



Constitution

CONSTITUTION

of

HEAVY VEHICLE INDUSTRY AUSTRALIA

ACN 009 819 756

(Consolidated Version - incorporating amendments approved and passed at the Annual General Meeting on 11.10.2000, 22.10.2008, 21.10.2015, 19.10.2016 and 21.02.2019)

1. The name of the company is HEAVY VEHICLE INDUSTRY AUSTRALIA.
2. (a) The principal object of the Company is to develop and further the interests of the Heavy Vehicle Industry in Australia including the design, manufacture, importation, distribution, modification, sale, service and repair of on-road vehicles with a Gross Vehicle Mass or Aggregate Trailer Mass over 3.5 tonnes, and their components, equipment and technology. For the purpose of furthering the principal object, the additional objects of the Company are:
 - i. To develop and further the interests of persons engaged in the Heavy Vehicle Industry in Australia;
 - ii. To act for and on behalf of and to represent persons engaged in the Heavy Vehicle Industry in Australia in any matters affecting the advancement of that Industry and to serve the needs of that industry in the most advantageous manner; and
 - iii. To do all such other things as are incidental or conducive to the attainment of these objects and the exercise of all or any of the powers of the Company.(b) The Company has the legal capacity and powers of an individual and all the powers of a body corporate but does not have the power to issue shares.
3. (a) The Company's income and property must be applied solely towards promoting the Company's objects.
(b) No part of the income or property of the Company may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any Member or Director.
(c) This Rule 3 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Director to the extent permitted by law and this Constitution.
(d) All other payments to Directors must be approved by the Directors including, but not limited to:
 - (i) Out of pocket expenses incurred by a Director in performing a duty as a Director of the Company; or
 - (ii) A service rendered to the Company by a Director in a professional or technical capacity or as an employee, other than in the capacity as a Director of the Company, where:
 - A. The provision of the service has the prior approval of the Directors; and
 - B. The amount payable is not more than an amount which commercially would be reasonable payment for the service.
4. Clause Deleted.
5. Clause Deleted.
6. The liability of the members is limited.

7. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company contracted before he ceases to be member, and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Twenty dollars (\$20.00).
8. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, such institutions or institutions to be determined by the members of the Company at or before the time of dissolution, and in default thereof by a Judge of the Supreme Court of the State of Queensland .
9. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules of the Company for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 9A The members may make or amend any provision of this Constitution or its Rules by way of special resolution.
10. The subscribers to this Constitution are - THEODORE JOHN VAN FLEET of 147 Verney Road East Graceville Brisbane Managing Director, ROBERT MICHAEL SLACK of 44 Sylvan Road Toowong Brisbane Regional Manager and Director, BERNARD MICHAEL QUINN of 56 York Street Coorparoo Brisbane Accountant, ROBERT HARRY CARSON CAVENDISH of 34 High Street, Dorrington Brisbane Manager and HENRY TOWNSEND of 46 Cremin Street Mt. Gravatt Brisbane Manager.

WE the several persons whose names and addresses are hereinbefore set forth and whose signatures and hereinafter written, are desirous of being formed into a company in pursuance of this Constitution.

Signatures of Subscribers

THEODORE JOHN VAN FLEET

ROBERT MICHAEL SLACK

BERNARD MICHAEL QUINN

ROBERT HARRY CARSON CAVENDISH

HENRY TOWNSEND

DATED at Brisbane this 26th day of August, 1970.

Witness to all the above signatures:

JOHN CHARLES WYMAN
Gardner Road
ROCHEDALE

Registered in the office of the Registrar of Companies at Brisbane this Twenty-first day of September, 1970.

No. 2515 of 1970

J.A. Moore

Deputy Registrar of Companies

RULES

INTERPRETATION

1. In these Rules unless the context otherwise requires -

"Rules" means these Rules and all supplementary substituted or amending Rules for the time being in force.

"Auditor" means the individual or firm appointed as the auditor for the time being of the Company.

"the Law" means the Corporations Law or any statutory modification, amendment, substitute or re-enactment thereof for the time being in force and any reference to any provision thereof is to that provision as so modified, amended, substituted or re-enacted.

"the Company" means HEAVY VEHICLE INDUSTRY AUSTRALIA.

"Director" includes any member acting as director, howsoever called.

"the Directors" or "the Board" means the whole or any number of the Directors of the Company for the time being, being not less than a quorum, or such one or more of them having authority to act for the Company.

"letter" includes circular or postcard.

"member" means a person or corporation who for the time being is registered as a member, in the Register.

"month" means calendar month.

"the office" means the registered office for the time being of the Company.

"President" means the natural person appointed from time to time to that position in accordance with Rule 67.5.1.

"the Register" means the Register of Members kept pursuant to the Law.

"the Seal" or "Common Seal" means the Common Seal of the Company established pursuant to Rule 84, and includes the Official Seal where appropriate.

"the Secretary" means the Secretary of the Company and includes Honorary Secretary or acting Secretary.

"Servicer" means any person or corporation that the Board considers is predominantly servicing the Trade in any manner whatsoever.

"the Trade" means the motor vehicle industry carried on engaged in or serviced by members.

"Trader" means a person or corporation that carries on the business of or is engaged in the Trade -

(a) on his own account; or

(b) as a principal in partnership or association with others who collectively carry on the business of or are engaged in the Trade.

"writing" and "written" includes printing, lithography, photography, typewriting and any other mode of expressing words in permanent form.

"financial year" or "year" means each year commencing on 1st July and concluding on the next succeeding 30th June.

References to persons, companies or corporations include a reference to all of those entities.

Words importing the masculine or the neuter gender only shall be taken to import such gender as the case may require.

Words importing the singular number also include the plural number and vice versa.

LIMITATION OF NUMBER OF MEMBERS

2. For the purposes of registration it is declared that the number of members of the Company shall not exceed five hundred (500) but the Board may from time to time register an increase in the number of members.

CATEGORIES OF MEMBERSHIP

3. The membership of the Company shall consist of -
 - 3.1 ordinary membership;
 - 3.2 associate membership;
 - 3.3 life membership; and
 - 3.4 honorary membership.

ORDINARY MEMBERSHIP

4. Ordinary membership shall consist of -
 - 4.1 single ordinary members (referred to in these Rules as "single members"); and
 - 4.2 group ordinary members (referred to in these Rules as "group members").
5.
 - 5.1 A natural person who is a Trader or Servicer and who is carrying on a business on his own account may apply to the Board for single membership.
 - 5.2 A company that carries on business or is engaged in the Trade may apply for group membership.
 - 5.3 A natural person who is carrying on business or is engaged in the Trade in partnership or association with others may, together with all of the members of that partnership or association, apply to the Board for group membership.
 - 5.4 Any application for ordinary membership may be accepted or rejected by the Board as it thinks fit."

ASSOCIATE MEMBERSHIP

6.
 - 6.1 Any person or corporation may apply to the Company for associate membership. Upon consideration of such application, the Company may make the applicant an associate member and register the applicant as such in the Register.
 - 6.2 Any application for associate membership may be accepted or rejected by the Board as it thinks fit.

LIFE AND HONORARY MEMBERSHIP

7.

7.1 Any person who is an ordinary member or who is a nominee of a Corporation which is an ordinary member who in the opinion of the Board has rendered outstanding service to the Company or the Trade may on the recommendation of the Board and pursuant to a resolution of the Company in General Meeting become a life member of the Company and he shall remain a life member without payment of any annual subscription but otherwise subject to the provisions of these Rules. The cessation of ordinary membership of that person or of the corporation of which that person is a representative shall not in any way affect the life membership of that person except for the loss of the right to vote in accordance with Rule 40.

7.2

7.2.1 Any person, corporation, or other body (whether incorporated or otherwise), (whether or not such person, corporation or body has formerly been a member) who or which is in the opinion of the Board suitably qualified to be an Honorary member may on the recommendation of the Board and pursuant to a resolution of the Company in General Meeting become an Honorary member of the Company and he shall remain an Honorary member without payment of any annual subscription but otherwise subject to the provisions of these Rules.

7.2.2 An appointment as Honorary Member pursuant to Clause 7.2.1 shall be for such term, and subject to such conditions as to renewal, (if any) as the members in General Meeting shall from time to time think fit.

APPLICATIONS FOR MEMBERSHIP

8. The Company shall not admit any applicant to ordinary or associate membership unless the applicant -

8.1 is entitled to be a member by virtue of these Rules;

8.2 has made a written application for membership signed by him or in the case of a corporation by its representative or representatives; and

8.3 agrees in writing to be bound by the Constitution and Rules of Association and any other rules and regulations of the Company.

9. The Board may at any time require an applicant for ordinary membership to make a written statement giving such information as the Board may from time to time require to enable it to determine whether the applicant conducts business alone or in partnership or in association with others, the nature of the business conducted by the applicant, and whether the applicant is in the opinion of the Board, suitable to become a member of the Company. The Board may vary its requirements at any time and its decision as to whether the applicant conducts business alone or in partnership or in association with others shall be conclusive.

10. At the next meeting of the Board after receipt of any application for membership, that application shall be reviewed by the Board. Should the board decide that the application be rejected it shall advise the applicant in writing and any fees paid refunded in full. In no case shall the Board be required to give any reason for the rejection of the applicant.

11.

11.1 When an application has been received by the Company for ordinary membership, the Secretary shall forthwith send to the applicant written notice of acceptance and a request for payment of the joining fee together with a

membership subscription calculated on a pro rata basis. Upon payment of these amounts the applicant shall become a member and the Register shall be noted accordingly provided nevertheless that if such payment is not made within two calendar months after the date of the notice, the Board may, in its discretion cancel its acceptance of the applicant for membership of the company.

11.2 An applicant who has been accepted for associate membership becomes a member from the time of the acceptance of his application by the Company.

MEMBERSHIP SUBSCRIPTIONS

12.

12.1 The joining fee and the annual membership subscription for ordinary membership shall be the amounts determined by the Board provided that the aggregate joining fee and the aggregate annual membership subscription for the membership of one group of group members shall be the same as the respective amounts payable by a single member.

12.2 An annual membership subscription for associate membership shall be the amount determined by the Board for that class of membership provided that the subscription payable by an associate member shall not exceed the amount payable by a single ordinary member.

13. All annual subscriptions for the year about to commence shall become due and payable one (1) calendar month after the end of the previous financial year. Where a member fails to pay the annual membership subscription determined in accordance with these Rules, on the due date, the secretary may give notice in writing to the member concerned indicating that the amount of the annual subscription is overdue. If the member fails to pay the amount due within one (1) month of the date of that notice the Board may resolve to terminate the membership of that member, or take any other action that in its discretion it deems appropriate.

RIGHTS OF MEMBERS

14. The Board may at any time make provision for the procedures to be followed by nominees for membership of the Company and for the rights, duties and liabilities (if any) of such members.

15. The rights and privileges of a member shall not be transferable and shall cease upon his ceasing to be a member, whether by resignation, termination or otherwise.

BOARD MAY MAKE ENQUIRIES

16.

16.1 If at any time the Board suspects that -

16.1.1 a single member is carrying on business in partnership or association with another ordinary member; or

16.1.2 a group member is carrying on business in partnership or association with -

(a) single member; or

(b) a group member not grouped with him in group membership,

it may give notice in writing requiring that member to give such information within the time prescribed in that notice (being not less than one (1) calendar month) as the Board may in its absolute discretion require to enable it to

determine whether such a partnership or association exists and if so between what persons or corporations. Any member may at any time give to the Board evidence of the matters contained in paragraphs 1 (a) or (b) of this Rule. Should the Board decide that such a partnership or association exists between any members contrary to the records appearing in the Register it may alter the Register in respect of the members concerned by cancelling the single membership in question and re-registering it as a group membership or regrouping group members and the decision and actions of the Board in this regard shall be conclusive and binding on all members.

The Secretary shall notify any member concerned of the Board's decision.

16.2 Where group members are carrying on business in partnership or in association and there is a change in the membership of that partnership or association, those group members or a person authorised on their behalf shall forthwith give particulars in writing of the change to the Board who may accept the particulars supplied as evidence of the change or may give notice in writing requesting those group members or any one or more of them to give such further information within the time prescribed in that notice (being not less than (1) calendar month) as the Board requires to enable it to determine whether a change has occurred. In either case where the Board accepts the change (either on the basis of the particulars supplied or upon its own determination) it may alter the Register in respect of the members concerned by -

16.2.1 making any member a group or single member; and
16.2.2 re-grouping members in group membership,

and the Secretary shall notify each of those members accordingly. The decision and actions of the Board with respect to the making, classification or re-grouping of members shall be conclusive and binding on all members.

16.3 Where a member refuses or fails to provide the information required by the Board in accordance with this Rule within the time stipulated in the notice the Board may -

16.3.1 in the case of a single member, terminate the membership of that member; and
16.3.2 in the case of group members, terminate the membership of all or any of the group members of the relevant partnership or association.

TERMINATION OF MEMBERSHIP

17. The membership of a member shall, unless sooner determined in accordance with these Rules, terminate -

17.1 upon the death or resignation of the member; and
17.2 in the case of an ordinary member, upon that member ceasing to be a Trader or Servicer.

18. In addition to the specific provisions of any of these Rules, if any member wilfully refuses or neglects to comply with the provisions of the Constitution or Rules of the Company or engages in any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board may, by a majority of not less than two-thirds of those present and voting by ballot, resolve to terminate the membership of that member and remove the member's name from the register PROVIDED THAT at

least one week before the meeting of the Board at which a resolution for termination is passed the member shall have had notice of -

- 18.1 the proposed meeting of the Board;
- 18.2 the allegations against him; and
- 18.3 the intended resolution for termination,

and that he shall at that meeting and before the passing of the resolution have had an opportunity of giving (orally or in writing) any explanation or defence he may think fit AND PROVIDED FURTHER THAT any such member may by notice in writing lodge with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Board, elect to have the question dealt with by the Company in General Meeting and in that event an Extraordinary General Meeting of the Company shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be expelled.

19. A member may resign his membership of the Company at any time by giving notice in writing to the Secretary but shall continue to be liable for all moneys due by him to the Company and in addition for any sum not exceeding TWENTY DOLLARS (\$20.00) for which he is liable as a member of the Company under Clause 7 of the Constitution of the Company.

GENERAL MEETINGS

20. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Law. All General Meetings of the Company other than the Annual General Meeting shall be called General Meetings.
21. The Annual General Meeting shall be held in the month of October each year, unless otherwise directed by the Board, at such place as the Board may determine.
22. General Meetings shall be held at such times and places as may be prescribed by the Company in General Meeting or if no time or place is so prescribed as may be determined by the Board.
23. The Board may whenever it thinks fit and shall upon a requisition made in accordance with the Law convene a General Meeting.
24. Unless short notice is given under the Act, at least twenty one (21) day notice (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place, day and hour of the meeting and the general nature of the business to be transacted at the meeting shall be given to such persons as are entitled to receive such notices from the Company.
25. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
26. Notice of an Annual General Meeting shall state the nature of the business to be transacted at the meeting, including the consideration of the accounts and the reports of the directors and auditors, the election of the directors and the fixing of the remuneration of the auditors. However nothing in this Rule precludes the moving of motions by members from the floor at an Annual General Meeting.
27. At the Annual General Meeting the Board shall present to the members the financial statements and balance sheet of the Company for the year just ended and shall report thereon to the members present.

PROCEEDINGS AT GENERAL MEETINGS

28. Members may attend General Meetings in person, by proxy or by a duly appointed representative.
29. No business shall be transacted at any General meeting unless a quorum of members is present at the time when the meeting proceeds to business.
30. The quorum for a General Meeting shall be twice the number of directors for the time being on the board plus one.
31. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of a member shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present (being not less than ten (10)) shall be a quorum.
32. The President shall preside as Chairman of every General Meeting of the Company.
33. If the President is not present within thirty (30) minutes after the time appointed for holding any meeting, or is unwilling to act as Chairman of the meeting, the members present shall elect one of the Directors to be Chairman of the meeting, and if no Director present be willing to take the chair, or if no Director is present, the members present may elect any person present to be Chairman of the meeting.
34. The Chairman of the meeting may with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for fifteen (15) days or more at any one time notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
35. At any General Meeting a resolution put to the vote of the meeting shall, except in the case of a resolution for the election of Directors, be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - 35.1 by the Chairman of the meeting;
 - 35.2 by any three (3) members present and entitled to vote; or
 - 35.3 by any member or members entitled to vote representing not less than one tenth (1/10th) of the total voting rights of all members having the right to vote at the meeting.

In the case of an equality of votes the Chairman shall both on a show of hands and on a poll have a second or casting vote.
36. A vote at any General Meeting for the election of a Director shall be by poll.
37. Unless a poll is demanded or required as aforesaid, a declaration by the Chairman of the meeting that a resolution on a show of hands has been carried, carried unanimously, carried by a particular majority, lost, not carried or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact without the proof of the number or proportion of votes recorded in favour of or against the resolution.
38. If a poll is duly demanded it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded PROVIDED that a poll

demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. The demand for a poll may be withdrawn. In the case of any dispute as to the admission or rejection of a vote on a show of hands or on a poll, the Chairman of the meeting shall determine the same, and such determination made in good faith shall be final and conclusive.

38A (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Members in person, to constitute a quorum constitutes a meeting of the Members;

(b) All the provisions in these Rules relating to Members apply, so far as they can and with any necessary changes, to meetings of the Members by telephone or other electronic means;

(c) A Member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting; and

(d) A meeting by telephone or other electronic means is taken as held at the place decided by the Chairperson of the meeting, as long as at least one of the Members involved was at that place for the duration of the meeting.

VOTES OF MEMBERS

39.

39.1 Subject to paragraph 39.2, every ordinary member present in person by proxy or by a duly appointed representative shall on a show of hands and upon a poll have one (1) vote. Associate members, life members and honorary members are not entitled to vote except in the capacity of representative of an ordinary member.

39.2 All of the persons or corporations who are grouped together in one group membership are entitled in aggregate to one (1) vote only. This vote may be exercised by any of the group members of that group provided that where more than one group member of any group purports to vote on any motion, the vote of the partnership or association shall be deemed to be made in accordance with the vote of the member of that partnership or association who has been notified to the Secretary as being the representative of the partnership or association entitled to vote on its behalf. Where no such person has been notified to the Company for this purpose, the partnership or association shall not, where more than one of the individual members of that partnership or association purports to vote, be entitled to vote.

40. No member shall be entitled to vote unless all subscription moneys presently due and payable by the member to the company severally or jointly with another or others have been paid.

41. No objection shall be raised to the qualification of any voting member's power to vote at a meeting or adjourned meeting at which the vote objected to is given or tendered except at that meeting and every vote not disallowed at that meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be conclusive and binding on all members.

42. Subject to these Rules votes may be given either personally or by proxy or by the duly appointed representative of a member. A member entitled to attend and vote at a General Meeting of the Company shall be entitled to appoint not more than one (1) other person (whether a member or not) as his proxy to attend and vote instead of the member at the meeting. A proxy appointed to attend and vote instead of a member shall have the same right as the member to speak at the meeting. A member may instruct his proxy to vote for or against any specific resolution submitted to a meeting attended by such proxy. The proxy may only cast the number of votes to which the member is entitled pursuant to Rule 39. A proxy shall be entitled to a vote on a show of hands or on a poll.

43. Every instrument of proxy shall be in writing signed by the appointor or, in the case of a member which is a corporation, sealed with its common seal or signed by its attorney or by one of its Directors or its Manager or Secretary, and shall be duly stamped in accordance with the law, if any, for the time being in force with respect to stamping proxies. No proxy (save if incorporated in a Power of Attorney) shall remain in force for more than three (3) months from the date thereof.
44. An instrument appointing a proxy may be in or to the effect of the following form or in any other form which the Directors shall approve:

HEAVY VEHICLE INDUSTRY AUSTRALIA

.....of.....
being a member of HEAVY VEHICLE INDUSTRY AUSTRALIA

hereby appoints

of.....
or failing him the Chairman of the Meeting as my proxy to vote for me and on my behalf at the General Meeting (or Annual General Meeting as the case may be) of the company to
be held on theday of 20..... and at any adjournment thereof.

This form is to be used *in favour of
*against the resolution

..... has executed these presents this
.....day of 20.....

.....
Signature of Member

*(Strike out whichever is not desired or is inappropriate)

Any form of proxy which is entitled to be used at a meeting at which a Special Resolution is proposed to be passed shall clearly indicate that the holder of the proxy is entitled to vote for or against such Special Resolution.

Members may be given the opportunity to vote by proxy for or against any Special Resolution submitted to any meeting of the Company.

45. The instrument appointing a proxy shall unless the contrary is stated thereon be valid as well for any adjournment of the meeting as to the meeting to which it relates and need not be witnessed.
46. A vote given in accordance with the terms of any instrument appointing a proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy if notice in writing of the death or revocation has not been received at the office before the meeting.
47. The following instruments shall be deposited at the office at least forty-eight (48) hours before the time for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote:
 - 47.1 any instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority;
 - 47.2 any power of attorney or a notarially certified copy of that power of attorney;
 - 47.3 any certificate appointing a representative pursuant to the Law.
48. The attorney of a member appointed in writing under the hand and seal of the member and attested by one (1) witness or, if the appointor be a corporation, under its common seal may within the limits of the authority conferred on him by such Power of Attorney attend and act and vote at all General Meetings on behalf of his appointor, and as his or its proxy and without any special appointment other than his Power of Attorney or may within the said limits whether himself a member of the Company or not appoint in writing

as proxy on behalf of the appointor a person whether a member of the Company or not who shall be deemed to be proxy of such appointor. Any such Attorney whether or not a member of the Company may on behalf of his appointor within the said limits sign any consent which the appointor would under these presents be required or entitled to sign. The Power of Attorney when recorded pursuant to Rule 47 hereof shall be deemed to remain in full force until notice of the revocation thereof shall have been received at the office.

49. Every Power of Attorney shall notwithstanding the previous death of the principal or revocation of the power be valid until notice in writing of such death or revocation has been deposited at the office, and if such power has been given or expressed to be given for value it shall be deemed to be valid and effective until notice signed by the attorney or substitute attorney thereunder that such Power of Attorney is no longer in force or effective shall have been deposited at the office.
50. The attorney appointed as aforesaid and any substitute attorney or proxy appointed thereunder may while the Power of Attorney shall remain in force attend at and take part in the proceedings of and vote at all meetings of the Company in the same manner as the member himself could do if he was personally present, and if the Power of Attorney shall have been given or expressed to be given for value the vote of the attorney or substitute attorney or proxy appointed thereunder shall take precedence over the vote of such member or of any other proxy appointed by or claiming under such member.
51. Subject to the provisions of the Law a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

DIRECTORS

52. Every Director shall be a natural person and (save for a Director occupying the office of Executive Director) shall be -
 - 52.1 an ordinary member; or
 - 52.2 a nominee of a corporation that is an ordinary member.
53.
 - 53.1 The Company may from time to time by resolution passed at a General Meeting increase or reduce the number of Directors.
 - 53.2 Unless and until the Company shall otherwise resolve, the number of Directors shall be not less than six (6) or more than twelve (12).

VACATION OF OFFICE OF DIRECTOR

54. The office of Director shall become vacant if the Director -
 - 54.1 ceases to be a Director by virtue of the Law;
 - 54.2 becomes prohibited from being a Director by reason of any order made under the Law;
 - 54.3 becomes bankrupt or suspends payment or makes any arrangement or composition with his creditors generally;
 - 54.4 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;

- 54.5 resigns his office pursuant to Rule 55 provided that in the case of a Managing Director or other Executive Director holding office as such for a fixed term such resignation and vacation of office shall be without prejudice to any claims that the Company may have against him for breach of any contract of service between him and the Company;
- 54.6 for a continuous period of more than three (3) months is absent without the permission of the Directors from meetings of the Directors held during that period;
- 54.7 is removed from office pursuant to Rule 56;
- 54.8 without the consent of the Company in General Meeting, holds any other office of profit under the Company except that of Managing Director or Manager;
- 54.9 dies; or
- 54.10 ceases to be a member, or a nominated representative of a member, or if the corporation, partnership or association of which he is a nominee ceases to be a member, provided that such director shall be entitled to remain on the Board (with its approval) until the next Annual General Meeting.

RESIGNATION OF DIRECTOR

- 55. A Director may resign from office upon giving one (1) months notice in writing to the Company of his intention to do so. Such resignation shall take effect upon the expiration of such notice, or its earlier acceptance by the Board.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 56.1 The Directors may at any time appoint any person qualified to be a Director to fill a casual vacancy on the Board provided that the total number of Directors shall not at any time exceed the maximum number for the time being allowed under these Rules.
- 56.2 Any Director appointed under paragraph 56.1 shall hold office only until the next following Annual General Meeting of the Company and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.
- 56.3 Subject to the provisions of the Law, the Company may by resolution remove from office any Director (subject in the case of a Managing Director or other Executive Director to an subsisting agreement) before the expiration of his period of office and may appoint another person in his stead or re-elect any such Director.
- 56.4 Any person appointed or re-elected pursuant to paragraph 56.3 shall hold office only during such time as the Director in whose place he is appointed or, in the case of re-election, the re-elected Director himself would have continued to hold office had he not been removed pursuant to this Rule.

TERM OF OFFICE OF DIRECTORS

- 57.1 Subject to Rule 68.4 at each Annual General Meeting of the Company, one-third of the Directors for the time being (or if their number is not a multiple of three (3) then the number nearest to one-third) shall retire from office.

57.2 The Directors to retire pursuant to paragraph 57.1 shall be determined according to the length of time each Director has spent in office, with those having spent the longest time in office retiring.

57.3 As between two (2) or more who have been in office equal lengths of time, the Directors to retire shall, in default of agreement between them, be determined by lot.

57.4 The length of time a Director has been in office shall be computed from his last election or appointment where he has previously vacated office.

57.5 A retiring Director shall retain office until the conclusion of the meeting at which his successor is elected.

57.6 A retiring Director shall be eligible for re-election provided that a Director who has held office for three (3) consecutive terms shall not be eligible for re-election.

57.7 Subject to compliance with the procedures set out in Rule 57A, the Company at any General Meeting at which any Directors retire in the manner provided for in this Rule may elect a like number of persons to fill the vacancies left by the retiring Directors.

57.8 The Company may at any General Meeting fill a casual vacancy not filled by the Directors. Any person appointed in this manner must provide written evidence acceptable to the Directors that he has the skills, training and/or experience set out in the most recent Nomination Guidelines determined under Rule 57A(a) and shall remain in office only as long as the vacating Director would have done if no vacancy had occurred.

57.9 If at any General Meeting at which an election of Directors ought to take place, the offices of the retiring Directors or some of them are not filled, then the vacancy or vacancies so created shall be deemed to be a casual vacancy or casual vacancies and capable of being filled by the Directors pursuant to Rule 56.

57.10 The Company may in General Meeting from time to time -

- 57.10.1 increase or reduce the number of Directors;
- 57.10.2 determine the Directors' qualifications; and
- 57.10.3 alter in what rotation such increased or reduced number is to go out of office.

57A.

- (a) The Directors shall form a nominations committee made up of no more than four (4) Directors who shall, before nominations are called each year and in light of the needs and aims of the Company at the time, determine what specific skills, training and/or experience is required of a nominee ("Nominations Guidelines").
- (b) The Directors shall call for nominations each year by notice to each member and shall send to each member the most recent Nomination Guidelines determined under Rule 57A(a).
- (c) Nominations for Directors (other than in the case of retiring Directors) must be in the form determined by the Directors and must be accompanied by a notice in writing from the nominee consenting to his nomination and providing evidence that he has the skills, training and/or experience set out in the Nomination Guidelines.
- (d) The nominations committee shall advise the Directors the names of the nominees who the nominations committee have determined have the required skills, training and/or experience to satisfy the Nomination Guidelines and, notwithstanding the advice of the nominations committee the Directors shall, in their absolute discretion, determine the

nominees who shall be eligible to stand for election as Directors.

MANAGING DIRECTOR

58.

- 58.1 The Directors may from time to time appoint one or more of their number to be a Managing Director or Managing Directors on such terms as they think fit and may from time to time remove him or them from the office of Managing Director and appoint another in his or their place or places.
- 58.2 The term of office of a Managing Director shall not exceed five (5) years but he shall be eligible for re-appointment.
- 58.3 A Managing Director shall be subject to the same provisions as to resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be a Managing Director if he ceases to hold the office of Director from any cause.

POWERS OF DUTIES OF THE BOARD

59.

- 59.1 Subject to the Constitution, the Board may appoint, employ or remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or expedient for the purposes of the Company and remunerate such persons for services actually rendered to the Company.
- 59.2 Without limiting the generality of the foregoing the Board may appoint a General Manager, not a member of the Company who shall perform such duties and receive such remuneration, whether by contract, fee for service, salary, commission, or any other method as the Board may from time to time designate.

60.

- The management of the business and affairs of the Company shall be vested in the Board which in addition to the powers and authorities by these Rules or otherwise expressly conferred upon it may exercise all such powers and do all such acts and things as may be exercised or done by the Company and is not hereby or by statute directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Law and to these Rules, and to any regulations from time to time made by the Company in General Meeting PROVIDED THAT no such regulations so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

61.

- The Board may make regulations not inconsistent with the provisions of these Rules and may from time to time alter amend or repeal such regulations or any of them and may make any new, amended or additional regulations provided that any such regulation may be altered amended or repealed by the Company in General Meeting.

62.

- The Board of Directors may at any time by resolution, power of attorney or writing under the Seal appoint any firm company or person or body of persons whether nominated directly or indirectly by the Board to be the attorney or attorneys or agent or agents of the Company for such purposes and with such powers authorities and discretion (not exceeding those vested in or exercisable by the Board under these Rules) and for such period and subject to such conditions as the Board thinks fit and any such resolution power of attorney or writing may contain such provisions for the protection and convenience of persons dealing with such attorney or agent as the Board thinks fit and may also authorise any such attorney or agent to delegate all or any of the powers authorities and discretion for the time being vested in him.

63.

- All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by such persons and in such manner as the Board shall from time to time determine.

64.

- The Board may exercise all the powers of the Company to borrow money and to mortgage or charge the Company's undertaking and assets and to issue debentures, debenture stock and other securities whether outright or as security for any debt, contract, guarantee,

engagement, obligation or liability of the Company or of any third party and on such terms and conditions as the Board thinks fit.

65. The Board is empowered to invite any person or persons, or body of persons, or representative thereof to attend at any of its meetings and to participate in discussions at its meetings. Such persons will attend in the capacity of observers only and shall have no voting rights at Board meetings.
66. The Board may appoint, employ, or remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or expedient for the purposes of the Company and remunerate such persons for services actually rendered to the Company.

DIRECTORS' MEETINGS

67.
 - 67.1 The Directors may meet together either in person or by means of a conference telephone line for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit.
 - 67.2 The quorum necessary for the transaction of the business of the Directors shall be greater than 50% of the number of directors constituting the Board at any time.
 - 67.3 A Director may at any time and the Secretary shall upon the requisition of a Director convene a meeting of the Directors.
 - 67.4 Subject to any express provisions to the contrary contained in these Rules questions arising at any meeting of the Board shall be determined by a majority of votes.
 - 67.5
 - 67.5.1 At the Annual General meeting in each year the members shall elect Directors to the Offices of President and Vice President.
 - 67.5.2 In the event of the Office of President or Vice President becoming vacant, the Directors shall call an Extraordinary General meeting for the purpose of electing a replacement to such office.
 - 67.6 The President shall be entitled if present to take the chair at meetings of the Directors. If he is not present within ten (10) minutes after the time appointed for the meeting the Vice President shall be entitled to take the chair and if no such Vice President is so present the Directors shall choose one of their number to be chairman of the meeting.
 - 67.7 All or both of the President or Vice President may be removed at any time by resolution of which notice shall have been given to all members with voting rights not less than fourteen (14) days before the meeting of the Company at which the resolution is proposed.
 - 67.8 A resolution in writing which is signed and dated by all the Directors shall be as valid and effectual as if it had been duly passed at a meeting of Directors duly convened and constituted. Any such resolution may consist of several documents in like form each signed by one (1) or more Directors.
 - 67.9 A resolution pursuant to paragraph 67.8 shall be deemed to have been passed on the day (according to the dates of signing) when the resolution shall have been last signed by all the Directors. If a signed copy of the resolution shall be returned to the Secretary undated, the Secretary shall fill in the date on which it was received and the same shall be deemed to have been signed on that day.
 - 67.10 For the purposes of paragraphs 67.8 and 67.9 -
 - 67.10.1 any form of telegraphic or electronic communication issued or sent by a Director shall be deemed to be signed and dated by such Director; and

67.10.2 a reference to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

67.11 The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.

67.12 A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authority powers and discretion by or under these Rules or by or under statute for the time being vested in or exercisable by the Directors generally.

ANNUAL ELECTION AND RETIREMENT OF OFFICE BEARERS

68.

68.1 At each Annual General Meeting, the President and the Vice President appointed at the previous Annual General Meeting under Rule 68.1A shall retire from office.

68.1A At the Annual General Meeting in each year the members shall elect Directors to the Offices of President and Vice President

68.2 A retiring President and Vice President shall retain office until the conclusion meeting at which his successor is elected.

68.3 A retiring President and Vice President shall be eligible for re-election.

68.4

68.4.1 Notwithstanding clause 57.1, where at an Annual General Meeting, the position of Immediate Past President is automatically filled by the retiring President who is not re-elected at the meeting the Immediate Past President ceases to hold that office, which is then filled by the retiring President.

68.4.2 Where the person holding the office of Immediate Past President dies, resigns or is removed from office, that office remains vacant until the retirement or non-election of the President occurs, at which time that person automatically becomes the Immediate Past President of the Company.

68.4.3 No person over the age of 72 years may hold the position of Immediate Past President unless approved by a resolution passed by a majority of not less than three-quarters of the members of the Company.

68.5 In the event of the Office of President or Vice President becoming vacant prior to the next Annual General Meeting, the Directors shall call an Extraordinary General meeting for the purpose of electing a replacement to such office."

DEFECTIVE APPOINTMENT OF DIRECTORS

69. All acts done at a meeting of the Directors or of a committee of the Directors or by any person acting bona fide as a Director shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified and had continued to be a Director, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any of such Directors or persons acting as aforesaid or that any of them were disqualified or had vacated office.

DELEGATION TO COMMITTEES OF DIRECTORS

70.

- 70.1 The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit and may revoke or vary such delegation whenever they think fit.
- 70.2 Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
- 70.3 The committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

MINUTES OF MEETINGS

71.

- 71.1 The Directors shall cause minutes to be made -
 - 71.1.1 of all appointments of officers;
 - 71.1.2 of the names of Directors present at all meetings of the Company and of the Directors and of any committee of the Directors; and
 - 71.1.3 of all proceedings at all meetings of the Company and of the Directors and of committees of Directors.

The minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next meeting.

- 71.2 The minutes of a meeting signed by the Chairman thereof as provided in this Rule shall be sufficient evidence without further proof of the facts therein stated.

BOARD OF DIRECTORS

72. Clause Deleted

SECRETARY

- 73. There shall be a Secretary of the Company who shall be appointed by the Directors in accordance with Section 236 of the Law.
- 74. The Secretary shall -
 - 74.1 keep the Register;
 - 74.2 conduct and record the correspondence of the Company and of the Board;
 - 74.3 give notice of and compile an agenda paper for all meetings of the Company and of the Board respectively and enter minutes of the names of members or Directors present and of all resolutions and proceedings of such meetings in a minute book;
 - 74.4 file all forms required to be filed by the Law with the Australian Securities and Investments Commission;

- 74.5 be responsible for the drafting of all reports of the Company and the filing of the same with the Australian Securities and Investments Commission as required by the Law;
- 74.6 preserve the papers and documents of the Company; and
- 74.7 perform all of the duties usually appertaining to the office of Secretary of a Company.

ACCOUNTS

- 75. The Board shall cause property books of accounts to be kept of the sum of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place and of the proper receipts and liabilities of the Company.
- 76.
 - 76.1 The books of account shall be kept at the office or at such other place or places as the Board shall think fit and shall always be open to the inspection of any Director at reasonable times during office hours.
 - 76.2 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members and member shall have such right to inspect any account or book or document of the Company as may be conferred by statute or authorised by the Board or by the Company in General Meeting and subject in any case to reasonable restrictions as to the time and manner of inspection. At the Annual General meeting of the Company the Board shall lay before the Company a profit and loss statement and a balance sheet containing a summary of the assets and liabilities of the Company for the period since the date to which the last preceding financial statement so laid was made up (or in the case of the first financial statement since the date of incorporation of the Company) for a period ending on a date not earlier than six (6) months before the date of that meeting.

AUDIT

- 77. Once at least in every year the accounts of the Company shall be determined and correctness of the financial statement and balance sheet ascertained by a properly qualified Auditor.
- 78. Clause Deleted
- 79. The Auditor shall at reasonable times have access to the books of account of the Company and may examine the Directors in relation thereto.
- 80. Every account of the Board when audited and approved by the Annual General Meeting shall be conclusive except as regards an error discovered therein within six (6) months after that approval. Whenever any such error is discovered within that period the accounts shall forthwith be corrected and thenceforth be conclusive.
- 81. The Auditor shall not be a Director or Directors of the Company. Where the Auditor is a firm, no member of that firm shall be a Director of the Company.
- 82. The Auditor shall be supplied with copies of the financial statements and balance sheet intended to be laid before the Board at the Annual General Meeting twenty-one (21) days at least before the meeting and it shall be their duty to examine the same with the

accounts and vouchers relating thereto and to report thereon to the members in Annual General Meeting.

WINDING UP

83. The provisions of the Constitution relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in the Rules.

THE SEAL

84. The Board shall provide for the safe custody of the Seal and the Seal shall not be used except by the authority of the Board and in the presence of one (1) Director at least who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Secretary of one other Director or some other person appointed by the Board.

NOTICES

85.

85.1 The Company may give a document to a Member:

- 85.1.1 personally;
- 85.1.2 by sending it by post to the address for the Member in the register of Members or an alternative address nominated by the Member or; or
- 85.1.3 by sending it to a fax number or electronic (email) address nominated by the Member.

85.2 A document sent by post:

- 85.2.1 if sent to an address in Australia, may be sent by ordinary post; and
- 85.2.2 if sent to an address outside Australia, must be sent by airmail;
- 85.2.3 and in either case is taken to have been received on the third day after the date of its posting.

85.3 If a document is sent by fax or electronic transmission, delivery of the document is taken:

- 85.3.1 to be effected by properly addressing and transmitting the fax or electronic transmission; and
- 85.3.2 to have been delivered on the day following its transmission.

85.4 Each Member must notify the Secretary in writing as soon as possible of any change to the Member's postal address, email address or other contact details.

85.5 Every group member entitled under these Rules to vote at General Meetings of the Company shall serve a notice in writing on the Company at the Office stating which member of that partnership or association is the member authorised to vote on its behalf at meetings of the Company.

85.6 In this Rule 85, a reference to a document includes a notice."

86.

86.1 Notices calling General Meetings or adjournments thereof and all other notices required or authorised to be given by the Company under these Rules shall be

given by sending them to the person to be notified at his registered address. A notice sent by the Company pursuant to these Rules shall be signed by the Secretary or other person authorised by the Directors. Any such signature may be typewritten or printed.

- 86.2 A notice referred to in these Rules may be served either personally or by sending it through the post in a prepaid envelope addressed to the Company at the Office or the person to be notified at his registered address or at his last known place of abode in Australia.
- 86.3 A notice so sent by post shall be deemed to have been served on the day following that on which the envelope containing it was put into the post. In providing such service, it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into a post box.
- 87. Where a member is a natural person, a notice or document delivered or sent by post to or left at the registered address of that member pursuant to these Rules shall, notwithstanding that such member be then deceased (and whether or not the Company have notice of his decease), be deemed to have been duly served in respect of that member and such service shall for all purposes of these Rules be deemed a sufficient service of such notice or document on his executors or administrators.
- 88. A member who omits to give his address for registration shall nevertheless be entitled to receive any notice from the Company.

89. Where a given number of days notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

INDEMNITY

90. Every member of the Board Secretary and other officer or servant of the Company and every person employed by the Company as Auditor shall be indemnified by the Company against, and it shall be the duty of the members of the Board out of the funds of the Company to pay, all costs losses and expenses (including travelling expenses) which any such member of the Board officer or servant may incur or become liable to, by reason of any contract entered into or act or thing done by him as such member of the Board officer or servant or in any way in the discharge of his duties and all such persons shall also be indemnified out of the funds of the Company against all liability incurred by him as such member of the Board Secretary or other officer or servant or Auditor in defending any proceedings whether civil or criminal in which judgement is given in his favour, or in which he is acquitted, or in connection with any application under the Law in which relief is granted by the Court.

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Chairman