

**Responsible Forest Management Australia Limited trading as
FSC Australia
ACN 120 667 870**

NOTICE OF SPECIAL RESOLUTION # 4

Notice is given pursuant to clause 16.2 of the Constitution of Responsible Forest Management Australia Limited, a company limited by guarantee and registered in the State of Victoria trading as FSC Australia (“the company”) that at the coming annual general meeting to be held on 29 May 2014, it is intended that the following motion be proposed as a special resolution:

THAT the constitution of the company be amended as follows:

1. In Rule 10.2 add the following:

“10.2(d) Directors are a responsible person pursuant to the *Australian Charities and Not-for-profits Commission Act 2012* and will be asked to submit to such searches and make declarations sufficient to discharge the obligations of the Company pursuant to the Act to ensure suitability to hold office in compliance with Governance Standard 4.”

2. In Rule 10.4(a):

After the word ‘dies’ in (vii) add “; or” and add

“(viii) the Director is deemed unsuitable to be a responsible person pursuant to Governance Standard 4 of the *Australian Charities and Not-for-profits Commission Act 2012*.”