

This Deed establishing **Rustalan SMSF** is hereby executed as a Deed.

EXECUTED AS A DEED by **Rustalan Super Pty Ltd ACN 164 727 691** in accordance with *section 127 of the Corporations Act 2001*, by its Directors or Director and/or Secretary:

KEITH MCINNES

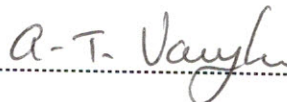
Please Print Name of Director



Signature

ALAN VAUGHAN

Please Print Name of Director/ Secretary*



Signature

* Delete as appropriate

Shareholder declaration

I/We being the person specified in the application, dated **9th July 2013**, for the registration of **Rustalan SMSF Pty Ltd** pursuant to Section 117 of the *Corporations Act 2001*, as having given my consent to become a Shareholder, hereby agree to the Rules of this Constitution as set out above.

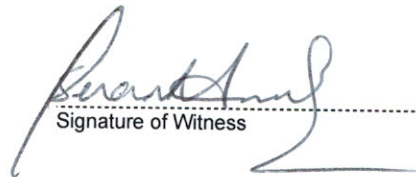
DATED: 22, 09, 13


.....
Keith McInnes

of 17 Shelley Avenue KILSYTH VIC 3137

in the presence of:

STUART ARNOLD-LEVY
Please Print Name of Witness

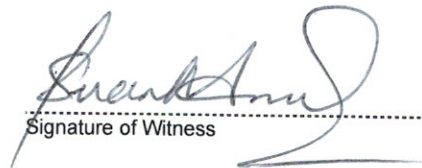

.....
Signature of Witness

^{a-v} A. T. Vaughan
.....
Allan Vaughan

of 17 Shelley Avenue KILSYTH VIC 3137

in the presence of:

STUART ARNOLD-LEVY
Please Print Name of Witness


.....
Signature of Witness

Accepting contributions and paying a benefit

I understand that I can only accept contributions and pay benefits (income streams or lump sums) to members or their beneficiaries when the conditions specified in the law and the fund trust deed have been met.

Administration

I understand that the trustees of the fund must:

- keep and retain for at least 10 years
 - minutes of all trustee meetings at which matters affecting the fund were considered (this includes investment decisions and decisions to appoint members and trustees)
 - records of all changes of trustees, including directors of the corporate trustee
 - each trustee's consent to be appointed as a trustee of the fund or a director of the corporate trustee
 - all trustee declarations
 - copies of all reports given to members
- ensure that the following are prepared and retained for at least five years
 - an annual statement of the financial position of the fund
 - an annual operating statement
 - copies of all annual returns lodged
 - accounts and statements that accurately record and explain the transactions and financial position of the fund
- ensure that an approved auditor is appointed within the prescribed period (currently this is no later than 31 days before the due date for lodgement of the fund's annual return but this may change to 45 days) to audit the fund for each income year and provide that auditor with documents as requested
- lodge the fund's annual return, completed in its entirety by the due date
- notify us within 28 days of any changes in
 - membership of the fund, or trustees or directors of the corporate trustee
 - name of the fund
 - contact person and their contact details
 - postal address, registered address, or address for service of notices for the fund
- notify the ATO in writing within 28 days of the fund being wound up or after becoming aware that the fund has ceased to be an SMSF

DECLARATION

By signing this declaration I acknowledge that I understand my duties and responsibilities as a trustee or director of the corporate trustee of the self-managed superannuation fund named on this declaration (or if the fund's name changes, that name). I understand that:

- I must ensure this document is retained for at least 10 years or while I remain a trustee or director of the corporate trustee (whichever is longer) and, if I fail to do this, penalties may apply.
- I may have to make this document available for inspection by a member of staff of the ATO and, if I fail to do this, penalties may apply.
- I do not have access to the government's financial assistance program that is available to trustees of Australian Prudential Regulation Authority (APRA) regulated funds in the case of financial loss due to fraudulent conduct or theft.

Trustee's or director's name

Alan Vaughan

A. T. Vaughan

Trustee's or director's signature

A. T. Vaughan

Date

Day: 22, Month: 09, Year: 2013

Witness' name (witness must be 18 years old or over)

STUART ARNOLD LEVY

Witness' signature

Stuart Arnold Levy

Date

Day: 22, Month: 09, Year: 2013

Instructions and form for SMSF trustees

Accepting contributions and paying a benefit

I understand that I can only accept contributions and pay benefits (income streams or lump sums) to members or their beneficiaries when the conditions specified in the law and the fund trust deed have been met.

Administration

I understand that the trustees of the fund must:

- keep and retain for at least 10 years
 - minutes of all trustee meetings at which matters affecting the fund were considered (this includes investment decisions and decisions to appoint members and trustees)
 - records of all changes of trustees, including directors of the corporate trustee
 - each trustee's consent to be appointed as a trustee of the fund or a director of the corporate trustee
 - all trustee declarations
 - copies of all reports given to members
- ensure that the following are prepared and retained for at least five years
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- lodge the fund's annual return, completed in its entirety by the due date
- notify us within 28 days of any changes in
 - membership of the fund, or trustees or directors of the corporate trustee
 - name of the fund
 - contact person and their contact details
 - postal address, registered address, or address for service of notices for the fund
- notify the ATO in writing within 28 days of the fund being wound up or after becoming aware that the fund has ceased to be an SMSF

DECLARATION

By signing this declaration I acknowledge that I understand my duties and responsibilities as a trustee or director of the corporate trustee of the self-managed superannuation fund named on this declaration (or if the fund's name changes, that name). I understand that:

- I must ensure this document is retained for at least 10 years or while I remain a trustee or director of the corporate trustee (whichever is longer) and, if I fail to do this, penalties may apply.
- I may have to make this document available for inspection by a member of staff of the ATO and, if I fail to do this, penalties may apply.
- I do not have access to the government's financial assistance program that is available to trustees of Australian Prudential Regulation Authority (APRA) regulated funds in the case of financial loss due to fraudulent conduct or theft.

Trustee's or director's name

Keith McInnes

Trustee's or director's signature



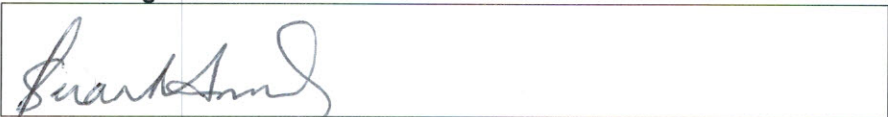
Date

Day: 22, Month: 09, Year: 2013

Witness' name (witness must be 18 years old or over)

STUART ARNOLD - LEVY

Witness' signature



Date

Day: 22, Month: 09, Year: 2013

Minutes of Trustee Meeting

Appointment of Trustee and Establishment of the Fund

Rustalan SMSF

Attended by Rustalan Super Pty Ltd ACN 164 727 691 ('the trustee') as trustee for the Rustalan SMSF.

Held at: 17 Shelley Avenue, KILSYTH, VIC 3137

Date: 22, 09, 2013

Time: 6pm

Present: Keith McInnes
Alan Vaughan

Chairperson: Keith McInnes
was appointed Chairperson of the meeting.

Quorum: The Chairperson noted that a quorum was present at the meeting to pass on the proposed resolution.

Table of Motions to appoint trustee and make the Fund operational: The Chairperson tabled a motion to appoint Rustalan Super Pty Ltd ACN 164 727 691 as trustee of the Fund, execute the Fund's trust deed and establish the operation of the Fund under the Fund's rules. In this regard the trustees are required to undertake the following steps:

1. Be appointed as trustees of the Fund;
2. Execute the fund's trust deed;
3. Endorse the product disclosure statement and provide to new or existing members of the Fund to assist them in understanding their benefits, rights and entitlements in the Fund;
4. Accept members into the Fund upon their being eligible and providing consent to become a director of the trustee of the fund;
5. Apply to become a regulated superannuation fund;
6. Apply for an Australian Business Number and a Tax File Number for the Fund;
7. Establish a bank account for the Fund;
8. Formulate and implement an investment strategy for the Fund in accordance with section 52(2)(f) of the *Superannuation (Industry) Supervision Act 1993* ('SIS Act') as soon as practicable;

9. Appoint an administrator to the Fund. The administrator's role is to provide information and reports as required under any administration agreement between the trustee and the administrator;
10. Appoint an auditor to the Fund. The superannuation laws provide that an approved auditor must be appointed on a yearly basis to provide an assessment of the Fund's compliance with the superannuation laws. The appointment must be in writing where required by the *SIS Act*; and
11. Appoint a self managed superannuation fund (SMSF) specialist and any other professional - including an investment manager, valuer or actuary - to assist the trustee in their duties and responsibilities as trustee and at the same time being able to advise the members of the Fund on their benefits and entitlements in the Fund. Any such appointment must be made pursuant to the *SIS Act* and/or to the *Corporations Act 2001*.

Trustee Resolutions:

It was resolved by the directors to:

1. Appoint Rustalan Super Pty Ltd ACN 164 727 691 as the first trustee of the Fund;
2. Execute the trust deed of the Fund;
3. Ensure that the prospective members have read the product disclosure information;
4. Appoint the following as directors of the trustee company and accept them as members of the Fund provided all eligibility criteria has been satisfied unless a specific exemption under section 17A of the *SIS Act* applies;

Keith McInnes

Alan Vaughan

5. Send to the members notification of their appointment as a director and acceptance as a member of the Fund;
6. Complete relevant regulatory forms including an ABN and TFN and lodge them with the Australian Taxation Office;
7. Establish a cash account and deposit funds in the account to be held in the name of the trustee with:

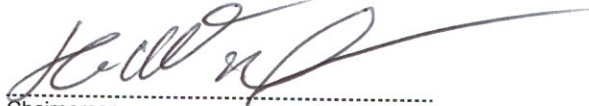
MACQUARIE BANK LTD

8. Formulate and implement an investment strategy to:
 - a. aim at attaining the investment objective of the Fund from investments to satisfy the cash flow requirements of the Fund, having particular regard to the composition of the investment, diversification and liquidity;
 - b. ensure that the primary investment objective is to provide the member(s) with benefits in the event of their retirement and benefits to their dependants or legal estate in the event of the member's death.
9. Seek consent to act and appoint relevant professionals including, where required, an administrator, auditor, SMSF specialist and SMSF investment expert.

Meeting Closed:

There being no further business the meeting was declared closed.

Confirmed as a true and correct record.



.....
Chairperson

22, 09, 13

.....
Date

Appointment as Trustee

Rustalan SMSF

Rustalan Super Pty Ltd ACN 164 727 691 of 17 Shelley Avenue, KILSYTH, VIC 3137

Hereby declares that:

1. it consents to the appointment to act as trustee of the Fund; and
2. to be bound by the constitution of the company, the Fund's trust deed and all of the rules contained within the governing rules of the Fund and the laws under the *Superannuation Industry (Supervision) Act 1993* ('SIS Act'), the *Income Tax Assessment Act 1997*, the *Family Law Act 1975* (Part VIII B), the *Social Security Act 1991*, the relevant *State Trustee Act*, any successor acts and all regulations made for the purposes of the foregoing acts to ensure that:
 - a. The Fund elects to be a regulated superannuation fund under the *SIS Act*;
 - b. The Fund is continuously maintained as a self managed superannuation fund; and
 - c. The Fund remains a continuously complying superannuation fund.
3. all of the directors of the trustee company are members of the Fund unless specifically exempted under Section 17A of the SIS Act and that no director is a disqualified person as that term is defined under the rules of the Fund and pursuant to Part 15 of the *SIS Act*. A disqualified person includes:
 - a. A person found guilty of a dishonest conduct offence in Australia or elsewhere;
 - b. A person that is insolvent under administration pursuant to the *Bankruptcy Act 1966*;
 - c. A person disqualified by the Regulator, as that term is defined under the rules of the Fund, according to Section 120A of the *SIS Act*.
4. A receiver, or a receiver and manager has not been appointed in respect of the property beneficially owned by the company, or an official manager, or a deputy official manager, or a provisional liquidator has not been appointed to the company, nor is the company being wound up.

The appointment is to last only so long as the continuing appointment does not render the fund a non-complying self managed superannuation fund. Where the appointment jeopardises the fund's complying status, the trustee agrees to resign with effect immediately upon it becoming known that the continuing appointment may result in the Fund becoming a non-complying self managed superannuation fund.

Signed by:

A handwritten signature in black ink, appearing to be 'K. Wilson', written over a dotted line.

Director of Rustalan Super Pty Ltd ACN 164 727 691

22, 09, 13

Date

Appointment as Director of Rustalan Super Pty Ltd

Rustalan SMSF

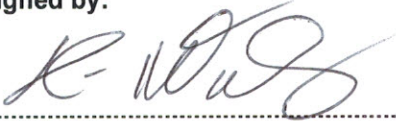
I, Keith McInnes of 17 Shelley Avenue, KILSYTH, VIC 3137

Hereby declare that:

1. I consent to act as a director of Rustalan Super Pty Ltd ACN 164 727 691 of 17 Shelley Avenue, KILSYTH, VIC 3137 ('the Trustee') as trustee for the Fund.
2. I agree to be bound by the constitution of the company, the Fund's trust deed, all of the rules contained within the governing rules of the Fund, the laws under the *Superannuation Industry (Supervision) Act 1993* ('SIS Act'), the *Income Tax Assessment Act 1997*, the *Family Law Act 1975* (Part VIII B), the *Social Security Act 1991*, the relevant *State Trustee Act*, any successor acts and all regulations made for the purposes of the foregoing acts to ensure that:
 - a. The Fund elects to be a regulated superannuation fund under the *SIS Act*;
 - b. The Fund is continuously maintained as a self managed superannuation fund; and
 - c. The Fund remains a continuously complying superannuation fund.
3. I am not a disqualified person as that term is defined under the rules of the Fund and pursuant to Part 15 of the *SIS Act*. A disqualified person includes:
 - a. A person found guilty of a dishonest conduct offence in Australia or elsewhere;
 - b. A person that is insolvent under administration pursuant to the *Bankruptcy Act 1966*;
 - c. A person disqualified by the Regulator, as that term is defined under the rules of the Fund, according to Section 120A of the *SIS Act*.
4. I am not a person:
 - a. prohibited from managing a corporation under a State or Federal order; or
 - b. convicted of an offence relating to the management of a corporation under the *Corporations Act 2001* or convicted of an offence involving serious fraud;

The appointment is to last only so long as the continuing appointment does not render the Fund a non-complying self managed superannuation fund. Where the appointment jeopardises the Fund's complying status, I hereby agree to resign with effect immediately upon becoming advised by the trustee that my continuing appointment may result in the Fund becoming a non-complying self managed superannuation fund.

Signed by:



.....
Keith McInnes

22, 09, 13

.....
Date

Application for Membership

Rustalan SMSF

I, Keith McInnes of 17 Shelley Avenue, KILSYTH, VIC 3137

have been formally appointed as a director of Rustalan Super Pty Ltd ACN 164 727 691 of 17 Shelley Avenue, KILSYTH, VIC 3137 ('the trustee') the trustee for the Fund. As such I hereby apply for membership of the Fund and consent to becoming a member of it. I confirm that I am not aware of any impediment to my becoming a member. I acknowledge that I have read the product disclosure statement including any written or audiovisual information provided to me.

I agree, upon acceptance of my membership to:

1. Be bound by the terms of the deed and all of the rules of the Fund;
2. Be bound by all decisions of the trustee including decisions that may impact upon my membership benefits provided those decisions are made in accordance with the rules of the fund, the superannuation laws and the trustee laws;
3. Be a director of the trustee unless there is a specific trustee exemption in place in respect of my membership under the superannuation laws;
4. Provide information to the trustee where required including medical information enabling the trustee to facilitate any death or disablement insurance on my behalf;
5. Provide my tax file number to the trustee provided the trustee abides by the laws relating to the collection and dissemination of my tax file number;
6. Consent to the trustee to hold that information despite anything to the contrary in the privacy legislation;
7. Provide the trustee, within a reasonable period of time a detailed death benefit plan that may include a binding death benefit nomination;
8. Ensure that at the time of making any super contributions, transfers or rollovers that those contributions, transfers and rollovers are made in accordance with the superannuation laws;
9. Notify the trustee where I become disabled, retired, have reached preservation age or meet some other condition of release of my benefits from the preservation rules.
10. Notify the trustee where I become separated from my spouse, if I have one and the separation is deemed by either spouse to be irreconcilable.

I nominate the following Dependants (spouse or children) to be entitled to any benefit that I may have in the Fund upon my death:

Name	Relationship	% of Benefit

The above is in place until I provide the trustee, a detailed death benefit plan as noted at 7. above.

13-03-56
Date of birth

329 172 111
Tax File Number (TFN)

Signed by:


Keith McInnes

22, 09, 13
Date

Notification of Appointment and Acceptance

as a Director of Rustalan Super Pty Ltd ACN 164 727 691('the trustee') and as a Member

Rustalan SMSF

To: Keith McInnes

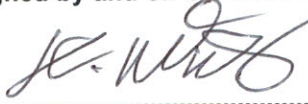
The trustee has reviewed your application to join the Fund as a member that is conditional upon your appointment as a director of the trustee. It has been resolved by the trustee to:

1. Appoint you firstly as a director of the trustee. As director of the trustee you have agreed to be bound by the constitution of the trustee, the trust deed and rules of the Fund and the superannuation, taxation, family law, social security and State trustee laws;
2. Accept you as a member conditional upon you becoming first appointed as a director of the trustee. As a member you have acknowledged that you have read the product disclosure statement as required by the rules of the Fund and have agreed to be bound by the trust deed and rules of the Fund.

You would already have received a Product Disclosure Statement explaining your rights and responsibilities under the rules of the Fund as both a trustee and as a member. However we advise, that as a director of the trustee it is your responsibility to become acquainted with the constitution of the company and the rules of the Fund.

Furthermore we advise that you have a responsibility to complete the declaration provided on a form approved by the Regulator (Australian Taxation Office) that you understand your duties and obligations as director of the trustee.

Signed by and on behalf of the trustee:



Signature
KATH MCINNES

Please print name

22, 09, 13

Date

Appointment as Director of Rustalan Super Pty Ltd

Rustalan SMSF

I, Alan Vaughan of 17 Shelley Avenue, KILSYTH, VIC 3137

Hereby declare that:

1. I consent to act as a director of Rustalan Super Pty Ltd ACN 164 727 691 of 17 Shelley Avenue, KILSYTH, VIC 3137 ('the Trustee') as trustee for the Fund.
2. I agree to be bound by the constitution of the company, the Fund's trust deed, all of the rules contained within the governing rules of the Fund, the laws under the *Superannuation Industry (Supervision) Act 1993* ('SIS Act'), the *Income Tax Assessment Act 1997*, the *Family Law Act 1975* (Part VIII B), the *Social Security Act 1991*, the relevant *State Trustee Act*, any successor acts and all regulations made for the purposes of the foregoing acts to ensure that:
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 - b. The Fund is continuously maintained as a self managed superannuation fund; and
 - c. The Fund remains a continuously complying superannuation fund.
3. I am not a disqualified person as that term is defined under the rules of the Fund and pursuant to Part 15 of the *SIS Act*. A disqualified person includes:
 - a. A person found guilty of a dishonest conduct offence in Australia or elsewhere;
 - b. A person that is insolvent under administration pursuant to the *Bankruptcy Act 1966*;
 - c. A person disqualified by the Regulator, as that term is defined under the rules of the Fund, according to Section 120A of the *SIS Act*.
4. I am not a person:
 - a. prohibited from managing a corporation under a State or Federal order; or
 - b. convicted of an offence relating to the management of a corporation under the *Corporations Act 2001* or convicted of an offence involving serious fraud;

The appointment is to last only so long as the continuing appointment does not render the Fund a non-complying self managed superannuation fund. Where the appointment jeopardises the Fund's complying status, I hereby agree to resign with effect immediately upon becoming advised by the trustee that my continuing appointment may result in the Fund becoming a non-complying self managed superannuation fund.

Signed by:

A. T. Vaughan

Alan Vaughan

22, 09, 13

Date

Application for Membership

Rustalan SMSF

I, Alan Vaughan of 17 Shelley Avenue, KILSYTH, VIC 3137

have been formally appointed as a director of Rustalan Super Pty Ltd ACN 164 727 691 of 17 Shelley Avenue, KILSYTH, VIC 3137 ('the trustee') the trustee for the Fund. As such I hereby apply for membership of the Fund and consent to becoming a member of it. I confirm that I am not aware of any impediment to my becoming a member. I acknowledge that I have read the product disclosure statement including any written or audiovisual information provided to me.

I agree, upon acceptance of my membership to:

1. Be bound by the terms of the deed and all of the rules of the Fund;
2. Be bound by all decisions of the trustee including decisions that may impact upon my membership benefits provided those decisions are made in accordance with the rules of the fund, the superannuation laws and the trustee laws;
3. Be a director of the trustee unless there is a specific trustee exemption in place in respect of my membership under the superannuation laws;
4. Provide information to the trustee where required including medical information enabling the trustee to facilitate any death or disablement insurance on my behalf;
5. Provide my tax file number to the trustee provided the trustee abides by the laws relating to the collection and dissemination of my tax file number;
6. Consent to the trustee to hold that information despite anything to the contrary in the privacy legislation;
7. Provide the trustee, within a reasonable period of time a detailed death benefit plan that may include a binding death benefit nomination;
8. Ensure that at the time of making any super contributions, transfers or rollovers that those contributions, transfers and rollovers are made in accordance with the superannuation laws;
9. Notify the trustee where I become disabled, retired, have reached preservation age or meet some other condition of release of my benefits from the preservation rules.
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I nominate the following Dependants (spouse or children) to be entitled to any benefit that I may have in the Fund upon my death:

Name	Relationship	% of Benefit

The above is in place until I provide the trustee, a detailed death benefit plan as noted at 7. above.

23-12-1952
Date of birth

327 339 836
Tax File Number (TFN)

Signed by:

A. T. Vaughn
Alan Vaughan

22, 09, 13
Date

Notification of Appointment and Acceptance

as a Director of Rustalan Super Pty Ltd ACN 164 727 691('the trustee') and as a Member

Rustalan SMSF

To: Alan Vaughan

The trustee has reviewed your application to join the Fund as a member that is conditional upon your appointment as a director of the trustee. It has been resolved by the trustee to:

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2. Accept you as a member conditional upon you becoming first appointed as a director of the trustee. As a member you have acknowledged that you have read the product disclosure statement as required by the rules of the Fund and have agreed to be bound by the trust deed and rules of the Fund.

You would already have received a Product Disclosure Statement explaining your rights and responsibilities under the rules of the Fund as both a trustee and as a member. However we advise, that as a director of the trustee it is your responsibility to become acquainted with the constitution of the company and the rules of the Fund.

Furthermore we advise that you have a responsibility to complete the declaration provided on a form approved by the Regulator (Australian Taxation Office) that you understand your duties and obligations as director of the trustee.

Signed by and on behalf of the trustee:

A-T. Vaughn
Signature

22, 09, 13
Date

ALAN VAUGHAN
Please print name

Occupier's consent

Specified Address for a Registered Office

Rustalan SMSF Pty Ltd
ACN 164 727 806

Date: 09/07/2013

Company Name: Rustalan SMSF Pty Ltd

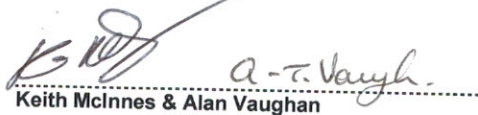
ACN: 164 727 806

Registered Office: 17 Shelley Avenue
KILSYTH VIC 3137

Occupiers Consent: We consent to the use of the specified address as the address of the registered office of the above named corporation.

Name of Occupier: Keith McInnes & Alan Vaughan

Occupier Signature:


Keith McInnes & Alan Vaughan

DIRECTOR DIRECTOR
Please print name and capacity