

THE FAMILY PROTECTION
TRUST CONSTITUTION OF
SMITH POWER PTY LTD

ACN: 123 456 789

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Rules of the Company

Rule 1. Replacement of Replaceable Rules

1.1 The Replaceable rules set out in the *Corporations Act 2001* do not apply to this Company.

Rule 2. Definitions and Interpretations

2.1 The following shall be noted in the interpretation of this Constitution, unless the subject matter or context otherwise require:

Board means the Directors acting in meeting.

Clause means a clause of this Constitution.

Company means the company, that the shareholders own, that has adopted this Constitution.

Constitution means this Constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, or modified from time to time on any replacement to that Act.

Director means a person properly appointed as a director of the Company.

Financial Year means a year ended on 30 June or on such other date as determined by the Directors.

Family Protection Appointor is the initial person who is provided with the power to appoint and remove a Trustee and nominate beneficiaries of the Trust that this company acts as Trustee for.

Family Protection Appointor Discretionary Trust is a Trust that provides asset protection and succession planning to control the flow of wealth to lineal descendants and bloodline descendants of the Family Protection Appointor.

Legal Personal Representative means the executor of the will or administrator of the estate of a deceased person, the trustee of the estate of a person who is

under a legal liability or a person who holds an enduring power of attorney granted by a person.

Lineage of a Family Protection Appointor is the Family Protection Appointor's children or other lineal descendants such as grandchildren and great-grandchildren. It does not mean all heirs, but only the direct lineage. The Family Protection Appointor may choose to extend beneficiaries to include bloodline, which is any person with the same blood including parents, grandparents, brothers, sisters, aunts, uncles, etc.

Notice means a notice given to a Member or Shareholder.

Regulator means the Australian Securities and Investments Commission.

Registered Address means that address as notified by a Director or Shareholder to the Secretary as that address being either a physical or electronic address to which Notices can be sent to the Director or Shareholder.

Represents means if a Director is also a Member, that that Director represents himself or if the Director is a Legal Personal Representative of a Member, that the Director represents that Member.

Rule means a rule of this Constitution.

Secretary means the secretary of the Company.

SIS Act means the *Superannuation Industry (Supervision) Act 1993*.

Shares means non-dividend shares in the Company.

2.2 Interpretation

- a) Headings are for convenience only and do not affect interpretation. Except where the context requires words and phrases given a meaning by the Corporations Act have the same meaning in this Constitution.
- b) Any explanations accompanying a Rule are for information and interpretation purposes only and may be taken into account in interpreting a Rule:

- i. in considering the purpose or object underlying a Rule; or
 - ii. to confirm that the meaning of a Rule is its ordinary meaning conveyed by its text taking into account the purpose or object underlying the Rule; or
 - iii. in determining a Rule's meaning if the Rule is ambiguous or obscure; or
 - iv. in determining a Rule's meaning, if the ordinary meaning conveyed by its text, taking into account its context in the Rules and the purpose or object underlying the Rule, leads to a result that is manifestly absurd or unreasonable.
- c) A reference to any person or body shall include a reference to a company, references to its respective authorised officers, agents, delegates, successors, assigns, executors and administrators.
- d) Where the singular is used in this Constitution it is also to mean the plural. Where a plural is used, it is also to mean the singular. This rule applies unless otherwise stated.
- e) Where words import a gender they are taken to mean all genders and gender-neutral terms.

Rule 3. Company a Trustee of a Discretionary Trust

- 3.1 The Company will be incorporated for the major purpose of being the trustee of a Family Protection Discretionary Trust and if any provision of this Constitution is in conflict with a provision of the *Corporations Act 2001* or a regulation made pursuant to that Act that provision or that regulation prevails.
- 3.2 The Company may be a trustee of the Trust or any other Trust related to the Family Protection Appointor but must not be the trustee of any other trust or engage in any other business or any other activity.
- 3.3 The Company, apart from acting as the trustee of a Trust is to also ensure that as trustee, it operates for the benefit of lineage and bloodline of the Family

Protection Appointor, or such other persons in accordance with the Family Protection Appointor's wishes.

Rule 4. Company a Proprietary Limited Company

4.1 The Company will be registered as a proprietary company limited by shares and must not be changed to any other type of company unless required by the Corporations Law.

Rule 5. Directors

5.1 Who may be a Director:

- a) Any person nominated by the Family Protection Appointor may be appointed as Director, including the Family Protection Appointor themselves.
- b) If there is no Family Protection Appointor the shareholders may appoint a Director.
- c) Any Director with the Family Protection Appointor's consent may request the Board of Directors to put in place a binding resolution that a Successor Director will take the requesting Director's position as a Director, with full rights, entitlements and privileges that the position ensures. The binding resolution to replace the requesting Director is to lay out the circumstances as to when the Successor Director is to replace the requesting Director and may include that the requesting Director cannot manage the Company because of mental incapacity, becomes bankrupt or dies. In addition, the personal representatives or trustee of the person may appoint a Successor Director.

5.2 Who may not be a Director

- a) A person disqualified from acting as a director under the *Corporations Act 2001*.
- b) A person may not be appointed as a Director if that person is under a legal disability.

5.3 Resignation of a Director.

A Director may resign as a Director and another Director may be appointed in place of that person subject to the consent of the Family Protection Appointor.

5.4 Removal of a Director

A person who is a Director is forthwith removed, should the Family Protection Appointor so decide in writing. If there is no Family Protection Appointor then the shareholders may remove a Director.

Rule 6. Powers of Directors

6.1 The business of the Company is to be managed by or under the direction of the Directors.

6.2 The Directors may exercise all powers of the Company except all powers that by law or by this Constitution must be exercised at a general meeting.

6.3 If the Company has two or more Directors, any Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument if authorised by the Board of Directors.

6.4 The Family Protection Appointor who is a Director of the Company, should act as the Chairperson of the Company and has an absolute right of veto over all Director's decisions prior to a resolution being finalised.

6.5 A Family Protection Appointor who chooses not to be a Director has an absolute right of veto over all Director's decisions prior to a resolution being finalised.

Rule 7. Meetings of Directors

7.1 If there is more than one Director, the Secretary may serve a Notice on the Directors requiring the Directors to meet and to conduct business on behalf of the Company.

7.2 The Secretary must give reasonable notice of any such meeting to each of the Directors (which may be by mail, facsimile or email to that address, facsimile number or electronic address last nominated by each Director) unless the

Directors unanimously agree that the meeting may be held on some earlier date. Such written notice must:

- a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
- b) state the general nature of the business of the meeting.

7.3 Where, through a link established by means of any system of telephone, audio or audio-visual communication approved by the Directors for the purpose of any meeting of the Directors, the Directors will be taken to be assembled together at a meeting and all proceedings of the Directors conducted with the aid of the link, will be as valid and effectual as if conducted at a meeting at which all Directors were physically present.

7.4 At any meeting of the Directors a quorum is the majority of Directors and the Family Protection Appointor Director.

7.5 At any meeting of the Directors, unless the Directors unanimously agree otherwise, a Director shall be entitled to cast a single vote.

7.6 A resolution shall not be passed at any meeting of the Directors unless it is passed by the casting of a majority of the votes entitled to be cast by Directors who are present at that meeting and the Family Protection Appointor of the Trust as Chairman of the Company does not use their veto power.

7.7 A Director may appoint a person to act as that Director's proxy at any meeting of the Director.

7.8 If a circulating minute contains a statement that the Directors are in favour of a resolution and the terms set out in that document have been signed by all Directors, a resolution in those terms will be taken to have been passed at a meeting of the Directors held on the day and at the time at which the document was last signed by a Director. Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be taken to constitute one document for the purposes of this Rule.

Rule 8. Director's Records

- 8.1 If there is only one Director, that Director must make a written record of all decisions made by the Director. If there is more than one Director, the Directors must keep minutes of every meeting held by the Directors.
- 8.2 Records and minutes required by this Rule must be kept for at least ten years from the date the decision was made or the date of the meeting.

Rule 9. Remuneration of Directors

- 9.1 A Director may be paid reasonable remuneration as a consequence of being a Director.
- 9.2 The Company may pay travelling and other expenses properly incurred by a Director:
- a) in attending Director's Meetings or any committees of the Directors;
 - b) in attending general meetings of the Company; and
 - c) in connection with the Company's business.

Rule 10. Secretaries

- 10.1 The Board may appoint one or more persons as secretary or secretaries of the Company. A secretary holds office on the terms and conditions as determined by the Board.

Rule 11. Sole Shareholder Companies

- 11.1 If there is only one Shareholder as is normally the case with Family Protection Appointor Trustee companies, who is also a director of the Company, this Constitution is to be interpreted as if any reference in this Constitution to more than one Shareholder and Director was a reference to that one Shareholder and Director.

Rule 12. Entitlement to Own Shares – Family Protection Appointor Only

12.1 Only a Family Protection Appointor of the Trust may be a Shareholder in the Company. The only Shares on issue will be non-dividend paying shares.

Rule 13. Joint Owners

13.1 Shares in the Company cannot be held jointly unless there is more than one Family Protection Appointor.

Rule 14. Transfers of Shares

14.1 The Family Protection Appointor may not transfer their shares under any circumstances.

Rule 15. Transmission of Shares on Death

15.1 If the Family Protection Appointor dies, unless a joint Family Protection Appointor shareholder remains, the Company is to immediately cancel the former Family Protection Appointor's shares.

15.2 At the same time the Company is to issue 100 or such other number of shares or all of the Company's newly issued share capital to the successor Family Protection Appointor of the Trust and should there be no immediate successor Leading Member, that member the Trustee of the Trust or under such powers of the Trust's trust deed so chooses as the new Family Protection Appointor of the Trust.

15.3 The Company must register the cancellation of any shares in the former Family Protection Appointor's name and the issue of new Shares to the successor Family Protection Appointor.

Rule 16. Transmission of Shares on Bankruptcy

16.1 If a Family Protection Appointor of the Trust and holder of the shares of the Company becomes bankrupt the Company is to immediately cancel the Family Protection Appointor's shares.

16.2 At the same time the Company is to issue 100 shares or all of the Company's newly issued share capital to firstly any joint Family Protection Appointor who

is not bankrupt and if there is none then to the successor Family Protection Appointor of the Trust. If there is no immediate successor Family Protection Appointor, that member the Trustee of the Trust or under such powers of the Trust's trust deed so chooses as the new Family Protection Appointor of the Trust.

- 16.3 The Company must register the cancellation of any shares in the former Family Protection Appointor's name and the issue of new shares to the successor Family Protection Appointor.

Rule 17. Transmission of Shares on Mental Incapacity

17.1 If a Family Protection Appointor of the Trust and holder of the shares of the Company becomes mentally incapacitated and receives notification from a legally qualified medical expert to that effect the Company is to immediately cancel the Family Protection Appointor's shares.

17.2 At the same time the Company is to issue 100 shares or all of the Company's newly issued share capital to firstly any joint Family Protection Appointor who is not incapacitated and if there is none then to the successor Family Protection Appointor of the Trust. If there is no immediate successor Family Protection Appointor, that member the Trustee of the Trust or under such powers of the Trust's trust deed so chooses as the new Family Protection Appointor of the Trust.

17.3 The Company must register the cancellation of any shares in the former Family Protection Appointor's name and the issue of new shares to the successor Family Protection Appointor.

Rule 18. Transmission of Shares Upon Resignation or Retirement of the Family Protection Appointor Including for Divorce

18.1 If a Shareholder ceases to be a Family Protection Appointor of the Trust for any reason, including divorce or separation, the Company is to immediately cancel the former Family Protection Appointor's shares.

- 18.2 At the same time the Company is to issue 100 shares or all of the Company's newly issued share capital to the successor Family Protection Appointor of the Trust and should there be no immediate successor Leading Member, that member the Trustee of the Trust or under such powers of the Trust's trust deed so chooses as the new Family Protection Appointor of the Trust.
- 18.3 The Company must register the cancellation of any shares in the former Family Protection Appointor's name and the issue of new shares to the successor Family Protection Appointor.

Rule 19. Meetings of Shareholders

19.1 Calling of Meetings

As there is generally only one Shareholder, that Shareholder can call a meeting at any time for that business which needs Shareholder ratification.

19.2 Notice

No notice is required for a Shareholder meeting.

19.3 Chairperson

At a meeting with the Shareholders, the Family Protection Appointor shareholder will be automatically appointed as chairperson of the meeting and if there is joint Family Protection Appointor shareholders, the Chair will operate on a rotating basis.

19.4 Resolutions

A resolution shall not be passed at any meeting of the Shareholders unless it is passed by the casting of a majority of the votes entitled to be cast by Shareholders who are present at the meeting. If there is any Shareholders above and beyond the Family Protection Appointor, the Family Protection Appointor holds a right to veto any proposed resolution. If there are joint Family Protection Appointors then the power of veto shall reside by way of a unanimous decision between the Family Protection Appointors, unless an agreement between the joint Family Protection Appointors states otherwise.

19.5 Circulating minutes

If a circulating minute contains a statement that the Shareholders are in favour of a resolution in the terms set out in that document and that document has been signed by all Shareholders, a resolution in those terms will be taken to have been passed at a meeting of the Shareholders held on the day and at the time at which the document was last signed by a Shareholder. Two or more separate documents containing statements in identical terms, each of which is signed by one or more Shareholders, will together be taken to constitute one document for the purposes of this Rule.

19.6 Attendance by auditors

Any one Shareholder can invite any person who is or has audited the Company or the Trust to attend any meeting of the Shareholders and that auditor shall have the right to address that meeting.

Rule 20. Proxies

20.1 There is no right by any Shareholder to appoint a proxy.

Rule 21. Inspection of Books

21.1 The Directors of the Company or the Company by a resolution passed at a general meeting may authorise a Member to inspect the books of the Company.

Rule 22. Company Accounts

22.1 The Company must keep such accounting records that correctly record and explain the transactions of the Company. Although, as the Company acts in its sole capacity as the Trustee of the Trust, transactions should be limited.

22.2 Such accounting records are to be kept in such form and supported by such documentation as to enable those accounting records to be properly audited.

22.3 The Company must as soon as practical after the end of each Financial Year:

- a) prepare a balance sheet recording the assets and liabilities of the company as at the end of that preceding Financial Year;

- b) prepare a profit and loss account recording the profit derived or loss incurred by the Company for that preceding Financial Year (or part year if the Company was not in existence for a full year);
- c) arrange for the Company's balance sheet, profit and loss account and accounting records to be audited by an auditor; and
- d) arrange for all tax returns and other statements required to be lodged by the Company to be lodged as and when required.

22.4 The Company must retain the accounts and statements for a period of 10 years after the end of the Financial Year to which they relate.

Rule 23. Common Seal

23.1 The Company may have a seal but intends to apply the provisions of section 127 of the *Corporations Act 2001* such that no seal is required.

Rule 24. Dividends

24.1 The Company is acting as a Trustee of the Trust and may not carry on a business. The shares on issue are non-dividend paying shares. However on the winding up of the Company, all income and property of the Company will be distributed to the Shareholders or such charities as the Shareholders agree in a general meeting.

Rule 25. Loans to Members, Shareholders and Directors

25.1 The Company may under such terms as the Directors agree:

- a) lend money of the Company to:
 - i. a Member, Shareholder or Director; or
 - ii. a relative of a Member, Shareholder or Director; and
- b) give any other financial assistance to:
 - i. a Member, Shareholder or Director; or

- ii. a relative of a Member, Shareholder or Director.

Rule 26. Notices

26.1 A notice may be given by the Company to a Shareholder:

- a) by leaving it at the Shareholder's registered address; or
- b) by sending it by prepaid post or facsimile transmission to the Shareholder's Registered Address; or
- c) by sending it by any other electronic means to the Shareholder's Registered Address.

Rule 27. Indemnification of Directors

27.1 Subject to law, the Company indemnifies each person who is or has been a Director out of the assets of the Company against any liability incurred by the person as a consequence of that person being or having been a Director, except any liability incurred by that person's gross negligence, wilful wrongdoing, or fraud.

27.2 The Company may insure any person against any liability incurred by that person as a consequence of that person being or having been a Director.

SHAREHOLDER DECLARATION

I, being the person specified in the application, dated 30 October 2021, for the registration of SMITH POWER PTY LTD pursuant to Section 117 of the *Corporations Act 2001*, as having given my consent to become a Shareholder, HEREBY AGREE to the terms of this Constitution as set out above.

Members:

.....
John Smith

.....
Date

SAMPLE DOCUMENT ONLY

30 October 2021

To the Board of Directors
SMITH POWER PTY LTD
5 Row Street
Bicton Western Australia 6157

**RE: CONSENT TO APPOINTMENT AS PURSUANT TO SECTION 204C AND
201D OF THE CORPORATIONS ACT 2001**

I, Jane Smith, hereby consent to my appointment to act as a of SMITH POWER PTY LTD ACN: 123 456 789 on 30 October 2021. I note this will become effective upon lodgement with the Australian Securities and Investments Commission.

My personal details are as follows:

Full Name Jane Smith
Former Names (if any)
Residential Address 10 Plum Avenue
**Town / State / Postcode /
Country** Bicton Western Australia 6157 Australia
Place of Birth Australia
Date of Birth 2 February 1990

Signed: _____
Jane Smith

Date: 30 October 2021

30 October 2021

To the Board of Directors
SMITH POWER PTY LTD
5 Row Street
Bicton Western Australia 6157

**RE: CONSENT TO APPOINTMENT AS DIRECTOR PURSUANT TO SECTION
204C AND 201D OF THE CORPORATIONS ACT 2001**

I, John Smith, hereby consent to my appointment to act as a DIRECTOR of SMITH POWER PTY LTD ACN: 123 456 789 on 30 October 2021. I note this will become effective upon lodgement with the Australian Securities and Investments Commission.

My personal details are as follows:

Full Name John Smith
Former Names (if any)
Residential Address 10 Plum Avenue
Town / State / Postcode / Country Bicton Western Australia 6157 Australia
Place of Birth Australia
Date of Birth 1 January 1990

Signed: _____
John Smith

Date: 30 October 2021

SMITH POWER PTY LTD

ACN: 123 456 789

Register of Officeholders

Full Name	Date of Birth	Place of Birth	Residential Address	Roles	Date of Appointment	Date of Resignation
Jane Smith	2 February 1990	Australia	10 Plum Avenue, Bicton Western Australia 6157		30 October 2021	
John Smith	1 January 1990	Australia	10 Plum Avenue, Bicton Western Australia 6157	Director	30 October 2021	

30 October 2021

Deputy Commissioner of Taxation
Australian Taxation Office
PO Box 3373
Penrith NSW 2740

Dear Deputy Commissioner:

NOTICE OF APPOINTMENT OF PUBLIC OFFICER

In accordance with section 252 of the *Income Tax Assessment Act 1936*, we give notice that John Smith, date of birth 1 January 1990, was appointed public officer of SMITH POWER PTY LTD ACN: 123 456 789 on 30 October 2021.

The registered address and address of service of the company and the officer is:

SMITH POWER PTY LTD
5 Row Street
Bicton Western Australia 6157

Other documents regarding the ATO's proof of identity requirements in support of this notice are enclosed.

Signed by the public officer:

Signature:

.....
John Smith

.....
Date

Executed on behalf of SMITH POWER PTY LTD by the director/s:

Signature:

.....
John Smith
Director

.....
Date

Share Certificate

SMITH POWER PTY LTD

ACN: 123 456 789

Registered under the provisions of the Corporations Act 2001

Registered Office: 5 Row Street
Bicton Western Australia 6157

Certificate Number: 001

Number of Shares: 1

This is to Certify that:

John Smith
10 Plum Avenue, Bicton Western Australia 6157

Is the Registered Holder subject the Constitution of the Company of the following shares in the Company:

Number	Class	Amount Paid / Share (\$)	Amount Unpaid / Share (\$)
1	ORD	\$1.00	\$0.00

Executed in accordance with section 127 of the *Corporations Act 2001*:

.....
John Smith
Director

.....
Date

SMITH POWER PTY LTD

ACN: 123 456 789

Register of Shareholders

Full Name and Address: John Smith of 10 Plum Avenue, Bicton Western Australia 6157

Transaction Date:

Type of Transaction:

Date Ceased to be a Shareholder:

Share Class	Shares			Certificate Number	Amounts per Share			Beneficially Held (Y/N)
	Acquired	Transferred	Balance		Paid	Unpaid	Fully Paid (Y/N)	
ORD	1			001	\$1.00	\$0.00	Y	Y

First Director Meeting and Consents

Date	30 October 2021
Purpose of Meeting	To formalise and establish the operations of the SMITH POWER PTY LTD ('The Company').
Initial Directors Present	JOHN SMITH
Chairperson	JOHN SMITH was elected as Chairperson.
Table of Business	The Directors hereby tabled and resolved the following:
1. Registration with ASIC under the Companies Act 2001	The Directors have registered the company and it is to act as a Trustee of a Family Protection Appointor Discretionary Trust.
2. Appointment of Directors	<p>The Company has appointed the following persons as the initial Directors of the company:</p> <ul style="list-style-type: none">• JOHN SMITH <p>Each Director has consented to acting as a Director until such time as they resign, retire or are terminated as a Director as per the Company's Constitution. The Directors acting on behalf of the Company will be known as the Company's Board.</p>
3. Appointment of Chairperson	The Directors have appointed JOHN SMITH - The Family Protection Appointor as Chairperson and if joint Family Protection Appointors then the Chair is to be rotational.
4. Registered Office Address	<p>The Directors resolved that the following address is to be noted to ASIC as the Company's registered office:</p> <p>5 Row Street Bicton Western Australia 6157</p>
5. Appointment of Company Secretary	It was resolved by the Directors not to appoint a Company Secretary.

6. Shareholders

The Directors noted that the persons and entities attached in Schedule A are the Company's first shareholders. The Company Director is hereby authorised and required to complete a register of:

- Shareholders
- Option holders
- Debenture note holders
- Lenders to the Company

7. Common Seal

The Directors hereby resolve not to use a common seal in Company transactions.

Executed on behalf of SMITH POWER PTY LTD

.....
Jane Smith

.....
Date

.....
John Smith
Director

.....
Date

SAMPLE DOCUMENT ONLY

Bank Account Kit

Note: All banks have different requirements with respect to their account opening requirements. In general, however, the following details and documents will be required. We recommend that the company director/s contact their preferred bank to confirm any other specific requirements.

- A signed copy of the company constitution. In some instances, this may need to be a certified copy.
- A copy of the ACN certificate of Registration. In some instances, this may need to be a certified copy.
- Company summary, including incorporated details, addresses, company associates and shareholders. Please note that as at October 2019, an ASIC form 201 is no longer required as all company registration must be processed online.
- ID requirements (Passport, Drivers Licence, Birth Certificate, Credit Cards etc)
- Company search extract from ASIC. Generally, however the bank will usually do this for you.

All the above is provided to you as part of your downloadable pack.

SAMPLE DOCUMENT ONLY

Company Summary for

SMITH POWER PTY LTD

ACN: 123 456 789

Incorporation Details	
Company Name:	SMITH POWER PTY LTD
ACN:	123 456 789
Date of Incorporation:	30 October 2021
Jurisdiction:	New South Wales
Classification	Superannuation Trustee Company

Address Details	
Registered Office:	5 Row Street, Bicton Western Australia 6157
Company Occupies Premises:	Yes
If No, Occupiers Consent:	
Principal Place of Business:	5 Row Street, Bicton Western Australia 6157

Officeholder Details	
John Smith	10 Plum Avenue, Bicton Western Australia 6157

Shareholder / Member Details	
John Smith	10 Plum Avenue, Bicton Western Australia 6157

* This is not an official ASIC form. This should be used for summary purposes only.