

Constitution of Regen Farmers Mutual Limited

ABN 23 651 686 654

TABLE OF CONTENTS

Preamble - Our Mutual Principles	4
1. Company name	4
2. Company purpose	4
3. Company powers	4
4. Promotion of purposes	4
4.1 Application of the company's income and property	4
4.2 Payments that are allowed	5
4.3 Payments to directors or members	5
5. Our members	5
5.1 Categories of membership	5
5.2 Active membership requirements	5
5.3 The company may cancel inactive memberships	5
5.4 Qualifications for membership	5
5.5 Liability and guarantee of members	6
5.6 Members that don't have to contribute	6
5.7 Membership Fees	6
5.8 How to apply for Membership	6
5.9 Register	6
5.10 Suspension of members	6
5.11 Inactive members	7
5.12 Ending membership	7
5.13 Expelling a member	7
5.14 Monetary consequences of expulsion or resignation	7
5.15 Fines payable by members	8
5.16 Resolving disputes	8
6. Mutual Capital Instruments	8
6.1 Intention to be a MCI mutual entity	8
6.2 Board decides MCI details	8
6.3 Changing rights of MCIs	9
6.4 Transfer of MCIs	9
6.5 Transmission Events	9

6.6 Death of a MCI holder	9
6.7 Person entitled to MCI can choose who is registered	10
6.8 Board may register a signed transfer	10
7. General meetings	10
7.1 Calling general meetings	10
7.2 Power to submit a resolution	10
7.3 Notice of general meetings	10
7.4 Changing general meetings	11
7.5 Quorum at general meetings	11
7.6 Digital general meetings	12
7.7 Chair of general meetings	12
7.10 Notice of a Special Resolution	13
7.11 Members voting rights	13
7.12 Written resolutions of members	13
7.13 Voting by show of hands or ballot	13
7.14 Demand for a ballot	14
7.14 Voting by proxy or representative	14
7.15 Voting by notice	15
8. Board	15
8.1 Qualifications of directors	15
8.2 Appointing directors	15
8.3 Nominating directors	16
8.4 Vacation of director's office	16
8.5 Powers and duties of directors	16
8.6 Directors conflict of interest	17
8.7 Committees	17
8.8 Validity of acts	17
8.9 Remuneration of directors	18
9. Meetings of the Board	18
9.1 Convening meetings of directors	18
9.2 Digital Meetings of the Board	18
9.3 Quorum at Board Meetings	19
9.4 Chair at Board Meetings	19
9.5 Decisions of the Board	19
9.6 Decisions without a meeting	19
9.7 Minutes and records	19
9.8 Secretary	20
10. Indemnity & insurance	20
10.1 Indemnified Officers	20
10.2 Indemnity	20
10.3 Insurance	20
10.4 Savings	20

11. Notices	21
11.1 Notice from the company	21
11.2 Notice to the company	21
11.3 Time of service	21
11.4 Other communications and documents	21
12. Corporations Act	21
13. Definitions & Interpretations	21
13.1 Interpretations	21
13.2 Definitions	22
Schedule A - Decisions requiring member approval	23
Schedule B - Dispute resolution process	24

Preamble - Our Mutual Principles

Our Mutual Principles guide our actions as members, employees and directors of the company.

- i) We aim to maximise value created and retained by members
- ii) We promote member's control, security and privacy of data
- iii) We support members in their reporting, risk sharing and compliance obligations
- iv) We practice education-led member engagement to promote informed decision-making
- v) We support development of local capabilities and affordable access to trusted experts
- vi) We promote continuous learning through collaboration and sharing
- vii) We optimise for simplicity and speed, subject to prioritising risk management
- viii) We seek accountability via credible benchmarks, quality assurance and transparency
- ix) We align through shared outcomes and collaboration at scale

1. Company name

The name of the company is Regen Farmers Mutual Ltd (**the company, our, us**).

2. Company purpose

The company's purpose is to without limitation:

- (a) enable and facilitate members access to environmental markets;
- (b) promote, enable and facilitate environmental markets;
- (c) promote, enable and facilitate programs and processes that protect habitat, promote biodiversity, sequester carbon and assist clean water;
- (d) promote, enable and facilitate programs and processes for healthy food systems, sustainable local employment and broad economic participation;
- (e) provide such other benefits and services to members associated with any of the purposes referred to in this rule 2 as the Board determines; and
- (f) undertake and pursue any similar, related or compatible purposes to those referred to in this rule 2 as the Board determines.

3. Company powers

For carrying out the company's purpose, the company may exercise all of the powers of a company limited by guarantee under the Corporations Act.

4. Promotion of purposes

4.1 Application of the company's income and property

- a) The company's income and property must be applied solely towards promoting the company's purposes.

- b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member or director in their capacity as member or director.

4.2 Payments that are allowed

The above **Rule 4.1** does not prohibit any payments:

- a) related to payment of premiums on contracts of insurance for (or indemnification of) any director to the extent permitted by law and this constitution; or
- b) under the terms of issue of an MCI.

4.3 Payments to directors or members

- a) Each director is entitled to directors' fees as decided by the Board, subject to any limit fixed by the members on the total amount of directors' fees payable.
- b) All other payments to directors or members, other than any payment under the terms of issue of an MCI, must be approved by the Board including, but not limited to:
 - i) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
 - ii) any goods or services which are approved by the Board and provided to the company by a director or member, where the amount is commercially reasonable.

5. Our members

5.1 Categories of membership

- a) The members are:
 - i) the persons who consent to be the initial members; and
 - ii) any other persons the Board admits to membership in accordance with this constitution or any membership policy approved by the Board.
- b) The Board may determine different categories of membership and may determine different rights, benefits and obligations that apply to different categories of membership.

5.2 Active membership requirements

To establish and maintain active membership of the company, a member must:

- b) Purchase and maintain an active subscription with Regen Digital Limited.
- c) Agree to the liability and guarantee of members
- d) Pay any required Membership Fee
- e) Agree to uphold and support this Constitution, including our Mutual Principles as described in the Preamble.

5.3 The company may cancel inactive memberships

Failure to maintain active membership may lead to cancellation of membership.

5.4 Qualifications for membership

A person qualifies for membership of the company if the person can use or contribute to the services of the company or its related entity, Regen Digital Pty Ltd.

5.5 Liability and guarantee of members

Liability Amount	\$100
-------------------------	-------

- a) The liability of the members is limited to the above Liability Amount.
- b) Every member must contribute an amount not more than the above Liability Amount to the company's property if it is wound up while the person is a member or within one year after the person ceases to be a member, for:
 - i) payment of the company's debts and liabilities whenever incurred; and
 - ii) expenses of winding up.

5.6 Members that don't have to contribute

The only members that do not have to contribute the Liability Amount are:

- a) those people who are members solely as a result of holding an MCI or
- b) a member in a category where the Board has determined that a lesser amount applies

5.7 Membership Fees

Membership Fees may be decided by the Board, and notified to the members.

- a) The company must notify all persons entered on the register of members of the amount and time for payment of any membership fee and of any alteration to the membership fee.
- b) The Board may determine that membership fees vary across members and categories of members.
- c) The Board may determine to levy any special, ad hoc or other fees either generally or on particular members or categories of members.
- d) The Board may determine to rebate any fees either generally or to particular members or categories of members.

If a membership fee is not received:

- a) **Reminder:** one month after the due date, the company may send a reminder notice to the member;
- b) **Suspended:** one month after sending the reminder notice, the company will suspend the member's rights, including the right to get notices of general meetings, and to attend and vote at general meetings; and
- c) **Expelled:** two months after the reminder notice is sent, the person ceases to be a member.

5.8 How to apply for Membership

Applications will be made automatically by subscribing to the Regen Digital Platform.

- a) Every application must be considered by the board.
- b) The board may, at its discretion, refuse an application for membership.
 - i) The board need not assign reasons for the refusal.
 - ii) On refusal any amounts accompanying the application for membership must be refunded within 28 days without interest.

5.9 Register

The company must maintain a register of members setting out the name, address, alternate electronic or other address (if any) for receipt of notices and date membership starts and ceases.

5.10 Suspension of members

- a) The company may suspend a member for not more than one year, who does any of the

following:

- i) contravenes any of the rules in this Constitution;
 - ii) fails to discharge obligations to the company, whether under these rules or a contract;
 - iii) acts detrimentally to the interests of the company.
- b) To suspend a member, the process for member expulsion set out in under **rule 5.13 (Expelling a member)** is to be followed as if references to **expulsion** were references to **suspension**.
- c) During the period of suspension, the member:
- i) loses any rights (except the right to vote) arising as a result of membership; and
 - ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable; and
 - iii) remains liable for any fine that may be imposed.

5.11 Inactive members

The board must declare the membership of a member cancelled if:

- a) the whereabouts of the member are not presently known to the company and have not been known to the company for a continuous period of at least 1 year; or
- b) the member is not presently active and has not been active within the meaning of **rule 7 (Active membership requirements)** in the past 1 year.

5.12 Ending membership

A person immediately stops being a member if they:

- a) die;
- b) resign as a member by giving notice to the company;
- c) become bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- d) are expelled under **rule 5.13 (Expelling a member)**;
- e) become untraceable because they stop responding to emails or communicating with their Registered Address;
- f) stop being a member under **rule 5.7 (Membership fees)**.

5.13 Expelling a member

- a) If the Board, in its absolute discretion, determines it is not in the company's interests for a person to remain a member, the Board may make a resolution and expel that member from the company.
- b) If the Board intends to consider a resolution under this rule to expel a member, then at least one week before the meeting at which the resolution is to be considered, they must give the member notice:
 - i) stating the date, place and time of the meeting;
 - ii) setting out the intended resolution and the grounds on which it is based; and
 - iii) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

5.14 Monetary consequences of expulsion or resignation

- a) If a member is expelled or resigns from the company, all amounts owing by the former member to the company become immediately payable in full.
- b) Subject to section 128 of the Law, payment to the expelled or resigning member of any amount owing by the company to the former member:
 - i) must be made at the time decided by the board but within one year from the date of expulsion or resignation; or

- ii) may be applied at the time decided by the board, but within one year from the date of expulsion or resignation, in the manner set out in section 128 of the Law, if there is agreement by the board and former member or if the board considers that repayment would adversely affect the financial position of the company.

5.15 Fines payable by members

Maximum fine	\$500
---------------------	-------

The board may impose the above maximum fine on a member for a contravention of these rules. Before imposing a Fine on a member, the board must first:

- a) Give the member a written notice of its intention to impose the fine and the reason why; and
- b) Give the member a reasonable opportunity to:
 - i) appear before the board (either virtually or in person, with or without witnesses), or
 - ii) to send to the board a written statement, to show cause why the fine should not be imposed.

5.16 Resolving disputes

If a dispute arises under this Constitution, the parties must follow the dispute resolution process detailed in Schedule B prior to commencing any legal proceedings, unless they are seeking urgent interlocutory relief.

6. Mutual Capital Instruments

6.1 Intention to be a MCI mutual entity

The company is intended to be a MCI mutual entity for the purposes of the Corporations Act.

6.2 Board decides MCI details

- a) The Board may decide that the company will issue or allot MCIs (and options over MCIs) and, subject to this constitution, the terms on which MCIs (and options over MCIs) will be issued or allotted, including any voting rights (which may be none) or membership rights (which may be none) that may be attached to MCIs and the basis upon which MCIs may be transferred.
- b) An MCI may only be issued as a fully paid share.
- c) Each MCI confers on the holder a right to receive a dividend at the rate and on the basis decided by the Board, at its absolute discretion, and set out in the terms of issue of the MCI.
- d) Dividends in respect of an MCI must be non-cumulative.
- e) The Board may determine that the company pay any dividend required to be paid under the terms of issue of an MCI.
- f) Paying a dividend does not require confirmation at a general meeting.
- g) The Board may determine and set out in the terms of issue of an MCI that the MCI confers on its holder the right in a winding up of the company to payment in priority to the holders of any other class of shares and to Non Shareholder Members of:
 - h) the amount of any dividend accrued but unpaid on the MCI at the date of winding up; and

- i) any additional amount specified in the terms of issue.
- j) An MCI does not confer on its holder any right to participate in the profits or assets of the company, including on winding up, except as set out above.

6.3 Changing rights of MCIs

- a) The rights attached to a MCI may be varied or cancelled only by the passing of a special resolution of members at a general meeting of the company and either:
 - i) by the passing of a special resolution at a meeting of the class of members holding MCIs in the same class; or
 - ii) with the written consent of members holding MCIs in the same class with at least 75% of the votes in the class.
- b) For the purpose of any meeting to vary or cancel MCI rights, a member who holds a MCI in that class has one vote for each MCI held in that class as at the last time for receipt of proxies in respect of that meeting or at the record time for that the written consent, as applicable.
- c) The company may treat the registered holder of an MCI as the absolute owner of that MCI and need not:
 - i) recognise a person as holding an MCI on trust, even if the company has notice of a trust; or
 - ii) recognise, or be bound by, any equitable, contingent, future or partial claim to or interest in an MCI by any other person, except an absolute right of ownership in the registered holder, even if the company has notice of that claim or interest.

6.4 Transfer of MCIs

- a) Subject to this constitution and to the rights or restrictions attached to MCIs, the holder of an MCI may transfer any of their MCIs by an instrument in writing in the form approved by the Board or in such other manner as the Board determines.
- b) The Board may, in its absolute discretion:
 - i) decline to register any transfer of MCIs; and
 - ii) suspend the registration of transfers of MCIs at such times and for such periods as it determines.
- c) A transferor of MCIs remains the holder of the MCIs transferred until the transfer is registered and the name of the transferee is entered in the register of members as the holder of the MCIs.

6.5 Transmission Events

If 2 or more persons are jointly entitled to an MCI because of a Transmission Event, then they will be taken to hold the MCI as joint tenants on being registered as the holders of the MCI.

6.6 Death of a MCI holder

Where a MCI holder dies, the only persons the company will recognise as having any title to the Member's MCIs or any benefits accruing on those MCIs are:

- a) the legal personal representative of the deceased, where the deceased was a sole holder; and
- b) the survivor or survivors, where the deceased was a joint holder.

This recognition after the death of a MCI holder does not release the estate of a deceased Member from any liability on an MCI, whether that MCI was held by the deceased solely or jointly with other persons.

6.7 Person entitled to MCI can choose who is registered

A person who becomes entitled to an MCI because of a Transmission Event may, on producing any evidence the Board requires, choose:

- a) to be registered as the holder of the MCI by signing and giving the company a written notice stating that choice; or
- b) to nominate some other person to be registered as the transferee of the MCI by executing or effecting in some other way a transfer of the MCI to that other person.

In the above circumstances, the right to transfer MCIs and the registration of transfers of MCIs apply as if the relevant Transmission Event had not occurred and the transfer were signed by the registered holder of the MCI.

6.8 Board may register a signed transfer

Despite any part of this **rule 6**, the Board may register a MCI transfer that was signed by a member before a Transmission Event, even though the company has notice of the Transmission Event. The Board may, to the extent the law permits, waive or vary any of the requirements of under this **rule 6** as they relate to Transmission Events and prescribe alternative requirements instead.

7. General meetings

7.1 Calling general meetings

- a) An annual general meeting must be held each year, at a place and on a date and a time decided by the board, within 5 months after the close of the financial year of the company or within the further time allowed by the Registrar.
- b) The Board may convene a general meeting at such time and place as the Board sees fit.
 - i) The auditor and the trustee (if there is a trustee for debenture holders) are entitled to notice of a general meeting.
 - ii) If requested in writing by members who together are able to cast at least 20% of the total number of votes able to be cast at a meeting of the company, the board must call a general meeting of the company.
 - iii) The provisions of section 257 of the Law apply to a meeting requisitioned by members.
 - iv) The board is not required to call a general meeting of members to consider matters that are not matters for decision by the members in a general meeting.

7.2 Power to submit a resolution

If a group of members that are able to cast at least 20% of the total number of votes that are able to be cast at a meeting of the company, give written notice to the company at least 45 days before the day of a general meeting, then that group of members may submit a resolution to a general meeting.

7.3 Notice of general meetings

- a) At least 21 days' valid notice of every general meeting must be given in any manner authorised by **rule 11 (Notices)** to each person who is at the date of the notice:
 - i) a member who is entitled to attend and vote at general meetings of the company;
 - ii) a director;
 - iii) the auditor of the company, if applicable.

- b) A notice of a general meeting must meet the following requirements to be valid:
- i) Specify the date, time and place of the meeting;
 - ii) State the general nature of the business to be transacted at the meeting,
 - iii) If a special resolution is proposed, state the full terms of the special resolution;
 - iv) State any business that members have validly notified to the company under **rule 7.2 (Power to submit a resolution)**; and
 - v) Specify any details of voting such as proxies, voting by notice or other methods, if any, as decided by the Board.
- c) A person's attendance at a general meeting waives any objection to a failure to give notice, or the giving of a defective notice, of the meeting.
- d) A person may waive notice of a general meeting or consent to shorter notice by giving notice to the company.
- e) Failure to receive a notice of a general meeting (or related notice, such as a proxy form) by or to any person entitled to receive such notice does not invalidate anything done or resolution passed at the general meeting if:
- i) the failure occurred by accident or error; or
 - ii) before or after the meeting, the person notifies the company of that person's agreement to that thing or resolution.

7.4 Changing general meetings

- a) The Board may change the venue for, postpone, adjourn or cancel a general meeting if:
- i) they reasonably consider that the meeting has become unnecessary;
 - ii) the venue would be unreasonable or impractical;
 - iii) a change is necessary in the interests of conducting the meeting efficiently; or
 - iv) a quorum is not present under **rule 7.5 (Quorum at general meetings)**.
- b) Only the unfinished business from the original meeting can be transacted at an adjourned meeting.
- i) If a meeting is adjourned for a new date in less than 30 days, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting,
 - ii) If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

7.5 Quorum at general meetings

<p>Quorum at general meetings</p>	<p>3 members entitled to vote</p> <ul style="list-style-type: none"> ✓ Present personally, or ✓ By proxy, or ✓ Validly submitted a vote by notice in accordance with rule 7.15
--	--

- a) The details of what makes up a quorum of members at a general meeting is detailed **above**.
- b) No business may be transacted at a general meeting, except the election of a chair and the adjournment of the meeting, unless a **quorum** of members is present when the meeting proceeds to business.
- c) If a quorum is not present within 30 minutes after the time appointed for a general meeting, then the

meeting stands adjourned until:

- i) the day, time, and place that the Board decides or,
 - ii) if the Board does not decide, to the same day in the next week at the same time and place.
- d) If at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

7.6 Digital general meetings

- a) Digital general meetings by phone or video conference (**Digital Meetings**) with sufficient members to make up a quorum is acceptable for a general meeting, as long as members have a reasonable opportunity to participate at the meeting.
- b) Rules in this constitution relating to meetings apply, as far as they can, with any necessary changes, to meetings of the members by phone or digital means.
- c) A member who takes part in a Digital Meeting is considered present in person at the meeting.
- d) A Digital Meeting is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.
- e) The Board may decide the procedures for voting at Digital Meetings, including specifying the form, method and timing of voting by notice.

7.7 Chair of general meetings

- a) The chair of the Board must preside as chair at a general meeting if they are present within 15 minutes after the time appointed for the meeting, and be willing to act.
- b) If there is no chair of the Board or both the above conditions have not been met, the members present must elect another chair of the meeting.
- c) A chair elected must be:
 - i) a director who is present and willing to act; or
 - ii) if no director is present and willing to act, a member who is present and willing to act.
- d) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- e) Where the votes on a proposed resolution are equal:
 - i) the chair does not have a second or casting vote; and
 - ii) the proposed resolution is taken as lost.

7.8 Member decisions

Special Resolution	<p>A Special Resolution is a resolution that is passed by a Member Special Majority, which is:</p> <ul style="list-style-type: none"> a) a two-thirds majority present at a general meeting; or b) a two-thirds majority in a postal ballot (other than a special postal ballot) of members; or c) a three-quarters majority in a special postal ballot of members.
Ordinary Resolution	<p>An Ordinary Resolution is a resolution passed by a majority (>50%) of members</p>

- a) Decisions requiring member approval of the company are set out in Schedule A.
- b) An Ordinary Resolution at a general meeting of members must be decided by a majority of votes cast by members.
- c) A Special Resolution at a general meeting of members must be decided by a Member Special Majority of votes cast by members.

7.10 Notice of a Special Resolution

- a) A notice of special resolution is required to be given to members at least 21 days before the vote or ballot time (or 28 days notice in the case of a special postal ballot).
- b) The notice of special resolution must state:
 - i) the intention to propose the special resolution; and
 - ii) the reasons for proposing the special resolution; and
 - iii) the effect of the special resolution being passed.

7.11 Members voting rights

- a) Every member entitled to vote has one vote at a general meeting.
- b) Unless a resolution requires a special majority by law, or is required under clause 7.8 (**Member decisions**), resolutions must be decided by a majority of the votes cast by the members.
- c) The Board may decide how voting is managed at a meeting or, if a meeting is not required, by postal, electronic or any other means of voting.
- d) Each member entitled to vote may vote as decided by the Board:
 - i) in person or, where a member is an incorporated body (body corporate), by its representatives;
 - ii) by one proxy; or
 - iii) by notice in accordance with **rule 7.15 (Voting by notice)**.

7.12 Written resolutions of members

- a) A members' resolution may be passed without a meeting (unless a meeting is required under this constitution or the Corporations Act, such as a resolution to remove an auditor or a director, or for passing a special resolution).
- b) Such a resolution is passed if all the members entitled to vote sign or agree in writing to the resolution.
- c) The resolution is taken to be passed on the date the last member signs or agrees to the resolution.

7.13 Voting by show of hands or ballot

- a) On a show of hands at a general meeting, each member:
 - i) present; or
 - ii) represented by a non-member acting under a power of attorney; or
 - iii) represented by a non-member appointed under the provisions of the Law; or
 - iv) represented by a proxy (but only if proxies are allowed under these rules);
 may exercise only one vote.

7.14 Demand for a ballot

- a) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a ballot (poll) is demanded by:
 - v) the chair of the meeting;
 - vi) at least 2 members present and with the right to vote on the resolution.
- b) A demand for a ballot does not prevent a general meeting continuing to transact any business except the question on which the ballot has been demanded.
- c) Unless a ballot is duly demanded, a declaration by the chair of a general meeting that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of the company's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- d) If a ballot is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chair of the meeting directs. The result of the ballot is the resolution of the meeting at which the ballot was demanded.
- e) A ballot demanded at a general meeting on the election of a chair of the meeting or on a question of adjournment must be taken immediately.
- f) The demand for a ballot may be withdrawn.

7.14 Voting by proxy or representative

- a) A member may appoint by notice to the company, a proxy, and an incorporated member (a body corporate) may appoint a proxy or a representative, to attend meetings and vote on behalf of the member. The proxy does not need to be a member of the company.
- b) An instrument appointing a proxy is valid if it is in accordance with the Corporations Act or in any form approved by the Board.
- c) Unless otherwise provided in the written appointment, the appointment of a proxy or representative will give the proxy or representative the power:
 - i) to agree to a meeting being convened by shorter notice than is required by law or by this constitution;
 - ii) to vote on any amendment to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - iii) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - iv) to ask questions and other customary actions at a meeting.
- d) The written appointment of a proxy or representative may direct the proxy or representative how to vote in respect of a particular resolution and, where this is provided, the proxy or representative is not entitled to vote on the proposed resolution except as directed in the appointment.
- e) Unless the Board otherwise agrees, a proxy or representative may not vote at a general meeting or adjourned meeting or on a ballot unless a written appointment, and the authority under which the instrument is signed or a certified copy of the authority, is
 - i) received in the manner specified for that purpose in the notice convening the meeting before the time specified in the notice
 - ii) in the case of an adjourned meeting, provided to the secretary at least 48 hours before the resumption of the adjourned meeting.

- f) The appointment of a proxy is not revoked by the individual member appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy for the appointer is not entitled to vote as the appointer's proxy on the resolution.
- g) An objection to the qualification of a person to vote must be:
 - i) raised before the vote objected to is counted; and
 - ii) referred to the chair, whose decision is final.
 - iii) A vote not disallowed by the chair under this rule 7.14 is valid for all purposes.

7.15 Voting by notice

- a) The Board may decide:
 - i) that a member entitled to attend and vote on a resolution at a general meeting is entitled to vote by notice for that resolution.
 - ii) the procedures for voting by notice, including the form, method and timing of casting a vote.
- b) A person who has cast a vote by notice before a meeting is entitled to attend the meeting.
- c) If a member tries to cast more than one vote on a particular resolution, the vote cast in person at the meeting prevails over the vote cast by notice prior to the meeting.

8. Board

- a) The business of the company is to be managed by or under the direction of the board of directors.
- b) The board has and may exercise all the powers of the company that are not required to be exercised by members in general meeting.

8.1 Qualifications of directors

- a) A person is not qualified to be a director of the company unless the person is an individual over the age of 18 years and is either:
 - i) **Member director:** an active member of the company (or a representative of an active corporate member); or
 - ii) **Non-Member director:** not an active member but who possesses special skills in management or other technical areas of benefit to the company as specified by the board from time to time.
- b) The board of directors must have a majority of member directors.

8.2 Appointing directors

Minimum number of directors	3
Maximum number of directors	7

- a) The minimum and maximum numbers of directors are set out above, unless the company resolves otherwise.
- b) The first directors are those named as directors in the application for registration of the company.
- c) If the number of directors in office is less than the minimum number required, then
 - i) the existing directors must act as soon as possible to appoint additional directors required, and,

- ii) until that has happened, may only act if and to the extent that there is an emergency requiring them to act.
- d) The Board may appoint a director by ordinary resolution at a general meeting.
- e) The Board may appoint any individual as a director either to fill a casual vacancy or as an additional director, provided:
 - i) the individual signs a consent to act as director; and
 - ii) the individual is not disqualified from managing a corporation under the Corporations Act.
- f) A director must be a member of the company in a category of membership that is entitled to be a director.

8.3 Nominating directors

- a) Nominations of candidates for election as directors must be received by the secretary no later than 45 days prior to the election, unless the Board agrees to accept nominations after this time.
- b) Nominations must be:
 - i) made in writing, signed by one member other than the candidate;
 - ii) include a short biographical statement;
 - iii) include the candidate's written consent; and
 - iv) delivered to the secretary on or before the required date.

8.4 Vacation of director's office

The office of a director becomes vacant if the director:

- a) resigns by notice to the company;
- b) is removed from office by ordinary resolution at a general meeting;
- c) is appointed for a specific term of office and is not reappointed;
- d) is disqualified from managing a corporation under the Corporations Act;
- e) fails to attend at least three consecutive meetings of the Board or at least four meetings over a period of one year without a leave of absence granted by the Board;
- f) dies; or
- g) otherwise in the circumstances outlined in the Corporations Act.

8.5 Powers and duties of directors

- a) The directors are responsible for managing the company's affairs and carrying out the company's purposes set out in **Clause 2 - Purpose**.
- b) The Board may:
 - i) **exercise** all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the members in a general meeting.
 - ii) **delegate** any of their powers or functions to one or more of the directors, a committee, an employee, agent or other person as the directors decide.
- c) The Board must ensure the company's financial affairs are managed responsibly, including:
 - i) maintaining financial records that correctly record and explain its transactions and financial performance, and enable true and fair financial statements to be prepared annually;
 - ii) deciding how payments are to be approved or executed by or on behalf of the company; and

- iii) ensuring the company does not operate while insolvent.

8.6 Directors conflict of interest

- a) A director must disclose a perceived or actual material conflict of interest to the other directors. ▶
Unless the Board decides otherwise and where permitted by law, a director who has a material personal interest in a matter that is being considered at a Board meeting must not:
 - i) be present while the matter is being considered; or
 - ii) vote on the matter.
- b) The Board may make a policy or rules relating to disclosure of interests and subsequent requirements of directors. Any policy or rules will bind all directors. An act, transaction, agreement, instrument, resolution or other thing with a third party is not invalid or voidable only because a director fails to comply with the policy or rules.
- c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- e) A director who has an interest in an arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, as long as that the director complies with:
 - i) applicable disclosure requirements under this constitution,
 - ii) any policy or rules of the company and
 - iii) the law.
- f) A director may hold any other office or position (except auditor) in the company or a related body corporate in conjunction with their directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the Board decides.

8.7 Committees

- a) The Board may delegate their powers to one or more committees consisting of any number of directors and/or others.
- b) A committee must exercise its powers within the terms of the delegation.
- c) The procedures in rule 9 (**Meetings of the Board**) apply as far as possible to the decision-making of any committees.

8.8 Validity of acts

An act done by a person acting as a director, a meeting of the Board, or a person exercising a power or function delegated to them by a director is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the Board or the committee (as applicable) when the act was done:

- a) a defect in the appointment of the person as a director or delegate;
- b) the person being disqualified as a director or having vacated office; or
- c) the person not being entitled to vote.

8.9 Remuneration of directors

Directors' remuneration must comply with the provisions of the Law.

9. Meetings of the Board

9.1 Convening meetings of directors

Frequency of Board Meetings	At least every 3 months and as often as may be necessary for properly conducting the business of the company.
-----------------------------	---

- a) Meetings of the board are to be held as often as may be necessary for properly conducting the business of the company and must be held at least every 3 months.
- b) A meeting may be held with one or more of the directors participating by using a form of communication that allows reasonably contemporaneous and continuous communication between the directors taking part in the meeting.
- c) A director may call a Board Meeting by giving reasonable notice to the other directors, or by the secretary giving notice of the meeting to all directors.
- d) A notice of meeting of the Board:
 - i) must specify the time and place of the meeting;
 - ii) must be given in accordance with **rule 11 (Notices)**.
 - iii) need not state the nature of the business to be transacted at the meeting; and
 - iv) may be given immediately before the meeting.
- e) The non-receipt of notice of a meeting of the Board by, or a failure to give notice of a meeting of the Board to, a director does not invalidate any thing done or resolution passed at the meeting if:
 - i) the non-receipt or failure occurred by accident or error;
 - ii) the director waives notice of that meeting before or after the meeting;
 - iii) the director notifies the company of their agreement to that thing or resolution personally or by post, telephone, email or other electronic means before or after the meeting; or
 - iv) the director attended the meeting.

9.2 Digital Meetings of the Board

- a) A director who takes part in a meeting by telephone or digital means is taken to be present in person at the meeting.
- b) The simultaneous linking together by telephone or digital means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the Board.
- c) All the provisions in this constitution relating to meetings of the Board apply, as far as they can and with any necessary changes, to meetings of the Board by telephone or digital means.
- d) A meeting by telephone or other digital means is taken as held at the place decided by the chair of the meeting, as long as at least one of the directors was at that place for the duration of the meeting.
- e) If a technical difficulty occurs which means that one or more directors cannot participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of directors remains present, continue with the meeting.

9.3 Quorum at Board Meetings

<p>Quorum</p> <p>(Board Meetings)</p>	<p>Majority of directors, or at least 3 directors, whichever is the greater number.</p> <p>✓ The number of member directors must outnumber the non-member directors by at least one.</p>
--	--

- a) The details of what makes up a quorum of directors at a Board Meeting is outlined **above**.
- b) No business may be transacted at a Board Meeting unless a quorum of directors is present at the time the business is dealt with.

9.4 Chair at Board Meetings

- a) The directors may elect one of the directors as chair and may decide the period for which that person is to be the chair.
- b) The chair of directors must preside as chair at each meeting of the Board if
 - i) they are present within 10 minutes after the time appointed for the meeting and
 - ii) willing to act.
- c) If there is no chair or the conditions have not been met, the directors present must elect one of the directors as chair of the meeting.

9.5 Decisions of the Board

- a) A resolution at a meeting of the Board must be decided by a majority of votes cast by the directors present.
- b) Where the votes on a proposed resolution are equal:
 - i) the chair of the meeting does not have a second or casting vote; and
 - ii) the vote is taken as lost.

9.6 Decisions without a meeting

- a) A resolution is taken to have been passed if:
 - i) all of the directors who would be entitled to receive notice of a meeting and to vote on a resolution are given a document setting out that resolution;
 - ii) at least 75% of the directors sign or consent to the resolution within the time specified, or if no time is specified, within 14 days of the document being sent to the directors; and
 - iii) the directors who sign or consent to the resolution would have constituted a quorum at a meeting held to consider that resolution.
- b) A director may consent to a resolution by:
 - i) signing a document containing the resolution; or
 - ii) giving the company notice agreeing to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - iii) telephoning the secretary or the chair and signifying assent to the resolution and clearly identifying its terms.
- c) The resolution is taken as passed when the last director that is required to constitute at least 75% of the directors signs or consents to that resolution within the time period specified in rule 9.6(a)(2).

9.7 Minutes and records

- a) The directors must ensure the following are recorded and kept as part of the company's records:

- i) minutes of general meetings, Board meetings and committee meetings (including all resolutions proposed); and
 - ii) records of resolutions passed by members, directors and committees, without a meeting.
- b) The records must be made within one month after the relevant meeting is held or resolution passed.
 - c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

9.8 Secretary

- a) The Board must appoint at least one secretary who ordinarily resides in Australia and who may also be a director.
- b) The secretary must provide consent to the appointment.
- c) The secretary can be removed by the Board.

10. Indemnity & insurance

10.1 Indemnified Officers

The indemnity and insurance referred to in this section applies to **Indemnified Officers**.

10.2 Indemnity

- a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- b) This indemnity:
 - i) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company;
 - ii) is enforceable without that person having first to incur any expense or make any payment; and
 - iii) operates only to the extent that the loss or liability in question is not covered by insurance.

10.3 Insurance

- a) The company may, to the extent permitted by law:
 - i) purchase and maintain insurance; or
 - ii) pay or agree to pay a premium for insurance,

for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

10.4 Savings

Nothing in this rule 10:

- a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this rule 10; or
- b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 10 does not apply.

11. Notices

11.1 Notice from the company

The company may give notice and any communication:

- a) personally;
- b) by post to the person's nominated address;
- c) by email or other electronic means; or
- d) by notifying the person by email or other electronic means, that the notice or communication or publication is available at a specified electronic address.

11.2 Notice to the company

Notice may be given to the company:

- a) by personal service at its registered address;
- b) by post to its registered address;
- c) by sending it to the company's principal email address, or if there is no principal email address, to the email address of the secretary; or
- d) in relation to voting by notice, in the manner decided by the directors.

11.3 Time of service

- a) A notice from the company properly addressed and posted is taken to be served at 10.00am on the day that is three Business Days after the date it was posted.
- b) Where the company sends a notice by email or other electronic means, the notice is taken as served at the time it is sent.
- c) If service under rule 11.3(b) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the following Business Day.

11.4 Other communications and documents

Rules 11.1 to 11.3 apply, as far as they can, with any necessary changes, to the service of any communication or document.

12. Corporations Act

The replaceable rules set out in the Corporations Act do not apply to the company.

13. Definitions & Interpretations

13.1 Interpretations

In this constitution:

- a) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- b) a word or expression defined or used in the Corporations Act, covering the same subject, has the same meaning in this constitution;
- c) a reference to 'written' or 'in writing' includes electronic communications;
- d) a reference to a document being 'signed' or to 'signature' includes that document being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, includes the document being authenticated in accordance with the Corporations Act or any other method approved by the directors;

- e) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative; and
- f) the singular includes the plural and the plural includes the singular.

13.2 Definitions

Term	Meaning
Board	The directors for the time being of the company or those of them who are present at a meeting at which there is a quorum.
Business Day	Monday to Friday inclusive, excluding New Years' Day, Australia Day, Good Friday, Easter Monday, ANZAC Day, Christmas Day, Boxing Day and any other day that is a public holiday in the State in which the notice is received.
Corporations Act	Corporations Act 2001 (Cth).
Indemnified Officer	Each person who is or has been a director or executive officer of the company; and any other officers or former officers of the company as the directors in each case decide.
MCI	A mutual capital instrument for the purposes of section 167AD of the Corporations Act.
MCI Holder	A member of the company other than the holder of an MCI.
Registered Address	A member's addresses (including any email addresses) as notified to the company by the member and recorded in the company's records.
Transmission Event	For the holder of an MCI who is an individual – the individual's death or bankruptcy, or that individual becoming of unsound mind, or a person who, or whose estate, is liable to be dealt with in any way under the laws relating to mental incapacity; and For the holder of an MCI who is a body corporate – the dissolution of that body or the succession by another body corporate to the assets and liabilities of that body.
Vote by notice	A vote submitted by a member by giving notice to the company for or against the identified resolution.

Schedule A - Decisions requiring member approval

The following decisions require approval by members of the company:

Member rights	Varying any material rights of members requires approval of a Special Resolution
Constitution	Amending the constitution of the Company requires approval of a Special Resolution
Transactions	Transactions between the Company and a Shareholder or its Affiliate which are outside of the ordinary course of business, otherwise than on arm's length terms require approval of a Special Resolution
MCI	Rights attached to a MCI can be varied or cancelled by approval of a Special Resolution and either: <ul style="list-style-type: none"> • the passing of a special resolution at a meeting of the class of members holding MCIs in the same class; or • the written consent of members holding MCIs in the same class with at least 75% of the votes in the class.
Regen Digital shareholding	The exercise of the company's voting rights with respect to its shareholding in Regen Digital Pty Limited are subject to shareholder approval at a general meeting in the following circumstances: <ul style="list-style-type: none"> • The appointment or removal of Regen Digital Pty Ltd directors requires approval via an Ordinary Resolution. • The approval of an issue of shares by Regen Digital Pty Limited that would result in a dilution of its shareholding below 50% requires approval via a Special Resolution by Special Postal Ballot. • The approval of a sale of shares in Regen Digital Pty Ltd that would result in a reduction of its shareholding below 50% requires approval via a Special Resolution by Special Postal Ballot.
Winding up	Taking any steps to dissolve or wind-up the Company or place it into voluntary liquidation requires approval by a Special Resolution.
Exit	Taking any step/s to proceed with a demutualisation, or asset sale of all or substantially all of the assets of the Company requires approval by a Special Resolution.
Business	Material change to the nature of the Business (including cessation) requires approval by a Special Resolution.

Schedule B - Dispute resolution process

1. Application of this dispute resolution process

- a) The grievance process set out in this schedule applies to disputes under this constitution between:
 - i) a member and another member; or
 - ii) a member (including a former member) and the company.
- b) If a dispute arises, members cannot start any court or other proceedings relating to the dispute unless it first complies with the provisions of this rule, unless they are seeking urgent interlocutory relief.

2. Dispute resolution process

- a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days of:
 - i) the dispute coming to the attention of each party; or
 - ii) a party giving notice, to each of the other parties involved, of the dispute or grievance.
- b) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, as soon as is practicable, hold a meeting in the presence of a mediator.
- c) The mediator is, where possible, to be a person chosen by agreement between the parties, but in the absence of agreement between the parties:
 - i) for a dispute between a member and another member, a person appointed by the board; or
 - ii) for a dispute between a member (or former member) and the company, a person appointed by the Australian Mediation Association.
- d) The mediator may (but need not) be a member of the company, unless the member is a party to the dispute.
- e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

3. How the mediator must conduct mediation

- a) The mediator, in conducting the mediation, must:
 - i) give the parties to the mediation process every opportunity to be heard; and
 - ii) allow due consideration by all parties of any written statement submitted by any party; and
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- b) The mediator cannot determine the dispute.

4. Rules for mediation

- a) The mediation must be confidential and without prejudice.
- b) The costs of the mediation are to be shared equally between the parties unless otherwise agreed.
- c) Nothing in this rule applies to any dispute:
 - i) as to the construction or effect of any mortgage or contract contained in any document other than these rules.
 - ii) involving the expulsion or suspension of a member or the imposition of a fine.
- d) If the mediation process does not result in the dispute being resolved, each party may seek to resolve the dispute in accordance with the Law or otherwise at law.