
Shareholders Agreement

between

and

and

and

TABLE OF CONTENTS

1. Definitions and Interpretation	3
2. Conditions Precedent.....	Error! Bookmark not defined.
3. Term.....	Error! Bookmark not defined.
4. Objectives	Error! Bookmark not defined.
5. Structure of the Company	Error! Bookmark not defined.
6. Board of Directors	Error! Bookmark not defined.
7. Decision Making.....	Error! Bookmark not defined.
8. Management	Error! Bookmark not defined.
9. Financial Reporting	Error! Bookmark not defined.
10. Accounts.....	Error! Bookmark not defined.
11. Funding.....	Error! Bookmark not defined.
12. Agreements Between Company and Shareholders	Error! Bookmark not defined.
13. Transfer of Shares.....	Error! Bookmark not defined.
14. Procedure on Transfer of Shares	Error! Bookmark not defined.
15. Determination of Sale Price.....	Error! Bookmark not defined.
16. Non-Competition.....	Error! Bookmark not defined.
17. Publicity and Confidentiality.....	Error! Bookmark not defined.
18. Dispute Resolution	Error! Bookmark not defined.
19. Acknowledgements and Warranties	Error! Bookmark not defined.
20. Termination.....	Error! Bookmark not defined.
21. Default	Error! Bookmark not defined.
22. Assignment.....	Error! Bookmark not defined.
23. Counterparts.....	Error! Bookmark not defined.
24. Entire Agreement.....	Error! Bookmark not defined.
25. Further Action	Error! Bookmark not defined.
26. Choice of Jurisdiction and Law.....	Error! Bookmark not defined.
27. Non-merger	Error! Bookmark not defined.
28. Notices.....	Error! Bookmark not defined.
29. Waiver	Error! Bookmark not defined.
30. Variation	Error! Bookmark not defined.
31. Costs	Error! Bookmark not defined.
32. Paramountcy	Error! Bookmark not defined.
33. No Partnership or Agency	Error! Bookmark not defined.
34. Severability	Error! Bookmark not defined.
35. Consent	Error! Bookmark not defined.

SHAREHOLDERS AGREEMENT made the day of

Parties

of

of

of

of

Recitals

- A. The Shareholders have agreed that the Company conduct the Business.

- B. The Shareholders have entered into this Agreement to record their aims and objectives in relation to the Company and to provide for the operation and administration of the Company.

- C. The Shareholders agree to associate with each other as shareholders in the Company as and with effect from the Effective Date on the terms set out in this Agreement.

1. Definitions and Interpretation

1.1. In this Agreement, including the recitals, unless the context otherwise requires, the following terms have the following meanings:

Act means the *Corporations Act 2001* (Cth);

Agreement means this Shareholders Agreement, including its schedules;

Associate has the meaning given to that term by the Act;

Auditor means the registered Company auditor appointed by the Company for auditing its accounts;

Board means the Board of Directors, and includes any committee of that Board;

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;

Business means the Business of

Business Day means any day other than a Saturday, Sunday, bank holiday or public holiday in ;