

I certify that this is a true copy of the original document, which I have sighted.

Richard Sheppard

Richard Sheppard
Chief Executive Officer
Macquarie Bank Limited

NATIONAL COMPANIES AND SECURITIES COMMISSION

Registered No.

...CL 19592...

Certificate of Incorporation on Change of Name of Company

This is to certify that

MACQUARIE ASSOCIATES LIMITED originally called PLENA LIMITED
and formerly named BOND ST. ASSOCIATES LIMITED

which was on the TWENTY-SIXTH day of APRIL 19 83

incorporated under COMPANIES ACT 1981 as a PUBLIC

company, on the THIRTIETH day of JANUARY 19 85

changed its name to... MACQUARIE BANK LIMITED

and that the company is a PUBLIC company,

and is a company limited by shares

Given under the seal of the National Companies and Securities Commission

at Canberra on this THIRTIETH day of JANUARY 19 85



C. Scheele

A person authorised by the Corporate
Affairs Commission — Delegate of the
National Companies and Securities Commission.

EV
165/66

AUSTRALIAN CAPITAL TERRITORY
Companies Act 1981

Companies Form 27
[Sub-section 72(9)]

NATIONAL COMPANIES AND SECURITIES COMMISSION

Registered No.
CL. 19592

Certificate of Incorporation on Change of Name of Company

This is to certify that

BOND ST. ASSOCIATES LIMITED formerly called
PLENA LIMITED
which was on the TWENTY-SIXTH day of APRIL 1983
incorporated under COMPANIES ACT 1981 as a PUBLIC
company, on the NINTH day of MARCH 19 84
changed its name to MACQUARIE ASSOCIATES LIMITED
and that the company is a PUBLIC company,
and is a company limited by Shares.

Given under the seal of the National Companies and Securities Commission
at Canberra on this NINTH day of MARCH 19 84



C. Scheele.

A person authorised by the Corporate
Affairs Commission — Delegate of the
National Companies and Securities Commission.

AUSTRALIAN CAPITAL TERRITORY
Companies Act 1981

Companies Form 27
[Sub-section 72(9)]

NATIONAL COMPANIES AND SECURITIES COMMISSION

Registered No.

CL 19592

Certificate of Incorporation on Change of Name of Company

This is to certify that

PLENA LIMITED

which was on the TWENTY-SIXTH day of APRIL 1983

incorporated under COMPANIES ACT 1981 as a PUBLIC

company, on the FOURTH day of OCTOBER 1983

changed its name to BOND ST. ASSOCIATES LIMITED

and that the company is a PUBLIC company,

and is A company limited by shares

Given under the seal of the National Companies and Securities Commission
at Canberra on this SEVENTH day of OCTOBER 1983



[Signature]
A person authorised by the Corporate
Affairs Commission — Delegate of the
National Companies and Securities Commission.

AUSTRALIAN CAPITAL TERRITORY
Companies Act 1981

Companies Form 16
[Sub-section 35(2)]

NATIONAL COMPANIES AND SECURITIES COMMISSION

Registered No.
C.L.19592

**Certificate of Incorporation of
Public Company**

This is to certify *that*

PLENA LIMITED

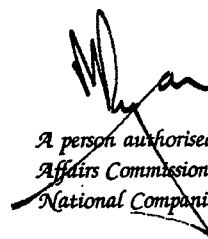
is on and from the TWENTY-SIXTH *day of* APRIL 19 83

incorporated as a public company, being a company limited by shares

Given *under the seal of the National Companies and Securities Commission*

at Canberra on this FOURTH *day of* MAY 19 83




*A person authorised by the Corporate
Affairs Commission — Delegate of the
National Companies and Securities Commission.*

~~Replaced~~
Adopted 30/7/10

**CONSTITUTION
OF
MACQUARIE BANK LIMITED**

ACN 008 583 542

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1. DEFINITIONS

In this Constitution:

"Article" means a particular article of this Constitution as amended from time to time;

"Board" means all or some of the Voting Directors acting as a board;

"business day" has the meaning assigned to it for the purpose of the Listing Rules;

"Company" means Macquarie Bank Limited ACN 008 583 542 and whatever its name may be from time to time;

"Constitution" means this constitution as amended from time to time;

"Corporations Act" means the Corporations Act 2001 (Cth) as amended, supplemented or replaced from time to time;

"CS Facility" has the same meaning as prescribed CS facility in the Corporations Act.

"CS Facility Operator" means the operator of a CS Facility.

"Director" means either a Voting Director (and where appropriate includes an alternate Voting Director) or a Non-Voting Director;

"Exchange" means Australian Stock Exchange Limited;

"Executive Voting Directors" means Voting Directors who are employees of the Company;

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

"Non-Executive Voting Directors" means Voting Directors who are not employees of the Company;

"Non-Voting Director" means a person appointed to be a Non-Voting Director pursuant to Article 53;

"Operating Rules" means the operating rules of a CS Facility regulating the settlement, clearing and registration of uncertificated shares as amended, varied or waived (whether in respect of the Company or generally) from time to time.

"seal" means the common seal of the Company and includes any official seal of the Company;

"secretary" means any person appointed to perform the duties of a secretary of the Company;

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

"subsidiary" has the meaning assigned to that word in the Corporations Act;

"Voting Directors" means the Directors granted power by this Constitution to manage the business of the Company as the Board; and

"Voting Share" has the same meaning as used in the Corporations Act.

2. INTERPRETATION

(1) In this Constitution:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (c) the singular includes the plural and vice versa;
- (d) unless the contrary intention appears in this Constitution, a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provisions, whether by the State or the Commonwealth of Australia;
- (e) unless the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and

(f) headings are inserted for convenience and do not affect the interpretation of this Constitution.

(2) **Replaceable Rules not to Apply**

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

(3) **Primacy of Corporations Act**

This Constitution is to be interpreted subject to the Corporations Act.

3. **SHARES**

- (1) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Corporations Act and this Constitution, shares in the Company for the time being unissued are under the control of the Voting Directors who may issue, allot or otherwise dispose of the same to such persons on such terms and conditions and at such times and with such preferred, deferred or other special rights or such restrictions whether with regard to dividend, voting, return of capital or otherwise as the Voting Directors determine and for such consideration as the Voting Directors determine.
 - (2) Without limiting the generality of paragraph (1) of this Article, issued shares shall include fully paid ordinary shares and partly paid ordinary shares.
 - (3) The Voting Directors have the power to grant to any persons options or other securities with rights of conversion to shares or pre-emptive rights to any shares for any consideration and for any period.
4. (1) Subject to the Corporations Act, any preference shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed.
- (2) While the share capital is divided into different classes of shares (and, for the purposes of this Article, shares which are partly paid shall be considered a different class) the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class or as otherwise provided by this Constitution) may, whether or not the Company is being wound up, be varied as provided in this Constitution, or with the consent in writing of the holders of three-quarters of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of the class.
 - (3) The provisions of this Constitution relating to general meetings apply so far as they are capable of application and with any necessary changes to every separate meeting of the holders of a class of shares except that:
 - (a) a quorum is constituted by at least two persons who, between them, hold or represent one-third of the issued shares of the class (unless only one person holds all of the shares of the class, in which case that person constitutes a quorum); and
 - (b) any holder of shares of the class, present in person or by proxy, or attorney or representative, may demand a poll.
 - (4) The Company is not bound to issue more than one certificate or statement for Shares held jointly by several persons.

5. PREFERENCE SHARES

- (1) In this Article 5:

Fully Franked Dividend means a dividend the whole of which is taken to have been franked under section 160AQF of the Tax Act.

Holder means the person or persons for the time being registered as the holder of a Preference Share.

Issue Price means the issue price of the Preference Share specified in the Terms of Issue.

Ordinary Share means an ordinary fully paid share in the Company.

Preference Share has the same meaning as used in the Corporations Act.

Tax Act means the Income Tax Assessment Act 1936 and the Income Tax Assessment Act 1997 (as amended).

Terms of Issue means the terms of issue determined by the Directors under Article 3(1) and upon which a Preference Share is issued.

- (2) In the event of any inconsistency between this Article 5 and any other Article, this Article prevails.
- (3) The Voting Directors may in accordance with Article 3(1) issue and allot any share on the footing that it is a Preference Share which confers on the Holder the rights set out in this Article 5 and in its Terms of Issue.
- (4) The rights attached to a class of Preference Shares may not be varied or abrogated except:
- (a) with the consent in writing of the Holders of three-quarters of the Preference Shares in that class; or
 - (b) with the sanction of a special resolution passed at a meeting of the Holders of those Preference Shares.
- (5) Any:
- (a) issue of equity securities; or
 - (b) conversion of existing securities to other securities,

ranking in priority to an existing class of Preference Shares is for the purposes of this Article 5 a variation of the rights attaching to those Preference Shares.

- (6) Any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed. Subject to the Corporations Act and the Terms of Issue, the Company may, at any time and from time to time out of any profits or moneys of the Company which may be lawfully applied for that purpose, redeem all or any of the Preference Shares by paying to the Holder in respect of each Preference Share so redeemed an amount equal to the amount payable on redemption, determined under the Terms of Issue.
- (7) A Preference Share confers on the Holder the right to dividends specified in its Terms of Issue. The dividends may be cumulative or non-cumulative and may include base, supplementary and other components.
- (8) The Terms of Issue may also require the dividend to be a Fully Franked Dividend and provide for an adjustment of the amount of the dividend if it is not a Fully Franked Dividend.
- (9) If the Terms of Issue so provide, where a dividend on that class of Preference Shares is not paid in full on the due date, the Company must not without approval of a special resolution passed at a separate meeting of Holders:
 - (a) declare or pay a cash dividend or make any distribution in respect of shares or any class of shares other than that class of Preference Shares or any other class of Preference Share ranking ahead of that class for payment of dividends or distributions of that type;
 - (b) redeem, reduce, cancel or acquire for any consideration any share capital of the Company; or
 - (c) set aside any cash or property or establish any sinking fund for anything referred to in (a) or (b),until such time as is specified in the Terms of Issue.
- (10) Each Preference Share ranks ahead of all Ordinary Shares in the Company:
 - (a) for the payment of dividends; and
 - (b) in a winding up of the Company, for payment of an amount equal to its Issue Price.

- (11) Unless otherwise specified in the Terms of Issue, a Preference Share carries no right to participate in the profits or assets of the Company (whether surplus or otherwise) except for payment of dividends and, in a winding up, for payment of an amount equal to its Issue Price.
- (12) Unless otherwise specified in the Terms of Issue, a Preference Share carries no right to participate in any issues of Ordinary Shares or other securities.
- (13) Each Holder has the right to receive notices of all general meetings (and documents included with those notices) and to attend and speak at general meetings but with no right to move or second resolutions or vote at a general meeting, except in any one or more of the following circumstances:
 - (a) if at the time of commencement of the meeting a dividend (or part of a dividend) on the Preference Shares held by that Holder is in arrears;
 - (b) on a proposal to reduce the Company's share capital;
 - (c) on a resolution to approve the terms of a buy-back agreement;
 - (d) on a proposal that affects rights attaching to a Preference Share held by that Holder;
 - (e) on a proposal to wind up the Company;
 - (f) on a proposal for the disposal of the whole of the Company property, business and undertaking;
 - (g) during the winding up of the Company; and
 - (h) on such other matters as are specified in the Terms of Issue and permitted by the Listing Rules.
- (14) A Preference Share converts or is convertible into an Ordinary Share (or, if specified in the Terms of Issue, other security of the Company) in the circumstances and on the terms set out in the Terms of Issue.

6. RECOGNITION OF INTERESTS

- (1) Except as required by law, the Company shall not recognise a person as holding a share upon any trust.

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

7. LIEN

- (1) The Company has a first and paramount lien on:
 - (a) a partly paid share for all unpaid calls or instalments that are due but unpaid on that share;
 - (b) all partly paid shares registered in the name of a sole holder for all money presently payable by him or his estate to the Company in respect of those shares;
 - (c) all money which the Company is required by law to pay, and has paid, in respect of that share;
 - (d) reasonable interest on the amount due from the date it becomes due until payment; and
 - (e) reasonable expenses of the Company in respect of the default on payment.
- (2) The Voting Directors may at any time exempt a share wholly or in part from the provisions of this Article.
- (3) The Company's lien (if any) on a share extends to all dividends and other distributions payable in respect of the share.
- (4) If the Company has a lien on shares the Company may apply a holding lock to the shares.
- (5) A member must reimburse the Company on demand in writing for all payments the Company makes to a government or taxing authority in respect of the member, the death of a member or the member's shares or any distributions on the member's shares, including dividends, where the Company is either:
 - (a) required by law to make the relevant payment; or
 - (b) advised by a lawyer qualified to practice in the jurisdiction of the relevant government or taxing authority that the Company is required by law to make the relevant payment.

The Company is not obliged to advise the member in advance of its intention to make the payment.

- (6) The obligation of the member to reimburse the Company is a debt due to the Company as if it were a call on all the member's shares, duly made at the time when the written demand for reimbursement is given by the Company to the member. The provisions of this Constitution relating to non-payment of calls, including payment of interest and sale of the member's shares under lien, apply to the debt.

8. SALE UNDER A LIEN

- (1) Subject to paragraph (2) of this Article, the Company may sell, in such manner as the Voting Directors think fit, any shares on which the Company has a lien.
 - (2) A share on which the Company has a lien shall not be sold unless:
 - (a) a sum in respect of which the lien exists is presently due and payable; and
 - (b) the Company has, not less than 14 days before the date of the sale, given to the registered holder for the time being of the share, or the person entitled to the share by reason of the death or bankruptcy of the registered holder, a notice in writing setting out and demanding payment of such part of the amount in respect of which the lien exists as is presently payable.
- 9.**
- (1) For the purpose of giving effect to a sale mentioned in Article 8, the Voting Directors may authorise a person to transfer the shares sold to the purchaser of the shares.
 - (2) The Company shall register the purchaser as the holder of the shares comprised in any such transfer and the purchaser is not bound to see to the application of the purchase money.
 - (3) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.
 - (4) The Company's lien on a share is extinguished if a transfer of the share is registered without the Company giving notice of the lien to the transferee.
- 10.** The proceeds of a sale mentioned in Article 8 shall be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) shall (subject to any like lien for sums not presently payable that existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

11. CALLS ON SHARES

- (1) Subject to the terms of issue of any shares, the Voting Directors may make calls upon the members in respect of any money unpaid on the shares of the members and not by the terms of issue of those shares made payable at fixed times or by reference to a particular event.
 - (2) The Voting Directors may revoke or postpone a call.
 - (3) The non-receipt of a notice of any call by, or the accidental omission to give notice of a call to, a member does not invalidate the call.
12. A call shall be deemed to have been made at the date specified by the resolution of the Board or if there is no date specified the date when the resolution of the Voting Directors authorising the call was passed. A reference to a resolution of the Board or of Voting Directors includes a resolution of a Committee appointed for this purpose. A call may be required to be paid by instalments.

13. JOINT HOLDERS

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

14. REMEDIES FOR UNPAID CALLS

If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment for the sum to the time of actual payment at such rate not exceeding 8% per annum or as the Voting Directors determine, but the Voting Directors may in their discretion waive payment of that interest wholly or in part.

15. Any sum that, by the terms of issue of a share, becomes payable on issue of the share or at a fixed date, is to be taken to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable. In the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

16. DIFFERENTIATION BETWEEN SHAREHOLDERS AS TO CALLS

The Voting Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

17. PAYMENT OF CALLS

- ~~(1) The Voting Directors shall accept from a member the whole or a part of the amount unpaid on a share at any time although no part of that amount has been called up.~~
- (2) The Voting Directors may authorise payment by the Company of interest upon the whole or any part of an amount so accepted until the amount becomes payable at such rate, not exceeding 8% per annum or as the Voting Directors determine.

18. TRANSFER OF SHARES

- (1) Subject to this Constitution and the Listing Rules, a member may transfer all or any of the member's shares:
- (a) as provided by the Operating Rules of a CS Facility, if applicable; or
 - (b) by any other method of transfer which is required or permitted by the Corporations Act and the Exchange.

- (2) If a duly completed instrument of transfer:

- (a) is used to transfer a share in accordance with Article 18(1)(b); and
- (b) is left for registration at the share registry of the Company, accompanied by any information that the Voting Directors properly require to show the right of the transferor to make the transfer,

the Company must, subject to the powers vested in the Voting Directors by this Constitution, register the transferee as the holder of the share.

- (3) Except as provided by any applicable Operating Rules of a CS Facility, a transferor of a share remains the holder of the share transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect of the share.

- (4) The Company must register all registrable transfer forms, split certificates, renunciations and transfers, issue certificates and transmission receipts and mark or note transfer forms without imposing a charge except where a charge is permitted by the Listing Rules.

19. THE BOARD'S POWERS TO DECLINE TO REGISTER

If permitted by the Listing Rules the Voting Directors may:

-
- (a) request any applicable CS Facility Operator to apply a holding lock to prevent a transfer of shares in the Company from being registered on the CS Facility's subregister; or
-
- (b) refuse to register a transfer of shares in the Company to which paragraph (a) does not apply.
20. (1) If, in the exercise of their rights under Article 19, the Voting Directors refuse to register a transfer of shares or request any applicable CS Facility Operator to apply a holding lock they must give in accordance with the Listing Rules, in the case of refusal to register, a written notice of the refusal to the transferee and the broker lodging the transfer (if any) and, in the case of application of a holding lock, a written notice to the holder of the affected securities. Failure to give such notice will not invalidate the decision of the Voting Directors.
- (2) The Voting Directors must:
- (a) request any applicable CS Facility Operator to apply a holding lock to prevent transfer of shares in the Company from being registered on the CS Facility's subregister; or
- (b) refuse to register any transfer of shares in the Company to which paragraph (a) of this Article does not apply,
- if:
- (c) the Listing Rules require the Company to do so; or
- (d) the transfer is in breach of the Listing Rules or a Restriction Agreement.
- (3) The Company must retain every instrument of transfer which is registered for two (2) years or for such other period as the Voting Directors determine.
-
- (4) If the Voting Directors refuse registration of a transfer the transfer must be returned to the person who deposited it if demand is made within 12 months of the giving of notice of refusal to register unless there has been an allegation of fraud concerning the transfer or the transaction to which it relates.

21. CLOSURE OF THE REGISTER

The registration of transfers may be suspended at such times and for such periods as the Voting Directors from time to time determine, not exceeding in the whole 30 days in any year. Closure of the register must be effected in accordance with the Listing Rules and the Operating Rules.

22. TRANSMISSION OF SHARES

In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but this Article does not release the estate of a deceased joint holder from any liability in respect of a share that had been jointly held by him with other persons.

23. (1) Subject to the Bankruptcy Act, 1966 of the Commonwealth and this Constitution, a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such information being produced as is properly required by the Voting Directors, elect either to be registered himself as holder of the share or to have some other person nominated by him registered as the transferee of the share.
- (2) If the person becoming entitled elects to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (3) If he elects to have another person registered he shall effect a transfer of the share to that other person.
- (4) All the limitations, restrictions and provisions of this Constitution relating to the right to transfer, and the registration of transfers of, shares are applicable to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
24. (1) Where the registered holder of a share dies or becomes bankrupt, his personal representative or the trustee of his estate, as the case may be, is, upon the production of such information as is properly required by the Voting Directors, but subject to this Constitution and the terms of issue of such shares, entitled to the same dividend and other advantages, and to the same rights, duties and obligations (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt.
- (2) Where 2 or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purpose of this Constitution, be deemed to be joint holders of the share.
25. If a person entitled to shares because of the mental incapacity of a member gives the Voting Directors the information they reasonably require to establish the person's entitlement to be registered as the holder of the shares:

- (a) the person may:
 - (i) by giving a written and signed notice to the Company, elect to be registered as the holder of the shares; or
 - (ii) by giving a completed transfer form to the Company, transfer the shares to another person; and
- (b) the person is entitled, whether or not registered as the holder of the shares, to the same rights as the member.

On receiving an election under paragraph (a)(i), the Company must register the person as the holder of the shares.

A transfer under paragraph (a)(ii) is subject to the Articles that apply to transfers generally.

26. FORFEITURE OF SHARES

- (1) If a member fails to pay a call or instalment of a call on the day appointed for payment of the call or instalment the Voting Directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest that has accrued.
- (2) The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

27. (1) If the requirements of a notice served under Article 26 are not complied with any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Voting Directors to that effect.

- (2) Such a forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- (3) If any share is forfeited under this Article notice of the forfeiture must be given to the member holding the share immediately prior to the forfeiture and an entry of the forfeiture with the date thereof must be made in the register. Any failure to give notice or enter the forfeiture in the register does not invalidate the forfeiture.

28. (1) A forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Voting Directors think fit. At any time before a sale, re-allotment or disposition of a share the forfeiture may be cancelled on such terms as the Voting Directors think fit.
- (2) The Voting Directors may accept the surrender of any share which they are entitled to forfeit on such terms as they think fit and any share so surrendered is deemed to be a forfeited share.
29. A person whose shares have been forfeited ceases to be a member in respect of the forfeited shares but remains liable to pay to the Company all money that, at the date of forfeiture, was payable by him to the Company in respect of the shares (including interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the Voting Directors think fit to enforce payment of the interest and also expenses owing) but his liability ceases if and when the Company receives payment in full of all the money (including interest and expenses) so payable in respect of the shares.
30. A statement in writing declaring that the person making the statement is a Voting Director or a Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the statement, is prima facie evidence of the facts stated in the statement as against all persons claiming to be entitled to the share.
31. (1) The Company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may effect a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (2) Upon the transfer being completed, the transferee shall be registered as the holder of the share and is not bound to see to the application of any money paid as consideration.
- (3) The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the share.
32. The provisions of this Constitution as to forfeiture apply in the case of non-payment of any sum that, by the terms of issue of a share, becomes payable at a fixed time or by reference to a particular event, as if that sum had been payable by virtue of a call duly made and notified.
33. The Voting Directors may, as a term of the issue of a share, resolve that such share shall be exempted wholly or in part from the provisions of this Constitution as to forfeiture.

34. GENERAL MEETINGS

- (1) The Voting Directors may convene a general meeting whenever they think fit.
- (2) Notice of a general meeting must be given in accordance with Article 88 and may be given as set out below.

If a member nominates:

- (a) an electronic means by which the member may be notified that notices of meeting are available; and
- (b) an electronic means the member may use to access notices of meeting,

the Company may give the member notice of the meeting by notifying the member (using the notification means nominated by the member):

- (c) that the notice of meeting is available; and
- (d) how the member may use the electronic means nominated by the member to access the notice of meeting.

A notice of meeting given to a member by this electronic means 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.

- (3) Where a general meeting (including an annual general meeting) is convened by the Voting Directors they may by notice, whenever they think fit:
 - (a) cancel the meeting;
 - (b) subject to Article 34(5), postpone the holding of the meeting to such date and time reasonably determined by them; or
 - (c) change the place for the meeting.

This Article 34(3) does not apply to a meeting convened in accordance with the Corporations Act by a single Voting Director, by members, by the Voting Directors on the request of members or to a meeting convened by a court.

- (4) Notice of cancellation or postponement or change of place of a general meeting must state the reason for cancellation or postponement and be:

