

SECRETARY

119. TERMS OF OFFICE OF SECRETARY

- 119.1. The Directors must, in accordance with the Corporations Act, appoint 1 or more secretaries.
- 119.2. A Secretary appointed by the Directors holds office for such term, at such remuneration and on such terms and conditions as the Directors determine.
- 119.3. The Directors may appoint a person as an acting secretary or as a temporary substitute for a Secretary.

MINUTES

120. MINUTES TO BE KEPT

- 120.1. The Directors must cause minutes to be duly entered in books provided for the purpose. The minutes must record:
 - 120.1.1. the names of the Directors present at each meeting of the Directors and at any committee formed by the Directors;
 - 120.1.2. all orders resolutions and proceedings of general meetings and of meetings of the Directors and of committees formed by the Directors; and
 - 120.1.3. all matters required by the Corporations Act to be recorded in the books, including disclosure of proxy votes, and all declarations made or notices given by any Director (either generally or specially) of his or her interest in any contract or proposed contract or of his or her holding of any office or property by which any conflict of duty or interest may arise.
- 120.2. Any minutes, if purporting to be signed by any person purporting to be the chairperson of the meeting or to be the chairperson of the next succeeding meeting, may be received in evidence without any further proof as sufficient evidence that the matters and things recorded by the minutes actually took place or happened as recorded and of their regularity in all respects and that they took place at a meeting duly convened and held.

121. COMPANY SEAL

- 121.1. The Company may use a seal and the following provisions will apply to any Seal.
- 121.2. The Directors must provide for the safe custody of the Seal.
- 121.3. The Seal may not be affixed to any document except by the authority of the Directors or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.
- 121.4. Every document to which the Seal is affixed must be signed by at least 1 Director and countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

122. AFFIXING OF SEAL BY INTERESTED DIRECTOR

- 122.1. A Director may sign or countersign as Director any instrument to which the Seal is affixed although the instrument relates to a contract, arrangement, dealing or other transaction in which he or she is interested and his or her signature is effective in regard to compliance with the requirements of this Constitution as to the affixing of the Seal despite his or her interest.

123. AFFIXING OF SEAL TO SHARE CERTIFICATES

- 123.1. The signature of any Director, Secretary or other person as referred to in the preceding rules may be affixed by some mechanical or other means to certificates but if the signatures are affixed by mechanical or other means the certificate must bear evidence of examination by the auditor, or other person appointed for that purpose by the Company.

124. MEANING OF CERTIFICATE

- 124.1. For the purposes of rule 123 **certificate** means a certificate in respect of shares, debentures, registered unsecured notes, convertible notes, certificates of debenture or any certificate or other document evidencing any options or rights to take up shares or other interests in the Company.

125. EXECUTION OF DOCUMENTS (INCLUDING DEEDS)

- 125.1. The Company may execute any document, deed or other instrument of whatever nature or description in any manner recognised by the Corporations Act.
- 125.2. The Directors may resolve, generally or in a particular case, that any signature on certificates for securities of the Company may be affixed by mechanical or other means.
- 125.3. Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve.

INSPECTION OF RECORDS

126. RIGHTS OF INSPECTION

- 126.1. The Directors determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them are open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

127. CONFIDENTIAL INFORMATION

- 127.1. Except as provided by the Corporations Act, no Member (not being a Director) is entitled to require or receive any information concerning the business, trading or customers of the Company or any trade secret, secret process or other confidential information of or used by the Company.

DIVIDENDS AND RESERVES

128. DECLARATION OF DIVIDENDS BY DIRECTORS

- 128.1. The Directors may from time to time declare and pay to the Members such dividends as appear to the Directors to be justified by the profits of the Company.
- 128.2. The Directors may determine that a dividend is payable without a general meeting of the Company and may fix the:
 - 128.2.1. amount of payment;
 - 128.2.2. time for payment; and
 - 128.2.3. method of payment.

129. DECLARATION OF DIVIDENDS BY GENERAL MEETING

- 129.1. The Company in general meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits and, subject to the Listing Rules, may fix the time for payment.
- 129.2. No larger dividend may be declared than is recommended by the Directors but the Company in general meeting may declare a smaller dividend.

130. SOURCE OF DIVIDENDS

- 130.1. No dividend may be paid otherwise than out of profits or as otherwise permitted by the Corporations Act.

131. POWER TO EMPLOY RESERVES

- 131.1. The Directors may, before declaring any dividend, set aside out of the profits of the Company those sums they think proper as reserves, to be applied, at the discretion of the Directors, for any purpose to which the profits of the Company may be properly applied.
- 131.2. Pending any such application of reserves, the reserves may, at the discretion of the Directors, be used in the business of the Company or be invested as the Directors think fit.
- 131.3. The Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve.

132. DISTRIBUTION OF DIVIDENDS

- 132.1. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend and this rule 132.1, all dividends are apportioned and paid proportionately to the amounts paid or credited as paid on the shares.
- 132.2. If a share is issued on terms that it will rank for dividend as from a particular date, that share ranks for dividend only from that date.
- 132.3. Any amount paid up or credited as paid on a share during the period for which a dividend is declared only entitles the Holder of the share to an apportioned amount of the dividend as from the date of payment.
- 132.4. In this rule 132 amounts paid in advance of the relevant due date are not to be taken (for the purpose of this rule 132) to be paid or credited as paid on the

share until the due date for payment and are to be ignored when calculating the proportion.

133. INTEREST

133.1. Dividends do not bear interest against the Company.

134. DEDUCTIONS FROM DIVIDENDS

134.1. The Directors may deduct and retain from any dividend payment to a Member all sums of money (if any) presently payable by the Member to the Company on account of calls in relation to shares in the Company and may apply the amount deducted in or towards satisfaction of the debts or liabilities in respect of the calls.

135. UNCLAIMED DIVIDENDS

135.1. All dividends unclaimed for 1 year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed or until the money becomes payable to some official under any law relating to unclaimed money.

136. ENTITLEMENT TO DIVIDENDS

136.1. Subject to this Constitution, all dividends and interest belong and must be paid (subject to any lien of the Company) to those Members whose names are on the Register at the date at which the books are closed for the purpose of the payment of such dividend or interest, or at such other date as the Directors determine.

137. PAYMENT OF DIVIDENDS ON TRANSMISSION

137.1. The Directors may retain the dividends payable on any share in respect of which any person is under rule 37 entitled to become registered as Holder until registration has been effected.

138. PAYMENT OF DIVIDENDS BY ASSET DISTRIBUTION

138.1. The Directors, or any general meeting on the recommendation of the Directors, may, when declaring a dividend direct payment of the dividend wholly or partly by the distribution of specific assets, and in particular of paid-up shares, debentures or debenture stock of any other company or in any 1 or more of those ways.

138.2. Where a difficulty arises in regard to a distribution referred to in rule 138.1, the Directors may settle the matter as they think expedient and fix the value for distribution of the specific assets or any part of those assets and may determine that cash payments will be made to any Members on the basis of the value so fixed in order to adjust the rights of all parties, and may vest any of those specific assets in trustees as the Directors consider expedient.

139. ADMINISTRATION OF DIVIDEND PAYMENTS

139.1. Any dividend, interest or other money payable in cash in respect of shares may be paid:

139.1.1. directly into an account, with a bank: or some other financial institution, that the Holder or joint holders in writing directs or direct; or

139.1.2. by cheque sent through the post directed to:

139.1.2.1. the address of the Holder as shown in the Register, or in the case of joint holders, the address shown in the Register as the address of the joint holder first named in the Register; or

139.1.2.2. to any other address that the Holder or joint holders in writing directs or direct.

139.2. The cheque must be made payable to the person to whom it is sent and may be made payable to bearer.

139.3. Any 1 of 2 or more joint holders may give effectual receipts for any dividends, interest or other money payable in respect of the shares held by them as joint holders.

140. POWER TO MAKE CONCURRENT CALL

140.1. The Directors, when declaring a dividend, may make a call on the Members of such amount as they may fix but so that the call on each Member does not exceed the dividend payable to the Member and so that the call is made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the Member, be set off against the call.

CAPITALISATION OF PROFITS

141. POWER TO CAPITALISE PROFITS AND RESERVES

141.1. The Directors may resolve that it is desirable to capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to Members, and may resolve to apply the sum, in any of the ways mentioned in rule 142, for the benefit of Members in the proportions to which those Members would have been entitled in a distribution of that sum by way of dividend and that distribution or payment must be accepted by the Members in full satisfaction of their interests in the capitalised sum.

142. METHODS OF CAPITALISATION

142.1. Subject to the Corporations Act, the ways in which a sum may be applied for the benefit of Members under rule 141 are:

142.1.1. in paying up any amounts unpaid on shares held by Members;

142.1.2. in issuing shares or debentures to be issued to Members as fully paid;

142.1.3. partly as mentioned in rule 142.1.1 and partly as mentioned in rule 142.1.2; or

142.1.4. in any other way permitted by the Corporations Act or this Constitution.

143. DIRECTORS' POWERS UPON CAPITALISATION

143.1. The Directors must do all things necessary to give effect to the resolution referred to in rule 141 and, in particular, to the extent necessary to adjust the rights of the Members among themselves, may:

143.1.1. issue fractional certificates or make cash payments in cases where shares, debentures or unsecured notes become issuable in fractions;

143.1.2. fix the value for distribution of any specific assets or any part of them;

- 143.1.3. determine that cash payments be made to any Members upon the footing of the value so fixed or that fractions may be disregarded in order to adjust rights of all parties;
- 143.1.4. vest any cash or specific assets in trustees upon trust for the persons entitled to the dividend or capitalised fund; and
- 143.1.5. authorise any person to make, on behalf of the Members concerned, an agreement with the Company providing:
 - 143.1.5.1. in the case of Members entitled to any further shares or debentures upon the capitalisation, for the issue to them, credited as fully paid up, of the further shares or debentures; and
 - 143.1.5.2. in the case of Members entitled to have the amounts or any part of the amounts remaining unpaid on their existing shares paid up by the Company upon the capitalisation, for the payment up by the Company on their behalf of those amounts remaining unpaid on their existing shares;by the application of their respective proportions of the sum resolved to be capitalised.
- 143.2. Any agreement made under an authority referred to in rule 143.1 is effective and binding on all the Members concerned.

DIVIDEND REINVESTMENT, BONUS SHARE AND EMPLOYEE INCENTIVE PLANS

- 143.3. A general meeting of the Company or the Directors may:
 - 143.3.1. establish 1 or more plans (**Plan**) under which some or all Members may from time to time elect in terms of 1 or more of the following for a period or periods as provided in the Plan:
 - 143.3.1.1. that dividends to be paid in respect of some or all of the shares. from time to time held by the Members may be satisfied by the issue of fully paid ordinary shares;
 - 143.3.1.2. that dividends are not to be declared or paid in respect of some or all of the shares from time to time held by the Member, but that the Member is to receive an issue of fully paid ordinary shares; or
 - 143.3.1.3. that shares be offered or issued to some or all employees of the Company whether or not for consideration; and
 - 143.3.2. vary, suspend or terminate the Plan.
- 143.4. Any Plan has effect in accordance with its terms and the Directors must do all things necessary and convenient for the purpose of implementing the Plan, including the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which lawfully may be appropriated, capitalised, applied, paid or distributed for the purpose of the allotment.

- 143.5. For the purpose of giving effect to any Plan, the Directors may make an appropriation, capitalisation, application, payment or distribution and the powers of the Directors may be exercised (and with adjustments as may be required) even if only some of the Members or holders of shares of any class participate in the appropriation, capitalisation, application, payment or distribution.
- 143.6. In offering opportunities to Members or employees to participate in any Plan, the Directors may give any information that in their opinion may be useful to assist Members or employees in assessing the opportunity and making requests to their best advantage. The Directors, the Company and its officers are not responsible for, nor are they obliged to provide, any legal, taxation or financial advice in respect of the choices available to Members or employees.
- 143.7. The Directors are under no obligation:
- 143.7.1. to admit any Member or employee as a participant in any Plan; or
 - 143.7.2. to comply with any request made by a Member or employee who is not admitted as a participant in any Plan.
- 143.8. In establishing and maintaining any Plan, the Directors must act in accordance with this Constitution and may exercise all or any of the powers conferred on them by the terms of any such Plan, by this Constitution or by the Corporations Act.

NOTICES

144. SERVICES OF NOTICES

- 144.1. Subject to this Constitution a notice (in this rule a reference to a notice includes all types of reports, documents and other instruments of whatever description) may be sent, given, delivered or served by the Company to or on any Member either:
- 144.1.1. personally;
 - 144.1.2. by ordinary post;
 - 144.1.3. by sending it to the fax number or electronic address either shown in the Register or nominated by the Member to the Company for the giving of notices, and is at the risk of the addressee as soon as it is given or posted; or
 - 144.1.4. such other method as is permitted by these rules including rule 153.

145. METHOD OF SERVICE

- 145.1. If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to be effected on the next day after the date of its posting and in proving delivery or service it is sufficient to prove that the envelope or wrapper containing the document was properly addressed and stamped and was posted.
- 145.2. If a notice is sent by facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Company for that purpose and further is deemed to be effected on the next day after the date of its transmission unless:

145.2.1. the Company's facsimile machine fails to issue a transmission report which shows that the relevant number of pages comprised in the notice has been sent; or

145.2.2. the addressee notifies the Company immediately that the notice was not fully received in a legible form.

145.3. A notice sent by electronic transmission is deemed to be served on the day following in transmission.

145.4. A certificate signed by any Director, manager, Secretary or other officer of the Company that a document or its envelope or wrapper was properly addressed and stamped and was posted is conclusive evidence of those facts.

146. NOTICE TO JOINT SHAREHOLDERS

146.1. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register in respect of the share.

147. NOTICE UPON TRANSMISSION

147.1. It is not necessary to give notice of meetings to any person entitled to a share by transmission unless such person has been duly registered as a Member of the Company.

148. CONSTRUCTIVE NOTICE

148.1. Every person who by operation of law, transfer or any other means becomes entitled to any share is bound by every notice in respect of the share which, before his or her name and address is entered on the Register, has been duly given to the person from whom he or she derives title or to any previous Holder of the share.

148.2. A document delivered to or served on a Member is, notwithstanding the death or bankruptcy of the Member and whether or not the Company has notice of it, to be deemed duly delivered or served in respect of all Shares whether held solely or jointly with other persons by the Member until another person is registered in the Member's place and to be sufficient delivery or service of the document to and on the Member's legal personal representative, trustee or assignee and if the Member is a joint holder the other joint holders.

149. PERIOD NOTICE

149.1. Subject to the Corporations Act and this Constitution where a specified number of days' notice or notice extending over any period is required to be given the day of service is not, but the day upon which the notice will expire is, included in the number of days or other period.

150. ACCIDENTAL OMISSION

150.1. The accidental omission to give any notice of a meeting to any Member or the non-receipt by any Member of any notice does not invalidate the proceedings at any meeting.

150.2. If this Constitution requires or permits a notice, or proxy, Attorney or nomination form to be given by the Company, the Directors, a Director or the Secretary, neither accidental omission to give the notice nor non-receipt of the notice or form by any person entitled to receive it invalidates the Call, meeting, resolution, procedure, action or matter to which the notice or form relates.

151. SERVICE UPON COMPANY AND MEMBERS

- 151.1. Every summons, notice, order or other document required to be served upon the Company or upon any officer of the Company may be served by leaving it at the Office.
- 151.2. All summonses, notices, processes, orders and judgments in relation to any proceedings by the Company or its liquidators against any Member may be served by security post and the provisions set out above as to notices apply with the necessary changes and service in this manner is considered for all purposes to be personal service.

152. FORM OF SIGNATURE

- 152.1. The signature to any notice to be given by the Company may be written or printed or stamped.

153. ELECTRONIC NOTICES, REPORTS AND OTHER COMMUNICATIONS

- 153.1. To the fullest extent that the law permits, the Company may send, despatch or give to or serve on Members all notices, reports and other communications on the Member (including those which the Corporations Act, the Listing Rules or these Rules require or permit the Company to serve, despatch, send or give Members) by either or both:

- 153.1.1. delivering the same (whether by hand, facsimile, letter, courier, email or otherwise) to the ASX for publication by ASX's Companies Announcement Office;

- 153.1.2. posting the same to its website such that the report is available on-line to Members;

and such notice, report or other communication shall be deemed received by and served on each Member as from the day following the publication of the notice by the Companies Announcement Office in the public domain and shall be in lieu of other methods prescribed or permitted by law or otherwise for serving, despatching, sending or giving notices, reports and other communications.

- 153.2. Each Member shall at all times nominate an address at which the Company may electronically send notices to or serve notices on the Member.
- 153.3. The Directors, may from time to time, publish (including electronically on its website or via the facilities of ASX) supplemental rules (including rules setting out procedures and other ancillary matters) to these rules (which shall be deemed incorporated herein from the date of publication) specifying the manner in which, form in which, and method by which, notices may be electronically provided to Members. Such rules will be binding on Members. The objective of such rules must be to reduce the cost to the Company of sending or serving notices to Members or to clarify any ambiguity in the preceding provisions of these rules dealing with the Company sending or serving notices to or on Members electronically.

INDEMNITY AND INSURANCE

154. INDEMNITY

- 154.1. To the extent permitted by the Corporations Act, the Company indemnifies:
- 154.1.1. every person who is or has been an officer of the Company; and
 - 154.1.2. where the Directors consider it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company; against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be):
 - 154.1.3. to any other person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith; and
 - 154.1.4. for costs and expenses:
 - 154.1.4.1. in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; and
 - 154.1.4.2. in connection with an application in relation to those proceedings, in which the Court grants relief to the person under the Corporations Act.

155. INSURANCE

- 155.1. The Company may, where the Directors consider it appropriate to do so, pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company against any of the following liabilities incurred by the person as such an officer, namely:
- 155.1.1. any liability which does not arise out of conduct involving:
 - 155.1.1.1. a wilful breach of duty in relation to the Company; or
 - 155.1.1.2. without limiting rule 155.1.1.1, a contravention of section 182 or 183 of the Corporations Act; and
 - 155.1.2. any liability for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome, and without the qualifications set out in rule 155.1.
- 155.2. In the case of a Director, any premium paid pursuant to this rule 155.2 is paid in addition to remuneration paid to that Director by the Company pursuant to these rules.

156. DIRECTOR VOTING ON CONTRACT OF INSURANCE

- 156.1. Despite anything in this Constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.

157. LIABILITY

- 157.1. No officer of the Company is liable for the act, neglect or default of any other officer or for joining in any act or conformity or for any other loss, expense or

damage whatever which arises in the execution of the duties of his or her office unless the same arises through his or her own negligence, default, breach of duty or breach of trust.

158. MEANING OF OFFICER

- 158.1. For the purposes of rules 154, 155, 156 and 157, **officer** means a Director, Secretary or executive officer.

WINDING UP

159. SHAREHOLDERS' RIGHTS ON DISTRIBUTION OF ASSETS

- 159.1. If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Members in kind the whole or any part of the property of the Company and may for that purpose set the value the liquidator considers fair upon any property to be so divided and may, subject to the Corporations Act and the Listing Rules, determine how the division is to be carried out as between the Members or different classes of Members.
- 159.2. The liquidator may, with the sanction of a special resolution, vest the whole or any part of the property referred to in rule 159.1 in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, thinks fit, but so that no Member is compelled to accept any shares or other securities on which there is any liability.
- 159.3. If the Company ceases to carry on business within 12 months after its incorporation, shares issued for cash rank in the distribution, to the extent of the capital contributed by subscribing Shareholders, in priority to shares issued to vendors or promoters or both for consideration other than cash.
- 159.4. If at the commencement of a winding up the Company has Vendor Securities on issue which are subject to the escrow restrictions of the Listing Rules, then on a distribution of assets of the Company to members the share capital constituting those Vendor Securities shall rank behind all other share capital for repayment of the nominal amount thereof.

160. REMUNERATION OF LIQUIDATOR

- 160.1. The Company in general meeting must not fix the remuneration to be paid to a liquidator pursuant to the Corporations Act unless at least 14 days' notice of the meeting has been given to the Members and the notice has specified the amount of the proposed remuneration of the liquidator.

OBLIGATIONS IN RELATION TO CHES

161. COMPLYING WITH ASX SETTLEMENT OPERATING RULES

- 161.1. The Company must comply with the ASX Settlement Operating Rules if any of its securities are CHES Approved Securities.
- 161.2. If the Company has Restricted Securities on issue, it may operate a Certificated Subregister subject to the Corporations Act or the Listing Rules provide otherwise.

LISTING RULES

162. RESTRICTED SECURITIES

- 162.1. Despite any other provision in this Constitution, while the Company is admitted to the Official List, the Company must recognise and comply with the Listing Rules or ASX with respect to Restricted Securities.
- 162.2. Without limiting the obligation to comply with the Listing Rules:
- 162.2.1. a holder of Restricted Securities must not Dispose of, or agree to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;
- 162.2.2. if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- 162.2.3. the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period except as permitted by the Listing Rules or ASX;
- 162.2.4. a holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX; and
- 162.2.5. if a holder of Restricted Securities breaches a restriction agreement in relation to those Restricted Securities or a rule of this Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

163. PARAMOUNT EFFECT OF LISTING RULES

- 163.1. If the Company is admitted to the Official List, the following provisions apply:
- 163.1.1. Notwithstanding anything contained in this Constitution, if the Listing Rules prohibit an act being done, the act must not be done.
- 163.1.2. Nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done.
- 163.1.3. 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).
- 163.1.4. If the Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.

163.1.5. 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.

163.1.6. 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.