

**Compliance Committee Minutes for the Theta Asset Group
Valuestream Investment Management Ltd
and Theta Asset Management Ltd**

Meeting details: 12.00pm (WST) Wednesday 11 February 2015

Members present: s 47F (Chair), [REDACTED] s 47F

Apologies: Nil

Guests: Robert Marie
[REDACTED] s 47F (by phone)

VIML FUNDS:

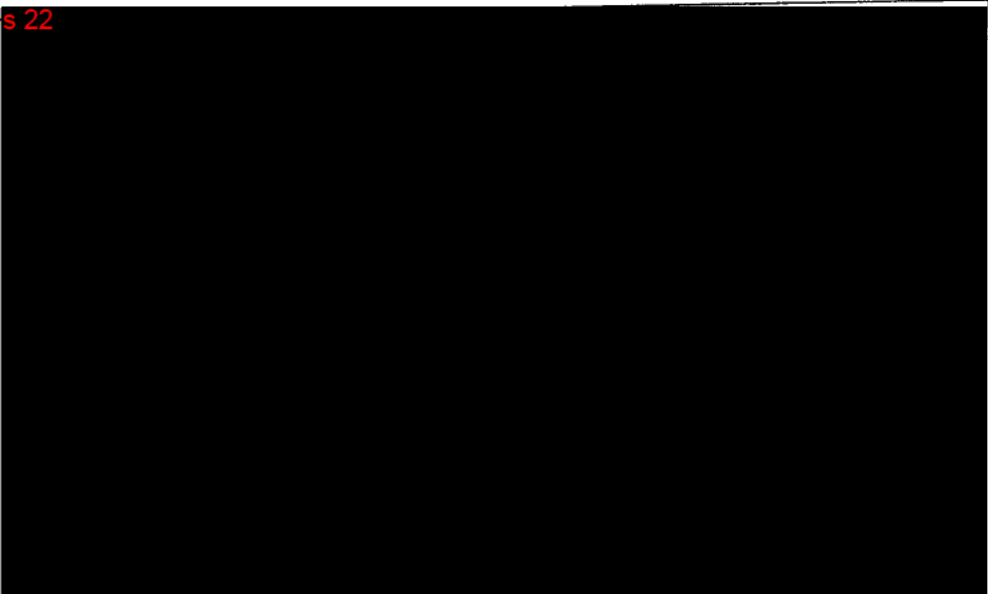

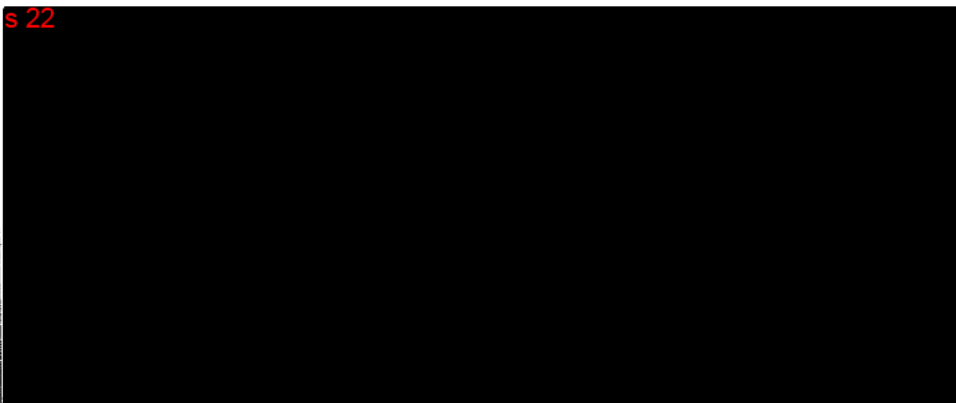
s 22






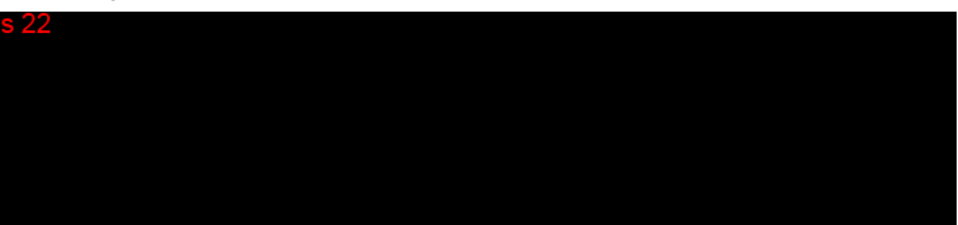
s 22

TAML FUNDS:

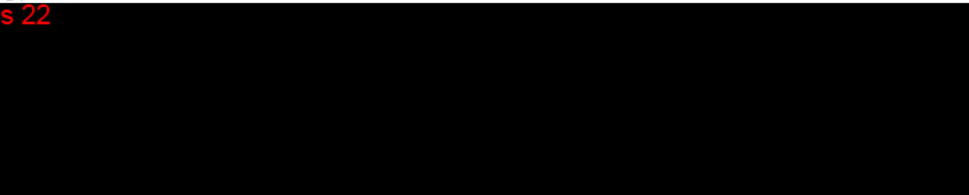
Rental Management Investment Trust (RMIT)

Previous minutes: Sharepoint: Item 1		The minutes of the previous Compliance Committee meeting held on 22 nd October 2014 in Perth were previously confirmed and signed following the meeting. Minutes were signed by [REDACTED] s as the Chairman of the Compliance Committee.
ASIC and PSL correspondence:		s 22
Board Papers NTA & cash-flow VIML & TAML: Sharepoint: Item 2	RE 2Ai 2Di 2Dii 5Ci 19Ei	Board minutes and copies of the NTA calculations for October, November and December 2014 are available on Sharepoint. s 22 No other issues have been identified with either the NTA or forward cash flows.
Registers: Breaches	Fund 20Ai 20Aii	Updated registers for Complaints, Breaches, Conflicts and related party matters are in Sharepoint under Item 3. Breaches and Complaints Registers and other supporting material has been circulated via email prior to the meeting. Six new breaches have been added to the register for the reporting period 1 October 2014 to the end of 31 December 2014. Open breaches, from the prior reporting period: <ul style="list-style-type: none"> Due to technical issues around the classification of the RMA's as assets of the RMIT, the audit of the RMIT has been significantly delayed. Assets were previously being classified as intangibles assets with amortisation of the assets which the manager felt did not correctly reflect the portfolio. Following the drafting of a paper and provision of supporting material the assets were reclassified, as tangible assets with loans and receivables. The RMIT FY2014 audit was completed and lodged yesterday. The interim audit for December 2014 has been scheduled.

		s 22 
Complaints <i>Sharepoint:</i> Item 3	RE 16Bi	<p>There have been no new complaints for either Valuestream or Theta added to the Complaints register for the reporting period.</p> <p>Closed complaints, from this reporting period:</p> <p>A final notice closing the Case 332227 by  against Theta was received during the reporting period. The case remained open with FOS until 12 November 2014, following the FOS final Recommendation that Theta was not at fault in any of the areas noted by the complainant. A copy of all material relating to this complaint has previously been circulated.</p>
Conflicts & Related Parties	RE 8Ai Fund 8Ci 8DI	<p>No new conflicts or related party matters relating to the registered schemes have been identified by the Board, during the reporting period.</p> <p>GFS as yet has no live clients.</p>
Scheme update		<p>An updated ESP register is available on Sharepoint under the registers folder number 3.</p> <p>Reports have been received from all external service providers. Stirling First reporting has improved significantly, with the new staff members who have been allocated with reporting responsibility – coming up to speed with the assistance of the Sydney based Compliance.</p> <p>s 22 </p>

		Rental Management schemes: <ul style="list-style-type: none"> Stirling First the asset manager of RMIT has proposed winding up the RMIT following completion of the interim audit for the scheme. RMIT distributions continue to be paid. Promotion of the RPIT is pending completion of the interim audit for RMIT.
Mandate Compliance and Offer documents	Fund 8Bi 13Bi 15Bi 17Ai 17Bi 19Ci	All schemes are invested within their specific mandates, as stated in the offer document for each scheme and class. No issues have arisen over the reporting period.
Quarterly custodial reporting	RE 1Ai 1Bi 1Bii	Quarterly Custodial reports for the period ending 31 December 2014 have been received from: <ul style="list-style-type: none">  s 22  s 22  s 22 AETL for RMIT  s No issues were identified in any of the reports.
Quarterly KPI review of ESP's	RE 7Bi 7Bii 7Biii Fund 12Ai 13Ai 13Aii 13Bi 14Ai 14Aii 14Bi 15Ai 15Aii	Quarterly KPI reviews for ESP's providing custody, registry and fund accounting for the period ending 31 December 2014 have been completed based on the above information received and email communication over the period. The KPI reviews are based on the following criteria: <ul style="list-style-type: none"> Fees and expenses Unit Pricing and valuation Income and distributions Applications and redemptions for unit registry services Custodial Investment Management No issues were noted with the unit pricing for any scheme during the reporting period. All other ESP's performed as expected.
31 December 14 distributions:		 s 22 No other issues identified in relation to income collection.
Promotional material:	11Ai 11Aii 19Ai 19Bi 19Di	All new promotional material is on Sharepoint. This has not been circulated to the committee members via email. This quarter has seen a decline in the volume of promotional material to be reviewed by the RE's.  s 22

		<p>• [REDACTED] s 22 [REDACTED]</p> <p>RMIT:</p> <ul style="list-style-type: none"> Multiple drafts of the PDS Tax statements, distribution and other ASX announcements have been reviewed. <p>s 22 [REDACTED]</p> <p>There is no other outstanding promotional material.</p>
30 June 2014 Audits		<p>[REDACTED] s 22 [REDACTED]</p> <p>The FY2014 audit for RMIT delayed due to late lodgement and scheduling of the half year audit accounts, remained outstanding at the end of the reporting period to 31 December 2014 was completed and lodged 10 February 2015.</p> <p>The statutory financial statements for Theta were audited Hughes Pettit and lodged with the ASIC prior to the 31 October 2014 deadline.</p> <p>[REDACTED] s [REDACTED]</p>
Termination and Wind-up		<p>s 22 [REDACTED] s [REDACTED]</p>
Annual CP and Policy document reviews		<p>Following the review schedule of Policy document, reviews for FY 2015 are underway.</p> <p>Reviewed policy are the:</p> <ul style="list-style-type: none"> BC & DR Planning Policy, Unit Pricing Policy, Valuations Policy, Complaints Policy, Breaches Policy, Privacy Policy. <p>Risk management reports generated from the CompliSpace program are available in Sharepoint.</p>
General business: Sharepoint: Items 6 & 9	RE 3Ai 3Aii 4Dii 4Diii 7Bi 9Bi Fund	<p>Other matters:</p> <p>The CC noted the following matters:</p> <ul style="list-style-type: none"> s 22 [REDACTED] Austrac reporting for both Valuestream and Theta have been completed and successfully lodged via the online portal. The work being undertaken on the wider Theta AFSL variation. Following the enactment of the Clean Energy Legislation (Carbon Tax Repeal) Act 2014 (Act) in July 2014, carbon units, EUAs and AIUs are scheduled to cease to be financial products from 9th February 2015. The Act also provided that, after this day, ASIC may vary the authorisations of AFS licences to reflect this change in financial product status. ASIC expect

	5Ci RE 19Ei	to send a letter to licensees in this category prior to taking such steps. <i>New business:</i> Business focus continues on wholesale schemes. s 22  No other new business matters to be discussed.
Next meeting:		Proposed date of next meeting: Wednesday 15th April 2015 - to be confirmed via email following today's meeting.

Signed as a true and correct record:

K7/ ~
Chairman

15/4/15.
Dated: