

Certificate of Registration of a Company



This is to certify that

AUSTRALIAN INSTITUTE OF EMBALMING PTY. LTD.

Australian Company Number 102 140 027

is a registered company under the Corporations Act 2001 and
is taken to be registered in Victoria.

The company is limited by shares.

The company is a proprietary company.

The day of commencement of registration is
the twelfth day of September 2002.

Issued by the
Australian Securities and Investments Commission
on this twelfth day of September, 2002.

David Knott
Chairman

Corporations Act 2001
A Company Limited by Shares

CONSTITUTION

- OF -

AUSTRALIAN INSTITUTE OF
EMBALMING PTY. LTD.
A.C.N. 102 140 027

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**CORPORATIONS LAW
A COMPANY LIMITED BY SHARES**

CONSTITUTION OF THE AUSTRALIAN INSTITUTE OF EMBALMING

Preliminary

1. The rules contained in "The Replaceable Rules" as set out in the Corporations Law shall not apply to the Company but this Constitution shall apply.

Interpretation

2.
 - (1) In this constitution:

"Law" means the Corporations Law;
"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.
 - (2) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a manner dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

Share Capital and Variation of Rights

3.
 - (1) An Ordinary shareholder shall hold such share subject to the following rights, privileges and conditions;
 - (a) The right to attend and vote at all meetings of the Company and on a show of hands every person present who is a member or a representative of a member has one vote, and on a poll every person present in person or by proxy or attorney has one vote for each share he holds;
 - (b) the right to participate in the dividends (if any) declared on the class of shares of which he is a holder;
 - (c) in the winding up of the Company to repayment of the capital paid upon such share and to participate in the division of any surplus assets or profits of the Company and in this regard to rank *pari passu* with all other shareholders.
 - (2) An "A" Class shareholder shall hold such share subject to the following rights, privileges and conditions:-
 - (a) the right to attend and vote at all meetings of the Company and on a show of hands, to one vote for every share held on every poll one vote for every share held;
 - (b) no right to participate in dividends declared on any class of shares;

- (c) in the winding up of the Company, to repayment of the capital paid upon such share but no right to participate in the division of surplus assets or profits of the Company.
- 4. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares but subject to the Law and only upon the resolution of the Company, shares in the Company may be issued by the Directors and any such share may be issued with such preferred deferred or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors, subject to such resolution, determine.
- 5. Subject to the Law, any preference share may, with the sanction of a resolution of the Company, be issued on the terms that they are, or at the option of the Company, are liable, to be redeemed.
- 6.
 - (1) If at any time the shares are divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound-up, be varied 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 resolutions passed at a separate meeting of the holders of the shares of the class.
 - (2) The provisions of the Constitution relating to general meetings apply so far as they are capable of application and *mutatis mutandis* to every such separate meeting except that:
 - (a) a quorum is constituted by:
 - (i) in the case of a company with a single member - that member; and
 - (ii) in the case of a company with 2 or more members - 2 persons who, between them, hold or represent by proxy one-third of the issued shares of the class; and
 - (b) any holder of shares of the class, present in person or by proxy, may demand a poll.
 - (3) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of the class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned shares.
 - (4) The Company may buy ordinary shares in itself.
- 7.
 - (1) The Company may exercise the power to make payments by way of brokerage or commission conferred by the law in the manner provided by the Law.

- (2) Payments by way of brokerage or commission may be satisfied by the payment of cash, by the allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares.

8.

- (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 share or (except as otherwise provided by this Constitution or by law) any other right in respect of a share except an absolute right or ownership in the registered holder.

9.

- (1) A person whose name is entered as a member in the register of members is entitled without payment to receive a certificate in respect of the share, executed in accordance with Rules governing the execution of documents by the Company but, in respect of a share or shares held jointly by several persons, the Company is not bound to issue more than one certificate.
- (2) Delivery of a certificate for a share to one of several joint holders is sufficient delivery to all such holders.

Lien

10.

- (1) The Company has a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share.
- (2) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder for all money presently payable by him or his estate to the Company.
- (3) The Directors may at any time exempt a share wholly or in part from the provisions of this clause.
- (4) The Company's lien (if any) on a share extends to all dividends payable in respect of the share.

11.

- (1) Subject to Sub-Clause (2), the Company may sell, in such manner as the 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 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

- 12.
- (1) For the purpose of giving effect to a sale mentioned in Clause 11, the 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 he is not bound to see 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.
13. The proceeds of a sale mentioned in Clause 11 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.

Calls on Shares

- 14.
- (1) The 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, except that no call shall exceed one-quarter of the sum of agreed values of the shares or be payable earlier than one month from the date fixed for payment of the last preceding call.
 - (2) Each member shall, upon receiving at least 14 days notice specifying the time or times and place so specified the amount called on his shares.
 - (3) The Directors may revoke or postpone a call.
15. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
16. The joint holders of a share are jointly and severally liable to pay all calls in respect of the share.
17. If a sum called in respect of a shares 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 of the sum to the time of actual payment at such rate not exceeding 8% per annum as the Directors determine, but the Directors may waive payment of that interest wholly or in part.
18. Any sum that by the terms of issue of a share, becomes payable on allotment or at a fixed date, shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes

payable, and in case of non-payment, all the relevant provisions of the 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.

19. The 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.
20.
 - (1) The Directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.
 - (2) The 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 the prescribed rate, as is agreed upon between the Directors and the member paying the sum.
 - (3) For the purposes of Sub-Clause (2), the prescribed rate of interest is:
 - (a) if the Company has, by resolution, fixed a rate - the rate so fixed; and
 - (b) in any other case - 8% per annum
21.
 - (1) Subject to this Constitution, a member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form that the Directors approve.
 - (2) An instrument of transfer referred to in Sub-Clause (1) shall be executed by or on behalf of both the transferor and the transferee.
 - (3) A transferor of shares remains the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the register of members in respect of the shares.
22. The instrument of transfer must be left for the registration at the registered office of the Company, together with such fee (if any) not exceeding \$1.00 as the Directors require, accompanied by the certificate of the shares to which it relates and such other information as the Directors properly require to show the right of the transferor to make the transfer, and thereupon the Company shall, subject to the powers vested in the Directors by this Constitution, register the transferee as the shareholder.
23. The Directors may decline to register any transfer of shares without assigning any reason therefor.
24.
 - (1) Except as provided in this Clause no share shall be transferred to a person who is not a member except for a person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership and is willing to purchase the share at the fair value thereof.
 - (2) A person proposing to transfer (hereinafter called "the proposing transferor") any share or shares to a person who is not a member of the Company shall

give notice in writing (hereinafter called "the transfer notice") that he desires to transfer the same. The transfer notice must specify the name and address of the proposed transferee and the sum at which the proposing transferor fixes the fair value of shares. Within 28 days after service of the transfer notice the Directors shall inform the proposing transferor whether or not they approve the transfer and if they approve it the transfer shall forthwith upon due delivery in accordance with this Constitution be registered. If the Directors disapprove the transfer the transfer notice shall constitute the Company the agent of the proposing transferor for the sale of the share or shares to any member of the Company or any person selected by the Directors as one whom it is desirable in the interest of the Company to admit to membership, willing to purchase the share or shares at the fair value and the authority so conferred on the Directors shall not be revocable.

- (3) If the Directors within three calendar months after advising the proposing transferor that they disapprove the intended transfer shall find a purchaser and give notice thereof to the proposing transferor the proposing transferor shall be bound upon full payment of the fair value of the share to transfer it to the said purchaser.
- (4) The fair value shall unless the purchaser disagrees be the value specified in the transfer notice but if the purchaser disagrees the fair value shall be determined by the Auditor if the Company or in case there shall be no Auditor of the Company for the time being then the Secretary of the Company shall on the application of either party appoint a disinterested and competent valuer to make a valuation of the assets of the Company and the costs of such valuation shall be borne by the proposing transferor and purchaser on equal shares. The value so determined shall be the fair value and the valuer in making such a valuation shall act as an expert and not as an arbitrator and accordingly any Arbitration Act shall not apply.
- (5) If in any case the proposing transferor after having become bound as aforesaid makes default in transferring the share or shares the Directors may authorise some person to execute on behalf of and as attorney for the proposing transferor any transfers and may receive and give good discharge for the purchase moneys on behalf of the proposing transferor and the directors may enter the name of the purchaser in the register of members as the holder by transfer of the shares in question.
- (6) If the directors do not within the said three calendar months find a purchaser and give notice as provided by the Clause the proposing transferor shall at any time within three calendar months thereafter be at liberty to sell and transfer the share or shares to any person and at any price.
- (7) Any share may be transferred by a member to any child or other issue son-in-law, daughter-in-law father mother brother sister nephew niece wife or husband of such member and any share of a deceased member may be transferred by his executors or administrators to any of the above so described of such deceased member to whom he may have specifically bequeathed the same and shares standing in the name of the trustees of the will of any deceased member may be transferred upon any change of trustees to the trustees for the time being of such will in which event the restrictions comprised in this Clause shall not apply to such transfer.

- (8) The Company in general meeting may make and from time to time vary rules as to the mode in which any shares specified in any transfer notice shall be offered to the members and as to their rights in regard to the purchase thereof and in particular may give any member or class of members a preferential right to purchase the same. Until otherwise determined every such share shall be offered to the members in such order as shall be determined by lots drawn in regard thereto and the lots shall be drawn in such manner as the Directors think fit.
- (9) In the event of a member or Director in any capacity and whether as creditor or otherwise presenting to the Court any petition to wind up the Company on any ground whatsoever or institution any proceedings against the Company for the recovery of any monies allegedly due by the Company the member and in the case of a Director any member of the Company being his wife or child or trustee for the family of such Director or a Company of which such Director is a director shall be deemed on the day prior to the presentation of the petition to have served a transfer notice pursuant to this Constitution in respect of all shares owned by the member or such person or Company as the case may be.
25. The registration of transfers may be suspended at such times and for such periods as the Directors from time to time determine not exceeding in the whole 30 days in any year.

Transmission of Shares

26. In the case of the death of a member, the survivor 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 Clause 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
- 27.
- (1) Subject to the *Bankruptcy Act* 1966, 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 Directors, elect with 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 execute a transfer of the share to that other person.
- (4) All the limitations, restrictions and provisions of these rules relating to the right to transfer and the registration of transfer 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.
28. (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 Directors, entitled to the same dividends and other advantages, and to the same rights (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 holder of the share.

Forfeiture of Shares

29.

- (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 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 forfeited.

30.

- (1) If the requirements of a notice served under Clause 29 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 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.

31.

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit

32.

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 the forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of interest) but his liability ceases if and when the company receives payment in full of all the money (including interest) so payable in respect of the shares.

33.

A statement in writing declaring that the person making the statement is a 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.

34.

- (1) The Company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed.
 - (2) Upon the execution of the transfer, the transferee shall be registered as the holder of the share and is not bound to see the application of any money paid as
 - (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.
35. The provision 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 as if that sum had been payable by virtue of a call duly made and notified.

Alteration of Capital

36. The Company may by resolution:
- (1) increase its share capital by the creation of new shares of such amount as is specified in the resolution;
 - (2) consolidate and divide all or any of its issued share capital into shares of larger amount than its existing shares;
 - (3) sub-divide all or any of its shares into shares of smaller amount than is fixed by the Constitution but so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each such share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount is derived; and
 - (4) cancel shares that at the date of the passing of the resolution have not been taken or agreed to be taken by any person or have been forfeited and reduce its share capital by the amount of the shares so cancelled.
- 37.
- (1) Subject to any direction to the contrary that may be given by the Company in general meeting, all unissued shares shall before issue be offered to such persons as at the date of the offer entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances allow to the number of the shares already held by them.
 - (2) The offer shall be made by notice specifying the number of shares offered and limiting a time within which the offer if not accepted will be deemed to be declined.
 - (3) After expiration of that time or on being notified by the person to whom the offer is made that he declines to accept the shares offered the Directors may issue those shares in such manner as they think most beneficial to the Company.
 - (4) Where by reason of the proportion that shares proposed to be issued bear to shares already held some of the first mentioned shares cannot be offered in

accordance with Sub-Clause (1) the Directors may issue the shares that cannot be so offered in such manner as they think most beneficial to the Company.

General Meetings

38. Any Director may whenever he thinks fit convene a general meeting.
- 39.
- (1) A notice of a general meeting shall specify the place the day and the hour of the meeting and except as provided in Sub-Clause (2) shall state the general nature of the business to be transacted at the meeting.
 - (2) It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the declaring of a dividend the consideration of the accounts and the report of the Directors and Auditors the election of Directors in the place of this retiring or the appointment and fixing of the remuneration of the Auditors.

Proceedings at General Meetings

- 40.
- (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - (2) For the purposes of determining whether a quorum is present a person attending as a proxy or as representing a body corporate that is a member, shall be deemed to be a member.
 - (3) A quorum is constituted by:
 - (i) in the case of a Company with a single member - that member; and
 - (ii) in the case of a Company with two or more members - a majority of the members
41. If a quorum is not present within half an hour from the time appointed for the meeting:
- (1) where the meeting was convened upon the requisition of members - the meeting shall be dissolved; or
 - (2) in any other case:
 - (a) the meeting stands adjourned to such day and at such time and place as the Directors determine or if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (b) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting:
 - (i) 2 members constitute a quorum; or

- (ii) where 2 members are not present - the meeting shall be dissolved

42.

- (1) If the Directors have elected one of their number as chairman of their meetings, he shall preside as chairman at every general meeting.
- (2) Where a general meeting is held and:
 - (a) a chairman has not been elected as provided by Sub-Clause (1); or
 - (b) the chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act;the members present shall elect one of their number to be chairman of the meeting.

43.

- (1) The chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given as in the case of an original meeting.
- (3) Except as provided by Sub-Clause (2) it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

44.

- (1) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (a) by the chairman;
 - (b) by at least 3 members present in person or by proxy;
 - (c) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (2) Unless a poll is so demanded a declaration by the chairman 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 the effect in the book containing the minutes of the proceedings of the Company is conclusive evidence of the fact with out

proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (3) The demand for a poll may be withdrawn.
- 45.
- (1) If a poll is duly demanded it shall be taken in such manner and (subject to Sub-Clause (2)) either at once or after an interval to adjournment or otherwise as the chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
 - (2) A poll demanded in the election of a chairman or on a question of adjournment shall be taken forthwith.
46. In the case of an equality of votes whether on a show of hands or on a poll the chairman of the meeting at which the show of hands takes place or at which the poll is demanded in addition to his deliberative vote (if any) has a casting vote.
47. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
- (1) at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or attorney; and
 - (2) on a show of hands every person present who is a member or a representative of a member has one vote and on a poll every person present in person or by proxy or attorney has one vote for each share he holds.
48. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by attorney shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
49. If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the member in relation to a general meeting as if the committee trustee or other person were the member.
50. A member is not entitled to vote at a general meeting unless all calls and other sums presently payable by him in respect of shares in the Company have been paid.
- 51.
- (1) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote to object to is given or tendered.
 - (2) Any such objection shall be referred to the chairman of the meeting whose decision is final.
 - (3) A vote not disallowed pursuant to such an objection is valid for all purposes.
- 52.

- (1) An instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a body corporate in accordance with the rules that govern the execution of documents by that body corporate or under the hand of an officer or attorney duly authorised.
- (2) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and where an instrument of proxy so provides the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (3) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

AUSTRALIAN INSTITUTE OF EMBALMING PTY LTD

I/We _____, of _____, being a member/members of the abovenamed Company, hereby appoint _____ of _____ or, in his absence, _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the _____

*annual general

*general

meeting of the Company to be held on the _____ day of 20____ and at any adjournment of that meeting.

+This form is to be used *against _____ resolution

Signed this _____ day of _____ 20____

*strike out whichever is not desired

+to be inserted if desired.

53. An instrument appointing a proxy shall not be treated as valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a notorially certified copy of that power of attorney is or are deposited not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll at the registered

office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the meeting.

54. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal the revocation of the instrument (or of the authority under which the instrument was executed) or of the power or the transfer of the share in respect of which the instrument or power is given if no intimation in writing of the death or unsoundness of mind or revocation or transfer has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power exercised.

55.

- (1) If all the members have signed a document containing a statement that they are in favour of a resolution of the members in terms set out in the document a resolution in those terms shall be deemed to have been passed at a meeting of the members held on the day on which the document was signed and at the time at which the document was last signed by a member or if the members signed the document on different days on the day on which and at the time at which the document was last signed by a member.
- (2) For the purpose of Sub-Clause (1), 2 or more separate documents containing statements in identical terms each of which is signed by one or more members shall together be deemed to constitute one document containing a statement in those terms signed by those members on the respective days on which they signed the separate documents.
- (3) A reference in Sub-Clause (1) to all the members does not include a reference to a member who at a meeting of members would not be entitled to vote on resolution.

56.

- (1) If a company has only one shareholder and the shareholder records the shareholder's decision to a particular effect the recording of the decision counts as the passing by the shareholder of a resolution to that effect.
- (2) A record made for the purposes of Sub-Clause (1) also has effect as minutes of the passing of the resolution.
- (3) A declaration has effect as minutes that record the making of the declaration.
- (4) A record made for the purposes of Sub-Clause (1) must be made in writing.

Appointment, Removal and Remuneration of Directors

57.

- (1) The maximum number of directors of the Company shall be 7.
- (2) The Company may by resolution increase or reduce the number of directors.

58.

- (1) The Company may at any time appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors does not at any time exceed the number determined in accordance with this Constitution.
 - (2) A Director shall continue to hold office until he dies or until his office is vacated pursuant to Clauses 59 or 62.
59. The Company may by resolution remove any Director and may by resolution appoint another person in his stead. Any Director so appointed shall hold office for life subject to this Constitution.
- 60.
- (1) The Directors shall be paid such remuneration as is from time to time determined by the Company in general meeting.
 - (2) That remuneration shall be deemed to accrue from day to day.
 - (3) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
61. A Director need not hold any shares in the Company.
62. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director:
- (1) 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;
 - (2) resigns his office by notice in writing to the Company;
 - (3) is absent without the consent of the Directors from meetings of the Directors held during a period of 6 months.

Power and Duties of the Directors

- 63.
- (1) Subject to the law and to any other provision of this Constitution, the business of the Company shall be managed by the Directors who may pay all expenses incurred in promoting and forming the Company and may exercise all such powers of the Company as are not by the Law or by this Constitution required to be exercised by the Company in general meeting.
 - (2) Without limiting the generality of Sub-Clause (1) the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

64.

- (1) The Directors may by power of attorney appoint any person or persons to be the attorney or attorneys of the Company for such purposes with such powers authorities and discretions (being powers authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they think fit.
 - (2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers authorities and discretions vested in him.
65. All cheques promissory notes bankers drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be by any 2 Directors or in such other manner as the Directors determine.

Proceedings of Directors

- 66.
- (1) The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
 - (2) A Director at any time and a Secretary shall on the requisition of a Director convene a meeting of the Directors.
 - (3) The Directors may conduct their meetings by telephone or other means of communication without a Director or Directors being in the physical presence of another Director or Directors.
- 67.
- (1) Subject to this Constitution questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.
 - (2) In case of an equality of votes, the Chairman of the meeting in addition to his deliberative vote (if any) has a casting vote
68. No Director shall be disqualified by his office from holding any office or place of profit under the Company or under any Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser 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 shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profit arising from such office or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him in the manner required by the law. A Director may vote in respect of any contract or arrangement in which he is interested. A Director may sign any instrument in accordance with the rules that govern the execution of documents by the Company not withstanding that he is interested in the contract or arrangement to which the instrument relates.

69. At a meeting of Directors the number of Directors whose presence is necessary to constitute a quorum is 4.

70. In the event of a vacancy or vacancies in the office of a Director or offices of Directors the remaining Directors may act but if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors they may act only for the purpose calling a general meeting of the Company.

71.

(1) The Company by resolution shall appoint one Director as chairman and one director as a deputy chairman of the Director's meeting and may determine the period for which they are to hold office.

(2) Where such a meeting is held and:

(a) a chairman and deputy chairman have not been appointed as provided by Sub-Clause (1) or;

(b) (i) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act; and
(ii) the deputy chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act;

the Directors present shall elect one of their number to be a chairman of the meeting.

72.

(1) The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit provided that at least one Director is a member of any such committee.

(2) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.

(3) the members of such a committee may elect one of their number as chairman of their meetings.

(4) Where such a meeting is held and:

(a) a chairman has not been elected as provided in Sub-Clause (3); or

(b) the chairman is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act.

the members present may elect one of their number to be chairman of the meeting.

(5) A committee may meet and adjourn as it thinks fit.

(6) Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and

- (7) In the case of an equality of votes, the chairman in addition to his deliberative vote (if any) has a casting vote.

73.

- (1) If all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document a resolution in those terms shall be deemed to have been passed at a meeting of the directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or if the Directors signed the document on different days on the day on which and at the time at which the document was last signed by a Director.
- (2) For the purposes of Sub-Clause (1) 2 or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors in the respective days on which they signed the separate documents.
- (3) A reference in Sub-Clause (1) to all the Directors does not include a reference to a Director who at a meeting of Directors would not be entitled to vote on the resolution.

74. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee or to act as a Director or that a person so appointed was disqualified as valid as if the person had been duly appointed and was qualified to be a Director.

75.

- (1) If a company has only one director and the director records the director's decision to a particular effect, the recording of the decision counts as the passing by the director of a resolution to that effect.
- (2) A record made for the purposes of Sub -Clause (1) also has effect as minutes of the passing of the resolution.
- (3) If a company has only one director and the director records the director's declaration to a particular effect, the recordings of the declaration counts as the making of a declaration to that effect made at a meeting of the company's directors.
- (4) A declaration has effect as minutes that record the making of the declaration.
- (5) A record made for the purposes of Sub-Clause (1) or (2) must be made in writing.

Managing Director

76.

- (1) The Directors may from time to time appoint one or more of their number to the office of managing Director for such period and on such terms as they

think fit and subject to the terms of any agreement entered into in a particular case may revoke any such appointment.

- (2) A Director so appointed shall have his appointment automatically terminated if he ceases from any cause to be a director.
77. A Managing Director shall subject to the terms of any agreement entered into in a particular case receive such remuneration (whether by way of salary commission or participation of profits or partly in one way and partly in another) as the Directors determine.
- 78.
- (1) The Directors may upon such terms and conditions and with such restrictions as they think fit, confer upon a managing Director any of the powers exercisable by them.
 - (2) Any powers so conferred may be concurrent with or be to the exclusion of the powers of the Directors.
 - (3) The Directors may at any time withdraw or vary any of the powers so conferred on a Managing Director.

Associate Directors

- 79.
- (1) The Directors may from time to time appoint any person to be an associate Director and may from time to time terminate any such appointment.
 - (2) The Directors may from time to time determine the powers duties and remuneration of any person so appointed.
 - (3) A person so appointed is not required to hold any shares to qualify him for appointment but does not have any right to attend or vote at any meeting of Directors.

Secretary

80. A Secretary of the Company holds office on such terms and conditions as to remuneration and otherwise as the Directors determine.

Execution of Documents (including deeds) by the Company itself

- 81.
- (1) A company may execute a document without using a common seal if the document is signed by:
 - (a) 2 directors of the company; or
 - (b) a director and a company secretary of the company; or

- (c) for a proprietary company that has a sole director who is ^{also} ~~also~~ the sole company secretary - that director

Note: If a company executes a document in this way people will be able to rely on assumptions in Sub-section 129 (5) of the Corporations Law for dealings in relation to the Company.

- (2) A company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with subsection (1).
- (3) This section does not limit the ways in which a company may execute a document (including deeds)

Inspection of Records

82. The Directors shall determine whether and to what extent and at what time and places and under what condition that accounting records and other documents of the Company or any of the will be open to the inspection of members and other than Directors and a member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general.

Dividends and Reserves

- 83.
- (1) The Company in general meeting may declare a dividend if and only if the directors have recommended a dividend.
- (2) A dividend shall not exceed the amount recommended by the Directors.
84. The Directors may authorise the payments by the Company to the members of such interim dividends as appear to the Directors to be justified by the profits of the Company.
85. Interest is not payable by the Company in respect of any dividend.
- 86.
- (1) The Directors may before recommending any dividend set aside out of the profits of the Company such sums as they think proper as reserves to be applied at the discretion of the Directors for any purpose for which the profits of the Company may be properly applied.
- (2) Pending any such application the reserves may at the discretion of the Directors be used in the business of the Company or be invested in such investments as the Directors think fit.
- (3) The Directors may carry forward so much of the profits remaining as they consider ought not be distributed as dividends without transferring those profits to a reserve.

87.

- (1) Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect of which the dividend is paid.
- (2) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid if any share is issued on terms providing that it will rank for dividend as from a particular date that share ranks for dividend accordingly.
- (3) An amount paid or credited as paid on a share in advance of a call shall not be taken for the purposes of this Clause to be paid or credited as paid on the share.

88. The Directors may deduct from any dividend payable to a member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares in the company.

89.

- (1) Any general meeting declaring a dividend may by resolution direct payment of the dividend wholly or partly by the distribution of specific assets including paid up shares in or debentures of any other corporation and the Directors shall give effect to such resolution.
- (2) Where a difficulty arises in regard to such a distribution the Directors may settle the matter as they consider expedient to fix the value for distribution of the specific assets or any part of those assets and may determine that cash payments will be made to any members on the basis of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as the directors consider expedient.

90.

- (1) Any dividend interest or other money payable in cash in respect of shares may be paid by cheque sent through the post directed to:
 - (a) the address of the holder as shown in the register of members or in the case of joint holders to the address shown in the register of members as the address of the joint holder just first named in the register or;
 - (b) to such other address as the holder or joint holder in writing directs or direct.
- (2) Any one of 2 or more joint holders may give effectual receipts for any dividends interest or other money payable in respect of the shares held by them as joint holders.

Capitalisation of Profits

91.

- (1) Subject to Sub-Clause (2) the Company in general meeting may resolve that it is desirable to capitalise any sum being the whole or part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to members and that that sum be applied in any of the ways mentioned in Sub-Clause (3) for the benefit of members in the proportions to which those members would have been entitled in a distribution of that sum by way of dividend.
- (2) The Company shall not pass a resolution as mentioned in Sub-Clause (1) unless the resolution has been recommended by the Directors.
- (3) The ways in which a sum may be applied for the benefit of members under Sub-Clause (1) are:
 - (a) in paying up any amounts unpaid on shares held by members;
 - (b) in paying up in full unissued shares or debentures to be issued to members as fully paid; or
 - (a) partly mentioned in paragraph (a) and partly as mentioned in paragraph (b).
- (4) The Directors shall do all things necessary to give effect to the resolution and in particular to the extent necessary to adjust the rights of members among themselves may:
 - (a) issue fractional certificates or make cash payments in cases where shares or debentures become issuable in fractions; and
 - (b) authorise any person to make on behalf of all the members entitled to any further shares or debentures upon the capitalisation an agreement with the Company providing for the issue to them credited as fully paid up of any such further shares or debentures or for the payment up by their Company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised.

and any agreement made under an authority referred to in paragraph (b) is effective and binding on all the members concerned.

Notices

92.

- (1) A notice may be given by the Company to any member either by serving it on him personally or by sending it by post to him at his address as shown in the register of members or the address supplied by him to the Company for the giving of notices to him
- (2) 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.

- (3) A notice may be given by the Company to the joint of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
- (4) A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him personally or by sending to him by post address to him by name or by the title of representative of the deceased or assignee of the bankrupt or by any like description at the address (if any) within the Territory supplied for the purpose by the person or if such an address has not been supplied at the address to which the notice might have been sent if the death or bankruptcy had not occurred.

93.

- (1) Notice of every general meeting shall be given in the manner authorised by Clause 93 to:
 - (a) every member;
 - (b) every person entitled to a share in consequence of the death or bankruptcy of a member who but for his death or bankruptcy of a member who but for his death or bankruptcy would be entitled to receive notice of the meeting and;
 - (c) the Auditor for the time being of the Company.

Liquor Licence

94. While and so long as the Company is the holder of a licence under the *Liquor Control Act 1987* or any amendment or re-enactment thereof, the Company and/or the Directors or other officers are prohibited from appointing any Directors or alternate Directors until the name address and occupation of each person proposed to be appointed a Director has been submitted in writing to the Register of the Victorian Liquor Licensing Commission and to the Licensing Inspector for the area in which the licensed premises are situated and every such person has been approved by the Liquor Licensing Commission.

Winding Up

95.

- (1) If the Company is wound up, the liquidator may with the sanction of a special resolution divide amount the members in kind the whole or any part of the property of the Company and may for that purpose set such value as he considers fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.
- (2) The liquidator may with the sanction of a special resolution vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no members is compelled to accept any shares or other securities in respect of which there is any liability.

Indemnity

96. Every officer, Auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as officer, Auditor or agent in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him by the Court.

Adopted at the time of registration as the Constitution of The Australian Institute of Embalming as evidenced by the witnessing of all the members of the Company on this
day of _____, 2002.

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