

RFM Members Council Charter

The Members Council Charter outlines processes and procedures for the Regen Farmers Mutual Members Council.

Preamble

The Regen Farmers Mutual (RFM) Board recognises the importance of having open and regular communication with farmer members as well as the need for mutuals to provide their members with education, training and information.

The RFM Board considers the Members Council (Council) has an important role to play in fulfilling these objectives.

The Council is an advisory body, representative of RFM Members, to the Board of Directors and Management of Regen Farmers Mutual (RFM).

There is a strong desire for the Council to be representative of the membership of RFM. The benefits of diversity are recognised by the Council. The selection of councillors will be merit based, but in order to achieve diversity, it is considered desirable that there be 7 or more female Councillors and 6 or more Councillors under the age of 45.

Role of the Council

The Council shall:

- Provide a formal mechanism for issues raised by growers to be fed back to RFM and its Board;
- Consider issues of a strategic nature to the industry;
- Provide feedback on RFM initiatives that will impact farmers;
- Increase farmer engagement and understanding of RFM and the issues affecting the mutual and the broader agricultural and natural resource management sector; and
- Be responsible for the RFM - Member Council Governance Education Fund and its expenditure on appropriate activities.

Councillors shall not use the Council to promote the views, ideals or objectives of any external organisation.

Interaction with RFM Board and Management

The RFM Board will:

- Consider the views of the Council in governing RFM;
- Provide appropriate financial support to the Council to enable them to carry out their roles; and
- Ensure at least one Director communicates with the Council Chair ahead of each Council meeting regarding the agenda, attends the Board discussion segment of the Council meeting and relays key messages from the Council meeting to the Board.

RFM Management will:

- Consider the views of the Council on relevant issues, products and services;
- Provide appropriate administrative support to the Council to enable them to carry out their roles, including presenting information at Council meetings.

The Council will operate in accordance with the following Charter:

RFM MEMBERS COUNCIL CHARTER

Structure

In this Charter unless the contrary intention appears: “Region” means the RFM Region referenced in Schedule 2.

Qualification of Candidates

To be eligible to nominate for Council, a candidate must be a natural person and either: a Member of RFM; or a representative of a corporation, an incorporated association, an unincorporated association or a partnership that is a Member of RFM.

Vacancy in Office of a Councillor

The seat of any Councillor shall be declared vacant in any of the following cases:

- if the Councillor becomes bankrupt or declared of unsound mind;
- if the Councillor dies or is permanently incapacitated or resigns or becomes a Director of RFM or any RFM subsidiary company;
- if the Councillor is absent from two consecutive meetings without leave of the Council, with requests for leave from a particular meeting to be submitted to the Council’s secretary no less than 24 hours before the Council meeting;
- if the Councillor ceases to be eligible to be nominated for appointment to Council;
- the RFM Board resolves to terminate the appointment of the Councillor.

The Appointment of Candidates for Council.

The Mutual shall call for nominations for the appointment of Councillors for each region, no later than the end of May in the relevant year for appointments.

Notice calling for nominations will be published in at least one to two rural media outlets circulating in the State and in RFM member communications.

A candidate must lodge a written application outlining relevant skills, experience and general suitability for appointment to the Council with the Mutual within the time frame outlined in the nomination process.

A minimum of 3 member referees must accompany each candidate’s application. If the candidate is a representative of a Member as permitted by rule 2(b) the Member shall confirm the appointment of the candidate as its representative.

Councillors shall be appointed by the RFM Board based on the proximity of their main farming interest to RFM “Region” appearing in Schedule 1.

A panel comprising of 4 RFM Directors (no more than one from any of the 8 Regions in Schedule 2), the Council’s incumbent Chairman and 1 member of RFM senior management, will be formed to select and recommend to the Board for appointment Council members in accordance with this charter who in the panel’s view are best able to carry out the role of a Council member.

The selection panel shall recommend to the RFM Board the appointment of candidates permissible for each District as prescribed in schedule 1 with a minimum of 2 Councillors required from each Region, provided that the total number of Councillors may not exceed 16 and that the selection panel is not obligated to recommend filling all vacancies.

If the minimum representation, as prescribed in Schedule 1, is not achieved through the nomination process, then the selection panel has discretion to appoint Councillors in alternate regions, based on

their merit.

Expiration of term of office

All terms of Councillors will be for a period of 4 years and Councillors may not renominate for a further term.

Accordingly, up to 4 Councillors will retire annually and their positions will be up for appointment. If considered desirable by the selection panel, the incumbent Chair of the Council may sit for an additional 2 years, taking their term to a maximum period of 6 years, if they are Chair at the expiry of their four year term. No nomination / application is required.

Meetings

Council

Where possible the Council shall meet in the week of the RFM Annual General Meeting and on at least 4 other occasions during each year.

The Chair of the RFM board will be the Chair of the Member Council.

Seven Councillors present shall constitute a quorum at any meeting and all votes shall be given and taken either by a show of hands or ballot as the meeting may decide.

The Chairman has a deliberative vote if the Councillors present at a meeting and voting on a question are equally divided.

The Board will allocate one Director on a rotating basis to attend each Council meeting and all Directors of RFM have a standing invitation to attend Council meetings.

RFM shall provide the secretariat for the Council.

Following confirmation of the minutes of a Council meeting by the Chairman of the Council, the RFM Board will be advised of the matters discussed and determined at that Council meeting.

The Council will also meet with the RFM Board at least once a year to share information and views on relevant topics.

Councillors shall not receive a sitting fee but will be entitled to claim reimbursement for reasonable expenses incurred, including air flight costs, motor vehicle allowances, accommodation, taxi fares and parking fees related to meeting attendance for in-person meetings.

New Councillors will be given an induction to enable them to make a strong contribution to the Council in as short a time as possible.

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- Council Regional Focus Groups**
The Councillors and Alumni in each Region shall constitute a Regional Focus Group.
The Regional Focus Group can meet from time to time, at a Regional level, to discuss operational and other issues of a local nature.
The RFM Manager of this district shall convene Regional Focus Group meetings at an appropriate time and venue with attendance at Regional Focus Group meetings to include both operational and marketing staff from within RFM.
Regional Focus Groups are not required to maintain a formal record of meeting, but should feedback key matters from the meeting to the

Council.

Regional Focus Groups should not attempt to resolve but instead refer for discussion issues of policy or issues more appropriately dealt with at meetings of Council

Casual Vacancy

Any casual vacancy occurring in the position of a Councillor may be filled at the discretion of the RFM Board.

A person appointed to fill a vacancy as provided in rule 7 (a) shall hold that position until the date on which the person he or she is appointed to replace would have retired.

The Council shall be deemed to be properly constituted and shall exercise any of its powers and functions notwithstanding any such vacancy.

Review of Council

The Board of RFM shall on an ongoing basis review the function and role of the Council and may vary or terminate this Charter or terminate the appointment of Councillors as the Directors see fit.

Conflict of Interest and Related Party Transactions

A Councillor who has a material personal interest in any matter being considered by the Council must, unless the Councillor's material personal interest arises solely out of being a farmer and PROVIDED that interest is shared on a common basis with other farmers: disclose that interest to the meeting; unless the meeting determines otherwise, not be present during any deliberation of the Council in relation to the matter or take part in any discussion of the Council in relation to the matter; and under no circumstances vote on the issue before the Council.

All disclosures of interests are to be minuted.

The Minutes must also record both when the Councillor took leave of the meeting and when the Councillor returned to the meeting. Councillors are to indicate to the Chairman any potential conflict of interest situation as soon as it arises.

Councillors may give a standing notice of interests and such notices shall be recorded in a Register of Ongoing Conflicts of Interest.

The same requirement will exist for related party transactions.

Related party transactions include any financial transaction between a Councillor and RFM, other than an arm's length transaction arising solely out of the fact the related party is also a farmer and shares an interest on a common basis with other farmers, which must be advised to the Council in writing.

Confidentiality

All Councillors are required to sign a Member's Confidentiality Deed Poll before their appointment takes effect and are required to comply with the terms of that Confidentiality Deed Poll at all times.

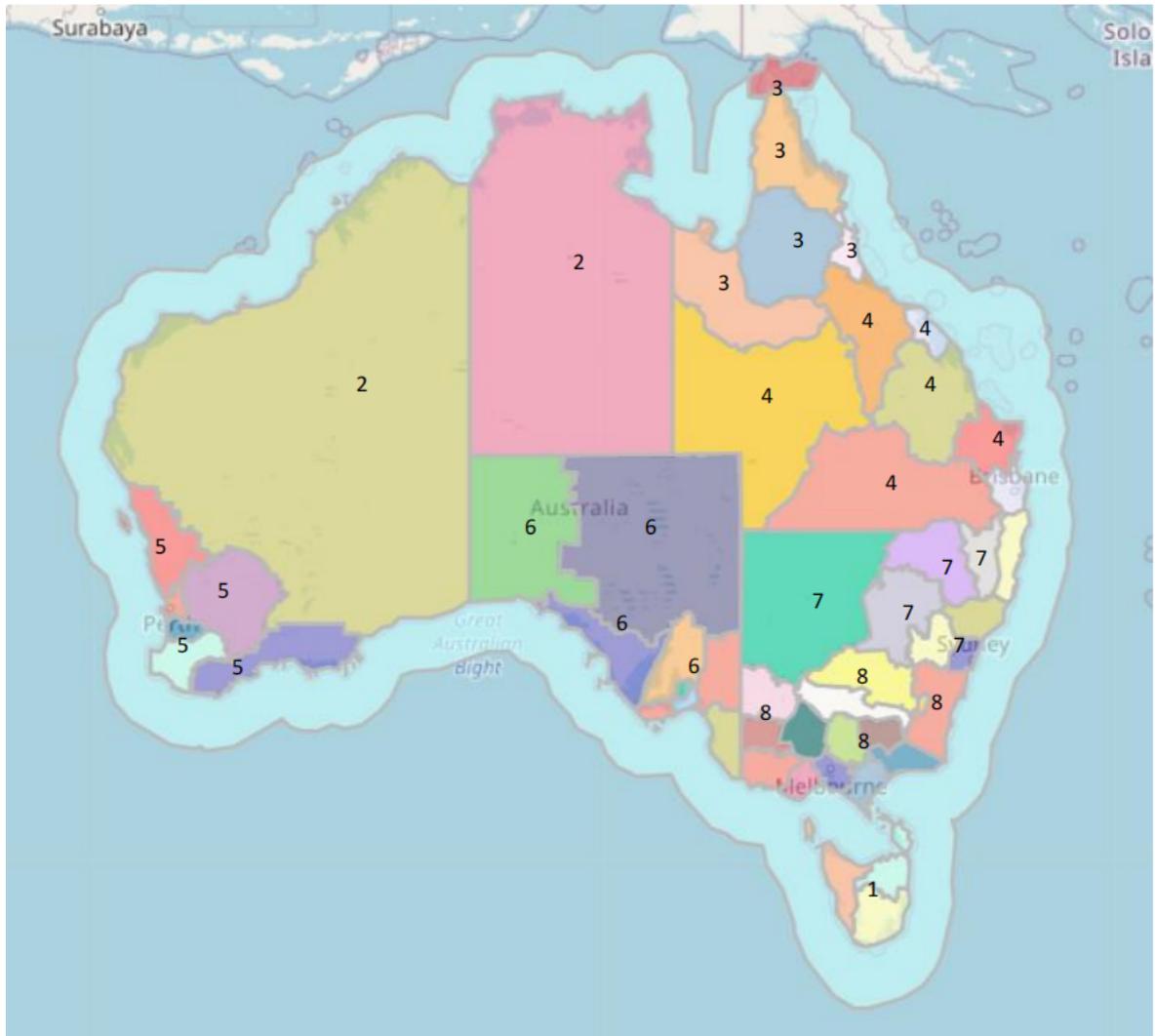
SCHEDULE 1

The following regions are the Director Election Regions which are reviewed and updated from time to time:

Region 1	a minimum of 2 Councillors
Region 2	a minimum of 2 Councillors
Region 3	a minimum of 2 Councillors
Region 4	a minimum of 2 Councillors
Region 5	a minimum of 2 Councillors
Region 6	a minimum of 2 Councillors
Region 7	a minimum of 2 Councillors
Region 8	a minimum of 2 Councillors

SCHEDULE 2

RFM Member Council Regions*



* Member Council Regions are based on representation across diverse NRM regions.