

DEED OF CHANGE OF TRUSTEE

Fernbank Superannuation Fund

ABN 95 266 953 480

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THIS DEED is made on the Date set out in the Reference Schedule

BY the Company or Individuals named in the Reference Schedule as the Retiring Trustee or Trustees
("Retiring Trustee")

AND BY the Company or Individuals named in the Reference Schedule as the New Trustee or Trustees
("New Trustee")

RECITALS

- A. The Retiring Trustee is the current Trustee of the Fernbank Superannuation Fund ABN 95 266 953 480 ("the Fund") which was established by Deed dated 21 December 1995 ("the Trust Deed").
- B. The Trust Deed was amended by a Deed of Amendment, dated 18 April 2008, which adopted the SUPERCentral Governing Rules as the Governing Rules of the Fund.
- C. Rule 4 of the Governing Rules permits the change of trustee of the Fund.
- D. The Retiring Trustee seeks to appoint the New Trustee as the new Trustee of the Fund pursuant to the said Rule 4.
- E. The New Trustee wishes to signify that it and its directors are not disqualified under the *Superannuation Industry (Supervision) Act 1993* (Cth) ("SIS Act"), that the New Trustee consents to its appointment as the Trustee of the Fund and to the powers, duties, rights and obligations that it entails by execution of this Deed.
- F. The Retiring Trustee wishes to resign as the Trustee of the Fund after the appointment in this Deed takes effect.

OPERATIVE PART

1. Interpretation

1.1 In this Deed, unless there is something in the subject or context inconsistent with it:

- (a) words importing any one gender shall include the other genders;
- (b) words importing persons shall be deemed to include all bodies and associations, whether corporate or unincorporated and vice versa;
- (c) words (including defined terms) importing the singular shall include the plural and vice versa;
- (d) a reference to a clause can be a reference to a distinct clause, sub-clause, paragraph, sub-paragraph or the like to simplify references throughout this Deed;
- (e) the first letters of words and expressions defined in this Deed are indicated by capital letters for convenience and the absence of a capital letter shall not alone imply that the word or phrase is used with a meaning different from that given by its definition;

- (f) a reference to a statute or regulation, or to a provision of a statute or regulation, includes a reference to that statute, regulation or provision as amended, consolidated, replaced or re-enacted from time to time;
- (g) where the New Trustee are individuals, a reference to the New Trustee being appointed, consenting to being appointed or not being a disqualified person shall be read as a reference to each individual being appointed, each individual consenting and each individual not being a disqualified person;
- (h) where the Retiring Trustee are individuals, a reference to the Retiring Trustee resigning shall be read as a reference to each individual resigning; and
- (i) where the Retiring Trustee are individuals, a reference to the Retiring Trustee being released and indemnified shall be read as a reference to each individual being released and indemnified.

2. Changes

- 2.1 The Retiring Trustee appoints the New Trustee as the Trustee of the Fund in the place of the Retiring Trustee effective as and from the date of this Deed.
- 2.2 The Retiring Trustee resigns as the Trustee of the Fund effective as and from the date of this Deed.

3. Consent and acknowledgements

- 3.1 The New Trustee consents to its appointment as Trustee of the Fund.
- 3.2 The New Trustee acknowledges to the Retiring Trustee that neither it nor its directors are disqualified persons under the SIS Act.
- 3.3 The directors of the New Trustee are members of the Fund and as a result, the Fund will continue to satisfy the definition of "self managed superannuation fund".
- 3.4 The parties acknowledge that the New Trustee:
 - (a) is to have all of the powers and rights arising from; and
 - (b) will be subject to all of the duties and obligations of a Trustee under;
 the Governing Rules in relation to the Fund as fully as if the New Trustee had been the original Trustee of the Fund.
- 3.5 The parties must do all things necessary to transfer legal title to the property of the Fund to the New Trustee, including all necessary notifications, registrations and other procedures and formalities.

4. Indemnity

- 4.1 The New Trustee releases and indemnifies the Retiring Trustee from their obligations as Trustees of the Fund under the Trust Deed and from any claims or liabilities arising on or after the date of this Deed. These are claims or liabilities arising in respect of conduct of the Retiring Trustee occurring before the date of this Deed other than conduct which amounts to dishonesty or wilful or gross negligence.

5. Governing law

- 5.1 This Deed shall be governed and construed in accordance with the laws of the State or Territory in which the Fund is located and parties submit to the jurisdiction of the courts of that State or Territory and of the Commonwealth of Australia.

REFERENCE SCHEDULE – Fernbank Superannuation Fund ABN 95 266 953 480

Date of Deed

26, 02, 2015

Name of Retiring Trustee or Trustees

Raymond Geoffrey Adams of 75 Sydney Road, Manly NSW

Lynn Margaret Phillips of 75 Sydney Road, Manly NSW

Name of New Trustee or Trustees

Fern Superannuation Pty Ltd ACN 604 427 661 whose registered office is situated at 75 Sydney Road, Manly NSW

Name and Current Deed of Superannuation Fund

Fernbank Superannuation Fund ABN 95 266 953 480 established by a Deed dated 21 December 1995 as subsequently amended by a Deed of Amendment dated 18 April 2008 by which the Fund is currently governed.

EXECUTED AS A DEED

Signed, Sealed and Delivered by)

Raymond Geoffrey Adams)

as Trustee in the presence of:)

.....
Signature of Witness

.....
Raymond Geoffrey Adams

Jane Colman
.....

Name of Witness in Full

Suite 5, 15 Francis St, Dee Why NSW 2099
.....

Address of Witness in Full

Signed, Sealed and Delivered by)

Lynn Margaret Phillips)

as Trustee in the presence of:)

.....
Signature of Witness

.....
Lynn Margaret Phillips

Jane Colman
.....

Name of Witness in Full

Suite 5, 15 Francis St, Dee Why NSW 2099
.....

Address of Witness in Full

EXECUTED AS A DEED

Executed by Fern Superannuation Pty Ltd ACN 604 427 661

pursuant to s 127 of the Corporations Act 2001 (Cth)

.....
Raymond Geoffrey Adams – Director

.....
Lynn Margaret Phillips – Director