

BLACKMORES®

# CONSTITUTION

# CONSTITUTION

ADOPTED 23 OCTOBER 2003

## TABLE OF CONTENTS

<b>PRELIMINARY</b>	<b>6</b>
1 Definitions	7
2 Interpretation	7
3 Replaceable rules not to apply	7
4 Actions authorised under the act	7
5 Previous memorandum and articles of association superseded	7
6 Transitional	7
7 Compliance with the listing rules	8
<b>CAPITAL</b>	<b>8</b>
8 Capital	8
9 Directors to issue shares	8
10 Company may issue preference shares	8
11 Effect of issue of equal ranking shares	9
12 Class meetings	9
13 Recognition of trusts	9
14 Interest on share capital	9
15 Brokerage or commission	9
<b>JOINT HOLDERS</b>	<b>9</b>
16 Joint holders	9
17 Recognition of other interests in shares	9
<b>CERTIFICATES AND CHESS STATEMENTS</b>	<b>9</b>
18 Issue of certificates and chess statements	9
19 Multiple certificates	9
20 Delivery of certificates	9
21 Replacement of worn out or defaced certificates	9
22 Replacement of lost or destroyed certificates	9
<b>LIEN ON SHARES</b>	<b>10</b>
23 Lien for calls or money payable in respect of shares	10
24 Sale under lien	10
25 Transfer on sale under lien	10
<b>CALLS</b>	<b>10</b>
26 Listing rules	10
27 Directors may make calls	11
28 Notice of calls	11
29 Payment of calls	11
30 Difference in terms of issue as to calls	11
31 Interest on sums not paid	11
32 Fixed payment deemed calls	11
33 Prepayment of calls	11
34 Proof of calls	11
<b>FORFEITURE OF SHARES</b>	<b>11</b>
35 Forfeiture notice	11
36 Contents of forfeiture notice	11
37 Forfeiture for failure to comply with notice	12
38 Sale of forfeited shares	12
39 Effect of forfeiture	12
40 Evidence of forfeiture	12
41 Proceeds of sale and transfer of forfeited shares	12
42 Forfeiture applies to non payment of fixed payment	12
43 Surrender of shares	12
<b>TRANSFER OF SHARES</b>	<b>12</b>
44 Instrument of transfer	12
45 Procedure for chess approved securities	12
46 Procedure for instrument of transfer	12
47 Effect of transfer	13
48 Fees for transfers	13
49 Directors' powers to procure a holdings lock and to refuse to register	13

# TABLE OF CONTENTS

50	Notice	13
51	Obligations consequential upon transfer or conversion of securities	13
	<b>TRANSMISSION OF SHARES</b>	<b>13</b>
52	Death of a member	13
53	Transmission on merger	13
54	Transmission on death or bankruptcy	13
	<b>ALTERATION AND REDUCTION OF CAPITAL</b>	<b>14</b>
55	Capital change	14
56	New capital taken to be part of original capital	14
	<b>MODIFICATION OF RIGHTS</b>	<b>14</b>
57	Modification of rights of class of shares	14
58	No consent or sanction required for redemption	14
59	Variation by issue of further shares ranking equally	14
	<b>GENERAL MEETINGS</b>	<b>14</b>
60	Annual general meeting	14
61	General meeting	14
62	Notice of general meetings	14
63	Contents of notice of general meetings	15
64	Omission to give notice	15
65	Postponement or cancellation of meeting	15
	<b>PROCEEDINGS AT GENERAL MEETING</b>	<b>15</b>
66	Quorum for general meeting	15
67	Membership at a specified time	15
68	Representation of member	15
69	Chairperson of general meeting	15
70	Powers of chairperson	15
71	Adjournment of general meeting	16
72	Notice of adjourned meeting	16
73	Director entitled to speak at meeting	16
	<b>VOTING</b>	<b>16</b>
74	Resolution determined by majority	16
75	Polls and votes	16
76	Voting by joint holders	17
77	Payments on shares	17
78	Vote of member of unsound mind	17
79	Attorney of member	17
80	Objection to exercise of voting rights	17
	<b>PROXIES</b>	<b>17</b>
81	Appointments of proxy	17
82	Rights of proxies	17
83	Instrument appointing proxy	18
84	Deposit of proxy with company	18
85	Validity of vote given in accordance with proxy	18
	<b>DIRECTORS</b>	<b>18</b>
86	Number of directors	18
87	Consent	18
88	No share qualification	18
89	Retirement	18
90	Certain directors to be disregarded	18
91	Determination of directors to retire	18
92	Directors may fill casual vacancies or appoint additional directors	19
93	Tenure of appointee	19
94	Election at annual general meeting	19
95	Person eligible for election	19
96	Auditor cannot be director	19
97	Alternate director	19
	<b>DIRECTORS' TENURE OF OFFICE</b>	<b>19</b>
98	Directors' tenure of office	19
99	Retiring director eligible for re-election	20
100	Removal of director by the company	20
101	Vacation of office	20
	<b>REMUNERATION OF DIRECTORS</b>	<b>20</b>
102	Remuneration of independent directors	20
103	Payment to former director	20
104	Payment for extra services	20
105	Travelling expenses	20
	<b>PROCEEDINGS OF DIRECTORS</b>	<b>20</b>
106	Directors' meetings	20
107	Quorum for directors' meeting	20
108	Conduct of directors' meetings	20

# TABLE OF CONTENTS

109	Convening of directors' meeting and place of meeting	21
110	Directors' meeting competent to exercise all powers	21
111	Resolution passed deemed to be determination of all the directors	21
112	Directors may act notwithstanding vacancies	21
113	Chairperson of directors' meetings	21
114	Questions to be decided by majority	21
115	Resolution in writing	21
116	Validity of acts of directors	21
117	Directors of wholly owned subsidiary	21
	<b>DELEGATION BY DIRECTORS</b>	<b>21</b>
118	Managing and executive directors	21
119	Exemption of one managing director from retirement	21
120	Remuneration of managing and executive directors	22
121	Directors may confer powers on executive directors	22
122	Committee powers and meetings	22
123	Agents	22
124	Appointment of attorney	22
125	Sub delegation of powers	22
	<b>DIRECTORS' CONTRACTS</b>	<b>22</b>
126	Directors not disqualified from holding office or contracting with company	22
127	Director may hold office or act in professional capacity	23
128	Director may vote on contract in which he or she is interested	23
129	Director not deemed to be interested in certain contracts or arrangements	23
130	Directors to declare interest	23
131	Secretary to record declarations of directors	23
132	Effect of failure to make or record disclosures	23
	Powers of directors	23
133	Powers of directors	23
134	Powers to borrow or raise money	23
135	Directors may vote shares in other corporations	23
136	Security over company's assets	24
	<b>MINUTES AND REGISTERS TO BE KEPT</b>	<b>24</b>
137	Minutes	24
138	Place of minute books	24
139	Inspection of minute books	24
140	Registers	24
	<b>THE SECRETARY</b>	<b>24</b>
141	Secretary	24
142	Powers duties and authorities of secretary	24
143	Secretary to attend meetings	24
	<b>EXECUTION OF DOCUMENTS</b>	<b>25</b>
144	Common seal optional	25
145	Execution without the common seal	25
146	Execution by the common seal	25
147	Execution by authorised persons	25
	<b>THE SEAL</b>	<b>25</b>
148	Use of common seal	25
149	Official seals	25
	<b>NEGOTIABLE INSTRUMENTS</b>	<b>25</b>
150	Negotiable instruments	25
	<b>DIVIDENDS AND RESERVES</b>	<b>25</b>
151	Declaration of dividend	25
152	Directors may authorise interim dividend	25
153	No interest on dividend	25
154	Calculation and apportionment of dividends	26
155	Ranking for dividend from particular date	26
156	Deductions from dividends	26
157	Distribution of specific assets	26
158	Settling of difficulties	26
159	Payment by cheque	26
160	Joint holders	26
161	Election to reinvest dividend	26
162	Election to accept bonus shares in lieu of dividend	26
163	Unclaimed dividends	26
164	Reserves	27
165	Carry forward of profits	27
166	Revaluation of assets	27
	<b>CAPITALISATION OF PROFITS</b>	<b>27</b>
167	Capitalisation of profits	27
168	Directors' powers in relation to capitalisation of profits	27

# TABLE OF CONTENTS

<b>RECORDS</b>	<b>27</b>
169 Records	27
<b>INSPECTION OF RECORDS</b>	<b>27</b>
170 Inspection of records	27
<b>AUDIT</b>	<b>27</b>
171 Auditors	27
<b>NOTICES</b>	<b>28</b>
172 Service of notices by company	28
173 Posting notices to overseas members	28
174 Notices to joint holders	28
175 Notice deemed to be served	28
176 Service by post	28
177 Notices to members whose whereabouts unknown	28
178 Notices binding on transferees	28
179 Notice to deceased or bankrupt members	28
180 Signing of notices	28
181 Counting of days	28
<b>WINDING UP</b>	<b>29</b>
182 Shareholders' rights on the distribution of assets	29
183 Remuneration of liquidator	29
<b>INDEMNITY AND INSURANCE</b>	<b>29</b>
184 Indemnification of officers of the company	29
185 Insurance	29
186 Interpretation	29
<b>BUY BACK OF SHARES</b>	<b>29</b>
187 Buy back of shares	29

# CONSTITUTION

## CONSTITUTION OF BLACKMORES LTD

ABN 35 009 713 437

### PRELIMINARY

#### 1 Definitions

In this Constitution, unless the context otherwise requires:

**Act** means the Corporations Act 2001 (Cth);

**ASIC** means the Australian Securities and Investments Commission;

**Board** means the directors acting as a board of directors;

**business day** means any day on which a majority of trading banks are open excluding Saturdays for the conduct of business in Sydney, Australia;

**CHESS** means Clearing House Electronic Sub-register System;

**clause** means a clause of this Constitution;

**Company** means Blackmores Ltd ABN 35 009 713 437;

**Constitution** means the constitution of the Company for the time being in force;

**director** means a person holding office as a director of the Company from time to time and, where appropriate, includes an alternate director;

**directors** means the Directors acting as a Board;

**dividend** includes an interim dividend and a bonus;

**Exchange** means the Australian Stock Exchange Limited ACN 008 624 691 and includes, without limitation, any successor body;

**executive director** means a director (other than a Managing Director) referred to in clause 118 of this Constitution;

**financial year** has the meaning given to it in the Act;

**independent director** means a director who is not an executive director and in the opinion of the Board of Directors:

- (a) within the last three years has not been employed in an executive capacity by the Company or by a related body corporate, or been a director after ceasing to hold any such employment;
- (b) who is not a nominee of or associated directly with any member of the Company;
- (c) within the last three years has not been a principal of a material professional adviser or a material consultant to the Company or to a related body corporate, or an employee materially associated with the service provided;
- (d) is not a material supplier or customer of the Company or of a related body corporate, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;
- (e) has no material contractual relationship with the Company or with a related body corporate other than as a director of the Company; and
- (f) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company.

**Listing Rules** means the Listing Rules of the Exchange and any other rules of the Exchange which are applicable while the Company is admitted, each as amended or replaced from time to time, except to the extent of any express written waiver by the Exchange and/or the ASIC;

**member:**

- (a) means a person who is entered in the Register as the holder of Shares in the capital of the Company and "membership" is to be construed accordingly; and
- (b) includes not only a person who is a member at the time of a particular general meeting but also anyone present at the meeting who, by virtue of appointment as a proxy, attorney or representative, has power to exercise voting rights of any such person;

**month** means calendar month;

**Office** means the registered office for the time being of the Company;

**paid up** or **paid** includes credited as paid up or paid;

**prescribed interest rate** means the rate determined by the Directors for the purpose of this Constitution, and in the absence of a determination means 10% per annum;

**Replaceable Rules** means the replaceable rules identified by Part 2B.4 of the Act;

**Register** means the register of members of the Company under the Act and includes a branch register and SCH sub-register;

**related body corporate** has the meaning given to it in the Act;

**Representative** means, in relation to a general meeting of the company, a person authorised in accordance with the Act to act at the meeting as a representative of a member that is a body corporate;

**resolution** means a resolution other than a special resolution;

**Restriction Agreement** means a restriction agreement entered into by the company under the Listing Rules;

**SCH** means the securities clearing house as defined in the Act;

**SCH business rules** means the business rules of the SCH;

**Seal** means the common seal of the Company or, where appropriate, the duplicate seal or the official seal;

**secretary** includes any person appointed to perform the duties of secretary on a temporary basis and any duly appointed assistant secretary;

**Shares** means shares in the share capital of the Company;

**special resolution** has the meaning given to it in the Act;

**uncertificated securities holdings** means securities of the Company which under the Act, the Listing Rules or any uncertificated system may be held in uncertificated form;

**uncertificated system** means any system operated under the Act, the Listing Rules or the SCH business rules which regulates the transfer or registration of, or the settlement of transactions affecting, securities of the company in uncertificated form and includes CHESSE;

**in writing** or **written** includes printing, lithography, photography and other means of representing or reproducing words in a visible form.

## 2 Interpretation

In this Constitution, unless the context otherwise requires:

- (a) expressions used in this Constitution which are defined in the Act have the same meanings as in the Act;
- (b) this Constitution is subject to the Act and where there is any inconsistency between a clause of this Constitution and the Act, the Act shall prevail to the extent of the inconsistency;
- (c) where a provision in this Constitution:
  - (i) is qualified by the words "subject to the Listing Rules" or any similar expression;
  - (ii) states that a particular thing must not be done or is not allowed unless done in accordance with or allowed by the Listing Rules; or
  - (iii) requires that a particular thing be done in accordance with the Listing Rules,

the qualification, statement or requirement does not operate at any time when the Company is not admitted to the Exchange;

- (d) the singular includes the plural and vice versa;
- (e) words importing any gender include every gender;
- (f) references to a law, any section or schedule of a law or any other legislation are references to that law as amended, consolidated, supplemented or replaced from time to time and a reference to a law includes regulations and instruments made under the law;
- (g) headings are to be disregarded in interpreting this Constitution; and
- (h) references to any person include references to any individual, company, body corporate, association, partnership, firm, joint venture, trust or government agency.

## 3 Replaceable Rules not to apply

The Replaceable Rules contained in the Act shall not apply to the Company.

## 4 Actions authorised under the Act

Where the Act authorises or permits a company to do any matter or thing if so authorised by its constitution, the Company is and shall be taken by this clause of the Constitution to be authorised or permitted to do that matter or thing, despite any other clauses of this Constitution.

## 5 Previous Memorandum and Articles of Association superseded

This Constitution supersedes all Memoranda and Articles of Association of the Company in force immediately before the adoption of these clauses.

## 6 Transitional

This Constitution must be read and construed in such manner that:

- (a) every director, managing director, alternate director and secretary in office as such immediately before adoption of these clauses continues in office subject to and shall be regarded as appointed

under this Constitution;

- (b) every committee constituted under the former Articles of Association of the Company in force before the adoption of these clauses continues to exist and to function subject to and shall be regarded as appointed under this Constitution;
- (c) the directors are deemed to have fixed pursuant to clause 86 immediately after the adoption of these clauses a number equal to the number of directors in office as at the adoption of these clauses;
- (d) any Register maintained by the Company immediately before the adoption of these clauses shall be regarded as maintained subject to and in conformity with this Constitution;
- (e) any seal adopted by the Company before the adoption of these clauses as a certificate seal or official seal shall be regarded as a seal which the Company has under an authority conferred by this Constitution; and
- (f) unless a contrary intention appears, all persons, things and circumstances appointed or created by or under the Articles of Association of the Company in force before the adoption of these clauses shall continue to have the same status, operation and effect after the adoption of these clauses.

## 7 Compliance with the Listing Rules

- (a) If the Company is admitted to the official list of the Exchange it must comply with the Listing Rules [and shall seek to adopt and implement best practice as far as may be deemed appropriate for optimising corporate performance and accountability in the interests of shareholders and the broader community].
- (b) If the Company is admitted to the official list of the Exchange, the following clauses apply:
  - (i) notwithstanding anything contained in this Constitution, if the listing rules prohibit an act being done, the act shall not be done;
  - (ii) nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done;
  - (iii) if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);
  - (iv) if the Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision;
  - (v) if the Listing Rules require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision;
  - (vi) if any provision of this Constitution is or becomes inconsistent with the Listing Rules, this constitution is deemed not to contain that provision to the extent of the inconsistency.

## CAPITAL

### 8 Capital

The Company is a public company limited by shares.

### 9 Directors to issue shares

The shares in the Company are under the control of the directors, who subject to the Listing Rules:

- (a) may allot or otherwise dispose of all or any of the shares to such persons, subject to the Act, on such terms and conditions and at such times as the directors think fit, including bonus and partly paid shares;
- (b) have full power to grant to any persons options or other securities with rights of conversion to shares or pre-emptive rights to any shares for any consideration and for any period;
- (c) may issue shares with such preferential, deferred or special rights, privileges or conditions or with such restrictions (whether in regard to dividend, voting, return of share capital or otherwise) as the directors may determine; and
- (d) shall ensure that no preference shares are issued unless the rights attaching thereto with respect to the following matters are set out in this Constitution or have been otherwise approved by special resolution of the Company:
  - (i) repayment of capital;
  - (ii) participation in surplus assets and profits;
  - (iii) cumulative and non-cumulative dividends;
  - (iv) voting; and
  - (v) priority of payment of capital and dividends in relation to other shares or classes of preference shares.

### 10 Company may issue preference shares

The Company may issue preference shares which are redeemable:

- (a) at a fixed time or on the happening of a particular event; or
- (b) at the Company's option; or



(c) at the shareholder's option.

The terms upon which and the manner in which any redemption is to be effected shall, if permitted by the Act, be specified in the conditions of the issue of the shares.

## 11 Effect of issue of equal ranking shares

The rights conferred on the holders of the shares of any class are not to be taken as varied by the creation or issue of further shares ranking equally with the first-mentioned shares unless otherwise:

- (a) expressly provided by the terms of issue of the first-mentioned shares; or
- (b) required by the Act.

## 12 Class meetings

The provisions of this Constitution relating to general meetings apply so far as they are capable of application and with the necessary changes to every separate meeting of the holders of a class of shares except that:

- (a) a quorum is constituted by two persons who, between them, hold or represent one-third of the issued shares of the class; and
- (b) any holder of shares of the class, present in person or by proxy, or attorney or representative may demand a poll.

## 13 Recognition of trusts

The Company is not required to recognise a person as holding a share on any trust, except as required by law.

## 14 Interest on share capital

The Company is authorised to pay interest on share capital in the circumstances and on the conditions provided for in the Act.

## 15 Brokerage or commission

Subject to the provisions and restrictions contained in the Act, the Company may pay brokerage or commission to any person in consideration of the persons subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company. Such brokerage or commission may be paid or satisfied in cash, shares, debentures or debenture stock of the Company or otherwise.

## JOINT HOLDERS

### 16 Joint holders

The Company is not required to register more than three persons as joint holders of a share. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint tenants with benefits of survivorship, but:

- (a) the Company shall not be bound to register more than three persons (unless they are trustees, executors or administrators of a deceased holder) as the holders of any share;
- (b) the joint holders shall be liable severally as well as jointly in respect of all payments (including calls and instalments) which ought to be made in respect of the share;
- (c) on the death of any joint holder, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share, but the directors may require evidence of death;
- (d) any one joint holder may give a valid receipt for any dividend, bonus or return of capital payable to the joint holders; and
- (e) delivery of a certificate for a share to any joint holder shall be sufficient delivery to all the joint holders.

### 17 Recognition of other interests in shares

Subject to the provisions of the Act, the Company shall be entitled to treat the registered holder of any shares as the absolute owner of those shares. The Company is not required to recognise any equitable, contingent, future, or partial interest in any share or unit of a share or any other right in respect of a share except an absolute right of legal ownership in the registered holder, whether or not it has notice of the interest or right concerned, except as required by law.

## CERTIFICATES AND CHESSE STATEMENTS

### 18 Issue of certificates and CHESSE statements

The Company must issue to each member and option-holder, in accordance with the Act, the Listing Rules and, in the case of CHESSE Approved Securities, the SCH business rules, either:

- (a) one or more certificates for the securities held by the person; or

(b) a statement of holdings required by the SCH business rules.

A certificate for the securities need not be issued if the Act so permits. Directors may cancel a certificate and not issue a replacement if the Act so permits.

## 19 Multiple certificates

Where shares or options are registered in the names of two or more persons, only one certificate is required to be issued in respect of those shares or options.

## 20 Delivery of Certificates

Delivery of a certificate or a statement of holdings for a share or option may be effected by delivering it personally to the holder or by posting it in a prepaid envelope addressed to the holder at the address shown in the Register or by delivering or posting the certificate or statement in accordance with the written instructions of the holder. Delivery of a certificate or a statement for a share or option to one of several joint holders is sufficient delivery to all such holders.

## 21 Replacement of worn out or defaced certificates

Subject always to clauses 18, 19 and 20, if any certificate is worn out or defaced, the directors may, upon production of the certificate to the Company, order that it be cancelled and a new or duplicate certificate be issued.

## 22 Replacement of lost or destroyed certificates

Subject always to clauses 18, 19 and 20, if any certificate is lost or destroyed, the directors may order that a new certificate be issued upon being furnished with:

- (a) evidence of loss or destruction as required by the Act;
- (b) an undertaking to return the certificate (if found) as required by the Act; and
- (c) if the directors consider it necessary, a bond as the Act authorises the directors to require.

## LIEN ON SHARES

### 23 Lien for calls or money payable in respect of shares

The Company has a first and paramount lien on every partly paid share for all money (whether presently payable or not) called or payable at fixed times in respect of that share and interest at the prescribed interest rate on the amount due from the date it becomes due until payment. The Company shall also have a first and paramount lien on all shares for all money presently payable by a holder or his or her estate to the Company or for all money payable by the Company (or in respect of which the Company becomes liable to pay) to any governmental or other competent authority in respect of the shares. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The Company's lien (if any) on a share shall extend to all dividends payable on the share.

### 24 Sale under lien

The Company may sell any shares on which the Company has a lien in any manner the directors think fit provided that no sale shall be made:

- (a) unless a sum in respect of which the lien exists is presently payable;
- (b) until the expiration of fourteen days after a notice in writing, stating and demanding payment of the amount which is presently payable, has been given to the registered holder of the shares or the person entitled to the shares by reason of the death or bankruptcy of the registered holder.

The proceeds of the sale shall be received by the Company and applied in payment of that part of the amount in respect of which the lien exists as is presently payable, and any residue (subject to a like lien for sums not presently payable as existed upon the shares before the sale) shall be paid to the person entitled to the shares at the date of the sale.

### 25 Transfer on sale under lien

For the purpose of giving effect to a sale under the previous clause, either the Company may receive the consideration, if any, given for the share so sold and may execute a transfer of the share so sold in favour of the person to whom the share is sold, or the directors may authorise a person to transfer the shares sold to the purchaser of those shares. The Company must register the purchaser as the holder of the shares comprised in any such transfer, and the purchaser shall not be bound to see to the application of the purchase money, nor shall the purchaser's title to the shares be affected by any irregularity or invalidity in connection with the sale.

## CALLS

### 26 Listing Rules

None of the powers conferred by this constitution in respect of calls and instalments shall be exercised otherwise than in accordance with such timetable as may be prescribed by the Listing Rules.

## 27 Directors may make calls

The directors may make calls as they think fit on the members in respect of all moneys unpaid on the shares held by the members that are not moneys made payable at fixed times by the conditions of allotment. Each member shall pay the amount of every call made on the member to the persons and at the times and places appointed by the directors. A call may be made payable by instalments and shall be deemed to have been made when the resolution of the directors authorising that call was passed. The directors may revoke or postpone a call.

## 28 Notice of calls

At least fourteen days' written notice of a call shall be given specifying the time and place for payment. The non receipt of any notice by, or the accidental omission to give notice of any call to, any member shall not invalidate the call.

## 29 Payment of calls

If the conditions of allotment of any share require the whole or part of the amount or issue price for that share to be paid by instalments, every such instalment shall be paid to the Company when due by the person who for the time being is the registered holder of the share or his or her legal personal representative.

## 30 Difference in terms of issue as to calls

The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the time for payment of those calls.

## 31 Interest on sums not paid

If a sum called in respect of a share is not paid on or before the date for payment, the person from whom the sum is due shall pay interest on the sum from the date for payment to the time of actual payment at the prescribed interest rate. The directors may waive payment of interest, either in whole or in part.

## 32 Fixed payment deemed calls

Any sum which, by the terms of issue of a share, becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which the sum is payable. In case of non payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.

## 33 Prepayment of calls

The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the amount unpaid upon the shares held by the member beyond the sums actually called up. The directors may authorise payment by the Company of interest on the whole or any part of the amount so received until the amount becomes due or is repaid at the rate agreed between the member paying the sum in advance and the directors. As an alternative to interest, the directors may agree with the member that the member may participate in profits upon the amount so paid or satisfied in advance. The directors may at any time authorise repayment of the whole or any part of the amount paid in advance upon giving to the member one month's notice of the date for repayment.

## 34 Proof of calls

In proceedings for the recovery of money due for any call, it shall be sufficient to prove that:

- (a) the name of the member sued is entered in the Register as the holder or one of the holders of the shares in respect of which the call was made;
- (b) the resolution making the call was duly recorded in the minute book; and
- (c) notice of the call was duly given to the member sued in accordance with this Constitution;

and it shall not be necessary to prove the appointment of the directors who made the call or any other matter whatsoever but the proof of the matters listed in this clause shall be conclusive evidence of the debt.

## FORFEITURE OF SHARES

### 35 Forfeiture notice

If a member fails to pay any call or instalment of a call on the due date for payment, the directors may, at any time while any part of the call or instalment remains unpaid, serve a notice on the member requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non payment.

### 36 Contents of forfeiture notice

The notice shall name a further day (not earlier than fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made. The notice shall state that, in the

event of non payment by the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

## 37 Forfeiture for failure to comply with notice

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given, before the payment required by the notice has been made, may be forfeited by a resolution of the directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not paid before the forfeiture. The non receipt of any notice by, or the accidental omission to give notice of any forfeiture to, any member shall not invalidate the forfeiture.

## 38 Sale of forfeited shares

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the directors think fit, subject always to the Act and, if the shares are CHES Approved Securities, the SCH Business Rules.

## 39 Effect of forfeiture

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall notwithstanding remain liable to pay to the Company all money which, at the date of forfeiture, was payable by the member to the Company in respect of the shares together with interest on this amount from the date of forfeiture until payment at such rate as the directors may determine. The directors shall be under no obligation to enforce such payment.

## 40 Evidence of forfeiture

A statutory declaration in writing by a director or secretary of the Company that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

## 41 Proceeds of sale and transfer of forfeited shares

The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition of the share and the directors may authorise any person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money (if any) nor shall his or her title to the share be affected by any irregularity or invalidity in the proceedings in connection with the forfeiture, sale or disposal of the share.

## 42 Forfeiture applies to non payment of fixed payment

The provisions of this Constitution as to forfeiture shall apply to the non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time as if the sum had been payable by virtue of a call duly made and notified.

## 43 Surrender of shares

The directors may accept the surrender of any paid up shares as a compromise of any question as to the holder being properly registered in respect of those shares. Any share so surrendered may be disposed of in the same manner as a forfeited share.

## TRANSFER OF SHARES

### 44 Instrument of transfer

Subject to this Constitution, a member may transfer all or any of the member's shares:

- (a) in the case of CHES Approved Securities, in accordance with the SCH business rules and the provisions of the Act and Listing Rules; or
- (b) by an instrument of transfer in any usual or common form or in other form that the directors approve; or
- (c) by any other method of transfer of securities which may be recognised by the Corporations Act, is not consistent with the transfer with the Listing Rules is approved by the Directors.

The Company may maintain a branch register of members at a place outside Australia and the directors may make provision for transfer of shares of the company to and from any branch register.

### 45 Procedure for Chess Approved Securities

If a CHES Approved Security is to be transferred then the procedure set down by the SCH business rules is to be observed.

### 46 Procedure for instrument of transfer

If an instrument of transfer is to be used to transfer shares in accordance with clause 44(b) then:

- (a) the instrument of transfer must be executed by or on behalf of both the transferor and the transferee unless it is a sufficient transfer of securities within the meaning of the Act; and

- (b) the instrument of transfer must be left for registration at the share registry of the Company, accompanied by the information the directors properly require to show the right of the transferor to make the transfer,

and in that event the Company must, subject to the powers vested in the Directors by this constitution, register the transferee as a member.

## 47 Effect of transfer

Except as provided by the SCH business rules, a transferor of shares remains the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register in respect of the shares and a transfer of shares does not pass the right to any dividends declared on the shares until registration. The Company must retain every instrument of transfer which is registered for such period as the directors determine.

## 48 Fees for transfers

The Company must not charge a fee for any matter concerning transfers, renunciations, transmissions, certificates, conversions between sub-registers, holding statements and transaction statements where the charging of a fee is prohibited by the Listing Rules but, if the Listing rules allow the charging of a reasonable fee for any such matter, the Company may charge a reasonable fee for the matter whether or not the Company is then on the official list.

## 49 Directors' powers to procure a holdings lock and to refuse to register

The directors may apply or request SCH to apply a holding lock to prevent a transfer of CHES Approved Securities or refuse to register any paper based transfer of shares if the Listing Rules so permit. The directors must apply or request SCH to apply a holding lock to prevent a transfer of CHES Approved Securities or refuse to register any paper based transfer of shares if the Listing Rules or any Restriction Agreement so requires. If the directors refuse to register a transfer, the transfer must be returned to the person who lodged it if demand is made within 12 months of the giving of notice or refusal to register unless there has been an allegation of fraud concerning the transfer or the transaction to which it relates.

## 50 Notice

If in the exercise of their rights under clause 49 the directors:

- (a) apply a holding lock or request application of a holding lock to prevent a transfer of CHES Approved Securities they must give written notice to the holder of the securities; or
- (b) refuse to register a paper based transfer of a security they must give written notice of the refusal to the person who lodged it.

Failure to give such notice will not invalidate the decision of the Directors.

## 51 Obligations consequential upon transfer or conversion of securities

The Company must do all the things required by the Act, Listing Rules and the SCH Business Rules (in the case of CHES Approved Securities) upon transfer or conversion of its securities.

TRANSMISSION OF SHARES

## 52 Death of a member

If a member dies:

- (a) where the member was a joint holder of any shares, the surviving joint holder (or holders) shall be the only person (or persons) recognised by the Company as having any title to or interest in those shares;
- (b) the legal personal representatives of the member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to or interest in the shares registered in his or her name.

## 53 Transmission on merger

The merger of any two or more corporations under the laws of any jurisdiction shall constitute a transmission of rights.

## 54 Transmission on death or bankruptcy

- (a) Any person becoming entitled to a share because of the death or bankruptcy of a member or otherwise by operation of law, upon production of any evidence of entitlement which the directors may require, may elect either to be registered as holder of the share or to nominate some other person to be registered as the transferee of that share.
- (b) If the person so becoming entitled elects to be registered, that person shall deliver or send to the Company a notice in writing signed by the member. If that person elects to have another person registered, he or she shall execute a transfer of the share in favour of that other person. All the limitations, restrictions and provisions of this Constitution relating to the right to transfer, the form of transfer and the registration of transfers of shares shall be applicable to any such notices or transfers.

- (c) If the registered holder of a share dies or becomes bankrupt, the legal personal representatives or the trustee of the estate of the registered holder, as the case may be, is on the production of such information as is properly required by the directors, entitled to the same dividends and other advantages, and to the same rights, whether in relation to meetings of the company or to voting or otherwise, as the registered holder would have been entitled to if the registered holder had not died or become bankrupt.

## ALTERATION AND REDUCTION OF CAPITAL

### 55 Capital Change

The Company's powers to convert all or any of its shares into a larger or smaller number of shares and to reduce its share capital are as stated in the Act. This clause does not allow anything that the Listing Rules do not allow.

### 56 New capital taken to be part of original capital

Except as otherwise provided by the condition of issue or by this Constitution, any capital raised by the creation of new Shares is taken to be part of the original capital and is subject to the provisions of this Constitution.

## MODIFICATION OF RIGHTS

### 57 Modification of rights of class of shares

If at any time the share capital, whether by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be modified, abrogated or altered in any way with the consent in writing of the holders of three quarters in nominal value of the shares issued in that class or with the sanction of a resolution passed by a majority of three quarters in nominal value of the shares issued in that class. At any meeting to approve such a resolution:

- (a) the quorum shall be members present personally or by proxy and entitled to vote in respect of at least five percent of the issued shares of the class;
- (b) if a quorum is not present within thirty minutes of the time appointed for the commencement of the meeting, it shall stand adjourned to the same day in the next week at the same time and place. If no quorum is present at the adjourned meeting, it shall be dissolved; and
- (c) the provisions contained in this Constitution relating to notice of meetings, the appointment of a chairperson and of proxies, attorneys and representatives, the depositing and form and validity of proxies and the conduct of general meetings shall apply to any meeting of a class.

### 58 No consent or sanction required for redemption

A consent or sanction referred to in the previous clause shall not be required in respect of the redemption of any shares or any other alteration of rights attaching to any shares where that redemption or alteration is in accordance with the terms of issue of those shares.

### 59 Variation by issue of further shares ranking equally

The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally in respect of those preferred or other rights.

## GENERAL MEETINGS

### 60 Annual General Meeting

Annual general meetings of the Company are to be held in accordance with the Act.

### 61 General Meeting

The directors may convene a general meeting of the Company whenever they think fit and must convene a meeting when requested by members in accordance with the Act.

### 62 Notice of general meetings

Except as permitted by the Act and subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, at least twenty-eight days' notice, exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given, of every general meeting or meeting of any class of members shall be given in the manner provided by this Constitution to the members and such persons as are otherwise entitled under this Constitution to receive notices.

## 63 Contents of notice of general meetings

Every notice convening a general meeting must be accompanied by a proxy form and shall specify:

- (a) the place, the day and time of the meeting and the general nature of the business to be transacted at the meeting; and
- (b) if the directors decide in their absolute discretion to hold the meeting in two or more places, the technology to be used to facilitate the meeting; and
- (c) if it is proposed to pass a special resolution, the intention to propose the special resolution and the resolution; and
- (d) if a member is entitled to appoint a proxy, a statement providing:
  - (i) that the member has a right to appoint a proxy;
  - (ii) whether or not the proxy needs to be a member of the company; and
  - (iii) that a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

## 64 Omission to give notice

Except as prescribed by the Act, the accidental omission to give notice of a meeting to any member or the non receipt of notice of a meeting by any member shall not invalidate any of the proceedings at that meeting.

## 65 Postponement or cancellation of meeting

The directors may postpone or cancel any general meeting whenever they think fit, other than a meeting convened following a requisition of members in accordance with the Act.

## PROCEEDINGS AT GENERAL MEETING

### 66 Quorum for general meeting

No business shall be transacted at any general meeting unless a quorum is present at the commencement of the business. A quorum shall be three (3) members (including any proxy for a shareholder and any person representing a company shareholder in accordance with the Act) constitute a quorum in all cases. If a quorum is not present within 30 minutes after the time appointed for the meeting, any meeting convened on a requisition of members shall be dissolved but any other meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the directors may appoint by notice to the members. If at the adjourned meeting a quorum is not present, the meeting shall be dissolved.

### 67 Membership at a specified time

The power of the Company to determine, for the purposes of a particular meeting of which the Company is the convenor, that all the shares that are quoted on the Exchange at a specified time before the meeting are taken to be held at the time of the meeting by the persons who hold them at the specified time is exercisable by the directors.

### 68 Representation of member

Any member entitled to vote as at the specified time in clause 67, or if there is no such specified time, then at the time of the meeting, may be present and vote in person or may be represented at any meeting of the Company by proxy or attorney or, in the case of a body corporate which is a member, a Representative. Appointment of proxies and Representatives is governed in all respects by the Act.

### 69 Chairperson of general meeting

The chairperson of the directors, or, in his or her absence, the deputy chairperson (if any) shall be entitled to take the chair at every general meeting. If there is no chairperson or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting or if he or she is unwilling to act, the directors present may choose a chairperson. If the directors do not choose a chairperson, the members present shall choose one of the directors to be chairperson and if no director is present or willing to take the chair, the members shall choose one of their number to be chairperson.

### 70 Powers of chairperson

The chairperson of a general meeting;

- (a) is responsible for the general conduct of the meeting and for the procedure to be adopted at the meeting;
- (b) may prescribe any procedures which are in the chairperson's opinion necessary or desirable for proper and orderly debate and discussion and the proper and orderly casting of votes at the general meeting;
- (c) may, for the purpose of allowing any poll to be taken or determined, suspend the proceedings of a meeting for such period or periods as the chairperson thinks fit without effecting an adjournment, and no business shall be transacted and no discussion shall take place during any suspension of proceedings; and

- (d) may at any time the chairperson considers it necessary or desirable to do so for the proper and orderly conduct of the meeting terminate debate or discussion on any matter, and a decision by a chairperson on any such matter is final.

## 71 Adjournment of general meeting

The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## 72 Notice of adjourned meeting

If any general meeting is adjourned for more than twenty one days, a notice of the adjournment shall be given to members of the Company in the same manner as notice was or ought to have been given of the original meeting. In the case of all other adjournments, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 73 Director entitled to speak at meeting

A director is entitled to speak at meetings of the Company's members.

## VOTING

### 74 Resolution determined by majority

At a general meeting:

- (a) all questions submitted to the meeting shall be decided by a simple majority of votes except where a greater majority is required by this Constitution or the Act;
- (b) in the case of an equality of votes, the chairperson shall have a casting vote in addition to the vote or votes to which the chairperson may be entitled as a member and the chairperson has a discretion as to the use of the casting vote and as to the way in which it is used; and
- (c) in the first instance, voting shall be on a show of hands. However, a poll may be demanded on any question prior to the close of the meeting by the chairperson, any member, or a member's proxy, attorney or representative. The chairperson shall decide in each case the manner in which a poll shall be taken, but in all cases the chairperson shall ascertain the number of votes attaching to shares held or represented by persons voting in favour of a resolution or special resolution and the number of votes attaching to shares held or represented by persons voting against the resolution. Any dispute as to the admission or rejection of a vote shall be determined by the chairperson and the chairperson's determination made in good faith shall be final and conclusive.

### 75 Polls and votes

- (a) Subject to the rights or restrictions on voting which may attach to or be imposed on any class of shares, on a show of hands every person present as a member or as a representative, proxy or attorney of a member shall have one vote and (subject to paragraph (c)) on a poll every member present in person or by proxy, attorney or representative shall have one vote for each share held by that member.
- (b) A poll may be demanded:
  - (i) by the chairperson;
  - (ii) by at least 5 members having the right to vote present in person or by proxy or as a Representative;
  - (iii) by a member or members present in person or by proxy as a Representative and representing not less than 10% of the total voting rights; or
  - (iv) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right.
- (c) A person entitled to cast more than one vote upon a poll need not use all the votes or cast all the votes used in the same way.
- (d) Subject to any restrictions affecting the right of any member or class of members to attend any meeting, a member holding any shares upon which no moneys are due and payable to the Company shall be entitled to receive notices and to attend any general meeting and to vote and be reckoned in a quorum notwithstanding that moneys are then due and payable to the Company by that member in respect of other shares held by that member. Upon a poll, a member shall only be entitled to vote in respect of shares held by the member upon which no moneys are due and payable to the Company at the time the poll is taken.
- (e) If a poll is properly demanded, it must be taken in the manner and at the time directed by the chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (f) A poll demanded on the election of a chairperson or on a question of an adjournment must be taken immediately.
- (g) A demand for a poll may be withdrawn.



## 76 Voting by joint holders

Where there are joint registered holders of any share, any joint holder may vote at any meeting either personally or by proxy or attorney or representative in respect of the shares as if the joint holder was solely entitled to those shares, but if more than one joint holder is present at any meeting (whether personally, by proxy or by attorney or representative) and tenders a vote, only the vote of the joint holder whose name stands first on the register shall be counted. Several legal personal representatives of a deceased member shall for the purpose of this clause be deemed to be joint holders of the shares registered in the name of that member.

## 77 Payments on shares

For the purposes of clause 75:

- (a) a share shall be taken to be a fully paid share only if all amounts paid and payable on the share have been paid or credited as paid;
- (b) any amount paid or credited as paid on a share in advance of a call is not to be taken as paid or credited as paid on the share;
- (d) where a member appoints two proxies to vote at the same general meeting and the authority of one is not conditional on the other failing to attend or vote, on a show of hand, neither proxy may vote,

and a share shall not be taken into account for the purposes of clause 75 if it is for the time being either a default share under this Constitution or if a call in respect of the share is due but unpaid.

## 78 Vote of member of unsound mind

If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health then the member's committee or trustee or such other person as properly has the management of the member's estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member.

## 79 Attorney of member

Any member may appoint an attorney to act on behalf of the member at all meetings of the Company or all meetings of the Company during a specified period. Before the first meeting at which the attorney acts on the member's behalf, a power of attorney shall be deposited at the Office or delivered to the Company in compliance with the notice convening that meeting. At the first meeting and at any subsequent meeting to which the power of attorney may relate, the attorney shall hand to the Chairperson of the meeting a properly executed declaration of non revocation of the power of attorney.

## 80 Objection to exercise of voting rights

An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. The objection must be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed following the objection is valid for all purposes

## PROXIES

### 81 Appointments of proxy

- (a) A member who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting or at a number of meetings until the proxy expires or is revoked.
- (b) A member who is entitled to cast 2 or more votes at a meeting, may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes. Fractions resulting from the application of this clause shall be disregarded.
- (c) The appointment of a proxy in respect of a specified meeting will be deemed to include the appointment of that proxy for any adjournment of that meeting unless the proxy is revoked prior to the holding of the adjourned meeting.

### 82 Rights of proxies

- (a) A proxy appointed to attend and vote for a member has the same rights as the member:
  - (i) to speak at the meeting; and
  - (ii) to vote (but only to the extent allowed by the appointment); and
  - (iii) join in a demand for a poll.
- (b) A proxy may vote on a show of hands.
- (c) A proxy's authority to speak and vote for a member at a meeting is suspended while the member is present at the meeting.
- (d) If the instrument appointing a proxy specifies the way the proxy is to vote on a particular resolution and, as a result, it is provided by the Act that, in an event specified in the Act, the proxy must vote that way, any vote tendered by the proxy which is not a vote that way must be disregarded.

## 83 Instrument appointing proxy

- (a) The directors must issue, with any notice of a meeting, a form of proxy which is blank as to the first proxy but may include the name of any suggested alternative or other proxy.
- (b) The instrument appointing a proxy must be signed by the appointor or by the appointor's attorney duly authorised in writing, or, if the appointor is a body corporate, under its common seal or the hand of two or more of its officers.
- (c) No instrument appointing a proxy is to be treated as invalid merely because it does not contain the address of the appointor or of a proxy or is not dated or does not contain in relation to any of the resolutions an indication of the manner in which the proxy is to vote and, in any case where the instrument does not contain the name of the proxy, the instrument is not for that reason invalid and is to be treated as given in favour of the chairperson of the meeting.
- (d) Where an instrument of proxy does not direct the proxy to vote either for or against each or any of the resolutions to be proposed, the proxy (including the chairperson of the meeting where the chairperson is deemed to be given the proxy), may vote in any way the proxy deems fit.

## 84 Deposit of Proxy with Company

- (a) The instrument appointing a proxy and the original power of attorney (if any) under which it is signed or a certified copy of the power of attorney shall, unless otherwise specified in the notice convening the meeting, be deposited at the Office not less than twenty-four hours before the time for holding the meeting.
- (b) Unless otherwise specified in the notice convening the meeting, a proxy and the authority or attorney under which the proxy is signed may be deposited at the Office by personal delivery, post or facsimile.

## 85 Validity of vote given in accordance with proxy

A vote given in accordance with the terms of an instrument of proxy or a power of attorney shall be valid notwithstanding:

- (a) the previous death of the member;
- (b) mental incapacity of the member;
- (c) revocation of the proxy's appointment by the member;
- (d) revocation by the member of the authority or attorney under which the proxy was appointed by the appointor;
- (e) transfer of the member's share in respect of which the proxy was appointed unless the Company receives by personal delivery, post, facsimile or any other manner approved by the Company written notice of that matter at the Office or any place specified for the deposit of proxies before the start or resumption of the meeting at which a proxy votes.

## DIRECTORS

### 86 Number of directors

The number of the directors shall not be less than three, nor, until otherwise fixed by the directors from time to time, more than ten, but the number so fixed by the directors at a particular time must not be less than the number of directors in office at that time.

### 87 Consent

Before being appointed as a director, a person must give the Company a signed consent to act as a director which must be retained by the Company.

### 88 No share qualification

A director need not be the holder of any shares in the Company.

### 89 Retirement

At each annual general meeting any director required to retire under the Listing Rules must retire from office. A director so retiring is eligible for re-election. While the Listing Rules so require there must be an election of directors each year.

### 90 Certain directors to be disregarded

In determining the director to retire, no account is to be taken of any Managing Director exempted by this Constitution.

### 91 Determination of Directors to retire

Where the operation of clauses 89 and 93 do not require a director to retire in a year, the director who must retire in that year, to accommodate clause 89 is to be determined by the directors.

## 92 Directors may fill casual vacancies or appoint additional directors

Notwithstanding the previous clauses, the directors shall also have power at any time to appoint any other person as a director, either to fill a casual vacancy or as an addition to the Board, except that the total number of directors shall not at any time exceed the maximum number for the time being fixed by or under this Constitution. The directors shall also have the power to appoint a person as a director in order to make up a quorum for a directors' meeting even if the total number of directors of the Company is not sufficient to make up that quorum.

## 93 Tenure of Appointee

Any director appointed under clause 92 holds office only until the next annual general meeting of the Company and is then eligible for election.

## 94 Election at annual general meeting

The Company may at an annual general meeting fill:

- (a) the offices of the directors who pursuant to clause 89 retire at the meeting; and
- (b) the offices of any directors who pursuant to clause 93 hold office only until the meeting, by electing an eligible person to any such office.

## 95 Person eligible for election

No person except a person declared eligible by clauses 89 or 93 is eligible for election as a director at an annual general meeting of the company unless a consent to nomination signed by the person has been lodged at the Office at least:

- (a) in the case of a person recommended for election by the directors, 20 business days before the meeting; and
- (b) in any other case, 35 business days before the meeting, or any other period prescribed by the Listing Rules.

## 96 Auditor cannot be director

No auditor of the Company or partner or employee or employer of an auditor shall be appointed a director or an alternate director of the Company.

## 97 Alternate director

Subject to the provisions of the Act, each director (the Appointor) by notice in writing may appoint any person (whether or not a member) to act as an alternate director in place of the Appointor during such period as the Appointor thinks fit. Any alternate director:

- (a) may be removed or suspended from office by written notice to the Company from the Appointor;
- (b) is entitled to receive notice of meetings of the Board, to attend meetings (if the Appointor is not present) and to be counted towards a quorum at meetings;
- (c) is entitled to vote at meetings where the alternate director attends on all resolutions on which the Appointor could vote if the Appointor attended and, where the alternate director is also a director, the alternate director shall have a vote as a director as well as a separate vote on behalf of the Appointor;
- (d) need not be the holder of any shares in the Company;
- (e) may exercise any powers that the Appointor may exercise where the Appointor is unavailable for any reason except the power to appoint an alternate director. The action of an alternate director shall be conclusive evidence as against third parties of the unavailability of the Appointor;
- (f) shall automatically vacate office if the Appointor is removed or otherwise ceases to hold office for any reason;
- (g) whilst acting as a director, is responsible to the Company for the alternate's own acts and defaults and shall not be deemed to be the agent of the Appointor;
- (h) shall not be entitled to receive any remuneration from the Company but shall be entitled to reimbursement for reasonable travelling and other expenses incurred by the alternate in attending meetings of the Board or otherwise on the Company's business;
- (i) shall not be taken into account in determining the number of directors for the purposes of this Constitution; and
- (j) may act as an alternate for more than one director.

## DIRECTORS' TENURE OF OFFICE

### 98 Directors' tenure of office

Subject to the Act, each director shall hold office until removed in accordance with this Constitution or until the director's office is vacated in accordance with this Constitution.

## 99 Retiring director eligible for re-election

A director who retires or whose office is vacated under this Constitution shall be eligible for election or re-election to the Board except as expressly provided in this Constitution.

## 100 Removal of director by the Company

- (a) An executive director shall automatically cease to be a director when that person ceases to be employed by the Company.
- (b) An independent director may be removed and replaced by the Company in general meeting in the manner prescribed by the Act. A person appointed as a replacement shall be taken to have been appointed on the day on which the replaced director was last appointed or elected.

## 101 Vacation of office

The office of a director shall be automatically vacated if the director:

- (a) becomes insolvent under administration;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
- (c) resigns his or her office by notice in writing to the Company; or
- (d) vacates office or is prohibited from being a director in accordance with any of the provisions of the Act or any order made under the Act.

A director whose office is vacated under paragraphs (a), (b) or (d) will not be eligible for re election until the disability (or disabilities) referred to is (or are) removed.

## REMUNERATION OF DIRECTORS

### 102 Remuneration of Independent Directors

Independent directors are to be paid as remuneration for their services the sum determined from time to time by the Company in general meeting. The sum is to be divided among those independent directors in the proportion and manner they agree and, in default of agreement, equally. The independent directors' remuneration is deemed to accrue from day to day.

### 103 Payment to former director

Subject to the Listing Rules, the Company may pay a former director, or the estate of a director who dies in office, a retirement benefit in recognition of past services in the amount determined by the directors, but not exceeding the amount permitted to be paid by the Act. The Company may also enter into a contract with a director providing for the payment of a retiring benefit.

### 104 Payment for extra services

Subject to the Listing Rules, if a director, being willing, is called on to perform extra services or to make any special exertions for the Company, the Company may remunerate that director by payment of a fixed sum determined by the directors and that remuneration may be either in addition to or in substitution for that director's share in the remuneration provided for in clause 102.

### 105 Travelling expenses

The independent directors shall also be paid all travelling, accommodation and other expenses properly incurred by them in attending, participating in and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in connection with the business of the Company.

## PROCEEDINGS OF DIRECTORS

### 106 Directors' meetings

The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

### 107 Quorum for Directors' Meeting

The directors may determine the quorum necessary for the transaction of business until such a determination is made, 3 directors shall be a quorum.

### 108 Conduct of directors' meetings

The directors may conduct their meetings by telephone or other means of communication without a director or directors being in the physical presence of another director or other directors provided that all directors involved in the meeting are able to participate in discussion.

## 109 Convening of directors' meeting and place of meeting

A director may at any time, and the secretary must on the requisition of a director, convene a meeting of the directors by giving reasonable notice (or such shorter notice consented to by all the directors) individually to every director. Meetings may be held outside Australia.

## 110 Directors' meeting competent to exercise all powers

A meeting of the directors at which a quorum is present shall be competent to exercise all or any of the powers and discretions vested in or exercisable by the directors generally.

## 111 Resolution passed deemed to be determination of all the directors

Any resolution properly passed at a duly convened meeting of the directors at which a quorum is present shall be deemed to be a determination by all the directors for the purposes of this Constitution.

## 112 Directors may act notwithstanding vacancies

The directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed as a quorum, they shall not act except in the case of emergency or for the purpose of filling up vacancies or summoning a general meeting.

## 113 Chairperson of directors' meetings

The directors may elect a chairperson and deputy chairperson of their meetings and determine the periods for which they are to hold office. If no chairperson or deputy chairperson is elected or if at any meeting neither the chairperson nor the deputy chairperson is present at the time appointed for the meeting, the directors present at the meeting shall choose one of their number to be chairperson of the meeting.

## 114 Questions to be decided by majority

Questions arising at any meeting shall be decided by a majority of votes of directors present and voting. An alternate director involved in any meeting of directors has one vote for each director for which that person is an alternate director and, if that person is also a director, also has one vote as a director. In the case of an equality of votes, the chairperson of the meeting shall have a second or casting vote unless only two directors present are entitled to vote on the question.

## 115 Resolution in writing

A resolution in writing of which notice has been given to all directors entitled to receive notice of a meeting of the directors and which is signed by a majority of directors entitled to attend and vote at meetings of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the directors. For the purposes of this clause, the signature of an alternate director shall be as effective as, and may be substituted for, the signature of the Appointor. The resolution is passed when the last director required to give the resolution majority approval signs the document provided always that a resolution shall not be deemed to be passed under this clause unless the secretary certifies that a copy of the proposed resolution was sent by email, facsimile transmission or other written form to each of the directors at the address notified for that purpose to the secretary by the director.

## 116 Validity of acts of directors

All acts done by any meeting of the directors or by a committee of the directors or by any person acting as a director shall be valid notwithstanding that it is afterwards discovered that there was some defect in the appointment or election of any director or person acting as a director or that any director was disqualified or had vacated office or was otherwise not entitled to vote or act.

## 117 Directors of wholly owned subsidiary

At all times when the Company is a wholly owned subsidiary as provided in the Act, each director of the Company is authorised to act in the best interests of the holding company of the Company as contemplated by section 187 of the Act.

## DELEGATION BY DIRECTORS

### 118 Managing and executive directors

The directors may at any time appoint one or more of their number to the office of managing director or to any other executive office (except auditor) or employment under the Company for any period and on any terms they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any appointment. Any appointment shall be automatically determined if the person ceases from any cause to be a director.

### 119 Exemption of one Managing Director from retirement

One Managing director nominated by the directors for the purpose is exempted from retirement under clause 89. While a Managing Director the subject of a nomination under this clause remains in office as

a Managing Director, no such nomination may be made in respect of any other Managing Director. If a Managing Director the subject of any such nomination ceases to be Managing director but continues in office as a director, the director will be regarded, for the purposes of clause 89, as if he or she had been continuously in office since his or her last election for only that part of the period since that election during which he or she was not the subject of a nomination under this clause.

## 120 Remuneration of Managing and Executive Directors

The remuneration of Managing Director or an Executive Director may be fixed by the directors and may be by way of salary or commission or participation in profits or by all or any of these methods, but may not be a commission on or a percentage of operating revenue.

## 121 Directors may confer powers on executive directors

The directors may confer upon a managing director or other executive directors any of the powers exercisable by the directors upon such terms and conditions and with such restrictions as they think fit. Any powers so conferred may be concurrent with or to the exclusion of their own powers. The directors may at any time revoke, withdraw, alter or vary all or any of those powers.

## 122 Committee powers and meetings

The directors may delegate any of their powers to committees consisting of any member or members of their body as they think fit and may revoke any such delegation. Any committee shall exercise the powers delegated to it in accordance with any directions that may from time to time be imposed upon it by the Board. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions of this Constitution regulating the meetings and proceedings of the directors so far as they are applicable and are not superseded by any direction made by the Board under this clause and in this regard unless and until the directors determine which member of a committee is to be chairperson of that committee, the members of that committee may elect one of their number as chairperson..

## 123 Agents

The directors may at any time provide for the management of the affairs of the Company by appointing agents of the Company and, in connection with any appointment, may fix remuneration, impose conditions and remove any appointee as the directors think fit.

## 124 Appointment of attorney

The directors may at any time by power of attorney executed in accordance with clause 183 or 184 appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under this Constitution) and for such period and subject to such conditions as the directors think fit. Any appointment may be made in favour of any company or the members, directors, nominees or managers of any company or firm or in favour of any fluctuating body of persons (whether nominated by the directors or otherwise) and any power of attorney may contain provisions for the protection or convenience of the attorney or attorneys and of persons dealing with the attorney or attorneys as the directors may think fit.

## 125 Sub delegation of powers

Any agent or attorney appointed by the directors may be authorised by the directors to sub delegate all or any of the powers, authorities and discretions for the time being vested in them.

## DIRECTORS' CONTRACTS

### 126 Directors not disqualified from holding office or contracting with Company

Notwithstanding any rule of law or equity:

- (a) no director shall be disqualified by reason of being a director from holding any office or place of profit (other than as auditor) with the Company or with any company promoted by the Company or with any corporation in which the Company is a shareholder or which is a shareholder of the Company or in which the Company is otherwise interested;
- (b) no director shall be disqualified by reason of being a director from contracting with the Company (whether as vendor, purchaser or otherwise);
- (c) no contract referred to in paragraph (b) or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested shall be avoided and no director shall be liable to account to the Company for any profit arising from such a contract or arrangement or from any office referred to in paragraph (a) (or other place of profit) by reason only of that director holding that office or of the fiduciary relations thereby established.

## 127 Director may hold office or act in professional capacity

A director:

- (a) may hold any office in connection with the Company's business except that of auditor; and
- (b) may act individually or through a firm of which the director is a member in a professional capacity for the Company (except as auditor) and the director or firm shall be entitled to remuneration for professional services as if the director were not a director.

## 128 Director may vote on contract in which he or she is interested

Subject to this Constitution and subject also to any required disclosure of a director's material personal interest being made before a relevant transaction is entered into:

- (a) a director may vote in respect of any contract or arrangement in which the director is interested (whether directly or indirectly) and may be counted in a quorum, may execute documents on behalf of the Company, affix the Seal and may otherwise act in respect of such contract or arrangement;
- (b) any transactions that relate to the director's interest may proceed;
- (c) the director may retain benefits under the transaction even though interested in the transaction; and
- (d) the Company cannot avoid the transaction merely because of the interest.

## 129 Director not deemed to be interested in certain contracts or arrangements

A director shall not be deemed to be interested (whether directly or indirectly) or to have been at any time interested in any contract or arrangement or proposed contract or arrangement:

- (a) relating to any loan to the Company, merely by reason of the fact that the director has guaranteed or joined in guaranteeing the repayment of such loan or any part of such loan; or
- (b) made or to be made with a corporation which under any provision the Act is deemed to be related to or associated with the Company, merely by reason of being a director of that corporation.

## 130 Directors to declare interest

Any director who has a material personal interest in a matter that relates to the affairs of the Company must give the other directors notice of the interest unless the Act provides otherwise. Any such required notice of a material personal interest must comply with the requirements of the provisions of the Act, in particular, Section 191(3) of the Act, or, if a standing notice, Section 192 of the Act.

## 131 Secretary to record declarations of directors

It shall be the duty of the secretary to record in the minutes of the meeting any declarations made or notices given by a director under this Constitution.

## 132 Effect of failure to make or record disclosures

Failure to make or to record any disclosures shall not operate to void or render voidable any contract, transaction or arrangement to which the disclosure relates.

## POWERS OF DIRECTORS

### 133 Powers of directors

Subject to the Act and to any provision of this Constitution, the business of the Company shall be managed by the directors, who may pay all expenses incurred in promoting and forming the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in general meeting.

### 134 Powers to borrow or raise money

Without limiting the generality of the previous clause, the directors may from time to time at their discretion borrow or raise any sum or sums of money or obtain other accommodation for the purposes of the Company and may secure the repayment of such sum or sums or the payment, performance or fulfilment of any debts, liabilities, contracts or obligations incurred or undertaken by the Company in such manner and upon such terms and conditions as they think fit and in particular by the issue or re issue of bonds, perpetual or redeemable debentures or debenture stock or any mortgage, charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled or unpaid capital for the time being.

### 135 Directors may vote shares in other corporations

Subject to the Act, the directors may exercise the voting power conferred by the shares in any corporation held by the Company in such manner as they think fit including in circumstances where a director may be interested in the exercise, such as an exercise in favour of any resolution appointing a director as an officer of a corporation or voting or providing for the payment of remuneration to officers of the other corporation.

## 136 Security over Company's assets

Subject to the Act, if the directors or any of them or any other persons become personally liable (whether as surety or otherwise) for the performance of any of the Company's obligations, the directors may, notwithstanding their interest, execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the liability.

## MINUTES AND REGISTERS TO BE KEPT

### 137 Minutes

The directors shall cause to be duly entered in books provided for the purpose within one month of the relevant meeting, minutes containing details of:

- (a) the names of the directors present at each meeting of the directors and of any committee of directors;
- (b) all declarations made or notices given by any director (either generally or specially) of the director's interest in any contract or proposed contract or of the director's holding of any office or property whereby any conflict of duty or interest may arise;
- (c) all orders made by the directors and committees of directors; and
- (d) all resolutions passed by directors or members without a meeting;
- (e) if the Company has only one director, all resolutions made by that director; and
- (f) all resolutions and proceedings of general meetings of the Company, meetings of the directors and meetings of any committee of the directors.

Any minutes of any general meetings of the Company, meetings of the directors or meetings of any committee of the directors shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting within a reasonable time after the meeting and once signed shall constitute evidence of the matters stated in the minutes.

### 138 Place of minute books

The Company will keep its minute books at:

- (a) its Office; or
- (b) its principal place of business; or
- (c) any other place approved by the Australian Securities and Investments Commission, and will ensure the minute books are open for inspection by the members free of charge.

### 139 Inspection of Minute Books

The Company will ensure that the minute books of general meetings are available for inspection by members free of charge.

### 140 Registers

In accordance with the provisions of the Act, the directors shall cause the Company to keep:

- (a) the Register;
- (b) if the Company issues any debentures, a register of the debenture holders;
- (c) a register of charges;
- (d) if the Company grants options over unissued shares, a register of the option holders and copies of option documents;
- (e) any other registers required to be kept under the Act.

## THE SECRETARY

### 141 Secretary

A secretary or secretaries of the Company shall be appointed by the directors in accordance with the Act. At least one secretary shall be ordinarily resident in Australia. The directors may also appoint acting and assistant secretaries. Any such appointment may be for such term, at such remuneration and upon such conditions as the directors think fit and any person so appointed may be suspended or removed by the directors.

### 142 Powers duties and authorities of secretary

The directors may vest in a secretary such powers, duties and authorities as they may from time to time determine and the secretary must exercise all such powers and authorities subject at all times to the control of the directors.

### 143 Secretary to attend meetings

A secretary is entitled to attend all meetings of the directors and all general meetings of the Company and may be heard on any matter.



## EXECUTION OF DOCUMENTS

### 144 Common Seal optional

Except where required by the Act, the Company need not have or use a company seal to execute documents or deeds. The directors may determine at any time by a resolution approved by the directors whether the Company is to have or use a company seal.

### 145 Execution without the Common Seal

The Company may validly execute a document (including a deed) without using the Seal if the document is signed:

- (a) if the Company has more than one director and secretary, by a director and countersigned by another director, secretary, assistant secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included; or
- (b) if the Company has only one director who is also the only secretary, by that director where the director states next to his or her signature that he or she is the sole director and secretary of the Company.

### 146 Execution by the Common Seal

The Company may validly execute a document (including a deed) by affixing the Seal to the document and the affixing being witnessed by:

- (a) if the Company has more than one director and secretary, by a director and countersigned by another director, a secretary, an assistant secretary or another person appointed by the directors to countersign that document or a class of documents in which that document is included; or
- (b) if the Company has only one director who is also the only secretary the director may witness the sealing if the director states next to his or her signature that he or she is witnessing the Seal in the capacity of sole director and sole secretary of the company.

### 147 Execution by authorised persons

Clauses 183 or 184 do not limit the ability of the directors to authorise a person who is not an officer of the Company to execute a document for and on behalf of the Company.

## THE SEAL

### 148 Use of common seal

The directors shall provide for the safe custody of the Seal. The Seal shall be used only by the authority of the directors or a committee of the directors with authority from the directors to authorise the use of the Seal.

### 149 Official seals

The Company may have for use in place of its Seal outside the State where the Seal is kept, one or more official seals, each of which shall be a facsimile of the Seal with the addition on its face of the name of every place where it is to be used. The person affixing an official seal shall, in writing under his or her hand, certify on the instrument to which it is affixed the date on which and the place at which it is affixed.

## NEGOTIABLE INSTRUMENTS

### 150 Negotiable instruments

All cheques, bills of exchange, promissory notes and other negotiable instruments shall be signed, drawn, accepted, made or endorsed (as the case may be) for and on behalf of the Company by such persons and in such manner as the directors may determine.

## DIVIDENDS AND RESERVES

### 151 Declaration of dividend

Subject to the rights of person (if any) entitled to shares with special rights to dividend, the directors may declare dividends and may authorise the payment or crediting by the Company to , or at the direction of, the members of such a dividend.

### 152 Directors may authorise interim dividend

The directors may authorise the payment or crediting by the company to, or at the direction of, the members of such interim dividends as appear to the directors to be justified by the profits of the Company.

### 153 No interest on dividend

Interest must not be paid by the Company in respect of any dividend or interim dividend.

## 154 Calculation and apportionment of dividends

Subject to the rights of holders of shares issued with special rights, the profits of the Company are divisible among the members in such manner that, on each occasion on which a dividend or interim dividend is paid:

- (a) the same sum is paid upon every share on which all amounts payable have been paid or credited as paid; and
- (b) the sum paid upon a share on which all amounts payable have not been paid or credited as paid is that proportion of the sum referred to in paragraph (a) that the amount paid (not credited) on the share bears to the total of the amounts paid and payable (excluding amounts credited) on the share,

and for these purposes an amount paid or credited as paid on a share in advance of a call is not to be taken as paid or credited as paid on the share.

## 155 Ranking for dividend from particular date

If a share is issued on terms that it will rank for dividend from a particular date, the share ranks for dividend accordingly.

## 156 Deductions from dividends

The directors may deduct from any dividend payable to, or at the direction of, a member for shares upon which calls are due and payable but unpaid, all sums of money (if any) presently payable by that member to the Company on account of calls which are due and payable but unpaid.

## 157 Distribution of specific assets

The directors, when declaring a dividend or authorising the payment of an interim dividend, may direct payment wholly or partly by distribution of specific assets, including fully paid shares in, or debentures of, any other corporation.

## 158 Settling of difficulties

If a difficulty arises in regard to such distribution, the directors may settle the matter as they consider expedient and fix the value for distribution of the specific assets or any part of those assets and may determine that cash payments will be made to, or at the direction of, any members on the basis of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as the directors consider expedient. If a distribution of specific assets to, or at the direction of, a particular member or members is illegal or, in the directors' opinion, impracticable, the directors may make a cash payment to the member or members on the basis of the cash amount of the dividend instead of the distribution of specific assets.

## 159 Payment by cheque

Any dividend, interest or other money payable in cash in respect of shares may be paid:

- (a) by cheque sent through the post directed to the address of the holder as shown in the Register or, in the case of joint holders, to the address shown in the Register as the address of the joint holder first named in that Register;
- (b) by cheque sent through the post directed to such other address as the holder or joint holder in writing directs; or
- (c) by some other method of direct credit determined by the directors to the holder or holders shown on the Register or to such person or place directed by them.

## 160 Joint Holders

Any one of two or more joint-holders may give effectual receipts for any dividends, interest or other money payable in respect of the shares held by them as joint-holders.

## 161 Election to reinvest dividend

Subject to the Listing Rules, the directors may grant to members or any class of members the right to elect to reinvest cash dividends paid by the Company by subscribing for shares in the Company on such terms and conditions as the Directors think fit.

## 162 Election to accept bonus shares in lieu of dividend

The directors may determine in respect of any dividend which it is proposed to pay or declare on any shares in the Company that holders of the shares may elect to forego the right to share in the proposed dividend or part of such proposed dividend and to receive instead an issue of shares credited as fully paid on such terms as the directors think fit.

## 163 Unclaimed dividends

All dividends declared but unclaimed may be invested by the directors as they think fit for the benefit of the Company until claimed or until required to be dealt with in accordance with any law relating to unclaimed monies.

## 164 Reserves

The directors may set aside out of the profits of the Company any sums they think proper as reserves to be applied to meet contingencies, to repair, improve or maintain any property of the Company or for any other purpose the directors in their absolute discretion consider to be in the interests of the Company. Pending such application, the reserves may, at the discretion of the directors, be used in the business of the Company or be invested in any investments the directors think fit (including the purchase of ordinary shares of the Company). The directors may deal with and vary these investments and dispose of all or any part for the benefit of the Company and may divide the reserves into special reserves as they think fit.

## 165 Carry forward of profits

The directors may carry forward any profits without transferring those profits to a reserve.

## 166 Revaluation of assets

Subject to the Act, the directors may revalue any assets of the Company.

## CAPITALISATION OF PROFITS

### 167 Capitalisation of profits

- (a) The directors may resolve to capitalise profits, including any sum for the time being standing to the credit of any reserve account or the profit and loss account, arising in any way including from a revaluation or sale of assets.
- (b) The directors may resolve to apply any sum capitalised for the benefit of members in the following manner:
  - (i) in or towards paying up any amounts for the time being unpaid on any shares held by such members;
  - (ii) in paying up in full or in part any unissued shares or debentures of the Company to be allotted and distributed credited as fully paid to such members; or
  - (iii) partly as permitted by paragraph (i) and partly as permitted by paragraph (ii).

### 168 Directors' powers in relation to capitalisation of profits

In giving effect to any resolution for capitalisation under the previous clause, the directors may:

- (a) appoint any person to make an agreement on behalf of the members entitled to benefit from the resolution where such agreement is required under the Act or is otherwise considered by the directors to be desirable;
- (b) issue fractional certificates or make cash payments where shares or debentures become issuable in fractions; and
- (c) otherwise make provisions for adjusting differences and settling any difficulty arising pursuant to the resolution including a determination that fractions shall be disregarded or that a fractional entitlement be increased to the next whole number.

## RECORDS

### 169 Records

The directors must ensure that proper accounting and other records are kept, and all accounts and other documents are distributed in accordance with the requirements of the Act and the Listing Rules.

## INSPECTION OF RECORDS

### 170 Inspection of records

Subject to the Act, the directors shall determine whether, to what extent, at what times and places and under what conditions the accounting and other records of the Company or any of them shall be open to the inspection of the members. No member (not being a director) shall have any right to inspect any account, book or document of the Company or receive any information concerning the business, trading or customers of the Company or any trade secret or secret process of the Company except as provided by the Act or as authorised by the directors or a resolution of the Company in general meeting.

## AUDIT

### 171 Auditors

The Company must appoint an auditor in the annual general meeting and may only remove an auditor in accordance with the Act.

## NOTICES

### 172 Service of notices by Company

A notice may be given by the Company to any member either personally, by e-mail or facsimile to the relevant e-mail address or facsimile number of the member as shown on the Register, by sending it by post addressed to the member at his or her address as shown in the Register or otherwise by such method (including by advertisement) as the directors may determine.

### 173 Posting notices to overseas members

In the case of a member whose registered address is outside the country, a notice sent by post shall be sent by airmail in an envelope bearing the requisite postage.

### 174 Notices to joint holders

A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register and notice so given shall be sufficient notice to all the joint holders.

### 175 Notice deemed to be served

Any notice by advertisement shall be deemed to have been served on the day of publication of the newspaper containing the advertisement. Any notice sent by post shall be deemed to have been served on the day following the day on which the notice is posted unless sent by airmail to an address outside the country in which it was posted, in which case it shall be deemed to have been served on the fifth day following the day on which it is posted. A notice sent by facsimile or other electronic means shall be deemed to have been served on the same day that it is sent.

### 176 Service by post

In proving service by post, it is sufficient to prove that the notice bearing the requisite postage was properly addressed and posted. A certificate in writing signed by a manager, secretary or other officer of the Company that the notice was so addressed and posted shall be conclusive evidence thereof.

### 177 Notices to members whose whereabouts unknown

Where:

- (a) the Company has bona fide reason to believe that a member is not known at the address shown for that member in the Register;
- (b) the Company has subsequently made an enquiry at that address as to the whereabouts of the member; and
- (c) the enquiry either elicits no response or a response indicating that the member's present whereabouts are unknown;

all future notices shall be deemed to be given to the member if the notice is exhibited in the Office for a period (not including weekends and public holidays) of forty eight hours and shall be deemed to be duly served at the commencement of that period. This clause shall apply unless and until the member informs the Company of a registered place of address or that the member has resumed residence at the member's address shown in the Register or notifies the Company of a new address to which the Company may send the member notices (which new address shall be deemed to be the member's registered place of address).

### 178 Notices binding on transferees

Every person who by operation of law, transfer or otherwise becomes entitled to any share shall be bound by every notice in respect of the share which, prior to his or her name and address being entered on the Register, is duly given to the person from whom that person derives title to the share.

### 179 Notice to deceased or bankrupt members

Any notice or document given to a member shall be deemed to have been duly given in respect of any shares held solely or jointly by the member despite that member's death or bankruptcy and whether or not the Company has notice of death or bankruptcy until some other person is registered in place of the member as the holder or joint holder.

### 180 Signing of notices

The signature to any notice to be given by the Company may be written or printed.

### 181 Counting of days

Where a given number of days' notice or notice extending over any other period is required to be given, the day on which notice is deemed to be given shall be reckoned in the number of days or other period.

## WINDING UP

### 182 Shareholders' Rights on the Distribution of assets

- (a) If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in kind the whole or any part of the property of the Company (whether it consists of property of the same kind or not) and may for that purpose set such value the liquidator deems fair upon any property to be so divided and may, subject to the Act, determine how the division is to be carried out as between the members or different classes of members.
- (b) The liquidator may, with the sanction of special resolution, vest the whole or any part of the property referred to in Article 182(a) in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction thinks fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### 183 Remuneration of Liquidator

The Company in general meeting must not fix the remuneration to be paid to a liquidator pursuant to the Act unless at least 14 days' notice of the meeting has been given to the members and such notice has specified the amount of the proposed remuneration of the liquidator.

## INDEMNITY AND INSURANCE

### 184 Indemnification of officers of the Company

To the extent permitted by law:

- (a) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability for costs and expenses incurred by that person in defending any Proceedings in which judgment is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any Proceedings in which the Court grants relief to the person under the Act; and
- (b) every person who is or has been an Officer of the Company or of a subsidiary of the Company will be indemnified out of the property of the Company against any liability to another person (other than the Company or related body corporate of the Company) where the liability is incurred by the Officer in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.

### 185 Insurance

To the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Company or of a subsidiary of the Company against a liability:

- (a) incurred by the person in his or her capacity as an Officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or subsidiary of the Company or a contravention of sections 182 or 183 of the Act; or
- (b) for costs and expenses incurred by that person in defending Proceedings, whatever their outcome.

### 186 Interpretation

In clauses 214 and 215:

- (a) the term "Proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company);
- (b) the term "Officer" has the meaning given to that term in section 9 of the Act.

## BUY BACK OF SHARES

### 187 Buy back /of shares

Subject to the Act, the Company may buy shares in itself on terms and at times determined by the directors.