

Extract from constitution of Industry Funds Investments Ltd

19. DIRECTORS

(a) First Directors

The first Directors must be appointed by the majority of the subscribers to the Constitution.

(b) Number of Directors

Unless otherwise determined by the Company in general meeting:

- (i) the number of Directors shall be not less than 4;
- (ii) the maximum number (if any) of Directors will be determined by the Directors
- (iii) the Company may by resolution appoint or remove a Director; and
- (iv) each Member shall be entitled to appoint one Director and to remove or replace any Director appointed by it or them; and.
- (v) The minimum number of Australian resident Directors must be at least a simple majority of the total number of Directors

Amended per Shareholder resolution dated 29 August 2011.

(c) Share Qualification

The Directors are not required to have any share qualification.

(d) Appointment by General Meeting

The Company may by Ordinary Resolution appoint any person as a Director, either to fill a casual vacancy or in addition to the existing Directors.

(e) Appointment by Directors

The Directors may appoint any person as a Director either to fill a casual vacancy or in addition to the existing Directors but the total number of Directors must not exceed the maximum number determined in accordance with this Constitution.

(f) Removal of Directors

Subject to any agreement between the Members entitled to vote at a general meeting as to the appointment of Directors, and any agreement between the Company and the relevant Director, a Director holds office until the Director dies, is removed from office or vacates that office pursuant to this Constitution.

(g) Disqualification of Directors

The office of a Director becomes vacant if the Director

- (i) becomes an insolvent under administration or makes any arrangement with his or her creditors;
- (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
- (iii) resigns, retires or is removed from the office of Director; or
- (iv) ceases to be or is prohibited to be a Director pursuant to the Corporations Law, the Relevant Requirements or this Constitution.

(h) Directors may hold Other Office

A Director may hold any other office in the Company in addition to the Directorship on any terms as to tenure and remuneration and otherwise as determined by the Directors.

(i) Alignment with Parent Company

- (i) For so long as the Company remains a wholly owned subsidiary of Industry Fund Services Limited, any person nominated and appointed as a director of the Company must at that time hold the position of director of Industry Funds Services Limited;
- (ii) If at any time and for whatever reason a person ceases to be a director of Industry Fund Services Limited, that person will immediately resign as a director of the Company; &
- (iii) All persons appointed to the role of director of Industry Fund Services Limited will also be appointed to be directors of the Company, under the same terms & conditions that govern their appointment to the board of Industry Funds Services Limited.

Extract from constitution of Industry Fund Services Ltd

16. APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

16.1 Number of directors

The number of directors must not be less than any regulatory requirement but in any case not fewer than three (3) and no more than eight (8).

16.2 Appointment of directors

- (a) Where the Company is the a subsidiary of another company (Holding Company), the Holding Company may only by written notice served on the Company appoint or remove a director by written notice served on the Company and subject to compliance with Rule 16.3.

- (b) The directors may appoint any natural person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but the total number of directors must not at any time exceed the maximum number allowed under this constitution.
- (c) A director appointed pursuant to Rule 16.2(b):
 - (1) holds office until the end of the first general meeting of the Holding Company held after their appointment or, in the case of Mr Michael Migro, until 31 May 2013 (inclusive); and
 - (2) may be considered for appointment pursuant to Rule 16.3 at the first, or any subsequent, general meeting of the Holding Company held after their appointment.
- (d) Subject to Rule 16.7 and to the terms of any agreement entered into between the company and the relevant director, a director holds office until the director dies or is removed from office under this Rule 16.2.
- (e) The appointment of a director to the Board is limited to three consecutive full three year terms, unless it is determined that in the interests of the proper management and governance of the Company, the term of a particular director should be extended.

16.3 Appointment and removal of director

- (a) This Rule 16.3 only applies while the Company has a Holding Company.
- (b) The board must establish a Director Nominations Committee as set out in Attachment 1.
- (c) Subject only to Rule 16.3(d), directors, employees and consultants of members of the Holding Company (each a **Related Person**) are not eligible to act as directors of the Company.
- (d) A Related Person appointed a director of the Company prior to the date Rule 16.3(c) was inserted into the constitution, is eligible to act as a director of the Company until 31 December 2014.
- (e) If the Holding Company wishes to appoint a director:
 - (1) The Director Nominations Committee must nominate a person to fill a vacancy (**First Nominee**) in accordance with clause C7 of Attachment 1.
 - (2) The Holding Company must convene a general meeting of its members (**Holding Company Meeting**) at which the appointment of the First Nominee as a director of the Company is considered.
 - (3) If the First Nominee is approved for appointment as a director of the Company by an ordinary resolution of members of the Holding Company at a Holding Company Meeting (**Holding Company Members' Resolution**), the Holding Company must appoint the First Nominee as a director of the Company.

- (4) If the First Nominee is not approved for appointment as a director of the Company by a Holding Company Members' Resolution, the board of the Holding Company must convene a Holding Company Meeting within a reasonable period of time at which an alternative person, selected by the Director Nominations Committee (**Second Nominee**) in accordance with clause C7 of Attachment 1 will be considered for appointment as a director of the Company.
- (5) If the Second Nominee is approved for appointment as a director of the Company by a Holding Company Members' Resolution, the Holding Company must appoint the Second Nominee as a director of the Company.
- (6) If the Second Nominee is not approved for appointment as a director of the Company by a Holding Company Members' Resolution:
 - (A) any member or members of the Holding Company with at least twenty percent of the votes that may be cast at any Holding Company Meeting; and
 - (B) any director or directors of the Company with at least twenty percent of the votes that may be cast at a meeting of the board of directors of the Company,may each nominate one other candidate who was not a First Nominee or Second Nominee (each, a **Third Nominee**) to be eligible for appointment as a director of the Company to fill a vacancy and any such nominations will be considered at a subsequent Holding Company Meeting convened within a reasonable period or by postal vote. The Third Nominee with the most votes at the Holding Company Meeting or by postal vote (as applicable) will be approved for appointment as a director of the Company to fill the vacancy and the Holding Company must appoint that Third Nominee as a director of the Company.
- (7) No person may be nominated as a director to fill a vacancy unless they have signed a consent to nomination and appointment.

The Holding Company has advised the Company that it wishes to appoint directors to fill the vacancies that will arise by reason of Rule 16.8 on 31 May 2013 and, accordingly, a meeting of the Director Nominations Committee must be held on or before 31 March 2013 for the purpose of the Committee nominating persons to fill those vacancies in accordance with Attachment 1.

- (f) If a Holding Company Member's Resolution resolves that a director be removed as a director of the Company, the Holding Company must remove that director

16.4 Remuneration of directors

The directors will be entitled to be paid the remuneration determined by the Company by resolution.

16.5 Director's expenses

The directors will be entitled to be paid all reasonable travelling and other expenses properly incurred by them:

- (a) in attending meetings of the directors or any committee of the directors;
- (b) in attending general meetings of the Company; or
- (c) in connection with the Company's business.

16.6 No shareholding requirement

Directors are not required to hold shares in the Company.

16.7 Vacation of director's office

The office of a director becomes vacant if:

- (a) required by the Law;
- (b) the director is removed under these Rules;
- (c) the director dies or becomes mentally incapacitated or the director's estate is liable to be dealt with under a law relating to mental health;
- (d) the director becomes bankrupt or makes any arrangement or composition with creditors;
- (e) the director resigns;
- (f) the director is absent from directors' meetings for at least six (6) months without the consent of the other directors;
- (g) the director holds any other office of profit under the Company, except that of managing director, without the consent of the Company in general meeting; or
- (h) in the circumstances prescribed by Rule 16.8.

16.8 Vacancy by rotation of directors

- (a) This Rule 16.8 only applies while the Company has a Holding Company.
- (b) Subject to Rule 16.7 and Rule 16.8(c), the appointment of each director commences at appointment and ends no later than 3 years after 1 January in the year immediately following the year in which the director was appointed in accordance with Rule 16.3 unless otherwise determined and resolved at the Holding Company Meeting at which that director's appointment was approved and noted in the minutes of that Holding Company Meeting (**Rotation Period**).
- (c) Each year one-third of the directors must retire as directors (or, if the number of directors is not a multiple of three then the number nearest to but not exceeding one-third of the directors must retire as directors). This Rule and Rule 16.8 (d) shall not apply in the case of the 2012 calendar year.

- (d) The directors to retire by rotation each year must include any director who wishes to retire and does not wish to be re-appointed as a director. Any further director or directors required to retire must be such director or directors whose Rotation Period ends soonest.
- (e) If there are two or more directors whose Rotation Period end at the same time, and agreement cannot be reached between those directors on who will retire, the director or directors who will retire will be determined by lot.
- (f) A retiring director is eligible for re-appointment.
- (g) Unless a Holding Company Members' Resolution is passed to approve the appointment of some other person to fill the office of director to be vacated by a retiring director, a retirement by rotation at a Holding Company Meeting does not become effective until the end of that Holding Company Meeting.
- (h) Despite anything else in this Rule 16.8 but subject to Rule 16.8(i), each director must retire at or before the end of his or her Rotation Period. The end of the Rotation Period for each director in office as at the date this Rule 16.8 was inserted is set out in Rule 16.8(j). Despite any other provision in this Rule 16.8, the end of the Rotation Period of Mr Tony Beck and Ms Gemma Pinnell which, but for this rule would end on 31 December 2012, shall be 31 May 2013. (amended by resolution of shareholder 22 November 2012)
- (i) If a Holding Company Meeting is not held during the last six months of a director's Rotation Period, that director must retire at the first Holding Company Meeting held after the end of his or her Rotation Period.

Attachment 1 - Director Nominations Committee

Structure

- A1 The board must appoint 3 persons to the Director Nominations Committee.
- A2 The shareholders of the Holding Company (**Holding Company Shareholders**) must appoint 3 persons to the Director Nominations Committee.
- A3 Appointment to the Director Nominations Committee will be for one year or as determined by the board or Holding Company Shareholders (as applicable).
- A4 Each person on the Director Nominations Committee must enter into an agreement with the Company to keep confidential the assessments under clause B1, during and after their appointment or other assessments that they become aware of in that capacity.
- A5 The Director Nominations Committee will be chaired by one of its members appointed by the board in accordance with clause A1 (**Committee Chair**).

- A6 The company secretary of the Company will act as secretary of the Director Nominations Committee.
- A7 The Committee Chair will call a meeting of the Director Nominations Committee if so requested by any member of the Director Nominations Committee.
- A8 The Director Nominations Committee must meet at least annually (by no later than 30 September in each year) and when otherwise required to assess any other person as a potential director.
- A9 The quorum for a Director Nominations Committee meeting is 2 members of the Director Nominations Committee appointed by the board and 2 members of the Director Nominations Committee appointed by the Holding Company Shareholders.
- A10 Any decision of the Director Nominations Committee will be decided by a majority of votes of members appointed by the board (in accordance with clause A1) present and voting and by a majority of votes of members appointed by Holding Company Shareholders (in accordance with clause A2) present and voting. In the case of equality of votes, the Committee Chair will not have a casting vote.
- A11 A member of the Director Nominations Committee is not entitled to be present when his or her performance is being evaluated or if he or she is being considered for nomination as a candidate for appointment as a Director. If such member of the Director Nominations Committee was appointed by:
- the board pursuant to clause A1, the board may appoint an alternate to attend the relevant meeting and to act as a member of the Director Nominations Committee; or
 - the Holding Company Shareholders pursuant to clause A2, the Holding Company Shareholders may appoint an alternate to attend the relevant meeting and to act as a member of the Director Nominations Committee.

A12 The Director Nominations Committee may choose to engage the services of an adviser to:

- facilitate the collation of names of relevant persons for nomination;
- submit further names of relevant persons for consideration;
- conduct reference interviews; and
- any other actions determined by the Director Nominations Committee.

A13 The initial members of the Director Nominations Committee appointed by the board of the Company will be [*insert initial members*].

The role of the Director Nominations Committee

The role of the Director Nominations Committee is to:

- B1 assess all persons nominated as director candidates, including existing directors, prior to election as a director;
- B2 set a formal and transparent procedure for selecting candidates for appointment to the board as a director;
- B3 develop criteria for selection of candidates for the board in the context of the board's existing composition and structure retaining adequate expertise while remaining open to new ideas and independent thinking;
- B4 make recommendations to the board and the Holding Company Shareholders on the appointment and removal of directors;
- B5 develop succession plans; and
- B6 ensure that proceedings of all meetings are minuted and signed by the Committee Chair and provided to the board and Holding Company Shareholders within 6 working days of each meeting.

Selection process

- C1 The board may submit an agreed list of candidates, including retiring board members, to the Director Nominations Committee for consideration.
- C2 The Holding Company Shareholders may submit an agreed list of candidates, including retiring board members, to the Director Nominations Committee for consideration.
- C3 No less than 14 days before the meeting of the Director Nominations Committee to assess candidates, a combined list of all candidates submitted will be forwarded to the board and to the Holding Company Shareholders.
- C4 The board may meet to discuss the combined list of candidates and to advise its representatives on the Director Nominations Committee of their preferred candidate(s).

- C5 The Holding Company Shareholders may meet to discuss the combined list of candidates and to advise its representatives on the Director Nominations Committee of their preferred candidate(s).
- C6 The Director Nominations Committee will meet, assess the candidates and seek to decide the nominee(s) for consideration pursuant to Rule 16.3 of the constitution.
- C7 The Director Nominations Committee will formally advise the Holding Company Shareholders and the board of its nominee(s) to fill the director vacancy or vacancies pursuant to Rule 16.3 of the constitution.