

# Appendix 15B

## Provisions required by rule 15.11.1

(For use by a company to which any +replaceable rule applies.)

Introduced 1/7/98. Origin: Appendix 15A. Amended 30/9/2001, 20/07/2007.

Note: A company to which replaceable rules apply is a company incorporated before 1/7/98 that has repealed its memorandum and articles of association and not replaced them with a constitution that excludes the operation of *all* replaceable rules and a company incorporated on or after 1/7/98 whose constitution does not exclude the operation of *all* replaceable rules.

“If the entity\* is admitted to the Official List of ASX, the following clauses apply:

1. Notwithstanding anything contained in this constitution\* or in any replaceable rule applicable to this entity\*, if the Listing Rules prohibit an act being done, the act shall not be done.
2. Nothing contained in this constitution\* or any replaceable rule applicable to this entity\* prevents an act being done that the Listing Rules require to be done.
3. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
4. If the Listing Rules require this constitution\* to contain a provision and it or any replaceable rule applicable to this entity\* does not contain such a provision, this constitution\* is deemed to contain that provision.
5. If the Listing Rules require this constitution\* not to contain a provision and it contains such a provision, this constitution\* is deemed not to contain that provision.
6. If the Listing Rules require this constitution\* not to contain a provision and any replaceable rule applicable to this entity\* is or contains such a provision, that replaceable rule is deemed not to apply to this entity\*.
7. If any provision of this constitution\* is or becomes inconsistent with the Listing Rules, this constitution\* is deemed not to contain that provision to the extent of the inconsistency.
8. If any replaceable rule applicable to this entity\* is or becomes inconsistent with the Listing Rules, this constitution\* is deemed to replace or modify that replaceable rule to the extent of any inconsistency.

“ASX” means ASX Limited.

“Listing Rules” means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity\* is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

“Replaceable Rule” means any provision of those sections and sub-sections of the Corporations Act which are designated under section 141 of the Corporations Act as “replaceable rules” and so capable of being replaced or modified by a company’s constitution.”

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+ See chapter 19 for defined terms.

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*\*Substitute with the term used in your constitution (eg, 'the Company', 'these Articles', etc)*