

19.2 Directors statement

The offer in Rule 19.1 must be made by giving the Members a Directors' statement setting out the terms of the offer, including:

- (a) the number of shares offered; and
- (b) the date on which the offer will expire.

19.3 Directors discretion

Shares not taken up under an offer made under this Rule 19 may be issued at the Directors' discretion:

- (a) firstly to Members in other classes; and
- (b) secondly to persons approved by the Directors in their discretion,

in the same way as specified in Rule 19.1.

19.4 Company may authorise

- (a) The Company may authorise the Directors to issue shares without complying with Rule 19.
- (b) The power to waive compliance with Rule 19 may only be exercised by the Company in general meeting.
- (c) The exercise by the Company of that power on any occasion will not restrict the Company from doing so on any further occasion.

20. GENERAL MEETINGS

20.1 Director may convene

Any Director may convene a general meeting of Members whenever that Director decides. A director may cancel any meeting convened by that Director.

20.2 Member's request

The Directors must call and arrange to hold a general meeting on the request of any Member or Members holding at least 5% of the votes that may be cast at a general meeting.

20.3 Form of request

The request from the Members must:

- (a) state any resolution to be proposed at the meeting;
- (b) be signed by the Members making the request; and
- (c) be given to the Company.

20.4 Refusal to convene

The Directors may refuse to convene the general meeting if the voting on the proposed resolution is not within the power of the Members.

20.5 Members may convene

Two or more Members holding, between them, at least 5% of the votes that may be cast at a general meeting, may call and arrange to hold a general meeting. The Members calling the meeting must pay the expenses of calling and holding the meeting.

20.6 Notice of meeting

- (a) A general meeting can only be convened by giving the Members notice of the meeting.
- (b) A notice of general meeting does not need to be given to Members who are not entitled to notice of meetings.
- (c) A notice of a general meeting must:

- (i) be given at least 21 days before the date of the meeting; and
 - (ii) specify the place, the day and the time of the meeting; and
 - (iii) describe the nature of the business to be transacted at the meeting; and
 - (iv) contain any other information required by the Act.
- (d) The Directors may postpone a general meeting or change the venue for the meeting by giving written notice to all Members who received the original notice of meeting at least 48 hours before the appointed time. That notice must specify the time and place for the postponed meeting.
- (e) If a Member does not receive a meeting notice or the Directors accidentally omit to give the Member a meeting notice, that omission will not invalidate the proceedings or any resolution passed at the meeting.
- (f) No business is to be transacted at any general meeting except that contained in the meeting notice unless all the Members agree otherwise.

20.7 Quorum

- (a) Business must not be transacted at a general meeting if a quorum of Members is not present when the meeting proceeds to business.
- (b) A quorum will be:
- (i) if the Company has only 1 Member entitled to receive notice of and vote at the meeting, that Member; or
 - (ii) in every other case, 2 Members who are entitled to receive notice of and vote at the meeting.
- (c) A quorum of Members must be present throughout each general meeting. If a quorum is not present at any time, the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.

20.8 Determine a quorum

In determining whether a quorum is present, a person attending as a proxy, or representing a body corporate that is a Member, is deemed to be a Member.

20.9 Procedure where no quorum

- (a) If a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be adjourned.
- (b) The adjourned meeting will be rescheduled to take place on a day and time and at the place that the Directors decide.
- (c) If no Directors are present at the meeting or if no decision is made by the Directors, the meeting will take place on the same day and at the same time and place as originally notified, but in the next succeeding week.
- (d) If at the rescheduled meeting a quorum is not present within 30 minutes after the appointed time, then:
- (i) when the meeting is convened on the requisition of Members the meeting will be dissolved unless it is adjourned under Rule 20.12; or
 - (ii) in any other case, the Members present will be deemed to constitute a quorum or, if no Members are present, the meeting will be dissolved.

20.10 Election of chairman

- (a) The Directors will elect 1 Director to preside as chairman at every general meeting. If the Directors have elected a chairman of Directors, that person will be deemed to be elected as the chairman at each general meeting.
- (b) Where a general meeting is held and:

- (i) a chairman of Directors has not been elected;
 - (ii) the chairman of Directors is not present within 15 minutes after the appointed time; or
 - (iii) the chairman of Directors is unwilling to act;
- the Members present will elect one Member to be chairman of the meeting.

20.11 No casting vote

The chairman does not have a casting vote in addition to any vote the chairman has as a Member.

20.12 Adjournment

- (a) The chairman may adjourn any meeting of Members.
- (b) An adjournment of a meeting of Members must only be made:
 - (i) with the consent of the meeting provided a quorum is present; or
 - (ii) in the case of an adjournment under Rule 20.9(d), with the consent of Members present and entitled to vote; or
 - (iii) if directed by the meeting to do so.
- (c) Any adjournment may change the time or the venue for the meeting.
- (d) Only business left unfinished from the meeting adjourned must be transacted at any rescheduled meeting.

20.13 Adjournment

- (a) If a meeting is to be adjourned for 30 days or more, notice of the adjourned meeting must be given as if it was an original meeting.
- (b) A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than 30 days.

20.14 Voting

Any vote taken at a general meeting is decided on a show of hands unless a poll is demanded:

- (a) by the chairman; or
- (b) by at least 2 Members present in person or by proxy; or
- (c) Members with at least 5% of the votes that may be cast on the resolution on a poll present in person or by proxy; or
- (d) by a Member or Members holding voting shares on which an aggregate sum has been paid up equal to at least one-tenth of the total sum paid up on all the voting shares.

20.15 Declaration

If a poll is not demanded, the chairman's declaration that a resolution has been carried or lost with an entry to that effect in the minute book is conclusive evidence of that fact. It is not necessary to record the number or proportion of votes recorded for or against the resolution.

20.16 Demand for poll

A poll will be taken immediately if one is demanded or at any other time after an interval or adjournment or otherwise as the chairman decides. The result of the poll will be recorded as the resolution of the meeting at which the poll was demanded.

20.17 Withdraw demand

The demand for a poll may be withdrawn at any time.

20.18 Poll for chairman

Any poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

20.19 Voting

Subject to any rights or restrictions attached to any class of shares:

- (a) at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or attorney or by representative (if a body corporate); and
- (b) on a show of hands every person present who is a Member or a representative of a Member has 1 vote, and on a poll every person present in person or by proxy or attorney has 1 vote for each share the person holds.

20.20 Joint holders

When shares are held jointly, the senior Member's vote will be accepted to the exclusion of the votes of other joint Member. Seniority is determined by the order in which the Member's names stand in the register of Members.

20.21 Members fully paid

A Member is only entitled to vote at a general meeting if all calls and other amounts presently payable by the Member in respect of those shares have been paid.

20.22 Objection to qualification

Any objection to the qualification of a person to vote must be made at the same meeting at which that person's vote is tendered. Any objection must be referred to the chairman of the meeting whose decision is final and:

- (a) any vote approved will be valid for all purposes; or
- (b) any vote disallowed will be invalid and must be disregarded.

20.23 Circular resolution

The Company may pass a resolution without a general meeting if all of the Members entitled to vote on the resolution sign a document stating that they are in favour of the resolution. Duplicate copies of the document may be used for signing. The resolution is deemed to be passed when the last Member signs.

20.24 Members entitled

Only those Members who belong to a class of Members who are entitled to vote at a general meeting whether in person or by proxy will be entitled to vote or participate in a circular resolution.

20.25 Third parties

Even if they are not Members of the Company, the following persons have the right to attend any general meeting and, if requested by the Directors, to speak at the general meeting:

- (a) any Director; and
- (b) any secretary of the Company; and
- (c) any other person invited by the Directors.

21. RULES FOR VOTING BY PROXY**21.1 In writing**

An instrument appointing a proxy must be in writing and signed by:

- (a) the appointor; or
- (b) the appointor's attorney; or
- (c) the person authorised under the Act or by an authorised officer or attorney of the appointor, where the appointor is a body corporate.

21.2 How to vote

If the document appointing a proxy specifies how the proxy is to vote in relation to a resolution, the proxy must vote as specified in the document. Any vote tendered otherwise is invalid and must be disregarded.

21.3 Authority

A document appointing a proxy confers the authority to demand a poll.

21.4 Form of proxy

The appointment of a proxy must be substantially in the form in Schedule 2.

21.5 Delivery before meeting

- (a) The appointment of a proxy is not valid unless the appointment document and a certified copy of any power of attorney or other authority under which that document is signed are delivered to the Company.
- (b) The relevant documents must be delivered, not less than 48 hours before the appointed meeting time.
- (c) The relevant documents must be delivered to the Company's registered office or to any other place in Australia specified in the notice convening the meeting.

21.6 Validity

A vote tendered in accordance with a proxy or a power of attorney is valid even if:

- (a) the appointor or principal dies or becomes mentally incapacitated;
 - (b) the proxy or power of attorney is revoked in any way; or
 - (c) any share in relation to which the authority is given is sold or transferred,
- but only if the Company had no written notice of any defect before any authority is exercised.

22. APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS**22.1 Appointment**

- (a) The Directors have the power to appoint any person as a director to fill a casual vacancy or as an addition to the board provided that the number of Directors does not exceed any maximum number of Directors fixed by the Company.
- (b) Subject to these Rules and the Act, a Director appointed to the Company holds office for life.

22.2 Removal

- (a) The Company may remove any Director and appoint another Director as a replacement.
- (b) The removal or replacement of a Director must be effected by ordinary resolution of the Company.

22.3 Remuneration

The Directors will be entitled to be paid the remuneration determined by the Company in general meeting.

22.4 Director's expenses

The Directors will be entitled to be paid all travelling and other expenses properly incurred by them:

- (a) in attending meetings of the directors or any committee of the Directors;
- (b) in attending general meetings of the Company; or
- (c) in connection with the Company's business.

22.5 No shareholding

Directors are not required to hold shares in the Company.

22.6 Vacation of office

The office of a Director becomes vacant if:

- (a) required by the Act;
- (b) the Director is removed under these Rules;
- (c) the Director dies or becomes mentally incapacitated or the Director's estate is liable to be dealt with under a law relating to mental health;
- (d) the Director becomes bankrupt or makes any arrangement or composition with creditors;
- (e) the Director resigns;
- (f) the Director is absent from Directors' meetings for at least 6 months without the consent of the other Directors; or
- (g) the Director holds any other office of profit under the Company, except that of managing Director, without the consent of the Company in general meeting.

23. POWERS AND DUTIES OF DIRECTORS**23.1 Directors manage**

- (a) Subject to the Act and to these Rules, the Company's business will be managed by the Directors.
- (b) The Directors are entitled to pay or reimburse all expenses incurred in promoting and forming the Company.
- (c) The Directors may exercise all powers of the Company except where those powers must be exercised by the Company in general meeting under the Act or these Rules.

23.2 All powers of Company

Without limiting Rule 23.1, the Directors may exercise all the powers of the Company to:

- (a) borrow money;
- (b) charge any property or business of the Company or all or any of its uncalled capital;
- (c) issue debentures; or
- (d) give any other security for a debt, liability or obligation of the Company or of any other person.

23.3 Corporate groups

- (a) If the Company is a wholly owned subsidiary of another Company (the "Holding Company"), the Directors may act:
 - (i) in the best interests of the Holding Company; and
 - (ii) contrary to the best interests of the Company.
- (b) The Directors must not act in the way referred to in Rule 23.3(a) if the Company is insolvent at the time or would by virtue of the Directors' actions become insolvent.

23.4 Appointment of attorney

- (a) The Directors may appoint any person or persons under a power of attorney to be the attorney or attorneys of the Company.
- (b) The appointment may be:
 - (i) for any purpose; or

- (ii) in relation to any of the Directors powers, authorities and discretions; or
- (iii) for any period; and/or
- (iv) subject to any conditions as the Directors decide.

23.5 Provisions of power of attorney

Any power of attorney may contain provisions for the protection and convenience of persons dealing with the attorney as the Directors decide and may authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

23.6 Cheques and promissory notes

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn, accepted, endorsed or otherwise executed:

- (a) by 1 Director in the case of a single director company; or
- (b) if more than 1 Director is appointed, then by any 2 Directors; or
- (c) in any other manner as the Directors decide.

24. PROCEEDINGS OF DIRECTORS

24.1 Use of technology

Any Directors' meeting may be conducted at more than 1 venue by using any technology that gives each Director a reasonable opportunity to participate in the meeting and permits each director present to hear and be heard by each other Director present.

24.2 Directors' meetings

- (a) Any Director may convene a Directors' meeting. The secretary must convene a meeting at the request of a Director.
- (b) A written notice of a Directors' meeting must be sent to each Director within 7 days after a request to convene a meeting.
- (c) The notice may be given by telephone or other electronic means of communication. The notice must specify:
 - (i) the date and time for the proposed meeting;
 - (ii) the venue for the meeting unless the meeting is conducted under Rule 24.1;
 - (iii) if the meeting is to be conducted under Rule 24.1, the method for conducting the meeting; and
 - (iv) the nature of the business to be transacted at the meeting.

24.3 Director's personal interest

- (a) A Director is not disqualified from contracting with the Company or any Related Body Corporate in any capacity by reason of holding the office of Director.
- (b) If a Director has a material personal interest in any matter that relates to the affairs of the Company, the Director must disclose that interest to the other Directors unless the Director is not required to disclose the interest in the circumstances listed in Section 191(2) of the Act.
- (c) The notice disclosing the Director's material personal interest must:
 - (i) give details of the nature and extent of the interest and how it relates to the affairs of the Company;
 - (ii) be given at a Directors' meeting as soon as practicable after the Director becomes aware of the interest; and

- (iii) be recorded in the minutes of the Directors' meeting at which the notice is given.
- (d) If the Director properly discloses the interest:
 - (i) the Director may attend at Directors meetings and vote on whether the Company enters into any arrangement;
 - (ii) the arrangement may be entered into;
 - (iii) the Director may vote on matters involving the arrangement;
 - (iv) the Director will not be liable to account for any profit or benefit received by the Director under the arrangement;
 - (v) the Director may sign any document relating to the arrangement which will not affect its validity in any way;
 - (vi) the arrangement may not be avoided because of the Director's interest.
- (e) This Rule 24.3 does not apply if the Company has only 1 Director.

24.4 Quorum

- (a) A quorum at a Directors' meeting will be:
 - (i) if the Company has only 1 Director, that Director; or
 - (ii) if the Company has 2 or more Directors:
 - A at least 2 Directors; or
 - B that number of Directors specified by a resolution of the Directors.
- (b) A quorum of Directors must be present throughout each Director's meeting. If a quorum is not present at any time the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.

24.5 Directors to continue

Where a vacancy in the office of a Director occurs, the remaining Directors may continue to act. If the number of remaining Directors is insufficient to constitute a quorum, the Directors may act only for the purpose of increasing the number of Directors to that required to constitute a quorum or to convene a general meeting.

24.6 Election of chairman

The Directors may elect 1 director as chairman of their meetings and may determine the period for which the chairman is to hold office.

24.7 Chairman not present

Where a Directors' meeting is held and the chairman:

- (a) has not been elected; or
- (b) is not present within 15 minutes after the appointed time; or
- (c) is unwilling to act,

then the Directors present will elect 1 other director to be chairman of the meeting.

24.8 No casting vote

The chairman does not have a casting vote in addition to any vote the chairman has as a Director.

24.9 Circular resolution

The Directors may pass a resolution without a Directors' meeting if all of the directors entitled to vote on the resolution sign a document stating that they are in favour of the resolution. Duplicate copies of the document may be used for signing. The resolution is deemed to be passed when the last Director signs.

24.10 Validity of acts

All things done by any Directors' meeting or by a committee of Directors or by any person acting as a Director will be valid even though it subsequently becomes known:

- (a) that there was some defect in the appointment of a person to be a Director or a Member of the committee, or to act as a Director; or
- (b) that a person appointed was disqualified.

24.11 Decisions of the Directors

Any question arising at a Directors' meeting or any committee of Directors is determined by a simple majority of votes of the Directors unless otherwise stipulated in these Rules or the Act.

25. ALTERNATE DIRECTORS**25.1 Appointment**

A Director may appoint any person to be an alternate director in his or her place during any period as the Director requires, but only:

- (a) with the approval of the other Directors; and
- (b) while the appointor is not available to act.

25.2 Notice of meetings

- (a) An alternate director is entitled to notice of all Directors' meetings unless the appointor is available to act.
- (b) An alternate director is entitled to vote at Directors' meetings unless the appointor is present at the meeting.

25.3 Power of alternate

An alternate director may exercise any of the appointor's powers during any period that the appointor is unavailable to do so. The exercise of any power by the alternate director is deemed to be the exercise of that power by the appointor.

25.4 Termination of appointment

The appointment of an alternate director will terminate:

- (a) on notice by the appointor even though the appointment period has not expired;
- (b) automatically if the appointor ceases to be a Director.

25.5 Responsibility

An alternate director will, whilst acting as Director, be responsible to the Company for his or her own acts and defaults and will not be deemed to be the agent of the Director by whom he or she was appointed.

26. COMMON SEAL**26.1 Election may adopt**

The Directors may resolve that the Company adopt a common seal. If the Company adopts a common seal, it will include:

- (a) only the Company's name where the Company has its ACN as its name; or
- (b) the Company's name, the expression "ACN" and its Australian Company Number in all other cases.

26.2 Duplicate

The Directors may adopt a duplicate common seal. Any duplicate common seal must be a copy of the common seal with the words "Duplicate Seal", "Share Seal" or "Certificate Seal" added to it.

26.3 Prohibited use

A Director must not use, or authorise the use of, a seal which purports to be the common seal of the Company (or a duplicate of the common seal) if the common seal does not comply with the requirements of this Rule.

27. EXECUTION OF DOCUMENTS**27.1 Execution of documents**

The Company may execute a document with or without affixing a common seal (if any). The Company executes a document if the document is signed by:

- (a) 2 Directors where there is more than 1 Director; or
- (b) 1 Director where that Director is authorised by a resolution of a Directors' meeting where there is more than 1 Director; or
- (c) a Director and the secretary (if one has been appointed); or
- (d) if the Company has only 1 Director, then:
 - (i) by that Director alone; or
 - (ii) by that Director and the secretary (if one has been appointed and whether or not the secretary is also the Director).

27.2 Execution of deeds

The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with this Rule 27.

27.3 No limitation

This Rule will not be interpreted as limiting the manner in which the Company may execute a document (including a deed).

28. COMMITTEE**28.1 Delegation to committee**

The Directors may delegate any of their powers to any committee or committees of Directors as they decide.

28.2 Powers of committee

A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions of the Directors. A power exercised in accordance with those directions is deemed to have been exercised by the Directors.

28.3 Committee chairman

The members of a committee may elect 1 of their number as chairman of their meetings.

28.4 Election of chairman

Where a committee meeting is held and:

- (a) a chairman has not been elected; or
- (b) the chairman is not present within 15 minutes after the appointed time; or
- (c) the chairman is unwilling to act,

the committee members present may elect 1 of their number to be chairman of the meeting.

28.5 Decision by majority

Questions arising at a committee meeting will be determined by a majority of votes of the committee members who are present and voting.

28.6 Casting vote

The chairman has a casting vote, if necessary, in addition to any vote the chairman has as a committee member.

29. MANAGING DIRECTOR**29.1 Appointment**

The Directors may from time to time appoint 1 or more Directors to be the managing director of the Company. The managing director's appointment will be for a period and on terms as the Directors decide. The Directors may revoke the managing director's appointment.

29.2 Termination

A managing director's appointment automatically terminates if he or she ceases for any reason to be a Director.

29.3 Remuneration

A managing director will be entitled to receive remuneration by way of any combination of:

- (a) a salary;
- (b) commission; or
- (c) participation in profits,

as the Directors decide.

29.4 Powers

- (a) The Directors may confer upon a managing director any of the powers exercisable by them with any conditions or restrictions as the Directors decide.
- (b) Any of those powers may be made concurrent with or exclusive of the powers of the Directors.
- (c) The Directors may at any time withdraw or vary any of those powers.

30. INSPECTION OF RECORDS**30.1 Conditions**

The Directors may determine whether and under what conditions the accounting records or other documents of the Company will be open to the inspection of Members.

30.2 No right

A Member does not have the right to inspect any document of the Company except as provided by the Act or authorised by the Directors or by the Company in general meeting.

30.3 Directors right

The Directors have the right at any time to inspect the accounting records or other documents of the Company, whether or not they are a Member.

31. DIVIDENDS AND RESERVES**31.1 Ability to pay**

The Company may pay a dividend in the way authorised by and in accordance with the Act. The Company must not pay a dividend unless:

- (a) the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; and
- (b) the payment of the dividend is fair and reasonable to the Members as a whole; and

- (c) the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.

31.2 Declaration

Dividends may be declared by the Company:

- (a) in respect of any one or more shares of any class or classes to the exclusion partly or wholly of any other shares in the same class or any other class; and/or
- (b) at different rates in respect of any particular class or classes of shares; and/or.
- (c) at different rates in respect of any particular shares in any class or classes of shares.

31.3 Dividend by resolution

The Company may declare dividends by resolution of the Directors. Each Member in whose favour a dividend is declared will be given notice of the dividend and the terms and rate of the dividend at the time of payment.

31.4 Terms of dividend

The Directors may determine that a dividend is payable and fix:

- (a) the amount of the dividend; and
- (b) the shares or classes of shares to which the dividend will apply; and
- (c) any pro rata apportionment of the dividend for any period for which a share has been held; and
- (d) the time for payment; and
- (e) the priority of the payment of any dividend between Members or classes of Members;
- (f) the method of payment which may include the payment of cash, the issue of shares in the Company, the grant of options and/or the transfer of assets.

31.5 Interim dividends

The Directors may authorise the payment to the Members of any interim dividends as appear to the Directors to be justified.

31.6 No interest

Interest is not payable by the Company in relation to any dividend which has been declared but not paid. Dividends paid in respect of any shares will be non-cumulative unless otherwise stated in these Rules or the declaration of the dividend.

31.7 Reserves

- (a) Before recommending any dividend, the Directors may set aside any amounts which they think proper or appropriate as reserves. Any reserves may be applied at the discretion of the Directors for any purpose for which the property of the Company may be properly applied.
- (b) The reserves may be used in the business of the Company or be invested in any investments as the Directors decide, but only until those reserves are required for their intended purpose.

31.8 Carry forward profits

The Directors may carry forward any part of the Company's profits and without transferring those profits to a reserve.

31.9 Dividends in proportion

After the rights of any Members entitled to special dividend rights have been satisfied, and unless the Directors determine otherwise, all dividends must be declared and paid in proportion to the amounts paid or credited as paid on the shares to which the dividend relates.

31.10 Payment in advance

An amount paid or credited as paid on a share in advance of a call will not be taken for the purposes of this Rule to be paid or credited as paid on the share.

31.11 Deductions

The Directors may deduct from any dividend payable to a Member any amounts presently payable by the Member to the Company on account of calls or otherwise in relation to shares.

31.12 Payment

The payment of any dividend may be satisfied by any combination of:

- (a) payment in cash;
- (b) the issue of shares in the Company; or
- (c) the distribution of specific assets, including paid up shares in, or debentures of, any other corporation.

31.13 Resolution of issues

In relation to a distribution under Rule 31.12, the Directors may:

- (a) settle any specific dispute or difficulty arising from a distribution in any way they decide;
- (b) set the value of specific assets or any part of them;
- (c) determine that cash payments will be made to any Members on the basis of the value fixed in order to adjust the rights of all parties; and/or
- (d) vest any specific assets in trustees as the Directors decide.

32. CAPITALISATION**32.1 Resolution to capitalise**

- (a) A general meeting of the Company may resolve that it is desirable to capitalise any sum held in a reserve account or the profit and loss account or otherwise available for distribution to Members.
- (b) A general meeting of the Company may resolve that any capitalised sum will be applied in any of the ways mentioned in these Rules for the benefit of Members.
- (c) The Company must not pass any resolution under the preceding Rules unless the resolution has been recommended by the Directors and affirmed by a prior Directors' resolution.
- (d) The right of the Company to pass a resolution to capitalise any amount will be subject to these Rules and the Act.

32.2 Application for Members

Any amount applied for the benefit of Members under Rule 32.1 may be applied in any manner permitted by the Act or by any combination of the following:

- (a) by paying up any amounts unpaid on shares held by Members; or
- (b) by paying up in full any unissued shares or debentures to be issued to Members as fully paid.

32.3 Directors to action

The Directors must give effect to a resolution under Rule 32.1. In particular, and, to the extent necessary to adjust the rights of the Members among themselves, the Directors may:

- (a) issue fractional certificates or make cash payments in cases where shares or debentures become issuable in fractions; and

- (b) authorise any person to make an agreement with the Company on behalf of all the Members which provides for the issue to them of any fully paid shares or debentures or for the payment up by the Company on their behalf of any amounts remaining unpaid on their existing shares. Any issue or payment under this Rule will be made by the payment of the Members respective proportions of the sum resolved to be capitalised. Any agreement made under an authority referred to in this Rule is effective and binding on all Members.

33. COMPANY LOANS

33.1 Approval

- (a) The Company may lend any amounts out of any money held by the Company to any Member or any Associate of a Member.
- (b) A loan to a Member or an Associate must be made on the terms in Rule 33.3.

33.2 Resolution

The Company must not make a loan without the approval of a resolution of Directors.

33.3 Terms of loan

Any loan by the Company to a Member or an Associate is subject to the following conditions:

- (a) this Constitution together with the Director's resolution referred to in Rule 33.2, the Company's financial records of the loan and any other documents required by Div 7A of the Income Tax Assessment Act 1936 (if applicable) will form the written loan agreement establishing the loan;
- (b) the rate of interest payable on the loan will be not less than:
- (i) if Division 7A of the Income Tax Assessment Act 1936 applies to the loan, the higher of the rate specified in the Director's resolution referred to in Rule 33.2 and the benchmark interest rate for the purposes of Division 7A of the Income Tax Assessment Act 1936 expressed as a rate per annum; and
 - (ii) in all other cases, the rate specified in the Director's resolution referred to in Rule 33.2;
- (c) the maximum term of the loan will be the lesser of:
- (i) the period specified in the Director's resolution referred to in Rule 33.2; or
 - (ii) if Division 7A of the Income Tax Assessment Act 1936 applies to the loan, the day which is calculated so as to a maximum Term under Section 109N(3) of the Income Tax Assessment Act 1936 or any regulations made under it in relation to the loan and will be, unless and until Section 109N(3) of that statute or its regulations are amended:
 - A 25 years if:
 - 100% of the value of the loan amount is secured by a mortgage over real property that has been registered in accordance with the law of the state of territory in which the real property is situated; and
 - when the loan is first granted or made, the market value of that real property (less the amount of any other liability secured over that property in priority to the loan) is at least 110% of the amount of the balance of the loan amount; or
 - B in all other cases, 7 years;
- (d) if Division 7A of the Income Tax Assessment Act 1936 applies to the loan, loan repayments must be made each year which are not less than the minimum yearly repayment requirements of the Income Tax Assessment Act 1936.

34. NOTICES

34.1 Form of notice

Any notice or other communication in connection with this Constitution must be in writing and signed by the person giving the notice and be addressed to the Notice Address of the person to whom it is to be given.

34.2 Time of delivery

The notice or other communication will be deemed to be received:

- (a) in the case of a posted letter, on the third day after posting;
- (b) in the case of delivery by generally recognised overnight courier, on the second day after dispatch with that courier;
- (c) in the case of personal delivery, on the date of delivery;
- (d) in the case of facsimile transmission, at the time recorded on the transmission report from the machine from which the facsimile was sent; or
- (e) in the case of transmission by electronic mail, on the day of transmission if the electronic medium sending the notice states that the transmission was completed before 5:00pm on a business day, otherwise on the next business day. This method of service is effective only if the medium's report states that it was sent in full and without error and the message is not rejected or undeliverable as evidenced by a message to that effect received by the sender.

35. INDEMNITY AND INSURANCE

35.1 Indemnity against liability

To the extent permitted by the Act, the Company may indemnify every person who is, or who has been, a director or officer of the Company or any Related Body Corporate against:

- (a) any liability incurred by them in their capacity as a director or officer, to a person other than the Company or Related Body Corporate, except where the liability relates to their own negligence or a breach of duty or a lack of good faith;
- (b) any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour; or
- (c) any liability for legal costs or expenses incurred by them in defending any proceedings in which they are acquitted or the Court grants relief in their favour.

35.2 Insurance

To the extent permitted by the Act, the Company may insure or pay any premiums on a policy of insurance for a director or officer of the Company or of a Related Body Corporate against any liability for which the Company indemnifies the director or officer under Rule 35.1.

35.3 Resolution

A Director may vote in favour of a resolution that the Company grant an indemnity pursuant to Rule 35.1, take insurance or pay the premiums on an insurance policy pursuant to Rule 35.2 even though the Director has a direct and material interest in the outcome of the resolution.

SCHEDULE 1
SHARE TRANSFER

FULL NAME OF COMPANY	
ACN	
DESCRIPTION OF SHARE(S)	CLASS: <input type="checkbox"/> FULLY PAID <input type="checkbox"/> PAID TO \$ _____
QUANTITY	
FULL NAME OF SELLER(S)	
FULL ADDRESS OF SELLER(S)	
TOTAL CONSIDERATION	
FULL NAME OF BUYER(S)	
FULL ADDRESS OF BUYER(S)	
REQUEST	Please enter this transfer on the Share Register

I/We the registered holder(s) for the above consideration transfer to the Buyer(s) named above the shares specified above standing in my/our name(s) in the books of the Company subject to the conditions on which I/We held the same at the time of signing and I/We the Buyer(s) agree to accept the shares subject to the same conditions and the Rules contained in the Company's Constitution.

I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this transfer is signed (if any).

SELLER(S)	Sign Here
	Date Signed
BUYER(S)	Sign Here
	Date Signed
AUTHORITY TO FORWARD CERTIFICATE TO THIRD PARTY	I/We authorise you to forward the certificate/s issued in my/our name/s following the registration of this transfer to: Signature of Buyer(s)

SCHEDULE 2
FORM OF PROXY

I / We, _____ of _____
being a Member of [insert company name] and entitled to vote appoint

the chairman of the meeting OR _____
(Insert name and address of proxy)

or failing that appointment or the absence of that person, the chairman of the meeting**, as my/our proxy to act generally at the meeting and to vote for me on my/our behalf in accordance with the following instructions (or if no directions have been given, as the proxy sees fit and with discretion as to any business not referred to below) at the [Annual] General Meeting of the Company to be held on [insert date] and at any adjournment of that meeting.

(Voting instructions, if any, are to be indicated by placing a tick in the appropriate box. If no instruction is given the proxy may vote as that person thinks fit, or abstain.)

Business	For	Against	Abstain*
1. [insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. [insert]	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AND for _____% OR for _____ shares for this proxy form.

* if you mark the abstain box for any item, you are directing the proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in calculating the required majority on a poll.

** if the chairman of the meeting is appointed as your proxy or is appointed by default and your voting direction is not indicated, the chairman may exercise your proxy even if he or she has an interest in the outcome of those items.

Signature of Shareholder

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director / Attorney /
Authorised Person

Director / Company Secretary

Director

Notes

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by an attorney or other authorised person, the power of attorney or written authority must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the shareholders constitution and the *Corporations Act 2001 (Cth)*.

Proxies

- (a) A member who is entitled to attend and vote at this meeting is entitled to appoint not more than 2 proxies to attend and vote instead of the member.
- (b) Where 2 proxies are appointed:
 - (i) A separate proxy form should be used to appoint each proxy;
 - (ii) The proxy form may specify the proportion, or number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- (c) A proxy need not be a member of the Company.
- (d) To be effective, proxy forms (duly completed and signed) must be received by the Company at its registered office no later than 48 hours before the time for the holding of the meeting.