

Minutes of Trustee Resolution
BJ & ME Bolton Superannuation Fund ('the Fund')
Purpose of Resolution – Amend Governing Rules of the Fund

Attended by the Directors of ORBO Pty Ltd (A.C.N. 131 765 038) ('the trustee') as trustee for BJ & ME Bolton Superannuation Fund.

HELD AT: 16 Childs Street, Bracken Ridge Qld 4017

DATE: 12th December 2008

PRESENT: Mary Elizabeth Bolton
Barry John Bolton

CHAIRMAN: Mary Elizabeth Bolton was appointed Chairman of the meeting.

TABLE OF MOTION TO AMEND THE RULES OF THE FUND: The Chairman tabled a motion to amend the governing rules of the **BJ & ME Bolton Superannuation Fund** in accordance with **Rule 57** of the rules of the Fund.

The Replacement Rules attached to this minute were forwarded to each director prior to this meeting.

There were no comments or concerns raised by the directors in relation to the Replacement Rules.

TRUSTEE RESOLUTIONS: **IT WAS RESOLVED** by the directors to adopt the amendments to the governing rules by replacing the rules with the Replacement Rules identified as EON2008.9_v1 as tabled before the meeting.

MEETING CLOSED: There being no further business the meeting was declared closed.

Confirmed as a true and correct record.


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(Chairman)

Minutes of Trustee Meeting
BJ & ME Bolton Superannuation Fund ('the Fund')
Purpose of Meeting – Appointment of Trustee and
Establishment of the Fund

Attended by ORBO Pty Ltd ACN 131 765 038 ('the trustee') as trustee for the BJ & ME Bolton Superannuation Fund.

Held at: 16 Childs Street, Bracken Ridge, QLD 4017

Date: 26 / 6 / 2008

Present:

Barry John Bolton
Mary Elizabeth Bolton

Chairman:

Barry John Bolton was appointed Chairman of the meeting.

**Table of Motions
to appoint trustee
and make the
Fund operational:**

The Chairman tabled a motion to appoint ORBO Pty Ltd ACN 131 765 038 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;

**Table of Motions
to appoint trustee
and make the
Fund operational,
cont.:**

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*;
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:

- Appoint **ORBO Pty Ltd ACN 131 765 038** as the first trustee of the Fund;
- Execute the trust deed of the Fund;
- Ensure that the prospective members have read the product disclosure information;
- 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;

1. **Barry John Bolton**

2. **Mary Elizabeth Bolton**

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

- 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.
- 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.



Chairman

Date: 26 / 6 / 2008

Appointment as Trustee of the BJ & ME Bolton Superannuation Fund ('the Fund')

ORBO Pty Ltd ACN 131 765 038

of 15 Discovery Drive, North Lakes, QLD 4509

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:



Director of ORBO Pty Ltd ACN 131 765 038

26/6/2008
Date

Appointment as Director of ORBO Pty Ltd - the Trustee of the BJ & ME Bolton Superannuation Fund ('the Fund')

I, Barry John Bolton of 16 Childs Street, Bracken Ridge, QLD 4017

HEREBY DECLARE THAT

1. I consent to act as a director of **ORBO Pty Ltd ACN 131 765 038 of 15 Discovery Drive, North Lakes, QLD 4509** ('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 VIIIIB), 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  Date 20/6/2008

Barry John Bolton

Application for Membership to the BJ & ME Bolton Superannuation Fund ('the Fund')

I, Barry John Bolton of 16 Childs Street, Bracken Ridge, QLD 4017

have been formally appointed as a director of ORBO Pty Ltd ACN 131 765 038 of 15 Discovery Drive, North Lakes, QLD 4509 ('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
<i>MARY ELIZABETH BOLTON</i>	<i>WIFE</i>	<i>100</i>

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

Date of Birth: 05/01/1951 **Tax File Number:** 478 970 871

Signed *Barry Bolton* **Date** 26/6/2008
Barry John Bolton

**Notification of Appointment as Director of ORBO Pty Ltd
ACN 131 765 038 ('the trustee') and Acceptance as a Member
of the BJ & ME Bolton Superannuation Fund ('the Fund')**

To: Barry John Bolton

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  Date 26/6/2008

Trustee Name ORBO PTY LTD.

Application for Membership to the BJ & ME Bolton Superannuation Fund ('the Fund')

I, Mary Elizabeth Bolton of 16 Childs Street, Bracken Ridge, QLD 4017

have been formally appointed as a director of ORBO Pty Ltd ACN 131 765 038 of 15 Discovery Drive, North Lakes, QLD 4509 ('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
<i>BARRY BOLTON</i>	<i>HUSBAND</i>	<i>100%</i>

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

Date of Birth: 23/02/1953 **Tax File Number:** 476895840

Signed *M Bolton* **Date** 26/6/2008
Mary Elizabeth Bolton

**Notification of Appointment as Director of ORBO Pty Ltd
ACN 131 765 038 ('the trustee') and Acceptance as a Member
of the BJ & ME Bolton Superannuation Fund ('the Fund')**

To: Mary Elizabeth Bolton

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  Date 26/6/2008

Trustee Name ORBO PTY LTD