

**THE CONSTITUTION  
OF  
THORP INVESTMENTS AUSTRALIA PTY LTD  
ACN: 661 075 056**

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Corporations Act 2001  
A Company Limited by Shares  
**THE CONSTITUTION OF**  
**THORP INVESTMENTS AUSTRALIA PTY LTD**  
**ACN: 661 075 056**

This Constitution is dated 19/07/2022

**Definitions and interpretation**

1. (a) Definitions

"Alternate Director" means person made an Alternate Director under these Articles.

"Appointing Director" means a Director who appoints an Alternate Director under these Articles.

"Articles" means the articles of this Constitution.

"Board" means the Directors of the Company.

"Cash" includes cheques, bank cheques and bank drafts.

"Chairman" means a Director or other person appointed to chair a meeting under these Articles.

"Company" means this company.

"Constitution" means the Company's Constitution as originally adopted and as amended from time to time.

"Corporation" means a "Corporation" as defined in the Law.

"Directors" means all or any of the directors of the Company.

"Dividend" means any payment out of the Company's profits including a liquidator's dividend.

"Law" means the Corporations Act 2001 (Cwth) as currently enacted and as amended from time to time.

"Managing Director" has the meaning given in these Articles.

"Member" means a Shareholder and or a Director of the Company.

"Minute" means a minute referred to in these Articles.

"Paid" includes credited as paid.

"Proprietary Company" has the meaning given in the Law.

"Replaceable Rules" has the meaning given under the Law.

"Register" means the register of members of the Company.

"Regulated Self-Managed Superannuation Fund" means a superannuation fund which has elected to be a regulated fund for the purposes of the Income Tax Assessment Act 1936 and/or 1997 and otherwise qualifies as a complying self-managed superannuation fund under the Superannuation Industry (Supervision) Act 1993.

"Related Company" has the meaning given in the Law.

"Seal" means the common seal of the Company.

"Shareholder" means a person who owns Shares in the Company.

"Shares" means Shares issued by the Company and any options, rights, or other entitlements in respect of those Shares recognised under the Law.

"Secretary" means the secretary of the Company.

"Small Proprietary Company" has the meaning given in the Law.

"Special Resolution" has the meaning given in the Law.

"State" means the state the Company is incorporated in.

"Subscribers" means the original Members under the Law.

"Subsidiary" means any company which is a subsidiary of the Company under the Law.

- (b) Words denoting the singular shall include the plural and vice versa.
- (c) Words denoting the male gender shall include the female gender and vice versa.
- (d) Any reference to a discretion or a discretionary power, including the use of the word "may" in reference to the Directors, shall be read as giving the Directors the widest possible absolute and unfettered discretion.
- (e) Captions and indexes shall not affect the interpretation or construction of any words used in the Articles.
- (f) The terms "including" and "in particular" shall not imply any limitation on the scope of the preceding materials.
- (g) The terms "in writing" and "written" include electronic and computer records and any other form of record recognised under the Law or any other relevant law.
- (h) Words or expressions used in this Constitution will as far as possible be given the same meaning as they have under the Law or the meaning that similar words or expressions intended to convey the same meaning have under the Law.
- (i) Words denoting the past tense shall include the future tense and the present tense and vice versa.

### **Replacable Rules**

2. The provisions in the Law dealing with Replaceable Rules shall not apply to the Company except where they are specifically included in the Constitution or where to do so is required to give efficacy to the Constitution or to comply with the Law.

### **Nature of the Company**

3. The Company is a Proprietary Company. The Company is limited by Shares. The number of Members of the Company may not be more than fifty non-employee Shareholders. Joint Shareholders count as one Shareholder for the purposes of this Article.
4. The Company cannot do anything that would require a prospectus or a similar document to be issued under the Law or any other law applying to the Company.
5. The Shares in the Company cannot be transferred except as provided for in these Articles.
6. The Company cannot have more Members than the Company is permitted to have under the Law.
7. The Company cannot do any act or thing which would breach the Law and any provision in these Articles which purports to permit the Company to do any act or thing that would breach the Law or is otherwise inconsistent with the Law shall be ineffective and shall be deemed to be deleted from these Articles to the extent of that inconsistency.

### **Capital of the Company**

8. The nominal capital of the Company shall be 10,000,000 \$1.00 ordinary shares or as otherwise determined by the Directors in writing from time to time.
9. The nominal capital of the Company shall not exceed any amount as specified in the Law.
10. The Directors may specify that the nominal capital shall be allocated to different classes of shares. Each class of Shares shall have the rights and conditions in regard to dividends, voting rights, the return of capital or such other matters determined by the Directors and provided for in these Articles and these rights and conditions may be varied by the Directors by special resolution.

### **Rights and conditions of issue of Shares**

11. The Shareholders including any Shareholders who hold a special class of shares may:
  - (a) receive notice of, attend and vote at all General Meetings and any other meeting conducted by the Company;
  - (b) receive Dividends; and
  - (c) enjoy any other right applying to Shareholders under the Constitution or the Law;

under these Articles and any special conditions, restrictions or privileges that may be endorsed in writing on the Shares on the instructions of the Board at the time the Shares are issued provided that to do so does not breach the Law.

### **Redeemable preference Shares**

12. Any redeemable preference Shares shall be redeemed on the date specified by the Directors at the time the shares are issued or such other date as may be determined under the Law.
13. The amount paid to the redeemable preference Shareholders on redemption shall include the original amount subscribed for the Shares, any premium paid on subscription, any accrued dividends as determined by the Directors and any other amount required under the Law.
14. Redeemable Shares may be issued with such special conditions as the Directors may determine including:
  - (a) repayment of capital;
  - (b) participation in surplus assets and profits;
  - (c) dividends, including cumulative dividends;
  - (d) attendance at meetings of Directors;
  - (e) voting rights; and
  - (f) priority of payment should the Company be liquidated.

### **Employee Class Shares**

15. The Employee Class Shareholders shall:
  - (a) receive dividends as determined by the Directors;
  - (b) hold their Shares subject to any special terms and conditions imposed by the Directors and annotated on the Shares by the Directors whether connected to the terms of their employment or otherwise; and
  - (c) forfeit the Employee Class Shares on ceasing to be an employee of the company or a related company on such terms and conditions as may be endorsed on the Shares on the instructions of the Board at the time the Shares are issued provided that to do so does not breach the Law.

### **Issue of Shares**

16. Subject to the Law and these Articles the Directors may issue Shares to such persons and on such conditions as they may determine. The Directors may refuse to issue Shares to any person and shall not be required to give any reasons for any such refusal.
17. The Shares allotted to the original subscribers shall be deemed to be duly issued by the Directors.
18. Subject to the Law, the Directors may issue Shares with any special privileges, rights or conditions as they may determine.

### **Register of Members**

19. The Shares of the Company shall be recorded in the "register of members" section of the Company's corporate register. This register shall include the names and address of each Shareholder, the number and type of Shares issued to each Shareholder, the details of any special privileges, rights or conditions that may attach to the Shares, the date the Shareholder acquired the Shares, any other information required by the Law and any other information specified by the Directors. In the case of joint ownership of Shares the Directors may record the Shares in the name of one owner or in

the names of all owners as they may determine. Where Shares are held on trust the Directors may record the ownership in the name of the legal owner and shall not be required to record the names of the equitable owner of the Shares.

### **Share certificates**

20. The Company shall issue share certificates to each Shareholder (or group of joint Shareholders) to record the issue or transfer of Shares to that Shareholder. The share certificate shall state the type of share issued and show the details of any special privilege, right or condition attached to the Shares and any other matters determined by the Directors. The certificates shall be signed by a director of the Company.
21. The Company may issue a replacement share certificate if requested to do so in writing by a Shareholder. The Company may ask the Shareholder for a signed statutory declaration explaining why the replacement share certificate is required or for an indemnity regarding costs and other claims and liabilities before it issues a replacement share certificate. If any such certificate is defaced worn out or lost it may upon proof thereof to the satisfaction of the Directors be renewed on payment of the prescribed amount. The Directors may refuse to renew a lost certificate unless a satisfactory indemnity is given to them.

### **Issue of Shares: miscellaneous**

22. Notwithstanding any other Article in this Constitution, no Member may receive a dividend or vote until the Member has given details of the Member's name and address to the Company to the satisfaction of the Directors and these details have been registered in the Register of Members.
23. The Company shall not issue Shares or recognise any purported transfer of Shares or similar transaction where to do so would breach the Law or any other law applying to the Company.
24. The Company shall not be required to recognise any person as holding a share on trust or under any nominee arrangement or similar arrangement except as required by the Law.
25. The Company is not required to recognise any person other than the legal owner of the share and is not required to recognise any person claiming a contingent interest in the Shares or any other interest in the Shares except as required by the Law.
26. Joint Shareholders shall hold the Shares as joint tenants except as specified or annotated on the share certificate. The Company shall only be required to forward notices to the first person whose name appears on the share certificate. Any joint Shareholder may give the Company a receipt for any dividend or return of capital.

### **Calls on uncalled capital**

27. A call on Shares will be deemed to be made at the time that the resolution of the Directors authorising that call is passed or at any other time determined in writing by the Directors.
28. Interest will be payable to the Company where a Shareholder is in default of any call made on the Shareholder's Shares or is otherwise in default of any obligation to pay any amount to the Company in connection with the issue of Shares in the Company. The interest rate shall be determined by the Directors and notified in writing to the Shareholder at the time the Shares are

issued or the time the Shareholder applies to be issued with Shares in the Company. Interest at a rate determined by the Directors may be paid where any Shareholder has paid to the Company an amount greater than any calls payable.

29. A statement duly made and served on the Shareholder by the Company as to the amounts called and uncalled on a Shareholder's Shares and the number and details of the Shares held by that Shareholder shall be conclusive proof of the matters contained in the statement, to the extent permitted by the Law.

### **Forfeiture of Shares**

30. If a member fails to pay any amount due to the Company in respect of Shares the Directors may serve a written notice on that Shareholder in such form as the Directors may determine. This notice shall require the Shareholder to pay such amount plus interest on the un-paid amount by a specified date not being less than thirty days from the date of the notice.
31. If payment is not made by the date specified in the notice under the preceding Article the Directors may resolve to direct that all or some of the Shares held by the Shareholder be forfeited in discharge of the debt or transferred to some other Shareholder provided that that other Shareholder pays to the Company all amounts owing to the Company in respect of those Shares and to do so does not breach the Law.
32. A resolution to direct the forfeiture of Shares shall be in addition to any other rights the Company may have against the Shareholder under these Articles or under the Law or any other relevant law and those rights remain valid after the forfeiture of the Shares.
33. The Company shall have a lien on all of its Shares and all unpaid dividends for all debts owed to the Company by the Shareholder who owns the Shares. The Directors may sell the Shares subject to the lien and apply the proceeds of sale to the debt owed to the Company provided that at least thirty days written notice of the Directors' intention to do so is given to the Shareholder.
34. Any excess funds available after the sale of the forfeited Shares shall be returned to the Shareholders by the Company after all costs incurred by the Company have been deducted by the Company.
35. The purchaser's title and rights to the Shares shall not be affected by any irregularity or invalidity in the transfer of the forfeited Shares except where required by the Law.
36. The Shareholders who held the forfeited Shares shall pay all costs connected to the forfeiture of the Shares including any legal costs incurred by the Company in connection with the forfeiture.
37. The Shareholders who held the forfeited Shares shall release and indemnify the Directors and the Company from all claims and actions relating to the forfeiture of the Shares and the sale of the forfeited Shares.

### **Transfer of Shares**

38. The Company's Shares may be transferred by the vendor and the purchaser completing and signing a share transfer form and forwarding that form to the Company or its nominee and complying with any other relevant provision in the Law.



39. Property in the Shares will not pass until all amounts due to be paid for the Shares are paid and the transfer is entered on the Register of Members and any other process for the transfer of property in shares under the Law or at general law is complied with.
40. The Directors must refuse to transfer and otherwise recognise any transfer of Shares where any amounts due to the vendor have not been paid. The Directors must not enter into any contract, acquire any assets or borrow any money from any person or amend this Constitution where any amounts due to a vendor are unpaid without the written consent of the vendor.
41. The executors of the estate of a deceased shareholder, other than a joint Shareholder, may be recognised by the Company as owning the Shares registered in the name of the deceased shareholder. Otherwise the surviving joint Shareholder will be recognised by the Company as owning the Shares.
42. If a Member becomes bankrupt the Directors may recognise the person claiming title to the Shares under the bankruptcy law as the owner of the Shares, but shall be under no obligation to do so.
43. The Company shall own the transfer forms and any other documents or records relating to the transfer of Shares and similar transactions whether in paper, electronic or other form.
44. The purchaser of the Shares shall not be entitled to any dividends from the Company or to exercise any other rights attached to the Shares until such time as the details of the purchaser and the details of the transfer of Shares are registered in the Register of Members and the vendor of the Shares is paid in full for the transfer of the Shares. The vendor of the Shares shall be entitled to all dividends up until that time.
45. The Company shall not charge a fee for recording the transfer of Shares or any other transaction relating to Shares.
46. The Company shall record the transfer of Shares in the Share register maintained for that purposes promptly upon receiving a duly completed share transfer form.
47. The share transfer form shall be in the usual form by the Company's accountant or any other written or electronic form acceptable to the Company.
48. The Directors may suspend the transfer of Shares at any time without being required to give any reason for doing so provided that so doing does not breach the Law.

#### **Increase in share capital**

49. The Company may by resolution increase its share capital by issuing new Shares on such terms and conditions as it determines provided that in doing so it does not breach the Law.
50. Shares issued by the Company shall be ordinary Shares unless the Directors resolve otherwise.
51. The Company may:
  - (a) consolidate its share capital in whole or in part in any way determined by the Directors and permitted under the Law;
  - (b) divide its share capital in whole or in part into Shares of a larger number than is stated in these Articles under the Law; and

- (c) cancel any Shares and reduce its authorised share capital by the amount of the cancelled Shares wherever it is permitted to do so under the Law and subject to any conditions provided for in the Law.
- 52. The Company may reduce its share capital, any capital redemption reserve fund or any share premium account or similar reserve or account provided that to do so does not breach the Law and the Directors have resolved in writing to do so.
- 53. Subject to Article 54 and Article 55, the Company may resolve to amend the rights and privileges attached to a class of Shares.
- 54. A resolution to amend the rights and privileges attached to a class of Shares must be ratified by a majority of more than 75% of that class of Shareholder at a general meeting of that class of Shareholder or as otherwise may be provided for in the Law.
- 55. The general meeting of the class of Shareholder shall be subject to the same rules as general meeting of Shareholders under these Articles or as otherwise may be provided for in the Law.
- 56. Subject to these Articles, the Law and any special terms and conditions set out at the time of issue, new Shares shall be deemed to form part of the original capital of the Company and shall be subject to these Articles.
- 57. Subject to these Articles and the Law, the Company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account and any similar reserve or account.

#### **Share buybacks**

- 58. The Company may buy and hold Shares and other securities in itself on such terms and conditions as the Directors may determine and as the Law permits.
- 59. The Company shall not buy or hold Shares or other securities in itself where to do so would breach the Law.

#### **Borrowing powers**

- 60. The Company may borrow for the purposes of the Company on such terms and conditions as the Directors see fit. Without limiting the generality of the foregoing the purposes of the borrowing may include the retirement or consolidation of any other borrowings or debts owed by the Company to any person, the acquisition of assets, the payment of any expenses incurred by the Company, the payment of taxation and the payment of dividends to Shareholders.
- 61. The Company may secure any borrowing on such conditions as the Directors see fit including the granting of a charge or a mortgage over any property or future property owned by the Company. The Company may grant a charge or a mortgage over any property or future property to secure a borrowing or any other financial accommodation of a Related Company, a Director, a Shareholder or any other person provided that to do so does not breach the Law.
- 62. The Company may issue debentures to Shareholders or any other persons on such terms and conditions as the Directors see fit provided that to do so does not breach the Law.

63. The Company shall comply with all laws relating to the granting or a mortgage or a charge and shall notify all persons who are required to be notified of such a mortgage or charge under the Law. The Company shall notify all Shareholders of any borrowings where it is required to do so under the Law.

### **General Meetings**

64. The Company may hold a general meeting as its annual general meeting each year. The notice calling the meeting shall comply with the Law and shall state the place and time of the meeting. The Company shall be deemed to have held an annual general meeting if it has held a general meeting which complies with all relevant provisions of the Law.
65. The Company may hold an extraordinary general meeting or any other type of meeting if the Directors so determine in writing or if the Shareholders require such a meeting under the Law.
66. The notice calling a meeting shall state the type of meeting and all relevant matters including:
- (a) the location of the meeting;
  - (b) the time of the meeting;
  - (c) in the case of special business, the general nature of the business to be transacted at the meeting; and
  - (d) any other relevant matters.
67. The notice calling an annual meeting or an extraordinary general meeting shall be given:
- (a) twenty one days before the meeting if a special resolution is proposed for the meeting; and
  - (b) fourteen days before the meeting in all other cases,
- except where all Members entitled to attend the meeting agree otherwise in writing and where to do so would not breach the Law.
68. The annual general meeting, if held, may consider and receive:
- (a) the profit and loss account;
  - (b) the balance sheet;
  - (c) the Directors' report;
  - (d) the Auditor's report; and
  - (e) any other matter stated in the notice calling the meeting.
69. Two Members, or if there is only one Member, one Member, shall comprise a quorum for an annual general meeting and an extraordinary general meeting. A Member may be represented by a proxy at any meeting.
70. A general meeting may be held by telephone or similar communication equipment provided that all Members meeting can hear each other at all times during the meeting. The location of the meeting shall be as agreed by the Members. Each Member must acknowledge his presence at the meeting at the start of the meeting before any business is conducted.

## **Quorum**

71. An annual general meeting or an extraordinary general meeting shall not be held unless a quorum is present.
72. The Chairperson of Directors may chair each annual general meeting or an extraordinary general meeting. If this is not possible or if the Chairperson does not attend a general meeting the other Directors may appoint another Director to be the Chairperson.
73. If a quorum is not present at an annual general meeting or an extraordinary general meeting the meeting shall be adjourned for seven days. If at such adjourned annual general meeting or an extraordinary general meeting a quorum is not present the meeting shall be dissolved.

## **Voting and resolutions**

74. Every resolution at a meeting shall be decided by a show of hands unless a Director demands a poll. In the case of an equality of votes the Chairperson shall have the casting vote in addition to the vote or votes to which he may be entitled as a Member.
75. A declaration by the Chairperson that a resolution has been carried or not carried by a particular majority shall be final. An entry recording this shall then be made and the record to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against such resolution.
76. If a poll is taken the conduct of the poll shall be as determined by the Chairperson. If there is a dispute regarding the outcome of the poll the Chairperson's determination shall be final and shall be recorded as a resolution in the records of the company.
77. The Chairperson may adjourn the meeting at any time. The adjourned meeting shall not consider business other than the business not completed at the original meeting.
78. On a vote of Members each Member shall be entitled to one vote except as provided otherwise under the special rights and privileges attached to the Member's Shares.
79. On a poll of Members each Member shall be entitled to one vote for each share the Member owns except as provided under the special rights and privileges attached to the Member's Shares.
80. A Member may appoint a proxy to represent the Member at a meeting. That proxy may exercise all rights that the Member would have exercised had that Member attended the meeting in person. The appointment of the proxy shall be advised in writing to the Company at least 48 hours before the meeting or such other period as may be agreed by the Directors.
81. Joint Shareholders shall be treated as a single person for the purpose of meetings.
82. A Member may not attend or vote at a meeting while any amounts are outstanding to the Company in respect of the Member's Shares except with the written consent of all other Members.

## **Special business**

83. The following matters are deemed to be special business:
- (a) the Company's annual accounts and financial statements, including its profit and loss account, its balance sheet, and any report related to the expected or actual financial performance of the Company;
  - (b) the Directors' reports, the Chairperson's report and the Auditor's report (if an auditor has been appointed);
  - (c) the election of Directors;
  - (d) the remuneration of Directors and the auditor (if an auditor has been appointed); and
  - (e) any other matter determined by the Directors in writing to comprise special business.
84. Business not specified in the preceding article to be special business shall be deemed to be general business.

## **Directors**

85. The Company may have up to ten directors or such other number of Directors as permitted by the Law.
86. The Company must have at least one Director at all times or such greater number of Directors as may be required by the Law.
87. All the Directors of the Company shall be natural persons.
88. A person may not be appointed as a Director or continue to hold office as a Director if that person is not able to be a director of a corporation under the Law.
89. The first Directors or Director of the Company shall be nominated by the subscribers.
90. The Directors may appoint any person as a Director either to fill a casual vacancy or as an addition to the Board.
91. By a resolution the Company may:
- (a) appoint a natural person to be a Director;
  - (b) increase or reduce the number of Directors; and
  - (c) end the appointment of a Director before the termination of that Director's term of office as a Director.
92. A person does not need to be a Shareholder to be a Director.
93. Directors may be remunerated as the Company determines.
94. The Company may acquire assets from Directors and other persons who owe it a fiduciary duty provided that an arm's length consideration is paid for the assets by the Company, the nature of the transaction is recorded in a resolution passed by the Directors at a General Meeting and to do so does not breach the Law.
95. A Director may have an interest in a contract or an arrangement with the Company. This is provided that the nature of the interest is recorded in a resolution passed by the Directors at a General Meeting and to do so does not breach the Law.

96. A Director may not do any act which a Director is not permitted to do under the Law and must do all things required to be done by a director under the Law to avoid a breach of the Law, provided that nothing in this clause prevents a Director acting in good faith in the best interests of another company where that other company owns all the shares in the Company.

#### **Disqualification of Directors**

97. A person may not act as a Director where to do so would breach the Law or any other law applying to the Company.
98. A person will cease to be a Director if that person:
- (a) dies;
  - (b) becomes unable to be a director of a corporation under the Law whether on account of age or otherwise;
  - (c) becomes bankrupt;
  - (d) is convicted of an indictable offence;
  - (e) ceases to be physically or mentally capable of acting as a Director and discharging the duties of a director under the Law or any other law applying to the Company; or
  - (f) is absent from the Directors' meetings for more than ninety days without the written consent of the other Directors or without having appointed an alternate Director.

#### **Director of a Related Company**

99. A Director may be a director or be otherwise interested in a Related Company. The Director shall not be required to account to the Company for any amounts paid to him in his capacity as a Director of the Related Company unless required to do so under the terms of the Director's engagement with the Related Company.

#### **Managing Director**

100. (a) The Directors may appoint a Director to be the Managing Director on such conditions as the Directors think fit.
- (b) The Managing Director's appointment shall terminate if for any reason the Managing Director ceases to be a Director.
  - (c) Any remuneration to be paid to the Managing Director may be in the form of salary, fringe benefits, superannuation, profit share, the issue of Shares, termination payments or such other form as the Directors may determine.
  - (d) The reasonable travelling costs and other costs incurred by the Managing Director may be paid for by the Company.
101. The Directors may grant a Managing Director any of the powers exercisable by the Directors.

#### **Powers of Directors**

102. The Directors may exercise all powers able to be exercised by a Director under the Law.

103. Without limiting the generality of the preceding Article, the Directors may:
- (a) exercise all of the powers of the Company in respect of borrowing money and securing the repayment of any borrowed money;
  - (b) execute a power of attorney to appoint any person to be the attorney or attorneys of the Company for such purposes, with such powers and on such terms and conditions as the Directors may determine;
  - (c) determine that cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company may be signed or otherwise executed by such persons and in such manner as the Directors may determine; and
  - (d) guarantee or underwrite the subscription of Shares or securities in the Company or a related company or any other company in which the Company has an interest.

#### **Minutes of meetings of Directors**

104. The Directors shall cause proper Minutes to be recorded in the Corporate Register showing:
- (a) the dates, times and locations of all Board meetings;
  - (b) the names of Directors present at each Board meeting;
  - (c) all appointments of Directors and other officers;
  - (d) all resolutions and proceedings of all Board meetings; and
  - (e) any other relevant matters.
105. Each Minute of each Board meeting shall be signed by the Chairperson. Once signed a Minute shall be conclusive evidence of the proceedings to which the Minute relates.

#### **Conduct of Directors' Meetings**

106. A Director may at any time serve notice on the Secretary to convene a Directors' meeting. Once the notice is served the Secretary must convene the Directors' Meeting.
107. The Directors may regulate their meetings as they think fit.
108. Matters arising at a Directors' meeting shall be determined by a majority of votes. Each Director shall have one vote.
109. An Alternate Director for one or more of the other Directors may give one vote on behalf of each Director whom he represents at the meeting and who is not personally present.
110. In the case of an equality of votes, the Chairperson of the Meeting, shall have an additional casting vote.
111. A Directors' meeting may be held by telephone or similar communication equipment provided that all directors meeting can hear each other at all times during the meeting. The location of the meeting shall be as agreed by the Directors. Each Director must acknowledge his presence at the meeting at the start of the meeting before any business is conducted.
112. Each Director shall have the right to so participate in any Directors' meeting. Each person so participating shall be deemed to be present in person at the meeting whether present in person or represented by a proxy.

113. The quorum for a Directors' meeting shall be two Directors except if there is only one Director, in which case the quorum for a Directors' meeting shall be one Director.
114. A meeting of the Directors at which a quorum is present may exercise the powers and discretions under these Articles.

#### **Chairperson of Directors**

115. The Directors may elect a Director to be Chairperson of the meeting or series of meetings. If no Chairperson is elected or if at any meeting the Chairperson is not present at a Directors' meeting within fifteen minutes of the start time the Directors present at the Directors' meeting may choose another Director to be the Chairperson of that Directors' meeting.

#### **Committee of Directors**

116. The Directors may delegate any of their powers to committees as they think fit. Any such committee observe any rules imposed on it by the Directors. The meetings of a committee of Directors shall be controlled by the Articles regulating meetings of Directors.
117. A decision or resolution of a Directors' meeting shall be effective notwithstanding that there may be an irregularity in the appointment of a Director present at that meeting.
118. A resolution in writing signed by all the Directors (or, in the case of a Proprietary Company with a single Director, a resolution in writing signed by the single Director) shall be as valid and effectual as if it had been passed at a meeting of the Directors.

#### **Alternate Directors**

119. A Director may appoint any person to be an Alternate Director for the purposes of these Articles provided that each other Director gives his prior consent in writing to this appointment and this appointment is not irrevocable.
120. An Alternate Director may act in the place of a Director who appointed the Alternate Director (the "Appointing Director") at all Directors meetings and shall generally have all the rights and responsibilities of the Appointing Director. Any act or thing done by the Alternate Director shall be deemed to be an act or thing done by the Appointing Director for the purposes of these Articles.
121. An Alternate Director is not an agent of the Appointing Director. An Alternate Director is an officer of the Company.
122. The appointment of an Alternate Director may not be irrevocable and may be terminated at any time by the Appointing Director.
123. A Director who appoints an Alternate Director must give written notice of this appointment to each other Director and the Secretary.

#### **Company Secretary**

124. The Directors shall appoint an appropriately qualified and experienced person to be the Secretary on such conditions as the Directors' may determine.
125. The Directors shall ensure that at least one person is properly appointed as Secretary at all times.
126. The Directors may revoke the appointment of any person as a Secretary at any time.



## **Common Seal**

127. The Directors may provide a Common Seal and if necessary any number of additional Common Seals for the Company and shall comply with all provisions of the Law relating to company seals.
128. The Company Seal shall only be used to seal a document in the presence of at least two directors or a director and a secretary or, if the Company has only one Director and one Secretary being the same person, then in the presence of that person.
129. Each document to be executed by the Company, whether with or without any Company Seal must be signed by two Directors or a Director and a Secretary or if the Company has only one Director and one Secretary being the same person, then by that person. If the Company Seal is applied to a document, the person(s) so signing the document must sign the document as a record of their witnessing the application of the Company Seal. The signature may be applied by facsimile or electronic means.
130. An appropriate record of each application of the Company Seal must be made by the Secretary in the Corporate Register.
131. The Company Seal may not be used without the specific authority of a Director properly authorised in writing by a resolution of the Board to use the Seal and each Director undertakes to only use the Common Seal for the appropriate purposes under this Constitution and the Law.

## **Inspection of Company documents**

132. A Member who is not a Director has no right to inspect any document or record of the Company except as required under the Law or as authorised by the Directors. Members who are Directors may inspect any document or record of the Company at any time and may make photocopies or otherwise copy these records as they may determine at their own cost.
133. The Directors may authorise a Member to inspect the documents and other records of the Company at any time.

## **Dividends**

134. The Directors may declare dividends to be paid for out of the profits of the Company including any reserves created or set aside for this purpose or otherwise provided that to do so does not breach the Law. All dividends declared must be paid to Members pro rata in accordance with their relative shareholdings, unless otherwise sanctioned by a unanimous resolution of Members.
135. The Directors shall not be required to pay a dividend in any circumstances except to comply with the specific terms of issue of any Shares or preference Shares or to comply with the Law.
136. The Directors may attach special conditions and terms to the payment of a dividend including terms and conditions relating to the time of payment of the dividend and the form of the dividend provided that to do so does not breach the Law.
137. The Directors may retain all or part of any dividend declared in respect of a share on which the Company has a lien or on which amounts are otherwise owed to the Company by the Shareholders or a related person. The Company may apply the amount retained against the amount owed on the Shares or any other amounts owed to the Company by the Shareholder provided that to do so does not breach the Law.

138. Dividends may be paid in Cash, in property or by the issue of Shares or other securities in the Company provided that to do so does not breach the Law. The Directors may give Shareholders or a class of Shareholders a choice as to how a dividend is to be paid provided that to do so does not breach the Law.
139. Any dividend may be paid by Cash sent by post to the registered address of the Shareholders or, in the case of joint Shareholders to the registered address of the first named joint Shareholder on the Register of Members or as the Shareholders may otherwise direct. The Company shall not be responsible for any loss suffered by a Shareholder as a result of a dividend sent by post not being delivered to the Shareholder. Dividends may be paid by electronic transfer to a bank account directed by the Shareholder.
140. The Directors may allow Shareholders or a class of Shareholders to reinvest dividends paid by the Company in new Shares in the Company on such terms and conditions as the Directors may determine provided that to do so does not breach the Law
141. The Company may require the Shareholders to give a receipt on payment of the dividend. Any joint Shareholder may give to the Company a receipt for the payment of the Dividend and such receipt shall be a valid discharge of all of the Company's obligations to each of the joint Shareholders.
142. Any dividend declared but not claimed after one year may be reinvested by the Directors provided that to do so does not breach the Law or any law relating to unclaimed monies.

#### **Creation of special reserves**

143. The Directors may by special resolution provide that amounts are to be set aside out of the profits of the Company to create or increase reserves of capital before declaring any dividend. These reserves may be created for any purpose nominated by the Directors and the Directors may invest these reserves as they see fit provided that to do so does not breach the Law.

#### **Accounts**

144. The Directors shall arrange for appropriate accounting and other financial records to be created and kept by the Company as required by the Law and by other laws including the income tax law governing the creation and retention of accounting and other financial records.
145. The Directors shall arrange for balance sheets, profit and loss accounts, directors' reports and other financial documents ("the Reports") to be created, kept and distributed by the Company as required by the Law and by other laws governing the creation, keeping and distribution of the Reports.

#### **Auditors**

146. The Company shall appoint an Auditor to audit its accounts and to do all other things required of an auditor under the Law where it is required to do so under the Law. The Company shall not be required to appoint an Auditor to do this where it is not required to do under the Law.
147. The remuneration and expenses paid to the Auditor by the Company shall be determined by the Board.

## Notices

148. A notice may be given by the Company to any Member by sending it by post or by facsimile transmission to the Member at the Member's registered address or to such other address supplied to the Company for the giving of notices or as otherwise required under the Law. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice. The notice shall be deemed to be effective the day after it is posted.
149. Notices may otherwise be sent as provided for by the Law or any other law relating to the giving of notice.
150. A notice may be given by the Company to joint Shareholders by sending the notice to the first named joint Shareholder.
151. Notice of every General Meeting shall only be required to be given to the following persons:
  - (a) every Member;
  - (b) in the case of a deceased Member, the deceased Member's legal personal representative;
  - (c) every person entitled to a Share after the death or bankruptcy of a member who but for his death or bankruptcy would be entitled to receive notice of the meeting;
  - (d) the Directors;
  - (e) the Auditor, if any; and
  - (f) any other relevant person.
152. A statement in writing by a Director that a notice has been given shall be conclusive evidence that the notice has been given.

## Winding up

153. The Directors may appoint a liquidator or other appropriately qualified person to wind up the Company.
154. If the Company is being wound up the liquidator may, on the instructions of a special resolution of the Company:
  - (a) divide the Company's assets between the Members in accordance with the Law and any terms and conditions applying to the issue of the Shares;
  - (b) value the Company's assets as the liquidator sees fit; and
  - (c) otherwise do all things necessary to complete the liquidation that are permitted by the Law.
155. The liquidator may vest all the Company's assets in a trust for the benefit of the Members.

### **Discovery**

156. No Member may require discovery of any information regarding the Company's trade secrets or other intellectual property that relates to the business of the Company or which the Directors believe should not be made available to a Member. No Director or any person claiming through a Director shall have any right or claim on any information regarding the Company's trade secrets or other intellectual property that relates to the business of the Company except as agreed in writing with the Company.

### **Obligation to maintain secrecy**

157. Every Director, Member, Shareholder, officer of the Company and Auditor shall keep secret all information regarding the Company except as is necessary to complete the duties of their office or as required by the Law or any other law relating to the disclosure of Company information.

### **Indemnity**

158. Every Director, employee, or officer or Auditor shall be indemnified out of the property of the Company against all liability incurred as a Director, employee, officer or Auditor in defending any legal proceedings in which judgement is given in that person's favour or in which that person is acquitted provided that to do so does not breach the Law.

### **Amendment**

159. These Articles may be amended by a properly executed deed signed or approved of in writing by 75% or more of the Shareholders provided that all procedures for amending company constitutions set out in the Law are observed and the amendment does not breach the Law.

### **Remuneration of Company and Directors**

160. Whilst the Company is acting in the capacity of a trustee of a Regulated Self-Managed Superannuation Fund, neither the Company nor any Director may accept any remuneration from the Fund or from any other person for any duties or services performed in relation to the Fund.

### **Dividends and Transfers**

161. Whilst the Company is acting in the capacity of a trustee of a Regulated Self-Managed Superannuation Fund, the Company may not pay Dividends or transfer any Cash or property to shareholders.