

## 1. INTRODUCTION

This Members Charter (**Charter**) sets out the role and responsibilities of the membership (**Members**) of Karingal St Laurence Limited (**genU**).

This Charter is designed to promote and sustain good corporate governance and strengthen Members' confidence in genU.

## 2. INTERPRETATION

This Charter is subject to the Constitution of genU, including Rules 9-35. To the extent of any inconsistency between genU's Constitution and this Charter, genU's Constitution applies.

## 3. ROLE AND RESPONSIBILITIES OF THE MEMBERS

- 3.1. The role of the Members is to ensure the genU Board provides adequate stewardship so that it complies with the Objects of the Constitution, including by raising opportunities and concerns with the Board via relevant Members forums and briefing sessions.
- 3.2. The responsibilities of the Members are to:
  - a) assist in promoting the Objects and goodwill of genU;
  - b) respect and maintain the confidentiality of information received from genU;
  - c) engage respectfully and constructively with other members and the broader genU community, acknowledging and valuing diverse perspectives, experiences, and opinions;
  - d) act in good faith and in the best interests of genU, supporting its Objects and values;
  - e) not act in any way that may bring genU's reputation into disrepute;
  - f) contribute positively to the governance and Objects of genU through informed participation and responsible conduct;
  - g) abide by the Constitution and its by-laws (if any) such as contributing to the guaranteed sum when requested; and
  - h) respect the day-to-day management responsibilities of genU by Management as delegated by the Board.
- 3.3. Members who have made significant contributions to genU are eligible for nomination for life membership, with nominations to be considered by the relevant board committee for endorsement to the Board.

## 4. RIGHTS OF MEMBERS

- 4.1. Without limiting the rights specified in the Constitution and at law, Members are generally entitled to:
  - a) be treated with dignity, courtesy, and respect at all times by genU, including by its Directors and Management;
  - b) receive timely, transparent, and balanced information about genU's activities, performance, challenges, and opportunities;
  - c) have access to relevant information in a format that is clear, inclusive, and easy to understand, using plain language wherever possible;
  - d) have personal or sensitive information they provide to genU handled with appropriate confidentiality, in line with legal and ethical obligations;
  - e) be given notices of general meetings of Members;
  - f) call and attend general meetings of Members;
  - g) appoint proxies to attend general meetings of Members;

- h) vote on relevant resolutions, including at general meetings or otherwise;
- i) elect or remove Directors at a general meeting of Members;
- j) determine the remuneration of Directors;
- k) determine the distribution of surplus assets in the event of the wind-up of genU; and
- l) have access to certain information of genU such as a copy of the Constitution, annual reports, minutes of general meetings of Members, and in certain circumstances, the register of Members.

## **5. CHARTER REVIEW**

The Board, in consultation with Members, shall review the Charter at least once every 2 years to ensure that it meets best practice standards and needs of genU.