

PROPOSED AMENDMENTS TO JOB FUTURES LIMITED CONSTITUTION

A. ENFORCEABILITY OF COMMITMENTS MADE TO JOB FUTURES LTD UPON MAKING AN APPLICATION

1. Rule 9.1.1

Delete the current rule and replace it with the following rule:

"An application for membership shall be in writing, signed by the applicant, lodged with the Secretary, and shall be in such form and contain such information, representations and warranties on the part of the applicant as the Board may from time to time determine.

2. Rule 9.1.2 Delete the current rule and replace it with the following rule:

"As soon as practicable after the receipt of an application for membership it shall be considered by the Board which shall determine whether to approve or reject the application. The Board shall be entitled to rely on all representations and warranties provided by the applicant which must be true and correct and which must endure for the period of the membership of the Member."

B. CESSATION OF MEMBERSHIP

3. Rule 11.1

This rule to be deleted and replaced with the following rule:

11.1 Cessation

11.1 A member's membership of the company shall automatically cease if :

11.1.1 a member resigns;

11.1.2 a member is expelled pursuant to the provisions of rule 11.3 of this Constitution;

11.1.3 an administrator, receiver or liquidator is appointed in connection with the winding-up of the member; or

11.1.4 an order is made by a court for the winding-up or deregistration of the member;

11.1.5 a member, being a company, ceases to exist;

11.1.6 a member makes a change in control, as specified in rules 11.5.1 and 11.5.2, without the approval of the Board having been first obtained pursuant to rule 11.5.3.

11.1.7 a member ceases to be a not for profit entity.

(for the purpose of this rule a "not for profit entity" means an entity that can not distribute profit, dividends or assets to its members)

C. SUSPENSION OF PRIVILEGES

4. Rule 11.4.2

Rule 11.4.2 be deleted and replaced with the following:

11.4.2 If any membership fees owing to the Company by a member are not received by the Company by the due date then the member may, after notice of the default shall have been sent to it by the Secretary and a period of twenty-one (21) days shall have elapsed after the date of the notice without the membership fees money having been received by the Company, by resolution of the Board, be suspended from all privileges of relevant membership PROVIDED that the Board, may reinstate the member on such conditions as the Board may determine if the Board thinks fit to do so.

5. Rule 11.4.3

A new rule 11.4.3 to be inserted as follows:

Rule 11.4.3

"Where it is alleged that a Member is in breach of the provisions of rule 3.2 of the Members Charter, and a meeting of the Board has been called to consider the expulsion of such member, the Board may, in its absolute discretion:

- (a) suspend the Member's right to receive information which in the opinion of the Board pertains to any tender being or proposed to be made by a Member in its own right; and
- (B) suspend the Member's right to participate in meetings in which it is proposed to discuss information, policies, strategies and tender formulation with respect to the subject tender.

pending the outcome of the meeting of the Board called to expel the member or, where a member elects to have the matter determined by the members in a general meeting, pending the outcome of such general meeting of the members."

6. Rule 11.3. - Expulsion

That Rule 11.3 be deleted and replaced with the following rule:

11.3.1 If the Board determines that a continuing representation or a continuing warranty made by a member in its application form is not true and correct then the Board may expel a member forthwith.

11.3.2. If a member:

11.3.2.1 is in breach of a provision of this Constitution;

11.3.2.2 is in breach of a provision of the Membership Charter; or

11.3.2.3 commits any act or omission which, in the opinion of the Board, is unbecoming of a member or prejudicial to the interests of the Company,

11.3.2.4 if a member fails, for a period of six (6) months, to meet its obligations with respect to payment of any amount in excess of one thousand dollars (\$1,000) due and owing to the Company.

the Board may expel the member from the Company and remove the member's name from the register of members subject to rules 11.3.3 to 11.3.13 following.

- 11.3.3 A meeting of the Board must be called for the purpose of expulsion of a member pursuant to rule 11.3.2.
- 11.3.4 Not less than fourteen (14) days prior to the meeting of the Board at which the Board is to consider a resolution to expel a member pursuant to rule 11.3.2 of this Constitution, the Board must give notice of such meeting to the member concerned and inform the member of the breach or act or omission which the Board is to consider and provide the member with the text of any proposed resolution relating to expulsion of the member.
- 11.3.5 At any meeting called by the Board, and before the passing of any resolution relating to expulsion, the concerned member shall be given the opportunity, exercisable at the option of the member to provide such oral or written submissions to the Board as the member may think fit pertaining to the alleged breaches or acts or omissions.
- 11.3.6 Oral submissions shall be made personally by a representative who is employed by the member or by an agent.
- 11.3.7 If a resolution to expel a member is passed at a meeting of the Board called pursuant to rule 11.3.3 the member shall be notified in writing without delay of the resolution of the Board.
- 11.3.8 A resolution of the Board to expel a member shall require a two-thirds majority of those directors who attend and vote on the resolution.
- 11.3.9 If and only if the member has availed itself of the opportunity of providing a submission to the Board in accordance with rule 11.3.5, the member may by written notice received by the Company no later than seven (7) days after the member received the notification of the resolution of the Board, pursuant to rule 11.3.7, elect to have the matter of expulsion dealt with by the Company in a general meeting of members.
- 11.3.10 If a member has elected to have the matter of expulsion dealt with by the Company in a general meeting of members, pursuant to rule 11.3.9, the company secretary or the Chairman of the Board shall call a general meeting of the Company for the purpose of confirming or rejecting the resolution passed by the Board. Such resolution of the members must be passed by a majority of those members present and voting (such vote to be taken by secret ballot). If the members in general meeting confirm the resolution of the Board then the member concerned shall be expelled immediately.

- 11.3.11 The Board shall provide the members with all relevant information, including any transcript of the oral submission of the member before it and any written submissions.
- 11.3.12 The Board may determine that prior to calling a general meeting, the concerned member must first provide reasonable security to the Company to meet the cost of convening and holding such meeting. If the members in general meeting confirm the resolution of the Board then the Company shall retain from the security such amount as was incurred in convening and holding the meeting and the balance, if any, shall be returned to the member. If the security is not adequate to cover such costs then the excess of costs over the security shall be a debt due and immediately owing by the member to the Company.
- 11.3.13 The security referred to in rule 11.3.12 is such amount as the Board may reasonably determine is likely to be incurred by the Company in calling and holding a general meeting for the purposes of considering an expulsion resolution.
- 11.3.14 The provisions of this Constitution relating to the expulsion of members apply to all categories of members.

7. Rule 11.5

A new rule 11.5 to be inserted to deal with a change in control of a Member :

"11.5 Change in Control

11.5.1 If a member is:

- (a) a company which is neither listed nor wholly owned by a company which is listed on a Stock Exchange; or
- (b) an incorporated association registered pursuant to relevant State or Territory legislation;

it must not, without having first obtained the approval of the Board, make any change in its shareholding or membership or that of its holding company so that a different entity will control the composition of the board of directors or more than fifty per centum (50%) of the rights to vote at general meetings.

11.5.2 If a member is a body corporate created by legislation it must not, without having first obtained the approval of the Board, make any change in the composition of its board of directors or managing council so that a different entity will control the composition of the board of directors or managing council or more than fifty per centum (50%) of the rights to vote at general meetings.

11.5.3 For the purposes of rules 11.5.1 and 11.5.2 a written request for approval must be served on the Company Secretary. The Board must consider the written request within fourteen (14) days of the date of receipt thereof and must notify the member of its decision not later than twenty one (21) days from the date of receipt of the request.

D. JOB FUTURES MEMBERSHIP CHARTER

8 Rule 25

There shall be a new rule 25 as follows:

- "25.1. There shall be a "Job Futures Membership Charter" the terms and conditions of which shall be legally binding on each and every member.
- 25.2 The members may, in general meeting, amend or vary the terms and conditions of the Job Futures Membership Charter.
- 25.3 Any amendment or variation to the Job Futures Membership Charter must be passed by at least seventy five per centum 75% of those members present and voting."