

**REDDIFUND LIMITED**

**MEMORANDUM & ARTICLES OF  
ASSOCIATION**

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Ref: JRI:1103723

**CORPORATIONS ACT 2001**

**A COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION**

**OF**

**REDDIFUND LIMITED**

1. The name of the Company is "ReddiFund Limited".
2. The objects for which the Company is established are:
  - (1) To become and act as the trustee of a trust fund established by Deed of Trust between the parties named therein and called the "WA Construction Industry Redundancy Fund".
  - (2) To accept office as trustee of and to act as trustee of and to administer the "WA Construction Industry Redundancy Fund" and any other trust fund established for any purpose relating to the promotion and future development of the building industry in the State of Western Australia (including the trust known as "ReddiFund").
3. The liability of the Company's Members is limited by guarantee.
4. Each of the Company's Members undertakes to contribute to the property of the Company in the event of its being wound up while he is a Company Member or within one year after he ceases to be a Company Member for payment of the debts and liabilities of the Company contracted before he ceases to be a Company Member and of the costs, charges and expenses of winding-up and for adjustment of the rights of the contributories among themselves such amount as may be required not exceeding FIFTY DOLLARS (\$50.00).
5. The Company shall not be carried on for the purposes of profit or gain to its individual Company Members and shall not at any time make any distribution of income whether in money property or otherwise to its Company Members or their associates. For the purpose of this paragraph "associates" shall have the meaning attributed thereto in Section 26AAB(14) of the Income Tax Assessment Act 1936 (Commonwealth) or any statutory provision substituted thereof.
6. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Company's Members but shall be applied for such purpose or purposes relating to the promotion and the future development of the building industry in Western Australia as the liquidator of the Company shall determine.

The several persons whose names and addresses appear below were the subscribers desirous of being formed into a Company pursuant to this Memorandum of Association and who respectively, initially, undertook to contribute to the property of the Company in accordance with Clause 4 of this Memorandum of Association.

DATED this 22nd day of June 1989

NAMES/ADDRESS &  
OCCUPATION OF  
SUBSCRIBERS

RONALD ARNOLD DOUBIKIN  
Lot 3 Canning Mills Road  
Kelmscott  
Builder

JAMES SNOOKS  
42 Windarra Drive  
City Beach  
Executive Director

MAX ARCHIBALD PARK  
99 The Esplanade  
Mt Pleasant  
Businessman

RONALD KINNEY  
43 Ariti Avenue  
Wanneroo  
Union Organiser

RICHARD MELL TODD  
35 Kingston Avenue  
West Perth  
Union Organiser

ROBERT BRUCE HAMPSON  
132 Burniston Street  
Scarborough  
Union Organiser

**CORPORATIONS ACT 2001**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**REDDIFUND LIMITED**

**DEFINITIONS AND INTERPRETATION**

1. In the Company's Memorandum of Association and Articles of association:

"Articles" means these Articles of Association as, from time to time, altered by Special Resolution.

"Act" means the Corporations Act 2001 (Cwlth.) and any statutory modification thereof or any statutory provisions substituted there for.

"Company Member" and "Company's Member" mean an Employer Association or Participating Union either named as a Company member in Part 1 of the Schedule or otherwise admitted as a member of the Company.

"Directors" means the Directors for the time being of the Company and includes Alternate Directors when purporting to act in place of the alternate's appointor.

"Employer Association" means an employer association that is both a party to the WA Construction Industry Redundancy Fund Deed, or their respective successor nominated in writing to the Secretary, and becomes a Company Member in accordance with these Articles.

"Participating Union" means a Participating Union that is both a party to the WA Construction Industry Redundancy Fund Deed, or their respective successor nominated in writing to the Secretary, and becomes a Company Member in accordance with these Articles.

"the Register" means the register of the Company's Members to be kept pursuant to the Act.

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes any deputy or acting secretary.

"State" means the State of Western Australia.

"WA Construction Industry Redundancy Fund Deed" and "Trust Deed" mean the Deed made between Employer Associations and Participating Unions establishing the WA Construction Industry Redundancy Fund, as amended from time to time.

Expressions referred to in writing shall, unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in visible form. Words importing only the singular number include the plural number and vice versa. Words importing only the masculine gender include the feminine gender.

Words importing persons include corporations.

Subject to the foregoing words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Act.

2. In every case where in these Articles general expressions are used in connection with powers discretions or things such general expressions shall not be limited to or controlled by the particular powers, discretions or things with which the same are connected.
3. Any words and expressions denoting authority or permissions shall be construed as words or expressions of authority merely and shall not be construed as words or expressions denoting directions or compulsory trusts.

#### COMPANY MEMBERS

4. (1) The number of Company Members with which the Company proposes to be registered is unlimited.
  - (2) The Register shall be maintained by the Secretary to show the Company's Members from time to time, whether a Company Member is an Employer Association or Participating Union, the date membership commenced and the date any organisation ceases to be a Company Member.
  - (3) An Employer Association or Participating Union may, by notice given to the Secretary, offer to resign from membership of the Company but shall not cease to be a Company Member until the Directors resolve to accept the Company Member's resignation. An authorised officer of the relevant Employer Association or Participating Union must sign a notice of resignation from Company membership.
5. (1) The subscribers to the Memorandum of Association and such Employer Associations or Participating Unions as the Directors shall admit to membership shall be the Company's Members provided however that at all times: -
  - (a) no less than three (3) of the Company's Members shall be comprised of Employer Associations; and
  - (b) no less than two (2) of the Company's Members shall be comprised of Participating Unions; and
  - (c) subject to Article 5(3), the Directors shall (notwithstanding any provision to the contrary) determine whether a nominee shall be admitted to membership of the Company, or not, by a resolution of not less than seventy five percent (75%) of all the Directors in office (or otherwise in accordance with Article 42).

- (2) The current Company Members are the Employer Associations and Participating Unions described in Part 1 of the Schedule. Subject to Article 5(3), a prospective Company Member shall apply for membership by lodging with the Company’s Secretary an Application for Membership in the following form, or form as near thereto as circumstances admit, signed on behalf of the respective Employer Association or Participating Union seeking membership.

**“REDDIFUND LTD**

The Employer Association/Participating Union specified below hereby applies to be admitted as a Company Member and undertakes to contribute to the property of the Company in the event of it being wound up while it is a Company Member or within one year after it cease to be a Company Member for payment of the debts and liabilities of the Company contracted before it ceased to be a Company Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributees amongst themselves such amount as may be required not exceeding \$50.00 AND otherwise agree to be bound by the Memorandum and Articles of Association of the Company.

Dated .....

Name and address of Employer Association/Participating Union applying for membership:.....  
 .....  
 .....

Signed by.....(full name/position)  
 and ..... (full name/position) authorised  
 officers for and on behalf of the Employer Association/Participating Union

.....

.....

(signatures of two (2) Authorised Officers)”

- (3) As from 25 August 2020, a prospective Employer Association cannot be admitted as a Company Member unless a prospective Participating Union is also admitted as a Company Member at the same time (and vice versa) so that as from 25 August 2020, only equal numbers of Employer Associations and Participating Unions can be admitted as Company Members.
- (4) Notwithstanding Article 5(3), if the number of Employer Associations that are Company Members falls below three (3), a prospective Employer Association or prospective Employer Associations must be admitted as a Company Member in accordance with this Article 5 so that the Company’s Members consists of three (3) Employer Associations (in compliance with Article 5(1)(a)).

- (5) Notwithstanding Article 5(3), if the number of Participating Unions that are Company Members falls below two (2), a prospective Participating Union or prospective Participating Unions must be admitted as a Company Member in accordance with this Article 5 so that the Company's Members consists of two (2) Participating Unions (in compliance with Article 5(1)(b)).

## GENERAL MEETINGS

6. The Company shall, in addition to any other meeting held by the Company, hold a general meeting of Company Members to be called the Annual General Meeting and to be specified as such in the notices calling it, at least once in every calendar year and within the period of five (5) months after the end of every financial year of the Company Provided that the Company may hold its first Annual General Meeting at any time within the period of eighteen (18) months after its incorporation, but not more than five (5) months after the end of the first financial year of the Company. The Annual General Meeting shall be held at such time and place as the Directors shall appoint.
7. The Directors may whenever they think fit convene a General Meeting of Company Members, and General Meetings of Company Members shall be convened on such requisition or in default may be convened by such requisitionists as is provided by the Act.
8. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice twenty one (21) clear days' notice at least specifying the place day and hour of meeting and in case of special business the general nature of such business shall be given to the Company's Members by notice sent by post or otherwise served as hereinafter provided.
9. The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the Company's Members shall not invalidate any resolution passed at any such meeting.
10. A resolution in writing signed by, or by an authorised officer of, each of the Company's Members for the time being entitled to receive notice of a meeting of Company Members shall be as valid and effectual as if it had been passed at a meeting of the Company Members duly convened and held. Any such resolution must consist of several documents in like form each signed by, or by an authorised officer of, one or more Company Members.

## PROCEEDINGS AT GENERAL MEETINGS

11. The business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to appoint Auditors (if necessary) and to transact any other business that under these Articles ought to be transacted at an Annual General Meeting. All other business transacted at an Annual General Meeting and all business transacted at any other General Meeting shall be deemed special.
12. The quorum for a meeting shall be seventy five percent (75%) of all the appointed authorised representatives of the Company's Members (appointed in accordance with Articles 20 to 23). No business shall be transacted at any meeting unless the requisite quorum of duly appointed authorised representatives of Company Members are present at the commencement of business.

13. The Chairperson of Directors or in his absence the Deputy Chairperson (if any) shall be entitled to take the chair at every meeting. If there be no Chairperson or Deputy Chairperson or if at any meeting he shall not be present within fifteen (15) minutes after the time appointed for holding such meeting or is unwilling to act the Company Members authorised representatives present may choose a chairperson of the meeting and in default of their doing so the Employer Association's appointed authorised representatives present shall choose one of the Employer Association's appointed authorised representatives to be chairperson of the meeting.
14. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon such requisition as aforesaid shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Directors may, by notice to the Company's Members, appoint. If at such an adjourned meeting a quorum is not present then provided there is an equal number of Employer Association's and Participating Union's, appointed authorised representatives present then those present shall be a quorum PROVIDED HOWEVER that, unless all the appointed authorised representatives of Company Members are present (in person or by their alternate) at a meeting then, as to any resolution to be put to that meeting that may be passed by a simple majority vote, the vote of the any director who is in excess of the quorum shall not be counted. If the authorised representative in excess of the quorum is an appointee of an Employer Association then all the authorised representatives appointed by Employer Associations shall, before a motion as to the resolution is put, determine by ballot which of them will be the authorised representative whose vote is not to be counted or if the authorised representative in excess of the quorum is an appointee of a Participating Union then all the authorised representatives appointed by Participating Unions shall, before a motion as to the resolution is put, determine by ballot which of them will be the authorised representative whose vote is not to be counted.
15. At any general meeting of Company Members a resolution put to the vote of the meeting shall be decided on a show of hands of Company Members appointed authorised representatives unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (1) by the Chairperson of the meeting; or
  - (2) by at least two (2) Company Members appointed authorised representatives.

Unless a poll is so demanded a declaration by the Chairperson of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

16. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.

17. Unless the Chairperson of a meeting of Company Members is the appointed authorised representative of a Company Member the Chairperson of the meeting of Company Members shall have no vote and in the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
18. At any general meeting on a show of hands or poll every Company Member appointed authorised representative shall have one vote.
19. No objection shall be raised to the qualification of a Company Member appointed authorised representative except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
20. The instrument appointing a Company Member authorised representative shall be in writing (in the form prescribed by Article 21(2)) under the hand of two (2) authorised officers of the Company Member. Each Employer Association, as a Company Member, shall be entitled to appoint one (1) authorised representative. The Participating Union first named in Part I of the Schedule, as a Company Member, shall be entitled to appoint two (2) separate authorised representatives. The Participating Union second named in Part I of the Schedule, as a Company Member, shall be entitled to appoint one (1) authorised representative. A Company Member authorised representative may but need not be a Director of the Company. The instrument appointing a Company Member authorised representative shall be deemed to confer on the relevant appointee one (1) vote, on behalf of the relevant appointor Company Member and authority to demand or join in demanding a poll, at any meeting of Company Members.

21 Company Member Authorised Representatives

- (1) The Secretary shall maintain a Register that shows the person(s) appointed as an authorised representative of a Company Member, from time to time, the Employer Association or Participating Union which that person is authorised to represent at meetings of Company Members and the date that person commenced and ceases to be an authorised representative.
- (2) An instrument appointing a Company Member authorised representative or proxy may be in the following form or a form as near thereto as circumstances admit:

**“REDDIFUND LTD.**

.....  
(name of Employer Association/Participating Union)

of .....,  
(address of Employer Association/Participating Union)

being a Company Member, hereby appoints

.....  
(full name of appointee)

of .....,  
(Address of appointee)

as its duly appointed authorised representative at any meeting of Company Members and to exercise one (1) vote for and on its behalf on any resolution put at any meeting of Company Members, that is held while this appointment remains unrevoked.

In the event that our appointed authorised representative/proxy is absent from such meeting at the time such resolution is put to the meeting then the Chairperson of that meeting of Company Members is appointed to be our proxy.

This form of proxy may be used either in favour of or against any resolution put to a meeting of Company Members.

Dated: ...../...../.....

Signed by.....(full name/position)

and ..... (full name/position)

authorised officers for and on behalf of the Employer Association/Participating Union.

.....

(Signature of two (2) authorised officers of the Company Member)”

- 22. The appointment of a Company Member authorised representative or notarially certified copy thereof must, in order to be valid, be deposited at the registered office of the Company not less than forty-eight (48) hours before the time for the holding of the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
- 23. A vote given in accordance with the terms of an instrument of appointment of an authorised representative shall be valid notwithstanding the revocation of the appointment provided no intimation in writing of the revocation has been received at the Company’s registered office or by the Chairperson of the Meeting before the vote is given.

**DIRECTORS**

- 24 The number of Directors shall be not less than six (6) and not more than twelve (12). One half of the Directors must be persons appointed by Employer Associations and one half of the Directors must be persons appointed by Participating Unions.

- 25 (1) Subject to Articles 25(3) and 25(4), each Employer Association may appoint one (1) person as a Director and may remove and replace any Director it has so appointed. Any appointment, removal or replacement of a Director must be in writing and notice of such appointment, removal or replacement must be provided to the Company.
- (2) Subject to Articles 25(3) and 25(4):
- (a) each Participating Union not named in item 1 of Part 1 of the Schedule may appoint one (1) person as a Director and may remove and replace any Director it has so appointed; and
- (b) the Participating Union named in item 1 of Part 1 of the Schedule may appoint two (2) persons as Directors and may remove and replace any Director it has so appointed.

Any appointment, removal or replacement of a Director must be in writing and notice of such appointment, removal or replacement must be provided to the Company.

- (3) A person is only eligible to be appointed as a Director if the person has not been convicted of an indictable offence, an offence relating to fraud or an offence relating to taxation.
- (4) An appointment of a person as a Director will only take effect if the person has signed a consent to act as a Director..
- (5) The persons appointed as Directors by each Employer Association as at the date these Articles (as amended) are approved by the Company Members are those persons stated in Part 2 of the Schedule.
- (6) The persons appointed as Directors by each Participating Union as at the date these Articles (as amended) are approved by the Company Members are those persons stated in Part 3 of the Schedule.
26. (1) The Directors shall, from time to time, jointly appoint a further person as a Director of the Company to be the Chairperson of Directors. In order to be eligible to be Chairperson of Directors, a person must not be, and must never have been, a member, director, official or employee of any union or employee association (including, but not limited to, a member, director, official or employee of any Company Member).
- (2) The Chairperson of Directors as at the date these Articles (as amended) are approved by the Company Members, pursuant to Article 26(1), is the person stated in Part 4 of the Schedule.
- (3) The Director elected to be Chairperson of Directors holds office as a Director and as Chairperson of Directors until that Director resigns, is disqualified from acting as a Director under the Act or under these Articles or otherwise ceases to be a Director for any reason.

- (4) The continuing Directors shall, at the meeting at which a Chairperson of Directors retires or at a subsequent meeting of Directors held as soon as practicable following a resignation of a Chairperson of Directors or his ceasing to hold office, by resolution fill the vacated office of director by electing a person to that office who shall be the Chairperson of Directors.
  - (5) A retiring Chairperson of Directors shall be eligible for re-election and if the vacated office of Chairperson of Directors is not filled, by resolution of the continuing Directors in accordance with Article 26(4), the retiring Chairperson of Directors if offering himself for re-election and not being disqualified from holding office as a director shall be deemed to have been re-elected unless at the appropriate meeting of Directors a resolution for the re-election for that director is put and lost.
27. The Secretary shall maintain a Register of Directors that shows the Directors of the Company from time to time, the Employer Association or Participating Union that appointed each Director and the date the Director commenced in office and ceases to hold office.
29. The Company shall notify all the Company's Members if the office of a Director becomes vacant under Article 31 and of appointments of Directors.
30. The continuing Directors may act notwithstanding any vacancy as to Chairperson of Directors and the continuing Directors may also act notwithstanding any vacancy in their body for the purpose of meeting to resolve the appointment of a new Director as the Chairperson of Directors or summoning a general meeting of the Company or in emergencies but for no other purpose.
31. The office of Director shall become vacant if the Director:
  - (a) ceases to be a Director by virtue of the Act;
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) becomes prohibited from being a Director by reason of any order made under the Act;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his office by notice in writing to the Company;
  - (f) is absent from at least three (3) consecutive meetings of the Directors without special leave of absence from the Directors and the Directors resolve that his office be vacated;
  - (g) is removed pursuant to these Articles or the Act;
  - (h) has been convicted of an indictable offence, an offence relating to fraud or an offence relating to taxation;

- (i) in the case of the Chairperson of Directors, the Chairperson of Directors ceases to satisfy the eligibility criteria to be Chairperson of Directors as contained in article 26(1),

and the office of a Director will also become vacant if the Company Member that appointed that Director ceases to be a Company Member.

- 32. Neither any Director nor the Chairperson of Directors shall be disqualified by his office from holding any office or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor, purchaser or broker, solicitor, accountant or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director or the Chairperson of Directors shall be in any way interested be avoided nor shall any Director or Chairperson of Directors be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangements by reason only of such Director or the Chairperson of Directors holding that office or of the fiduciary relationship thereby established but it is declared that the nature of his interest must be declared by him at the meeting of the Directors at which the contract or arrangement is determined on if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest. It shall be the duty of the Secretary to record such declaration in the Minutes of the Meeting. No Director or shall as a Director vote in respect of any contract or proposed contract or arrangement in which he has directly or indirectly a personal material interest and if he does so vote his vote shall not be counted but this prohibition may at any time or times be suspended or relaxed to any extent by a general meeting. A general notice to the effect that a Director or the Chairperson of Directors is an officer or member of a specified corporation or a member of a specified firm and setting forth the nature and extent of his interest in such corporation or firm and that he is to be regarded as interested in any contract which may after the date of such notice be made with such corporation or firm shall subject to the Act be a sufficient declaration under this Article in respect of any contract so made as regards such Director or the Chairperson of Directors. A Director or the Chairperson of Directors shall not be deemed to be interested in any contract or proposed contract or arrangement or proposed arrangement by reason only that the contract or proposed contract or arrangement or proposed arrangement will be made or for the benefit of or on behalf of another corporation which by virtue of the provisions of the Act is deemed to be related to the Company and that he is a director of that other corporation nor shall a Director or the Chairperson of Directors be deemed to be interested in any contract or proposed contract relating to any loan to the company by reason only that he has guaranteed or proposes to guarantee jointly or severally the repayment of such loan or any part thereof.
- 33. A Director or the Chairperson of Directors may hold any office other than the Auditor of the Company in conjunction with the office of Director or the Chairperson of Directors and subject to the provisions of these Articles upon such terms as to remuneration or otherwise as the Directors or the Chairperson of Directors may arrange and shall not forfeit his seat as a Director or the Chairperson of Directors by reason of holding such office. A partner, employer or employee of an Auditor of the Company shall not be capable of being appointed a Director or alternate Director of the Company.

## ALTERNATE DIRECTORS

34. (a) Each Director shall appoint one (1) person, approved by a resolution in writing in accordance with Article 42, to be a first alternate Director to act in his place at any meeting of the Directors at which the Director is not present when a vote is to be taken.
- (b) Each Director may appoint one (1) person, approved by a resolution in writing in accordance with Article 42, to be a second alternate Director to act in his place at any meeting of the Directors at which the Director and his first alternate Director are not present when a vote is to be taken.
- (c) Save as hereunder provided a first alternate Director and a second alternate Director so appointed shall be subject to the provisions of the these Articles with regard to directors. Both a first alternate Director and the second alternate Director, while they hold office as alternates, shall (subject to the alternates giving to the Company an address within Australia at which notices may be served) be entitled to notice of meetings of the Directors and to attend any meeting of Directors.
- (d) If more than one of a Director, that Director's first alternate Director and that Director's second alternate Director are in attendance at a meeting of Directors at a time when a vote is to be taken, then only one of them in attendance, in the priority the Director, the first alternate Director and the second alternate Director, shall be entitled to vote and generally perform all functions as a director.
- (e) The right of a first alternate Director or second alternate Director to vote or generally perform the functions of his appointor shall not prejudice that person's right to vote or otherwise perform functions in any other capacity.
- (f) Any appointment of a first alternate Director or a second alternate Director so made may be revoked at any time by the appointor and any appointment or verification under this Article shall be effected by written notice, letter, telegram, telex, cable, radiogram, facsimile transmission or other form of visible communication from such appointor to the Secretary.
- (g) Every alternate Director shall, whilst acting as a director be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of the Director by whom he was appointed.
- (h) A first alternate Director and a second alternate Director shall vacate office if the appointor ceases to be a director but for the purposes of this Article the appointor shall be deemed not to have ceased to be a director by virtue of his retirement at any meeting if he is re-elected by the meeting at which the retirement took effect.

35. Any instrument appointing an alternate Director as nearly as circumstances will admit shall be in the following form or to the effect of the following and be signed by the Director making the appointment:

**“REDDIFUND LTD.**

I, the undersigned being a Director of the Company, in pursuance of the power in that behalf contained in the Articles of Association of the Company,

HEREBY NOMINATE AND APPOINT .....

to act as my first alternate Director and .....

to act as my second alternate Director in my place and to exercise and discharge all my duties as a Director.

SIGNED this            day of            , ..... .

.....  
(signature of Director)

The first alternate Director and the second alternate Director by their signatures hereby consent to becoming a first and second alternate Director of the Company.

.....  
(signature of first alternate Director)

.....  
(signature of second alternate Director)”

**PROCEEDINGS OF DIRECTORS**

- 36 (1) Subject to these Articles the Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings and proceedings as they think fit.
- (2) (a) Without limiting any Article that requires a resolution to be passed by a 75% resolution of all Directors in office, a quorum for a meeting of Directors shall be not less than 2 Directors appointed to office by Employer Associations (counting alternates as provided in these Articles) together with not less than 2 Directors appointed to office by Participating Unions (counting alternates as provided in these Articles) and the Chairperson of Directors (unless that office is vacant).

- (b) The Chairperson of Directors (or if that office is vacant another person, who may be one of the other Directors, elected by simple majority of those present) shall be Chairperson of the meeting. The Chairperson of a meeting will have no vote additional to any right to vote that person has under these Articles.
  - (c) If a quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting it will stand adjourned to the same place and to a later date declared by the Chairperson of Directors (or if that office is vacant the person elected as Chairperson of a meeting) PROVIDED HOWEVER that, unless all Directors, appointed to office by Employer Associations and Participating Unions are present (in person or by their alternate) at the adjourned meeting then the quorum shall be an equal number of Employer Association's and Participating Union's appointed Directors and as to any resolution to be put to that meeting that may be passed by a simple majority vote, the vote of any director who is in excess of the quorum shall not be counted.
  - (d) If the director in excess of the quorum is a Director appointed by an Employer Association then all the Directors appointed by Employer Associations shall, before a motion as to the resolution is put, determine by ballot which of them will be the director whose vote is not to be counted or if a director in excess of the quorum is a Director appointed by a Participating Union then all the Directors appointed by Participating Unions shall, before a motion as to the resolution is put, determine by ballot which of them will be the director whose vote is not to be counted.
- (3) A Director interested is to be counted in a quorum notwithstanding his interest.
37. A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Directors. A Director who is at any time not in the Commonwealth of Australia shall not during such time be entitled to notice of any such meeting.
38. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Articles for the time vested in or exercisable by the Directors generally.
39. Subject to these Articles and any provision in the Trust Deed all questions arising at any meeting of the Directors shall be decided by a simple majority of votes. The Chairperson of Directors shall not be entitled to vote at any meeting of the Directors.
40. The Directors may delegate any of their powers to committees consisting of such Director or Directors of the Company as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors. The meetings and proceedings of any such committee of two or more Directors shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article and without limiting the generality of the foregoing such committee shall consist of an equal

number of Directors appointed by Employer Associations and Directors appointed by Participating Unions.

41. All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or person acting as aforesaid or that they or any of them were disqualified or had vacated office or were not entitled to vote be as valid as if every such had been duly appointed and was qualified and had continued to be a Director or a member of the Committee (as the case may be) and had been entitled to vote.
42. Subject to the Act, a resolution in writing signed by all Directors entitled to vote shall be as valid and effectual as if it had been passed at a Meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Directors.
43. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing (including by means of fax, e-mail, other electronic forms of communication or any other form of visible communication), which must be produced at the meeting at which the same is to be used and be left with the Secretary for retention with the Company's records.

#### MINUTES

44. The Directors shall cause Minutes to be duly entered in books provided for the purpose of recording:
  - (a) all appointments of officers;
  - (b) the name of the Chairperson of Directors (or if that office is vacant the person elected as Chairperson of a meeting) and the names of the Directors present at each meeting of the Directors and of any committee of Directors;
  - (c) all orders made by the Directors and committees of Directors;
  - (d) all resolutions and proceedings of general meetings and meetings of the Directors and committees.

and any such Minutes of any meeting of the Directors or of any committee or of the Company if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such Minutes.

45. The books containing the Minutes of the proceedings at general meetings of the Company shall be kept at the registered office or the principal place of business of the Company and shall be open to the inspection of any Company Member without charge. Any Company Member is entitled to be furnished, within seven days after he has made a request in that behalf, with a copy of any such Minutes of resolutions of the Company's Members or Directors, at a reasonable charge.

## POWERS AND DUTIES AND DIRECTORS

46. The Directors shall manage the business of the Company.
47. The Directors may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in general meeting.
48. The Directors may from time to time by power of attorney appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

## SECRETARY

49. The Secretary or Secretaries, each of whom shall be a natural person and one of whom shall be a person who ordinarily resides in the State, shall in accordance with the Act be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. Where there is no Secretary capable of acting the Directors may appoint an assistant or deputy Secretary or any other officer of the Company to perform the duties of Secretary.

## BILLS, CHEQUES, ETC.

50. The following provisions shall have effect:
  - (1) All Bills of Exchange, promissory notes or other negotiable instruments shall be accepted, made drawn or endorsed for and on behalf of the Company and all cheques or orders for payment shall be signed in such manner as the Directors may from time to time prescribe.
  - (2) Cheques or other negotiable instruments paid to the Company's Banker for collection and requiring the endorsement of the Company may be endorsed on its behalf in such manner as the Directors may from time to time prescribe.

## ACCOUNTS

51. The Directors shall cause to be kept such accounting records as correctly recorded and explain the transactions and financial position of the Company and enable true and fair accounts of the Company to be prepared from time to time and shall cause those accounting records to be kept in such manner as will enable the accounts of the Company to be conveniently and properly audited in accordance with the Act.
52. At the Annual General Meeting in every year the Directors shall lay before the Company a profit and loss account for the period since the preceding account or (in the case of the first account) since the incorporation of the Company.

53. A duly audited balance sheet made out as at the date to which the profit and loss account is made up shall be made out in every calendar year and laid before the Company at its Annual General Meeting. Such balance sheet shall be in such form and contain therein such matters as may be required by the Act and shall be accompanied by or have attached thereto such reports, statements and declarations as are required by the Act to be attached to or to accompany the same.
54. A copy of every profit and loss account and balance sheet (including every document required by law to be attached thereto) which is to be laid before the Company at its Annual General Meeting together with a copy of the Auditor's Report thereon shall not less than fourteen days before the date of the meeting and not more than four months after the close of the financial year to which such account and balance sheet relate be sent to all persons entitled to receive notices of general meetings.
55. Any Company Member is upon request entitled, without charge, to be furnished with a copy of the last profit and loss account and balance sheet of the Company (including every document required by law to be attached thereto) together with a copy of the Auditor's Report thereon.

#### AUDIT

56. Auditors shall be appointed and remunerated and their duties regulated in accordance with the provisions of the Act.
57. Every account of the Directors when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

#### NOTICES

58. A notice may be given by the Company to any Company Member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
59. (1) Notice of every general meeting of Company Members shall be given in any manner hereinbefore authorised to:
  - (a) every Company Member except those Company Members who (having no registered address within the State) have not supplied to the Company an address within the State for the giving of notices to them;
  - (b) the auditor for the time being of the Company.
- (2) No other person shall be entitled to receive notices of general meetings.

## INDEMNITY

62. The Chairperson of Directors, every Director, Manager, Secretary and other officer or servant of the Company shall be indemnified by the Company against (and it shall be the duty of the Directors out of the funds of the Company to pay) all costs, losses and expenses which any such Director, Manager, Secretary or other officer or servant may incur or become liable to pay by reason of any contract entered into or act or thing done by him as such Director, Manager, Secretary or other officer or servant or in any way in discharge of his duties including travelling expenses.
63. The Chairperson of Directors, every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred.

## **THE SCHEDULE**

### **PART 1**

#### **COMPANY MEMBERS:**

- EMPLOYER ASSOCIATIONS:**
- (1) Master Builders' Association of Western Australia (Union of Employers); and
  - (2) Construction Contractors Association of Western Australia; and
  - (3) The Master Plumbers and Gasfitters Association of Western Australia (Union of Employers).
- PARTICIPATING UNIONS:**
- (1) The Construction, Forestry, Mining and Energy Union of Workers WA; and
  - (2) Construction, Forestry, Maritime, Mining and Energy Union (CFMMEU) Construction and General Division WA.

### **PART 2**

#### **EMPLOYER ASSOCIATION'S APPOINTED DIRECTORS:**

Appointed by Master Builders' Association of Western Australia (Union of Employers) - **John Leffie Gelavis**.

Appointed by The Master Plumbers and Gasfitters Association of Western Australia (Union of Employers) - **Murray James Thomas**.

Appointed by Construction Contractors Association of Western Australia - **Peter Douglas Moore**.

### **PART 3**

#### **PARTICIPATING UNION'S APPOINTED DIRECTORS**

Appointed by The Construction, Forestry, Mining and Energy Union of Workers - **Michael John Buchan**.

Appointed by The Construction, Forestry, Mining and Energy Union of Workers - **Stephen Nicholas Catania**.

Appointed by the Construction, Forestry, Maritime, Mining and Energy Union (CFMMEU) Construction and General Division WA - **Troy Kingsley Smart**.

### **PART 4**

#### **CHAIRPERSON OF DIRECTORS:**

**Colin Douglas Emmott**.