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Form 484
Corporations Act 2001

Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

A1 Change of address
A2 Change of name - officeholders and proprietary
company members
A3 Change - ultimate holding company

B1 Cease company officeholder
B2 Appoint company officeholder
B3 Special purpose company

C1 Cancellation of shares
C2 Issue of shares
C3 Change to share structure
C4 Changes to the register of members for proprietary
companies

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

Company details

Company name

BANINDA PTY. LIMITED

Refer to guide for information about
corporate key

ACN / ABN

055 254 076

Corporate key

71092092

Lodgement details

Who should ASIC contact if there is a query about this form?

Firm/organisation

Palmers Chartered Accountants

Contact name/position description

Ron Palmer

ASIC registered agent number (if applicable)

13001

Telephone number

02 9982 7200

Postal address or DX address

PO Box 276

DEE WHY NSW 2099

Total number of pages including this cover sheet

2

Signature

This form must be signed by a current officeholder of the company

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

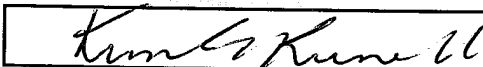
KIM ELIZABETH RUSSELL

Capacity

☒ Director

☐ Company secretary

Signature



Date signed

29 / 07 / 2013

[D D] [M M] [Y Y Y Y]

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

For help or more information

Telephone 1300 300 630

Email info.enquiries@asic.gov.au

Web www.asic.gov.au

B2 Appoint company officeholder

Use this section to notify appointment of a company officeholder. You need to notify details separately for each new officeholder.

Role of appointed officeholder
(Select one or more boxes)

- ☒ Director
☐ Secretary
☐ Alternate director

Date of appointment

Date of appointment
29 / 07 / 2013
[D D] [M M] [Y Y Y Y]

Name

The name of the appointed officeholder is (provide full given names, not initials)

Family name
COSTANZO
Given names
FRANK
Date of birth
06 / 02 / 1952
[D D] [M M] [Y Y Y Y]
Place of birth (town/city)
CROWS NEST
(state/country)
NSW

Former name
Eg change by deed poll or marriage

Their previous name was (Provide full given names, not initials)

Family name
Given names

Residential address

The residential address of the appointed officeholder is

Office, unit, level
Street number and Street name
18 HILLTOP ROAD
Suburb/City
CLAREVILLE
State/Territory
NSW
Postcode
2107
Country (if not Australia)

If an 'Alternate director', for whom

Note:
Where an Alternate director is appointed, please attach the terms of appointment to this change form. (Refer to the guide for annexure requirements)

The appointed 'Alternate director' is alternate for (person alternate for)

Family name
Given names
Expiry date (If applicable)
/ /
[D D] [M M] [Y Y Y Y]
☐ Alternate director terms of appointment attached

Minutes of a Meeting of the Board of Directors
BANINDA PTY. LIMITED
ACN 055 254 076

Held at: 18 HILLTOP ROAD
CLAREVILLE NSW 2107

On: 29/07/2013

Present: Kim Elizabeth Russell

Previous Minutes: The chairperson reported that the minutes of the previous meeting have been signed as a true record.

Resolutions: It was resolved that:

Frank Costanzo be appointed as Director of the company effective from 29/07/2013. It was noted that the written consent has been received.

That the necessary documents be prepared and lodged with the Commission.

Closure: There being no further business the meeting was closed.

Signed as a true record



Chairperson

To the Secretary

BANINDA PTY. LIMITED

Consent to Act

I, Frank Costanzo of
18 Hilltop Road
Clareville NSW 2107

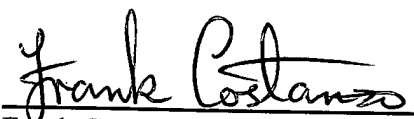
consent to act as Director of BANINDA PTY. LIMITED.

My date of birth is: 6/2/1952

My place of birth is: Crows Nest, NSW

Yours faithfully

Signed:


Frank Costanzo

Dated:

1-8-2013

Trustee declaration

To be completed by new trustees and directors of corporate trustees of self-managed super funds.



Read this declaration
in conjunction with
*Self-managed super
funds – key messages
for trustees* (NAT 71128).



WHO SHOULD COMPLETE THIS DECLARATION?

You must complete this declaration if you become a **new** trustee (or director of a corporate trustee) of:

- a **new** self-managed super fund (SMSF)
- an **existing** SMSF.

You must sign this declaration within 21 days of becoming a trustee or director of a corporate trustee of an SMSF.

A separate declaration is required to be completed and signed by each and every new trustee (or director of a corporate trustee).

You must also complete the declaration if you are a legal personal representative who has been appointed as trustee (or director of a corporate trustee) on behalf of a:

- member who is under a legal disability (usually a member under 18 years old)
- member for whom you hold an enduring power of attorney
- deceased member.

INFORMATION YOU NEED TO READ

Make sure you read *Self-managed super funds – key messages for trustees* (NAT 71128). It highlights some of the key points from the declaration and some important messages for you.

BEFORE COMPLETING THIS DECLARATION

Before you complete and sign this declaration, make sure you:

- read each section
- understand all the information it contains.

➤ If you have any difficulties completing this declaration or you do not fully understand the information it contains:

- speak to a professional adviser
- visit www.ato.gov.au/smsf
- phone us on **13 10 20**.

If you are not familiar with some of the terms used in this declaration or you need more information, refer to *Running a self-managed super fund* (NAT 11032).

WHEN COMPLETING THIS DECLARATION

When you complete this declaration, remember to:

- insert the full name of the fund at the beginning
- sign and date it
- ensure it is signed and dated by a witness (anyone 18 years old or over).

WHAT SHOULD YOU DO WITH THE DECLARATION?

You must keep your completed declaration for at least 10 years and make it available to us if we request it.

We recommend that you keep a copy of your completed declaration and refer to it and *Self-managed super funds – key messages for trustees* (NAT 71128), which is available on the ATO website, when making important decisions, such as those relating to choosing investments, accepting contributions and paying benefits.

❗ Do not send your completed declaration to us.



Self-managed super fund trustee declaration

I understand that as an individual trustee or director of the corporate trustee of

Fund name

Russell Family Superannuation Fund

I am responsible for ensuring that the fund complies with the *Superannuation Industry (Supervision) Act 1993* (SISA) and other relevant legislation. The Commissioner of Taxation (the Commissioner) has the authority and responsibility for administering the legislation and enforcing the fund's compliance with the law.

I must keep myself informed of changes to the legislation relevant to the operation of my fund and ensure the trust deed is kept up to date in accordance with the law and the needs of the members.

If I do not comply with the legislation, the Commissioner may take the following actions:

- ☐ impose administrative penalties on me
- ☐ enter into agreements with me to rectify any contraventions of the legislation
- ☐ disqualify me from being a trustee or director of a corporate trustee of any superannuation fund in the future
- ☐ remove the fund's complying status, which may result in significant adverse tax consequences for the fund
- ☐ prosecute me under the law, which may result in fines or imprisonment.

SOLE PURPOSE

I understand it is my responsibility to ensure the fund is only maintained for the purpose of providing benefits to the members upon their retirement (or attainment of a certain age) or their beneficiaries if a member dies. I understand that I should regularly evaluate whether the fund continues to be the appropriate vehicle to meet this purpose.

TRUSTEE DUTIES

I understand that by law I must at all times:

- ☐ act honestly in all matters concerning the fund
- ☐ exercise skill, care and diligence in managing the fund
- ☐ act in the best interests of all the members of the fund
- ☐ ensure that members only access their super benefits if they have met a legitimate condition of release
- ☐ refrain from entering into transactions that circumvent restrictions on the payment of benefits
- ☐ ensure that my money and other assets are kept separate from the money and other assets of the fund
- ☐ take appropriate action to protect the fund's assets (for example, have sufficient evidence of the ownership of fund assets)
- ☐ refrain from entering into any contract or do anything that would prevent me from, or hinder me in, properly performing or exercising my functions or powers as a trustee or director of the corporate trustee of the fund
- ☐ allow all members of the fund to have access to information and documents as required, including details about
 - the financial situation of the fund
 - the investments of the fund
 - the members' benefit entitlements.

I also understand that by law I must prepare, implement and regularly review an investment strategy having regard to all the circumstances of the fund, which include, but are not limited to:

- ☐ the risks associated with the fund's investments
- ☐ the likely return from investments, taking into account the fund's objectives and expected cash flow requirements
- ☐ investment diversity and the fund's exposure to risk due to inadequate diversification
- ☐ the liquidity of the fund's investments having regard to the fund's expected cash flow requirements in discharging its existing and prospective liabilities (including benefit payments)
- ☐ whether the trustees of the fund should hold insurance cover for one or more members of the fund.

Investment restrictions

I understand that, as a trustee or director of the corporate trustee of the fund, subject to certain limited exceptions specified in the law, I am prohibited from:

- ☐ lending money of the fund to, or providing financial assistance to, a member of the fund or a member's relative (financial assistance means any assistance that improves the financial position of a person directly or indirectly, including the provision of credit)
- ☐ acquiring assets (other than business real property, listed securities, certain in-house assets and acquisitions made under mergers allowed by special determinations or acquisitions as a result of a breakdown of a relationship) for the fund from members or other related parties of the fund
- ☐ borrowing money (or maintaining an existing borrowing) on behalf of the fund except in certain limited circumstances (while limited recourse borrowing arrangements are permitted, they can be complex and particular conditions must be met to ensure that legal requirements are not breached)

- ☐ having more than 5% of the market value of the fund's total assets at the end of the income year as in-house assets (these are loans to, or investments in, related parties of the fund – including trusts – or assets subject to a lease or lease arrangement between the trustee and a member, relative or other related party)
- ☐ entering into investments on behalf of the fund that are not made or maintained on an arm's length (commercial) basis (this ensures the purchase or sale price of the fund's assets and any earnings from those assets reflects their market value).

Accepting contributions and paying benefits

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 lodgment 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 the ATO within 28 days of any changes to the
 - 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

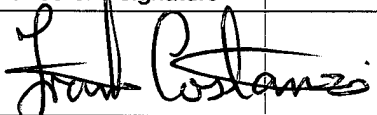
By signing this declaration I acknowledge that I understand my duties and responsibilities as a trustee or director of the corporate trustee of the self-managed superannuation fund named on this declaration (or if the fund's name changes, that name). I understand that:

- ☐ 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

Frank Costanzo

Trustee's or director's signature



Date

Day Month Year
29 / 07 / 2013

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

Witness' signature

Date

Day Month Year
 / /

Written Resolution of the Trustee of the Russell Family Superannuation Fund

**Purpose of Written
Resolution**

The purpose of the Written Resolution is to:

- (a) appoint Frank Costanzo (the Appointee) as a director of the Trustee; and
- (b) authorise various actions to be undertaken as a consequence of the appointment of the Appointee.

**Appointment of
Appointee**

Noted that under the Constitution of the Company the Directors have the power to appoint an additional director.

Resolved that the Appointee be appointed as a Director of the Company with immediate effect.

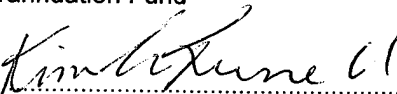
Other Resolutions

Noted that the Appointee has signed the ATO Trustee Declaration form as required by s104A of the *Superannuation Industry (Supervision) Act, 1993*.

Resolved that the administrator of the Fund be instructed to advise the ATO of the change in the persons associated with the Superannuation Fund by reason of the appointment of the Appointee by completing and submitting form ATO NAT 3036 within the required period of 28 days or, if applicable, by notifying the ATO by internet where the Superannuation Fund has a digital certificate with the ATO.

Resolved that the administrator of the Fund be instructed to advise ASIC of the change of the directors of the Trustee by reason of the appointment of the Appointee by completing and submitting form ASIC 484.

Signed as a Written Resolution of Baninda Pty Ltd ACN 055 254 076 the Trustee of Russell Family Superannuation Fund



Kim Elizabeth Russell
Director

Dated: 29/07/2013

Note: the written resolution will be effective only if the constitution of the Company permits written resolutions to be made or if s248A of the *Corporations Act 2001* applies.

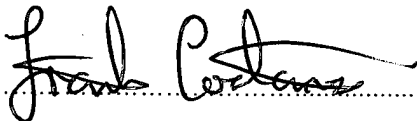
Consent to act as
a Director of Baninda Pty Ltd ACN 055 254 076
The trustee of the Russell Family Superannuation Fund

I understand that the Superannuation Fund is a regulated superannuation fund and also a self managed superannuation fund.

I consent to acting as a director of the company which acts as the trustee of the Superannuation Fund (as appropriate) and by signing below I make the following declarations:

- (a) I have attained the age of 18 years;
- (b) No notice of disqualification has been made in respect of me pursuant to s120A of the *Superannuation Industry (Supervision) Act 1993*;
- (c) I am not an insolvent under administration;
- (d) No civil penalty order under the *Superannuation Industry (Supervision) Act 1993* has been made against me;
- (e) I have not been convicted (whether in Australia or elsewhere) of any offence involving dishonest conduct;
- (f) I am not disqualified from managing a corporation under Part 2D.6 of the *Corporations Act 2001* or under any other provision of that Act or, if so disqualified, then I have permission under either section 206F(5) or section 206G of the *Corporations Act 2001* to act as a director of the company which acts as the Trustee.

I understand that should any of the matters listed as declarations (b) to (f) apply to me I will cease to be eligible to act as a director of the company which is trustee and undertake to immediately advise my fellow directors.



Appointee

Full Name Frank Costanzo

Residential Address 18 Hilltop Road Clareville NSW 2107

Date of Birth 06/02/1952

**MINUTES OF DIRECTOR RESOLUTION
OF BANINDA PTY LTD ACN: 055 254 076
IN ITS CAPACITY AS TRUSTEE FOR
RUSSELL FAMILY SUPERANNUATION FUND**

Purpose of Resolution	<p>The purpose of this Resolution is to:</p> <ul style="list-style-type: none">(a) authorise the issue of a general Product Disclosure Statement in respect of superannuation interests to be issued by the Superannuation Fund including accumulation interests and pension interests;(b) admit the Applicant as a new Member of the Fund;(c) accept contributions made by or in respect of the Applicant;(d) accept benefit transfers and rollovers in respect of the Applicant; and(e) authorise various actions to be undertaken as a consequence of the admission of the Applicant as a new Member and the acceptance of contributions, benefit transfers and rollovers.
Issue of General Product Disclosure Statement	<p>The General Product Disclosure Statement describes both accumulation benefits and account pension benefits (namely, account-based, transition to retirement and market-linked pensions) which can be provided by the Superannuation Fund.</p> <p>Trustee Resolution – Adoption & Issue of PDS</p> <p>The General Product Disclosure Statement is adopted by the Trustee and its issue to new members and prospective members is authorised.</p>
Admission of Applicant as a Member	<p>Resolutions in relation to the admission of the Applicant</p> <p>Noted that the Applicant is eligible to be admitted as a Member of the Superannuation Fund and that the Applicant is not disqualified from participating in the management of the Superannuation Fund.</p> <p>Noted that the admission of the Applicant as a Member will not cause the Superannuation Fund to cease to satisfy the definition of “self managed superannuation fund” as the Applicant has been or will be appointed as a director of the company which acts as Trustee or has been or will be appointed as a Trustee (as may be appropriate).</p> <p>Noted that as the Applicant is an Australian resident for taxation purposes, the admission of the Applicant and the acceptance of contributions by or in respect of the Applicant and the acceptance of transfers and rollovers in respect of the Applicant will not prejudice the status of the Superannuation Fund as an Australian superannuation fund.</p> <p>Resolved that the Applicant is admitted as a Member of the Superannuation Fund with immediate effect.</p> <p>Resolved that the administrator of the Fund be instructed to notify the ATO of the</p>

change in the persons associated by reason of the admission of the Applicant as a member of the Superannuation Fund by either completing and submitting form NAT 3036 or online using an AUSkey or an ATO Digital Certificate.

Noted that the ATO must be notified of the Applicant's admission as a Member within 28 days of the date of this resolution.

Contributions in respect of Applicant

Noted that the Applicant has advised that concessional and non-concessional contributions for the Applicant will be made to the Superannuation Fund.

Further noted that in accordance with the SUPERCentral Governing Rules the Superannuation Fund may accept concessional and non-concessional contributions in respect of the Applicant so long as the SIS Regulations permitted the Superannuation Fund to accept such contributions.

Contribution Resolution – Applicant

Resolved to accept any concessional or non-concessional contributions made by or in respect of the Applicant subject to the contributions acceptance rules being satisfied in respect of those contributions and that any contributions be credited to the Member's Account of the Applicant.

Benefit Transfers and Rollovers in respect of Applicant

Noted that the Applicant has advised that benefit transfers and rollovers in respect of the Applicant may be made to the Superannuation Fund.

Further noted that in accordance with the Governing Rules of the Superannuation Fund, the Trustee may accept benefit transfers and rollovers in respect of the Applicant so long as the SIS Regulations permitted the Superannuation Fund to accept such transfers and rollovers.

Benefit Transfers and Rollovers Resolution – Applicant

Resolved to accept any benefit transfers and rollovers in respect of the Applicant subject to the contributions acceptance rules being satisfied in respect of those benefit transfers and rollovers and that any transfers and rollovers are credited to the Member's Account of the Applicant.

**Signed as a Written Resolution of Baninda Pty Ltd ACN 055 254 076 as Trustee for Russell Family
Superannuation Fund ABN 42 258 197 098**



Kim Elizabeth Russell
Director

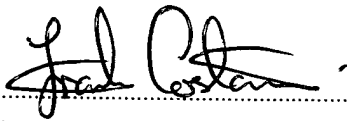
Dated: 29/07/2013

Application for admission as a member
of Russell Family Superannuation Fund ABN 42 258 197 098

I apply for membership of the Superannuation Fund and agree to be bound by the Governing Rules of the Superannuation Fund as they are amended from time to time.

I confirm I have received a copy of the General Product Disclosure Statement in respect of the Superannuation Fund which was issued by the Trustee of the Superannuation Fund.

I understand that the Superannuation Fund is a regulated superannuation fund and also a self managed superannuation fund.



Applicant

Full Name: Frank Costanzo

Residential Address: 18 Hilltop Road Clareville NSW 2107

Date of Birth: 06/02/1952