



KEYINVEST
49 Gawler Place Adelaide
PO Box 3340 Rundle Mall
South Australia 5000
t 08 8213 1100
f 08 8231 4079
www.keyinvest.com.au
info@keyinvest.com.au

2009 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of KeyInvest Ltd (**the Company**) will be held at Level 5, 49 Gawler Place, Adelaide SA 5000, on Tuesday, 17 November 2009 at 9.00am.

Additional information concerning the proposed resolutions is contained in the Information Memorandum and Schedule which accompanies and forms part of this Notice of Meeting.

The business to be considered at the meeting is as follows:

ORDINARY BUSINESS (to be considered as ordinary resolutions)

1. ***Financial Statements and Reports*** - To consider the Company's Financial Statements and Reports for the year ended 30 June 2009.

2. ***Election of Directors***

In accordance with the Company's Constitution:

(a) Roger Neil Sexton, being eligible, offers himself for re-election for a three year term; and

(b) Geoffrey David Lane, being eligible, offers himself for re-election for a one year term.

3. ***Remuneration of Non Executive Directors***

Set the remuneration of the Non Executive Directors.

SPECIAL BUSINESS (to be considered as special resolutions)

4. ***Amendments to the Constitution***

To consider, and if thought fit, pass the following resolution as a special resolution pursuant to section 136 of the *Corporations Act 2001 (Cth)* ("**Corporations Act**") and Rule 18.1 of the Company's Constitution:

"THAT the Company's Constitution be amended in the manner set out in the Schedule to the Notice of Annual General Meeting with effect from the date the resolution is passed."

By Order of the Board of Directors

K M Wake
Company Secretary



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Notes:

1. Registration at the meeting will commence from 8.40am. Please note proof of identity may be required.
2. Voting Rights - under Rule 15.9 of the Company's Constitution a Member is entitled to vote at the meeting if, and only if, the Member has a current interest in a Benefit Fund. Please note with joint memberships only the first named Member on the Members' register is entitled to vote.
3. Proxies - a Member has the right to vote on the above resolutions by proxy. A Proxy Form is enclosed with this Notice of Meeting, together with instructions on how to vote using the Proxy Form. Please read these instructions carefully.
4. Item 1 - the Financial Statements and Reports will be available from Level 2, 49 Gawler Place, Adelaide SA 5000 or you may obtain a copy by mail or from our website www.keyinvest.com.au.

INFORMATION MEMORANDUM

Item 2 - Election of Directors

Board succession planning is considered an important part of the governance process and the Directors have established a Board Renewal Plan that sets out how the Board intends to progressively and orderly renew its membership. Under the Board Renewal Plan it is intended that Mr Geoffrey D Lane will retire at the 2010 Annual General Meeting and consequently at this AGM will be offering himself for re-election for a one year term only.

Due to the number of positions to be filled being equal to the number of nominations, the Constitution provides that the appointment of each candidate as a Director will be made by passing separate Ordinary Resolutions, by show of hands, at the Annual General Meeting.

The Remuneration and Nomination Committee has verified that all candidates meet the requirements of the Company's Fit and Proper Policy. Information pertaining to each candidate:

Dr Roger N Sexton	Chairman (Non Executive)
Qualifications	BEC (Hons), MEd, PhD (Econ), FAICD, FAIM, FFin, CPMgr, CUniv
Experience	Appointed Director on 1 October 2003. Dr Sexton previously served as a Director/Trustee from 1988 to 2002 and is a Merchant Banker with 30 years of experience.
Special Responsibilities	Chairman of the Remuneration and Nomination Committee and Director of each of the Company's subsidiaries.
Mr Geoffrey D Lane	Director (Non Executive)
Qualifications	CISA (retired)
Experience	Appointed Director on 27 October 1989. Mr Lane was previously an Internal Auditor for an insurance and finance company with over 44 years of experience retiring in 1998.
Special Responsibilities	Chairman of the Audit and Risk Committee and member of the Corporate Governance Committee and Director of each of the Company's subsidiaries.



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Item 3 - Remuneration of Non Executive Directors

In accordance with the Company's Constitution the total remuneration of Non Executive Directors (other than the employee Director) may not exceed the aggregate amount that the Annual General Meeting determines for the year.

Your Board is proposing no change to the amount approved at the 2008 Annual General Meeting.

Accordingly, it is recommended that the aggregate Non Executive Director remuneration for the ensuing year is \$383,250 including payments for the Superannuation Guarantee Levy.

Item 4 - Amendments to the Constitution

This resolution seeks the approval of the Company's Members for certain amendments to be made to the Company's Constitution.

Following a review of the Company's Constitution the Board has decided to generally update the Company's Constitution, including by making certain amendments which make it consistent with the provisions of the Corporations Act.

Pursuant to Section 136(2) of the Corporations Act and Rule 18.1 of the Company's Constitution, the Company may amend its Constitution, or a provision of its Constitution, by a special resolution passed by its Members.

The resolution proposes that the existing Constitution of the Company be amended in accordance with the changes that are identified in the Schedule to this Notice of Meeting.

Some of the more material amendments are as follows:

- (a) Rule 2.1 has been inserted to provide some background information as to how the Company came to be known as "KeyInvest Limited". It was agreed at the Company's 2007 Annual General Meeting that such an explanation should be inserted to make it easier to trace the different versions of the Constitution through the Company's previous different names.
- (b) Rule 8.3, which deals with who is a Guarantee Member, has been amended to confirm that Benefit Fund Members are Guarantee Members, as contemplated by Rule 8.2(b).
- (c) Rule 8.6(b) has been amended, along with the definition in Rule 1.1 of "Code of Laws", to reflect the current operation of the Grand Lodge and the Lodges.
- (d) Rule 8.8(d) has been deleted as this is more properly dealt with by the contracts the Company enters into with individual Members.
- (e) Rule 11.3(f) has been deleted as it is no longer relevant.
- (f) Rule 13.7 has been amended to provide that the Chairman does not have a casting vote. This is now the standard position adopted in the Constitution of most companies.
- (g) Rule 14.3(a) has been inserted to specifically identify the methods of notice which the Company will use to deliver notices of meetings to its Members including to any electronic address nominated by a Member.
- (h) Rule 15.1(b) has been amended so that a quorum for a General Meeting will be determined by counting not just those Members personally present but also those present by proxy.
- (i) Rule 15.5 has been amended so that it is consistent with section 250L of the Corporations Act.



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- (j) Rule 16.4 has been amended to allow the Company to provide notices for Benefit Fund meetings by email. This is consistent with the proposed amendments to Rule 14.3(a).
- (k) Rule 16.9 has been amended to increase the notice period for submitting a proposed resolution at a Benefit Fund meeting from thirty (30) days to forty-five (45) days.
- (l) Rule 18.1 has been amended and Rule 18.2 has been deleted to be consistent with section 136 of the Corporations Act.
- (m) Rule 19.8 has been amended so that the Audit and Risk Committee is comprised of such Non Executive Directors as the Board determines.

In the event that the resolution is passed, the proposed changes to the Company's Constitution will take effect from the date the resolution is passed.

Recommendation of Directors

Your Board recommends that you vote in favour of the resolution.

GENERAL INFORMATION

If you have any questions in relation to the proposed resolutions, please contact Ms Kerry Wake, Company Secretary, on (08) 8213 1100.

Attendance List

For planning purposes, if you are going to attend the 2009 Annual General Meeting please return the attached Form to our Reply Paid address listed below.

Mailing List

If you wish to be removed from our Notice of Meeting mailing list or alternatively you wish to receive notification of meetings by email (this option will reduce our use of paper, which is one of our environmental goals) please complete and return the attached Form.

The Notice of Meeting informs you about:

- governance matters regarding the Company; and
- your right to appoint a proxy, who attends and votes on your behalf.

Attendance at the meetings in person, or by nominating a proxy to attend in your place allows you to:

- participate in the governance of the Company;
- vote on any motion for proposed changes of the Company's Constitution, major proposals and to vote in elections of Directors and Auditors;
- ask questions about and comment on the Company's management, financial standing and performance; and
- ask questions of the Auditor about the audit of the Company and about the preparation and content of the Auditor's report.

Please be aware that you can change your choice at any time by notifying us in writing. Further, you will be able to obtain a copy of any Notice of Meeting from our office at Level 2, 49 Gawler Place, Adelaide SA 5000 or you may obtain a copy from our website www.keyinvest.com.au.

Please return your completed Form to our Reply Paid address (postage paid):

Company Secretary, KeyInvest, Reply Paid 3340, Rundle Mall SA 5000

PROPOSED AMENDMENTS TO THE COMPANY'S CONSTITUTION

Note: A marked up copy of the Company's Constitution showing all of the proposed amendments is available for inspection upon request from Level 2, 49 Gawler Place, Adelaide SA 5000.

Rule	Amendment
Body of Constitution	
General	Replace all references to the term "AGM" with the words "Annual General Meeting".
General	Replace all references to the term "APRA Regulations" with the words "the Regulations".
General	Replace all references to the term "Board of Directors" with the term "Board".
General	Replace all references to the term "Common Seal" with the words "common seal".
General	Replace all references to the term "Corporations Law" with "Corporations Act".
General	Replace all references to the phrases "Corporations Law and the Life Insurance Act", "Corporations Law and Life Insurance Act" and "Life Insurance Act, Corporations Law" with the term "Legislation".
General	Replace all references to the term "Grand Lodge of the Company" with "Principal Body Corporate Member".
General	Replace all references to the term "Jurisdiction" with the word "jurisdiction".
General	Replace all references to the words "Lodge members" with the term "Lodge Members".
General	Replace all references to the term "Prudential Standards" with "Regulations".
1.1: Defined Terms	Insert the following definitions: <ul style="list-style-type: none"> ▪ "Benefit Fund Rules" means the rules of the Benefit Funds contained in Appendix 4,". ▪ "Corporations Act" means the Corporations Act 2001 (Cth),". ▪ "Deputy Chairperson" means the person elected in accordance with these Rules to be the Chairperson's deputy,". ▪ "Lodge" means a Chartered Lodge of the Grand Lodge,". ▪ "Non Executive Directors" means all of the Directors excluding the Executive Directors,". ▪ "Register of Lodge Members" means a register of Lodge Members kept by the Company under the Legislation,".
1.1: Defined Terms	Delete the following definitions: <ul style="list-style-type: none"> ▪ "Corporations Law" means the Corporations Act 2001,". ▪ "Court" means the Supreme Court or a Supreme Court Judge of the State of South Australia,". ▪ "Order" means the Independent Order of Odd Fellows and all of its Lodges throughout the world operating under Charter of the Sovereign Grand Lodge, Independent Order of Odd Fellows,". ▪ "Person" means a human being or a body corporate, incorporated or unincorporated,". ▪ "State" means a State or Territory,".
1.1: Defined Terms	The definition of "Alternate Director" be amended by replacing the reference to "Rule 13.11" with "Rule 13.13".

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Rule	Amendment
1.1: Defined Terms	The definition of "APRA" be amended by deleting the phrase " <i>or an Officer of APRA</i> ".
1.1: Defined Terms	The definition of "Body Corporate" be replaced with: <ul style="list-style-type: none"> ▪ "<i>“Body Corporate” means an incorporated body or association,</i>".
1.1: Defined Terms	The definition of "Chairperson" be amended by replacing the phrase " <i>members or of Lodge Members or of Benefit Fund Members</i> " with " <i>Members, Lodge Members or Benefit Fund Members</i> ".
1.1: Defined Terms	The definition of "Code of Laws" be replaced with: <ul style="list-style-type: none"> ▪ "<i>“Code of Laws” means rules and regulations for the government of the Grand Lodge and Lodges,</i>".
1.1: Defined Terms	The definition of "the Company" be replaced with: <ul style="list-style-type: none"> ▪ "<i>“Company” means KeyInvest Ltd ABN 74 087 649 474,</i>".
1.1: Defined Terms	The definition of "Director" be replaced with: <ul style="list-style-type: none"> ▪ "<i>“Director” means a person holding office as a director of the Company, and where appropriate includes an Alternate Director,</i>".
1.1: Defined Terms	The definition of "Executive Director" be amended by replacing the word " <i>is</i> " with " <i>means</i> ".
1.1: Defined Terms	The definition of "General Meeting" be replaced with: <ul style="list-style-type: none"> ▪ "<i>“General Meeting” means the Annual General Meeting or any other General Meeting of the Company,</i>".
1.1: Defined Terms	The definition of "Guarantee" be amended by inserting the phrase " <i>the guarantee provided by a Guarantee Member to pay</i> " after the word " <i>means</i> ".
1.1: Defined Terms	The definition of "Guarantee Member" be amended by inserting the phrase " <i>after the adoption of this Constitution</i> " after the word " <i>member</i> ".
1.1: Defined Terms	The definition of "Legislation" be amended by deleting " <i>1995</i> ".
1.1: Defined Terms	The definition of "Lodge Member" be amended by deleting the phrase " <i>of the Grand Lodge of South Australia, Independent Order of Odd Fellows</i> ".
1.1: Defined Terms	The definition of "Principal Body Corporate Member" be amended by deleting the phrase " <i>of South Australia, Independent Order of Odd Fellows</i> ".
1.1: Defined Terms	The definition of "Rules" be replaced with: <ul style="list-style-type: none"> ▪ "<i>“Rules” means this Constitution as amended from time to time including the Benefit Fund Rules,</i>".
1.1: Defined Terms	The definition of "Shareholder" be amended by inserting the word " <i>and</i> " after " <i>,</i> ".
1.1: Defined Terms	The definition of "Standards" be amended by replacing the " <i>,</i> " with a " <i>.</i> ".
1.2(b): Definition	Replace the word " <i>if</i> " with the phrase " <i>Subject to Rule 1.5, if</i> ".

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Rule	Amendment
1.3(a): Composition of the Company	<ul style="list-style-type: none"> ▪ Replace the phrase “<i>Chartered Lodges of the Principal Body Corporate Member called Lodges</i>” with the word “<i>Lodges</i>” in Rule 1.3(a)(ii). ▪ Delete the word “<i>and</i>” in Rule 1.3(a)(iv). ▪ Replace the “.” with “; <i>and</i>” in Rule 1.3(b). ▪ Insert the following new Rule 1.3(c): <ul style="list-style-type: none"> ▪ “<i>any person who becomes a Shareholder under Rule 8.4.</i>”
2: Name	<p>Replace Rules 2.1 and 2.2 with: “<i>The name of the Company is KeyInvest Ltd (ABN 74 087 649 474).</i>”</p> <p>2.1 Background <i>The Company was incorporated as “The Independent Order of Odd Fellows” in 1878 and established as a Friendly Society under the Friendly Societies Act 1919.</i> <i>The Company became known as the “Independent Order of Odd Fellows South Australia Friendly Society Limited” on 12 December 1997 under the Friendly Societies (South Australia) Code.</i> <i>The Company on 1 July 1999 became a Life Insurance Company under the Legislation and became known as the “IOOF South Australia Friendly Society Limited”.</i> <i>The Company on 5 December 2000 became known as “IOOF SA LTD” following the Members agreeing to change the Company’s name at the Annual General Meeting.</i> <i>The Company on 27 November 2007 became known as “KeyInvest Ltd” following the Members agreeing to change the Company’s name at the Annual General Meeting.”</i></p>
3: Registered Office	Delete the phrase “ <i>and as may be registered with ASIC.</i> ”
4: Seal	Insert the word “ COMMON ” before the word “ SEAL ” in the heading to the Rule.
4.1: Seal	Delete the phrase “ <i>of Directors and is to be used only by the authority of the Board of Directors.</i> ”
4.3: Seal	<ul style="list-style-type: none"> ▪ Replace the word “<i>Seal</i>” with “<i>common seal</i>” in the third line of the Rule. ▪ Replace the first, third and fourth references to the term “<i>Directors</i>” with “<i>Board</i>”.
4.4: Seal	<ul style="list-style-type: none"> ▪ Insert the phrase “<i>or a Committee of the Directors authorised by the Board</i>” after the phrase “<i>the authority of the Board.</i>” ▪ Replace the word “<i>Sub-Rule</i>” with “<i>Rule 4.3.</i>”
5.1: Objects	<ul style="list-style-type: none"> ▪ Renumber paragraphs (i) to (viii) as paragraphs (a) to (h). ▪ Replace the word “<i>members</i>” with the term “<i>Members</i>” in Rules 5.1(iv) and 5.1(vii) (to be renumbered as Rules 5.1(d) and 5.1(g)). ▪ Insert the word “<i>and</i>” after the “,” in Rule 5.1(vii) (to be renumbered as Rule 5.1(g)). ▪ Replace the words “<i>of South Australia, Independent Order of Odd Fellows, and its Chartered</i>” with the words “<i>and its</i>” in Rule 5.1(viii) (to be renumbered as Rule 5.1(h)).
5.2: Objects	Replace the term “ <i>Management</i> ” with the word “ <i>management</i> ”.
5.4: Objects	Replace the word “ <i>members</i> ” with the term “ <i>Members</i> ”.

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Rule	Amendment
6: Powers	Renumber paragraphs (a) to (d) as paragraphs 6.1 to 6.4.
6(a) (to be renumbered as Rule 6.1): Powers	<ul style="list-style-type: none"> ▪ Renumber paragraphs (i) to (x) as paragraphs (a) to (j). ▪ Replace the term “<i>Company</i>” with the word “<i>company</i>” in Rules 6(a)(i) and 6(a)(iii) (to be renumbered as Rules 6.1(a) and 6.1(c)). ▪ Replace the term “<i>Legislation</i>” with the word “<i>laws</i>” in Rule 6(a)(iii) (to be renumbered as Rule 6.1(c)). ▪ Replace the words “<i>Rules 5.1(v) and (vi)</i>” with “<i>Rules 5.1(e) and 5.1(f)</i>” in Rule 6.1(iv) (to be renumbered as Rule 6.1(d)).
6(d) (to be renumbered as Rule 6.4): Powers	Renumber paragraphs (i) to (ii) as paragraphs (a) to (b).
7.3: Maximum Permissible Shareholding	Insert the words “ <i>or the</i> ” after the words “ <i>Corporations Law</i> ” (to be renamed Corporations Act) in the first line of the Rule.
7.6: Permanent Shares	<ul style="list-style-type: none"> ▪ Insert the word “<i>and</i>” after the “<i>,</i>” in Rule 7.6(a)(i). ▪ Replace the word “<i>members</i>” with the term “<i>Members</i>” in Rule 7.6(b)(i). ▪ Replace the word “<i>shares</i>” with the term “<i>Shares</i>” in Rule 7.6(b)(i). ▪ Replace the word “<i>rules</i>” with the term “<i>Rules</i>” in Rule 7.6(c). ▪ Delete the phrase “<i>and confirmation by the Court</i>” in the first line of Rule 7.6(d). ▪ Insert the word “<i>or</i>” after the “<i>,</i>” in the second line of Rule 7.6(d)(ii). ▪ Replace the word “<i>Sub-Rule (iii)</i>” with “<i>Rule 7.6(g)(iii)</i>” in Rule 7.6(g)(iv). ▪ Replace the word “<i>share</i>” with the term “<i>Share</i>” in Rules 7.6(h)(iii), 7.6(i)(i), 7.6(i)(ii) and the third to last line of Rule 7.6(k). ▪ Delete the phrase “<i>as required under the Corporations Law</i>” in Rule 7.6(i)(ii). ▪ Replace the number “<i>6</i>” with “<i>six (6)</i>” in Rule 7.6(j)(i). ▪ Delete the word “<i>and</i>” in the first line of Rule 7.6(l)(i). ▪ Delete the second reference to the word “<i>to</i>” in the first line of Rule 7.6(l)(i).
7.7: Redeemable Preference Share	<ul style="list-style-type: none"> ▪ Replace “<i>Sub-Rule (iii)</i>” with “<i>Rule 7.7(f)(iii)</i>” in Rule 7.7(f)(iv). ▪ Replace the word “<i>shares</i>” with the term “<i>Shares</i>” in Rule 7.7(f)(iv). ▪ Replace the word “<i>share</i>” with the term “<i>Share</i>” in the third to last line of Rule 7.7(j).
8.1: Members of the Company	<ul style="list-style-type: none"> ▪ Delete all references to the word “<i>and</i>” in the first line of Rule 8.1(a) and insert a “<i>,</i>” after the words “<i>Principal Body Corporate Member</i>” and “<i>Lodges</i>”. ▪ Replace the word “<i>member</i>” with the term “<i>Member</i>” in Rule 8.1(a). ▪ Replace the phrase “<i>registration of these Rules listed as under</i>” with “<i>adoption of this Constitution referred to in</i>” in Rule 8.1(a). ▪ Replace the phrase “<i>registration of these Rules</i>” with “<i>adoption of this Constitution</i>” in Rule 8.1(b). ▪ Insert the word “<i>and</i>” after the “<i>,</i>” in Rule 8.1(b).

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Rule	Amendment
8.2(b): Admission to Membership	<ul style="list-style-type: none"> ▪ Replace the word “<i>provisions</i>” with “<i>provision</i>”. ▪ Delete the phrase “<i>including the Agreement to the granting of a guarantee or acquisition of at least one (1) Share by that person, in the form approved from time to time by the Board</i>”.
8.3: Application for Membership	Insert the words “ <i>or Rule 8.2(b)</i> ” after “ <i>Rule 8.2(a)</i> ”.
8.5: Benefit Fund Members	<ul style="list-style-type: none"> ▪ Renumber the first two lines of the Rule as paragraph (a). ▪ Renumber and reformat paragraphs (a) and (b) as paragraphs (i) and (ii). ▪ Renumber and reformat paragraphs (c) and (d) so that they are combined as the following new paragraph (b): “<i>(b) A person ceases to be:</i> <ul style="list-style-type: none"> (i) <i>a Member when that person ceases to be a Member of a Benefit Fund; and</i> (ii) <i>a Member of a Benefit Fund when a person's entitlement to a benefit from the Benefit Fund ceases pursuant to the Benefit Fund Rules, unless the entitlement ceases due to an assignment under Rule 9.2.</i>”
8.6: Lodge Members	<ul style="list-style-type: none"> ▪ Replace the “<i>,</i>” with a “<i>.</i>” in Rule 8.6(a)(ii). ▪ Replace the “<i>a</i>” with “<i>A</i>” at the start of Rule 8.6(b). ▪ Delete the “<i>; and</i>” in Rule 8.6(b). ▪ Insert the phrase “<i>in accordance with the Code of Laws.</i>” after the term “<i>Lodge</i>” in Rule 8.6(b). ▪ Delete Rule 8.6(c).
8.7(a): Rights and Liabilities of Members	Insert the phrase “ <i>or not exercised</i> ” after the word “ <i>declined</i> ”.
8.8: Minors	<ul style="list-style-type: none"> ▪ Replace the word “<i>minor</i>” with the phrase “<i>person who has not reached the age of sixteen (16) years (a minor)</i>” in Rule 8.8(a). ▪ Replace the phrase “<i>has not reached the age of 16 years</i>” with the words “<i>is a minor</i>” in Rule 8.8(c). ▪ Delete Rule 8.8(d).
8.9(a): Joint Members	Insert the words “ <i>Shareholders or</i> ” after “ <i>two (2) or more persons as</i> ”.
8.10: Body Corporate Member	<ul style="list-style-type: none"> ▪ Delete the words “<i>or a Benefit Fund</i>” after “<i>Member of the Company</i>” in the second line of Rule 8.10(a). ▪ Replace Rule 8.10(c) with: “<i>(c) An individual appointed by a Member under Rule 8.10(a) is entitled to:</i> <ul style="list-style-type: none"> (i) <i>exercise the same rights of voting as a Member of the Company or of a Benefit Fund; and</i> (ii) <i>be elected as a Director of the Company if the Body Corporate holds the qualifications required for holding office as a Director (other than those relating to age and being an individual) and a person has not been appointed as a liquidator of the Body Corporate.</i>”

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Rule	Amendment
8.12: Application Fees	<ul style="list-style-type: none"> ▪ Delete the phrase “<i>Except as expressly provided in these Rules, a Member is not required to make any payment, or acquire any Share or interest prior to exercising the Member’s rights of membership.</i>”. ▪ Delete the word “<i>and</i>” in Rule 8.12(a). ▪ Delete the first reference to the term “<i>Lodge</i>” in Rule 8.12(c).
8.13(a): Death of a Member	Renumber paragraphs (1) to (2) as paragraphs (i) to (ii).
8.15: Cessation of Membership	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (6) as paragraphs (i) to (vi) in Rule 8.15(a). ▪ Renumber paragraphs (1) to (2) as paragraphs (i) to (ii) in Rule 8.15(b). ▪ Replace the word “<i>moneys</i>” with “<i>monies</i>” in Rule 8.15(b)(1) (to be renumbered as Rule 8.15(b)(i)).
8.16(b): Fees, Fines and Forfeiture	Replace the term “ <i>Corporations Law</i> ” with the phrase “ <i>Corporations Act, these Rules</i> ”.
9.1: Establishment of Benefit Funds	Replace the phrase “ <i>Rules of each Benefit Fund</i> ” with the term “ <i>Benefit Fund Rules</i> ” in Rule 9.1(h).
9.3(a): Nominations	Replace the number “ <i>16</i> ” with “ <i>sixteen (16)</i> ”.
10.1: Management Funds	<ul style="list-style-type: none"> ▪ Replace the term “<i>Rules</i>” with the word “<i>rules</i>” in Rule 10.1(e).
10.2: Power to Set Aside Reserves and Special Management Funds	Delete Rule 10.2(b) and amend the numbering of Rule 10.2(a) so that it is now the entire contents of Rule 10.2.
11.1(b): Number of Directors	<ul style="list-style-type: none"> ▪ Replace the word “<i>Not</i>” with “<i>not</i>” in Rule 11.1(b)(i). ▪ Replace the word “<i>members</i>” with the term “<i>Members</i>” in Rule 11.1(b)(i). ▪ Replace “.” with “; <i>and</i>” in Rule 11.1(b)(i). ▪ Replace the word “<i>Ar</i>” with “<i>ar</i>” in Rule 11.1(b)(ii). ▪ Insert the words “<i>Members at</i>” after the words “<i>elected by</i>” in Rule 11.1(b)(ii).
11.2(b): Executive Directors	Insert “(2)” after the word “ <i>two</i> ”.

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Rule	Amendment
11.3: Eligibility to be a Director	<ul style="list-style-type: none"> ▪ Insert the words “<i>subject to Rule 11.2,</i>” at the beginning of Rule 11.3(b). ▪ Insert the word “<i>is</i>” at the beginning of Rule 11.3(c). ▪ Insert the phrase “<i>and that Body Corporate</i>” after the term “Body Corporate” in Rule 11.3(c). ▪ Replace all references to the word “<i>member</i>” with the term “<i>Member</i>” in Rule 11.3(d). ▪ Delete Rule 11.3(f). ▪ Renumber paragraphs (g) to (k) as paragraphs (f) to (j). ▪ Replace the number “<i>10</i>” with “<i>ten (10)</i>” in Rule 11.3(i) (to be renumbered as Rule 11.3(h)).
11.4: Election or Appointment and Removal of Directors	<ul style="list-style-type: none"> ▪ Replace the words “<i>the Constitution; and</i>” with “<i>this Constitution.</i>” in Rule 11.4(a). ▪ Replace “<i>; and</i>” with “<i>.</i>” in Rule 11.4(b). ▪ Replace the term “<i>Executive Director</i>” with the phrase “<i>employee of the Company</i>” in the last line of Rule 11.4(c).
11.5(c)(iii): Casual Vacancy	Replace the number “ <i>90</i> ” with “ <i>ninety (90)</i> ”.
11.6: Appointment by Members - Election	<ul style="list-style-type: none"> ▪ Replace the word “<i>members</i>” with the term “<i>Members</i>” in Rules 11.6(a) and 11.6(b). ▪ Replace the number “<i>28</i>” with “<i>twenty-eight (28)</i>” in Rule 11.6(b)(ii).
11.7(a): Retirement by Rotation	<ul style="list-style-type: none"> ▪ Insert “<i>(1/4)</i>” after the word “<i>one-quarter</i>” where it appears twice. ▪ Replace the term “<i>Directors</i>” with “<i>Non Executive Directors</i>”. ▪ Replace the words “<i>multiple of 2</i>” with “<i>whole number,</i>”.
11.8: Maximum Term of Office	<ul style="list-style-type: none"> ▪ Insert “<i>(3^d)</i>” after the word “<i>third</i>”.
11.9: Vacation of Office	<ul style="list-style-type: none"> ▪ Replace Rule 11.9(a)(iii) with: <ul style="list-style-type: none"> ▪ “<i>is the representative of a Body Corporate Member, the Director ceases to be the representative of a Body Corporate Member or the Body Corporate ceases to be a Member; or</i>”. ▪ Insert the term “<i>Rule</i>” before “<i>11.2</i>” in Rule 11.9(a)(v). ▪ Replace the number “<i>3</i>” with “<i>three (3)</i>” in Rule 11.9(a)(vi). ▪ Replace the number “<i>28</i>” with “<i>twenty-eight (28)</i>” in Rule 11.9(a)(vii). ▪ Delete the words “<i>of the Company</i>” in Rules 11.9(a)(viii) and 11.9(d).
11.10: Remuneration of Directors	<ul style="list-style-type: none"> ▪ Insert the word “<i>a</i>” after the phrase “<i>The Company in</i>” in Rule 11.10(a). ▪ Insert the word “<i>aggregate</i>” before the word “<i>remuneration</i>” in the first line of Rule 11.10(a). ▪ Replace the phrase “<i>In the absence of apportionment determined by the meeting, the</i>” with the word “<i>The</i>” in Rule 11.10(b). ▪ Insert the word “<i>aggregate</i>” after the phrase “<i>may determine how the</i>” in Rule 11.10(b).
11.11: Removal of Directors	<ul style="list-style-type: none"> ▪ Delete the phrase “<i>Notice of the proposed resolution may be given by advertisement published in a newspaper.</i>” in Rule 11.11(a). ▪ Replace “<i>Sub-Rule (a)</i>” with “<i>Rule 11.11(a)</i>” in Rule 11.11(b).

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Rule	Amendment
11.12: Fitness and Propriety	<ul style="list-style-type: none"> ▪ Replace the word “<i>sub-Committee</i>” with “<i>Committee</i>” in the first line of Rule 11.12. ▪ Insert the word “<i>the</i>” after the word “<i>including</i>” in the third line of Rule 11.12. ▪ Replace the term “<i>Approved Auditor</i>” with the words “<i>the auditor</i>” in Rule 11.12(a)(ii). ▪ Replace the term “<i>Appointed Actuary</i>” with the words “<i>the actuary</i>” in Rule 11.12(a)(iii). ▪ Insert the term “<i>Rule</i>” before “<i>11.12(a)</i>” in Rule 11.12(b).
12.2: Signatories	<ul style="list-style-type: none"> ▪ Insert “(2)” after the word “<i>two</i>” in Rules 12.2(a) and 12.2(b). ▪ Replace Rule 12.2(a)(i) with “<i>Non Executive Directors</i>”. ▪ Delete Rule 12.2(a)(ii). ▪ Renumber paragraphs (iii) to (vi) as paragraphs (ii) to (v). ▪ Insert the phrase “<i>and any other Executive Director</i>” at the end of Rule 12.2(a)(iii) (to be renumbered as Rule 12.2(a)(ii)). ▪ Insert “<i>o</i>” after “<i>,</i>” in Rule 12.2(a)(v) (to be renumbered as Rule 12.2(a)(iv)).
12.3: Appointment of Attorneys and Agent	<ul style="list-style-type: none"> ▪ Replace the term “<i>Company</i>” with the word “<i>company</i>” in Rule 12.3(b)(i). ▪ Replace the word “<i>telex</i>” with “<i>email</i>” in Rule 12.3(d).
12.4: Managing Director	<ul style="list-style-type: none"> ▪ Insert “(1)” after the word “<i>one</i>” in Rules 12.4(a) and 12.4(b). ▪ Replace “<i>, the</i>” with “<i>. The</i>” after the term “<i>Managing Director</i>” in the fourth line of Rule 12.4(a).
12.6: Appointment of Officers	<ul style="list-style-type: none"> ▪ Delete Rule 12.6(b)(iii). ▪ Delete the phrase “<i>of Directors and the Managing Director</i>” in Rule 12.6(c).
12.7: Negotiable Instruments	Delete and insert “Deleted - 17/11/2009.”.
12.9: Indemnity	<ul style="list-style-type: none"> ▪ Replace the word “<i>Every</i>” with the phrase “<i>Subject to the Corporations Act, every</i>” in Rule 12.9(a). ▪ Delete the phrase “<i>by the Court</i>” in the last line of Rule 12.9(b).
13.1: Convening of Meetings	<ul style="list-style-type: none"> ▪ Replace the term “<i>Sub-Rule (c)</i>” with the words “<i>Rule 13.1(c)</i>” in Rule 13.1(b). ▪ Insert “(48)” after the word “<i>forty-eight</i>” in Rules 13.1(b) and 13.1(c).
13.5(b): Quorum	Replace with: “ <i>If a quorum is not present within thirty (30) minutes after the time appointed for a meeting of the Board, the meeting stands adjourned to the same day in the next week at the same time and place.</i> ”
13.6: Voting	Replace the phrase “ <i>Provided that the majority of Directors present and eligible to vote are Non Executive Directors, questions</i> ” with the word “ <i>Questions</i> ”.
13.7: Casting Vote	<ul style="list-style-type: none"> ▪ Insert the word “No” at the beginning of the heading to the Rule. ▪ Replace the word “<i>has</i>” with the words “<i>does not have</i>”.
13.9: One Document	Replace all references to the number “ <i>1</i> ” with “ <i>one (1)</i> ”.

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Rule	Amendment
13.12: Execution	<ul style="list-style-type: none"> ▪ Replace the term “<i>Seal</i>” with the words “<i>common seal</i>”. ▪ Insert the phrase “<i>or execute any such document on behalf of the Company</i>” after the word “<i>document</i>”.
13.13: Appointment and Entitlements of Alternate Directors	<ul style="list-style-type: none"> ▪ Replace the term “<i>Sub-Rule (b)</i>” with the words “<i>Rule 13.13(b)</i>” in Rule 13.13(a). ▪ Replace the phrase “<i>a Director who is an employee of the Company</i>” with the words “<i>an Executive Director</i>” in Rule 13.13(b).
13.15: Chairperson	<ul style="list-style-type: none"> ▪ Insert “(1)” after the word “<i>one</i>” in Rules 13.15(a) and 13.15(c). ▪ Replace the phrase “<i>employee of the Company</i>” with the term “<i>Executive Director</i>” in Rule 13.15(b). ▪ Replace the number “30” with “<i>thirty (30)</i>” in Rule 13.15(c).
13.16(b) Directors’ Committees	Insert “(1)” after the word “ <i>one</i> ”.
14.1: Convening of General Meeting by Board	Insert the word “ <i>the</i> ” after the phrase “ <i>in accordance with</i> ”.
14.2: Adjourning Meetings of Members	<ul style="list-style-type: none"> ▪ Replace all references to the word “<i>members</i>” with the term “<i>Members</i>”. ▪ Replace the term “<i>Chair</i>” with “<i>Chairperson</i>” in Rule 14.2(a).
14.3: Omission to Give Notice	<ul style="list-style-type: none"> ▪ Replace the heading to the Rule with “Manner of Notice”. ▪ Renumber the existing content of Rule 14.3 as Rule 14.3(b). ▪ Insert the following as Rule 14.3(a): “<i>Notice may be given by the Company to any Member either personally or by sending it by post to the Member at his or her registered address or by sending it to the electronic address nominated by the Member.</i>”
15.1: Quorum	<ul style="list-style-type: none"> ▪ Replace the words “<i>personally present</i>” with the phrase “<i>present either personally or by proxy</i>” in Rule 15.1(b). ▪ Replace the number “30” with “<i>thirty (30)</i>” in Rule 15.1(c).
15.2(b): Chairperson	<ul style="list-style-type: none"> ▪ Replace the number “10” with “<i>ten (10)</i>” in Rule 15.2(b)(ii). ▪ Insert “(1)” after the word “<i>one</i>” in the third to last line of the Rule.

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Rule	Amendment
15.5(a): Passing of Resolutions	Replace with: “(a) <i>At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is demanded before the vote is taken, before the voting results on the show of hands are declared or immediately after the voting results on the show of hands are declared by:</i> <i>(i) the Chairperson; or</i> <i>(ii) at least five (5) Members entitled to vote on the resolution; or</i> <i>(iii) Members with at least five percent (5%) of the votes that may be cast on the resolution on a poll.</i> ”
15.8(b): Offensive Material	Insert the word “or” after the “,” at the end of the Rule.
15.9: Voting Rights	<ul style="list-style-type: none"> ▪ Replace Rule 15.9(a) with: “<i>Subject to Rule 16.14(b), only a Member who is a Benefit Fund Member is entitled to vote.</i>” ▪ Replace all references to the word “members” with the term “Members” in Rules 15.9(c) and 15.9(d).
16.1: Convening of Benefit Fund Meetings	<ul style="list-style-type: none"> ▪ Replace the term “Benefit Fund Meeting” with the words “Benefit Fund meeting” in Rules 16.1(b) and 16.1(c). ▪ Insert the phrase “to be convened by the Company” after the words “Benefit Fund only” at the end of Rule 16.1(b).
16.3: Notice of Special Resolutions and Benefit Fund Meetings	<ul style="list-style-type: none"> ▪ Replace the term “Sub-Rule” with “Rule”. ▪ Replace “seven (7)” with “twenty-one (21)” in Rules 16.3(b) and 16.3(c).
16.4(a): Manner of Notice	Replace the phrase “ <i>unless the member had indicated that the member does not require the Company to provide such notices at least twenty-one (21) days before the date of the meeting</i> ” with “ <i>or by sending it to the electronic address nominated by the Benefit Fund Member</i> ”.
16.5(b): Chairperson	<ul style="list-style-type: none"> ▪ Replace the number “10” with “ten (10)” in Rule 16.5(b)(ii). ▪ Insert “(1)” after the word “one” in the third to last and last line of the Rule.
16.9(a): Notice of Proposed Resolution	Replace “ <i>thirty (30)</i> ” with “ <i>forty-five (45)</i> ”.
16.13(b): Offensive Material	Insert the word “or” after the “,” at the end of the Rule.
16.14(a): Voting Rights	Insert “(1)” after the word “one”.
17.1(c): Proxy Voting	Insert the phrase “ <i>unless that person is the Chairperson</i> ” after the term “Members”.
17.2(c): Form and Validity of Proxy	Replace “ <i>Sub-Rule (a)</i> ” with “ <i>Rule 17.2(a)</i> ”.

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Rule	Amendment
17.3(c): Counting of Proxies	Replace the number “3” with “three (3)”.
17.4(a): Proxy Forms to Accompany Notices of Meetings	Insert the phrase “ <i>or other electronic means</i> ” after the word “ <i>facsimile</i> ”.
18.1: Approval by Members	Replace the phrase “ <i>Subject to Rule 18.2 and as specified in the Corporations Law, the</i> ” with the word “ <i>The</i> ”.
18.2: Resolution of the Board	Delete and insert “Deleted - 17/11/2009.”.
18.3: Demutualisation	<ul style="list-style-type: none"> ▪ Renumber paragraphs (aa) to (bb) as paragraphs (1) to (2) in Rule 18.3(c)(iii). ▪ Replace the words “<i>Corporations Act 2001 (Commonwealth)</i>” with “<i>Corporations Act</i>” in Rule 18.3(f). ▪ Renumber paragraphs (aa) to (cc) as paragraphs (1) to (3) in Rule 18.3(g)(iii).
19.8: Audit Committee	Insert the word “ and Risk ” after the word “ Audit ” in the heading to the Rule.
19.8(a): Audit Committee	Delete “audit committee” and replace with “Audit and Risk Committee”.
19.8(b): Audit Committee	Replace with: “ <i>The Committee may only comprise such Non Executive Directors as the Board determines.</i> ”
21.2(a)(ii): Right to Notice Before Expulsion	Replace the reference to “ <i>Sub-Rule (b)</i> ” with “ <i>Rule 21.2(b)</i> ”.
22.1(d): Declaration of Dividend from Profits	Replace the reference to “ <i>Sub-Rule (c)</i> ” with “ <i>Rule 22.1(c)</i> ”.
22.10: Payment	Delete the word “ <i>to</i> ” in the second line of the Rule.
23.3: Application of Proceeds	<ul style="list-style-type: none"> ▪ Replace the words “<i>members</i>” with the term “<i>Members</i>” in the first line of the Rule. ▪ Delete the “<i>,</i>” in the third line of the Rule. ▪ Replace the term “<i>Independent Order of Odd Fellows Grand Lodge of South Australia</i>” with the term “<i>Grand Lodge</i>” in the third line of the Rule.
25: Bank Accounts	Renumber paragraphs (a) to (b) as paragraphs 25.1 to 25.2.

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Rule	Amendment
26: Dispute Resolution	<ul style="list-style-type: none"> ▪ Renumber paragraphs (a) to (f) as paragraphs 26.1 to 26.6. ▪ Replace “<i>Sub-Rule (a)</i>” with “<i>Rule 26.1</i>” in Rule 26(a) (to be renumbered as Rule 26.2). ▪ Insert the words “<i>and Industrial Referral Agreements</i>” after the words “<i>Commercial Arbitration</i>” in Rule 26(a) (to be renumbered as Rule 26.2). ▪ Replace the words “<i>Sub-Rules (a) and (b)</i>” with “<i>Rules 26.1 and 26.2</i>” in Rules 26(c) and 26(e) (to be renumbered as Rules 26.3 and 26.5). ▪ Renumber paragraphs (i) to (ii) as paragraphs (a) to (b) in Rule 26(d) (to be renumbered as Rule 26.4). ▪ Replace the number “(i)” with “Rule 26.4(a)” in Rule 26(d) (to be renumbered as Rule 26.4). ▪ Replace “<i>Sub-Rule (e)</i>” with “<i>Rule 26.5</i>” in Rule 26(f) (to be renumbered as Rule 26.6).
Appendix 2	
(a): Holding of Election	Insert the word “ <i>received</i> ” after the word “ <i>nominations</i> ”.
(d)(iii)(2): Nominations	Replace the number “2” with “ <i>two (2)</i> ”.
(f): Fit and Proper	<ul style="list-style-type: none"> ▪ Delete the words “twenty-five (25)” and replace with “twenty-nine (29)” in clause (f)(iv). ▪ Delete the words “twenty-nine (29)” and replace with “twenty-five (25)” in clause (f)(v).
(g)(i): Rejection of Nomination	Replace “ <i>(f)</i> ” with “ <i>(e)</i> ” in the third line of the Rule.
(l)(iii): Procedures After Closure of the Ballot	After the word “three” insert “(3)”.
(m): Voting System	Insert “(1)” after all references to the word “one”.
(m)(iii): Voting System	Insert the word “ <i>and</i> ” after the “,” at the end of the Rule.
Appendix 3	
50	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (7) as paragraphs 50.1 to 50.7. ▪ Replace the words “<i>Number One</i>” with “<i>No 1</i>” in the fourth line of the Rule. ▪ Replace the word “<i>moneys</i>” with “<i>monies</i>” in the fifth line of the Rule.
52	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (4) as paragraphs 52.1 to 52.4. ▪ Replace the words “<i>Number Three</i>” with “<i>No 3</i>” in the fifth line of the Rule. ▪ Replace the word “<i>moneys</i>” with “<i>monies</i>” in the fifth line of the Rule.
53	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (5) as paragraphs 53.1 to 53.5. ▪ Replace the word “<i>Order</i>” with the words “<i>Independent Order of Odd Fellows</i>” in the third line of the Rule. ▪ Replace the word “<i>moneys</i>” with “<i>monies</i>” in the fourth line of the Rule.
54	Replace the word “ <i>moneys</i> ” with “ <i>monies</i> ” in the fourth line of the Rule.



KEYINVEST
 49 Gawler Place Adelaide
 PO Box 3340 Rundle Mall
 South Australia 5000
 t 08 8213 1100
 f 08 8231 4079
 www.keyinvest.com.au
 info@keyinvest.com.au

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Rule	Amendment
55	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (4) as paragraphs 55.1 to 55.4. ▪ Replace the words “<i>Number Six</i>” with “<i>No 6</i>” in the fourth line of the Rule. ▪ Replace the word “<i>moneys</i>” with “<i>monies</i>” in the fourth line of the Rule. ▪ Replace the word “<i>Moneys</i>” with “<i>Monies</i>” in Rule 55(3) (to be renumbered as Rule 55.3).
56	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (4) as paragraphs 56.1 to 56.4. ▪ Replace the words “<i>Number Seven</i>” with “<i>No 7</i>” in the fourth line of the Rule. ▪ Replace the word “<i>moneys</i>” with “<i>monies</i>” in the fourth line of the Rule. ▪ Replace the word “<i>Moneys</i>” with “<i>Monies</i>” in Rule 56(3) (to be renumbered as Rule 56.3).
57	<ul style="list-style-type: none"> ▪ Renumber paragraphs (1) to (4) as paragraphs 57.1 to 57.4. ▪ Replace the words “<i>Number Eight</i>” with “<i>No 8</i>” in the eighth line of the Rule. ▪ Replace the word “<i>moneys</i>” with “<i>Monies</i>” in Rule 57(3) (to be renumbered as Rule 57.3). ▪ Replace “<i>; and</i>” with “<i>.</i>” at the end of Rule 57(3) (to be renumbered as Rule 57.3).
Appendix 4	
General	Replace all references to the phrase “ <i>Rules of the Benefit Funds</i> ” with the term “ <i>Benefit Fund Rules</i> ”.



KEYINVEST
49 Gawler Place Adelaide
PO Box 3340 Rundle Mall
South Australia 5000
t 08 8213 1100
f 08 8231 4079
www.keyinvest.com.au
info@keyinvest.com.au

2009 Notice of Annual General Meeting Attendance and Mailing List

Details:

Member Name

Member Address

..... Postcode

Member Number (if known)

Attendance:

- Yes, I will be attending the 2009 Annual General Meeting.
- No, I will be an apology.

Option to receive Notice of Meeting by email:

- I wish to receive notification of meetings by email.

My E-mail address is:

- I wish that you remove me from your Notice of Meeting mailing list.

Date: Signature: