

BUY SELL

DEED.

PARTIES.

THIS DEED is made on between the following parties:

<Insert full name of Company/Trustee of Trust>, ABN <insert ABN> <as trustee of the [insert name of trust and insert ABN]> of <insert full address> ("**<Company><Trustee>**")

Contact name: <insert contact name>

Email address: <insert email address>

and

<Insert full name of Equityholder1>, ABN <insert ABN> of <insert full address> ("**Abbrev Equityholder1**")

Contact name: <insert contact name>

Email address: <insert email address>

and

<Insert full name of Equityholder2>, ABN <insert ABN> of <insert full address> ("**Abbrev Equityholder2**")

Contact name: <insert contact name>

Email address: <insert email address>

BACKGROUND

- A. The <Company><Trustee> carries on the Business,
- B. The Equityholders hold all of the Equity in the <Company><Trustee> that was on issue as at the date of this deed.
- C. The parties enter into this deed to record their aims and objectives for the Business and regulate the governance, management and administration of the <Company><Trustee> and the distribution of Equity on specific events.

OPERATIVE PROVISIONS.

1. Definitions

Where appearing in this deed, the following words have the meaning set out below.

Accountant means <insert name of Business Accountant> or such other person or firm as is appointed from time to time as the accountant for the <Company><Trustee> by an Ordinary Resolution of the Board.

Accounts mean the accounts of the <Company><Trustee>.

Affiliate means in relation to a person (including a body corporate) any one or more of the following:

- a. a Related Body Corporate;
- b. a trust of which that person is a beneficiary;
- c. a relative or defacto spouse or a relative of a spouse of that person;
- d. a body corporate of which a relative or a defacto spouse or a relative of a spouse of that person is a director or shareholder holding more than 5% of the issued shares; or
- e. a trust of which a relative or a defacto spouse or a relative of a spouse of that person is a beneficiary.

Arbitration Act means the <Commercial Arbitration Act 2007 (NSW)> <Commercial Arbitration Act 2011 (Vic)> <Commercial Arbitration Act 2011 (W.Va)> <Commercial Arbitration Act 2011 (SA)> <Commercial Arbitration (Consequential Amendments) Act 2011 (Tas)> <Commercial Arbitration (National Uniform Legislation) Act 2011 (N.S.W.)> <Commercial Arbitration Act 2013 (Qld)> <Commercial Arbitration Act 1986 (ACT)>.

Board means the board of Directors of the <Company><Trustee>, or if only one Director is currently appointed, that sole director.

Business means the business of <insert description of business> carried on by the <Company><Trustee> on behalf of the Trust> and any other activities in which the Equityholders resolve the <Company><Trust> should be engaged or conduct.

Business Day means a day on which trading banks are open for general banking business in <insert relevant state e.g. New South Wales>.

Buy Option has the meaning given in clause 6.2.1.

Buying Equityholder has the meaning given in clause 6.2.4.

Corporations Act the *Corporations Act 2001 (Cth)*.

Director means a currently appointed director of the <Company><Trustee> and includes an alternate director.

Equity means securities in the capital of the <Company><Trustee and units in the Trust> on issue.

Equityholder means a person that holds <share in the Company><shares in the Trustee and units in the Trust>.

Exiting Parties has the meaning given in clause 6.3.1.

Final Disposal means the date on which the Selling Equityholder disposes of or transfers all Equity held by that Selling Equityholder, in accordance with the terms of this deed.

Financial Year means a period from <1 July> in a year to <30 June> of the following year.

Insurance Policies has the meaning given in clause 6.1.1a.

Interest Rate means the rate of interest charged on overdrafts by the <Company><Trustee>'s banker.

Operative Date means the date of this deed.

Ordinary Resolution means in relation to a resolution of:

- a. the Board, a resolution that is passed by an affirmative vote of the Directors present and entitled to vote on the resolution, appointed by Equityholders (in accordance with clause 3.1.1), holding a Proportion of 50% or more;
- b. the Equityholders, a resolution that is passed by an affirmative vote of the Equityholders present and entitled to vote on the resolution, holding a Proportion of 50% or more of the Equity.

Proportion means the percentage of Equity held by one Equityholder determined in the context of the Equity held by all Equityholders at that time, being all the Equity of the Company.

Related Body Corporate has the meaning given in the Corporations Act.

Representative means a legal personal representative, executor, administrator or other person charged with responsibility for administering the estate of a person and where the estate of a person is administered any beneficiary of the estate of the person who has or is to receive the proceeds of the Insurance Policies.

Restraint Period means the period which starts on the Operative Date and ends on any of the following dates:

- a. the date which is <insert number e.g. 3> years after Final Disposal; or if not enforceable,
- b. the date which is <insert number e.g. 2> years after Final Disposal; or if not enforceable,
- c. the date which is <insert number e.g. 1> year after Final Disposal.

Security Interest includes a mortgage, encumbrance, debenture, charge, lien, pledge, deposit by way of security, bill of sale, lease, hire purchase, credit sale, agreement for sale on deferred terms, option, right of pre-emption, claim, covenant, interest or power in or over an interest in an asset.

Selling Equityholder has the meaning given in clause 6.2.1.

Transfer Price has the meaning given in clause 6.2.1.

Trigger Event has the meaning given in clause 6.2.1.

<Trust means the <insert name> Unit Trust settled pursuant to the trust deed dated <insert date that the trust deed was signed>.

Unanimous Resolution means, in relation to a resolution of: