

The Australian Rhino Project

ACN 168 809 158

Minutes of the members' meeting held at the offices of Ashurst, at Level 11, 5 Martin Place, Sydney NSW on Wednesday 10 August at 9.05am.

Company members present

**Allan Davies
Raymond Dearlove
Mark Stanbridge
David Humphreys
Sarah Dennis**

Chair

Resolved that Allan Davies be appointed Chair of the meeting.

The chair noted that a quorum requirement that three members be entitled to vote in accordance with the constitution of the Company was established.

BUSINESS

1. AMENDMENT OF THE CONSTITUTION

The chair of the meeting said the Company proposes to amend Clause 13.1 of the Company's constitution in order to reflect that upon registration as a charity with the Australian Charities and Not-for-profits Commission (ACNC) its annual meeting obligations are now governed by the ACNC, and not by provisions of the Corporations Act 2001 (Cth) ("the Act").

Upon registration as a charity with the ACNC, under the provisions of Part 1.6 of the *Corporations Act and the Australian Charities and Not-for-Profits Commission (Consequential and Transitional) Act 2012* (Cth) certain aspects of the Act relating to AGMs do not apply to the Company, and instead ACNC requirements do. ACNC requirements are elaborated in its Governance Standards that may be amended from time to time.

Accordingly, the Company proposes that the members consider and, if thought fit, pass the following resolution as a special resolution:

Resolved by all five members present (as a special resolution) that the constitution of the Company be modified as set out in the marked-up version of the constitution (a copy of which is tabled at this meeting and initialled by the Chair for the purposes of identification) by deleting the struck out text and by inserting the text in red.

Closure

The Chair declared the meeting closed at 9.10am.

Signed as a true and correct record on

10/8/16

Chair

