

SHAREHOLDERS AGREEMENT

Between:

AND

AND

TABLE OF CONTENTS

1	DEFINITIONS	1
2	INTERPRETATION	Error! Bookmark not defined.
3	STRUCTURE OF THE COMPANY	Error! Bookmark not defined.
4	OBJECTIVES OF THE COMPANY	Error! Bookmark not defined.
5	MANAGEMENT	Error! Bookmark not defined.
6	AGREEMENTS BETWEEN COMPANY AND SHAREHOLDERS	Error! Bookmark not defined.
7	USE OF INTELLECTUAL PROPERTY	Error! Bookmark not defined.
8	TRANSFERS OF SHAREHOLDER'S SHARES	Error! Bookmark not defined.
9	OPTION TO PURCHASE OUTGOING SHAREHOLDERS SHARES	Error! Bookmark not defined.
10	POWER OF ATTORNEY	Error! Bookmark not defined.
11	PUBLICITY AND CONFIDENTIALITY	Error! Bookmark not defined.
12	RECORDS AND ACCOUNTS	Error! Bookmark not defined.
13	PAYMENTS AND DIVIDENDS	Error! Bookmark not defined.
14	GOOD FAITH	Error! Bookmark not defined.
15	DISSOLUTION OF COMPANY	Error! Bookmark not defined.
16	DISPUTES	Error! Bookmark not defined.
17	GENERAL PROVISIONS	Error! Bookmark not defined.
18	EXECUTION & SCHEDULES	Error! Bookmark not defined.

- (d) "Board" means the Board of Directors, and includes any committee of that Board;
- (e) "Board Meeting" means a meeting of the Board (or any committee of the Board) duly convened and held in accordance with this Agreement and the Constitution;
- (f) "Business" means the business of providing sales, implementation, support, maintenance and consultancy services related to the business objectives of the company;
- (g) "Business Day" means any day other than a Saturday, Sunday, bank holiday or public holiday in New South Wales;
- (h) "Confidential Information" means all information, forms, specifications, processes, statements, formulae, trade secrets, drawings and data, and copies of extracts made of or from that information and data, concerning:
 - (i) the operations and dealings of the Company or a Shareholder;
 - (ii) the organisation, finance, customers, markets, suppliers, Intellectual Property Rights of the Company, a Shareholder, a related body corporate of the Company or a related body corporate of a Shareholder; or
 - (iii) the operations and transactions of a Shareholder concerning the Shareholder's shareholding in the Company
- (i) "Constitution" means the Constitution of the Company as amended from time to time;
- (j) "Directors" means the directors of the Company at any given time and as at the date of this Agreement means the directors identified in Item 2 of Schedule 1;
- (k) "Disabled" means totally and permanently disabled in the written opinion of two duly qualified medical practitioners;
- (l) "Financial Year" means the period of 12 consecutive calendar months ending on 30 June (or on another day decided by the Board);
- (m) "