

CORPORATIONS LAW

ARTICLES OF ASSOCIATION

of

CoINVEST LIMITED

(ACN 078 004 985)

Table of contents

1	PRELIMINARY	1
2	MEMBERSHIP - Admission and Classes	4
3	MEMBERSHIP - Ceasing to be a Member	4
4	MEMBERSHIP - Powers of attorney	4
5	GENERAL MEETINGS - Convening general meeting	5
6	GENERAL MEETINGS - Notice of general meeting	5
7	PROCEEDINGS AT GENERAL MEETINGS - Member	6
8	PROCEEDINGS AT GENERAL MEETINGS - Quorum	6
9	PROCEEDINGS AT GENERAL MEETINGS - Chairperson	6
10	PROCEEDINGS AT GENERAL MEETINGS - Adjournment	7
11	PROCEEDINGS AT GENERAL MEETINGS - Decision of questions	7
12	PROCEEDINGS AT GENERAL MEETINGS - Taking a poll	7
13	PROCEEDINGS AT GENERAL MEETINGS - No Casting vote	8
14	PROCEEDINGS AT GENERAL MEETINGS - Offensive material	8
15	VOTES OF MEMBERS - Entitlement to vote	8
16	VOTES OF MEMBERS - Objections	8
17	VOTES OF MEMBERS - Votes by proxy or attorney	9
18	VOTES OF MEMBERS - Instrument appointing proxy	9
19	VOTES OF MEMBERS - Lodgment of proxy or instrument of attorney	9
20	NUMBER OF DIRECTORS	10

21	INITIAL BOARD OF DIRECTORS	11
22	APPOINTMENT AND REMOVAL OF A CLASS DIRECTORS	11
23	ELECTION, APPOINTMENT AND REMOVAL OF B CLASS DIRECTORS	12
24	APPOINTMENT AND REMOVAL OF C CLASS	13
25	DIRECTORS FEES, REMUNERATION AND EXPENSES	14
26	APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS	14
27	RETIREMENT AND REMOVAL OF DIRECTORS	14
28	REMOVAL OF DIRECTORS - VACATION OF OFFICE	15
29	POWERS AND DUTIES OF DIRECTORS	15
30	PROCEEDINGS OF DIRECTORS - Directors' meetings	16
31	PROCEEDINGS OF DIRECTORS - Decision of questions	16
32	PROCEEDINGS OF DIRECTORS - Directors' interests	17
33	PROCEEDINGS OF DIRECTORS - Remaining Directors	17
34	PROCEEDINGS OF DIRECTORS - Chairperson	18
35	PROCEEDINGS OF DIRECTORS - Directors' committees	18
36	PROCEEDINGS OF DIRECTORS - Written resolutions	18
37	PROCEEDINGS OF DIRECTORS - Validity of acts of Directors	19
38	PROCEEDINGS OF DIRECTORS - Minutes and registers	19
39	LOCAL MANAGEMENT - Local management	21
40	LOCAL MANAGEMENT - Appointment of attorneys and agents	21
41	CHIEF EXECUTIVE OFFICER AND SECRETARY	22

42	SEALS - Common seal	23
43	SEALS - Official seal	23
44	INSPECTION OF RECORDS	23
45	NOTICES	24
46	NOTICES - Persons entitled to notice	25
47	AUDIT AND ACCOUNTS	26
48	WINDING UP	26
49	INDEMNITY AND INSURANCE	26
50	AMENDMENT	27
51	EXECUTIVE SEARCH ORGANISATION	28
52	ASSESSMENT COMMITTEE	29

**CORPORATIONS LAW
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION**

OF

**CoINVEST LIMITED
(ACN 078 004 985)**

1 PRELIMINARY

1.1 In these Articles, the following words and expressions have the meanings indicated unless the context requires otherwise.

‘**A Class Directors**’ means the Directors appointed under **Articles 21.2 or 22.2** or elected under **Article 22.1** and ‘**A Class Director**’ means any one of them;

‘**A Class Directors’ Election Rules**’ means the rules set out in Schedule 2 to these Articles.

‘**A Class Member**’ means a member under **Article 2.2(a)**;

‘**Act**’ means the *Construction Industry Long Service Leave Act 1997*;

‘**Alternate Director**’ means a person appointed as an alternate director under **Article 26**;

‘**Articles**’ means the articles of association of the Company as amended from time to time;

‘**Assessment Committee**’ means an independent committee selected in accordance with **Article 52**;

‘**Auditor**’ means the Company’s auditor;

‘**Award**’ has the meaning given from time to time in the Rules;

‘**B Class Directors**’ means the Directors appointed under **Articles 21.3 or 23.2**, or elected under **Article 23.1** and ‘**B Class Director**’ means any one of them;

‘**B Class Directors’ Election Rules**’ means the rules set out in Schedule 3 to these Articles;

‘**B Class Member**’ means a member under **Article 2.2(b)**;

‘**Board**’ means the board of directors;

‘**Building Trade Works**’ has the meaning given from time to time in the Rules;

‘**C Class Directors**’ means the Directors appointed under **Articles 21.4 or 24.2**, or elected under **Article 24.1**, and ‘**C Class Director**’ means any one of them;

‘**C Class Directors’ Election Rules**’ means the rules set out in Schedule 4 to these Articles;

‘**C Class Member**’ means a member under **Article 2.2(c)**;

‘**Chairperson**’ means the Director appointed under **Article 21.1(i)** and includes any Director appointed under **Article 20.1(c)(i)**;

‘Company’ means **CoINVEST LIMITED**;

‘Construction Industry’ has the meaning given from time to time in the Rules;

‘Construction Work’ has the meaning given from time to time in the Rules;

¹ **‘Corporations Law’** means the Corporations Act 2001 and regulations made under it;

‘Chief Executive Officer’ means the Chief Executive Officer and Secretary appointed under **Article 41**;

‘Director’ means any person occupying the position of director of the Company and, where appropriate, includes an Alternate Director;

‘Directors’ means all or some of the Directors acting as a board;

²**‘Effective Date’** means the day that section 20 of the Act comes into operation.

‘Electrical Trades Work’ has the meaning given from time to time in the Rules;

‘Employee Relations Commission’ has the meaning given from time to time in the Rules;

‘Employer’ has the meaning given from time to time in the Rules;

‘Executive Search Organisation’ means an organisation appointed by the Board in accordance with **Article 51**;

‘Fund’ means the Construction Industry Long Service Leave Fund which is to be established under the Trust Deed;

‘Member’ means a member under **Article 2**;

‘Memorandum’ means the Company’s memorandum of association as amended from time to time;

‘Metal Trades Work’ has the meaning given from time to time in the Rules;

‘Minister’ means:

- (a) at any time prior to the Effective Date, the Minister of the Victorian Government who is allocated responsibility for the *Construction Industry Long Service Leave Act 1983*; and
- (b) as from and including the Effective Date, the Minister of the Victorian Government who is allocated responsibility for the Act;

³**‘Non-Voting Person’** has the meaning given from time to time in the Rules.

‘Prescribed’ has the meaning given from time to time in the Rules;

‘Prescribed Building Award’ has the meaning given from time to time in the Rules;

‘Prescribed Electrical Contracting Award’ has the meaning given from time to time in the Rules;

‘Prescribed Engine Driving Award’ has the meaning given from time to time in the Rules;

1 Amended by special resolution of members on 6 March 2007

2 Amended by special resolution of members on 13 May 1997

3 Inserted by special resolution of members on 11 November 1997

‘Prescribed Metal Award’ has the meaning given from time to time in the Rules;

‘Office’ means the Company’s registered office;

‘Register’ means the register of Members of the Company;

‘Registered Address’ means the last known address of a Member as noted in the Register;

‘Rules’ means the rules of the Fund contained in Schedule 2 to the Trust Deed, as amended from time to time;

‘Seal’ means the Company’s common seal;

‘Secretary’ means any person appointed by the Directors to perform any of the duties of a secretary of the Company;

‘Special Resolution’ means:

- (a) in relation to the Directors, a resolution approved (in writing on a show of hands or by a poll) by not less than:
 - (i) 7 out of 8 of the A Class Directors and B Class Directors; and
 - (ii) 2 out of 3 of the C Class Directors; and
- (b) in relation to the Members, a resolution approved (in writing on a show of hands or by a poll) by not less than:
 - (i) 7 out of 8 of the A Class Members and B Class Members; and
 - (ii) 2 out of 3 of the C Class Members;

‘Trust Deed’ means a trust deed to be executed by the Company (as **‘Trustee’**) in the form of Schedule 5 to these Articles;

‘Worker’ has the meaning given from time to time in the Rules;

‘Working Sub-Contractor’ has the meaning given from time to time in the Rules.

1.2 In these Articles, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) words importing persons include corporations, and organisations whether incorporated or not;
- (d) subject to these Articles, words and expressions defined in the *Corporations Law* have, unless the contrary intention appears, the same meaning in these Articles; and
- (e) headings are for ease of reference only and do not affect the construction of these Articles.

1.3 The provisions of the A Class Directors’ Election Rules, the B Class Directors’ Election Rules and the C Class Directors’ Election Rules in Schedules 2, 3 and 4, respectively, form part of these Articles and are to be construed as if such provisions were set out in full in these Articles. Each reference to ‘these Articles’ includes a reference to each of Schedules 2, 3 and 4 unless the context otherwise requires.

- 1.4 The Chairperson may be referred to as ‘Chairman’ or ‘Chairwoman’, as the case requires.
- 1.5 The Company is established for the purposes set out in the Memorandum.

2 MEMBERSHIP - Admission and Classes

- 2.1 The number of Members with which the Company proposes to be registered is eleven.
- 2.2 The membership of the Company is divided into three classes:
- (a) A Class Members;
 - (b) B Class Members; and
 - (c) C Class Members.
- 2.3 The initial Members of the Company will be the subscribers to the Memorandum.
- 2.4 A person will become a Member of the Company when that person becomes a Director of the Company.
- 2.5
- (a) Each A Class Director (including each such Director referred to in **Article 21.2**) will be designated as an A Class Member;
 - (b) each B Class Director (including each such Director referred to in **Article 21.3**) will be designated as a B Class Member; and
 - (c) each C Class Director (including each such Director referred to in **Article 21.4**) will be designated as a C Class Member.
- 2.6 The rights and privileges of every Member will be personal to each Member and will not be transferable by the Member’s own act or by operation of law.

3 MEMBERSHIP - Ceasing to be a Member

- 3.1 A Member’s membership of the Company will cease when the Member ceases to be a Director of the Company.
- 3.2 Any Member ceasing to be a Member will remain liable for and will pay to the Company all moneys which were due at the date of ceasing to be a Member.

4 MEMBERSHIP - Powers of attorney

- 4.1 If a Member executes or proposes to execute any document or do any act by or through an attorney, that Member must deliver the instrument appointing the Attorney to the Company for notation.
- 4.2 If the Company asks the Member to file with it a certified copy of the instrument for the Company to retain, the Member will promptly comply with that request.

- 4.3 The Company may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

5 GENERAL MEETINGS - Convening general meeting

- 5.1 The Directors may, at any time, convene a general meeting.

- 5.2 A Member:

- (a) may only requisition the Directors to convene a general meeting in accordance with section 246 of the *Corporations Law*; and
- (b) may not convene or join in convening a general meeting except under section 247 of the *Corporations Law*.

6 GENERAL MEETINGS - Notice of general meeting

- 6.1

- (a) At least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting at which a special resolution will be considered.
- (b) At least 14 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of all other general meetings.

- 6.2 A notice convening a general meeting must:

- (a) specify the place, date and hour of the meeting; and
- (b) state the general nature of the business to be transacted at the meeting.

- 6.3 A notice of an annual general meeting need not state that the business to be transacted at the meeting includes:

- (a) the consideration of accounts and the reports of the directors and auditors; or
- (b) the appointment and fixing of the remuneration of the Auditor.

6.4

- (a) The Directors may postpone or cancel any general meeting whenever they think fit (other than a meeting convened as the result of a requisition under **Article 5.2**).
- (b) The Directors must give notice of the postponement or cancellation to all persons entitled to receive notices from the Company.

6.5 The failure or accidental omission to send a notice of a general meeting or the postponement of a general meeting to any Member or the non-receipt of a notice by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

7 PROCEEDINGS AT GENERAL MEETINGS - Member

In **Articles 8, 9, 11 and 15**, 'Member' means a Member present in person or by proxy or attorney.

8 PROCEEDINGS AT GENERAL MEETINGS - Quorum

8.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.

8.2 A quorum is six Members, including at least 1 A Class Member, 1 B Class Member and 1 C Class Member.

8.3 If a quorum is not present within 30 minutes after the time appointed for a meeting:

- (a) if the meeting was convened on the requisition of Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place 7 days after the meeting, or to another day, time and place determined by the Directors; and
 - (ii) if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting will be dissolved.

9 PROCEEDINGS AT GENERAL MEETINGS - Chairperson

9.1 Subject to **Article 9.2** the Chairperson, or in the Chairperson's absence the Deputy Chairperson, of Directors' meetings will be the chairperson at every general meeting.

9.2 If:

- (a) there is no Chairperson or Deputy Chairperson;
- (b) neither the Chairperson nor Deputy Chairperson is present within 15 minutes after the time appointed for holding the meeting;
- (c) neither the Chairperson nor Deputy Chairperson are willing to act as chairperson of the meeting,

the Members may elect one of the Members present as chairperson of the meeting.

- 9.3 If there is a dispute at a general meeting about a question of procedure, the chairperson of the meeting may determine the question.

10 PROCEEDINGS AT GENERAL MEETINGS - Adjournment

10.1 The Chairperson of a meeting at which a quorum is present:

- (a) in his or her discretion may adjourn a meeting with the meeting's consent; and
- (b) must adjourn a meeting if the meeting directs him or her to do so.

10.2 An adjourned meeting may take place at a different venue to the initial meeting.

10.3 The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

10.4 Notice of an adjourned meeting must only be given in accordance with **Article 6.1** if a general meeting has been adjourned for more than 21 days.

11 PROCEEDINGS AT GENERAL MEETINGS - Decision of questions

11.1 Subject to **Article 50** and the *Corporations Law* in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.

11.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded, before or on the declaration of the result of the show of hands, by:

- (a) the chairperson of the meeting; or
- (b) at least three Members who have the right to vote at the meeting.

11.3 Unless a poll is demanded:

- (a) a declaration by the chairperson of the meeting that a resolution has been carried, carried by a specified majority, or lost; and
- (b) an entry to that effect in the minutes of the meeting,

are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.

11.4 The demand for a poll may be withdrawn.

12 PROCEEDINGS AT GENERAL MEETINGS - Taking a poll

12.1 A poll will be taken when and in the manner that the chairperson of the meeting directs.

- 12.2 The result of the poll will be a resolution of the meeting at which the poll was demanded.
- 12.3 The chairperson of the meeting may determine any dispute about the admission or rejection of a vote.
- 12.4 The determination of the chairperson of the meeting, if made in good faith, will be final and conclusive.
- 12.5 A poll demanded on the election of the chairperson of the meeting or the adjournment of a meeting must be taken immediately.
- 12.6 After a poll has been demanded at a meeting, the meeting may continue for the transaction of business other than the question on which the poll was demanded.

13 PROCEEDINGS AT GENERAL MEETINGS - No Casting vote

The chairperson of a meeting does not have a casting vote on a show of hands or on a poll in addition to the chairperson's votes as a Member, proxy or attorney.

14 PROCEEDINGS AT GENERAL MEETINGS - Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson of the meeting considers to be dangerous, offensive or liable to cause disruption.

15 VOTES OF MEMBERS - Entitlement to vote

A Member entitled to vote has one vote.

16 VOTES OF MEMBERS - Objections

- 16.1 An objection to the qualification of a voter may only be raised at the meeting or adjourned meeting at which the voter tendered its vote.
- 16.2 An objection must be referred to the chairperson of the meeting, whose decision is final.
- 16.3 A vote which the chairperson of the meeting does not disallow because of an objection is valid for all purposes.

17 VOTES OF MEMBERS - Votes by proxy or attorney

- 17.1 If a Member appoints a proxy or attorney, that proxy or attorney may vote on a show of hands.
- 17.2 A proxy or attorney may demand or join in demanding a poll.

18 VOTES OF MEMBERS - Instrument appointing proxy

- 18.1 A natural person may appoint a proxy by a written appointment signed by the appointor or the appointor's attorney.
- 18.2 A proxy need not be a Member.
- (a) An appointment of a proxy must be in a form approved by the Directors.
- (b) **Schedule 1** sets out a form which will be deemed to be approved by the Directors unless they resolve to use a different form.
- 18.4 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment.
- 18.5 A proxy's appointment is valid at an adjourned meeting.

19 VOTES OF MEMBERS - Lodgment of proxy or instrument of attorney

- 19.1 The written appointment of a proxy or instrument of attorney must be deposited at the Office, or another address nominated by the Company before⁴:
- (a) the time for holding the meeting or adjourned meeting at which the appointee proposes to vote; or
- (b) the taking of a poll on which the appointee proposes to vote.
- 19.2 If the appointment purports to be executed under a power of attorney or other authority, then the original document, or an office copy or a notarially certified copy of it, must be deposited with the appointment.

⁴ Amended by special resolution of members on 4 December 2007

20 NUMBER OF DIRECTORS ⁵

20.1 The Company will have 11 Directors of whom, subject to **Article 21**:

- (a) four will be persons appointed as A Class Directors pursuant to **Article 22** of whom:
 - (i) two will be representatives of Workers who perform Building Trades Work;
 - (ii) one will be a representative of Workers who perform Electrical Trades Work; and
 - (iii) one will be a representative of Workers who perform Metal Trades Work;
- (b) four will be persons appointed as B Class Directors pursuant to **Article 23** of whom:
 - (i) two will be representatives of Employers employing Workers to perform Building Trades Work;
 - (ii) one will be a representative of Employers employing Workers to perform Electrical Trades Work; and
 - (iii) one will be a representative of Employers employing Workers to perform Metal Trades Work; and
- (c) three will be persons appointed as C Class Directors by a majority of the A Class Directors and B Class Directors (acting, for this purpose, as a single class of Directors) in accordance with **Article 24**, of whom:
 - (i) ⁶in accordance with **Article 31.1**, one will be appointed Chairperson; and
 - (ii) each must, to the satisfaction of the Assessment Committee have one or more of the following qualifications:
 - (A) knowledge of or experience in the investment of moneys or financial matters;
 - (B) knowledge of or experience as an actuary;
 - (C) experience as a barrister or solicitor; or
 - (D) substantial management experience;
 - (iii) each must, to the satisfaction of the Assessment Committee, satisfy the selection criteria issued by the Assessment Committee; and
- (d) the Assessment Committee must be satisfied before each person is nominated as a C Class Director that his or her qualifications (as described in paragraph (ii) above) are derived substantially from outside the Construction Industry .

20.2 For the purposes of **Article 20.1(a)** 'Worker' includes a Working Sub-Contractor.

20.3 For the purposes of **Article 20.1(b)** and **Schedule 3**, 'Employer' means a person (not being the Crown in the right of the Commonwealth of Australia or the State of Victoria or

⁵ Amended by special resolution of members on 13 May 1997

⁶ Amended by special resolution of members on 6 March 2007

any public statutory body constituted under the law of the Commonwealth or of that State) who employs Workers under a contract of employment and includes a Working Sub-Contractor who employs a Worker.

21 INITIAL BOARD OF DIRECTORS

21.1 The initial Board will be:

- (a) **JOHN VAN CAMP** of 3 Wheeler Street, Pascoe Vale, Vic, 3044;
- (b) **WILLIAM WARREN HARDIMAN** of 13 Buckland Crescent, Keilor, Vic, 3036;
- (c) **GREG ARNETT** of 18 George Street, Brunswick, Vic, 3056;
- (d) **LES WILLMOTT** of 26 Glenwood Drive, Croydon, Vic, 3136;
- (e) **PETER JAMES GLYNN** of 114 Wells Road, Beaumaris, Vic, 3193;
- (f) **DAVID MAURICE HEADBERRY** of 72 Longview Road, North Balwyn, Vic, 3104;
- (g) **TREVOR JAMES FASHAM** of 13 Hardwick Street, Balwyn, 3103;
- (h) **DAVID CHARLES WHITING** of 73 Ian Grove, Mount Waverley, Vic, 3149;
- (i) **OWEN JAMES WHELAN** of 167 Franklin Street, Portsea, Vic, 3944;
- (j) **JACK FRANCIS RYAN** of 5 Ralph Court, Mount Waverley, Vic, 3149; and
- (k) **BARRY CHARLES AMOND** of 23 Third Street, Black Rock, Vic, 3193.

21.2 The Directors appointed under **Articles 21.1(a), (b), (c) and (d)** will be A Class Directors.

21.3 The Directors appointed under **Articles 21.1(e), (f), (g) and (h)** will be B Class Directors.

21.4 The Directors appointed under **Articles 21.1(i), (j) and (k)** will be C Class Directors.

21.5 The Director appointed under **Article 21.1(i)** will, whilst that person is a Director, be the Chairperson.

22 APPOINTMENT AND REMOVAL OF A CLASS DIRECTORS

22.1 Except for the A Class Directors appointed under **Article 21** the A Class Directors will be elected in accordance with the A Class Directors' Election Rules set out in **Schedule 2**.

22.2 If at any time not less than 6 Directors (including not less than two A Class Directors, not less than two B Class Directors and not less than two C Class Directors) notify the Assessment Committee in writing that they have lost confidence in the ability of an A Class Director to properly carry out his duties, the Assessment Committee may remove that person by notice in writing to that person and to the Board. If at any time an A Class

Director for any reason ceases to be or to act as a Director the Assessment Committee may appoint another person to be an A Class Director in his or her place.

- 22.3 ⁷Any A Class Director appointed to fill a casual vacancy on the Board under **Article 22.2** will be appointed (subject to **Articles 22.2 and 22.6**) for a term which expires on the last day of the term of the Director whose retirement or removal first caused the casual vacancy, and will be eligible for re-election at that date.
- 22.4 Every appointment and removal of an A Class Director under this **Article 22** takes effect when the written notice of the appointment or removal is received at the Office and, in the case of appointment of an A Class Director whose written consent has not previously been received, when his or her written consent to act as a Director is similarly received.
- 22.5 Subject to **Articles 22.2 and 22.6** each A Class Director will hold office for a term of four years, or until he or she retires, or is removed, or until he or she dies, or until his or her office is vacated under **Article 28**. An A Class Director will be eligible for re-appointment at the expiry of his or her 4 year term.
- 22.6 Subject to Articles 22.2 and 28:
- (a) the A Class Directors appointed under **Article 21.1(a) and (b)** will hold office until 1 July 2001 and will be eligible for re-appointment or re-election at the expiry of his or her term; and
 - (b) the A Class Directors appointed under **Article 21.1(c) and (d)** will hold office until 1 July 1999 and will be eligible for re-appointment or re-election at the expiry of his or her term.

23 ELECTION, APPOINTMENT AND REMOVAL OF B CLASS DIRECTORS

- 23.1 Except for the B Class Directors appointed under **Article 21** the B Class Directors will be elected in accordance with the B Class Directors' Election Rules set out in **Schedule 3**.
- 23.2 If at any time not less than 6 Directors (including not less than two A Class Directors, not less than two B Class Directors and not less than two C Class Directors) notify the Assessment Committee in writing that they have lost confidence in the ability of a B Class Director to properly carry out his duties, the Assessment Committee may remove that person by notice in writing to that person and to the Board. If at any time a B Class Director for any reason ceases to be or to act as a Director the Assessment Committee may appoint another person to be a B Class Director in his or her place.
- 23.3 Any B Class Director appointed to fill a casual vacancy on the Board under **Article 23.2** will be appointed (subject to **Articles 23.2 and 23.6**) for a term which expires on the last day of the term of the Director whose retirement or removal first caused the casual vacancy and will be eligible for re-election at that date.

⁷ Amended by special resolution of members on 13 May 1997

- 23.4 Every appointment and removal of a B Class Director under this **Article 23** takes effect when the written notice of the election or removal is received at the Office and, in the case of appointment of a B Class Director whose written consent has not previously been received, when his or her written consent to act as a Director is similarly received.
- 23.5 Subject to **Articles 23.2 and 23.6** each B Class Director will hold office for a term of four years, or until he or she retires, or is removed, or until he or she dies, or until his or her office is vacated under **Article 28**. A B Class Director will be eligible for re-election at the expiry of his or her 4 year term.
- 23.6 ⁸Subject to Articles 23.2 and 28:
- (a) the B Class Directors appointed under **Article 21.1(e) and 21.1(f)** will hold office until 1 July 2001, and will be eligible for re-appointment or re-election at the expiry of his or her term; and
 - (b) the B Class Directors appointed under **Article 21.1(g) and 21.1(h)** will hold office until 1 July 1999, and will be eligible for re-appointment or re-election at the expiry of his or her term.

24 APPOINTMENT AND REMOVAL OF C CLASS

- 24.1 Except for the C Class Directors appointed under **Article 21**, the A Class Directors and the B Class Directors (acting, for this purpose, as a single class of Directors) may by resolution in writing signed by not less than five such Directors appoint the three C Class Directors under **Article 20.1(c)**, and are entitled to appoint another person to be a C Class Director in his or her place if at any time any C Class Director (including a C Class Director appointed under **Article 21**) for any reason ceases to be or to act as a Director. Candidates for appointment as C Class Directors will be nominated to the A Class Directors and the B Class Directors by the Executive Search Organisation, in accordance with the C Class Directors' Election Rules set out in **Schedule 4**.
- 24.2 If at any time not less than 6 Directors (including not less than two A Class Directors, not less than two B Class Directors and not less than two C Class Directors) notify the Assessment Committee in writing that they have lost confidence in the ability of a C Class Director to properly carry out his duties, the Assessment Committee may remove that C Class Director by notice in writing to that person and to the Board.
- 24.3 A person may be appointed in accordance with **Article 24.1** as a C Class Director to fill a casual vacancy on the Board. Any C Class Director appointed to fill a casual vacancy on the Board will be appointed (subject to **Articles 24.2 and 24.6**) for a term which expires on the last day of the term of the Director whose retirement or removal first caused the casual vacancy and will be eligible for re-election at that date.
- 24.4 Every appointment and removal of a C Class Director under this **Article 24** takes effect when the written notice of the appointment or removal is received at the Office and, in the case of appointment of appointment of a C Class Director whose written consent has not

⁸ Amended by special resolution of members on 13 May 1997

previously been received, when his or her written consent to act as a Director is similarly received.

24.5 Subject to **Articles 24.2 and 24.6** each C Class Director will hold office for a term of four years, or until he or she retires, or is removed, or until he or she dies, or until his or her office is vacated under **Article 28**. A C Class Director will be eligible for re-appointment or re-election at the expiry of his or her 4 year term.

24.6 Subject to Articles 24.2 and 28:

- (a) the C Class Director appointed under **Article 21.1(k)** will hold office until 1 October 2001, and will be eligible for re-election at the expiry of his or term; and
- (b) the C Class Directors appointed under **Article 21.1(i) and (j)** will hold office until 1 October 1999 and will be eligible for re-election at the expiry of their respective terms.

25 DIRECTORS FEES, REMUNERATION AND EXPENSES

Each Director may be paid such fees, allowances and expenses as are permitted under clause 5 of the Memorandum of Association.

26 APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS

26.1 A Director may by notice in writing to the Board appoint an Alternate Director to act:

- (a) in any case where the Director is unable to act; or
- (b) ⁹during any vacancy in the office of the Director until the expiration of six months after it occurs,

and any such Alternate Director will have all the powers of the Director in place of whom he or she acts and is entitled when he or she so acts to receive such fees, allowances and expenses as are authorised to be paid to Directors under clause 5 of the Memorandum of Association provided that a person does not by virtue of being appointed as an Alternate Director become a Member or have any of the powers which the Director in place of whom he or she acts has which are powers exercisable by that Director as a Member rather than as a Director.

26.2 The provisions of **Articles 22, 23 and 24** with any necessary modifications apply to and in relation to the Alternate Directors appointed by an A Class Director, B Class Director and C Class Director, respectively.

27 RETIREMENT AND REMOVAL OF DIRECTORS

27.1 A Director may retire by notice in writing to the Board.

⁹ Amended by special resolution of members on 6 March 2007

- 27.2 The retirement or removal of a Director also effects the retirement or removal of any Alternate Director appointed in respect of such Director (and only in respect of such Director.)
- 27.3 A retired or retiring Director is eligible for re-appointment or re-election (as the case may be).

28 REMOVAL OF DIRECTORS - VACATION OF OFFICE

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the *Corporations Law* from continuing as a Director;
- (b) becomes bankrupt or makes any general arrangement or composition with his or her creditors;
- (c) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (d) retires by notice in writing to the Board;
- (e) ¹⁰is absent from Directors' meetings for three consecutive meetings and the remaining Directors determine that the reasons for the absence do not fall within the definition of leave of absence contained in the Corporations Act 2001 and resolve that the Director's position should immediately become vacant.;
- (f) holds any office of profit under the Company (other than the office of a Director);
or
- (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Corporations Law.

29 POWERS AND DUTIES OF DIRECTORS

- 29.1 The business of the Company is managed by the Directors who may exercise all powers of the Company that these Articles and the Corporations Law do not require to be exercised by the Company in general meeting.
- 29.2 Without limiting the generality of **Article 29.1**, the Directors may exercise all the powers of the Company to:
- (a) borrow money;
 - (b) charge any property or business of the Company; and
 - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- 29.3 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, must be signed, drawn,

¹⁰ Amended by special resolution of members on 6 March 2007

accepted, endorsed or otherwise executed, as the case may be, by any two Directors or in such other manner as the Directors determine.

30 PROCEEDINGS OF DIRECTORS - Directors' meetings

30.1

- (a) The Chairperson, or any two Directors may at any time convene a Directors' meeting.
- (b) A Directors' meeting must be convened by not less than 48 hours written notice of a meeting to each Director and each Director's alternate.

30.2 It is not necessary to give notice of a meeting of the Directors to a Director whom the Secretary, when giving notice to the other Directors, reasonably believes to be outside Australia.

30.3

- (a) A Directors' meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- (b) The Directors need not all be physically present in the same place for a Directors' meeting to be held.
- (c) Subject to **Article 32.1**, a Director who participates in a meeting held in accordance with these articles is taken to be present and entitled to vote at the meeting.

30.4 **Article 30.3** applies to meetings of Directors' committees as if all committee members were Directors.

30.5 Directors may meet together, adjourn and regulate their meetings as they think fit.

30.6 ¹¹A quorum is:

- (a) where the *Corporations Law* specifies the quorum for a particular resolution, that quorum; and
- (b) otherwise, six members of the Board for the time being, including at least 1 A Class Director, 1 B Class director and 1 C Class Director.

31 PROCEEDINGS OF DIRECTORS - Decision of questions

31.1 Subject to these Articles, questions arising at a meeting of Directors are to be decided by a majority of votes of the Directors present and voting.

31.2 The Chairperson of a meeting does not have a casting vote in addition to his or her deliberative vote.

¹¹ Replaced by special resolution of members on 14 July 1998

31.3

- (a) An Alternate Director has one vote for each Director for whom he or she is an alternate.
- (b) If the Alternate Director is a Director, he or she also has a vote as a Director.

32 PROCEEDINGS OF DIRECTORS - Directors' interests

32.1 Every Director who has a material personal interest in a matter that is to be considered at a Directors' meeting:

- (a) must not vote on the matter or be present while the matter is being considered at the Directors' meeting; and
- (b) will not be counted in a quorum in relation to that matter, if to do so would be contrary to the Corporations Law.

32.1A ¹²Notwithstanding Article 32.1, A Director may vote on a matter and be counted in a quorum despite having a material personal interest if the only material personal interest that the Director has is as:

- a) A director of a Company or an employee of an Employer or a person that is required to pay the Long Service Leave Charge (as that term is defined, from time to time, in the Rules); and/or
- b) a person entitled to receive a Long Service Leave Benefit (as that term is defined, from time to time, in the Rules) or a similar benefit from the Construction Industry Long Service Leave Fund.

32.2 Each Director must disclose to the Company any material personal interest in a matter before the Board and, in the case of a contract, provide the Company with the names of the parties to the contract, particulars of the contract and the Director's interest in the contract. Failure by a Director to disclose under this article will not render void or voidable a contract in which the Director has a material personal interest.

32.3 A Director may attest the affixing of the Seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Director has a material personal interest.

33 PROCEEDINGS OF DIRECTORS - Remaining Directors

33.1 The Directors may act even if there are vacancies on the board.

33.2 If the number of Directors is not sufficient to constitute a quorum at a Directors' meeting, the Directors may act only to:

- (a) appoint a Director; or
- (b) convene a general meeting.

¹² Amended by special resolution of members on 6 March 2007

34 PROCEEDINGS OF DIRECTORS - Chairperson

- 34.1 If no Chairperson has been appointed or if the Chairperson is not present at any Directors' meeting within ten minutes after the time appointed for the meeting to begin, the Directors present must elect a Director to be chairperson of the meeting.
- 34.2 The Chairperson may nominate a Director as Deputy Chairperson to act as chairperson at any Directors' meeting in the Chairperson's absence.

35 PROCEEDINGS OF DIRECTORS - Directors' committees

- 35.1
- (a) Directors may delegate any of their powers, other than those which by law must be dealt with by the Directors as a board, to a committee or committees.
 - (b) The Directors may at any time revoke any delegation of power to a committee.
- 35.2 A committee must exercise its powers in accordance with any directions of the Directors and a power exercised in that way is deemed to have been exercised by the Directors.
- 35.3 A committee may be authorised to sub-delegate all or any of the powers for the time being vested in it.
- 35.4 Meetings of any committee will be governed by the provisions of these Articles which deal with Directors' meetings so far as they are applicable and are not inconsistent with any directions of the Directors.
- 35.5 ¹³The Board may form a Finance Committee, an Audit Committee or any other Committee. The Board will determine the membership, terms of reference and any other matter relating to the operation of any committee so established. At least one Director must be appointed to each committee and a Director must chair the committee.

36 PROCEEDINGS OF DIRECTORS - Written resolutions

- 36.1 If all the Directors who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is deemed to have been passed at a Directors' meeting held on the day on which the document was last signed by a Director.
- 36.2 For the purposes of **Article 36.1**, two or more identical documents, each of which is signed by one or more Directors, together constitute one document signed by those Directors on the days on which they signed the separate documents.
- 36.3 Any document referred to in this Article may be in the form of a telex or facsimile transmission.

¹³ Replaced by special resolution of members on 11 April 2000

36.4 The minutes of Directors' meetings must record that a meeting was held in accordance with this **Article 36**.

36.5 This Article applies to meetings of Directors' committees as if all members of the committee were Directors.

37 PROCEEDINGS OF DIRECTORS - Validity of acts of Directors

If it is discovered that:

(a) there was a defect in the appointment of a person as a Director, Alternate Director or member of a Directors' committee; or

(b) a person appointed to one of those positions was disqualified,

all acts of the Directors or the Directors' committee or the Company in general meeting before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

38 PROCEEDINGS OF DIRECTORS - Minutes and registers

38.1 The Directors must cause minutes to be made of:

(a) the names of the Directors present at all general meetings, Directors' meetings and meetings of Directors' committees;

(b) all proceedings of general meetings, Directors' meetings and meetings of Directors' committees;

(c) all appointments of officers;

(d) all orders made by the Directors and Directors' committees; and

(e) all disclosures of interests made pursuant to **Article 32**.

38.2 Minutes must be signed by the Chairperson of the meeting or by the Chairperson of the next meeting of the relevant body.

38.3 The Company must keep all registers required by these Articles and the *Corporations Law*.

38A VOTES OF DIRECTORS BY PROXY¹⁴

38A.1 A Director may appoint a proxy to vote on his/her behalf by a written appointment signed by the appointer.

38A.2 A proxy need not be a Director.

¹⁴ Inserted by special resolution of members on 4 December 2007

38A.3 An appointment of a proxy must be in the form approved by the Directors. **Schedule 1A** sets out a form which will be deemed to be approved by the Directors unless they resolve to use a different form.

38A.4 The provisions of **Articles 18.4, 18.5, 19.1 and 19.2** apply to the votes of Directors by Proxy.

39 LOCAL MANAGEMENT - Local management

39.1 The Directors may provide for the management and transaction of the affairs of the Company in any places and in such manner as they think fit.

39.2 Without limiting **Article 29** the Directors may:

- (a) establish local boards or agencies for managing any of the affairs of the Company in a specified place and appoint any persons to be members of those local boards or agencies; and
- (b) delegate to any person appointed under **paragraph (a)** any of the powers, authorities and discretions which may be exercised by the Directors under these Articles,

on any terms and subject to any conditions determined by the Directors.

39.3 The Directors may at any time revoke or vary any delegation under this **Article 39**.

40 LOCAL MANAGEMENT - Appointment of attorneys and agents

40.1 The Directors may from time to time by resolution or power of attorney under the Seal appoint any person to be the attorney or agent of the Company:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the Directors under these Articles);
- (c) for the period; and
- (d) subject to the conditions,

determined by the Directors.

40.2 An appointment by the Directors of an attorney or agent of the Company may be made in favour of:

- (a) any member of any local board established under these Articles;
- (b) any company;
- (c) the members, directors, nominees or managers of any company or firm; or
- (d) any fluctuating body of persons whether nominated directly or indirectly by the Directors.

40.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the Directors think fit.

40.4 The Directors may appoint attorneys or agents by telex, facsimile transmission, telegraph or cable to act for and on behalf of the Company.

40.5 An attorney or agent appointed under this **Article 40** may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.

41 CHIEF EXECUTIVE OFFICER AND SECRETARY¹⁵

41.1 Chief Executive Officer

The Directors must appoint a person who will act as Chief Executive Officer who must not be a Director but may be another person who in the reasonable opinion of the Directors is suitably qualified to act as the Chief Executive Officer.

41.2 Company Secretary

The Directors must appoint a person who must not be a Director, but be another person who in the reasonable opinion of the Directors is suitably qualified to act as the Secretary.

41.3 Secretarial Duties

With the approval of the Directors, the Chief Executive Officer may appoint Assistant Secretaries all of whom in the reasonable opinion of the Chief Executive Officer is suitably qualified to act as an Assistant Secretary. All or any of the duties of the Secretary may be delegated by the Chief Executive Officer to any Assistant Secretary so appointed.

41.4 Provisions applicable to Chief Executive Officer

- (a) The appointment of the Chief Executive Officer may be for such period, at such remuneration and upon such conditions as the Directors think fit.
- (b) Subject to the terms of any agreement entered into between the Company and the Chief Executive Officer, the Chief Executive Officer and the Secretary may be removed or dismissed by the Directors at any time, with or without cause.
- (c) The Directors may:
 - (i) confer on the Chief Executive Officer such powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) as they think fit;
 - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on the Chief Executive Officer; and
 - (iii) authorise the Chief Executive Officer to delegate all or any of the powers, discretions and duties conferred on the Chief Executive Officer.
- (d) **Validity of acts of Chief Executive Officer**

All acts done by any person acting as an executive officer are, even if it is discovered afterwards that there was a defect in the person's appointment as an executive officer or that the person was disqualified to be an executive officer, as valid as if the person had been duly appointed as, and was qualified to be, an executive officer.

¹⁵ Replaced by special resolution of Members 02 March 2004

42 SEALS - Common seal¹⁶

- (a) The Directors must provide for the safe custody of the Seal.
- (b) The Seal must not be used without the authority of the Directors or a Directors' committee authorised to use the Seal.
- (c) Every document to which the Seal is affixed must be signed by a Director and be countersigned by another Director, the Chief Executive Officer, the Secretary or another person appointed by the Directors to countersign the document.

43 SEALS - Official seal

- 43.1 The Company may have one or more official seals for use outside the State or Territory where the Seal is kept.
- 43.2 Each official seal must be a facsimile of the Seal with the addition on its face of the name of every place where it may be used.
- 43.3 An official seal must not be used except with the authority of the Directors.

44 INSPECTION OF RECORDS

Except as otherwise required by the *Corporations Law*, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open for inspection by Members other than Directors.

¹⁶ Replaced by Special Resolution of Members 02 March 2004

45 NOTICES

Service of notice

- 45.1 A notice or other communication required or permitted, under this document, to be served on a person must be in writing and may be served:
- (a) personally on the person;
 - (b) by leaving at the person's Registered Address;
 - (c) by posting it by prepaid post addressed to that person at the person's Registered Address;
 - (d) by facsimile to the facsimile address provided by the person for that purpose;
 - (e) by email to the email address provided by the person for that purpose;
 - (f) in the absence of the Company being aware of a Member's registered address, by posting it on a notice board at the Office; or
 - (g) by any other mode of communication as the Board may, from time to time, allow.
- 45.2 Any party may change the Registered Address, facsimile number or email address for service by giving notice to the other parties.
- 45.3 If the person to be served is a company, the notice or other communication may be served on it at the company's registered office.

Time of Service

- 45.4 A notice or other communication is deemed served:
- (a) if served personally or left at the person's address, upon service;
 - (b) if posted within Australia to an Australian address, two Business Days after posting and in any other case, seven Business Days after posting;
 - (c) if served by facsimile, at the time indicated on the transmission report produced by the sender's facsimile machine indicating that the facsimile was sent in its entirety to the addressee's facsimile;
 - (d) if served by email, on the next business day after the email was sent unless the sender has by that time received a notice stating that the email has not been successfully delivered; or
 - (e) if served by any other mode of communication, at the time stipulated by the Board in accordance with clause 45.1(f); and
- if deemed served after 6.00pm in the place of receipt or on a day which is not a Business Day, at 9.00am on the next Business Day.

- 45.5 A Member whose Registered Address is not in Australia may specify in writing an address in Australia to be deemed to be the Member's Registered Address within the meaning of this Article.
- 45.6 A certificate in writing signed by a Director, Secretary or other officer of the Company that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 45.7 Subject to the *Corporations Law* the signature to a written notice given by the Company may be written or printed.
- 45.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

46 NOTICES - Persons entitled to notice

Notice of every general meeting must be given to:

- (a) every Director and Alternate Director; and
- (b) the Auditor,

on the same basis as notice must be given to every Member in accordance with **Article 6**.

47 AUDIT AND ACCOUNTS

- 47.1 The Directors must cause the Company to keep accounts of the business of the Company in accordance with the requirements of the *Corporations Law*.
- 47.2 The Directors must cause the accounts of the Company to be audited in accordance with the requirements of the *Corporations Law*.

48 WINDING UP

The provisions of clause 9 of the Memorandum relating to the winding up or dissolution of the Company will have effect as if the same were repeated in these Articles.

49 INDEMNITY AND INSURANCE ¹⁷

- 49.1 To the extent permitted by law, the Company indemnifies every person who is or has been (at some time within the preceding 7 years) an officer of the Company against any liability incurred by that person:
- (a) as such an officer of the Company;
 - (b) to a person other than the Company or a related body corporate of the Company, unless the liability arises out of conduct on the part of the officer which:
 - (c) involves the lack of good faith; or
 - (d) is contrary to the Company's express instructions.
- 49.2 The Company indemnifies every person who is or has been (at some time within the preceding 7 years) an officer of the Company against liability for costs and expenses incurred by the person in his or her capacity as an officer or former officer of the Company:
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
 - (b) in connection with an application, in relation to those proceedings, in which a court grants relief to the person under the *Corporations Law*.
- 49.3 The Company may pay a premium in respect of a contract insuring a person who is or has been (at some time within the preceding 7 years) an officer of the Company against liability incurred by the person as an officer or a former officer of the Company, except in circumstances prohibited by the *Corporations Law*.
- 49.4 For the purposes of this **Article 49**, 'officer' means a Director as defined in these articles or an executive officer as defined by the *Corporations Law*.

¹⁷ Replaced by special resolution of members on 14 July 1998

50 AMENDMENT

50.1 Prior to the Effective Date, no provision of these Articles may be added to, revoked, amended, modified, varied, substituted or replaced except:

- (a) by the Minister by notice in writing to the Company; or
- (b) by a Special Resolution of Members made with the prior written approval of the Minister.

50.2 ¹⁸As from the Effective Date, the provisions of these Articles other than:

- (a) this Article 50.2 and Article 50.3; and
- (b) the meaning of Special Resolution as defined in Article 1.1;
- (c) Articles 20, 24 and paragraph 1.1 of schedule 4 to the Articles; and
- (d) the meanings given to terms defined in Article 1.1 (including by reference to any other provisions in these Articles or in the Rules) to the extent to which they are used in any or all of the provisions of the Articles specified in paragraph (a), (b) or (c),

may, subject to the Act, be added to, revoked, amended, modified, varied, substituted or replaced in whole or in part by a Special Resolution of Members.

50.3 ¹⁹As from the Effective Date:

- (i) Article 50.2 and this Article 50.3; and
- (ii) the meaning of Special Resolution as defined in Article 1.1;
- (iii) Articles 20, 24 and paragraph 1.1 of schedule 4 to the Articles; and
- (iv) the meanings given to terms defined in Article 1.1 (including by reference to any other provisions in these Articles or in the Rules) to the extent to which they are used in any or all of the provisions of the Articles specified in paragraph (i), (ii) or (iii),

may be added to, revoked, amended, modified, varied, substituted or replaced in whole or in part either directly or indirectly only by a Special Resolution of Members where the Special Resolution has been approved pursuant to a referendum of Construction Industry Workers, Employers and Working Sub-Contractors other than Non-Voting Persons;

- (b) each referendum under this Article 50.3 must be conducted by the Company under the supervision of and in accordance with guidelines approved by either the Victorian State Electoral Office or the Australian Electoral Commission;

18 Amended by special resolution of members on 13 May 1997

19 Amended by special resolution of members on 13 May 1997 and amended by special resolution of members on 11 November 1997

- (c) a Special Resolution will be approved pursuant to a referendum for the purposes of this Article 50.3 only if more than:
 - (i) 50% of all Workers;
 - (ii) 50% of all Employers; and
 - (iii) 50% of all Working Sub-Contractors,
other than Non-Voting Persons who:
 - (iv) were registered with the Trustee in accordance with the Rules as at the date nominated by the Trustee for the purposes of determining entitlements to vote at that referendum (being a date not more than 6 months or less than one month before the date for the referendum); and
 - (v) voted at that referendum,
voted in favour of the Special Resolution.

50.4 ²⁰For the avoidance of doubt, nothing in **Article 50.3** requires a Special Resolution to be approved in accordance with the referendum procedure prescribed in **Article 50.3** if the Special Resolution relates to the exercise by the Company of any power, authority or discretion given to the Company under the Trust Deed, the exercise of which:

- (a) would have the effect of enlarging the class of persons capable of being paid benefits out of the Fund; and
- (b) has been approved by the Governor-in-Council pursuant to section 7 of the Act.

51 EXECUTIVE SEARCH ORGANISATION

The Executive Search Organisation will be an organisation appointed by the Board from time to time for such period or periods as the Board determines, which in the reasonable opinion of the Board, has relevant experience in locating suitably qualified candidates to be C Class Directors.

²⁰ Inserted by special resolution of members on 11 November 1997

52 ASSESSMENT COMMITTEE

²¹The Assessment Committee will be an independent committee comprising three people, one of whom will be nominated by the Executive Search Organisation, one of whom will be nominated by the Secretary of the Victorian Trades Hall Council and one of whom will be nominated by the Victorian Congress of Employer Associations. If any member of the Assessment Committee resigns or is no longer able to serve on the Assessment Committee that person will be replaced by a nominee appointed by the body or organisation which appointed his or her predecessor so that at all times the Assessment Committee is comprised of three people.

21 Amended by special resolution of members on 20 September 2011

SCHEDULE 1
FORM OF MEMBER²² PROXY

I/We,
of
am/are a Member of **CoINVEST LIMITED**.

I/We appoint as my/our proxy.....
of
or failing him or her
of
or failing him or her the chairperson of the general meeting of the Company to be held on
..... 19..... atam/pm to vote for me/us at that meeting and at
any adjournment of it.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

RESOLUTION

FOR AGAINST ABSTAIN

INSTRUCTIONS

- 1 To direct the proxy to cast all votes covered by this instrument in a particular manner place a tick or a cross in the relevant box.
- 2 To direct the proxy to cast some only of the votes covered by this instrument in respect of an item of business in a particular manner, place in the relevant box either the number of votes to be cast in that manner on a poll or the percentage of the total votes covered by this instrument to be cast in that manner on a poll. This direction, if given, is also an instruction to the proxy to vote according to the proxy's discretion on a show of hands.

I/We understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he or she thinks fit.

DATED:

.....

.....

Signature of member

Signature of member

²² Amended by special resolution of members on 4 December 2007

SCHEDULE 1A²³
FORM OF DIRECTORS PROXY

I,

of

am a Member of **CoINVEST LIMITED**.

I appoint as my proxy

of

or failing him or her

of

or failing him or her the chairperson of the general meeting of the Company to be held on 20..... atam/pm to vote for me/us at that meeting and at any adjournment of it.

This form is to be used in accordance with the directions below. Unless the proxy is directed, he or she may vote or abstain as he or she thinks fit.

RESOLUTION

FOR AGAINST ABSTAIN

INSTRUCTIONS

- 1 To direct the proxy to vote in a particular manner complete the details of the resolution and place a tick or a cross in the relevant box.
- 2 This direction, if given, is also an instruction to the proxy to vote on a show of hands.

I understand that if I have not directed my proxy how to vote, my proxy may vote or abstain from voting as he or she thinks fit.

DATED:

.....

Signature of director

.....

Date

23 Inserted by special resolution of members on 4 December 2007

SCHEDULE 2
A CLASS DIRECTORS' ELECTION RULES

1 WHO ARE THE A CLASS DIRECTORS?

- 1.1 Under **Article 20.1** of the Articles of Association of CoINVEST Limited ('CoINVEST'), four of the eleven directors will be persons nominated (as described in **rule 5**) and if necessary elected, by Workers and Working Sub-Contractors working in the Construction Industry.
- 1.2 Two of the A Class Directors will be appointed from persons nominated by Workers and Working Sub-Contractors performing Building Trades Work, one A Class Director will be a person nominated by Workers and Working Sub-Contractors performing Electrical Trades Work, and one A Class Director will be a person nominated by Workers and Working Sub-Contractors performing Metal Trades Work.

2 HOW FREQUENTLY ARE A CLASS DIRECTORS APPOINTED?

- 2.1 Each A Class Director will be appointed for a term of 4 years (with the exception of the initial A Class Directors). CoINVEST will call for nominations, and if necessary will hold elections, every 2 years for the appointment of two A Class Directors. This will enable the appointment (or re-appointment) of two A Class Directors every 2 years.
- 2.2 ²⁴The first round of nominations (and, if necessary, elections) in 1999 will be for the appointment (or re-appointment) of an A Class Director nominated in accordance with **rule 5** by a group or organisation representing Workers (and/or Working Sub-Contractors) performing Building Trades Work and one A Class Director nominated in accordance with **rule 5** by a group or organisation representing Workers (and/or Working Sub-Contractors) performing Electrical Trades Work.
- 2.3 ²⁵At the next round of nominations (and, if necessary, elections) in 2001 CoINVEST will call for nominations (in accordance with **rule 5**) of one person from groups or organisations representing Workers (and/or Working Sub-Contractors) performing Building Trades Work and one person nominated by groups or organisations representing Workers (and/or Working Sub-Contractors) performing Metal Trades Work.

3 HOW ARE CASUAL VACANCIES FILLED?

- 3.1 Where an A Class Director resigns or is removed before the end of that Director's 4 year term, CoINVEST will ask the Assessment Committee to nominate another person (who in the opinion of the Assessment Committee complies with the selection criteria) to fill that vacant position on the Board until the expiry of the original 4 year term, at which time CoINVEST will call for nominations (and, if

24 Amended by special resolution of members on 11 November 1997

25 Amended by special resolution of members on 11 November 1997

necessary, hold an election), and the person appointed as Director to fill the casual vacancy will be eligible for renomination and re-appointment.

- 3.2 Under **Article 22.2** an A Class Director may be removed before the end of that Director's 4 year term by the Assessment Committee if not less than 6 Directors (that is, not less than 2 A Class Directors, 2 B Class Directors and 2 C Class Directors) notify the Assessment Committee in writing that they have lost confidence in the ability of that A Class Director to properly carry out his duties.
- 3.3 An A Class Director is immediately removed under **Articles 27 or 28** of the Articles of Association in some circumstances.

4 WHAT QUALIFICATIONS MUST AN A CLASS DIRECTOR HOLD?

- 4.1 A candidate nominated for a position as an A Class Director must comply with the selection criteria published by CoINVEST from time to time. CoINVEST will make its selection criteria available on request to Workers, Working Sub-Contractors and organisations which are eligible to nominate persons as A Class Directors.
- 4.2 CoINVEST will review all nominations for candidates for A Class Directors to verify, from its records, that the Worker, Working Sub-Contractor or Worker organisation nominating the person is eligible to make that nomination under the criteria set down below. CoINVEST's Assessment Committee will then review the information supplied by the nominating Worker, Working Sub-Contractor or Worker organisation in respect of the candidate in light of CoINVEST's prevailing selection criteria. CoINVEST will then confirm in writing to the candidate and to the Worker, Working Sub-Contractor or Worker organisation which lodged the nomination:
- (a) whether or not the candidate complies with the selection criteria; and
 - (b) if not, the reasons why the nominee does not comply with the selection criteria.
- 4.3 Where CoINVEST (through its Assessment Committee) informs a candidate, and the Worker organisation or Working Sub-Contractor organisation which nominated that candidate, that the candidate does not comply with the selection criteria, the candidate, or the Worker organisation or Working Sub-Contractor organisation may request CoINVEST to review its decision in accordance with the review procedure established under **Rule 45 of Schedule 2** to the Trust Deed. If, following a review, CoINVEST affirms its decision the matter may be set down for arbitration under the procedure established under **Rule 46 of Schedule 2** to the Trust Deed.

5 ²⁶WHO MAY NOMINATE A CANDIDATE?

5.1 Subject to **rule 5.2** and **rule 5.3**, a candidate for the position of an A Class Director may be nominated by any group or organisation that can substantiate that it represents directly more than:

- (a) 3000 Workers;
- (b) 3000 Working Sub-Contractors; or
- (c) 3000 Workers and Working Sub-Contractors,

in the Construction Industry who are registered with CoINVEST as at 1 January of the year in which the nomination is made.

5.2 Subject to **rule 5.3**, any group or organisation which is otherwise eligible to nominate a candidate under **rule 5.1**:

- (a) may not nominate a person as an A Class Director if one of the continuing A Class Directors is a person who was nominated by that group or organisation;
- (b) may, where under the Articles of Association the successful candidate is to be nominated by Workers or Working Sub-Contractors which are performing Building Trades Work, nominate a candidate for that position only if the majority of Construction Industry Workers or Working Sub-Contractors which it represents are performing Building Trades Work;
- (c) may, where under the Articles of Association the successful candidate is to be nominated by Workers or Working Sub-Contractors which are performing Electrical Trades Work, nominate a candidate for that position only if the majority of Construction Industry Workers or Working Sub-Contractors which it represents are performing Electrical Trades Work; and
- (d) may, where under the Articles of Association the successful candidate is to be nominated by Workers or Working Sub-Contractors which are performing Metal Trades Work, nominate a candidate for that position only if the majority of Construction Industry Workers or Working Sub-Contractors which it represents are performing Metal Trades Work.

5.3 For the purposes of **rule 5.1** and **rule 5.2** above, Workers and Working Sub-Contractors who at any time are Non-Voting Persons must not be counted at that time in determining the numbers of Workers or Working Sub-Contractors represented by a group or organisation.

²⁶ Amended by special resolution of members on 11 November 1997

6 WHEN WILL ELECTIONS BE REQUIRED?

- 6.1 ²⁷If there is more than one candidate nominated for one position as an A Class Director, an election will be held before 31 May of that year and the successful candidate will be the person who receives the greatest number of votes for that position. The successful candidate will be appointed as an A Class Director as from 1 July immediately after the election.
- 6.2 If there is only one candidate nominated for one position as an A Class Director, that person will be appointed as an A Class Director as from 1 July immediately after the close of the nomination process.

7 ²⁸WHO MAY VOTE?

- 7.1 All Construction Industry Workers and Working Sub-Contractors registered with CoINVEST at 1 January of the year the nominations are made other than:
- (a) Workers and Working Sub-Contractors who, as at 1 January of the relevant year, held Non-Voting Person status; and
 - (b) Workers and Working Sub-Contractors who hold Non-Voting Person status on the date of the election,
- will be eligible to vote at an election of an A Class Director.
- 7.2 ²⁹Where an election is required, CoINVEST will issue to Workers and Working Sub-Contractors who are eligible to vote a Ballot Paper.
- 7.3 Each Ballot Paper will be accompanied by details of each candidate's current employment, Construction Industry affiliations and service with CoINVEST or its predecessor.
- 7.4 ³⁰If a Worker or Working Sub-Contractor who is eligible to vote wishes to vote, he or she must complete the Ballot Paper by marking for each elected position one (1) candidate as the preferred A Class Director.

8 ³¹HOW MANY VOTES?

On each election each Worker and each Working Sub-Contractor who is eligible to vote will be entitled to one vote for, and to vote once in respect of, each A Class Director position which is up for election.

27 Amended by special resolution of members on 6 March 2007

28 Amended by special resolution of members on 11 November 1997

29 Amended by special resolution of members on 6 March 2007

30 Amended by special resolution of members on 1 February 2011

31 Amended by special resolution of members on 11 November 1997

9 ³²WHAT IS THE PROCEDURE FOR ELECTIONS?

- 9.1 ³³All elections and election matters pursuant to these A Class Directors' Election Rules will be conducted by CoINVEST in conjunction with an independent individual or organisation experienced in the conduct of elections and approved by the Board.
- 9.2 ³⁴CoINVEST will rely on such statistical information which is held by the Company (including the Register of Employers, Register of Working Sub-Contractors, Register of Workers and the Register of Non-Voting Persons kept by CoINVEST) for the purposes of the Fund, as supplemented by such other information provided by candidates, Workers (and/or Working Sub-Contractors), Worker (and/or Working Sub-Contractors) groups, or Worker (and/or Working Sub-Contractors) associations, or such other sources, as CoINVEST considers reasonable and reliable for the purposes of these A Class Directors' Election Rules.
- 9.3 ³⁵CoINVEST may conduct elections and election matters using any technology that in the opinion of the Directors gives the eligible Workers and Sub-Contractors as a whole a reasonable opportunity to vote. This includes conducting elections via postal voting or any other means or, at a venue or venues.
- 9.4 ³⁶All elections and election matters pursuant to these A Class Directors' Election Rules will be conducted according to the Election Procedures approved by the Board.

32 Amended by special resolution of members on 1 February 2011

33 Amended by special resolution of members on 1 February 2005

34 Amended by special resolution of members on 11 November 1997

35 Amended by special resolution of members on 6 March 2007

36 Amended by special resolution of members on 1 February 2011

SCHEDULE 3

B CLASS DIRECTORS' ELECTION RULES

1 WHO ARE THE B CLASS DIRECTORS?

- 1.1 Under **Article 20.1** of the Articles of Association of CoINVEST Limited ('CoINVEST'), four of the eleven directors will be persons nominated (as described in **rule 5**), and if necessary elected, by Employers in the Construction Industry.
- 1.2 For the purposes of **Article 20.1(b)** and these B Class Directors' Election Rules, '**Employer**' means a person (not being the Crown in the right of the Commonwealth of Australia or the State of Victoria or any public statutory body constituted under the law of the Commonwealth or of that State) who employs Workers under a contract of employment and includes a Working Sub-Contractor who employs a Worker.
- 1.3 Two of the B Class Directors will be appointed from persons nominated by Employers engaged in Building Trades Work, one B Class Director will be a person nominated by Employers engaged in Electrical Trades Work, and one B Class Director will be a person nominated by Employers engaged in Metal Trades Work.

2 HOW FREQUENTLY ARE B CLASS DIRECTORS APPOINTED?

- 2.1 Each B Class Director will be appointed for a term of 4 years (with the exception of the initial B Class Directors). CoINVEST will call for nominations, and if necessary will hold elections, every 2 years for the appointment of two B Class Directors. This will enable the appointment (or re-appointment) of two B Class Directors every 2 years.
- 2.2 ³⁷ ³⁸The first round of nominations (and, if necessary, elections) in 1999 will be for the appointment (or re-appointment) of a B Class Director nominated in accordance with **rule 5** by Employers engaged in Building Trades Work and one B Class Director nominated in accordance with **rule 5** by Employers engaged in Metal Trades Work. This **rule 2.2** applies to each subsequent four year term after the 1999 round of nominations.

³⁷ Amended by special resolution of members on 11 November 1997

³⁸ Amended by special resolution of members on 1 February 2005

- 2.3 ³⁹ ⁴⁰ At the next round of nominations (and, if necessary, elections) in 2001 will be for the appointment (or re-appointment) of a B Class Director nominated in accordance with **rule 5** by Employers engaged in Building Trades Work and one B Class Director nominated in accordance with **rule 5** by Employers engaged in Electrical Trades Work. This **rule 2.2** applies to each subsequent four year term after the 1999 round of nominations.

39 Amended by special resolution of members on 11 November 1997

40 Amended by special resolution of members on 1 February 2005

3 HOW ARE CASUAL VACANCIES FILLED?

- 3.1 Where a B Class Director resigns or is removed before the end of that Director's 4 year term, CoINVEST will ask the Assessment Committee to nominate another person (who in the opinion of the Assessment Committee complies with the selection criteria) to fill that vacant position on the Board until the expiry of the original 4 year term, at which time CoINVEST will call for nominations (and, if necessary, hold an election), and the person appointed as Director to fill the casual vacancy will be eligible for renomination and re-appointment.
- 3.2 Under **Article 23.2** a B Class Director may be removed before the end of that Director's 4 year term by the Assessment Committee if not less than 6 Directors (that is, not less than 2 A Class Directors, 2 B Class Directors and 2 C Class Directors) notify the Assessment Committee in writing that they have lost confidence in the ability of that B Class Director to properly carry out his duties.
- 3.3 A B Class Director is immediately removed under **Articles 27 or 28** of the Articles of Association in some circumstances.

4 WHAT QUALIFICATIONS MUST A B CLASS DIRECTOR HOLD?

- 4.1 A candidate nominated for a position as a B Class Director must comply with the selection criteria published by CoINVEST from time to time. CoINVEST will make its selection criteria available on request to Employers and organisations which are eligible to nominate persons as B Class Directors.
- 4.2 CoINVEST will review all nominations for candidates for B Class Directors to verify, from its records, that the Employer or Employer organisation nominating the person is eligible to make that nomination under the criteria set down below. CoINVEST's Assessment Committee will then review the information supplied by the nominating Employer or Employer organisation in respect of the candidate in light of CoINVEST's prevailing selection criteria. CoINVEST will then confirm in writing to the candidate and to the Employer or Employer organisation which lodged the nomination:
 - (a) whether or not the candidate complies with the selection criteria; and
 - (b) if not, the reasons why the nominee does not comply with the selection criteria.
- 4.3 Where CoINVEST (through its Assessment Committee) informs a candidate, and the Employer or organisation which nominated that candidate, that the candidate does not comply with the selection criteria, the candidate, the Employer or the organisation may request CoINVEST to review its decision in accordance with the review procedure established under **Rule 45 of Schedule 2** to the Trust Deed. If, following a review, CoINVEST affirms its decision the matter may be set down for arbitration under the procedure established under **Rule 46 of Schedule 2** to the Trust Deed.

5 ⁴¹WHO MAY NOMINATE A CANDIDATE?

- 5.1 Subject to **rule 5.2** and **rule 5.3**, a candidate for the position of a B Class Director may be nominated by:
- (a) an Employer organisation directly representing more than 200 Employers in the Construction Industry who are registered with CoINVEST as at 1 January of the year the nomination is made;
 - (b) any group of Employers who can jointly substantiate a membership of more than 200 Employers engaged in the Construction Industry who are registered with CoINVEST as at 1 January of the year the nomination is made; or
 - (c) an Employer (other than an Employer who has been granted Non-Voting Person status), group of Employers or an Employer organisation that can substantiate that it, or the Employers which it represents directly employ more than 3,000 Workers in the Construction Industry who are registered with CoINVEST as at 1 January of the year the nomination is made.
- 5.2 Subject to **rule 5.3**, an Employer, group of Employers, or Employer organisation which is otherwise eligible to nominate a candidate under **rule 5.1**:
- (a) may not nominate a person as a B Class Director if one of the continuing B Class Directors is a person who was nominated by that Employer, Employer group or Employer organisation;
 - (b) may, where under the Articles of Association the successful candidate is to be nominated by Employers or an organisation of Employers which are engaged in Building Trades Work, nominate a candidate for that position only if the majority of Construction Industry Workers employed by it, or them, or the Employers which it represents are engaged in Building Trades Work;
 - (c) may, where under the Articles of Association the successful candidate is to be nominated by Employers or an organisation of Employers which are engaged in Electrical Trades Work, nominate a candidate for that position only if the majority of Construction Industry Workers employed by it, or them, or the Employers which it represents are engaged in Electrical Trades Work; and
 - (d) may, where under the Articles of Association the successful candidate is to be nominated by Employers or an organisation of Employers which are engaged in Metal Trades Work, nominate a candidate for that position only if the majority of Construction Industry Workers employed by it, or them, or the Employers which it represents are engaged in Metal Trades Work ⁴².

⁴¹ Amended by special resolution of members on 11 November 1997.

⁴² Amended by special resolution of members on 1 August 2006.

- 5.3 For the purposes of **rule 5.1** and **rule 5.2** above, Employers and Workers who at any time are Non-Voting Persons must not be counted at that time for the purposes of determining:
- (a) the number of Employers represented by a group or organisation; or
 - (b) the number of Workers employed by Employers represented by a group or organisation.

6 WHEN WILL ELECTIONS BE REQUIRED?

- 6.1 ⁴³If there is more than one candidate nominated for one position as a B Class Director, an election will be held before 31 May of that year and the successful candidate will be the person who receives the greatest number of votes for that position. The successful candidate will be appointed as a B Class Director as from 1 July immediately after the election.
- 6.2 If there is only one candidate nominated for one position as a B Class Director, that person will be appointed as a B Class Director as from 1 July immediately after the close of the nomination process.

7 ⁴⁴WHO MAY VOTE?

- 7.1 All Construction Industry Employers registered with CoINVEST at 1 January of the year the nominations are made other than:
- (a) Employers who, as at 1 January of the relevant year, held Non-Voting Person status; and
 - (b) Employers who hold Non-Voting Person status on the date of the election, will be eligible to vote at an election of a B Class Director.
- 7.2 ⁴⁵Where an election is required, CoINVEST will issue to Employers who are eligible to vote a Ballot Paper. Ballot Papers may be issued at the same time as CoINVEST issues regular worker returns.
- 7.3 Each Ballot Paper will be accompanied by details of each candidate's current employment, Construction Industry affiliations and service with CoINVEST or its predecessor.
- 7.4 CoINVEST will indicate on the Ballot Paper the number of Workers listed on the Employer's most recent worker return and the number of those Workers (if any) who had been granted Non-Voting Person status as at the date of that worker return. If the Employer chooses to vote, he or she must complete the Ballot Paper by marking for each elected position one (1) candidate as the preferred B Class Director.

43 Amended by special resolution of members on 6 March 2007

44 Amended by special resolution of members on 11 November 1997

45 Amended by special resolution of members on 6 March 2007

8 ⁴⁶**HOW MANY VOTES?**

On each election each Employer who is eligible to vote will be entitled to the number of votes for, and to vote once in respect of, each B Class Director position which is up for election equal to the number of Workers listed on that Employer's most recent worker return minus the number of those Workers (if any) who had been granted Non-Voting Person status as at the date of that worker return.

9 **WHAT IS THE PROCEDURE FOR ELECTIONS?**

9.1 ⁴⁷All elections and election matters pursuant to these B Class Directors' Election Rules will be conducted by CoINVEST in conjunction with an independent individual or organisation experienced in the conduct of elections and approved by the Board.

9.2 ⁴⁸CoINVEST will rely on such statistical information which is held by the Company (including the Register of Employers, Register of Working Sub-Contractors, Register of Workers and the Register of Non-Voting Persons kept by CoINVEST) for the purposes of the Fund, as supplemented by such other information provided by candidates, Workers (and/or Working Sub-Contractors), Worker (and/or Working Sub-Contractors) groups, or Worker (and/or Working Sub-Contractors) associations, or such other sources, as CoINVEST considers reasonable and reliable for the purposes of these B Class Directors' Election Rules.

9.3 ⁴⁹CoINVEST may hold elections and election matters using any technology that in the opinion of the Directors gives the eligible Employers as a whole a reasonable opportunity to vote. This includes conducting elections via postal voting or by any other means or, at a venue or venues.

9.4 ⁵⁰All elections and election matters pursuant to these B Class Directors' Election Rules will be conducted according to the Election Procedures approved by the Board.

46 Amended by special resolution of members on 11 November 1997

47 Amended by special resolution of members on 1 February 2005

48 Amended by special resolution of members on 11 November 1997

49 Amended by special resolution of members on 6 March 2007

50 Amended by special resolution of members on 1 February 2011

SCHEDULE 4
C CLASS DIRECTORS' ELECTION RULES

1 WHO ARE THE C CLASS DIRECTORS?

1.1 ⁵¹Under **Article 20.1** of the Articles of Association of CoINVEST Limited ('CoINVEST'), three of the eleven directors will be persons appointed by a majority of the A Class Directors and B Class Directors (acting for this purpose as a single class of Directors), including the Chairperson of the Board and two other persons who have knowledge or experience in the investment of moneys or financial matters, or as an actuary, or experience as a barrister or solicitor, or substantial management experience, which is derived substantially from outside the Construction Industry.

2 HOW FREQUENTLY ARE C CLASS DIRECTORS APPOINTED?

2.1 C Class Directors are generally appointed for 4 year terms, and appointments of C Class Directors will be made on a rotational basis every 2 years, 3 months after the appointment of new A Class Directors and new B Class Directors. (The 3 month lag is to allow the appointments of C Class Directors to be made by the Board following the appointment of the 'new' A Class Directors and B Class Directors.)

2.2 ⁵²The initial C Class Directors will be appointed for terms which expire on 1 October 1999, 1 October 1999 and 1 October 2001, respectively.

2.3 ⁵³Casual vacancies caused by the retirement or removal of a C Class Director will be filled by the election of a new C Class Director, following the same procedure as set out in **rules 3 and 4** (apart from rule 4.3) below, except that:

- (a) the casual vacancy must be filled within 3 months of the date that the vacancy arises or as soon as practicable; and
- (b) a person appointed as a C Class Director to fill a casual vacancy will be appointed for a term equal to the unexpired term of the first person whose retirement or removal caused the casual vacancy.

3 HOW ARE C CLASS DIRECTORS NOMINATED?

3.1 Subject to **rules 3.3 and 3.4** below, the Executive Search Organisation appointed by the Directors under CoINVEST's Articles of Association will, prior to 1 July of each year in which one or more C Class Directors are to be appointed, nominate to the A Class Directors and B Class Directors three persons who are suitable candidates for each position as a C Class Director, based upon the selection criteria determined by CoINVEST (through its Assessment Committee) for C Class Directors.

3.2 A C Class Director is eligible for renomination and re-election as a C Class Director at the expiry of his or her term.

51 Amended by special resolution of members on 13 May 1997

52 Amended by special resolution of members on 13 May 1997

53 Amended by special resolution of members on 6 March 2007

- 3.3 ⁵⁴If at the end of the four (4) year term of any C Class Director, that C Class Director offers themselves for reappointment or re-election, and all eight (8) of the A Class Directors and B Class Directors decide, by a unanimous resolution of all A Class Directors and B Class Directors, that they wish that retiring C Class Director to be reappointed, then that retiring C Class Director shall be reappointed for a further four (4) year term. In such event, there shall be no reference of the matter to the Executive Search Organisation.
- 3.4 ⁵⁵A resolution by the A Class Directors and B Class Directors pursuant **rule 3.3** above may only be made once in respect of any particular C Class Director.

4 HOW ARE C CLASS DIRECTORS ELECTED?

- 4.1 On an election of a person to be a C Class Director, each A Class Director and each B Class Director will have one vote. A candidate for a position as a C Class Director will be successfully elected if he or she obtains votes of at least five A Class Directors and B Class Directors (acting, for this purpose as a single class of Directors).
- 4.2 If none of the candidates for a C Class Directorship obtains at least five votes at the first selection, a second election will be held not less than two days and not more than one week after the first election. If the second election fails to achieve a result whereby one of the candidates for each position as a C Class Director obtains at least five votes, then:
- (a) the unsuccessful candidate with the least votes, or where two candidates have obtained the least votes of the same number each, both such unsuccessful candidates shall be eliminated from the candidates eligible for election as a C Class Director; and
 - (b) if one unsuccessful candidate was eliminated the Executive Search Organisation will select a further candidate to replace that eliminated candidate, or if two candidates were eliminated, the Executive Search Organisation will select two further nominees, as suitable candidates for election for each unfilled position as a C Class Director (the '**Elimination Process**'); and
 - (c) an election (or elections) for the unfilled positions of C Class Director will then be conducted again, and if none of the candidates for a position of C Class Director obtains at least five votes, the Elimination Process will be effected again until all of the available C Class Director positions have been filled by a candidate which has successfully obtained at least five votes.
- 4.3 In each year which an election is to be held for the appointment of a C Class Director, the election must be held and an appointment made no later than 31 August of that year.

54 Amended by special resolution of members on 13 March 2001

55 Amended by special resolution of members on 13 March 2001

SCHEDULE 5

FORM OF TRUST DEED

#

(‘Settlor’)

CoINVEST LIMITED

ACN #

(‘Trustee’)

TRUST DEED

MINTER ELLISON

Lawyers

40 Market Street

MELBOURNE VIC 3000

DX 204 MELBOURNE

Telephone (03) 9229 2000

Facsimile (03) 9229 2666

Reference: HJJ MCP

Signatures of subscribers

Witness to signature and address of witness

.....
Signature - **John Van Camp**

.....
Print name of Witness

.....
Signature of Witness

.....
Print address of Witness

.....
Signature - **William Warren Hardiman**

.....
Print name of Witness

.....
Signature of Witness

.....
Print address of Witness

.....
Signature - **Greg Arnett**

.....
Print name of Witness

.....
Signature of Witness

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Print address of Witness

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Signature - **Les Willmott**

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Print name of Witness

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Signature of Witness

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Print address of Witness

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Signature - **Peter James Glynn**

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Print name of Witness

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Signature of Witness

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Print address of Witness

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Signature - **David Maurice Headberry**

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Print name of Witness

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Signature of Witness

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Print address of Witness

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