

CORPORATIONS LAW
A COMPANY LIMITED BY SHARES

CONSTITUTION
of
LEFROY RESOURCES LIMITED

A.C.N. 107 118 678



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Corporations Act
A Company Limited by Shares

CONSTITUTION
of
LEFROY RESOURCES LIMITED

Preliminary

1. The company is a public company and the Replaceable Rules do not apply.

Definitions

- 2.1 In this Constitution the following terms have the meanings respectively set out after them unless the context or subject matter requires otherwise:

"Constitution" means this Constitution and all supplementary substituted or amending Constitution for the time being in force.

"Article" means an Article of this Constitution.

"ASX" or "Exchange" means the Australian Stock Exchange Limited.

"Business day" means Monday to Friday inclusive except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that the ASX declares is not a business day.

"call" includes instalments of a call on a share.

"CHES" means Clearing House Electronic Subregister System established and operated by SCH for;

- (a) the clearing and settlement of transactions in CHES Approved Securities;
- (b) the transfer of securities; and
- (c) the registration of transfers.

"CHES Approved Securities" means securities of the company for which CHES approval has been given in accordance with the SCH Business Rules.

"CHES Subregister" means that part of the company's register that is administered by SCH and records uncertified holdings of CHES approved securities in accordance with the SCH Business Rules.

"company" means the above named company.

"director" means the directors for the time being of the company or the directors assembled as a Board and includes all alternate directors (but not an associate director).

"dividend" includes interim dividend and a bonus issue of shares.

"Home Branch" means the branch of the ASX designated to the company by the ASX as the company's home branch for administrative purposes.

"Act" means the Corporations Act 2001 and any statutory modification amendment replacement or re-enactment thereof for the time being in force (whether State or Federal) and any reference to any provision thereof is to that provision as so modified amended replaced or re-enacted.

"Listing Rules" means the listing rules of the ASX and any other rules of the ASX which are applicable while the company is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

"member", "shareholder", or "holder" means any person entered in the Register as a member for the time being of the company.

"member present" is a reference to a member present at any general meeting of the company in person or by proxy or attorney, or in the case of a corporation, by a duly appointed representative.

"meeting" means a meeting of members duly called and constituted in accordance with the Constitution and any adjourned holding thereof.

"office" means the Registered Office for the time being of the company.

"Official list" means the Official list of entities that the ASX has admitted and not removed.

"Proper SCH Transfer" has the same meaning as that term has in the Act.

"Register" means the register of members maintained by the Company in accordance with the Act.

"Replaceable Rules" means the provisions of the Act described as Replaceable Rules.

"restricted securities" means

- (a) securities issued by an entity in consideration of, or in connection with, its (or a related party's) acquisition of any of the following:
 - (i) An interest in a mining exploration area or similar tenement or interest.
 - (ii) An interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least 2 years, and which entitles the company to develop, manufacture, market or distribute the property.
 - (iii) An interest in an asset which, in the ASX's opinion, cannot readily be valued.
 - (iv) An interest in a company the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type mentioned in this paragraph).
- (b) securities issued by the company in consideration of, or in connection with, a service provided to the company (or to a related party) in relation to either of the following:
 - (i) The company's formation, promotion or listing; or
 - (ii) The company's offering of securities to the public.
- (c) securities issued for cash (or equivalent) if the person received the cash (or equivalent) for the assets or services mentioned in (a) or (b) above.
- (d) securities issued to a holder of restricted securities in substitution for the restricted securities as part of a reorganisation of capital.
- (e) securities issued under a bonus issue in relation to restricted securities.
- (f) securities issued on the conversion of restricted securities.
- (g) securities that partly paid restricted securities become when the holder pays any of the outstanding amount.
- (h) securities that, in the ASX's opinion should be treated as restricted securities.

"SCH Business Rules" has the same meaning as that term has in the Act.

"Seal" means the common seal of the company and includes any official seal of the company.

"*Secretary*" means any natural person appointed to perform the duties of a secretary of the company.

"*shares*" means the shares into which the capital is from time to time divided and when shares are fully paid up includes stock except where a distinction between stock and shares is expressed or implied.

"*State*" means the State of Victoria.

"*writing*" and "*written*" shall include printing lithography photography typewriting and any other mode of representing or reproducing words in a visible form.

- (a) Words importing persons shall include partnerships, associations, companies, corporations, bodies unincorporated and incorporated whether by Act of Parliament or otherwise, as well as individuals.
- (b) Words importing any gender include any other gender.
- (c) Words importing the singular shall include the plural number and vice versa.
- (d) Except so far as the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as in that provision of the Act.
- (e) The headings used herein shall not form part of or affect the construction or interpretation of this Constitution.

Application of the Corporations Act

2.2 Except so far as a contrary intention appears anywhere in this Constitution:

- (a) an expression used in a particular Part or Division of the Act which is given by any provision of that Part or Division a special meaning for the purposes of that Part or Division (or any part thereof) has in any of this Constitution which deals with a matter dealt with by that Part or Division (or part thereof) the same meaning as in that Part or Division;
- (b) an expression which is given by any provision of the Act a general meaning has the same meaning in this Constitution.

Listing Rules

2.3 A reference to the Listing Rules, the SCH business rules, the ASX, the Home Branch, Marketable Parcels and marketable securities in this Constitution is to have effect if, and only if, at the relevant time the Company is Listed, and must otherwise be disregarded.

Share Capital and Variation of Rights

Share Capital

3. The capital of the company is classified as follows:

Class of Shares

Subscriber Shares

Ordinary Shares

The Subscriber Shares shall be preference shares which shall be issued on the following terms and conditions:

- (1) The Subscriber Shares shall only be issued upon registration of the company and shall only be issued to the signatories to this Constitution who consent to take the shares and must be fully paid up on the issue date.
- (2) Subject to the provisions of Section 254K of the Act, the next issue of shares of any class or classes after the issue of the Subscriber Shares and payment up in full thereof shall

be deemed to have been issued for the purpose of redeeming the Subscriber Shares provided that the number of shares so issued is at least equal to the number of Subscriber Shares on issue. Upon the issue of such shares, the Subscriber Shares shall ipso facto be redeemed for the lower of issue price of the Subscriber shares or the total issue price of the next issue of shares, and the issued capital of the company shall then stand at an amount equal to the value of the total number of shares which comprised the next issue of shares.

- (3)
 - (a) upon a reduction of capital or winding up, they shall rank in priority to all other shares for the time being in the capital of the company for repayment of the nominal capital paid up thereon, but shall not have any further right to participate in the surplus profits or assets of the company;
 - (b) they shall carry no right to dividends; and
 - (c) they shall carry the right at general meetings to exercise one vote for each Subscriber's Share held.
- (4) Upon the redemption of the Subscriber Shares in the manner provided herein, the company shall cease to be authorised to issue shares of this class.
The holders of Ordinary Shares are entitled to exercise at any meeting of the company one vote for each ordinary share and are entitled to any dividends or other distributions.

Rights

- 4.
 - (1) Subject to the provisions of this Constitution, the Listing Rules and the Act and without prejudice to any special rights previously conferred on the holders of any existing shares, the unissued shares in the company are under the control of the Directors who may allot grant options over or otherwise dispose of them to such persons on such terms and conditions and at such times as the Directors think fit.
 - (2) In the exercise of the control conferred by Article 4(1) the Directors may:
 - (a) issue and allot, or dispose of, shares to persons on terms determined by the Directors;
 - (b) grant options over unissued shares;
 - (c) issue and allot preference shares that are, or at the option of the Company are, liable to be redeemed; and
 - (d) issue and allot shares, classified or designated in such manner as the Directors think fit, with preferred, deferred, qualified, guaranteed or other special rights, privileges, conditions, restrictions or limitations whether in regard to dividend, return of share capital, distribution of assets, voting or otherwise as the Directors may from time to time determine.
 - (3) Subject to the provisions, if any, in that behalf of the Constitution and without prejudice to any special rights previously conferred on the holders of any existing shares, any share may be issued with such preferred, deferred or other special rights or such restrictions whether in regard to dividend, voting, return of share capital or otherwise as the Company from time to time by resolution determine and any preference share may with the sanction of a special resolution be issued on the terms that it is or at the option of the company is liable to be redeemed.
 - (4) The Directors may, with the consent of the holder, convert any unissued ordinary shares into preference shares.

Creation, Surrender or Issue of Further Shares

- 5. The Directors may in their discretion accept a surrender of shares by way of compromise of any question as to whether or not the same have been validly issued or in any other case where a surrender is within the powers of the company. Any shares so surrendered may be sold or re-issued in the same manner as forfeited shares.

6. If by the conditions of allotment of any share the whole or part of the amount of issue price thereof is payable by instalments, every such instalment shall when due be payable to the company by the person who for the time being and from time to time is the registered holder of the share or his legal personal representative.

Division into Classes

7. If the Directors determined that the capital should be divided into further classes of shares the Directors shall also determine the rights to apply to those classes of shares except that if the shares are to be issued as preference shares the rights to attaching to those shares must be approved of by special resolution of the members prior to their issue.

Rights Attached to Preference Shares

8. If the Company proposes to create and issue preference shares, the rights of the holders of the preference shares or any class of them (as the case may be) with respect to repayment of capital, participation in surplus assets and profits, cumulative or non-cumulative dividends, voting and priority of payment of capital and dividend in relation to other shares or other classes of preference shares shall be clearly defined in this Constitution. Subject to Article 9, the Company may issue preference shares which rank *pari passu* with or in priority to existing preference shares.

Variation of Rights

9. Any issue of securities ranking in priority, or any conversion of existing securities to securities ranking equally or in priority, to an existing class of preference shares is deemed to be a variation or abrogation of the rights attached to that existing class of preference shares.

Sanction of Class Members

10. (1) Subject to Sections 246B to 246E inclusive of the Act, whenever the capital is divided into different classes of shares all or any of the rights attached to any class may, whether or not the Company is being wound up, be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares included in that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class.
- (2) The provisions contained in this Constitution as to general meetings shall apply to every class meeting referred to in Article 10(1) except that the quorum for a class meeting shall be persons present holding or representing by proxy or Representative 5% of the issued shares of the class.

Commissions

11. (1) The company may exercise the power to make payments by way of brokerage or commission conferred by the Act, provided that
- (a) the rate per cent, or the amount of the commission paid or agreed to be paid must be disclosed in the manner required by the Act; and
- (b) the commission may not exceed 10% of the issue price of the shares in respect of which the commission is paid.
- (2) The commission referred to in Article 11(1) may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
- (3) The company may also pay such brokerage as may be lawful on any issue of shares.

No Shares Upon Trust

12. (1) Except as required by law, the company is not required to recognise a person as holding any share upon any trust.

- (2) The company is not bound by or compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial interest in any share or unit of a share or (except as otherwise provided by this Constitution or by law) any other right in respect of a share except an absolute right of ownership in the registered holder.

Share Certificates

13. (1) Every person whose name is entered as a member in the register of members is entitled without payment to receive a certificate in respect of the share in accordance with the Act.
- (2) The company is not bound to issue more than one certificate in respect of a share or shares held jointly by several persons.
- (3) In the case of joint holders, the certificates must be delivered to the holder first named upon the register unless all the joint holders otherwise direct the company in writing.
- (4) Delivery of a certificate for a share to one of several joint holders is sufficient delivery to all such holders.

Lost Share Certificates

14. If it is proved to the reasonable satisfaction of the directors that a certificate is lost, worn out or defaced, the company must, subject to such indemnity being given as the directors may from time to time prescribe, issue a replacement certificate. A replacement certificate must be marked as such.

Uncertificated Holdings and Electronic Transfer

15. (1) Notwithstanding anything to the contrary the directors may determine not to issue a share certificate or option certificate or to cancel such a certificate without replacing it or not to replace such a certificate, if that decision is not contrary to the Act or the Listing Rules.
- (2) The directors may take such steps as they determine and as permitted by the Act and the Listing Rules to permit participation by the company in CHESS or any other computerised or electronic system recognised by the Act and the Listing Rules for the purposes of facilitating dealings in securities. If the securities of the company are CHESS Approved Securities, the company must comply with the SCH Business Rules.

Shareholding Statements

16. If the directors have determined not to issue or to cancel existing certificates for securities in the company, a member has the right to receive statements of the holdings of the member as must be distributed to a member under the Act and the Listing Rules.

Buy Backs

17. The company may purchase its own shares in accordance with the provisions of the Act and the Listing Rules.

Lien

Lien

18. (1) Subject to the Act, the company shall have a first and paramount lien for unpaid calls and instalments and interest thereon and expenses incurred in relation thereto upon the specific shares registered in the name of each member (whether solely or jointly with others) in respect of which such moneys are due and unpaid and such lien shall extend to all dividends from time to time declared in respect of such shares.

- (2) The Directors may at any time declare any share to be wholly or in part exempt from the provisions of Article 18(1).
- (3) Unless otherwise agreed or the company first gives notice of the claim to the transferee, the registration of a transfer of shares shall operate as a waiver of the company's lien (if any) on such shares.

Imposition of a Liability

19. (1) Whenever any law for the time being of the Commonwealth or any State or Territory of Australia imposes any liability or possible liability upon the company to make any payment or empowers the Commonwealth or any State or Territory government or taxing authority or government official to require the company to make any payment in respect of any shares registered as held either jointly or solely by any member or in respect of any dividends or other moneys due or payable or accruing or which may become due or payable to such member by the company on or in respect of any shares registered as aforesaid or for or on account or in respect of any member and whether in consequence of:
- (a) the death of such member;
 - (b) the liability for income tax or other tax by such member;
 - (c) the liability for any estate probate succession death stamp or other duty by the legal personal representative of such member or by or out of his estate; or
 - (d) any other act or thing;
- the company in every such case:
- (e) shall be fully indemnified by such member or legal personal representative from all liability;
 - (f) shall have a first and paramount lien upon all shares registered as held either jointly or solely by such member and upon all dividends and other moneys payable in respect thereof for any liability arising under or in consequence of any such law and for any amount paid in complete or partial satisfaction of such liability and for interest on any amount so paid at the rate percent per annum set by the Directors from the date of payment to the date of repayment and the company may deduct from or set off against any such dividend or other money payable as aforesaid any moneys paid or payable by the company as aforesaid together with interest as aforesaid;
 - (g) may recover as a debt due from such member or legal personal representative wherever constituted any moneys paid by the company under or in consequence of any such law and interest thereon at the rate and for the period aforesaid in excess of any dividend or other money as aforesaid then due or payable by the company to such member;
 - (h) may if any such money is paid or payable by the company under any such law as aforesaid refuse to register a transfer of any such shares by any such member or legal personal representative until such money with interest as aforesaid is set off or deducted as aforesaid or in case the same exceeds the amount of any such dividend or other money as aforesaid then due or payable by the company to such member until such excess is paid to the company.
- (2) Nothing herein contained shall prejudice or affect any right or remedy which any such law may confer or purport to confer on the company and as between the company and every such member, executor administrator and estate wheresoever constitute or situate any right or remedy which such law shall confer or purport to confer on the company shall be enforceable by the company.

Sale of Shares Subject to a Lien

20. (1) Subject to Article 20(2), the company may sell, in such manner as the directors think fit, any shares on which the company has a lien.
- (2) The company may not sell a share on which the company has a lien unless:
- (a) a sum in respect of which the lien exists is presently payable; and
 - (b) the company has not less than 14 days before the date of the sale given to the registered holder or the person entitled to the share by reason of death or bankruptcy, a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is then payable.

Mode of Transfer

21. (1) To give effect to any sale made under Article 21, the directors may authorise a person to transfer the shares sold to the purchaser of the shares.
- (2) The company must register the purchaser as the holder of the shares comprised in any such transfer, and the purchaser is not bound to see to the application of the purchase money.
- (3) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.

Application of Proceeds of Sale

22. (1) The company must receive the proceeds of the sale and apply them in payment of such part of the amount in respect of which the lien exists as is then payable.
- (2) The company must pay the residue (if any, and subject to a like lien for sums not then payable as existed upon the shares before the sale) to the person entitled to the shares at the date of the sale.

Liability for Calls, etc.

23. (1) For the purposes of this Constitution any member whose shares have been forfeited shall notwithstanding be liable to pay to the company all calls instalments interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding 8% per annum, and the Directors may enforce the payment of such moneys or any part thereof if they think fit but they shall not be under any obligation so to do.
- (2) The liability, if any, of a person whose shares have been forfeited shall cease if the company receives payment in full of all the money (including calls, instalments, interest and expenses) so payable in respect of the shares.

Calls on Shares**Calls on Shares**

24. (1) The directors may from time to time make calls upon the members in respect of any money unpaid on the shares of the members and not by the terms of issue of those shares made payable at fixed times.
- (2) Each member must (subject to receiving at least 30 business days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares.
- (3) The directors may revoke or postpone a call.

When Call Made

25. (1) A call is deemed to have been made at the time when the notice of the call is deemed to have been received pursuant to the provisions of Article 119.
- (2) A call may be required to be paid by instalments.

Notice of Calls

26. (1) Each member shall pay the amount of every call so made according to the terms of the notice thereof.
- (2) 30 days notice of any call shall be given to the members specifying the following:
- (a) the name of the member;
 - (b) the number of shares held;
 - (c) the amount of the call (instalment);
 - (d) the due date of repayment;
 - (e) the place of payment;
 - (f) the consequences of non-payment;

- (g) the last day for trading partly paid "call unpaid" shares;
 - (h) the last day for the company's registry to accept transfers of partly paid "call unpaid" shares;
 - (i) the latest available market price of the shares on which the call is being made (or instalment is due) before the date of issue of the first notice;
 - (j) the highest and lowest market price of the shares on which the call is being made (or instalment is due) during the 3 months immediately before the first notice is issued, and the dates of those sales;
 - (k) the latest available market price of the shares on which the call is being made (or instalment is due) immediately before the entity announced to ASX that it intended to make a call (or the instalment was due); and
 - (l) if the entity has quoted shares of a higher paid-up value than the paid-up value of the shares on which the call is being made (or instalment is due), the information required by (i), (j) and (k) in respect of those shares.
- (3) A notice (the 'second notice') must be sent to new members, and those members whose holdings have changed since the first notice was sent. It must include any changes that have occurred in the information given in the first notice because of a change in the share holding.

Liability of Joint Holders

27. The joint holders of a share are jointly and severally liable to pay all calls in respect of the share.

Interest on Unpaid Calls

28. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due must pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate not exceeding 8% per annum as the directors determine.
- (2) The directors may waive either wholly or partly payment of any interest payable under Article 28(1).

Sum Payable on Issue Deemed Calls

29. (1) Any sum that 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, is for the purposes of this Constitution deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable.
- (2) In case of non payment of a sum referred to in Article 29(1), all relevant provisions of this Constitution regarding the payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

Amount Paid Before Call

30. (1) The directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.
- (2) The directors may authorise payment by the company of interest upon the whole or any part of an amount so accepted until the amount becomes payable at such rate not exceeding the prescribed rate or as is agreed upon between the directors and the member paying the sum.
- (3) For the purpose of Article 30(2), the prescribed rate of interest is:
- (a) if the company has by resolution fixed a rate - the rate so fixed; and
 - (b) in any other case - 8% per annum.

Proceedings on Default

31. (1) In the event of non-payment of any call the company may proceed to recover the same with interest and expenses (if any) as hereinafter provided by action suit or otherwise but such right of action suit or otherwise shall be without prejudice to the right to forfeit the share of any member so in arrears and either or both of such rights may be exercised by the Directors in their discretion.

- (2) No member shall be entitled to receive any dividend or to participate in any issue or offer of shares by the company or to be present or to vote on any question either personally by proxy or by representative at any general meeting or upon a poll or to be reckoned in a quorum whilst any call or other sum shall be due and payable to the company in respect of any of the shares held by him whether alone or jointly with any other person.

Proof of Outstanding Calls

32. On the trial or hearing of any action for the recovery of any call or of any interest or expenses upon or in respect of any call it shall be sufficient to prove that:
- (1) 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 such debt accrued;
 - (2) the resolution making the call is duly recorded in the minute book;
 - (3) notice of such call was duly given to the registered holder of the shares in pursuance of; or
 - (4) in the case of calls or instalments payable at fixed times by the terms and that such sum or call has not been paid,
- and it shall not be necessary to prove the appointment of the Directors who made the allotment or call nor the passing of the resolution nor any other matters whatsoever but proof of the matters aforesaid shall be conclusive evidence of the debt.

Transfer of Shares

Right to Transfer

33. Except where required by law or elsewhere in this Constitution, there shall be no restriction on the transfer of shares.

Effect of Transfer

34. (1) Subject to this Constitution, a member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form that the directors approve.
- (2) An instrument of transfer must be executed by or on behalf of both the transferor and the transferee.
- (3) The instrument of transfer must be duly stamped.
- (4) 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 of members in respect of the shares.

Registration Procedure

35. (1) The document of transfer of securities in the company, that is not an SCH regulated transfer, must be left for registration at the registered office of the company, or at such other place determined by the directors accompanied by:
- (a) the certificate(s) for the securities to which the transfer relates; and
 - (b) evidence reasonably required by the directors to show the right of the transferor to make the transfer.
- (2) An SCH regulated transfer must be effected by a proper SCH transfer and registered in accordance with the SCH Business Rules.
- (3) The directors may ask SCH to apply a holding lock to prevent a proper SCH transfer or refuse to register a paper based transfer in any of the following circumstances:
- (a) the company has lien on the securities;
 - (b) the company is served with a court order that restricts the member's capacity to transfer the securities;
 - (c) registration of the transfer may break an Australian Act and the ASX has agreed in writing to the application of a holding lock or that the company may refuse to register the transfer, provided that the application of the holding lock must not breach an SCH Business Rule;
 - (d) during the escrow period of restricted securities;

- (e) if the transfer is paper based the company is allowed to refuse to register it under the provisions of Listing Rules 8.4 or 8.12; and
 - (f) if the transfer is paper based, a law relating to stamp duty prohibits the company from registering the transfer.
- (4) If the directors refuse to register a paper based transfer in accordance with Article 32(3), they must inform the lodging party in writing of the refusal and the reason therefore within five (5) business days after the date on which the transfer was lodged.

Transmission of Shares

Death of a Member

36. (1) In case of the death of a member, the survivor or survivors if the deceased was a joint holder, and the legal personal representatives of the deceased if he was a sole holder, are the only persons recognised by the company as having any title to his interest in the shares.
- (2) Article 36(1) does not release the estate of a deceased joint holder from any liability in respect of any share that was jointly held by him with other persons.

Effect of Death or Bankruptcy

37. (1) Subject to the Bankruptcy Act 1966, any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as is properly required by the directors, elect either to be registered as the holder of the share or nominate some other person to be registered as the transferee of the share.
- (2) If the person so becoming entitled elects to be registered as the holder of the share, he must deliver or send to the company a notice in writing signed by him stating that he so elects.
- (3) The directors have, in either case, the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy.
- (4) If he elects to have another person registered, he must testify his election by executing a transfer of the share to that other person.
- (5) All the limitations, restrictions, and provisions of this Constitution relating to the right to transfer, and the registration of transfers of shares are applicable to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

Rights of Legal Personal Representatives and Assignees

38. (1) If the registered holder of a share dies or becomes bankrupt, his personal representative or assignee of his estate, as the case may be, is, upon the production of such evidence 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 he had not died or become bankrupt.
- (2) If two (2) or more persons are jointly entitled to any share in consequence of the death of the registered holder, they are, for the purposes of this Constitution, deemed to be joint holders of the share and the directors must enter their names in the register of members regarding the share in the order in which their names appear in the instrument under which they became entitled.

Forfeiture of Shares

Power of Forfeiture

39. If a member fails to pay a call or instalment of a call on the day appointed for payment of the call or instalment, the directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice (called "a Forfeiture Notice") on him requiring payment of so much of the call or instalment as is unpaid, together with any interest that has accrued.

Provisions of Forfeiture Notice

40. A Forfeiture Notice must state a further day (not earlier than the expiration of fourteen days after the date of service of the Forfeiture Notice) on or before which the payment required by the Forfeiture Notice must be made, and must state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

Forfeiture by Resolution

41. (1) If the requirements of a Forfeiture Notice are not complied with, any share in respect of which the Forfeiture Notice was given may at any time thereafter until the payment required by the notice has been made be forfeited by a resolution of the directors to that effect.
- (2) Such forfeiture includes all dividends declared in respect of the forfeited shares and not paid before the forfeiture.
- (3) Such forfeiture takes effect forthwith upon the passing of the resolution of the directors.

Sale of Forfeited Share

42. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit.
- (2) A forfeiture may be cancelled on such terms as the directors think fit at any time before a sale or disposition of a forfeited share.

Effect of Forfeiture

43. A person whose shares have been forfeited:
- (1) ceases to be a member in respect of the forfeited shares; and
- (2) remains liable to pay to the company all money that at the date of forfeiture was payable by him to the company in respect of the shares (together with interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of such interest); but
- (3) ceases to be liable under Article 43(2) if the company receives payment in full of all such money in respect of the shares (including interest).

Statement of Forfeiture

44. A statement in writing by a director or the secretary of the company that a share in the company has been duly forfeited on a date stated therein is conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

Transfer of Forfeited Shares

45. Upon any re-allotment, sale or disposition of a forfeited share:
- (1) the company:
- (a) may receive the consideration (if any) given for a forfeited share on any sale or disposition of the forfeited share;

- (b) may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; and
 - (c) must register that person as the holder of the share, and
- (2) the person to whom the share is sold or disposed of is not bound to see to the application of any money paid as consideration; and
- (3) the title of the person to whom the share is transferred is not affected by any irregularity or invalidity in connection with the forfeiture, sale, or disposal of the share.

Deemed Forfeiture

46. The provisions of this Constitution regarding forfeiture apply in the case of non-payment of any sum that, by the terms of issue of a share, becomes payable at a fixed time, as if that had been payable because of a call duly made and notified.

No Accounting to Person Liable for Call

47. The company is not bound to account to a person who was liable to pay a call in respect of any share that has been forfeited under this Constitution, or to any other person claiming under him in respect of any surplus over the amount remaining due to the company, received or receivable by the company in respect of a forfeited share, upon the re-allotment, sale or other disposition of such share under the provisions of this Constitution.

Right of Previous Holder in Forfeited Shares Extinguished

48. The forfeiture of a share extinguishes all interest of the previous holder in the share and all claims and demands by such holder or any person claiming under him incident to the share except only such of those rights that are expressly preserved by this Constitution.

Liability for Impost on Shares

49. If any law for the time being of the Commonwealth of Australia or of any Australian State or Territory or of any other country or place in which the company carries on business or has any of its assets, imposes or purports to impose any immediate or future possible liability upon the company to make any payments to any government or taxing authority regarding any shares registered as held either jointly or solely by any member or otherwise in connection with the holding, whether in consequence of death or for any other reason:
- (1) the member or members holding such shares and his or their personal representatives must fully indemnify the company regarding any such liability;
 - (2) the company may recover any money paid by the company in respect of any such liability imposed or purported to be imposed on the company by action from the member or his personal representatives as a debt due by him or his estate to the company with interest at such rate not exceeding 8% per annum as the directors may determine from the date when the company paid the money until repayment;
 - (3) the company may deduct any such money and interest from any dividend or other money payable by the company to the member or his personal representatives;
 - (4) the provisions of this Constitution regarding the company's lien for debts of a member and the provisions regarding forfeiture apply to any money owing under paragraph (2) of this Article as if such money were a call due and unpaid in respect of such shares; and
 - (5) nothing contained in this Constitution prejudices or affects any right or remedy that any such law may confer or purport to confer upon the company in respect of any such payment by the company.

Applicable Act and Forum

50. As between the company and the member or his personal representatives, any right or remedy arising under Article 49 is enforceable by the company, and every member of the company as between himself and the company is hereby deemed to agree and bind his personal representatives to submit to the legislative power and jurisdiction of the State Territory or Country imposing such liability upon the company.

Alteration of Capital

Conversion of Share Capital

51. (1) The Company may by resolution convert all or any of its shares into a larger or smaller number of shares;
- (2) The conversion takes effect on the date of the resolution or a later date specified in the resolution;
- (3) Any amount unpaid on shares being converted is to be divided equally among the replacement shares.

Power to Reduce Capital

52. Subject to the Act, the Company may from time to time by resolution of a type specified in Section 256C of the Act reduce its share capital in any way not otherwise provided under the Act provided the reduction is:
- (1) fair and reasonable to the Company's shareholders as a whole; and
- (2) does not materially prejudice the Company's ability to pay its creditors.

Directors May Settle Difficulty

53. For the purpose of giving effect to any conversion of its share capital, the Directors may settle any difficulty which arises as they think expedient and in particular may:
- (1) vest any fractions of shares in trustees on trust for the persons entitled to fractions of shares;
- (2) sell the shares representing the fractions for the best price reasonably obtainable to any person and distribute the net proceeds of sale proportionately among the persons entitled to the relevant fractions (provided that the cost of distribution is not prohibitive) and for the purposes of any sale the Directors may execute the relevant instrument of transfer in favour of the purchaser.

General Meetings

Annual and General Meetings

54. (1) An annual general meeting of the company must be held in accordance with the provisions of the Act.
- (2) General meetings are meetings of the company other than the annual general meeting.
- (3) General meetings may be convened by any director, either on his own initiative upon a requisition made in accordance with Section 249D of the Act.

Ordinary/Special Business

55. (1) In this Constitution, "ordinary business" means:
- (a) the consideration of the accounts and the report of the directors and Auditors;
- (b) the election of directors in the place of those retiring; and
- (c) the appointment and fixing of the remuneration of the Auditors.
- (2) All business that is not ordinary business is special business.

Length of Notice of Meeting

56. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, a notice of meeting must be given to all persons who are entitled to receive such notices from the company:
- (1) if the company is not included in the Official List, allowing twenty one (21) clear days notice.
- (2) if the company is included in the Official List allowing twenty eight (28) clear days notice.
- (3) The period of notice must be calculated exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which the notice is given.

Requirements of Notice of Meeting

57. (1) A notice of general meeting must specify the place, the day and the hour of the meeting and, except as provided by Article 57(2), must state the general nature of the business to be transacted at the meeting.
- (2) It is not necessary for a notice of an annual general meeting to state the ordinary business to be transacted at the meeting.
- (3) A proxy form must accompany a notice of meeting.
- (4) A notice must otherwise comply with the requirements of the Listing Rules when the company is admitted to the Official List.

Notices

58. (1) While it is admitted to the Official List the company shall notify the Home Branch of any general meeting at which directors are to be elected at least 5 business days before the closing date for the receipt of nominations.
- (2) While it is admitted to the Official List the company must immediately give the ASX a copy of a document it sends to holders of securities in a class.
- (3) All notices convening general meetings shall specify the place, date and hour of the meeting.
- (4) 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 the meeting.

Quorum

59. (1) No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2) Two (2) members present and entitled to vote shall be a quorum for all general meetings unless there is only one (1) member of the company, in which case a quorum will be that member.
- (3) For the purpose of determining whether a quorum is present, a person attending as a proxy or as representing a corporation that is a member, is deemed to be a member.
- If a member appoints more than one person as their proxy or representative, only one of the persons appointed shall be counted in determining the quorum.

In Default of a Quorum

60. If a quorum is not present within half an hour from the time appointed for the meeting:
- (1) if the meeting was convened upon the requisition of members - the meeting is dissolved; and
- (2) In any other case:
- (a) the meeting stands adjourned to such day, and at such time and place as the directors determine or, if the directors make no determination, to the same day in the next week at the same time and place; and
- (b) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, if there is only one (1) member of the company that member constitutes a quorum, otherwise two (2) members constitute a quorum, and where a quorum is not present - the meeting is dissolved.

Conduct of Meeting

61. The Company may, when there are 2 or more members hold a general meeting at 2 or more venues using any technology which gives the members as a whole a reasonable opportunity to communicate. A meeting held in 2 or more places using technology shall as a minimum allow each person who participates:
- (1) to hear each of the other participating members addressing the meeting; and
- (2) if a participating member wishes to address each of the other members participating simultaneously;
- At a meeting held in 2 or more places using technology:

- (1) a quorum shall be deemed to be present if the provisions set out in this Article regarding quorums are met in respect of the minimum number of members;
- (2) the meeting will be deemed to be held at the place where the largest group of participating members is assembled, or if no such group is identifiable at the place at which the Chairperson is attending;
- (3) no member may leave the conference by disconnecting his or her means of communication unless having obtained the express permission of the Chairperson and the members shall be conclusively presumed to have been present and to have formed a quorum at all times during the meeting unless such express consent is obtained.

Appointment of a Chairperson

62. The chairperson of the board of directors may preside as chairperson at every general meeting of the company, or if there is no such chairperson, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the members present may elect one of their number to be chairperson of the meeting.

Adjournment

63. (1) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (2) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (3) If a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (4) Except as provided by Article 63(3), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Motion: How Carried

64. (1) Save where the Company has one (1) members only, a motion put to the vote at any general meeting must be decided on a show of hands unless a poll is demanded:
- (a) by the chairperson;
 - (b) by at least two (2) members present in person or by proxy;
 - (c) by any member or members present in person or by proxy and representing not less than 5% of the total voting rights of all the members having the right to vote at the meeting
- (2) A poll may be demanded:
- (a) before a vote is taken;
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared
- (3) Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) The demand for a poll may be withdrawn.

Effect of a Poll

65. (1) If a poll is duly demanded, it must be taken in such manner and subject to Article 64(2) either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (2) A poll demanded on the election of a chairperson or on a question of adjournment must be taken immediately.

Chairperson's Casting Vote

66. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

Manner of Voting

67. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
- (1) At meetings of members or classes of members, each member entitled to vote may vote in person or by representative or by proxy or by attorney.
 - (2) On a show of hands every person present who is, a member, or a representative or an attorney, or a proxy of a member has one vote.
 - (3) On a show of hands a member, representative, attorney and a proxy has only one (1) vote, irrespective of the number of shareholders that person represents.
 - (4) Where a member appoints two (2) proxies, neither proxy may vote for that member on a show of hands.
 - (5) On a poll every member present in person or by proxy or by attorney or other duly authorised representative has one (1) vote for each fully paid share he holds, and a fraction of a vote for each partly paid share he holds. The fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited). The amounts paid in advance of a call must be ignored when calculating the proportion.

Joint Holders

68. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by attorney, must be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority is determined by the order in which the names stand in the register of members.

Members of Unsound Mind

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

Entitlement to Vote

70. A member is not entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid but any such member may be reckoned in a quorum.

Voting Qualification Time

71. (1) Except as stated in Article 71(5), in this Constitution "Voting qualification time" in relation to a general meeting means:
- (a) if a determination is made by the convenor of a meeting under Article 71(2), the time specified in that determination; or
 - (b) If a determination is not made by the convenor of the meeting, forty eight hours before the time for commencement of the meeting or a lesser time fixed in relation to general meetings of the company for the purposes of this Article by determination of the directors.
- (2) For the purpose of determining voting entitlements at a general meeting, the convenor of a meeting may determine that all the issued voting shares in the company at a specified time before the meeting are to be regarded as held at the time of the meeting by the persons who held them at the specified time.

- (3) A determination of the specified time before the meeting must be made before notice of the meeting is given.
- (4) The specified time must not be more than forty eight hours before the meeting.
- (5) Before the ordinary shares of the company are CHES Approved Securities:
 - (a) the preceding Clauses of this Article do not operate; and
 - (b) the Voting Qualification Time in relation to a general meeting is the time of commencement of the general meeting.

Objection to be Raised at Meeting

- 72. (1) An objection may be raised to the qualification of any voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- (2) Any such objection must be referred to the chairperson of the meeting, whose decision is final and conclusive.

Proxy

- 73. (1) An instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- (2) A member may appoint no more than two (2) proxies neither of whom need be a member
- (3) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular motion and, where an instrument of proxy so provides, the proxy is not entitled to vote on the motion except as specified in the instrument.
- (4) An instrument appointing a proxy is deemed to confer authority to demand or join in demanding a poll.
- (5) A proxy may be for a single meeting or for a time period specified in the proxy form or for all meetings until the appointment is withdrawn.

Form of Proxy

- 74. An instrument appointing a proxy may be in the following form or in a form that is as similar as the circumstances allow, or otherwise as approved by the directors:

Limited

I/We,, of, being
 a member/members of the abovenamed company, hereby appoint
, of, or in his
 absence,
 of, as my/our proxy to vote for me/us on my/our
 behalf at the *annual general/ general meeting of the company, to be held on
 the day of, and at any adjournment
 thereof.
 Signed this day of

^ This form is to be used *in favour of / *against / *or to abstain from the motion.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

^ To be inserted when the company is admitted to the Official List, and otherwise if desired.

Validity of Instrument

- 75. (1) An instrument appointing a proxy shall be valid if it contains the following information:
 - (a) the members name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the office held by the proxy; and
 - (d) the meetings at which the proxy may be used.
- (2) An instrument appointing a proxy may specify the way in which the proxy is to vote on a particular resolution. If it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way; and
- (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if it does so, the proxy must vote that way.

An appointment of a proxy may be a standing proxy. An undated proxy shall be taken to be dated on the day that it is received by the Company. Any instrument of proxy in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairperson of the meeting to which it relates.

76. (1) An instrument appointing a proxy shall not be treated as valid unless the instrument and the power of attorney or other authority under which it is signed, or a notarially certified copy of that power or authority, is or are deposited at the registered office of the company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll.
- (2) An instrument appointing a proxy may be transmitted to the Office by facsimile within the time provided by Article 76(1).

Validity of Proxy Vote

77. A vote given in accordance with the terms of an instrument of proxy or attorney is valid notwithstanding:
- (1) the previous death or unsoundness of mind of the principal;
 - (2) the revocation of the instrument (or of the authority under which the instrument was executed); or
 - (3) the revocation of the power or the transfer of the share in respect of which the instrument is given
- if the company has not received at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised any notice in writing of such death, unsoundness of mind, revocation, or transfer.

Appointment Removal & Remuneration of Directors

Number and First Directors

78. (1) The number and names of the first directors must be determined in writing by the persons who consent to this Constitution prior to the registration of the company or a majority of them.
- (2) There must be no less than three (3) nor more than seven (7) directors (not including any alternate directors) of the company.

Rotation of Directors

79. (1) Subject to the Listing Rules, at the annual general meeting in each year one-third of the directors for the time being, and if there number is not three (3) or a multiple of three (3), then the number nearest to but not exceeding one-third of the directors must retire from office.
- (2) The directors to retire by rotation at an annual general meeting are those directors who have been longest in office since their last election.
- (3) Directors who were elected on the same day may agree among themselves who is to retire and failing agreement those to retire must be determined by lot.

- (4) A director must retire from office at the conclusion of the third annual general meeting after the director was last elected, even if his retirement results in more than one third of all directors retiring from office.
- (5) This Article does not apply to the managing director of the company, but if there is more than one (1) managing director, one (1) is entitled not to subject to re-election by rotation.

Appointment and Removal of Directors

80. (1) The company may from time to time by ordinary resolution:
 - (a) increase or reduce the number of directors;
 - (b) remove any director from office;
 - (c) appoint a new director to replace a director who has been removed from office or whose office has been vacated pursuant to this Constitution; and
 - (d) appoint an additional director or additional directors.
- (2) Any notice of nomination, appointment, resignation or revocation of a director shall be in writing, and may be given by facsimile, telex, telegram or pre-paid cable, and signed by the person so nominating, appointing, resigning as or revoking the nomination or appointment of the director.
- (3) A person appointed director pursuant to Article 80(1)(c) is subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.
- (4) The company must hold an election of directors each year.

Appointment

81. (1) The directors may at any time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but the total number of directors may not at any time exceed the maximum number fixed in accordance with this Constitution.
- (2) A director appointed under Article 81(1) will hold office until the next general meeting of the company when the director may be re-elected but will not be taken into account at that meeting in determining the number of directors who must retire by rotation.
- (3) No person other than a retiring director is eligible for election as a director at any general meeting (including 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, 15 business days before such general meeting; and
 - (b) in any other case, thirty business days before such general meeting.

Remuneration

82. (1) The directors may be paid:
 - (a) such remuneration as is from time to time determined by the company in general meeting; and
 - (b) all travelling, hotel, and other expenses properly incurred by them in attending at 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.
- (2) The directors remuneration (if any) is deemed to accrue from day to day.
- (3) The directors remuneration (if any) (other than a Managing Director or other executive Director) shall be a fixed sum and not a commission or calculated on a percentage of profits or turnover.

Share Qualification

83. A director need not be a shareholder of the company.

Disqualification

84. The office of a director becomes vacant if the director:
 - (1) ceases to be a director by virtue of the Act;
-

- (2) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (3) becomes prohibited from being a director by reason of any order made under the Act;
- (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;
- (5) resigns his office by notice in writing to the company;
- (6) is absent without the permission of the directors for more than six months from meetings of the directors held during that period; or
- (7) fails to declare his direct or indirect interest in any contract or proposed contract with the company as required by the Act.

Termination Benefits

- 85. (1) No director of the company shall be entitled to termination benefits (or any increase in them) if a change occurs in the shareholding or control of the company.
- (2) Without the approval of ordinary shareholders no director of the company may be entitled to termination benefits if the value of these benefits and the termination benefits that may become payable to all directors together exceeds 5% of the equity interest of the company.

Power and Duties of Directors

Business Managed by Directors

- 86. (1) The directors must manage the business of the company.
- (2) The directors may:
 - (a) pay all expenses incurred in promoting and forming the company; and
 - (b) 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.
- (3) Subject to this Constitution, the provisions of the Act, and such regulations as may be prescribed by the company in general meeting, no regulation made by the company in general meeting may or does invalidate any prior act of the directors that would have been valid if that regulation had not been made.

Directors of Wholly Owned Subsidiaries

- 87. If the company is a wholly owned subsidiary of another body corporate, each director of the subsidiary is expressly authorised to act in the best interests of the holding company, provided that in doing so:
 - (a) the director acts in good faith; and
 - (b) the company is not insolvent at the time the director acts and does not become insolvent because of the director's acts.

Power to Borrow

- 88. The directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property, and uncalled and called but unpaid capital, or any part thereof, and to issue debentures and other securities whether outright or as a security for any debt, liability, or obligation of the company or any other person.

Power to Appoint Attorneys

- 89. (1) The directors may by power of attorney appoint any person, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the company for such purposes, with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the directors under this Constitution) for such period and subject to such conditions as the directors think fit.

- (2) Any such power of attorney may contain provisions for the protection and convenience of persons dealing with any such attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities, and discretions vested in the attorney.

Signing of Negotiable Instruments

90. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the company must be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such persons and in such manner as the directors determine. However, until determined otherwise, at least two (2) persons duly authorised by the directors for this purpose are required to execute any negotiable instrument.

Minutes

91. (1) The directors must cause minutes to be made:
- (a) of all appointments of officers;
 - (b) of the names of the directors present at each meeting of the directors, whether personally or by other forms of telephonic electronic or audio-visual communication; and
 - (c) of all proceedings at all meetings of the company and of the directors.
- (2) Such minutes must be signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.
- (3) The minutes of any meeting must be entered in the relevant book within one (1) month after the relevant meeting is held.

Proceedings of Directors

Proceedings

92. (1) The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and proceedings including the use of technology to which each director at the meeting consents (such consent may be a standing consent) and may from time to time determine the quorum necessary for the transaction of business. Until otherwise determined two (2) directors shall form a quorum.
- (2) A director may convene a meeting at any time, and a Secretary must convene a meeting of the directors, on the requisition of a director.

Voting

93. (1) Subject to this Constitution, questions arising at any meeting of directors must be decided by a majority of votes of directors present, and a determination by a majority of directors is for all purposes deemed a decision of the directors.
- (2) In case of an equality of votes, the chairperson of the meeting has a casting vote.
- (3) The chairperson will not have a casting vote where there are only two (2) directors present and entitled to vote at the meeting.

Declaration of Interest

94. (1) Notwithstanding any rule of law or equity to the contrary but subject to Article 94(3), a director is not disqualified by his office from:
- (a) holding any other office or place of profit under the company (other than as Auditor); or
 - (b) contracting with the company either as vendor, purchaser or otherwise;
- nor is any such contract or arrangement entered into by or on behalf of the company in which any director is in any way interested, avoided.

- (2) A director is not liable to account to the company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of the director holding that office or of the fiduciary relationship thereby established.
- (3) A director must disclose any nature of interest at the meeting of the directors at which a contract or arrangement is determined if an interest then exists, including any material interest in any matter relating to the affairs of the company or, in any other case, at the first meeting of directors after the acquisition of the interest.
- (4) Subject to Article 94(3), a director may vote as a director in respect of any contract or arrangement in which he is so interested.
- (5) A general notice that a director is a member of or otherwise interested in any specified firm or company is sufficient disclosure for the purpose of Article 94(3).
- (6) After a director has given a notice as referred to in Article 94(5), it is not necessary for the director to give special notice relating to any particular transaction with that firm or company.
- (7) Subject to Article 94(3), a director may as a director affix the Seal to any document evidencing a contract or arrangement in which he is personally interested without in any way adversely affecting the validity of the said document only by reason of the director's personal interest in the contract or arrangement.

Alternate Directors

- 95.
- (1) A director may, with the approval of the other directors, appoint a person (whether a member of the company or not) to be an alternate or substitute director in his place during such period as he thinks fit.
 - (2) An alternate director is entitled to notice of meetings of the directors and if the appointer is not present, is entitled to attend and vote in his stead.
 - (3) An alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is deemed to be the exercise of the power by the appointer.
 - (4) An alternate director is not required to have any share qualification.
 - (5) The appointment of an alternate director can be terminated at any time by the appointer notwithstanding that the period of the appointment of the alternate director has not expired, and terminates in any event if the appointer's office as a director is vacated.
 - (6) An appointment or the termination of an appointment of an alternate director must be effected by a notice in writing signed by the director who makes or made the appointment and served on the company.

Quorum

- 96.
- (1) The directors may fix the quorum necessary for a meeting of the directors.
 - (2) Until the directors determine otherwise, the quorum for a meeting of the directors is two (2).

Effect of Vacancy

- 97.
- In the event of a vacancy or vacancies in the office of a director or directors, the remaining directors may act, but if the number of remaining directors is not sufficient to constitute a quorum at a meeting of directors, the remaining directors or the sole director, as the case may be, may act only for the purpose of increasing the number of directors to constitute a quorum or of convening a general meeting of the company.

Election of Chairperson

- 98.
- (1) The directors may elect one of their number as chairperson of their meeting and determine the period for which he is to hold office.
 - (2) If a meeting of directors is held and:
 - (a) a chairperson has not been elected; or
 - (b) the chairperson is not present in person or by telephone electronic or audio-visual communication within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act,

the directors present may choose one of their number to be the chairperson of the meeting.

Delegation to Committees

99. (1) The directors may delegate any of their powers to committees consisting of such of their number as they think fit.
- (2) A committee to which the directors have delegated any of their powers must exercise the powers in accordance with any directions of the directors, and a power so exercised is deemed to have been exercised by the directors.

Committee Meetings

100. Meetings and proceedings of any such committees are governed by the provisions herein contained for regulations of directors.

Defect in Appointment

101. All acts by any meeting of the directors or of a committee of directors or by any person acting as a director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a director or a member of a committee, or to act as a director, or that they or any of them were disqualified, is valid as if every such person had been duly appointed and was qualified to be a director or a member of the committee.

Circular Resolutions

102. (1) If all the directors have signed a document containing a statement that they are in favour of a resolution of the directors in terms set out in the document, a resolution in those terms is deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the document was last signed by a director or, if the directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a director.
- (2) For the purposes of Article 102(1), two (2) or more separate documents containing statements and resolutions in identical terms each of which is signed by one (1) or more directors are together deemed to constitute one (1) document containing a statement in those terms signed by those directors on the respective days on which they signed the separate documents.
- (3) A reference in Article 102(1) to all the directors does not include a reference to a director who would not be entitled to vote on the resolution at a meeting of directors.
- (4) A facsimile, telex, telegram or pre-paid cable or such similar means of communication addressed to or received by the company and purporting to be signed by a director shall for the purpose of this Article be deemed to be writing signed by such director.

Telephone Meetings

103. (1) Subject to compliance with the requirements as to notice of, attendance at, and procedures for holding of meetings of directors contained in this Constitution, meetings of directors may be conducted over the telephone or any other method of electronic or audio-visual communication, provided that:
- (a) each director who participates is able:
- (i) to hear each of the other participating directors addressing the meeting; and
- (ii) if he or she wishes to address each of the other participating directors simultaneously.
- (b) once communication has been established with a director, he must remain in communication with the meeting unless the chairperson has given permission for that director to withdraw from the meeting;

- (c) at the commencement of the meeting each director must acknowledge his or her presence for the purpose of a meeting of the directors to all other directors taking part;
- (d) a meeting held under Article 103(1) is deemed to be held where the chairperson of the meeting is present or where the initial communication is initiated; and
- (e) any documents to be tabled at a meeting held under Article 103(1) must be made available to each of the directors before the meeting.

Managing & Executive Directors

Appointment

104. (1) The directors may from time to time appoint one (1) or more of their number to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.
- (2) If there is more than one managing director only one director so appointed is not subject to retirement by rotation or taken into account in determining the rotation of retirement of directors while holding that office. Any appointment as managing director terminates automatically if he or she ceases from any cause to be a director.
- (3) A director (other than a managing director) so appointed is referred to in this Constitution as an "executive director".
- (4) If there is more than one (1) managing director in office, the managing directors shall hold office jointly.

Remuneration

105. A managing director may, subject to the terms of any agreement entered into in any particular case, receive such remuneration (whether by way of salary, commission, or participation in profits, or partly in one way and partly in another) as the directors determine.

Powers

106. (1) The directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a managing director any of the powers exercisable by themselves.
- (2) Any powers conferred on a managing director under Article 106(1) may be concurrent with, or to the exclusion of the powers of the directors.
- (3) The directors may at any time withdraw or vary any of the powers conferred on managing or executive directors.

Associate Directors

Appointment

107. (1) The directors may from time to time appoint any person to be an associate director and may from time to time terminate any such appointment.
- (2) The directors may determine and vary the powers, duties and remuneration of any person appointed as an associate director.
- (3) A person appointed as an associate director is not required to hold any shares to qualify for appointment, nor has any right to attend or vote at any meeting of directors except by the invitation and with the consent of the directors.

Secretary

Terms & Conditions

108. (1) A Secretary holds office on such terms and conditions as to remuneration and otherwise as the directors determine.
- (2) The directors may remove any Secretary.
- (3) A Secretary may be removed from office if that person becomes disqualified from managing a company under the Corporations Act.

Execution of Documents/Common Seal

Execution of Documents

109. The company may execute documents either under seal or under hand. The company is not required to use the seal in the execution of documents. The company may have a seal and if it does so may also have a share seal which shall be a duplicate of the seal with the words "share seal" on its face, and may also have an official seal for use outside the jurisdiction of the incorporation of the company which shall be a duplicate of the seal with the name of each place it may be used on its face.

Custody & Use of Seal

110. The directors must provide for the safe custody of any Seal which must only be used by the authority of the directors, or of a committee of the directors authorised by the directors. Every document to which the Seal is affixed must be signed by a director and be countersigned by the Secretary or by a second director or some other person appointed by the directors for that purpose, but the same person cannot attest the affixation in both capacities.

Execution Under Hand

111. Where a deed is executed by the company without using the seal, it must be signed by a director and be countersigned by the Secretary or by a second director or some other person appointed by the directors for that purpose, but the same person cannot attest the affixation in both capacities.

Inspection of Records

Records to be Kept

112. (1) The directors must cause proper accounting and other records to be kept, distribute copies of balance sheets as required by the Act, and determine whether and to what extent and at what times and places and under what conditions the accounting and other records of the company or any of them are open to the inspection of members other than directors.
- (2) A member, other than a director, does not have any right to inspect any account or book or paper of the company except as conferred by law or authorised by the directors or by the company in general meeting.

- (3) A person who has ceased to be a director may inspect the books of the company (including its papers and accounts) at all reasonable times for a period of seven years after that person has ceased to be a director, only where the inspection is for the purposes of:
- (a) a legal proceeding to which the person who has ceased to be a director is a party;
 - (b) where the person who has ceased to be a director proposes in good faith to bring a legal proceeding; and/or
 - (c) where the person who has ceased to be a director has reason to believe that a legal proceeding will be brought against them.

Dividends & Reserves

Declaration of Dividend

113. (1) The directors may from time to time out of profits of the Company pay such dividends as appear to the directors to be justified by the profits of the company, and may fix the time for payment.
- (2) Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends must be paid according to the amounts paid on the shares in respect of which the dividend is paid.
- (3) All dividends must be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but if any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.
- (4) An amount paid on a share in advance of a call may not be taken for the purpose of this Article to be paid on the share.
- (5) The directors may deduct from any dividend payable to a member all sums of money (if any) then payable by the member to the company on account of calls or otherwise in relation to shares in the company.

No Interest on Dividends

114. Interest is not payable by the company in respect of any dividend.

Reserves

115. (1) The directors may set aside out of the profits of the company such sums as they think proper as reserves to be applied at the discretion of the directors for any purpose for which the profits of the company may properly be applied.
- (2) Pending any such application, the reserves may, at the discretion of the directors, be used in the business of the company or be invested in such investments (other than shares in the company) as the directors think fit.
- (3) The directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve.

Dividend Otherwise than in Cash

116. (1) Payment of any dividend may be satisfied wholly or partly by the distribution of specific assets including paid up shares in or debentures of any other corporation.,
- (2) If a difficulty arises in regard to such a distribution, the directors may settle the matter as they consider expedient, and may:
- (a) fix the value for distribution of such specific assets or any part of those assets;
 - (b) determine that cash payments be made to any members on the basis of the value so fixed in order to adjust the rights of all parties; and

- (c) vest any such specific assets in trustees as the directors consider expedient.

Mode of Payment

117. (1) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque sent through the post directed to:
- (a) the address of the holder as shown in the register of members, or in the case of joint holders, to the address shown in the register of members as the address of the joint holder first named in that register; or
 - (b) to such other address as the holder or joint holders in writing directs or direct.
- (2) Every such cheque must be made payable to the order of the person to whom it is sent.
- (3) Any one (1) of two (2) or more joint holders may give effectual receipts for any dividends, interest, bonuses or other money payable in respect of the shares held by them as joint holders.
- (4) Any dividend, interest or other money payable in cash in respect of shares must be paid subject to the Listing Rules.

Capitalisation of Profits

Resolution for Capitalisation

118. (1) The directors may resolve:
- (a) that it is desirable to capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to members; and
 - (b) that such sum be applied, in any way, including without limitation,
 - (i) in paying up any amounts unpaid on shares held by members;
 - (ii) in paying up in full unissued shares or debentures to be issued to members as fully paid; or
 - (iii) partly as mentioned in paragraph (a) and partly as mentioned in paragraph (b).for the benefit of members in the proportions to which those members would have been entitled in a distribution of that sum by way of dividend.
- (2) A sum may be applied for the benefit of members under Article 117(1).

Effect of Resolution

119. (1) The directors may do all things necessary to give effect to a resolution made pursuant to Article 118(1) and, in particular, to the extent necessary to adjust the rights of the members among themselves, may:
- (a) issue fractional certificates or make cash payments in cases where shares or debentures become issuable in fractions; and
 - (b) authorise any person to make, on behalf of all the members entitled to any further shares or debentures upon the capitalisation, an agreement with the company providing for the issue to them, credited as fully paid up, of any such further shares or debentures or for the payment up by the company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised.
- (2) An agreement made under an authority referred to in Article 119(1)(b) is effective and binding on all the members concerned.

Notices

Issue

120. (1) A notice may be given by the company to any member either personally or by sending it by post to him at his address as shown in the register of members, or any other address supplied by him to the company for the giving of notices to him.
- (2) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting an envelope containing the notice, and to have been effected, in the case of a notice of a meeting, on the day after the date of its posting, and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (3) A notice or document that is to be sent to an overseas member must be sent by air or by fax or in another way that ensures that it will be received quickly.

Notice to Joint Holders

121. The company may give notice to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.

Notice to Deceased or Bankrupt Members

122. The company may give a notice to a person entitled to a share in consequence of the death or bankruptcy of a member:
- (1) by serving it on him personally or by sending it through the post in a prepaid letter addressed to him by name, or by the title of the representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address (if any) in Australia supplied for the purpose by the persons claiming to be so entitled; or
- (2) until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or bankruptcy had not occurred.

Entitlement

123. (1) Notice of every general meeting must be given in the manner authorised in this Constitution, to:
- (a) every member;
- (b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, is entitled to receive notice of the meeting;
- (c) the Auditor for the time being of the company; and
- (d) the Home Branch, if the company is admitted to the Official List.
- (2) No other person is entitled to receive notice of a general meeting.

Winding up

Division of Assets

124. (1) If the company is wound up, the liquidator may, with the sanction of a special resolution of the company, divide among the members in kind the whole or any part of the assets of the company (whether it consists of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.
- (2) The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but the liquidator may not compel any member to accept any shares or other securities in respect of which there is any liability.

Indemnity

Indemnity

125. (1) Every person who is or has been an officer of the company is indemnified (to the maximum extent permitted by law) out of the assets of the company against any liabilities or expenses incurred by that person:
- (a) in defending any proceedings relating to that person's position with the company, whether civil or criminal, in which judgement is given in that person's favour or in which that person is acquitted or which are withdrawn before judgement; or
 - (b) in connection with any administrative proceedings relating to that person's position with the company, except proceedings which give rise to civil or criminal proceedings against that person in which judgement is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving lack of good faith; or
 - (c) in connection with any application in relation to any proceedings relating to that person's position with the company, whether civil or criminal, in which relief is granted to that person under the Act by the Court.
- (2) Every person who is or has been an officer of the company is indemnified, to the maximum extent permitted by law, out of the assets of the company against any liability to another person (other than the company or its related bodies corporate) unless the liability arises out of conduct involving a lack of good faith.
- (3) The company may pay a premium for a contract insuring a person who is or has been an officer of the company or any of its related bodies corporate against:
- (a) any liability incurred by that person as an officer which does not arise out of conduct involving a wilful breach of duty in relation to the company or a contravention of Sections 183 or 184 of the Act; and
 - (b) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the company, whether civil or criminal, and whatever the outcome.
- (4) For the purposes of this Constitution "officer" means an officer as defined in the Act.
- (5) The benefit of any indemnity given pursuant to this Article will continue in respect of any liability arising out of any act or omission occurring prior to the modification or deletion of this Article and will continue to apply even after the terms of this Article have been modified or deleted.
- (6) Any person indemnified under this Article must give notice to the company as soon as reasonably practicable after becoming aware of any claim which gives rise or may give rise to a liability by the company to indemnify that person.

Listing Rules

Listing Rules

126. If the company is admitted to the Official List of ASX, the following clauses apply:
- (1) Notwithstanding anything contained in this Constitution, if the Listing Rules prohibit an act being done, the act shall not be done.
 - (2) Nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done.
 - (3) 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).
 - (4) 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.
 - (5) 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.
 - (6) 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.

Restricted Securities

Restricted Securities

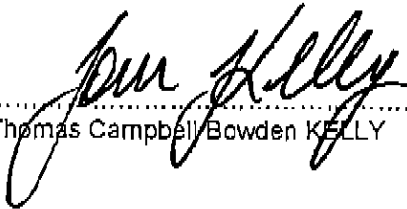
127. (1) Restricted securities may not be disposed of during the escrow period except as permitted by the Listing Rules or the ASX.
- (2) The company will refuse to acknowledge a disposal (including registering a transfer) of restricted securities during the escrow period except as permitted by the Listing Rules or the ASX.
- (3) During a breach of the Listing Rules relating to restricted securities, or a breach of a restriction agreement, the holder of the restricted securities is not entitled to any dividend or distribution, or voting rights, in respect of the restricted securities.

-End-

We, the persons whose signatures are set out below, hereby agree to the foregoing Constitution of the Company.

Signature of Subscriber

Witness


.....
Thomas Campbell Bowden KELLY


.....
JOHN CAVARIS
Name
4/15A Bassden St
Address
Cottesloe 6014

Dated: 20 November 2003