

Australian Securities & Investments Commission

A Company Limited By Shares

Constitution

Of

R C Lloyd Pty Limited
A.C.N. 131 828 941



Certificate of Registration of a Company

This is to certify that

R C LLOYD PTY LIMITED

Australian Company Number 131 828 941

is a registered company under the Corporations Act 2001 and
is taken to be registered in New South Wales.

The company **is limited by shares.**

The company is a **proprietary** company.

The day of commencement of registration is
the twenty-fourth day of June 2008.

Issued by the
Australian Securities and Investments Commission
on this twenty-fourth day of June, 2008.



Anthony Michael D'Aloisio
Chairman



CERTIFICATE

Corporations Act 2001

A Company Limited by shares

Constitution of

R C Lloyd Pty Limited

1. This is the Constitution of the company.

Interpretation

2. (a) "the Act" or "the Corporations Act" means the Corporations Act 2001 or any act that amends or replaces it.

(b) The rules in this Constitution apply to the company and to the extent that the replaceable rules from time to time contained in the Corporations Act apply to the company, the replaceable rules are modified as expressly provided in this Constitution.

(c) Except in so far as the contrary intention appears, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

Objects

3. The objects for which the Company is established are:
 - (a) To act solely as Trustee of any regulated superannuation fund within the meaning of section 19 of the Superannuation Industry (Supervision) Act 1993 and to do all such acts, matters or things incidental or conducive to this object.
 - (b) To the extent which it is incidental or conducive to the objects referred to in rule (a) and subject to that rule, to undertake and execute as Trustee the trusts of any regulated superannuation fund and for such purposes to take and acquire any real or personal property and to hold and administer and otherwise deal with the same upon such trusts and to exercise, carry out and perform all or any of the powers, authorities and discretions thereby conferred or implied.
 - (c) To the extent to which they are incidental or conducive to the objects referred to in rule (a) and subject to that rule, to carry out and perform all or any of the powers, authorities and discretions given to or conferred upon the Trustee by law.

Distribution to Members Prohibited

4. Despite anything contained in this Constitution, and in the Corporations Act, the income and property of the company is prohibited from being distributed among members of the company.
5. Despite anything contained in this Constitution, and in the Corporations Act, if upon the winding-up or dissolution of the company there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other company or companies or institution or institutions having objects similar to the objects of the company and whose Constitution prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the company by virtue of this Constitution, such company or companies, institution or institutions to be determined by the members of the company at or before the time of the dissolution and in default of this by application to the appropriate Court for

Agreement

I / We, the undersigned, agree to this Constitution.

Signed by all members on: 20/06/08

Signed:

Lloyd, Robin Crago

Replaceable Rules

Directors

1. **201G Company may appoint a director** (replaceable rule - see section 135).

A company may appoint a person as a director by resolution passed in general meeting.

2. **201H Directors may appoint other directors** (replaceable rule - see section 135).

Appointment by other directors:

- (1) The directors of a company may appoint a person as a director. A person can be appointed as a director in order to make up a quorum for a directors' meeting even if the total number of directors of the company is not enough to make up that quorum.

Proprietary company - confirmation by meeting within 2 months:

- (2) If a person is appointed by the other directors as a director of a proprietary company, the company must confirm the appointment by resolution within 2 months after the appointment is made. If the appointment is not confirmed, the person ceases to be a director of the company at the end of those 2 months.

Public company - confirmation by next AGM:

- (3) If a person is appointed by the other directors as a director of a public company, the company must confirm the appointment by resolution at the company's next AGM. If the appointment is not confirmed, the person ceases to be a director of the company at the end of the AGM.

3. **201J Appointment of managing directors** (replaceable rule - see section 135)

The directors of a company may appoint 1 or more of themselves to the office of managing director of the company for the period, and on the terms (including as to remuneration), as the directors see fit.

4. **201K Alternate directors** (replaceable rule - see section 135)

Appointment:

- (1) With the other directors' approval, a director may appoint an alternate to exercise some or all of the director's powers for a specified period.

Notice of meetings:

- (2) If the appointing director requests the company to give the alternate notice of directors' meetings, the company must do so.

Exercise of Powers:

- (3) When an alternate exercises the director's powers, the exercise of the power is just as effective as if the powers were exercised by the director.

Termination of appointment:

- (4) The appointing director may terminate the alternate's appointment at any time.

Requirement of writing:

- (5) An appointment or its termination must be in writing. A copy must be given to the company.

10. 203A Director may resign by giving written notice to company (replaceable rule - see section 135)

A director of a company may resign as a director of the company by giving a written notice of resignation to the company at its registered office.

11. 194 Voting and completion of transactions - directors of proprietary companies (replaceable rule - see section 135)

If a director of a proprietary company has a material personal interest in a matter that relates to the affairs of the company and:

- (a) under section 191 the director discloses the nature and extent of the interest and its relation to the affairs of the company at a meeting of the directors; or
- (b) the interest is one that does not need to be disclosed under section 191; then
- (c) the director may vote on matters that relate to the interest; and
- (d) any transactions that relate to the interest may proceed; and
- (e) the director may retain benefits under the transaction even though the director has the interest; and
- (f) the company cannot avoid the transaction merely because of the existence of the interest.

If disclosure is required under section 191, paragraphs (e) and (f) apply only if the disclosure is made before the transaction is entered into.

Note: A director may need to give notice to the other directors if the director has a material personal interest in a matter relating to the affairs of the company (see section 191).

12. 202A Remuneration of directors (replaceable rule - see section 135)

Determined by resolution:

- (1) The directors of a company are to be paid the remuneration that the company determines by resolution.

Note: Chapter 2E makes special provision for the payment of remuneration to the directors of public companies.

Travelling and other expenses:

- (2) The company may also pay the directors' travelling and other expenses that they properly incur:
 - (a) in attending directors' meetings or any meetings of committees of directors; and
 - (b) in attending any general meetings of the company; and
 - (c) in connection with the company's business.

Director Resolutions

13. 248A Circulating resolutions of companies with more than 1 director (replaceable rule-see section 135)

Resolutions

- (1) The directors of a company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Meetings of Members

18. 249C Calling of meetings of members by a director (replaceable rule - see section 135)

A director may call a meeting of the company's members.

19. 249J(2) Notice to joint members (replaceable rule - see section 135)

Notice to joint members must be given to the joint member named first in the register of members.

20. 249J(4) When notice by post or fax is given (replaceable rule - see section 135)

A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

21. 249M Notice of adjourned meetings (replaceable rule - see section 135)

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.

22. 249T Quorum (replaceable rule - see section 135)

2 members:

(1) The quorum for a meeting of a company's members is 2 members and the quorum must be present at all times during the meeting.

Note: For single member companies, see section 249B.

Determination of existence of quorum:

(2) In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. However, if a member has appointed more than 1 proxy or representative, count only 1 of them. If an individual is attending both as a member and as a proxy or body corporate representative, count them only once.

Note 1: For rights to appoint proxies, see section 249X.

Note 2: For body corporate representatives, see section 250D.

Meeting to be adjourned if no quorum present within 30 minutes:

(3) A meeting of the company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 or more of those things, the meeting is adjourned to:

- (a) if the date is not specified-the same day in the next week; and
- (b) if the time is not specified-the same time; and
- (c) if the place is not specified-the same place.

Where no quorum present at resumed meeting:

(4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

- (a) the appointing member dies; or
- (b) the member is mentally incapacitated; or
- (c) the member revokes the proxy's appointment; or
- (d) the member revokes the authority under which the proxy was appointed by a third party; or
- (e) the member transfers the share in respect of which the proxy was given.

Note: A proxy's authority to vote is suspended while the member is present at the meeting (see subsection 249Y(3)).

27. 250E How many votes a member has (replaceable rule - see section 135)

Company with share capital

- (1) Subject to any rights or restrictions attached to any class of shares, at a meeting of members of a company with a share capital:
 - (a) on a show of hands, each member has 1 vote; and
 - (b) on a poll, each member has 1 vote for each share they hold.

Note: Unless otherwise specified in the appointment, a body corporate representative has all the powers that a body corporate has as a member (including the power to vote on a show of hands).

Company without share capital

- (2) Each member of a company that does not have a share capital has 1 vote, both on a show of hands and a poll.

Chair's casting vote

- (3) The chair has a casting vote, and also, if they are a member, any vote they have in their capacity as a member.

Note 1: The chair may be precluded from voting, for example, by a conflict of interest.

Note 2: For rights to appoint proxies, see section 249X.

28. 250F Jointly held shares (replaceable rule - see section 135)

If a share is held jointly and more than 1 member votes in respect of that share, only the vote of the member whose name appears first in the register of members counts.

29. 250G Objections to right to vote (replaceable rule - see section 135)

A challenge to a right to vote at a meeting of a company's members:

- (a) may only be made at the meeting; and
- (b) must be determined by the chair, whose decision is final.

30. 250J How voting is carried out (replaceable rule - see section 135)

Show of hands:

- (1) A resolution put to the vote at a meeting of a company's members must be decided on a show of hands unless a poll is demanded.

Proxy votes to be identified:

- (1A) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

Exemption to compliance with subs (1):

(4) The company may by resolution passed at a general meeting authorise the directors to make a particular issue of shares without complying with subsection (1).

35. 254U Other provisions about paying dividends (replaceable rule - see section 135)

Amount, time and method of payment:

(1) The directors may determine that a dividend is payable and fix:

- (a) the amount; and
- (b) the time for payment; and
- (c) the method of payment.

The methods of payment may include the payment of cash, the issue of shares, the grant of options and the transfer of assets.

Interest:

(2) Interest is not payable on a dividend.

36. 254W(2) Shares in proprietary companies (replaceable rule - see section 135)

Subject to the terms on which shares in a proprietary company are on issue, the directors may pay dividends as they see fit.

Transfer of shares

37. 1072A Transmission of shares on death (replaceable rule - see section 135)

If shares not held jointly:

(1) If a shareholder who does not own shares jointly dies, the company will recognise only the personal representative of the deceased shareholder as being entitled to the deceased shareholder's interest in the shares.

Where information given by personal representative re entitlement:

(2) If the personal representative gives the directors the information they reasonably require to establish the representative's entitlement to be registered as holder of the shares:

- (a) the personal representative may:
 - (i) by giving a written and signed notice to the company, elect to be registered as the holder of the shares; or
 - (ii) by giving a completed transfer form to the company, transfer the shares to another person; and
- (b) the personal representative is entitled, whether or not registered as the holder of the shares, to the same rights as the deceased shareholder.

Election:

(3) On receiving an election under subparagraph (2)(a)(i), the company must register the personal representative as the holder of the shares.

40. 1072F Registration of transfers (replaceable rule - see section 135)

Transferor to remain holder until registration:

(1) A person transferring shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register of members in respect of the shares.

Circumstances where registration required:

- (2) The directors are not required to register a transfer of shares in the company unless:
- (a) the transfer and any share certificate have been lodged at the company's registered office; and
 - (b) any fee payable on registration of the transfer has been paid; and
 - (c) the directors have been given any further information they reasonably require to establish the right of the person transferring the shares to make the transfer.

Refusal of registration:

- (3) The directors may refuse to register a transfer of shares in the company if:
- (a) the shares are not fully-paid; or
 - (b) the company has a lien on the shares.

Suspension of registration:

(4) The directors may suspend registration of transfers of shares in the company at the times and for the periods they determine. The periods of suspension must not exceed 30 days in any 1 calendar year.

41. 1072G Additional general discretion for directors of proprietary companies to refuse to register transfers (replaceable rule - see section 135)

The directors of a proprietary company may refuse to register a transfer of shares in the company for any reason.

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