

CONSTITUTION OF WORKVENTURES LTD

1. Name

The name of the Company is WorkVentures Ltd (referred to in this constitution as "the Company").

2. Objects

The objects of the Company are:

- 2.1 To conduct such public benevolent and charitable services as are considered necessary to relieve poverty, sickness, suffering, distress, misfortune, destitution or helplessness of any person.
- 2.2 In furtherance of the above objects the Company shall:
 - 2.2.1 Provide educational resources and facilities for individuals and community groups predominantly to promote the training, education and support of the unemployed.
 - 2.2.2 Engage in the ministry of St. Marks Anglican Church Malabar and of other churches or parishes.
 - 2.2.3 Provide information and help on social welfare and benevolent matters to individuals and organisations.
 - 2.2.4 Collaborate with and promote co-operation between existing community agencies and benevolent services to improve the quality, range and efficiency of community resources.
 - 2.2.5 Study social conditions, problems and community facilities.
 - 2.2.6 Assist the formation of successful employment generating enterprises.

3. Non-profit company

- 3.1 The income and property of the Company must be applied solely towards the promotion of the objects of the Company as set forth in this constitution.
- 3.2 No income or property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Company except:
 - 3.2.1 remuneration to any member employed by the Company in return for services actually rendered to the Company;
 - 3.2.2 payment to a member in return for goods or services supplied to the Company in the ordinary course of business;
 - 3.2.3 interest (at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent) on money borrowed by the Company from a member;

3.2.4 reasonable rent for premises let by any member to the Company.

4 Honorary service by Board members

4.1 No member of the Board can be appointed to any salaried office of the Company or any office of the Company paid by fees, and no holder of such an office can be appointed to the Board.

4.2 No remuneration or other benefit in money or money's worth may be paid or given by the Company to any member of the Board except:

4.2.1 for the payment of out-of-pocket expenses incurred by the Board member in the performance of a duty as a Board member, or

4.2.2 for the payment to a Board member of interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

5 Liability of members

5.1 Subject to the provisions of clause 5.2, a member must contribute to the assets of the Company, in the event that it is wound up while that member is a member, or within one year afterwards for:

5.1.1 payment of the debts and liabilities of the Company contracted before the time at which the member ceased to be a member; and

5.1.2 the costs, charges and expenses of winding up the Company.

5.2 The liability of a member of the Company to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to a sum not exceeding one hundred dollars (\$100).

5.3 As between members of the Company, the liability of any member, officer or agent of the Company is limited to the amount of insurance for which the member officer or agent is actually indemnified by any policy of insurance held by the Company.

6. Distribution of surplus assets

6.1 The members have no right to any surplus assets remaining after the completion of the winding up or dissolution of the Company.

6.2 If upon the winding up or dissolution of the Company (or upon revocation of its endorsement as a deductible gift recipient) there remains after satisfaction of all its debts and liabilities, any property, this must be given or transferred to an association or associations:

6.2.1 with objects similar to the objects of the Company;

- 6.2.2 whose constitution prohibits the distribution of income and property among members to an extent at least as great as is imposed by this constitution;
- 6.2.3 chosen by the members of the Company at or before the completion of winding up or dissolution; and
- 6.2.4 that is endorsed as a deductible gift recipient by the Australian Taxation Office.

7 Financial records

- 7.1 The Company must keep accounting records to correctly record and explain the Company's transactions (including any transactions as trustee) and the financial position of the Company.
- 7.2 The Company must keep its accounting records in a manner that will enable:
 - 8.2.1 the preparation of true and fair accounts of the Company; and
 - 8.2.2 the accounts of the Company to be conveniently and properly audited in accordance with the *Corporations Act*.
- 7.3 Each member has the right to inspect the Company's financial records. The Board may restrict the manner and times at which such inspections may take place.
- 7.4 At least once in every year the accounts of the Company must be examined by a qualified auditor who must report to the members in accordance with the provisions of the *Corporations Act*.

8 Membership

- 8.1 Membership of the Company is open to any person who accepts the Company's constitution and policies.
- 8.2 A person who wants to become a member of the Company must apply in writing to the Board for membership.
- 8.3 An application for membership of the Company must be
 - 8.3.1 signed by the applicant and lodged with the secretary of the Company on a form similar to that set out in Appendix 1; and
 - 8.3.2 supported by the signatures of two members of the Company who know the applicant.
- 8.4 An application for membership must be considered by the Board as soon as practicable after it has been received. The Board may decide to accept, defer, or reject an application for membership. The Board is not required to provide reasons for its decision concerning an application for membership.

- 8.5 Where the Board decides to accept, defer or reject an application for membership, the secretary must, as soon as practicable after that decision, notify the applicant of that decision.
- 8.6 There is no fee for membership of the Company.
- 8.7 A person ceases to be a member of the Company if the person
- 8.7.1 dies;
 - 8.7.2 resigns from membership by notice in writing to the secretary; or
 - 8.7.3 has membership terminated.

9 Register of members

- 9.1 The secretary of the Company must establish and maintain a register of members of the Company. The register must contain the name and address of each person who is a member of the Company together with the date on which the person became a member.
- 9.2 The register of members must be kept at the principal place of administration of the Company and may, if approved by the Board, be made available for inspection by a member of the Company.

10 Termination of membership

- 10.1 If the Board becomes aware that a member of the Company:
- 10.1.1 has wilfully refused or neglected to comply with a provision or provisions of the constitution or Company policies; or
 - 10.1.2 has acted in a manner that is unbecoming of a member or prejudicial to the interests of the Company
- 10.2 On becoming so aware, the Board must:
- 10.2.1 cause notice of the matter to be served on the member concerned;
 - 10.2.2 give the member at least 14 days from the time the notice is served to make submissions either orally or in writing to the Board in connection with the matter; and
 - 10.2.3 take into consideration any submissions made by the member in connection with the matter.
- 10.3 The Board may, by resolution passed by a majority of at least two-thirds of those present and voting (such vote to be taken by ballot), terminate the membership of the member from the Company if, after considering the matter and any submissions made in connection with the matter, it is satisfied that the member is in breach of clause 10.1.

10.4 A resolution by the Board to terminate the membership of a member will take effect immediately and is not subject to a right of appeal.

11 Resolution of internal disputes

11.1 In the event of a dispute arising between members (in their capacity as members), or between a member and the Company, or between a member and the Board the following procedure shall apply.

11.2 Each side of the dispute must nominate a representative who is not directly involved in the dispute. Those representatives must then attempt to settle the dispute by negotiation.

11.3 Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute must be referred to a person mutually agreed upon for mediation.

11.4 In the event that no person can be agreed upon to mediate the dispute it must be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

12 General meetings

12.1 A general meeting called the Annual General Meeting must be held:

12.1.1 at least once in every calendar year;

12.1.2 within five (5) months of the end of the Company's financial year; and

12.1.3 at a time and place determined by the Board.

12.2 Any two members of the Board may convene a general meeting of the Company. A general meeting must also be convened on the requisition of the greater or either 10 members, or members entitled to exercise at least 10% of the total voting rights in the Company. In either case the general meeting must be held as soon as practicable, and not later than two months after the date of the decision or deposit of the requisition.

12.3 Every notice convening a general meeting must be in writing and must specify the place, the day and the time of the meeting and the general nature of the business to be transacted.

12.4 The minimum period of notice required for the calling of a general meeting is twenty-one (21) days, exclusive of the day upon which notice is served but inclusive of the day on which the meeting is to be held

12.5 The business of the Annual General Meeting is:

12.5.1 to receive and consider the accounts, statements and reports prescribed by the *Corporations Act*;

- 12.5.2 to elect the members of the Board for the coming year;
 - 12.5.3 to appoint the auditor (where necessary); and
 - 12.5.4 to deal with any other business included in the notice of meeting.
- 12.6 A copy of the accounts, statements and reports prescribed by the *Corporations Act* to be presented at the Annual General Meeting must be provided to members at least fourteen (14) days before the Annual General Meeting.

13 Proceedings at general meetings

- 13.1 A quorum for the transaction of business at a general meeting will exist if there are present in person at the meeting at least seven (7) members who are entitled to vote at a general meeting.
- 13.2 If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting, then:
- 13.2.1 the meeting, if convened upon the requisition of members, is to be dissolved; or
 - 13.2.2 in any other case, the meeting is to be adjourned to a date, time and place determined by the person chairing the meeting. Where the meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Company stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 13.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 4) will constitute a quorum.
- 13.4 The President is to act as chairperson at each meeting of the Company. If the President is absent from a meeting or unwilling to act then the Vice President is to act as chairperson. If the President and Vice President are both absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson of the meeting.

14 Voting

- 14.1 At a general meeting a motion put to the vote of the meeting is to be decided on a show of hands unless a ballot is (before or on the declaration of the result of a show of hands) demanded by:
- 14.1.1 the chairperson; or
 - 14.1.2 any two members.
- 14.2 Every member present in person has one vote on a show of hands. Every member present in person or by proxy has one vote on a ballot.

- 14.3 If there is an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting is entitled to a second or casting vote.
- 14.4 If a ballot is not demanded, a declaration by the chairperson that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- 14.5 If a ballot is demanded, it is to be taken in the manner determined by the chairperson.
- 14.6 The demand for a ballot may be withdrawn.

15 Proxies

- 15.1 A document appointing a proxy may be in the form set out in Appendix 2 or in a common or usual form.
- 15.2 Only a member may be appointed as a proxy.
- 15.3 If the document appointing a proxy specifies the manner in which the proxy is to vote, the proxy must vote in the manner specified.
- 15.4 The document appointing a proxy must be given to the secretary at the Company's registered office at least 48 hours before the time for holding the meeting or adjourned meeting.
- 15.5 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any one or more of the following events if no notice in writing of any of these events has been received by the secretary before the commencement of the meeting or adjourned meeting at which the document is used:
 - 15.5.1 the previous death or unsoundness of mind of the principal;
 - 15.5.2 the revocation of the proxy; or
 - 15.5.3 the termination of the membership of the member.

16 Board of Directors

- 16.1 The business and operations of the Company are to be managed and controlled by the Board, and for that purpose the Board may exercise the powers of the Company as if they had been expressly conferred on the Board by a general meeting of the Company.
- 16.2 The Board is to consist of three (3) members, however, the Company may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of members of the Board.

- 16.3 The Board must elect its own President, Vice-President and appoint a Secretary.
- 16.4 The powers of the Board are subject to any restrictions imposed by the *Corporations Act* or by the Company's constitution.
- 16.5 The acts of a director are valid despite any defect that may afterwards be discovered in the appointment or qualification of the director.
- 16.6 Each director must be a natural person and at least 18 years of age.

17 Election of directors

- 17.1 At each annual general meeting of the Company the members of the Board shall be elected from among members of the Company and the members of the Board shall hold office until the next annual general meeting when they shall retire but they shall be eligible for re-election.
- 17.2 The election of the members of the Board shall take place as follows:
 - 17.2.1 Any two members of the Company shall be at liberty to nominate any other member to serve as a member of the Board.
 - 17.2.2 The nomination shall be in writing, signed by the member of the Company, and his or her proposer and seconder and shall be lodged with the Secretary at least 7 days before the annual general meeting at which the election is to take place.
 - 17.2.3 A list of candidates' names with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Company for at least seven days before the annual general meeting.
 - 17.2.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - 17.2.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - 17.2.6 The ballot is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
 - 17.2.7 Each member of the Company present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - 17.2.8 If insufficient advance nominations are received to fill all Board positions, nominations (with a seconder) may be accepted from the floor of the meeting in relation to the unfilled Board positions only.
 - 17.2.9 Any unfilled positions shall be regarded as casual vacancies.
- 17.3 The Board shall have power at any time and from time to time to appoint any member to the Board, either to fill a casual vacancy or as an addition to the existing members of the Board but so that the total of the Board shall not at any time exceed the number fixed in accordance with this constitution. Any member

so appointed to the Board shall hold office only until the next following annual general meeting.

17.4 The Company may by ordinary resolution remove any member of the Board before the expiration of his/her period of office and may by ordinary resolution appoint another person in his/her place; the person so appointed shall hold office only until the next following annual general meeting.

17.5 The office of a member of the Board shall become vacant if the member.

17.5.1 becomes bankrupt or makes any arrangement or composition with his/her creditors generally.

17.5.2 becomes prohibited from becoming a member of the Board by reason of any order made under the Corporations Law.

17.5.3 ceases to be a member of the Board by operation of the Corporations Law.

17.5.4 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.

17.5.5 resigns his/her office by notice in writing to the Company.

17.5.6 for more than six months is absent without permission of the Board from meetings of the Board held during that period; or

17.5.7 ceases to be a member of the Company.

18 Proceedings of the Board

18.1 The Board may meet from time to time for the despatch of business and otherwise regulate its meetings as it thinks fit. A member of the Board may at any time summon a meeting of the Board.

18.2 The President is to act as chairperson at each meeting of the Board. If the President is absent from a meeting or unwilling to act then the Vice President is to act as chairperson. If the President and Vice President are both absent from a meeting or unwilling to act, the members present must elect one of their number to act as chairperson of the meeting.

18.3 Questions arising at any Board meeting are to be decided by a majority of votes. In the case of an equality of votes, the chairperson may have a second or casting vote

18.4 The quorum necessary for the transaction of the Board shall be half of the total Board members or such greater number as may be fixed by the Board.

18.5 The continuing Board members may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this constitution as the necessary quorum of the Board the continuing members or member may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company but for no other purpose.

19 Transaction of business outside Board meetings

19.1 The Board may transact any of its business:

- 19.1.1 by the circulation of papers among all the members of the Board, and a resolution in writing by a majority of those members is to be taken to be a decision of the Board;
- 19.1.2 at a meeting at which members (or some members) participate by telephone, closed-circuit television or other electronic or digital means, but only if any member who speaks on a matter before the meeting, can be heard by the other members.

19.2 A resolution approved under Clause 26.1 is to be recorded in the minutes of the meetings of the Board.

20 Board delegation and Board committees

20.1 The Board may, by resolution, delegate to a committee consisting of at least one member of the Company and such other persons as the Board determines as appropriate, the exercise of such of the Board's powers (other than this power of delegation) as are specified in the resolution. The Company or the Board may by resolution revoke wholly or in part any such delegation.

20.2 A delegation under Clause 20.1 may be made subject to conditions or limitations as to the exercise of any of the powers delegated, or as to time or circumstances.

20.3 Notwithstanding a delegation under Clause 20.1, the Board may continue to exercise all or any of the powers delegated.

21 Minutes

21.1 The Board must keep minutes of all meetings made in bound and page-numbered books provided for the purpose, and, in particular:

- 21.1.1 of all appointments of officers and employees made by the directors;
- 21.1.2 of the names of the directors present at each meeting of the Board and of any committee of the Board; and
- 21.1.3 of all resolutions and proceedings at all meetings of the Company and of directors and of committees of directors.

21.2 Minutes must be recorded in the minute book within 14 days of the date of the meeting to which they relate.

21.3 The confirmation of minutes must be the first business at the next succeeding meeting of the Company, Board or committee to which the minutes relate. If it is impracticable for the minutes to be confirmed at that meeting, then the minutes must be confirmed at the next succeeding meeting.

22 Appointment of Secretary, officers, employees, etc

- 22.1 The Secretary shall in accordance with the Corporations Law be appointed by the Board for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. The Secretary does not have to be a Director.
- 22.2 The Board, by majority decision, has the power to appoint, remove, or suspend officers, employees, agents and contractors, and to fix their powers, duties, and remuneration.
- 22.3 The Board may delegate any of its powers under the above rule to an officer or employee of the Company, subject to any conditions or limitations which the Board sees fit to impose.
- 22.4 The Board may, by resolution at a Board meeting, at any time, revoke or vary a delegation made under Clauses 22.2 and 22.3.
- 22.5 Notwithstanding any delegation made under Clause 22.3, the Board may continue to exercise all or any of its powers.

23 Common seal

- 23.1 The Board must provide for the safe custody of the Company's common seal. The common seal may only be used with the authority of the Board. Every instrument to which the common seal is affixed must be signed by a member of the Board and countersigned by the secretary or by a second member of the Board.

24 Notice

- 24.1 At least 21 days prior to each general meeting, notice of the general meeting and proposed motions must be given to every member and the company's auditor.
- 24.2 A notice may be given by the Company to any member either personally or by posting it to the member at the member's registered address. A notice sent by post is deemed to have been received two days after the date of posting.
- 24.3 A notice may be given by the Company to any member by electronic means such as email or facsimile if the member has agreed to receive notice by this means and provided the relevant contact details. A notice sent by electronic means is deemed to have been received one hour after the time of sending.

25 Indemnity

- 25.1 Every Board member, auditor and other officer of the Company is entitled to be indemnified out of the property of the Company against any liability incurred by the Board member, auditor or officer in that capacity:

- 25.1.1 in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Board member, auditor or officer, or in which the Board member, auditor or officer is acquitted; or
- 25.1.2 in connection with any application in relation to those proceedings in which relief is granted to the Board member, auditor or officer by the court.

26 Conflict of Interest

- 26.1 A director who is directly or indirectly interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to that person's attention, declare the nature of the interest at a meeting of the Board.
- 26.2. A director who occupies a position, or owns property, which may lead to a conflict with his or her duties or interests as a director, must declare the fact and the nature of the conflict at a meeting of the Board.
- 26.3 Every declaration made under the above two clauses must be recorded in the minutes of the meeting at which it was made and in a register of pecuniary interests.
- 26.4 A decision by the Board in relation to:
 - 26.4.1 the appointment of any member of a director's immediate family to any position within the company that involves material benefits.
 - 26.4.2 remuneration or other conditions of service, or remuneration of a person who belongs to a director's immediate family.
 - 26.4.3 any proposal for the supply of goods or services by the director, or
 - 26.4.4 any proposal for the supply of goods or services by a person who belongs to a director's immediate family.

is of no effect unless it has been ratified at a general meeting of the Company.

27 Amendments to constitution

- 27.1 This constitution can only be amended by a special resolution passed at a general meeting of the Company.
- 27.2 A special resolution must be passed in the following manner:
 - 27.2.1 a notice must be given to all members advising that a general meeting is to be held to consider a special resolution;
 - 27.2.2 the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - 27.2.3 a quorum must be present at the meeting; and
 - 27.2.4 at least three-quarters of the valid vote must be in favour of the resolution.

28. Gift fund

- 28.1 A Gift Fund (hereafter called “the Gift Fund”) is hereby established to receive gifts of money and property that must be used exclusively for the objects of the Company.
- 28.2 The Gift Fund is to be a public fund managed and controlled by the Board.
- 28.3 As a public fund, it will have the following characteristics:
 - 28.3.1 The public will be invited to contribute to the Gift Fund.
 - 28.3.2 The people responsible for the administration or control of the Gift Fund will have a degree of responsibility to the community as a whole due to their tenure of some public office or their position in the community.
 - 28.3.3 The Board will keep proper minutes of all resolutions relating to the Gift Fund.
- 28.4 The Board must ensure that:
 - 28.4.1 All gifts of money to the Gift Fund are banked separately from the Company’s other funds.
 - 28.4.2 All items of property given to the Gift Fund are specifically identified as such.
 - 28.4.3 All investment returns from such gifted money or property is recorded as part of the Gift Fund.
 - 28.4.4 All proceeds from the sale of such gifted property are recorded as part of the Gift Fund.
- 28.5 The Board must ensure that correct books and accounts are kept showing the financial affairs of the Gift Fund.
- 28.6 The Board must ensure that the accounts of the Gift Fund are included in the annual independent audit of the Company's financial accounts.
- 28.7 The income and assets of the Gift Fund must only be used for the Company’s public benevolent purposes.
- 28.8 In the fulfilment of its purpose the Gift Fund may:
 - 28.8.1 Transfer money or property to the Company for its current or continuing use.
 - 28.8.2 Purchase property or services for use by the Company.
 - 28.8.3 Pay the reasonable costs of managing the Gift Fund such as bank charges, stationery expenses, audit fees and professional fees for fundraising programs.

28.9 No remuneration or other benefit in money or money's worth may be paid by the Gift Fund to any member of the Board.

28.10 No part of the Gift Fund's income or assets may be distributed to the members of the Company other than as genuine remuneration for goods or services supplied to the Gift Fund or for the reimbursement of expenses incurred on behalf of the Gift Fund.

28.11 If the Gift Fund is wound up or if the Company's endorsement as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution:

28.11.1 to which income tax deductible gifts can be made; and

28.11.2 which has been chosen by the members of the Company.

29 **Definitions and interpretation**

In this constitution:

29.1 Words importing only the singular number include the plural and vice versa.

29.2 Words importing a gender include other genders.

The names and addresses and occupations of the original subscribers to the company on 1st day of February 1984 were as follows:

Stephanie Doryth Pillora of 122 Eastern Avenue, Kingsford, Social Worker.

Edith Margaret Ashley of 19 Yarra Road, Phillip Bay, Teacher

David Hugh Crawford of 2A Victoria Street, Malabar, Minister of Religion.

Alan Reavely Williamson of 5 Herbert Street, Malabar, Personnel Officer.

Michael Douglas Neal of 138 Alison Road, Randwick, Solicitor.

APPENDIX 1

MEMBERSHIP NOMINATION FORM: WORKVENTURES LTD A.C.N. 002 721 217

The Secretary
 WorkVentures Ltd.
 Level 3, 393 George Street
 Sydney NSW 2000

Phone (02) 9282 6999

(Nominee to complete this section)

I _____ hereby apply for membership of the WorkVentures Ltd ('the Association') and if accepted, agree to abide by the Memorandum and Articles of the Association.

Signature of Applicant:

Date:

(For our records- please print)

Nominee	
Family Name	Date and place of birth
Other Name/s	Home Telephone Number/Fax
Postal Address	Work Telephone Number/Fax
Email Address	Partner's Name
	Children's Names

Nomination (Any two members of the Association can complete this section)

We nominate the above person, who is personally known to us, to be a member of the Association.

Proposer	Secunder
Family Name:	Family Name:
Other Name/s	Other Name/s
Signature	Signature
Date	Date

(OFFICE USE ONLY)

Date accepted as member: _____.

Secretary's initial: _____.

APPENDIX 2

**APPOINTMENT OF PROXY FORM
WORKVENTURES LIMITED**

I,
(full name of principal)

of
(address)

being a member of WorkVentures Limited hereby appoint

.....
(full name of proxy or "the chairperson")

as my proxy at the general meeting to be held at

.....
(time, date and place of meeting)

My proxy is authorised to vote:

1. In whatever way he or she thinks fit.
2. In favour of the following motions:

.....
(description of motions)

3. Against the following motions:

.....

(description of motions)

.....
Signature of applicant

.....
Date