



1648520/20

BR1**Return delivered for registration of a branch of an overseas company**

CHFP010

This form should be completed in black

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

Corporate Name
(See note 5) (name in parent state)

Business Name
(If different to corporate name)

Country of Incorporation

Identity of register
(if applicable)

Legal form
(See note 3)

For office use only

CN

FC28469

BN

BL10094

News Australia Investments Pty Limited

New South Wales, Australia

Australian Securities & Investment Commission, GPO

Box 9854 Sydney NSW and registration no ACN 118 061 895

Private company limited by shares

1 (See note 2)

PART A - COMPANY DETAILS

1

* State whether the company is a credit or financial institution

* Is the company subject to Section 699A of the Companies Act 1985?

YES

☐

NO

☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law
(See note 4)

Corporations Act 2001

Accounting requirements

Period for which the company is required to prepare accounts by parent law from NIA to _____

Period allowed for the preparation and public disclosure of accounts for the above period _____ months

FRIDAY



A24 18/07/2008 16
COMPANIES HOUSE

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information

Address of principal place of business in home country

2 Holt Street, Surry Hills, New South Wales, 2010 Australia

Objects of company

Investment company

Issued share capital

1,009,042,065

Currency Australian dollars

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation, give the registered or principal office address

☐

Address ††

*Style/Title NOT REQUIRED UNDER THE COMPANY'S CONSTITUTION

Forenames

Surname

* Honours etc

Previous

Forenames

Previous

surname

Post town

County/Region

Postcode

Country

Company Secretary(ies)

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation, give the registered or principal office address

☐

Address ††

*Style/Title N/A

Forenames

Surname

* Honours etc

Previous

Forenames

Previous

surname

Post town

County/Region

Postcode

Country

(You may photocopy this page if required)

Directors

(See note 10)

Name
* Voluntary details
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

Address ††

*Style/Title	<u>Mr</u>										
Forenames	<u>Kevin</u>										
Surname	<u>Riddle</u>										
*Honours etc											
Previous Forenames											
Previous surname											
	<u>13 Carlow Street</u>										
Post town	<u>North Sydney</u>										
County/Region	<u>New South Wales</u>										
Postcode	<u>2060</u>	Country	<u>Australia</u>								
Date of Birth	Day <table border="1"><tr><td>0</td><td>8</td></tr></table>	0	8	Month <table border="1"><tr><td>0</td><td>6</td></tr></table>	0	6	Year <table border="1"><tr><td>1</td><td>9</td><td>5</td><td>2</td></tr></table>	1	9	5	2
0	8										
0	6										
1	9	5	2								
Nationality	<u>New Zealand</u>										
Business Occupation	<u>Director</u>										
Other Directorships	<u>See attached sheet marked 'Appendix A'</u>										

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

In accordance with the constitution of the company

These powers -

☐ May be exercised alone

OR

☒ Must be exercised with -

(Give name(s) of co-authorised person(s))

at least one of

C A Milner, M A Williams, M C Gill

(You may photocopy this page if required)

Directors

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address in the case of a corporation, give the registered or principal office address

Address ††

*Style/Title	<u>Mr</u>																
Forenames	<u>Clive Alexander</u>																
Surname	<u>Milner</u>																
*Honours etc																	
Previous Forenames																	
Previous surname																	
	<u>117 Castelnau</u>																
Post town	<u>Barnes</u>																
County/Region	<u>London</u>																
Postcode	<u>SW13 9EL</u>	Country	<u>England</u>														
Date of Birth	<table><thead><tr><th>Day</th><th>Month</th><th>Year</th></tr></thead><tbody><tr><td><table><tr><td>2</td><td>1</td></tr></table></td><td><table><tr><td>1</td><td>1</td></tr></table></td><td><table><tr><td>1</td><td>9</td><td>5</td><td>6</td></tr></table></td></tr></tbody></table>			Day	Month	Year	<table><tr><td>2</td><td>1</td></tr></table>	2	1	<table><tr><td>1</td><td>1</td></tr></table>	1	1	<table><tr><td>1</td><td>9</td><td>5</td><td>6</td></tr></table>	1	9	5	6
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2	1																
1	1																
1	9	5	6														
Nationality	<u>British</u>																
Business Occupation	<u>Group Managing Director, News International Limited</u>																
Other Directorships	<u>See attached sheet marked 'Appendix B'</u>																

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

In accordance with the constitution of the company

These powers -

☐ May be exercised alone

OR

☒ Must be exercised with -

(Give name(s) of co-authorised person(s))

at least one of

K J Riddle, M A Williams, M C Gill

(You may photocopy this page if required)

(See note 10)

* Voluntary details

Address ††

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations) Where the powers are exercised jointly give the name(s) of the person(s) concerned You may cross refer to the details of person(s) disclosed elsewhere on the form

(You may photocopy this page if required)

*Style/Title Mr

Forenames Mark Andrew

Surname Williams

*Honours etc

Previous Forenames

Previous surname

67 Elizabeth Street

Post town

County/Region London

Postcode SW1W 9PJ Country England

Date of Birth

Day		Month		Year			
0	8	0	3	1	9	6	1

Nationality Australian

Business Occupation Chief Finance Officer

Other Directorships See attached sheet marked 'Appendix C'

The extent of the authority to represent the company is - (give details)

In accordance with the constitution of the company

These powers -

☐ May be exercised alone

OR

☒ Must be exercised with -

(Give name(s) of co-authorised person(s))

at least on of,

K J Riddle, C A Milner, M C Gill

Directors

(See note 10)

Name

* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

*Style/Title Mr

Forenames Michael Charles

Surname Gill

*Honours etc

Previous

Forenames

Previous

surname

5 The Cloisters

Post town Eye

County/Region Peterborough

Postcode PE6 7SX Country England

Date of Birth

Day		Month		Year			
0	5	0	1	1	9	6	3

Nationality British

Business

Occupation Accountant

Other

Directorships See attached sheet marked 'Appendix D'

SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

The extent of the authority to represent the company is - (give details)

In accordance with the constitution of the company

These powers -

☐ May be exercised alone

OR

☒ Must be exercised with -
(Give name(s) of co-authorised person(s))

at least on of

K J Riddle, C A Milner, M A Williams

(You may photocopy this page if required)

Constitution of company

(See note 6 to 9)

Mark box(es) as appropriate

(See note 9)

* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form

☒ A certified copy of the instrument constituting or defining the constitution of the company

AND

☐ * A certified translation

* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom

☐ A copy of the latest accounts of the company

AND

☐ * A certified translation

* is / are delivered for registration

☐ The Constitutional documents (* and certified translations)

AND/OR

☐ The latest accounts (* and certified translations)

of the company were previously delivered on the registration of the branch of the company at -

Cardiff ☐

Edinburgh ☐

Belfast ☐

Registration no

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar

☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry

Registration no

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar

☐ The Constitutional documents (* and certified translation)

AND/OR

☐ Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry

Registration no

NOTE - In all cases, the registration number of the branch or place of business relied upon must be given

PART B - BRANCH DETAILS

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch

Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

*Style/Title	<u>Mrs</u>		
Forenames	<u>Carla</u>		
Surname	<u>Stone</u>		
Address ††	<u>7 Cranwell Gardens</u>		
Post town	<u>Bishop's Stortford</u>		
County/Region	<u>Hertfordshire</u>	Postcode	<u>CM23 5DP</u>
<p>Is # <input checked="" type="checkbox"/> Authorised to accept service of process on the company's behalf</p> <p>AND/OR</p> <p>Is # <input type="checkbox"/> Authorised to represent the company in relation to that business</p> <p>The extent of the authority to represent the company is - (give details)</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>These powers -</p> <p># <input checked="" type="checkbox"/> May be exercised alone</p> <p style="text-align: center;">OR</p> <p># <input type="checkbox"/> Must be exercised with -</p> <p style="text-align: right;">(Give name(s) of co-authorised person(s))</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p>			

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

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☐

(You may photocopy this page as required)

*Style/Title	<u>Mr</u>		
Forenames	<u>Clive Alexander</u>		
Surname	<u>Milner</u>		
Address ††	<u>117 Castelnau</u>		
Post town	<u>Barnes</u>		
County/Region	<u>London</u>	Postcode	<u>SW13 9EL</u>
Is # <input type="checkbox"/> Authorised to accept service of process on the company's behalf			
*AND/OR			
Is # <input checked="" type="checkbox"/> Authorised to represent the company in relation to that business			
The extent of the authority to represent the company is - (give details)			
<u>In accordance with the constitution of the company</u>			
These powers -			
#	<input type="checkbox"/>	May be exercised alone	
OR			
#	<input checked="" type="checkbox"/>	Must be exercised with -	
(Give name(s) of co-authorised person(s))			
<u>at least one of</u>			
<u>K J Riddle, M C Gill, M A Williams</u>			

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* Delete as appropriate

SCOPE OF AUTHORITY

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Mark box(es) as appropriate

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(You may photocopy this page as required)

*Style/Title	<u>Mr</u>	
Forenames	<u>Michael Charles</u>	
Surname	<u>Gill</u>	
Address ††	<u>5 The Cloisters</u>	
Post town	<u>Eye</u>	
County/Region	<u>Peterborough</u>	Postcode <u>PE6 7SX</u>
Is # <input type="checkbox"/> Authorised to accept service of process on the company's behalf		
*AND/OR		
Is # <input checked="" type="checkbox"/> Authorised to represent the company in relation to that business		
The extent of the authority to represent the company is - (give details)		
<u>In accordance with the constitution of the company</u>		
These powers -		
#	<input type="checkbox"/>	May be exercised alone
OR		
#	<input checked="" type="checkbox"/>	Must be exercised with -
(Give name(s) of co-authorised person(s))		
<u>at least one of.</u>		
<u>K J Riddle, C A Milner, M A Williams</u>		

Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf

* Delete as appropriate

SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment, or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form

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(You may photocopy this page as required)

*Style/Title	<u>Mr</u>	
Forenames	<u>Mark Andrew</u>	
Surname	<u>Williams</u>	
Address ††	<u>67 Elizabeth Street</u>	
Post town	<u></u>	
County/Region	<u>London</u>	Postcode <u>SW1W 9PJ</u>
Is # <input type="checkbox"/>	Authorised to accept service of process on the company's behalf	
*AND/OR		
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is - (give details)		
<u>In accordance with the constitution of the company</u>		
<u></u>		
<u></u>		
<u></u>		
These powers -		
# <input type="checkbox"/>	May be exercised alone	
OR		
# <input checked="" type="checkbox"/>	Must be exercised with -	
(Give name(s) of co-authorised person(s))		
<u>at least one of</u>		
<u>K J Riddle, C A Milner, M C Gill.</u>		
<u></u>		
<u></u>		



List of other directorships Schedule to form BR1

Please complete in typescript,
or in bold black capitals.

CHFP010

Company Number

ACN 118 061 895

Company Name in full

News Australia Investments Pty Limited

Name

Kevin James Riddle

Company Name	Resignation
See attached list marked 'Appendix A'	

Kevin James Riddle - Directorships

A C N 075 969 265 PTY LIMITED

ACN 075 969 265 Review Date 14/10/2006

Company Status Trading

Director Appointed 11/02/2005

A C N 105 222 026 PTY LIMITED

ACN 105 222 026 Review Date 31/01/2007

Company Status Trading

Director Appointed 23/06/2003

LETENO PTY LIMITED

ACN 068 820 388 Review Date 31/01/2007

Company Status Trading

Director Appointed 15/06/1995

AUSTRALIAN INDOOR TENNIS CHAMPIONSHIPS PTY LTD

ACN 002 645 507 Review Date 31/01/2007

Company Status Trading

Director Appointed 13/09/1995

AUSTRALIAN NEWS NETWORK PTY LTD

ACN 006 324 885 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1991

AUSTRALIAN LOCAL SEARCH PTY LIMITED

ACN 109 826 351 Review Date 30/06/2007

Company Status Trading

Director Appointed 21/12/2005

B B A C PTY LIMITED

ACN 008 694 004 Review Date 31/01/2007

Company Status Trading

Director Appointed 01/06/1990

BINNI PTY LIMITED

ACN 004 092 648 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1991

Kevin James Riddle - Directorships

CAREERONE SERVICES PTY LIMITED

ACN 091 498 841 Review Date 31/01/2007

Company Status Trading

Director Appointed 08/02/2000

CAREERONE PTY LIMITED

ACN 090 615 722 Review Date 31/01/2007

Company Status Trading

Director Appointed 10/05/2000

CARLHOLT (A C T) PTY LIMITED

ACN 008 622 884 Review Date 13/01/2007

Company Status Trading

Director Appointed 12/11/2004

CARLHOLT HOLDINGS PTY LIMITED

ACN 008 657 252 Review Date 26/10/2006

Company Status Trading

Director Appointed 12/11/2004

CARLHOLT INVESTMENTS PTY LIMITED

ACN 004 251 058 Review Date 18/03/2007

Company Status Trading

Director Appointed 12/11/2004

CARLHOLT INVESTMENTS AUSTRALIA PTY LIMITED

ACN 109 393 213 Review Date 04/06/2004

Company Status Trading

Director Appointed 12/11/2004

CARLHOLT NOMINEES PTY LIMITED

ACN 054 067 793 Review Date 01/11/2006

Company Status Trading

Director Appointed 12/11/2004

CHESTERLAND PTY LTD

ACN 105 197 037 Review Date 20/06/2004

Company Status Trading

Director Appointed 20/06/2003

BB SPORTS PTY LIMITED

ACN 009 659 107 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1991

Kevin James Riddle - Directorships

CONTROL INVESTMENTS PTY LTD

ACN 000 033 296 Review Date 31/01/2007

Company Status Trading

Director Appointed 18/12/1990

E-PORT INTERNET SERVICES PTY LIMITED

ACN 090 991 727 Review Date 20/12/2006

Company Status Trading

Director Appointed 14/11/2003

EP SECURITIES PTY LIMITED

ACN 093 438 530 Review Date 31/01/2007

Company Status Trading

Director Appointed 22/06/2000

GEELONG NEWSPAPERS HOLDINGS PTY LTD

ACN 106 154 705 Review Date 02/09/2003

Company Status Trading

Director Appointed 29/10/2003

GEELONG ADVERTISER (HOLDINGS) PROPRIETARY LIMITED

ACN 004 735 095 Review Date 26/06/2004

Company Status Trading

Director Appointed 14/11/2003

GEELONG NEWSPAPERS PROPRIETARY LIMITED

ACN 005 042 937 Review Date 28/02/2007

Company Status Trading

Director Appointed 14/11/2003

GOFISH ONLINE SERVICES PTY LIMITED

ACN 091 498 869 Review Date 31/01/2007

Company Status Trading

Director Appointed 08/02/2000

KARLHOLT AUSTRALIA PTY LIMITED

ACN 109 393 222 Review Date 04/06/2004

Company Status Trading

Director Appointed 12/11/2004

KARLHOLT PTY LIMITED

ACN 008 483 261 Review Date 02/09/2003

Company Status Trading

Director Appointed 12/11/2004

Kevin James Riddle - Directorships

MIRROR NEWSPAPERS PTY LIMITED

ACN 000 015 976 Review Date 31/01/2007

Company Status Trading

Director Appointed 30/08/1991

MOSHTIX PTY LTD

ACN 076 980 955 Review Date 08/01/1998

Company Status Trading

Director Appointed 22/12/2006

NDS ASIA PACIFIC PTY LIMITED

ACN 059 269 251 Review Date 31/01/2007

Company Status Trading

Director Appointed 01/05/1993

NEWS BROADCASTING AUSTRALIA PTY LIMITED

ACN 085 239 765 Review Date 31/01/2007

Company Status Trading

Director Appointed 17/03/2000

NEWS CLASSIFIEDS NETWORK (NCN) PTY LIMITED

ACN 006 252 142 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1991

NEWSCORP MUSIC PTY LIMITED

ACN 000 418 119 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/04/2002

NEWS FINANCE PTY

ACN 008 549 095 Review Date 31/01/2007

Company Status Trading

Director Appointed 12/06/1991

NEWS GROUP HOLDINGS PTY LIMITED

ACN 003 211 836 Review Date 31/01/2007

Company Status Trading

Director Appointed 01/07/1991

NEWS DIGITAL MEDIA PTY LIMITED

ACN 000 529 457 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1991

Kevin James Riddle - Directorships

NEWS MAGAZINES PTY LIMITED

ACN 088 923 906 Review Date 31/01/2007

Company Status Trading

Director Appointed 24/02/2000

NEWS MAGAZINES OPERATIONS PTY LIMITED

ACN 091 299 197 Review Date 31/01/2007

Company Status Trading

Director Appointed 25/02/2000

NEWS (NAPI) PTY LIMITED

ACN 109 549 233 Review Date 16/06/2004

Company Status Trading

Director Appointed 16/06/2004

NEWS PUBLISHERS HOLDINGS PTY LIMITED

ACN 050 033 782 Review Date 31/01/2007

Company Status Trading

Director Appointed 28/06/1989

NEWS SPORTS PROGRAMMING PTY LIMITED

ACN 002 259 930 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1991

NEWS TV MAGAZINES PTY LIMITED

ACN 090 615 544 Review Date 31/01/2007

Company Status Trading

Director Appointed 18/05/2000

NEWS US HOLDINGS PTY LIMITED

ACN 008 650 995 Review Date 31/01/2007

Company Status Trading

Director Appointed 28/06/1989

NATIONWIDE NEWSPAPERS PTY LIMITED

ACN 091 766 166 Review Date 31/01/2007

Company Status Trading

Director Appointed 25/02/2000

REEF LEAGUE PTY LIMITED

ACN 071 102 344 Review Date 31/01/2007

Company Status Trading

Director Appointed 17/11/1999

Kevin James Riddle - Directorships

RUGBY INTERNATIONAL PTY LIMITED

ACN 000 369 326 Review Date 31/01/2007

Company Status Trading

Director Appointed 13/09/1995

SUPER LEAGUE PTY LIMITED

ACN 067 831 341 Review Date 31/01/2007

Company Status Trading

Director Appointed 04/02/1998

TEJEKU PTY LTD

ACN 002 988 258 Review Date 31/01/2007

Company Status Trading

Director Appointed 13/09/1995

TERRACE INVESTMENTS PTY LTD

ACN 000 300 514 Review Date 31/01/2007

Company Status Trading

Director Appointed 31/10/1995

THE GEELONG ADVERTISER PROPRIETARY LIMITED

ACN 004 090 055 Review Date 11/07/2003

Company Status Trading

Director Appointed 14/11/2003

TWENTIETH CENTURY FOX PAY TELEVISION (AUSTRALIA) PTY LIMITED

ACN 004 004 960 Review Date 05/06/2

Company Status Trading

Director Appointed 29/11/1991

CABLE MEDIA INVESTMENT PTY LIMITED

ACN 071 914 899 Review Date 31/01/2007

Company Status Trading

Director Appointed 29/11/1995

WINSTON INVESTMENTS PTY LTD

ACN 000 074 779 Review Date 31/01/2007

Company Status Trading

Director Appointed 30/06/1994

IPKO PTY LIMITED

ACN 109 826 333 Review Date 30/06/2007

Company Status Trading

Director Appointed 21/12/2005

Kevin James Riddle - Directorships

AWKO PTY LIMITED

ACN 109 820 555 Review Date 30/06/2007

Company Status Trading

Director Appointed 21/12/2005

A C N 122 041 230 PTY LTD

ACN 122 041 230 Review Date 04/10/2007

Company Status Trading

Director Appointed 04/10/2006

LEARNING SEAT PTY LTD

ACN 093 639 377 Review Date 05/07/2007

Company Status Trading

Director Appointed 29/08/2006

NEWS AUSTRALIA INVESTMENTS PTY LIMITED

ACN 118 061 895 Review Date 03/02/2007

Company Status Trading

Director Appointed 03/02/2006



*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number

**List of other directorships
Schedule to form BR1**

ACN 118 061 895

Company Name in full

News Australia Investments Pty Limited

Name

Clive Alexander Milner

Company Name	Resignation
See attached list marked 'Appendix B'	

Clive Alexander Milner

Individual Profile

Appointments Held

Name	Position	Appointed
Asserta Business Limited	Director	20/03/2008
Asserta Home Limited	Director	20/03/2008
Broadsystem Ventures Limited	Director	13/10/2004
Internet Property Finder Limited	Director	20/03/2008
KIP Limited	Director	13/08/2007
News 2026 Limited	Director	13/08/2007
News 7007 Limited	Director	13/08/2007
NEWS AUSTRALIA INVESTMENTS PTY LIMITED	Director	03/02/2006
News Collins Holdings Limited	Director	18/01/2006
News Group Newspapers Limited	Director	10/10/2005
News International (Advertisements) Limited	Director	13/08/2007
News International Advertisements (Ireland) Limited	Director	13/08/2007
News International Associated Services Limited	Director	01/02/2002
News International Distribution Limited	Director	20/09/2006
News International Holdings	Director	13/06/2003
News International Limited	Director	30/07/2001
News International Newspapers (Ireland) Limited	Director	13/08/2007
News International Newspapers Limited	Director	31/10/2001
News International Publishers Limited	Director	10/10/2005
News International Supply Company Limited	Director	13/08/2007
News International Television Investment Company Limited	Director	13/08/2007
News Printers Assets Limited	Director	13/10/2004
News Printers Group Limited	Director	13/10/2004
News Property One Limited	Director	13/08/2007
News Property Three Limited	Director	13/08/2007
News UK Nominees Limited	Director	17/03/2008
Newscorp Investments	Director	17/03/2008
Newsprinters (Bromborough) Limited	Director	13/10/2004
Newsprinters (Eurocentral) Limited	Director	13/08/2007
Newsprinters (Knowsley) Limited	Director	13/08/2007
NI Free Newspapers Limited	Director	31/05/2006
NI Syndication Limited	Director	13/08/2007
Propertyfinder Holdings Limited	Director	15/01/2008
Propertyfinder Publications Limited	Director	20/03/2008
Propertyfinder co uk Limited	Director	20/03/2008
REA UK Limited	Director	15/01/2008
Times Newspapers Limited	Director	12/12/2001
Virginia Two Limited	Director	17/03/2008

Clive Alexander Milner

Individual Profile

External Appointments

Company Name	Country	Position	Appointed
The Newspaper Marketing Agency	England and Wales	Director	25/09/2007
The Newspaper Publishers Association Limited	United Kingdom	Director	25/09/1998
The Press Standards Board of Finance Limited	United Kingdom	Director	



**List of other directorships
Schedule to form BR1**

*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number
Company Name in full

ACN 118 061 895

News Australia Investments Pty Limited

Name

Mark Andrew Williams

Company Name	Resignation
See attached list marked 'Appendix C'	

Mark Andrew Williams**Individual Profile****Appointments Held**

Name	Position	Appointed
Newscorp Investments	Director	23/05/2008
News International Newspapers Limited	Director	23/05/2008
News International Publishers Limited	Director	23/05/2008
News Property One Limited	Director	18/06/2008
News International Holdings	Director	23/05/2008
NI Free Newspapers Limited	Director	23/05/2008
Milkround Holdings Limited	Director	10/06/2008
News Printers Assets Limited	Director	23/05/2008
News Printers Group Limited	Director	23/05/2008
News Group Newspapers Limited	Director	23/05/2008
News International Limited	Director	23/05/2008
NEWS AUSTRALIA INVESTMENTS PTY LIMITED	Director	23/05/2008
Premiere AG	Director	12/06/2008
Sky Italia S r l	Chief Operating Officer	28/09/2004
	Director	28/09/2004
Telepiu Funding S a r l	Director	01/12/2005



*Please complete in typescript,
or in bold black capitals.*

CHFP010

Company Number

ACN 118 061 895

Company Name in full

News Australia Investments Pty Limited

Name

Michael Charles Gill

Company Name	Resignation
See attached list marked 'Appendix D'	

Michael Charles Gill

Appointments Held

Name	Position	Appointed
Admacroft Limited	Director	13/08/2007
Applied Decision Systems Limited	Director	12/07/2007
Broadsystem Ventures Limited	Director	12/07/2007
Canterpath Investments Limited	Director	12/07/2007
Canterpath Limited	Director	13/08/2007
Delphi Internet Limited	Director	12/07/2007
epartners UK Management Limited	Director	10/03/2008
Eric Bemrose Limited	Director	12/07/2007
Eric Bemrose Staff Pension Trustees Limited	Director	12/07/2007
Eric Bemrose Works Pension Trustees Limited	Director	12/07/2007
Festival Records International Limited	Director	10/03/2008
HDM Worboys Limited	Director	12/07/2007
Integrated Solutions Development Limited	Director	12/07/2007
KIP Limited	Director	13/08/2007
Lyntress Limited	Director	13/08/2007
Media Debt Collections Limited	Director	12/07/2007
MicroTrans Limited	Director	12/07/2007
News (UK) Limited	Director	12/07/2007
News 3003 Limited	Director	12/07/2007
News 7007 Limited	Director	10/03/2008
News Collins Holdings Limited	Director	10/03/2008
News Collins Limited	Director	13/08/2007
News Corp Europe Limited	Director	23/07/2007
News International (Advertisements) Limited	Director	10/03/2008
News International Advertisements (Ireland) Limited	Director	10/03/2008
News International Associated Services Limited	Director	10/03/2008
News International Distribution Limited	Director	10/03/2008
News International Holdings	Director	10/03/2008
News International Newspapers (Ireland) Limited	Director	10/03/2008
News International Newspapers (Knowsley) Limited	Director	10/03/2008
News International Newspapers (Scotland) Limited	Director	10/03/2008
News International Newspapers Limited	Director	10/03/2008
News International Publishers Limited	Director	10/03/2008
News International Supply Company Limited	Director	10/03/2008
News International Television Investment Company Limited	Director	10/03/2008
News Japan Programming Services	Director	13/08/2007
News Magazines Holdings Limited	Director	13/08/2007
News Magazines Limited	Director	10/03/2008
News Magazines Plus Limited	Director	10/03/2008
News NCH	Director	13/08/2007
News Network Limited	Director	13/08/2007
News Notes Limited	Director	13/08/2007
News of the World Limited	Director	13/08/2007
News Offset Limited	Director	10/03/2008
News Outdoor Limited	Director	10/03/2008
News Printers Southern Limited	Director	13/08/2007
News Promotions Limited	Director	13/03/2008
News Property One Limited	Director	10/03/2008
News Property Three Limited	Director	10/03/2008

Michael Charles Gill

Name	Position	Appointed
News Property Two Limited	Director	13/08/2007
News Retail Services Limited	Director	10/03/2008
News Shelf 4 Limited	Director	13/08/2007
News Telemedia Europe Limited	Director	13/08/2007
News Television	Director	13/08/2007
News Television Japan	Director	13/08/2007
News Times Holdings Limited	Director	10/03/2008
News UK Nominees Limited	Director	13/08/2007
Newscorp Investments	Director	17/03/2008
Newsett Limited	Director	13/08/2007
Newsink Limited	Director	12/07/2007
Newsprinters (Broxbourne) Limited	Director	10/03/2008
Newsprinters (Eurocentral) Limited	Director	10/03/2008
Newsprinters Limited	Director	13/08/2007
NGN Editorial Pension Trustees Limited	Director	13/08/2007
NGN Executive Pension Trustees Limited	Director	13/08/2007
NGN Staff Pension Plan Trustees Limited	Director	13/08/2007
NI Free Newspapers Limited	Director	10/03/2008
NI Radio Limited	Director	13/08/2007
NI Syndication Limited	Director	10/03/2008
Northern Star Investments (No 1) Limited	Director	13/08/2007
Northern Star Investments Limited	Director	13/08/2007
Ordinto Investments	Director	13/08/2007
Radio Productions London Limited	Director	13/08/2007
Satellite Marketing & Advertising Limited	Director	13/08/2007
Sky Channel Limited	Director	13/08/2007
Star Advertising Sales Limited	Director	13/08/2007
The Sun Limited	Director	13/08/2007
The Sunday Times Limited	Director	13/08/2007
The Times Limited	Director	13/08/2007
The Times Literary Supplement Limited	Director	10/03/2008
The Times Pension Trusts Limited	Director	13/08/2007
Times Crosswords Limited	Director	13/08/2007
Times Media Limited	Director	13/08/2007
Times Newspapers Production Company Limited	Director	13/08/2007
TNL Pension Trustees Limited	Director	13/08/2007
Virginia Three Limited	Director	13/08/2007
Virginia Two Limited	Director	13/08/2007
Worldwide Learning Limited	Director	13/08/2007

Past Appointments Held

Name	Position	Appointed	Resigned
BrandAlley UK Limited	Director	12/07/2007	09/11/2007
WorKazoo Limited	Director	13/08/2007	23/10/2007

Address of branch

(See note 11)

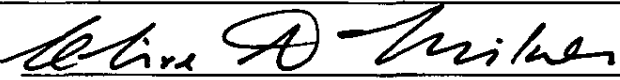
Address	<u>1 Virginia Street</u>	
Post town	<u></u>	
County/Region	<u>London</u>	Postcode <u>E98 1XY</u>

Branch Details

(See note 12)

	Day	Month	Year								
Date branch opened	<table border="1"><tr><td>2</td><td>1</td></tr></table>	2	1	<table border="1"><tr><td>0</td><td>9</td></tr></table>	0	9	<table border="1"><tr><td>2</td><td>0</td><td>0</td><td>6</td></tr></table>	2	0	0	6
2	1										
0	9										
2	0	0	6								
Business carried on at branch	<u>Investment company</u>										
	<u></u>										
	<u></u>										
	<u></u>										

SIGNATURE

Signed	<u></u>
	(*Director / Secretary / Permanent representative)
Date	<u>17 July 2008</u>
This form contains	<u>12</u> continuation sheets

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Name	<u>Mrs Carla Stone</u>	
Address	<u>c/o News International Limited</u>	
	<u>1 Virginia Street, London</u>	
	Postcode	<u>E98 1XY</u>
Telephone	<u>020 7782 6045 (direct)</u>	Extension <u></u>

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House
Crown Way
Cardiff
CF14 3UZ

DX 33050 Cardiff

Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

DX 235 Edinburgh
or LP - 4 Edinburgh 2

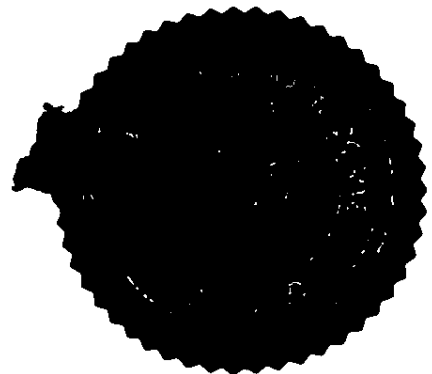
TO ALL TO WHOM *these Presents shall come* I, NICHOLAS JOHN COWIE, NOTARY PUBLIC *of the City of Sydney in the State of New South Wales, Australia, duly authorised admitted and sworn do hereby certify that:*

1. I am a Notary Public duly admitted and practising in the State of New South Wales, Australia.
2. I am a Solicitor duly admitted and practising in the State of New South Wales, Australia.
3. Annexed hereto and marked "A", is a true copy of a Secretary's Certificate dated 26 September 2007 by Peter Jourdain, Company Secretary of News Australia Investments Pty Limited, certifying a copy of the Constitution of News Australia Investments Pty Limited (ACN 118 061 895).

IN FAITH AND TESTIMONY whereof I have hereunto subscribed my hand and affixed my seal of office at Sydney this 28th day of September the year of our Lord two thousand and seven.

Nicholas Cowie

Notary Public
Sydney, N.S.W., Australia



**NEWS AUSTRALIA INVESTMENTS PTY LIMITED
(ACN 118 061 895)**

**CONSTITUTIONAL DOCUMENTS
SECRETARY'S CERTIFICATE**

I, Peter Jourdain, Company Secretary of News Australia Investments Pty Limited (ACN 118 061 895) (*News Australia Investments*) state the following as at the date of this Certificate

- 1 I attach a certified copy of the constitution of News Australia Investments
- 2 News Australia Investments is not in liquidation nor is there any resolution to liquidate News Australia Investments which is pending or threatened
- 3 There have been no amendments to the constitution of News Australia Investments since incorporation on 3 February 2006

Dated 26 September 2007

Signed P. Jourdain
Peter Jourdain

Certificate of Registration of a Company

This is to certify that

NEWS AUSTRALIA INVESTMENTS PTY LIMITED

Australian Company Number 118 061 895

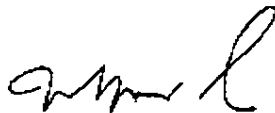
is a registered company under the Corporations Act 2001 and
is taken to be registered in New South Wales

The company is limited by shares.

The company is a **proprietary** company

The day of commencement of registration is
the third day of February 2006.

Issued by the
Australian Securities and Investments Commission
on this third day of February, 2006



Jeffrey Lucy
Chairman



CERTIFICATE

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News Australia Investments Pty Limited, A.C.N. 118 061 895

Constitution

1. Preliminary

1.1 Definitions and interpretation

Schedule 1 applies and forms part of this Constitution

1.2 Nature of the Company

The Company is a proprietary company limited by shares

1.3 Replaceable rules

The replaceable rules in the Corporations Act do not apply to the Company

2. Shares

2.1 Issue of Shares and options

- (a) Subject to the Corporations Act and any rights and restrictions attached to a class of Shares, the Company may
 - (i) allot and issue unissued Shares, and
 - (ii) grant options over unissued Shares,on any terms, at any time and for any consideration, as the Directors resolve
- (b) The powers of the Company under Article 2 1(a) may only be exercised by the Directors

2.2 Variation of classes and class rights

- (a) Subject to the Corporations Act and the terms of issue of Shares in a particular class, the Company may
 - (i) vary or cancel rights attached to Shares in that class, or
 - (ii) convert Shares from one class to another,by a special resolution of the Company and
 - (iii) a special resolution passed at a meeting of Members holding Shares in that class, or
 - (iv) the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class
- (b) The provisions in this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under Article 2 2(a)(iii)

2.3 Converting Shares

The Company may by ordinary resolution passed at a general meeting convert all or any of its Shares into a larger or smaller number of Shares

2.4 Reductions of capital and buy-backs

- (a) Subject to the Corporations Act, the Company may
 - (i) reduce its share capital, and
 - (ii) buy-back Shares in itself,on any terms and at any time
- (b) The method of distribution of a reduction of the share capital of the Company may include any or all of the payment of cash, the issue of shares or other securities, the grant of options and the transfer of assets
- (c) If a distribution of a reduction of the share capital of the Company includes an issue or transfer of shares in a body corporate, each Member
 - (i) agrees to become a member of that body corporate, and
 - (ii) in the case of transfer, appoints the Company and each Director as its agent to execute an instrument of transfer or other document required to transfer those shares to that Member

2.5 Registered holder is absolute owner

Except as required by law or this Constitution, the Company is not required to recognise any interest in, or right in respect of, a Share except an absolute right of legal ownership of the Member registered as the holder of that Share

2.6 Certificates

- (a) The Company must issue to each Member, free of charge and in accordance with the Corporations Act, one certificate in respect of each class of Shares registered in the Member's name
- (b) If a Share is jointly held
 - (i) the Company is not required to issue more than one certificate for the Share, and
 - (ii) delivery of a certificate for the Share to any one of the joint holders of the Share is delivery to all the joint holders
- (c) Subject to the Corporations Act, the Company must issue a replacement certificate for a Share if
 - (i) the Company receives and cancels the existing certificate, or
 - (ii) the Company is satisfied that the existing certificate is lost or destroyed, and the Member complies with all conditions set out in the Corporations Act and pays any fee as the Directors resolve

3. Calls, company payments, forfeiture and liens

Schedule 2 applies and forms part of this Constitution

4. Transfer of Shares

4.1 Forms of transfer

Subject to this Constitution, a Member may transfer one or more Shares the Member holds by an instrument of transfer in compliance with this Constitution

4.2 Instrument of transfer

An instrument of transfer of a Share referred to in Article 4.1 must be

- (a) in writing,
- (b) in any usual form or in any other form approved by the Directors that is otherwise permitted by law,
- (c) executed by or on behalf of the transferor, and if required by the Company, the transferee,
- (d) stamped, if required by a law about stamp duty, and
- (e) delivered to the Company, at the place where the Register is kept, together with the certificate (if any) of the Share to be transferred and any other evidence as the Directors require to prove
 - (i) the title of the transferor to that Share,
 - (ii) the right of the transferor to transfer that Share, and
 - (iii) the proper execution of the instrument of transfer

4.3 Transferor is holder until transfer registered

A person transferring a Share remains the registered holder of that Share until the transfer for that Share is registered and the name of the person to whom the Share is being transferred is entered in the Register as the holder of that Share

4.4 Refusal to register transfers

- (a) The Company may refuse to register a transfer of Shares without giving any reason for that refusal
- (b) The Company must refuse to register a transfer of Shares
 - (i) where the Corporations Act or a law about stamp duty requires the Company to do so, or
 - (ii) if upon registration of the transfer the number of Members would exceed any maximum specified by the Corporations Act for a proprietary company

- (c) The Company must give notice in writing of any refusal to register a transfer of Shares to the person transferring those shares within 2 months after the date on which the transfer was lodged with the Company
- (d) Failure by the Company to give notice under Article 4 4(c) does not invalidate the refusal to register the transfer
- (e) The powers of the Company under Article 4 4(a) may only be exercised by the Directors

4.5 No registration fee

The Company must not charge a fee to register a transfer of a Share in compliance with this Constitution

4.6 Transmission of Shares

Schedule 3 applies and forms part of this Constitution

4.7 Suspension of transfers

The Company may suspend registration of transfers of Shares at the times and for the periods as the Directors resolve. The periods of suspension must not exceed 30 days in aggregate in any one calendar year

5. Proceedings of Members

5.1 Written resolutions of Members

- (a) While the Company has only one Member, the Company may pass a resolution by that Member signing a record in writing of that resolution
- (b) The Company may pass a resolution without a meeting of the Members in accordance with the Corporations Act

5.2 Who can call meetings of Members

- (a) Subject to the Corporations Act, the Directors may call a meeting of Members at a time and place as the Directors resolve
- (b) The Directors must call and arrange to hold a general meeting of the Company on the request of Members made in accordance with the Corporations Act
- (c) The Members may call and arrange to hold a general meeting of the Company as provided by the Corporations Act

5.3 How to call meetings of Members

- (a) The Company must give not less than Prescribed Notice of a meeting of Members
- (b) Notice of a meeting of Members must be given to each Member, each Director, each Alternate Director and any auditor of the Company
- (c) Subject to Article 5 11(h), a notice of a meeting of Members must
 - (i) set out the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this),

- (ii) state the general nature of the business of the meeting, and
 - (iii) set out or include any other information or documents specified by the Corporations Act
- (d) A person may waive notice of any meeting of Members by notice in writing to the Company to that effect
- (e) Subject to the Corporations Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or the Company accidentally does not give notice of the meeting to a person

5.4 Right to attend meetings

- (a) Each Member and any auditor of the Company is entitled to attend any meetings of Members
- (b) Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members

5.5 Meeting at more than one place

- (a) A meeting of Members may be held in 2 or more places linked together by any technology that
 - (i) gives the Members and the Directors, as a whole, in those places a reasonable opportunity to participate in proceedings,
 - (ii) enables the chairperson to be aware of proceedings in each place, and
 - (iii) enables the Members in each place to vote on a show of hands and on a poll
- (b) If a meeting of Members is held in 2 or more places under Article 5 5(a)
 - (i) a Member present at one of the places is taken to be present at the meeting, and
 - (ii) the chairperson of that meeting may determine at which place the meeting is taken to have been held

5.6 Quorum

- (a) A quorum for a meeting of Members is 2 Members entitled to vote at that meeting
- (b) In determining whether a quorum for a meeting of Members is present
 - (i) where more than one proxy, attorney or representative of a Member is present, only one of those persons is counted,
 - (ii) where a person is present as a Member and as a proxy, attorney or representative of another Member, that person is counted separately for each appointment provided that there is at least one other Member present, and

- (iii) where a person is present as a proxy, attorney or representative for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present
- (c) A quorum for a meeting of Members must be present at all times during the meeting
- (d) If a quorum is not present within 30 minutes after the time appointed for a meeting of Members
 - (i) if the meeting was called under Article 5 2(b) or Article 5 2(c), the meeting is dissolved, and
 - (ii) any other meeting is adjourned to the date, time and place as the Directors may by notice to the Members appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned
- (e) If a quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members, the meeting is dissolved

5.7 Chairperson

- (a) The chairperson of Directors must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Members
- (b) If at a meeting of Members
 - (i) there is no chairperson of Directors,
 - (ii) the chairperson of Directors is not present within 15 minutes after the time appointed for the holding of a meeting of Members, or
 - (iii) the chairperson of Directors is present within that time but is not willing to chair all or part of that meeting,

the Directors present may, by majority vote, elect a person present to chair all or part of the meeting of Members
- (c) Subject to Article 5 7(a), if at a meeting of Members
 - (i) a chairperson of that meeting has not been elected by the Directors under Article 5 7(b), or
 - (ii) the chairperson elected by the Directors is not willing to chair all or part of a meeting of Members,

the Members present must elect another person present and willing to act to chair all or part of that meeting

5.8 General conduct of meetings

- (a) Subject to the Corporations Act, the chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting

- (b) The chairperson of a meeting of Members may delegate any power conferred by this Article to any person
- (c) The powers conferred on the chairperson of a meeting of Members under this Article 5 8 do not limit the powers conferred by law

5.9 Resolutions of Members

- (a) Subject to the Corporations Act, a resolution at a meeting of Members is passed if the number of votes cast in favour of the resolution by Members entitled to vote on the resolution exceeds the number of votes cast against the resolution by Members entitled to vote on the resolution
- (b) Unless a poll is requested in accordance with Article 5 10, a resolution put to the vote at a meeting of Members must be decided on a show of hands
- (c) A declaration by the chairperson of a meeting of Members that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and an entry to that effect in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect

5.10 Polls

- (a) A poll may be demanded on any resolution at a meeting of Members except
 - (i) the election of a chairperson of that meeting, or
 - (ii) the adjournment of that meeting
- (b) A poll on a resolution at a meeting of Members may be demanded by
 - (i) at least 5 Members present and entitled to vote on that resolution,
 - (ii) one or more Members present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll, or
 - (iii) the chairperson of that meeting
- (c) A poll on a resolution at a meeting of Members may be demanded
 - (i) before a vote on that resolution is taken, or
 - (ii) before or immediately after the results of the vote on that resolution on a show of hands are declared
- (d) A demand for a poll may be withdrawn
- (e) A poll demanded on a resolution at a meeting of Members must be taken in the manner and at the time and place the chairperson directs
- (f) The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting
- (g) A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business

5.11 Adjourned, cancelled and postponed meetings

- (a) Subject to the Corporations Act, the chairperson
 - (i) may adjourn a meeting of Members to any day, time and place, and
 - (ii) must adjourn a meeting of Members if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so. The chairperson may adjourn that meeting to any day, time and place
- (b) No person other than the chairperson of a meeting of Members may adjourn that meeting
- (c) The Company is only required to give notice of a meeting of Members resumed from an adjourned meeting if the period of adjournment exceeds 21 days
- (d) Only business left unfinished is to be transacted at a meeting of Members resumed after an adjournment
- (e) Subject to the Corporations Act and this Article 5.11, the Directors may at any time postpone or cancel a meeting of Members by giving notice not less than 5 Business Days before the time at which the meeting was to be held to each person who is, at the date of the notice
 - (i) a Member,
 - (ii) a Director or Alternate Director, or
 - (iii) an auditor of the Company
- (f) A general meeting called under Article 5.2(b) must not be cancelled by the Directors without the consent of the Members who requested the meeting
- (g) A general meeting called under Article 5.2(c) must not be cancelled or postponed by the Directors without the consent of the Members who called the meeting
- (h) A notice under Article 5.11(c) of a meeting of Members resumed from an adjourned meeting and a notice postponing a meeting of Members must set out the place, date and time for the revised meeting (and if the revised meeting is to be held in 2 or more places, the technology that will be used to facilitate this)

5.12 Number of votes

- (a) Subject to this Constitution and any rights or restrictions attached to a class of Shares, on a show of hands at a meeting of Members, every Member present has one vote
- (b) Subject to this Constitution and any rights or restrictions attached to a class of Shares, on a poll at a meeting of Members, every Member present has
 - (i) one vote for each fully paid up Share (whether the issue price of the Share was paid up or credited or both) that the Member holds, and
 - (ii) a fraction of one vote for each partly paid up Share that the Member holds. The fraction is equal to the proportion which the amount paid up or credited on that Share (excluding any amounts paid up in advance of

the applicable due date for payment), is to the total amounts paid up and payable (including amounts credited) on that Share

- (c) If the total number of votes to which a Member is entitled on a poll does not constitute a whole number, the Company must disregard the fractional part of that total
- (d) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting has a casting vote on that resolution both on a show of hands and on a poll, in addition to any vote the chairperson of that meeting has in respect of that resolution
- (e) If a Share is held jointly and more than one Member votes in respect of that Share, only the vote of the Member whose name appears first in the Register counts
- (f) A person may vote in respect of a Share at a meeting of Members if
 - (i) the person is entitled to be registered as the holder of that Share because of a Transmission Event, and
 - (ii) the person satisfied the Directors of that entitlement not less than 48 hours before that meetingIn that event, the Member of that Share must not vote
- (g) A Member present at a meeting of Members is not entitled to vote on any resolution in respect of any Shares on which any calls or any other amount due and payable in respect of those Shares have not been paid
- (h) A Member present at a meeting of Members is not entitled to vote on a resolution at that meeting where that vote is prohibited by the Corporations Act or an order of a court of competent jurisdiction
- (i) The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution
- (j) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members in respect of the Shares to which the authority relates is suspended while the Member is present in person at that meeting
- (k) If more than one proxy or attorney for a Member is present at a meeting of Members
 - (i) none of them is entitled to vote on a show of hands, and
 - (ii) on a poll, the vote of each one is of no effect where the aggregate number or proportion of the Member's votes for which they have been appointed exceeds the total number or proportion of votes that could be cast by the Member

5.13 Objections to qualification to vote

- (a) An objection to the qualification of any person to vote at a meeting of Members may only be made
 - (i) before that meeting, to the chairperson of Directors, or, if there is no such chairperson, to the Directors, or

- (ii) at that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting
- (b) Any objection under Article 5 13(a) must be decided by the chairperson of Directors, Directors or the chairperson of the meeting of Members (as the case may be), whose decision, made in good faith, is final and conclusive

5.14 Proxies, attorneys and representatives

- (a) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll
 - (i) in person or, if the Member is a body corporate, by its representative appointed in accordance with the Corporations Act,
 - (ii) by proxy or, if the Member is entitled to cast two or more votes at the meeting, by not more than 2 proxies, or
 - (iii) by attorney or, if the Member is entitled to cast two or more votes at the meeting, by not more than 2 attorneys
- (b) A proxy, attorney or representative of a Member need not be a Member
- (c) A Member may appoint a proxy, attorney or representative for
 - (i) all or any number of meetings of Members, or
 - (ii) a particular meeting of Members
- (d) An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains
 - (i) the name and address of that Member,
 - (ii) the name of the Company,
 - (iii) the name of the proxy or the name of the office of the proxy, and
 - (iv) the meetings of Members at which the proxy may be used
- (e) The chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of the information specified in Article 5 14(d)
- (f) An instrument appointing an attorney or representative must be in a form as the Directors may prescribe or the chairperson of a meeting of Members may accept
- (g) Subject to the Corporations Act, the decision of the chairperson of a meeting of Members as to the validity of an instrument appointing a proxy, attorney or representative is final and conclusive
- (h) Unless otherwise provided in the Corporations Act or in the instrument appointing a proxy or attorney, a proxy or attorney may
 - (i) agree to a meeting of Members being called by shorter notice than is required by the Corporations Act or this Constitution,
 - (ii) agree to a resolution being either or both proposed and passed at a meeting of Members of which notice of less than 21 days is given,

- (iii) speak on any resolution at a meeting of Members on which the proxy or attorney may vote,
 - (iv) vote at a meeting of Members (but only to the extent allowed by the appointment),
 - (v) demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote, and
 - (vi) attend and vote at any meeting of Members which is rescheduled or adjourned
- (i) Unless otherwise provided in the Corporations Act or in the instrument appointing a proxy or attorney, a proxy or attorney may vote on
 - (i) any amendment to a resolution on which the proxy or attorney may vote,
 - (ii) any motion not to put that resolution or any similar motion, and
 - (iii) any procedural motion relating to that resolution, including a motion to elect the chairperson of a meeting of Members, vacate the chair or adjourn that meeting,

even if the appointment directs the proxy or attorney how to vote on that resolution
- (j) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is
 - (i) the person specified by the Company in the form of proxy in the case the Member does not choose, or
 - (ii) if no person is so specified, the chairperson of that meeting
- (k) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members
- (l) The appointment of a proxy or attorney by a Member may specify the proportion or number of the Member's votes that the proxy or attorney may exercise
- (m) If a Member appoints 2 persons as proxy or attorney, and the appointment does not specify the proportion or number of the Member's votes those persons may exercise, those persons may exercise one half of the votes of the Member
- (n) If the total number of votes to which a proxy or attorney is entitled to exercise does not constitute a whole number, the Company must disregard the fractional part of that total
- (o) An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority)
 - (i) before the time scheduled for commencement of that meeting, or
 - (ii) in the case of a meeting which has been adjourned, before the time scheduled for resumption of the meeting
- (p) Unless the Company has received notice in writing of the matter not less than 48 hours before the time scheduled for the commencement of a meeting of

Members, a vote cast at that meeting by a person appointed by a Member as a proxy, attorney or representative is, subject to this Constitution, valid even if, before the person votes

- (i) there is a Transmission Event in respect of that Member,
- (ii) that Member revokes the appointment of that person,
- (iii) that Member revokes the authority under which the person was appointed by a third party, or
- (iv) that Member transfers the Shares in respect of which the appointment is made

6. Directors

6.1 Number of Directors

- (a) The Company must have not less than three, and not more than six, Directors
- (b) The Company in general meeting may by ordinary resolution alter the maximum or minimum number of Directors provided that the minimum is not less than one
- (c) Subject to this Article 6 1, the Directors must determine the number of Directors provided that the Directors cannot reduce the number of Directors below the number in office at the time that determination takes effect
- (d) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except in emergencies, for appointing one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Members

6.2 Appointment of Directors

- (a) Subject to Articles 6 1 and 6 2(f), the Directors may appoint any person as a Director
- (b) The Company in general meeting may by ordinary resolution appoint any person as a Director
- (c) A Director need not be a Member
- (d) A person who is the only Director and the only Member may appoint another Director by that person signing a record in writing of that appointment
- (e) Unless the appointment provides otherwise, an appointment of the Director of the Company under Article 6 2(d) takes effect immediately on giving of that notice to the Company
- (f) At any time
 - (i) one Director must ordinarily reside in Australia, and
 - (ii) a majority of the Directors must ordinarily reside in the United Kingdom

6.3 Vacation of office

- (a) A Director may resign from office by giving the Company notice in writing

- (b) The Company may by ordinary resolution remove any Director, and if thought fit and if Article 6 2(f) will be satisfied, appoint another person in place of that Director
- (c) A Director ceases to be a Director if
 - (i) the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health,
 - (ii) the Director is absent without the consent of the Directors from all meetings of the Directors held during a period of 6 months in the city of that Director's ordinary residence,
 - (iii) the Director resigns or is removed under this Constitution,
 - (iv) the Director is an Executive Director and ceases to be an employee of the Company or of a related body corporate of the Company,
 - (v) the Director becomes an insolvent under administration, or
 - (vi) the Corporations Act so provides

6.4 Alternate Directors

- (a) A Director may appoint a person as an alternate director of that Director for any period
- (b) An Alternate Director need not be a Member, but must ordinarily reside in the same country as does his or her appointing Director
- (c) The appointing Director may terminate the appointment of his or her Alternate Director at any time
- (d) A notice of appointment, or termination of appointment, of an Alternate Director is effective only if
 - (i) the notice is in writing,
 - (ii) the notice is signed by the Director who appointed that Alternate Director, and
 - (iii) the Company is given a copy of the notice
- (e) Subject to this Constitution, an Alternate Director may
 - (i) attend, count in the quorum of, speak at, and vote at a meeting of Directors in place of his or her appointing Director if that Director is not present at a meeting, and
 - (ii) exercise any other powers (except the power under Article 6 4(a)) that his or her appointing Director may exercise
- (f) An Alternate Director cannot exercise any powers of his or her appointing Director if that appointing Director ceases to be a Director
- (g) A person does not cease to be a Director under Article 6 4(f) if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting

- (h) Subject to Article 6 5(g), the Company is not required to pay any remuneration to an Alternate Director
- (i) An Alternate Director is an officer of the Company and not an agent of his or her appointing Director

6.5 Remuneration of Directors

- (a) The Company may pay to the Non-Executive Directors a maximum total amount of director's fees, determined by the Company in general meeting, or until so determined, as the Directors resolve
- (b) The remuneration of the Non-Executive Directors must not be calculated as a commission on, or percentage of, profits or operating revenue
- (c) The Directors may determine the manner in which all or part of the amount in Article 6 5(a) is divided between the Non-Executive Directors, or until so determined, the amount in Article 6 5(a) must be divided between the Non-Executive Directors equally
- (d) The remuneration of the Non-Executive Directors is taken to accrue from day to day
- (e) The remuneration of the Executive Directors
 - (i) must, subject to the provisions of any contract between each of them and the Company, be fixed by the Directors, and
 - (ii) must not be calculated as a commission on, or percentage of, operating revenue
- (f) If a Director performs extra or special services, including being
 - (i) a member on a committee of Directors, or
 - (ii) the chairperson of Directors or deputy chairperson of Directors,the Company may, subject to the Corporations Act and this Article 6 5, pay additional remuneration or provide benefits to that Director as the Directors resolve
- (g) The Company must pay all reasonable travelling, accommodation and other expenses that a Director or Alternate Director properly incurs
 - (i) in attending meetings of Directors or any meetings of committees of Directors,
 - (ii) in attending any meetings of Members, and
 - (iii) in connection with the business of the Company
- (h) Subject to the Corporations Act, any Director may participate in any fund, trust or scheme for the benefit of
 - (i) past or present employees or Directors of the Company or a related body corporate of the Company, or
 - (ii) the dependants of, or persons connected with, any person referred to in Article 6 5(h)(i)

- (i) Subject to the Corporations Act, the Company may give, or agree to give, a person a benefit in connection with that person's, or someone else's, retirement from a board or managerial office in the Company or a related body corporate of the Company

6.6 Interests of Directors

- (a) A Director may
 - (i) hold an office or place of profit in the Company, on any terms as the Directors resolve,
 - (ii) hold an office or otherwise be interested in any related body corporate of the Company or other body corporate in which the Company is interested, or
 - (iii) act, or the Director's firm may act, in any professional capacity for the Company or any related body corporate of the Company or other body corporate in which the Company is interested,

and retain the benefits of doing so if the Director discloses in accordance with the Corporations Act the interest giving rise to those benefits

- (b) If a Director discloses the interest of the Director in accordance with the Corporations Act
 - (i) the Director may contract or make an arrangement with the Company, or a related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity,
 - (ii) the Director may be counted in a quorum for a meeting of Directors considering the contract or arrangement,
 - (iii) the Director may vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract or arrangement,
 - (iv) the Director may sign on behalf of the Company, or witness the affixing of the common seal of the Company to, any document in respect of the contract or arrangement,
 - (v) the Director may retain the benefits under the contract or arrangement, and
 - (vi) the Company cannot avoid the contract or arrangement merely because of the existence of the Director's interest

- (c) The failure of a Director to
 - (i) disclose an interest,
 - (ii) not be present while a matter in which the Director is interested is being considered at a meeting of Directors, or
 - (iii) not vote on a matter,

in accordance with the *Corporations Act* 2001 (Commonwealth) does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing

7. Officers

7.1 Managing Director

- (a) The Directors may appoint one or more of themselves as a managing director, for any period and on any terms (including as to remuneration) as the Directors resolve
- (b) Subject to any agreement between the Company and a managing director, the Directors may remove or dismiss a managing director at any time, with or without cause
- (c) The Directors may delegate any of their powers (including the power to delegate) to a managing director
- (d) The Directors may revoke or vary
 - (i) the appointment of a managing director, or
 - (ii) any power delegated to a managing director
- (e) A managing director must exercise the powers delegated to him or her in accordance with any directions of the Directors
- (f) The exercise of a delegated power by a managing director is as effective as if the Directors exercised the power
- (g) A person ceases to be a managing director if the person ceases to be a Director

7.2 Secretary

- (a) The Directors may appoint one or more Secretaries, for any period and on any terms (including as to remuneration) as the Directors resolve
- (b) Subject to any agreement between the Company and a Secretary, the Directors may remove or dismiss a Secretary at any time, with or without cause
- (c) The Directors may revoke or vary the appointment of a Secretary
- (d) An act done by a person as a Secretary is effective even if the appointment of that person, or the continuance of that appointment, is invalid because the Company or that person did not comply with this Constitution or any provision of the *Corporations Act 2001* (Commonwealth)
- (e) Article 7 2(d) does not deal with the question whether an effective act by a person
 - (i) binds the Company in its dealings with other people, or
 - (ii) makes the Company liable to another person

7.3 Indemnity and insurance

- (a) To the extent permitted by law, the Company must indemnify each Relevant Officer against
 - (i) a Liability of that person, and
 - (ii) Legal Costs of that person

- (b) To the extent permitted by law, the Company may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person
- (c) To the extent permitted by law, the Company may pay, or agree to pay, a premium for a contract insuring a Relevant Officer against
 - (i) a Liability of that person, and
 - (ii) Legal Costs of that person
- (d) To the extent permitted by law, the Company may enter into an agreement or deed with
 - (i) a Relevant Officer, or
 - (ii) a person who is, or has been an officer of the Company or a subsidiary of the Company,
 under which the Company must do all or any of the following
 - (iii) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed,
 - (iv) indemnify that person against any Liability of that person,
 - (v) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person, and
 - (vi) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance)

8. Powers of the Company and Directors

8.1 General powers

- (a) The Company may exercise in any manner permitted by the Corporations Act any power which a proprietary company limited by shares may exercise under the Corporations Act
- (b) The business of the Company is managed by or under the direction of the Directors
- (c) The Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting

8.2 Execution of documents

- (a) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by
 - (i) 2 Directors,
 - (ii) a Director and a Secretary,

- (iii) a Director and another person appointed by the Directors for that purpose,
 - (iv) if the Company has only one Director who is also the only Secretary, that Director, or
 - (v) if the Company has only one Director and does not have a Secretary, that Director
- (b) The Company may execute a document without a common seal if the document is signed by
 - (i) 2 Directors,
 - (ii) a Director and a Secretary,
 - (iii) a Director and another person appointed by the Directors for that purpose,
 - (iv) if the Company has only one Director who is also the only Secretary, that Director, or
 - (v) if the Company has only one Director and does not have a Secretary, that Director
- (c) The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Article 8 2(a) or 8 2(b)
- (d) The Directors may resolve, generally or in a particular case, that any signature on certificates for securities of the Company may be affixed by mechanical or other means
- (e) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve

8.3 Committees and delegates

- (a) The Directors may delegate any of their powers (including this power to delegate) to a committee of Directors, a Director, an employee of the Company or any other person
- (b) The Directors may revoke or vary any power delegated under Article 8 3(a)
- (c) A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors
- (d) The exercise of a delegated power by the committee or delegate is as effective as if the Directors exercised the power
- (e) Article 9 applies with the necessary changes to meetings of a committee of Directors

8.4 Attorney or agent

- (a) The Directors may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) as the Directors resolve

- (b) The Directors may delegate any of their powers (including the power to delegate) to an attorney or agent
- (c) The Directors may revoke or vary
 - (i) an appointment under Article 8 4(a), or
 - (ii) any power delegated to an attorney or agent

9. Proceedings of Directors

9.1 Written resolutions of Directors

- (a) While the Company has only one Director, that Director may pass a resolution by signing a record in writing of that resolution
- (b) The Directors may pass a resolution without a meeting of the Directors being held if all the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document
- (c) Separate copies of the document referred to in Article 9 1(b) may be used for assenting to by Directors if the wording of the resolution and the statement is identical in each copy
- (d) A Director may signify assent to a document under this Article 9 1 by signing the document or by notifying the Company of the assent of the Director
 - (i) in a manner permitted by Article 11 3, or
 - (ii) by any technology including telephone
- (e) Where a Director signifies assent to a document under Article 9 1(d) other than by signing the document, the Director must by way of confirmation sign the document before or at the next meeting of Directors attended by that Director
- (f) The resolution the subject of a document under Article 9 1(b) is not invalid if a Director does not comply with Article 9 1(e)

9.2 Meetings of Directors

- (a) The Directors may meet, adjourn and otherwise regulate their meetings as they think fit
- (b) A meeting of Directors must be held in the United Kingdom
- (c) Any Director not present at a meeting of Directors may participate in that meeting, and may be part of the quorum for that meeting, by any technology that enables full discussion with the Directors present at that meeting

9.3 Who can call meetings of Directors

- (a) A Director may call a meeting of Directors at any time
- (b) On request of any Director, a Secretary of the Company must call a meeting of the Directors

9.4 How to call meetings of Directors

- (a) Notice of a meeting of Directors must be given to each Director and Alternate Director
- (b) A Director or Alternate Director may waive notice of a meeting of Directors by notice in writing to the Company to that effect
- (c) Subject to the *Corporations Act 2001* (Commonwealth), anything done (including the passing of a resolution) at a meeting of Directors is not invalid if either or both
 - (i) a Director or Alternate Director does not receive notice of the meeting, or
 - (ii) the Company accidentally does not give notice of the meeting to a Director or Alternate Director,provided that in the case of a failure to give notice to a Director or Alternate Director
 - (iii) that person (or in the case of an Alternate Director, the Director appointing that person) gives notice in writing to the Company that he or she waives the right to receive notice of the meeting or agrees to the thing done at the meeting

9.5 Quorum

- (a) A quorum for a meeting of Directors is
 - (i) if the Directors have fixed a number for the quorum, that number of Directors, and
 - (ii) in any other case, 3 Directors entitled to vote on a resolution that may be proposed at that meeting
- (b) In determining whether a quorum for a meeting of Directors is present
 - (i) where a Director has appointed an Alternate Director, that Alternate Director is counted if the appointing Director is not present,
 - (ii) where a person is present as Director and an Alternate Director for another Director, that person is counted separately provided that there is at least one other Director or Alternate Director present, and
 - (iii) where a person is present as an Alternate Director for more than one Director, that person is counted separately for each appointment provided that there is at least one other Director or Alternate Director present
- (c) A quorum for a meeting of Directors must be present or participate (in accordance with Article 9 2(c)) at all times during the meeting
- (d) If there are not enough persons to form a quorum for a meeting of Directors, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter

9.6 Chairperson

- (a) The Directors may elect a Director who ordinarily resides in the United Kingdom as chairperson of Directors for any period they resolve, or if no period is specified, until that person ceases to be a Director
- (b) The Directors may remove the chairperson of Directors at any time
- (c) The chairperson of Directors must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Directors
- (d) If
 - (i) there is no chairperson of Directors, or
 - (ii) the chairperson of Directors is not present within 15 minutes after the time appointed for the holding of a meeting of Directors, or
 - (iii) the chairperson of Directors is present within that time but is not willing to chair all or part of that meeting,the Directors present must elect one of themselves to chair all or part of the meeting of Directors
- (e) A person does not cease to be a chairperson of Directors if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting

9.7 Resolutions of Directors

- (a) A resolution of Directors is passed if more votes are cast in favour of the resolution than against it
- (b) Subject to Article 6 6 and this Article 9 7, each Director has one vote on a matter arising at a meeting of the Directors
- (c) In determining the number of votes a Director has on a matter arising at a meeting of Directors
 - (i) where a person is present as Director and an Alternate Director for another Director, that person has one vote as a Director and, subject to Article 6 4(e), one vote as an Alternate Director, and
 - (ii) where a person is present as an Alternate Director for more than one Director, that person has, subject to Article 6 4(e), one vote for each appointment
- (d) In case of an equality of votes on a resolution at a meeting of Directors, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution

9.8 Effectiveness of acts by Directors

- (a) An act done by a Director is effective even if the appointment of that Director, or the continuance of that appointment, is invalid because the Company or that Director did not comply with this Constitution or any provision of the *Corporations Act 2001* (Commonwealth)

- (b) Article 9 8(a) does not deal with the question whether an effective act by a Director
 - (i) binds the Company in its dealings with other people, or
 - (ii) makes the Company liable to another person
 - (c) If the Company is a wholly-owned subsidiary of a body corporate, the Directors may act in the best interests of the holding company of the Company
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10. Dividends and profits

10.1 Who may determine Dividends

- (a) Subject to any rights or restrictions attached to a class of Shares, the Company may pay Dividends as the Directors resolve but only out of profits of the Company
- (b) The Directors may determine that a Dividend is payable on Shares and fix
 - (i) the amount of the Dividend,
 - (ii) whether or not the Dividend is franked, the franking percentage and franking class,
 - (iii) the time for determining entitlements to the Dividend,
 - (iv) the time for the payment of the Dividend, and
 - (v) the method of payment of the Dividend
- (c) The method of payment of a Dividend may include any or all of the payment of cash, the issue of shares or other securities, the grant of options and the transfer of assets
- (d) If the method of payment of a Dividend includes an issue or transfer of shares in a body corporate, each Member
 - (i) agrees to become a member of that body corporate, and
 - (ii) in the case of a transfer, appoints the Company and each Director as its agent to execute instrument of transfer or other document required to transfer those shares to that Member
- (e) A Dividend in respect of a Share must be paid to the person whose name is entered in the Register as the holder of that Share
 - (i) where the Directors have fixed a time under Article 10 1(b)(iii), at that time, or
 - (ii) in any other case, on the date the Dividend is paid

10.2 Dividends for different classes

The Directors may determine that Dividends be paid

- (a) on Shares of one class but not another class, and
- (b) at different rates for different classes of Shares

10.3 Dividends proportional to paid up capital

- (a) Subject to any rights or restrictions attached to a class of Shares, the person entitled to a Dividend on a Share is entitled to
 - (i) if the Share is fully paid (whether the issue price of the Share was paid or credited or both), the entire Dividend, or
 - (ii) if the Share is partly paid, a proportion of that Dividend equal to the proportion which the amount paid (including amounts credited) on that Share is to the total amounts paid or payable (including amounts credited) on that Share (determined on the date on which the Register is closed for the purposes of payment of that Dividend)
- (b) Amounts paid in advance of a call on a Share are ignored when calculating the proportion under Article 10 3(a)(ii)

10.4 Effect of a transfer on Dividends

If a transfer of a Share is registered after the time determined for entitlements to a Dividend on that Share but before the Dividend is paid, the person transferring that Share is entitled to that Dividend

10.5 No interest on Dividends

The Company is not required to pay any interest on a Dividend

10.6 Unpaid amounts

The Company may retain the whole or part of any Dividend on which the Company has a lien and apply that amount in total or part satisfaction of any amount secured by that lien

10.7 Capitalisation of profits

- (a) The Directors may capitalise any profits of the Company and distribute that capital to the Members, in the same proportions as the Members are entitled to a distribution by Dividend
- (b) The Directors may fix the time for determining entitlements to a capitalisation of profits
- (c) The Directors may decide to apply capital under Article 10 7(a) in either or both of the following ways
 - (i) in paying up an amount unpaid on Shares already issued, and
 - (ii) in paying up in full any unissued Shares or other securities in the Company
- (d) The Members must accept an application of capital under Article 10 7(c) in full satisfaction of their interests in that capital

10.8 Distributions of assets

The Directors may settle any problem concerning a distribution under Article 0 in any way
This may include

- (a) rounding amounts up or down to the nearest whole number,

- (b) ignoring fractions,
- (c) valuing assets for distribution,
- (d) paying cash to any Member on the basis of that valuation, and
- (e) vesting assets in a trustee on trust for the Members entitled

10.9 Dividend plans

- (a) The Directors may establish a dividend selection plan or bonus share plan on any terms, under which participants may elect in respect of all or part of their Shares
 - (i) to receive a Dividend from the Company paid in whole or in part out of a particular fund or reserve or out of profits derived from a particular source, or
 - (ii) to forego a Dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust
- (b) The Directors may establish a dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a Dividend from the Company in subscribing for securities of the Company or a related body corporate of the Company
- (c) The Directors may implement, amend, suspend or terminate a plan established under this Article 10 9

11. Notices and payments

11.1 Notice to Members

- (a) The Company may give Notice to a Member
 - (i) in person,
 - (ii) by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member,
 - (iii) by sending it to the fax number or electronic address (if any) nominated by that Member,
 - (iv) if permitted by the Corporations Act, by sending it by other electronic means (if any) nominated by that Member, or
 - (v) by any other means permitted by the Corporations Act
- (b) If the address of a Member in the Register is not within Australia, the Company must send all documents to that Member by air-mail, air courier or by fax
- (c) The Company must give any Notice to Members who are joint holders of a Share to the person named first in the Register in respect of that Share, and that notice is notice to all holders of that Share
- (d) The Company may give Notice to a person entitled to a Share because of a Transmission Event in any manner specified in Article 11 1(a)

- (e) Notice to a person entitled to a Share because of a Transmission Event is taken to be notice to the Member of that Share
- (f) Subject to the Corporations Act, a Notice to a Member is sufficient, even if
 - (i) a Transmission Event occurs in respect of that Member (whether or not a joint holder of a Share), or
 - (ii) that Member is an externally administered body corporate,
 and regardless of whether or not the Company has notice of that event
- (g) A person entitled to a Share because of a transfer, Transmission Event or otherwise, is bound by every Notice given in respect of that Share
- (h) Any Notice required or allowed to be given by the Company to one or more Members by advertisement is, unless otherwise stipulated, sufficiently advertised if advertised once in a daily newspaper circulating in the states and territories of Australia

11.2 Notice to Directors

The Company may give Notice to a Director or Alternate Director

- (a) in person,
- (b) by sending it by post to the usual residential address of that person or the alternative address (if any) nominated by that person,
- (c) by sending it to the fax number or electronic address (if any) nominated by that person, or
- (d) by any other means agreed between the Company and that person

11.3 Notice to the Company

A person may give Notice to the Company

- (a) by leaving it at the registered office of the Company,
- (b) by sending it by post to the registered office of the Company,
- (c) by sending it to a fax number at the registered office of the Company nominated by the Company for that purpose,
- (d) by sending it to the electronic address (if any) nominated by the Company for that purpose, or
- (e) by any other means permitted by the Corporations Act

11.4 Time of service

- (a) A notice sent by post to an address within Australia is taken to be given
 - (i) in the case of a notice of meeting, one Business Day after it is posted, or
 - (ii) in any other case, at the time at which the notice would be delivered in the ordinary course of post

- (b) A notice sent by post or air-mail to an address outside Australia is taken to be given
 - (i) in the case of a notice of meeting, 3 Business Days after it is posted, or
 - (ii) in any other case, at the time at which the notice would be delivered in the ordinary course of post
- (c) A notice sent by air courier to a place outside Australia is taken to be given 2 Business Days after delivery to the air courier
- (d) A notice sent by fax is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number
- (e) If the Corporations Act permits a notice of meeting to be given to a Member by notifying the Member (using the nominated notification means of that Member)
 - (i) that the notice of meeting is available, and
 - (ii) how the Member may use the nominated access means of that Member to access the notice of meeting,

the notice of meeting is taken to be given on the Business Day after the day on which the Member is notified that the notice of meeting is available
- (f) The giving of a notice by post, air-mail or air courier is sufficiently proved by evidence that the notice
 - (i) was addressed to the correct address of the recipient, and
 - (ii) was placed in the post or delivered to the air courier
- (g) A certificate by a Director or Secretary of a matter referred to in Article 11 4(f) is sufficient evidence of the matter, unless it is proved to the contrary

11.5 Signatures

The Directors may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means

11.6 Payments

- (a) The Company may pay a person entitled to an amount payable in respect of a Share (including a Dividend) by
 - (i) crediting an account nominated in writing by that person,
 - (ii) cheque made payable to bearer, to the person entitled to the amount or any other person the person entitled directs in writing, or
 - (iii) any other manner as the Directors resolve
- (b) The Company may post a cheque referred to in Article 11 6(a)(ii) to
 - (i) the address in the Register of the Member of the Share,
 - (ii) if that Share is jointly held, the address in the Register of the Member named first in the Register in respect of the Share, or

- (iii) any other address which that person directs in writing
- (c) Any joint holder of a Share may give effective receipt for an amount (including a Dividend) paid in respect of the Share
- (d) The Company may pay an amount (including a Dividend) payable in respect of a Share in the currency of a country other than Australia where the terms of issue of the Share permit or the person entitled to be paid that amount so agrees in writing
- (e) Subject to the terms of issue of a Share or the terms of any agreement referred to in Article 11 6(d), the Directors may fix for the purposes of a making a payment under Article 11 6(d)
 - (i) the date (not more than 20 Business Days before the date of payment) on which the applicable currency exchange rate will be determined, and
 - (ii) the source from which that exchange rate is obtained

12. Winding up

12.1 Distributions proportional to paid up capital

Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, any surplus must be divided among the Members in the proportions which the amount paid (including amounts credited) on the Shares of a Member is of the total amounts paid and payable (including amounts credited) on the Shares of all Members

12.2 Distributions of assets

- (a) Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Members
 - (i) distribute among the Members the whole or any part of the property of the Company, and
 - (ii) decide how to distribute the property as between the Members or different classes of Members
- (b) The liquidator of the Company may settle any problem concerning a distribution under Article 11 6(d) in any way This may include
 - (i) rounding amounts up or down to the nearest whole number,
 - (ii) ignoring fractions,
 - (iii) valuing assets for distribution,
 - (iv) paying cash to any Member on the basis of that valuation, and
 - (v) vesting assets in a trustee on trust for the Members entitled
- (c) A Member need not accept any property, including shares or other securities, carrying a liability

13. Records

13.1 Minute book

- (a) The Company must keep minute books in which it records within one month
 - (i) proceedings and resolutions of meetings of Members,
 - (ii) proceedings and resolutions of meetings of the Directors (including meetings of committees of Directors),
 - (iii) resolutions passed by Members without a meeting,
 - (iv) resolutions passed by the Directors without a meeting, and
 - (v) if the Company has only one Director, the making of declarations by that Director
- (b) The Company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by one of the following
 - (i) the chairperson of that meeting, or
 - (ii) the chairperson of the next meeting
- (c) The Company must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after that resolution is passed
- (d) If the Company has only one Director, that Director must sign the minutes of the making of a declaration by that Director within a reasonable time after the declaration is made
- (e) A minute recorded and signed in accordance with this Article 12 1 is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved

Schedule 1

Definitions and Interpretation

1. Definitions

In this Constitution

"Alternate Director" means a person for the time being holding office as an alternate director of the Company under Article 6 4

"Business Day" means a day except a Saturday, Sunday or public holiday in the State of New South Wales or in the United Kingdom

"Corporations Act" means the *Corporations Act* 2001 (Commonwealth), except to the extent of any exemption, modification, declaration or order made in respect of that legislation which applies to the Company

"Directors" means the directors of the Company for the time being, and if the Company has only one director, that director

"Dividend" includes an interim dividend and a final dividend

"Executive Director" means a Director who is an employee (whether full-time or part-time) of the Company or of any related body corporate of the Company

"Legal Costs" of a person means legal costs incurred by that person in defending an action for a Liability of that person

"Liability" of a person means any liability incurred by that person as an officer of the Company or a subsidiary of the Company

"Member" means a person whose name is entered in the Register as the holder of a Share

"Non-Executive Directors" means all Directors other than Executive Directors

"Notice" means a notice given pursuant to, or for the purposes of, this Constitution or the *Corporations Act*

"Personal Representative" means the legal personal representative, executor or administrator of the estate of a deceased person

"Prescribed Notice" means 21 days or any shorter period of notice for a meeting allowed under the *Corporations Act*

"Register" means the register of Members kept under the *Corporations Act* and, where appropriate, includes any branch register

"Relevant Officer" means a person who is, or has been, a Director or Secretary

"Secretary" means a company secretary of the Company for the time being

"Share" means a share in the capital of the Company

"Transmission Event" means

- (a) if a Member is an individual
 - (i) death or bankruptcy of that Member, or
 - (ii) that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health,
- (b) if a Member is a body corporate, the deregistration of that Member under the laws of the jurisdiction of its registration, or
- (c) in any case, the vesting in, or transfer to, a person of the Shares of a Member without that person becoming a Member

2. Interpretation

- (a) In this Constitution
 - (i) a reference to a partly paid Share is a reference to a Share on which there is an amount unpaid,
 - (ii) a reference to a call or an amount called in respect of a Share includes an amount that, by the terms of issue of a Share or otherwise, is payable at one or more fixed times,
 - (iii) a reference to a Share which is jointly held is a reference to a Share for which there is more than one Member,
 - (iv) a reference to a meeting of Members includes a meeting of any class of Members,
 - (v) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative,
 - (vi) a reference to something being "**written**" or "**in writing**" includes that thing being represented or reproduced in any mode in a visible form, and
 - (vii) where a notice or document is required by this Constitution to be signed, that notice or document may be authenticated by any other manner permitted by the Corporations Act or any other law, instead of being signed
- (b) In this Constitution, headings are for convenience only and do not affect interpretation, and unless the context indicates a contrary intention
 - (i) words importing the singular include the plural (and vice versa),
 - (ii) words indicating a gender include every other gender,
 - (iii) the word "**person**" includes an individual, the estate of an individual, a corporation, an authority, an association or a joint venture (whether incorporated or unincorporated), a partnership and a trust,
 - (iv) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning, and

- (v) the word "**includes**" in any form is not a word of limitation
- (c) Unless the context indicates a contrary intention, in this Constitution
 - (i) a reference to an Article or a Schedule is to an article or a schedule of this Constitution,
 - (ii) a reference in a schedule to a paragraph is to a paragraph of that schedule,
 - (iii) a schedule is part of this Constitution, and
 - (iv) a reference to this Constitution is to this Constitution (and where applicable any of its provisions) as modified or repealed from time to time
- (d) Unless the context indicates a contrary intention, in this Constitution, a reference to any statute or to any statutory provision includes any statutory modification or re-enactment of it or any statutory provision substituted for it, and all ordinances, by-laws, regulations, rules and statutory instruments (however described) issued under it
- (e) Unless the context indicates a contrary intention
 - (i) an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act, and
 - (ii) an expression in a provision of this Constitution that is defined in section 9 of the Corporations Act has the same meaning as in that section

3. Exercise of powers

Where this Constitution confers a power or imposes a duty, then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires

4. Severing invalid provisions

If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, that does not affect or impair

- (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution, or
- (b) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of this Constitution

Schedule 2

Calls, Company Payments, Forfeiture and Liens

1. Exercise of powers

The powers of the Company under this schedule 2 may only be exercised by the Directors

2. Calls

2.1 Making a call

- (a) Subject to the Corporations Act and the terms of issue of a Share, the Company may at any time make calls on the Members of a Share for all or any part of the amount unpaid on the Share as the Directors resolve
- (b) The Company may make calls payable for one or more Members for different amounts and at different times
- (c) Subject to the terms of issue of a Share, a call may be made payable by instalments
- (d) The Company may revoke or postpone a call or extend the time for payment of a call
- (e) A call is made when the Directors resolve to make the call

2.2 Notice of a call

- (a) The Company must give Members at least 10 Business Days notice of a call
- (b) A notice of a call must be in writing and specify the amount of the call, the due date for payment of the call, the manner in which payment of the call must be made and the consequences of non-payment of the call
- (c) A call is not invalid if either or both a Member does not receive notice of the call or the Company accidentally does not give notice of the call to a Member

2.3 Payment of a call

- (a) A Member must pay to the Company the amount of each call made on the Member on the date and in the manner specified in the notice of the call
- (b) If an amount unpaid on a Share is payable, by the terms of issue of the Share or otherwise in one or more fixed amounts on one or more fixed dates, the Member of that Share must pay to the Company those amounts on those dates
- (c) A Member must pay to the Company
 - (i) interest at the rate specified in clause 7(a) on any amount referred to in clauses 2 3(a) or 2 3(b) which is not paid on or before the time appointed for its payment, from the time appointed for payment to the time of the actual payment, and
 - (ii) expenses incurred by the Company because of the failure to pay or late payment of that amount
- (d) The Company may waive payment of all or any part of an amount payable under clause 2 3(c)

- (e) The joint holders of a Share are jointly and severally liable for the payment of all calls due in respect of that Share

2.4 Recovery of a call

- (a) The Company may recover an amount due and payable under this clause 2 from a Member by
 - (i) commencing legal action against the Member for all or part of the amount due,
 - (ii) enforcing a lien on the Share in respect of which the call was made, or
 - (iii) forfeiting the Share in respect of which the call was made
- (b) The debt due in respect of an amount payable under this clause 2 in respect of a Share is sufficiently proved by evidence that
 - (i) the name of the Member sued is entered in the Register as one or more of the holders of that Share, and
 - (ii) there is a record in the minute books of the Company of
 - A in the case of an amount referred to in clause 2 3(c), that amount, or
 - B in any other case, the resolution making the call

2.5 Payment in advance of a call

- (a) The Company may
 - (i) accept from any Member all or any part of the amount unpaid on a Share held by the Member before that amount is called for,
 - (ii) pay interest at any rate the Directors resolve, on the amount paid before it is called, from the date of payment until and including the date the amount becomes actually payable, and
 - (iii) repay the amount paid to that Member
- (b) An amount paid in advance pursuant to clause 2 5(a)(i) does not confer a right to participate in
 - (i) a Dividend determined to be paid from the profits of the Company, or
 - (ii) any surplus of the Company in a winding up of the Company,for the period before the date when the amount paid would have otherwise become payable

3. Company payments on behalf of a Member

3.1 Rights of the Company

- (a) A Member or, if the Member is deceased, the Member's Personal Representative, must indemnify the Company against any liability which the Company has under any law to make a payment (including payment of a tax) in respect of

- (i) a Share held by that Member (whether solely or jointly),
- (ii) a transfer or transmission of Shares by that Member,
- (iii) a Dividend or other money which is, or may become, due or payable to that Member, or
- (iv) that Member
- (b) A Member or, if the Member is deceased, the Member's Personal Representative, must pay to the Company immediately on demand
 - (i) the amount required to reimburse the Company for a payment referred to in clause 3 1(a), and
 - (ii) pay to the Company interest at the rate specified in clause 7(a) on any amount referred to in clause 3 1(a) paid by the Company, from the date of payment by the Company until and including the date the Company is reimbursed in full for that payment
- (c) The Company may refuse to register a transfer of any Shares by a Member referred to in clause 3 1(a), or that Member's Personal Representative, until all money payable to the Company under this clause 3 1 has been paid
- (d) The powers and rights of the Company under this clause 3 1 are in addition to any right or remedy that the Company may have under the law which requires the Company to make a payment referred to in clause 3 1(a)

3.2 Recovery of Company payments

- (a) The Company may recover an amount due and payable under clause 3 1 from the Member or the Member's Personal Representative by any or all of
 - (i) deducting all or part of that amount from any other amount payable by the Company to that person in respect of the Shares of that person,
 - (ii) commencing legal action against that person for all or part of that amount, or
 - (iii) enforcing a lien on one or more of the Shares of that person
- (b) The Company may waive any or all of its rights of the Company under clause 3

4. Forfeiture

4.1 Forfeiture procedure

The Company may forfeit a Share of a Member by a resolution of Directors if

- (a) that Member does not pay a call or instalment on that Share on or before the date for its payment,
- (b) the Company gives that Member notice in writing
 - (i) requiring the Member to pay that call or instalment, any interest on it and all expenses incurred by the Company by reason of the non-payment, and

- (ii) stating that the Share is liable to be forfeited if that Member does not pay to the Company, at the place specified in the notice, the amount specified in the notice, within 10 Business Days (or any longer period specified) after the date of the notice, and
- (c) that Member does not pay that amount in accordance with that notice

4.2 Notice of forfeiture

- (a) When any Share has been forfeited, the Company must
 - (i) give notice in writing of the forfeiture to the Member registered as its holder before the forfeiture, and
 - (ii) record the forfeiture with the date of forfeiture in the Register
- (b) Failure by the Company to comply with any requirement in clause 4 2(a) does not invalidate the forfeiture

4.3 Effect of forfeiture

- (a) The forfeiture of a Share extinguishes
 - (i) all interests in that Share of the former Member, and
 - (ii) all claims against the Company in respect of that Share of the former Member, including all Dividends determined to be paid in respect of that Share and not actually paid
- (b) A former Member of a forfeited Share must pay to the Company
 - (i) all calls, instalments, interest and expenses in respect of that Share at the time of forfeiture, and
 - (ii) interest at the rate specified in clause 7(a) on those amounts from the time of forfeiture until and including the date of payment of those amounts

4.4 Sale or reissue of forfeited Shares

The Company may sell, otherwise dispose of or reissue, a Share which has been forfeited on any terms and in any manner as the Directors resolve

4.5 Cancellation of forfeited Shares

The Company may by ordinary resolution passed at a general meeting cancel a Share which has been forfeited under the terms on which the Share is on issue

4.6 Proof of forfeiture

A certificate in writing from the Company signed by a Director or Secretary that a Share was forfeited on a specified date is sufficient evidence of

- (a) the forfeiture of that Share, and
- (b) the right and title of the Company to sell, dispose or reissue that Share

4.7 Waiver or cancellation of forfeiture

Subject to the Corporations Act, the Company may

- (a) waive any or all of its rights under clause 4, and
- (b) at any time before a sale, disposition, reissue or cancellation of a forfeited Share, cancel the forfeiture on any terms as the Directors resolve

5. Liens

5.1 First ranking lien

The Company has a first ranking lien on

- (a) each Share registered in the name of a Member,
- (b) the proceeds of sale of those Shares, and
- (c) all Dividends determined to be payable in respect of those Shares,
for
- (d) each unpaid call or instalment which is due but unpaid on those Shares,
- (e) all amounts which the Company is required by law to pay, and has paid, in respect of those Shares (including any payment under clause 3) or the forfeiture or sale of those Shares, and
- (f) all interest and expenses due and payable to the Company under this schedule 2

5.2 Enforcement by sale

The Company may sell a Share of a Member to enforce a lien on that Share if

- (a) an amount secured by that lien is due and payable,
- (b) the Company gives that Member or the Member's Personal Representative notice in writing
 - (i) requiring payment to the Company of that amount, any interest on it and all expenses incurred by the Company by reason of the non-payment, and
 - (ii) stating that the Share is liable to be sold if that person does not pay to the Company, in the manner specified in the notice, the amount specified in the notice within 10 Business Days (or any longer period specified) after the date of the notice, and
- (c) that Member or the Member's Personal Representative does not pay that amount in accordance with that notice

5.3 Release or Waiver of lien

- (a) Registration of a transfer of a Share by the Company releases any lien of the Company on that Share in respect of any amount owing on that Share, unless the Company gives notice in writing, to the person to whom that Share is transferred, of the amount owing

- (b) The Company may waive any or all of its rights of the Company under clause 5

6. Sales, disposals and reissues

6.1 Sale procedure

- (a) The Company may
- (i) receive the purchase money or consideration for Shares sold or disposed of under this schedule 2,
 - (ii) appoint a person to sign a transfer of Shares sold or disposed of under this schedule 2, and
 - (iii) enter in the Register the name of the person to whom Shares are sold or disposed
- (b) The person to whom a Share is sold or disposed under this schedule 2 need not enquire whether the Company
- (i) properly exercised its powers under this schedule 2 in respect of that Share, or
 - (ii) properly applied the proceeds of sale or disposal of those Shares,
- and the title of that person is not affected by those matters
- (c) The remedy (if any) of any person aggrieved by a sale or other disposal of Shares under this schedule 2 is in damages only and against the Company exclusively
- (d) A certificate in writing from the Company signed by a Director or Secretary that a Share was sold, disposed of or reissued in accordance with this Schedule 2 is sufficient evidence of those matters

6.2 Application of proceeds

The Company must apply the proceeds of any sale, other disposal or reissue of any Shares under this schedule 2 in the following order

- (a) the expenses of the sale, other disposal or reissue,
- (b) the amounts due and unpaid in respect of those Shares, and
- (c) the balance (if any) to the former Member or the former Member's Personal Representative, on the Company receiving the certificate (if any) of those Shares or other evidence satisfactory to the Company regarding the ownership of those Shares

7. Interest

- (a) A person must pay interest under this schedule 2 to the Company
- (i) at a rate the Directors resolve, or
 - (ii) if the Directors do not resolve, at 8% per annum
- (b) Interest payable to the Company under this schedule 2 accrues daily

- (c) The Company may capitalise interest payable under this schedule 2 at any interval the Directors resolve

Schedule 3 Transmission

8. Deceased Members

8.1 Effect of Death

- (a) If a Member in respect of a Share which is not jointly held dies, the Company must recognise only the Personal Representative of that Member as having any title to or interest in or any benefits accruing in respect of that Share
- (b) If a Member in respect of a Share which is jointly held dies, the Company must recognise only the surviving Members of that Share as having any title to or interest in, or any benefits accruing in respect of, that Share

8.2 Estates and Personal Representatives

- (a) The estate of a deceased Member is not released from any liability in respect of the Shares registered in the name of that Member
- (b) Where 2 or more persons are jointly entitled to any Share as a consequence of the death of the registered holder of that Share, they are taken to be joint holders of that Share

9. Transmission events

9.1 Transmtee right to register or transfer

- (a) Subject to the *Bankruptcy Act* 1966 and the Corporations Act, if a person entitled to a Share because of a Transmission Event gives the Directors the information they reasonably require to establish the person's entitlement to be registered as the holder of the Share, that person may
 - (i) elect to be registered as a Member in respect of that Share by giving a signed notice in writing to the Company, or
 - (ii) transfer that Share to another person
- (b) On receiving a notice under clause 9 1(a)(i), the Company must register the person as the holder of that Share
- (c) A transfer under clause 9 1(a)(ii) is subject to all provisions of this Constitution relating to transfers of Shares

9.2 Other transmtee rights and obligations

- (a) A person registered as a Member as a consequence of clause 9 1 must indemnify the Company to the extent of any loss or damage suffered by the Company as a result of that registration
- (b) A person who has given to the Directors the information referred to in clause 9 1(a) in respect of a Share is entitled to the same rights to which that person would be entitled if registered as the holder of that Share



FILE COPY

CERTIFICATE OF REGISTRATION

OF AN OVERSEA COMPANY

(Establishment of a branch)

Company No. FC028469

Branch No. BR010094

The Registrar of Companies for England and Wales hereby certifies that

NEWS AUSTRALIA INVESTMENTS PTY LIMITED

has this day been registered under Schedule 21A of the Companies Act 1985 as having established a branch in England and Wales.

Given at Companies House on **22nd July 2008**.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES