

Constitution

Australian Mushroom Growers' Association Limited

ABN 30 001 491 461

A Public Company Limited by Guarantee

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1. Preliminary

1.1. Definitions and Interpretation

In the interpretation of this Constitution, unless inconsistent with the subject or context each of the expressions defined in Part 1 of Schedule 1 shall have the meaning there assigned to it and the provisions of Part 2 of Schedule 1 shall apply.

1.2. Exclusion of Replaceable Rules

The Replaceable Rules contained in the Corporations Act ("Act") except the Replaceable Rule in section 249X, do not apply to the Company and are excluded from this Constitution.

1.3. Name of Company

The name of the Company is the Australian Mushroom Growers' Association Limited.

1.4. Liability of Members

- (a) The liability of the Members is limited.
- (b) If required, every Member undertakes to contribute an amount not exceeding \$2.00 to the assets of the Company if it is wound up while they are a Member, or within one year afterwards.

2. Objects

2.1. Objects of Company

The object of the Company is to foster an environment which promotes the profitability and growth of Australian mushroom producers and the Australian mushroom industry.

2.2. Income and Property of Company

The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and no portion of the income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the Company.

3. Membership

3.1. Number of members

- (a) The minimum number of Members of the Company is 3.
- (b) The Members at the date of adoption of this Constitution and any persons the Board admits to membership under clause 3.3 are the Members of the Company.

3.2. Classes of Membership

There shall be three classes of membership:

- (a) Members;
- (b) Retired Producer Members; and
- (c) Life Honorary Members.

3.3. Admission

The Board may admit any person as a Member if the person is eligible under clause 3.4 and makes an application in accordance with clause 3.5.

3.4. Qualifications

The qualifications for membership of the Company are:

- (a) Members shall be:
 - (i) involved in the commercial cultivation of mushrooms or other edible fungi;
or
 - (ii) suppliers of spawn used in the commercial cultivation of mushrooms or other edible fungi and who pay the voluntary levy to the Company; or
 - (iii) producers of mushroom substrate who sell their product for the commercial cultivation of mushrooms or other edible fungi.
- (b) Retired Producer Members shall be any Member who has ceased to hold the qualifications which would under this Constitution entitle them to be a Member, and who is approved and admitted to membership by the Board as a Retired Producer Member.
- (c) Life Honorary Members shall be persons who are regarded as worthy of recognition by reason of their outstanding and meritorious services to the Company and its Objects.

3.5. Application for Membership

- (a) To be admitted to as a Member:
 - (i) Applicants for membership shall be proposed and seconded by Members. Every nomination shall be made in writing and shall give the full name and address of the candidate and the names of the candidate's proposer and seconder, and shall be in such form as the Board shall from time to time require. If the candidate is a Corporation, the nomination shall specify the name of the person who is to represent the Corporation and, if appropriate, the representative's role in the Corporation.
 - (ii) An application for membership must be accompanied by the amount of any entrance fee and annual subscription.
 - (iii) The Board shall consider applications for membership at a meeting or meetings duly convened. A record shall be kept of the names of the Members of the Board present and voting at such meetings and the names of the Members elected.
 - (iv) The Board may reject any application for membership without assigning any reason for the rejection. The amount of the entrance fee and subscription lodged with the application shall return to such rejected candidates.
 - (v) Every person accepted as a Member shall be deemed to agree to pay the entrance fee and annual subscription and other fees and charges as prescribed in this Constitution and by the Company's charter from time to time in force, and the payment of such fees (or part thereof) shall be conclusive evidence of such agreement.
 - (vi) When an application for membership has been approved, the relevant details shall be entered in the Register of Members.

- (b) To be admitted as a Retired Producer Member:
 - (i) After making such enquiries as it may in its absolute discretion think fit, the Board may determine that any Member has ceased to hold the qualifications which would under this Constitution entitle them to be a Member, and thereupon they shall cease to be a Member and, with the approval of the Board, be admitted as a Retired Producer Member.
 - (ii) Before making any such determination, the Board shall give not less than 14 days' notice to the Member concerned of its intention to consider whether or not the Member has ceased to hold the relevant qualifications. The Member shall be entitled to appear before the Board and make submissions or to make a written submission, and any submission made shall be considered by the Board before it makes a determination.
 - (iii) Any Member who has ceased to hold the qualifications which would under this Constitution entitle them to be a Member may give notice to the Company that they wish to become a Retired Producer Member. Upon the Board being satisfied that the Member has ceased to hold such qualifications, the Member shall, with the approval of the Board, become a Retired Producer Member.
- (c) To be admitted as a Life Honorary Member:
 - (i) A Member must be nominated by 2 existing Members.
 - (ii) The nomination shall then be forwarded to the Board for approval.
 - (iii) If such nomination is approved by the Board, the nomination shall then be referred to the next general meeting of the Company, and if such nomination is approved by a Special Resolution at such general meeting, the person nominated shall be admitted to Life Honorary Member and their name shall be entered onto the Register of Members.
 - (iv) No more than one Member shall be made a Life Honorary Member in any one financial year.

3.6. Rights and entitlements

- (a) A Member is entitled:
 - (i) to exercise that number of votes at a general meeting as determined in accordance with clause 8.2;
 - (ii) to receive notices of general meetings and to attend and be heard at meetings of the Company;
 - (iii) to receive all services available from the Company;
 - (iv) to nominate Business Partner memberships equal to the number of vote entitlements; and

shall be liable for membership fees as determined by the Board from time to time under clause 3.7.
- (b) A Retired Producer Member:
 - (i) is not entitled to vote at any general meeting;
 - (ii) is entitled to receive notices of general meetings and to attend and be heard at meetings of the Company; and

(iii) is not liable for membership fees as determined by the Board from time to time.

(c) A Life Honorary Member is entitled:

(i) to exercise one vote at general meetings;

(ii) to receive notices of general meetings and to attend and be heard at meetings of the Company; and

(iii) to receive journals and newsletters of the Company,

but shall be under no obligation for the payment of any fees or subscriptions to the Company under clause 3.7.

3.7. Entrance Fee and Annual Subscriptions

(a) The entrance fee, annual subscription and other fees or charges payable by a Member, the amount thereof and the time and manner of payment thereof, and all other matters pertaining thereto not specially provided for by this Constitution shall be such as shall from time to time be prescribed by the Board.

(b) All annual subscriptions must be paid annually in advance.

(c) The annual subscription shall fall due on the first day of July in each year. If any part of that fee shall remain unpaid for a period of one month after it becomes due, the Member concerned shall be notified in writing of the default.

(d) If the subscription of a Member remains unpaid for a further month after the default notice has been issued, the Board may suspend the Member's membership.

(e) The Board may, at its sole discretion, reinstate the Member on payment of all arrears.

(f) The Board may at any time suspend the payment of entrance fees, either generally or in respect of individual cases, and shall have the discretionary power to fix and determine or waive the entrance fee chargeable to any Member under any special circumstances that it considers appropriate.

3.8. Resignation of Membership

A Member may at any time, by giving notice in writing to the Secretary, resign its membership of the Company. The Member will remain liable for all moneys due by it to the Company, including any sum not exceeding \$2 for which he is liable as a Member of the Company pursuant to clause 1.4(b).

3.9. Suspension and Expulsion of Members

(a) If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, or is guilty of any conduct which, in the opinion of the Board, is unbecoming of a Member or is prejudicial to the interests of the Company, the Board may censure, fine, suspend or expel the Member from the Company.

(b) Before determining to censure, fine, suspend or expel a Member, the Board must allow the Member an opportunity to respond to any allegations of impropriety or misconduct.

(c) A Member who is expelled from membership or otherwise ceases to be a Member forfeits any annual subscription or other fees paid by him and remains liable for all fees, subscriptions and other monies payable by the Member up to that date and must immediately pay them in full to the Company.

4. Associates

- (a) The Board may, in its discretion, admit persons as Associates of the Company if they satisfy the qualification criteria as determined by the Board and set out in charter, as amended from time to time.
- (b) To be admitted as an Associate, a person must make an application in such form and in accordance with such process as determined by the Board and set out in charter, as amended from time to time.
- (c) Associates are not entitled to vote at general meetings of the Company.
- (d) The Board may as it sees fit provide for, amend and define different classes of persons eligible to be Associates and regulate the respective rights and obligations (other than voting rights) thereof, from time to time, as set out in charter, such as:
 - (i) the right to receive notice and attend meetings;
 - (ii) the right to receive journals and newsletters; or
 - (iii) the right to receive services from the Company; and
 - (iv) any such fees or subscriptions as are applicable for Associates.

5. General Meetings

5.1. Convening of General Meeting

The Board or any Director may convene a general meeting of the Company at any time.

5.2. Requisition of General Meeting

The Members may requisition the holding of a general meeting or convene a general meeting, as provided by the Act.

5.3. Period of Notice

Subject to the provisions of the Act as to agreements to short notice of meetings, at least 21 days' notice of a general meeting must be given to the persons entitled to receive that notice.

5.4. Notice of Meeting

A notice of a general meeting must specify:

- (a) the place, date and time of the meeting;
- (b) the general nature of the business to be transacted, except that, if a meeting is convened as the annual general meeting of the Company, the notice of the meeting need not state that the business to be transacted includes the consideration of the accounts and the reports of the Directors and Auditors; or the appointment of and fixing of the remuneration of the Auditor;
- (c) if a Special Resolution is to be proposed at the meeting - the terms of the resolution;
- (d) information regarding the right to appoint a proxy; and
- (e) if a mode of meeting other than meeting in person is by reason of clause 5.6 to apply to the meeting, that mode of meeting and any details required to enable a Member to attend that meeting.

5.5. Agenda Items

The Members may require the Company to place a proposed resolution on the agenda of a general meeting, in accordance with the procedure set out in the Act.

5.6. Mode of Meeting

The Company may meet in general meeting in person or, if the Board determines either generally or in any specified case, by telephone, or other instantaneous means of conferring for the despatch of business (or by any combination of those means) which allows each Member (or Member's representative, proxy or attorney) to hear and be heard by each other person at the meeting, and a person entitled to be present at the meeting who can so hear and be heard is present at that meeting.

5.7. Omission to Give Notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice of the general meeting by, a person entitled to receive notice does not invalidate any resolution passed at that general meeting.

5.8. Cancellation or Postponement of Meeting

Where notice of a general meeting has been given, the Board may by notice given to all persons entitled to be given notice of the general meeting, postpone or cancel the general meeting or vary the place of the meeting.

5.9. Adjournment of Meeting

The chairman of a general meeting at which a quorum is present:

- (a) may with the consent of the meeting by Ordinary Resolution; and
- (b) must, if so directed by the meeting by Ordinary Resolution, adjourn the meeting from time to time and from place to place.

5.10. Business at Adjourned Meeting

The only business which an adjourned general meeting may deal with is business which was left unfinished from the general meeting which was adjourned.

5.11. Notice of Adjourned Meeting

No notice need be given of an adjourned general meeting (or of the business to be transacted at it) except if a general meeting is adjourned for more than 20 Business Days, in which case, notice of the adjourned meeting must be given as if it were notice of the original meeting.

6. Proceedings at General Meetings

6.1. Representation of Members

A Member may attend a general meeting at which he is entitled to be present in any of the following ways (if applicable to the Member):

- (a) in person;
- (b) by proxy;
- (c) by attorney; or
- (d) in the case of a Member which is a body corporate, by a representative appointed in respect of the general meeting in accordance with the Act.

6.2. Quorum

- (a) A general meeting may not deal with any business unless a quorum is present for the duration of the meeting.
- (b) A quorum will comprise a majority of Members or fifteen Members, whichever is the lesser number, who are entitled to vote and present in person, by proxy, representative or attorney.

6.3. Failure of Quorum

If a quorum is not present within 30 minutes from the time appointed for a general meeting:

- (a) where the meeting was convened upon the requisition of Members under clause 5.2 - the meeting is dissolved; or
- (b) in any other case:
 - (i) the meeting stands adjourned to the day, time and place that the Board may determine and notify to the Members or, if no determination is made, the same day in the next week at the same time and place; and
 - (ii) at the adjourned meeting, if a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting is dissolved.

6.4. Chairman

The chairman of the Board of Directors shall be entitled to take the chair at every general meeting of the Company.

6.5. Chairman Absent

Where a general meeting is held and:

- (a) a chairman has not been elected by the Board; or
- (b) the chairman elected by the Board is not present within 15 minutes after the time appointed for
- (c) the holding of the meeting or, being present, is unwilling or unable to act,

the Directors present must elect one of their number to be chairman of the meeting, and failing that the Members present must elect one of their number to be chairman of the meeting.

6.6. Method of Voting

Every resolution put to a vote at a general meeting must be determined by a show of hands unless a poll is properly demanded either before or on declaration of the result of the vote on a show of hands.

6.7. Demand for Poll

- (a) A demand for a poll, may be made by:
 - (i) the chairman of the general meeting;
 - (ii) any five or more natural persons present each of whom is, or represents under clauses 6.1(b), 6.1(c) or 6.1(d), a different Member; or
 - (iii) any number of natural persons present each of whom is, or represents under clauses 6.1(b), 6.1(c) or 6.1(d), a different Member where those

Members are together entitled to at least 5% of the total voting rights that may be cast on the resolution on a poll.

- (iv) The demand for a poll shall not prevent the continuance of a meeting or the meeting for the transaction of any business other than the question on which a poll has been demanded. A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

6.8. No Poll on Election of Chairman

A demand for a poll may not be made in respect of the election by the general meeting of the chairman of the meeting.

6.9. Votes on Show of Hands

Where a resolution is determined by a show of hands:

- (a) a declaration by the chairman of the general meeting that the resolution has been carried, carried unanimously, carried without dissent, carried by a particular majority or lost is conclusive evidence of the fact so declared without proof of the number or proportion of votes cast for or against that resolution; and
- (b) an entry in the book containing the minutes of that general meeting recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

6.10. Conduct of Poll

If a poll is properly demanded for a resolution:

- (a) if the resolution is for the adjournment of the general meeting, the poll must be taken immediately at the place and in the manner that the chairman of the meeting determines and declares to the meeting;
- (b) in all other cases, the poll must be taken at the time and place and in the manner that the chairman of the general meeting determines and declares to the meeting;
- (c) the result of the poll, as disclosed by the chairman of the general meeting at which the result is declared, is a resolution of the general meeting at which the poll is demanded; and
- (d) an entry in the book containing the minutes of the general meeting at which the result is declared recording that declaration is conclusive evidence of the fact that the declaration was made as so recorded.

6.11. Resolution Determined by Majority

Both on a show of hands and on a poll, an Ordinary Resolution is passed if the proportion that the number of votes cast in favour of that resolution bears to the total number of votes cast on the resolution is greater than one-half.

6.12. Casting Vote of Chairman

If, on a resolution proposed as an Ordinary Resolution at a general meeting, there is an equality of votes (whether on a show of hands or on the poll), the chairman of the meeting may exercise a casting vote in addition to all other votes which he may have (unless the chairman is not entitled for some reason to cast a vote, in which case the resolution is not passed).

6.13. Circular Resolutions

A document setting out a resolution, signed by each Member for the time being entitled to receive notice of and attend and vote at general meetings or by that Member's duly appointed attorney (or if it is a corporation its duly authorised representative) and stating that each Member is in favour of that resolution has effect as if that resolution had been passed at a general meeting of the Company and takes effect as an Ordinary Resolution or Special Resolution, as the case may be. Despite the previous sentence, the Members cannot remove the Auditor of the Company by a circular resolution.

6.14. Several Documents Suffice

For the purposes of clause 6.13, two or more documents in identical terms, each signed by one or more Members (or such Members' attorneys or representatives, as the case may be) are to be treated as one document, provided that:

- (a) each document is delivered to the registered office of the Company or a legible copy of it is
- (b) received there by facsimile transmission; and
- (c) when more than one Member, representative or attorney signs the document the date of signing the document by each Member, the attorney or representative is set out; and
- (d) the date of the resolution is the last date on which those documents were signed by a Member or its attorney or representative.

6.15. Powers of Chairman

Subject to the terms of this Constitution dealing with adjournment of meetings:

- (a) the ruling of the chairman on all matters relating to the order of business, procedure and conduct of the general meeting is final and no motion of dissent from a ruling of the chairman may be accepted; and
- (b) the chairman may, in his discretion, expel any Member or Director from a general meeting if the chairman reasonably considers that the Member or Director's conduct is inappropriate behaviour such as (by way of example only):
- (c) the use of offensive or abusive language which is directed to any person, object or thing;
- (d) attendance at the meeting while under the influence of any kind of drug including but not limited to any alcoholic substance; and
- (e) the use or consumption of any drug by a person at the meeting.

7. Postal Ballots

- (a) Subject to the provisions of the Act and this Constitution, whenever the Board thinks fit, it may submit any question or resolution to the vote of all Members entitled to vote at a general meeting of the Company by means of a postal ballot in such form and returnable in such manner as the Board decides.
- (b) A resolution approved by the Members voting by such postal ballot shall have the same force and effect as such a resolution would have if carried at a duly constituted general meeting of the Company competent to pass such a resolution.
- (c) At least twenty-one days prior to the closing date of a postal ballot, the Secretary shall send to all Members ballot papers (electronically or by post), giving particulars of the business in relation to which the postal ballot is conducted, an

explanation of the method of voting, and a voting form (all in a form and with such content as the Board may approve) and shall give all Members notice of the closing date of the postal ballot.

- (d) The Secretary shall receive all voting forms received from Members in respect of a postal ballot and shall promptly advise the Board of the result of the postal ballot. Any voting form received after 5.00 pm on the closing date of the postal ballot, shall be deemed to be invalid and shall not be counted.
- (e) In the event of an equal number of votes in respect of any business requiring an Ordinary Resolution for which a postal ballot is conducted, the Chairman shall have a second and casting vote.
- (f) In all other respects, subject to this Constitution, the Board shall determine any other procedures or matters in relation to the conduct of any postal ballot and shall have power to make charter for that purpose.
- (g) In the event of any dispute by any Member in relation to the validity or conduct of any postal ballot, such Member shall within thirty days of the closing date of such postal ballot, give notice in writing to the Board stating the grounds for complaint. The Board may thereupon, either itself investigate the complaint, or may appoint a committee for the purpose. After hearing the complaint, the Board shall determine the matter and its decision thereon shall be absolutely final.

8. Entitlements to Attend and Vote

8.1. Entitlement to Notice and to Attend

Subject to this Constitution, each Member, Retired Producer Member and Life Honorary Member and each Director is entitled to notice of each general meeting and to be present and to speak at that general meeting.

8.2. Entitlement to Vote

- (a) Only Members and Life Honorary Members shall be entitled to vote at any general meeting of the Company, whether on a show of hands or on a poll.
- (b) Each Member shall be entitled to the number of votes as set out as follows:
 - (i) Where the Member uses, on average:
 - (A) less than 15 kg of spawn per week — no vote entitlement
 - (B) 15 — 199 kg of spawn per week — 1 vote
 - (C) 200 — 399 kg of spawn per week — 2 votes
 - (D) 400 - 599 kg of spawn per week — 3 votes
 - (E) 600 — 799 kg of spawn per week — 4 votes
 - (F) 800 — 999 kg of spawn per week — 5 votes
 - (G) 1000 – 1399 kg of spawn per week — 6 votes
 - (H) 1400 – 1799 kg of spawn per week — 7 votes
 - (I) 1800 – 2399 kg of spawn per week — 8 votes
 - (J) 2400 – 2999 kg of spawn per week — 9 votes
 - (K) 3000 – 3999 kg of spawn per week — 10 votes

- (L) more than 4000 kg of spawn per week — 11 votes
- (ii) Where the Member produces, on average:
 - (A) less than 50 tonnes of compost Ph 1 per week — no vote entitlement
 - (B) 50 – 199 tonnes of compost Ph 1 per week — 1 vote
 - (C) 200 – 499 tonnes of compost Ph 1 per week — 2 votes
 - (D) 500 – 999 tonnes of compost Ph 1 per week — 3 votes
 - (E) 1000 – 1999 tonnes of compost Ph 1 per week – 4 votes
 - (F) more than 2000 tonnes of compost Ph 1 per week — 5 votes.
- (iii) Where the Member is a spawn supplier, one vote.
- (iv) Where the Member is a commercial substrate maker (i.e. makes and sells mushroom substrate), one vote.
- (c) Where in any year a Member referred to in clause 8.2(b)(iii) sells spawned substrate to others (**Customers**), whether Members or not, the following provisions shall apply:
 - (i) Where a Customer is a Member, the Customer may claim additional votes based on the average kilogram of substrate supplied per when in accordance with the entitlements in clause 8.2(b)(i);
 - (ii) Where the Member sells spawned substrate to non-members, the Member shall, when voting on National Issues, to the exclusion of the Member's entitlement in clause 1.1(a)(i) if applicable, be entitled to votes based on the total spawn used on average each week to supply spawned substrate to non-member Customers.
- (d) Where all of the Customers are Members, the commercial substrate Member shall be entitled only to the vote set out in clause 8.2(b)(iii).
- (e) No Member shall be entitled to vote at any meeting of the Company or be elected (or its Eligible Representative elected) to any office unless the Member shall have paid all entrance fees and annual subscriptions and all other moneys due and payable to the Company at the time of such meeting.

8.3. Vote of Member of Unsound Mind

If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under a law relating to mental health, that Member's committee or trustee or other person who properly has the management of the Member's estate may, if that person has at least 48 hours before the time notified for a general meeting (or an adjourned meeting) satisfied the Board of his relationship to the Member or the Member's estate, exercise any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

8.4. Appointment of Proxy

A Member may appoint a proxy (who need not be a Member) to attend, speak and vote at a general meeting in his place only by an instrument of proxy in any form that the Board may from time to time prescribe or accept which is signed:

- (a) in the case of a Member who is a natural person, under the hand of the Member, or of an attorney appointed in writing by the Member; or

- (b) in the case of a Member which is a body corporate, under its common seal, under hand by two Directors or a Director and Secretary, or a person who is Sole Director and Sole Secretary, or under the hand of an attorney appointed in writing by the Member.

8.5. Corporate Representatives

Where a Corporation authorises a person to act as its representative in respect of the Company under the Act, that appointment is only effective where the Company receives a copy of the instrument appointing the representative.

8.6. Deposit of Instruments

Any appointment of a proxy or attorney is effective in respect of a particular general meeting if, and only if, the following instruments are actually received (which includes receipt of a copy of those instruments by legible facsimile transmission) by the Company at its registered office (or another place notified by the Board) not less than 24 hours prior to the time notified for that meeting:

- (a) in the case of a proxy, the instrument of proxy and, if it is executed by an attorney, the relevant power of attorney or an office copy or notarially certified copy of the power of attorney;
- (b) in the case of an attorney, the power of attorney or an office copy or notarially certified copy of the power of attorney; and
- (c) in the case of a representative, a copy of a certificate signed by authorised officers of the body corporate (in accordance with its constitution) evidencing the appointment of the representative.

8.7. Directions to Proxy

If the appointment of a proxy specifies the way in which the proxy is to vote on a particular resolution:

- (a) the proxy need not vote on a show of hands;
- (b) if a proxy has two or more appointment that specify different ways to vote on a resolution, the
- (c) proxy must not vote on a show of hands;
- (d) if the proxy is the Chairman, the proxy must vote on a poll; and
- (e) if the proxy is not the Chairman, the proxy need not vote on a poll.

8.8. Multiple Appointments

Where the Company has received an instrument of proxy from a Member the appointment made by that instrument is and remains valid and effective, except that where the Company subsequently receives:

- (a) a power of attorney or office copy of a power of attorney entitling the attorney to attend and vote at the meeting, the appointment is revoked;
- (b) intimation in writing either of the revocation of the appointment under the instrument of proxy or of the death of the Member, the appointment is revoked; and
- (c) another instrument of proxy from the Member, the instrument of proxy bearing the later date (or if the instruments bear the same date, the instrument later received by the Company) is an intimation in writing of the revocation of the appointment under the other instrument.

8.9. Presence of Member

If a Member is present at a general meeting in person or by representative under the Act, and a person appointed by the Member as a proxy or attorney is also present at that meeting, that person may not exercise the rights conferred by the instrument of proxy or power of attorney while the Member is present.

8.10. Ruling on Entitlements to Vote

An objection may be raised with the chairman of a general meeting as to the qualification of a purported voter or the admission or rejection of a vote by any person present and entitled (or claiming to be entitled) to vote but that objection may be made only at the general meeting or adjourned meeting at which the purported voter wishes to vote or the vote objected to is given or tendered and, in relation to that objective:

- (a) the decision of the chairman is final and conclusive; and
- (b) a vote not disallowed as a result is valid and effective for all purposes.

9. Direct Voting

9.1. Board may determine Direct Voting to apply

- (a) The Board may determine that Members may cast votes to which they are entitled on any or all of the resolutions (including any Special Resolution) proposed to be considered at, and specified in the notice convening, a meeting of Members, by Direct Vote.
- (b) If the Board determines that votes may be cast by Direct Vote, the Board may make such rules as it considers appropriate for the casting of Direct Votes, including rules for:
 - (i) the form, method and manner of voting by Direct Vote; and
 - (ii) the time by which the votes of Members to be cast by Direct Vote must be received by the Company in order to be effective (which must be no later than the time appointed for the commencement of the meeting or, in the case of an adjournment, the resumption of the meeting).

9.2. Direct Votes count on a poll

- (a) Subject to clauses 9.3 and 9.4, on a poll, votes cast by Direct Vote by a Member entitled to vote on the resolution are taken to have been cast on the poll as if the Member had cast the votes in the poll at the meeting, and the votes of the Member are to be counted accordingly.
- (b) A Direct Vote received by the Company on a resolution is taken to be a Direct Vote on that resolution as amended, if the Chairman of the meeting determines this is appropriate.
- (c) Receipt of a Direct Vote from a Member has the effect of revoking (or, in the case of a standing appointment, suspending) the appointment of a proxy, attorney or representative made by the member under an instrument received by the Company before the Direct Vote was received.

9.3. Withdrawal of Direct Vote

- (a) A Direct Vote received by the Company:
 - (i) may be withdrawn by the Member by notice in writing received by the Company before the time appointed for the commencement of the meeting (or in the case of any adjournment, the resumption of the meeting); and

- (ii) is automatically withdrawn if:
 - (A) the Member attends the meeting in person (including, in the case of a body corporate, by representative);
 - (B) the Company receives from the Member a further Direct Vote or Direct Votes (in which case the most recent Direct Vote is, subject to clause 9.1 to 9.4 inclusive, counted in lieu of the prior Direct Vote); or
 - (C) the Company receives, after the Member's Direct Vote is received, an instrument under which a proxy, attorney or representative is appointed to act for the Member at the meeting in accordance with this Constitution.

(b) A Direct Vote withdrawn under this clause is not counted.

9.4. Vote not affected by death, etc of Member

A Direct Vote received by the Company is valid even if, before the meeting, the Member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) where the Direct Vote is cast on behalf of the Member by an attorney, revokes the appointment of the attorney or the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

10. Directors

10.1. Number of Directors

- (a) The number of Directors must be such number between 3 and 9 as the Members determine. In the absence of any such determination, the number of Directors will be 7.
- (b) All Directors must be Financial Members or Eligible Representatives of a Financial Member, as the case may be, at the time they are nominated as a Director and during the term of their Directorship.
- (c) There shall not be more than two Directors from any one Corporation on the Board at any one time.

10.2. Term of Office

- (a) The Directors shall hold office until the conclusion of the next annual general meeting in each year, but are eligible for re-election.
- (b) At its first meeting each year after the holding of the annual general meeting, the Board must elect the office bearers of the Company from amongst their number. The officer bearers shall consist of a chairman and a deputy chairman. No Director may serve as chairman for more than 2 years consecutively.

10.3. Election of Directors

- (a) The election process must be carried out in accordance with:
 - (i) the schedule set out below; or

- (ii) directions of the Board from time to time.

Nominations called	50 days before AGM
Nominations close	20 days before AGM
Ballot papers distributed	15 days before AGM
Voting closes	5 days before AGM
Election results announced	AGM

- (b) Nominations for the election of Directors shall be made in writing and signed by two Commercial Producer Members.
- (c) If the number of persons nominated as and then eligible to hold the position of Directors does not exceed three, then such persons shall be deemed to have been elected as Directors. Nominations for any vacancy still remaining may be received from the floor at the annual general meeting.
- (d) If more than three nominations are received for the position of Director ballot papers showing the names of the candidates in alphabetical order shall be prepared. Such papers shall indicate whether a candidate is a retiring Director candidate.
- (e) Ballot papers for the election of Directors shall be posted or emailed to each Member entitled to vote on the election not less than twenty five days before the annual general meeting.
- (f) Votes shall be cast by marking a tick or cross against the names of the candidates to be elected. Any ballot paper containing more names marked with a cross than are required to be elected on that ballot shall be rejected as informal.
- (g) A ballot paper may only be completed by the Member to whom it is sent.

10.4. Appointment and Removal of Directors

- (a) The Company may, by Special Resolution carried at a general meeting (not being an annual general meeting), remove any or all of the Directors before the expiration of their period of office and appoint another Director, or other Directors (as the case may be) in their place.
- (b) The person or persons so appointed shall hold office during such time only as the Director or Directors removed would have held office if they had not been so removed.

10.5. Casual Vacancy or additional Director

- (a) Subject to clause 10.1(c), the Directors may at any time appoint any person, either to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not exceed the maximum number under clause 10.1(a).
- (b) A person appointed to fill a casual vacancy or as an additional Director under clause 10.5(a) shall hold office until the next annual general meeting of the company at which that person may stand for election.

10.6. Vacation of Office

The office of a Director automatically becomes vacant if the Director:

- (a) becomes an insolvent under administration;
- (b) is not permitted by the Act (or an order made under the Act) to be a Director;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) is removed as a Director under the Act or this Constitution;
- (e) fails to attend Board meetings for a continuous period of three months without leave of absence from the Board; or
- (f) resigns by notice in writing to the Company;
- (g) dies;
- (h) if the Director is a Member, the Director ceases to be a Financial Member for a consecutive period of 3 months; or
- (i) if the Director is an Eligible Representative of a Member, that Member ceases to be a Financial Member for a consecutive period of 3 months.

10.7. Less than Minimum Number of Directors

Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors falls below the minimum number set under clause 10.1, in which case the continuing Directors may act as the Board only:

- (a) to appoint Directors up to that minimum number;
- (b) to convene a general meeting; or
- (c) in emergencies.

10.8. Retirement of Directors

Directors are appointed until the next annual general meeting and need not retire at any particular age.

10.9. Alteration of Maximum and Minimum Number of Directors

The Company may, by Ordinary Resolution, increase or reduce either or both the maximum number of Directors specified in clause 10.1.

11. Office Bearers

11.1. Election of Office Bearers

The Board shall, at its first meeting each year after the annual general meeting, elect a chairman and a deputy chairman.

11.2. Executive Committee

- (a) The Board shall, at its first meeting each year after the annual general meeting, elect an Executive Committee.
- (b) The Executive Committee shall consist of the chairman (who will act as chairman of the Executive Committee), the deputy chairman and two other Directors.
- (c) The administration of the Company between Board meetings shall be under the control of the Executive Committee, which shall meet whenever a meeting shall be called by any member of the Executive Committee or in accordance with directions

from time to time of the Board. Notice of meetings shall be given in such manner as the Executive Committee shall determine.

- (d) The Executive Committee shall be responsible to the Board, and minutes of all meetings of the Executive Committee shall be kept and copies thereof forwarded to all members of the Board.

11.3. Chairman of Board Meetings

Where the Board holds a meeting and:

- (a) has not appointed a chairman under clause 11.1, or the chairman is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act; and
- (b) has not appointed a deputy chairman under clause 11.1, or the deputy chairman is not present within 15 minutes of the time appointed for the holding of the meeting or is unwilling to act,

the Directors present at the meeting may choose one of their number to be chairman of that meeting.

12. Director s Remuneration

12.1. Remuneration of Directors

Directors shall not be entitled to any remuneration for acting as Directors.

12.2. Expenses of Directors

The Company must reimburse to each Director all reasonable expenses incurred by them, including any approved travelling and accommodation:

- (a) in attending meetings of the Board or a committee of the Board;
- (b) on the business of the Company; or
- (c) in carrying out that Director's duties as a Director.

12.3. Additional Remuneration for Extra Services

Notwithstanding clause 12.1, if a Director, having been requested to do so by the Board, either performs extra services or makes any special exertions for the Company, the Company may remunerate that Director by the payment of a sum determined by the Board.

13. Directors' Duties and Interests

13.1. Disclosure of Material Personal Interest

A Director who has a material personal interest in a matter that relates to the affairs of the Company must give Directors notice of the interest unless the Act does not require the Director to give notice of an interest.

13.2. Details of Notice

A notice required by clause 13.1 must

- (a) give details of the interest, and the relation of the interest to the affairs of the Company; and
- (b) be given at a Directors' meeting as soon as practicable after the Director becomes aware of his interest in the matter.

13.3. Manner of Details

A Director may provide details of a material personal interest either orally or in writing.

13.4. Recording of Details

Details provided by a Director under clause 13.3 must be recorded in the minutes of the Directors' meeting.

13.5. Restriction on Voting

A Director who has a material personal interest in a matter that is being considered at a meeting of the Board must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless:

- (c) clauses 13.6 or 13.7 apply; or
- (d) the interest does not need to be disclosed under the Act.

13.6. Participation with approval of other Directors

A Director may be present and vote if the Directors who do not have a material personal interest in the matter pass a resolution that:

- (a) identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the Company; and
- (b) states that those Directors are satisfied the interest should not disqualify the Director from voting or being present.

13.7. Participation with approval of ASIC

A Director may be present and vote if the Director is so entitled under a declaration or order made by the Australian Securities and Investments Commission under the Act.

13.8. Execution of instruments

Provided the provisions of this clause 13 are otherwise complied with, a Director who has a material personal interest in a matter may participate in the signing of any instrument by or on behalf of the Company and whether by signing or by affixing or witnessing the affixing of the Common Seal.

14. Powers of the Board

14.1. Powers Generally

Except as otherwise required by the Act, or any other applicable law, or another provision of this Constitution:

- (a) the Board is to manage the business of the Company; and
- (b) the Board may exercise each and every right, power or capacity of the Company, to the exclusion of the Company in general meeting and the Members.

14.2. Appointment of Attorney

The Board may by power of attorney appoint any person to be an attorney of the Company for the purposes, with the powers (being powers of the Board), for the period and subject to the conditions determined by the Board.

14.3. Contents of Power of Attorney

A power of attorney under clause 14.2 may, without limitation.

- (a) contain any provisions for the protection and convenience of persons dealing with the attorney as the Board determines; and
- (b) authorise the attorney to delegate any or all of the powers vested in the attorney.

15. Proceedings of the Board

15.1. Frequency of Meeting

The Board shall meet at least four times each financial year at reasonably regular intervals for the transaction of business, or more often when they deem it necessary.

15.2. Mode of Meeting

The Board may meet in person or by telephone or other instantaneous means of conferring for the despatch of business (or by any combination of those means) which allows each person present to hear and be heard by each other person present, and adjourn and otherwise regulate its meetings as it determines.

15.3. Quorum

- (a) The Board may determine the number of Directors present at a meeting of the Board necessary for the transaction of business at the meeting and:
 - (i) the number unless otherwise determined, is a majority of Directors; and
 - (ii) for the purposes of this clause, a Director is treated as present at the meeting by telephone or other instantaneous means of conferring if the Director is able to hear the entire meeting and be heard by all others attending the meeting.
- (b) The Board may act despite a vacancy in their number. If their number is reduced below the minimum fixed by clause 10.1(a), the Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a General Meeting.

15.4. Notice of Meeting

Notice of each meeting of the Board:

- (a) must be given to each Director; and
- (b) may be given by telephone, facsimile or electronic message,

at least 24 hours before the meeting or at another time determined by resolution, but the non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.

15.5. Place of Meeting

Where the Board holds a meeting solely or partly by telephone or other instantaneous means of conferring, the meeting is to be treated as held at the place at which at least one

of the Directors present at the meeting is physically located as is agreed by those Directors present at the meeting.

15.6. Period of Notice

The Board may determine the period of notice (unless waived by a majority of the Directors to whom notice of a particular meeting is sent) for each meeting of the Board which, unless otherwise determined, is 5 days.

15.7. Convening of Board Meeting

A Director may at any time, and the Secretary must on request from a Director, convene a meeting of the Board.

15.8. Majority Decisions

Every question arising and resolution dealt with at a meeting of the Board is to be decided by a simple majority of votes of the Directors present and voting on the question or resolution.

15.9. Votes of Directors

- (a) Subject to this Constitution
- (b) each Director present at a meeting of the Board has one vote on every question or resolution at that meeting;
- (c) If there is an equality of votes on any question or resolution, the chairman of the meeting, if he is entitled to vote on the question or resolution, has the power to exercise a casting vote in addition to any other vote he may have.

15.10. Exercise of Powers by Board

A power of the Board, unless it has been conferred exclusively under clause 14.1 or delegated exclusively to a committee of the Board under clause 15.11, is exercisable only:

- (a) by resolution at a meeting of the Board at which a quorum is present; or
- (b) by a resolution of the Directors under clause 15.13.

15.11. Delegation to Committee

- (a) The Board may delegate any of its powers (which powers may be delegated so as to be concurrent with, or to the exclusion of, the powers of the Board) to a committee ("Committee").
- (b) Where the Board has appointed a Committee:
 - (i) that Committee must exercise the powers delegated to it in accordance with any directions of the Board;
 - (ii) a power so delegated when exercised by the committee is treated as exercised by the Board.
- (c) Committees shall meet as often as necessary to transact relevant business, on such dates and at such times as they may determine. Other meetings shall be called regular meetings and may be arranged by a Committee chairman without restriction as to period of notice or method of giving notice.
- (d) Unless otherwise specified in the minutes of the meeting of Directors appointing a Committee, all Committees shall comprise at least five Members, at least one of

whom shall be a Director, together with at least one other person with appropriate expert qualifications who need not be a Member.

- (e) The quorum of all Committees shall consist of at least three Members, one of whom is a Director.
- (f) Members may attend Committees meetings as observers, but will have no right to actively participate in such meetings.
- (g) The Company chairman shall be an ex-officio member of all Committees.
- (h) Where a Committee holds a meeting and:
 - (i) has not elected a chairman; or
 - (ii) the chairman so elected is not present at the meeting within ten minutes of the time appointed for the holding of the meeting or is unwilling or unable to act,

the members of the Committee present at the meeting may choose one of their number to be chairman of the meeting;

- (i) The Committee may meet in person or by telephone or other instantaneous means of conferring for the despatch of business (or by any combination of those means) and adjourn and otherwise regulate its meetings as it may determine;
- (j) The Committee meetings are otherwise governed by the provisions of this Constitution which regulate the meetings and procedures of the Board to the greatest extent practicable; and
- (k) The members of the committee may elect a chairman from among their members.

15.12. Written Resolution of Directors

If all the Directors entitled to receive notice of a meeting of the Board and to vote on a resolution sign a document to the effect that they support the resolution (the terms of which are set out in the document), a resolution in those terms is for all purposes to be treated as having been passed at a duly convened meeting of the Board held on the date and at the time when the last Director signed the document.

15.13. Several Documents Suffice

For the purpose of clause 15.12:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document;
- (b) a facsimile, telegram or electronic message containing the text of the document expressed to have been signed by a Director and sent to the Company is a document signed by that Director at the time of its receipt by the Company.

15.14. Validity of Acts of Directors

Each resolution passed or act or thing performed or done by, or with the participation of, a person acting as a Director or member of a committee in respect of whom it is later discovered there was some defect in appointment to, or continuation in, office of that person or that the person so appointed was disqualified or not entitled to perform, vote on or do, the resolution, act or thing, is as valid and effective as if that Director or member of committee had been validly appointed, had validly continued in office, or had not been disqualified and was entitled so to perform, vote or do.

16. Secretary

The Board may:

- (a) appoint any person to be a Secretary of the Company;
- (b) determine the term of appointment, powers, duties and remuneration of that Secretary;
- (c) vary any determination so made; and
- (d) terminate or suspend any appointment of a Secretary.

17. Company Administration

17.1. Minutes to be made

- (a) The Board must cause minutes to be made of:
- (b) the names of the Directors present at each Board meeting;
- (c) the names of the committee members present at each meeting of a committee appointed under clause 15.11;
- (d) the proceedings and resolutions of each general meeting;
- (e) the proceedings and resolutions of each Board meeting; and
- (f) the proceedings and resolutions of each meeting of a committee appointed under clause 15.11.

17.2. Minutes to be entered

The Board must cause all minutes made under clause 17.1 to be entered in the relevant minute book of the Company.

17.3. Signature of Minutes

The minutes of a meeting made under clause 17.1, if appearing on their face to be signed by the chairman of the meeting or the chairman of the next succeeding meeting of the relevant body, are sufficient but (except where this Constitution otherwise provides) not conclusive evidence without proof of any further facts of the matters stated in them.

17.4. Common Seal

- (a) Nothing in this Constitution requires the Company to have, or execute documents using, a common seal.
- (b) If the Company has a common seal, the Board must provide for its safe custody.
- (c) The common seal may only be used with the authority of either:
 - (i) the Board; or
 - (ii) a committee appointed under clause 15.11 empowered to authorise the use of the Common Seal.
- (d) An instrument is validly executed under the Common Seal where the Common Seal is affixed to it in the presence of:
 - (i) 2 Directors; and

- (ii) a Director and a Secretary,

and each of those persons signs the instrument to witness the affixing of the Common Seal.

17.5. Mode of Execution under Hand

Without limit any other manner of execution, in the instance where the Company does not have a common seal, an instrument is validly executed on behalf of the Company if the instrument is signed under hand by:

- (a) a Director; and
- (b) another person who is either a Director or Secretary.

17.6. Execution of Bills and Cheques

All cheques, bills of exchange and other negotiable instruments, all orders for payment and all receipts for money paid to the Company, may only be signed for and on behalf of the Company in the manner (which may include the use of facsimile signatures) determined, and by the persons appointed for the purpose, by the Board from time to time.

17.7. Inspection of Records

Subject to the Act, the Board may determine whether and to what extent, at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Board.

17.8. Register of Members

- (a) A Register of the Members of the Company must be kept in accordance with the Act.
- (b) The following details must be entered in the Register in respect of each Member:
 - (i) the Member's full name;
 - (ii) the Member's address;
 - (iii) in the case of a Member who is not a natural person, the full name of its corporate representative;
 - (iv) the Member's telephone and facsimile number (if any) or other form of contact details
 - (v) including electronic means;
 - (vi) the category or class of membership; and
 - (vii) the date of admission to and cessation of membership.
- (c) A Member must give written notice to the Company of any change in the Member's name, address, telephone or facsimile number within one month after the change.

18. Accounts, Audit and Reserves

18.1. Company to Keep Accounts

The Board must cause:

- (a) the Company to keep the accounting records as required by the Act; and
- (b) if required by the Act - financial statements to be made out, and sent with any other documents required by the Act to be sent to Members.

18.2. Audit

If required by the Act to do so, the Board must cause:

- (a) the accounts of the Company to be audited as required by the Act; and
- (b) the auditor's report to be sent to Members.

18.3. Accumulation of Reserves

The Board may do either or both of the following with the profits of the Company:

- (a) set aside any sum the Board determines as reserves to be applied, in the Board's discretion, for any purpose it considers to be appropriate and use any sum so set aside in the business of the Company or invest any such sum in investments (which the Board may vary and deal with as it determines) which the Board determines; and
- (b) carry forward any amount from them which the Board considers ought to be transferred to a reserve.

19. Notices

19.1. Service of Notices by Company

A notice is properly given by the Company to a person if:

- (a) it is personally served;
- (b) a letter containing the notice is prepaid and posted to the person at an address (if any) supplied by the person to the Company for service of notices or (where the person is a Member) shown in the Register;
- (c) it is sent to the facsimile number or electronic address nominated by the person to the Company for service of notices; or
- (d) the person receives the notice.

19.2. Time of Service

A notice is treated as being given to a person by the Company:

- (a) where sent by post in accordance with clause 19.1(b), three Business Days after the day on which it is posted;
- (b) where sent by facsimile or other electronic means in accordance with clause 19.1(c) on the next Business Day after it is sent; or
- (c) in any other case, when the person actually receives the notice.

19.3. Notice of General Meetings

The Company must give notice of every general meeting to:

- (a) every Member;
- (b) every Director;

(c) the Auditor;

and no other person is entitled to receive notices of general meetings, except for Associates if such a right is conferred on such persons by the Directors.

19.4. Counting of Days

Where a specified period (including, without limitation, a particular number of days) must elapse of expire from or after the giving of a notice before an action may be taken neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

19.5. Certificate of Director or Secretary

If a Director or Secretary signs a certificate that a notice was given in the manner set out in the certificate, that certificate is conclusive evidence of the accuracy of the matters set out in it.

20. Winding Up

20.1. Winding Up Generally

- (a) If the Company is wound up and there remains any property, after satisfaction of all debts and liabilities, that property must not be paid to or distributed amongst the Members of the Company.
- (b) The property must be given or transferred to some other institution or body having objects similar to the objects of the Company and that institution or body must apply the property solely towards the promotion of its object.

20.2. Selection of Institution

The institution or body referred to in clause 20.1 will be determined by the Members of the Company in general meeting at or before the time of winding up of the Company, or, after the Company is wound up, by the liquidator.

20.3. Contribution by Members

If the Company is wound up, should it be necessary every Member of the Company undertakes, during the time that he is a Member or within 1 year after that time, to contribute an amount not exceeding \$2 for payment of the debts and liabilities of the Company that were incurred before the time at which he ceased to be a Member.

21. Miscellaneous

21.1. Indemnity of Officers

To the extent that it is permitted to do so by the Act, the Company must indemnify each Director and officer of the Company ("Officer") against any liability which that Officer may incur by reason of being an Officer or in carrying out the business or exercising the powers of the Company.

21.2. Specific Indemnities

Without limitation to clause 21.1, to the extent that it is permitted to do so by the Act, the Company must indemnify each Officer against:

- (a) any liability (other than a liability which arises out of conduct involving a lack of good faith) to another person (other than the Company or a related body corporate) incurred by reason of being an Officer or in carrying out the business or exercising the powers of the Company; and

- (b) any liability for costs and expenses incurred by that Officer as such:
 - (i) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or in which the Officer is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act.

21.3. Further Power to Indemnify

The Company may indemnify or agree to indemnify or enter into (and pay premiums on) a contract of insurance in respect of any person (whether or not that person is, or has been, an Officer) to the extent permitted by the Act and this power is not restricted by the provisions of clauses 21.1 and 21.2.

21.4. Former Officer

The indemnities conferred on Officers by clauses 21.1 and 21.2 apply in respect of each person who is at any time an Officer for all the period that person is an Officer and the person may claim on those indemnities in respect of that period even though the person is not an Officer at the time the claim is made.

21.5. General Authorisation

Where the Act authorises or permits a company to do anything if so authorised by its Constitution, the Company is authorised by this Clause to do that thing.

21.6. Amendment to Constitution

Subject to the Act, this Constitution may be altered or amended at a General Meeting of the Company of which twenty-one days' notice has been given to Members of the Company. Any proposal to alter or amend this Constitution must be by a Special Resolution.

SCHEDULE 1

22. Part 1 - Definitions

In this Constitution, unless the subject or context is inconsistent, each of the following expressions shall have the meaning assigned to it below:

Act means the Corporations Act as it applies to the Company from time to time.

Auditor means the auditor of the Company from time to time.

Board means the Directors acting collectively under this Constitution, or a sole Director exercising the powers of the Board under the Act and this Constitution.

Business Day means a day on which banking corporations in Sydney generally are open for the full range of banking business.

Common Seal means the common seal of the Company, if any.

Company means the company named herein, whatever its name may be from time to time.

Corporation includes a body corporate established under the legislation of a State, Territory or the Commonwealth.

Direct Vote means a vote on a resolution delivered following a determination by the Board under clauses 9.1 to 9.4 inclusive and in accordance with including any rules made under clause 9.1 by the Board.

Director means a person appointed as a Director for the time being of the Company.

Eligible Representative means a natural person who is a partner, director, officer or principal of a partnership, company, trustee or other entity which is itself a Member, or is nominated by the Member to represent its interests.

Executive Committee means a committee of the Board elected under clause 11.2(a).

Financial Member means a Member who is not in arrears in payment of their annual subscription and who has paid all other fees or charges payable by the Member to the Company.

Member means a person whose name is entered in the Register as a Member.

Member National Issues means any issue that has Australia-wide implications for the mushroom producers or the Australian mushroom industry generally, as determined or accepted by the Board from time to time.

Ordinary Resolution means a resolution of a general meeting of Members other than a Special Resolution.

Register means the register of Members kept pursuant to the Act.

Remuneration means any emolument but does not include any payment by way of compensation for loss of office or in connection with the retirement of a person from office.

Secretary means a person appointed as a Secretary of the Company from time to time (including any person appointed to perform the duties of a secretary temporarily).

Special Resolution means a resolution of a general meeting of Members passed in accordance with section 9 of the Act.

Transaction means any contract, agreement, arrangement or dealing (whether formal or informal, whether in writing or oral and whether or not enforceable).

23. Part 2 - Interpretation

In this Constitution, headings are for convenience only and shall not affect its interpretation. Except to the extent that the context otherwise requires:

- (a) headings are for convenience only and do not affect the interpretation of this Constitution;
- (b) reference to any statute or statutory provision shall include any modification or re-enactment of, or any legislative provisions substituted for, and all legislation and statutory instruments issued under such legislation or such provision;
- (c) words denoting the singular shall include the plural and vice versa;
- (d) words denoting individuals shall include corporations, associations, trustees, instrumentalities and partnerships and vice versa;
- (e) words denoting any gender shall include all genders;
- (f) references to Parties, Parts, clauses, Annexures and Schedules are references to Parties, Parts, clauses, Annexures and Schedules to this Constitution as modified or varied from time to time;
- (g) references to any document, deed or agreement shall include references to such document or agreement as amended, novated, supplemented, varied or replaced from time to time;
- (h) a party includes the party's representatives, administrators and permitted assigns;
- (i) all references to dates and times are to Sydney time;
- (j) all references to "\$" and "dollars" are to the lawful currency of Australia unless otherwise expressly stated;
- (k) if a party consists of more than one person, this Constitution binds them jointly and each of them severally;
- (l) "including" and similar expressions are not words of limitation;
- (m) where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning;
- (n) "related body corporate", "subsidiary" and "holding company" have the same meaning as in the Act;
- (o) reference to any body other than a party to this document (including, without limitation, an institute,
- (p) association or authority), whether or not it is a statutory body:
- (q) which ceases to exist, or
- (r) whose powers or function are transferred to any other body,
- (s) refers to the body which replaces it or which substantially succeeds to its powers or functions; and
- (t) if the day on which a person must do something under this Constitution is not a Business Day:

- (i) if the act involves a payment that is due on demand, that person must do it on or by the next Business Day; and
- (ii) in any other case, the person must do it on or by the previous Business Day.