her appointment.
- (e) the function of the advisory panel shall be to make recommendations to the directors on all matters referred to it for consideration. No recommendation of the advisory panel shall be binding on the directors.
- (f) the chairperson of the advisory panel shall be such person agreed upon by the advisory panel;
- (g) notwithstanding that the members of the advisory panel are not directors, the rules applying to meetings and resolutions of directors

apply, so far as they can and with such changes as are necessary, to meetings and resolutions of the advisory panel.

- (h) notwithstanding that the advisory panel may make recommendations to the directors in relation to matters put to it, the members of the advisory panel shall not be directors or officers of the company and shall not be treated as such for any purpose and no member of the advisory panel:
 - (1) is entitled to attend any meeting of directors except by the invitation and with the consent of the directors; or
 - (2) is entitled to vote at any meeting of directors.
 - (3) shall have any of the rights or obligations of directors under this constitution or the Corporations Act
- (i) it shall be a term of the appointment of each member of the advisory panel that the company shall have an absolute right to use any intellectual property contained in any recommendation of the advisory panel for any purpose whatsoever without any liability to make any payment of any kind to any member of the advisory panel other than as may have been agreed at the time of appointment of that member of the advisory panel, and to the extent necessary to give effect to this provision, it shall be a term of the appointment of each member of the advisory panel that each such member shall grant a licence to the company to use any such intellectual property contributed or invented or owned by that member.

8.17 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) Acceptance of such a delegation may, if the directors so resolve, be treated as an extra service or special exertion performed by the delegate for the purposes of rule 8.3(e).

8.18 Validity of acts

An act done by a person acting as a director or by a meeting of directors or a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the directors or committee (as the case may be) when the act was done.

9 Executive officers

9.1 Managing directors

- (a) The directors may appoint one or more of the directors to the office of managing director.
- (b) A managing director's appointment as managing director automatically terminates if the managing director ceases to be a director.

9.2 Deputy managing directors

- (a) The directors may appoint one or more of the directors to the office of deputy managing director.
- (b) A deputy managing director's appointment as deputy managing director automatically terminates if the deputy managing director ceases to be a director.

9.3 Executive directors

- (a) A reference in this rule 9.3 to an executive director is a reference to a director who is also an officer of the company or of a related body corporate in a capacity other than director, managing director or deputy managing director.
- (b) The directors may confer on an executive director such title as they think fit.
- (c) An executive director may be appointed on the basis that the executive director's appointment:
 - (1) as a director automatically terminates if the executive director ceases to be an officer of the company or of a related body corporate in a capacity other than director; or
 - (2) as an officer of the company or of a related body corporate in a capacity other than director automatically terminates if the executive director ceases to be a director.

9.4 Associate directors

- (a) The directors may appoint one or more associate directors.
- (b) The directors may confer on an associate director such title as they think fit.
- (c) Even though the word "director" may appear in an associate director's title, an associate director is not to be taken to be a director of the company and is not entitled:
 - (1) to attend any meeting of directors except by the invitation and with the consent of the directors; or
 - (2) to vote at any meeting of directors.

9.5 Secretaries

- (a) The directors must appoint at least one secretary and may appoint additional secretaries.
- (b) The directors may appoint one or more assistant secretaries.

9.6 Provisions applicable to all executive officers

- (a) A reference in this rule 9.6 to an executive officer is a reference to a managing director, deputy managing director, executive director, associate director, secretary or assistant secretary appointed under this rule 9.
- (b) The appointment of an executive officer may be for such period, at such remuneration and upon such conditions as the directors think fit.
- (c) The remuneration payable by the company to an executive officer who is also a director must not include a commission on, or percentage of, operating revenue.
- (d) Subject to any contract between the company and the relevant executive officer, any executive officer of the company may be removed or dismissed by the directors at any time, with or without cause.
- (e) The directors may:
 - (1) confer on an executive officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) as they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on the executive officer.
- (f) An executive officer is not required to hold any shares to qualify for appointment.
- (g) An act done by a person acting as an executive officer is not invalidated by reason only of:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer,if that circumstance was not known by the person when the act was done.

10 Indemnity and insurance

10.1 Persons to whom rules 10.2 and 10.4 apply

Rules 10.2 and 10.4 apply:

- (a) to each person who is or has been a director, alternate director or executive officer (within the meaning of rule 9.6(a) of the company;

- (b) to such other officers or former officers of the company or of its related bodies corporate as the directors in each case determine.

10.2 Indemnity

The company must

- (a) indemnify; and
- (b) if requested by a person to whom this rule 10.2 applies enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law, each person to whom this rule 10.2 applies for all losses or liabilities incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Corporations Act.

10.3 Extent of indemnity

The indemnity in rule 10.2:

- (a) is a continuing obligation and is enforceable by a person to whom rule 10.2 applies even though that person may have ceased to be an officer of the company or of a related body corporate;
- (b) operates only to the extent that the loss or liability is not covered by insurance.

10.4 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for any person to whom this rule 10.4 applies against any liability incurred by the person as an officer of the company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

10.5 Savings

Nothing in rule 10.2 or 10.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the company to indemnify or provide insurance for any person to whom those rules do not apply.

11 Winding up

11.1 Distribution of surplus

Subject to this constitution and to the rights or restrictions attached to any shares:

- (a) if the company is wound up and the property of the company is more than sufficient:
 - (1) to pay all of the debts and liabilities of the company; and
 - (2) the costs, charges and expenses of the winding up,the excess must be divided among the members in proportion to the number of shares held by them, irrespective of the amounts paid or credited as paid on the shares;
- (b) for the purpose of calculating the excess referred to in rule 11.1(a), any amount unpaid on a share is to be treated as property of the company;
- (c) the amount of the excess that would otherwise be distributed to the holder of a partly paid share under rule 11.1(a) must be reduced by the amount unpaid on that share at the date of the distribution; and
- (d) if the effect of the reduction under rule 11.1(c) would be to reduce the distribution to the holder of a partly paid share to a negative amount, the holder must contribute that amount to the company.

11.2 Division of property

- (a) If the company is wound up, the liquidator may, with the sanction of a special resolution:
 - (1) divide among the members the whole or any part of the property of the company; and
 - (2) determine how the division is to be carried out as between the members.
- (b) Any division under rule 11.2(a) may be otherwise than in accordance with the legal rights of the members.
- (c) Where a division under rule 11.2(a) is otherwise than in accordance with the legal rights of the members, a member is entitled to dissent and to exercise the same rights as if the special resolution sanctioning that division were a special resolution passed under section 507 of the Corporations Act.
- (d) If any of the property to be divided under rule 11.2(a) includes shares with a liability to calls, any person entitled under the division to any of the shares may within 10 days after the passing of the special resolution referred to in that rule, by notice in writing direct the liquidator to sell the person's proportion of the shares and to account for the net proceeds and the liquidator must, if practicable, act accordingly.

- (e) Nothing in this rule 11.2 derogates from or affects any right to exercise any statutory or other power which would have existed if this rule were omitted.
- (f) Rule 4.3 applies, so far as it can and with such changes as are necessary, to a division by a liquidator under rule 11.2(a) as if references in rule 4.3 to the directors and to a distribution or capitalisation were references to the liquidator and to the division under rule 11.2(a) respectively.

12 Minutes and records

12.1 Minutes of meetings

- (a) The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of directors (including committees of directors) are recorded in books kept for the purpose, within 1 month after the relevant meeting is held.
- (b) The directors must ensure that the company records in the minutes of a meeting in respect of each resolution in the notice of meeting;
 - (1) the total number of proxy votes exercisable by all validly appointed proxies; and
 - (2) how many proxy votes were for, against or abstained from the resolution or were to vote at the proxy's discretion.
- (c) If a poll is taken on the resolution, in addition to the information in rules 12.1(b)(1) and (2), the minutes must also record the total number of votes cast on the poll, and the number of votes for, against and abstaining from the resolution.

12.2 Minutes of resolutions passed without a meeting

The directors must ensure minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for that purpose within 1 month after the resolution is passed.

12.3 Signing of minutes

- (a) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.
- (b) The minutes of the passing of a resolution without a meeting must be signed by a director within a reasonable time after the resolution is passed.

12.4 Minutes as evidence

A minute that is recorded and signed under rules 12.1, 12.2 and 12.3 is evidence of the proceeding or resolution to which it relates unless the contrary is proved.

12.5 Inspection of records

- (a) The directors must ensure the minute books for general meetings are open for inspection by members free of charge.
- (b) Subject to rule 12.5(a) the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them will be open to the inspection of members (other than directors).
- (c) A member (other than a director) does not have the right to inspect any books, records or documents of the company except as provided by law or authorised by the directors.

13 Execution of documents

13.1 Manner of execution

The company may execute a document if the document is signed or executed:

- (a) by 2 directors; or
- (b) by a director and a secretary.
- (c) by an attorney, in accordance with a power of attorney granted by the company;
- (d) in any manner authorised by resolution of the directors.

13.2 Common seal

The company may have a common seal. If the company has a common seal, rules 13.3 to 13.3 inclusive will apply.

13.3 Safe custody of seal

The directors must provide for the safe custody of the seal.

13.4 Use of seal

- (a) The seal must be used only by the authority of the directors or of a committee of the directors authorised by the directors to authorise the use of the seal.
- (b) The authority to use the seal may be given before or after the seal is used.
- (c) Subject to rule 13.3 and until the directors otherwise determine, every document to which the seal is fixed must be signed by:
 - (1) two directors;
 - (2) a director and a secretary; or
 - (3) a director and another person appointed by the directors to countersign that document or a class of documents in which that document is included.

13.5 Seal register

- (a) The company may keep a seal register. If the company does keep a seal register the company must enter in the register particulars of any document on which the seal is fixed (other than a certificate for shares of the company), giving in each case:
 - (1) the date of the document;
 - (2) the names of the parties to the document;
 - (3) a short description of the document; and
 - (4) the names of the persons signing the document under rule 13.4(c).
- (b) The register must be produced at meetings of directors for confirmation of the use of the seal since confirmation was last given under this rule 13.5.
- (c) Failure to comply with rules 13.5(a) or (b) does not invalidate any document to which the seal is properly fixed.

13.6 Duplicate seal

- (a) The company may have one or more duplicate seals for use in place of its common seal outside the state or territory where its common seal is kept. Each duplicate seal must be a facsimile of the common seal of the company with the addition on its face of the words “duplicate seal” and the name of the place where it is to be used.
- (b) A document sealed with a duplicate seal is to be taken as having been sealed with the common seal of the company.

14 Notices

14.1 Notices by the company to members

- (a) Save as otherwise provided herein, a notice may be given by the company to a member:
 - (1) by serving it personally at, or by sending it by post in a prepaid envelope posted with Australia Post to, the member’s address as shown in the register of members or by sending it to such other address, fax number or electronic address the member has supplied to the company for the giving of notices; or,
 - (2) if:
 - (A) the member does not have a registered address; or
 - (B) the member’s registered address is at the registered office of the company; or
 - (C) the company has bona fide reason to believe that a member is not known at the member’s address as shown in the register of members and has not supplied another address to the company for the giving of notices;

by exhibiting it at the registered office of the company. For this purpose a single copy of any such notice and any accompanying documents exhibited at the registered office of the company will be deemed service on each such member notwithstanding that such notice is not addressed to any member referred to in this rule.

(b) Where:

- (A) the company has previously despatched items of postage to a member at the member's address as shown in the register of members; and,
- (B) such items of postage have been returned by Australia Post to the company or the company's share registrar marked "not known at this address" or to like effect; and,
- (C) the company's share registrar has entered a note in the share register against the name of the member that the member's address is "unknown" or to like effect; and,
- (D) the member has not supplied another address to the company for the giving of notices;

then the company will be deemed to have bona fide reason to believe that a member is not known at the member's address as set out in the register and each such member will be deemed to have been served with a copy of such notice and all documents accompanying such notice by the exhibiting of the single copy of the notice and accompanying documents at the registered office of the company in accordance with rule 14.1(a)(2).

- (c) In relation to each such member referred to in rule 14.1(b), all future notices and documents may be served on such member in the manner set out in accordance with rule 14.1(a)(2) unless otherwise mandatorily required by the Corporations Act, the Listing Rules or any other applicable legislation or law.
- (d) Where before the date of the meeting at which this constitution was adopted, company's share registrar has entered a note in the share register against the name of the member that the member's address is "unknown" or to like effect, then such note shall be deemed, for all purposes, to have been entered in the share register in accordance with the requirements of rule 14.1(a)(2).
- (e) A notice may be given by the company to the joint holders of a share by giving the notice in the manner authorised by rules 14.1 (a) or (c) to the joint holder first named in the register of members in respect of the share.
- (f) A notice may be given by the company to a person entitled to a share as a result of a transmission event by serving it or sending it in the manner authorised by rule 14.1(a)(1) addressed to the name or title of the person, at or to such address, fax number or electronic address supplied to the company for the giving of notices to that person, or if no address, fax number or electronic address has been supplied, at or to

the address, fax number or electronic address to which the notice might have been sent if the relevant transmission event had not occurred.

- (g) The fact that a person has supplied a fax number or an electronic address for the giving of notices does not require the company to give any notice to that person by fax or electronic means.
- (h) A notice given to a member in accordance with rules 14.1(a) or 14.1(c) is, despite the occurrence of a transmission event and whether or not the company has notice of that occurrence:
 - (1) duly given in respect of any shares registered in that person's name, whether solely or jointly with another person; and
 - (2) sufficient service on any person entitled to the shares as a result of the transmission event.
- (i) A notice given to a person who is entitled to a share as a result of a transmission event is sufficient service on the member in whose name the share is registered.
- (j) Any person who, because of a transfer of shares, becomes entitled to any shares registered in the name of a member is bound by every notice which, before that person's name and address is entered in the register of members in respect of those shares, is given to the member in accordance with this rule 14.1.
- (k) A signature to any notice given by the company to a member under this rule 14.1 may be in writing or a facsimile printed or affixed by some mechanical or other means.
- (l) A certificate signed by a director or secretary of the company to the effect that a notice has been given in accordance with this constitution is conclusive evidence of that fact.

14.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the company to any director or alternate director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's or alternate director's usual residential or business address, or such other address, or by sending it to the fax number or electronic address, as the director or alternate director has supplied to the company for the giving of notices.

14.3 Notices by members or directors to the company

Subject to this constitution, a notice may be given by a member, director or alternate director to the company by serving it on the company at, or by sending it by post in a prepaid envelope to, the registered office of the company or by sending it to the principal fax number or principal electronic address of the company at its registered office.

14.4 Notices posted to addresses outside the Commonwealth

A notice sent by post to an address outside the Commonwealth must be sent by airmail, fax or in another way that ensures it is received quickly.

14.5 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
 - (1) in the case of a notice of a general meeting, including any meeting convened by order of any court, on the day after the date of its posting; or
 - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax or electronic means, service of the notice is to be taken to be effected on the day after the date it is sent.
- (c) Where the company gives a notice under rule 14.1(a)(2) by exhibiting it at the registered office of the company, service of the notice is to be taken to be effected when the notice was first so exhibited.

14.6 Other communications and documents

Rules 14.1 to 14.5 (inclusive) apply, so far as they can and with such changes as are necessary, to the service of any communication or document.

14.7 Notices in writing

A reference in this constitution to a notice in writing includes a notice given by fax or electronic means.

15 General

15.1 Submission to jurisdiction

Each member submits to the non-exclusive jurisdiction of the Supreme Court of the State or Territory in which the company is registered, the Federal Court of Australia and the Courts which may hear appeals from those Courts.

15.2 Prohibition and enforceability

- (a) Any provision of, or the application of any provision of, this constitution which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (b) Any provision of, or the application of any provision of, this constitution which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place or of the remaining provisions in that or any other place.