

AORA

Australian Organics Recycling Association Limited

(ACN 158 519 736)

Constitution

Constitution and Replaceable Rules of a Company Limited by Guarantee

Revision 1: 12th September 2012

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CONSTITUTION

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1. Name of Association

The Association will be known as the Australian Organics Recycling Association Limited hereinafter referred to in these rules as the Association or AORA.

2. Interpretation

In the interpretation of this Constitution the following words and expressions shall have the meaning hereinafter specified, unless the context otherwise requires.

"Association" means Australian Organics Recycling Association Limited (AORA).

"Associate Members" means persons, partnerships, corporations or other bodies who are suppliers of equipment and/or services to members or who have a close connection with the Industry, and who are Financial Associate Members. The Association may decide from time to time to offer a range of grades and types of Associate membership.

"Board" means the board of directors of the Association as provided for under these rules.

"Chair" means the Chair of the Association and includes any other person from time to time acting as the Chair by authority of the Board.

"Closed Meeting" means a meeting of the Board at which only members of the Board may attend.

"Company" means the Association which is a company limited by guarantee.

"Director" means a member who has been appointed to the board by the members.

"Financial member" means a member who has duly paid its subscriptions due to the Association or in the alternative is no more than three (3) months in arrears for any subscription due.

"Financial year" means the period from 1 July in each year to 30 June in the year following.

"In writing" or "**written**" includes printing, photograph, type-writing, e-mail, facsimile and other modes of representing or reproducing words in a visible form.

"**Individual Member**" means persons who have an interest in the industry of processing organic waste materials into beneficial products.

"**Industry**" has the same meaning as that provided in Clause 4 of this Constitution.

"**Life Member**" means persons who have been appointed by the Board as a Life Member of the Association for outstanding service for a minimum of 10 years to the Industry and/or the Association provided that a person appointed by the Board as a Life Member of the Association will cease to be a Life Member if the appointment is disallowed at the next Members' Meeting of the Association by the Members.

"**Ordinary Member**" means persons, partnerships, corporations or other bodies engaged in the Industry of processing organic waste materials into beneficial products, or employing persons in that Industry, and who are Financial Members.

"**Members' Meeting**" means a meeting including the Annual Members' Meeting, an Extraordinary Members' Meeting or a General Meeting which may be called from time to time by the Board but does not include any other meeting.

"**Month**" means a calendar month.

"**Officer**" means a person who holds an office in the Association within the meaning of the relevant legislation.

"**Relevant Legislation**" means Federal and State legislation relating to the registration and governance of incorporated bodies as applicable to the Association from time to time.

"**Secretary**" means the Secretary of the Association, and includes any other person, from time to time acting as the Secretary by authority of the Board. The Secretary need not be a member.

"**Student Member**" means persons attending an educational institution who have an interest in the industry of processing organic waste materials into beneficial products.

"**Un-financial member**" means a member who is in arrears of more than three (3) months for subscriptions due to the Association.

"**Words**" importing the masculine gender includes the feminine gender. Words importing persons include an individual, firm, partnership, association, corporation, sole trader and statutory authority. A firm shall be deemed to consist of the persons who are its member(s) for the time being.

3. Office

- i. The Registered Office of the Association will be;

Bardi Management Group Pty Ltd
Suite 5, 57 Bells Road
North Richmond, NSW 2754

- ii. The postal address for the Association will be;

Bardi Management Group Pty Ltd
PO Box 129
North Richmond, NSW 2754

4. Industry

The Association represents the recycled organics industry of environmental resource management and without limiting the generality of the foregoing includes:

- the recovery and composting of organic materials;
- the collection, sorting and/or processing of recyclable organic materials, suitable for reuse as products beneficial to the environment;
- the management and operation of materials recovery, recycling, reprocessing and similar facilities and sites;
- all other activities incidental to the conduct of the organics recovery and recycling industry.

5. Objects

The Association is to be the leading industry organisation and the peak industry body for the recycled organics industry in Australia. It represents a modern proactive not-for-profit organisation within the wider resource recovery and organics management industry.

6. Vision statement

The Association works on behalf of its members to raise awareness of the benefits of recycling organic resources. It aims to act as an advocate for the wider organics resource recovery and beneficial reuse industries and to represent their views in a constructive dialogue with policy makers. The Association envisages an industry in which best practice is shared, standards are maintained and surpassed, and which makes a positive contribution to safeguarding the environment.

- To protect, promote and advance the interests of the Industry in Australia;
- To promote and maintain good relations between the members and local government authorities, governments at all levels, firms, sole traders and the public;
- To represent the commercial interests of members and the Industry (within the confines of the Corporations Act 2001, Trade Practices Act and the several state Fair Trading Acts);
- To promote and encourage any technical or other form of education for the training and development of efficient employees of members, to establish and maintain educational institutions, to promote and organise lectures, addresses, demonstrations, exhibitions and other activities designed to improve and extend the knowledge of members and employees of members and to increase their efficiency;
- To enter into any affiliation or alliance with, or to promote or assist in the promotion of, any other association, company, firm or organisation, having objects similar to or calculated to benefit the members of this Association;
- To do all other lawful things as resolved by the Board to be in the interests of a member, members or the Industry;
- To do all such lawful things as may appear to be incidental or conducive to the above objects or any of them; and
- To adopt any additional objects from time to time as determined by the Board.

7. Values

The Association's values are:

- Effective representation of its members
- Encouragement and communication of good practice
- Provision of information in a timely and appropriate manner
- Delivery of value for money for its members
- Pro-active industry advocacy
- Accessibility to members, policy-makers, the press, regulators and local, state and national government.

8. Core principles

- Support for a diverse, competitive, innovative, and profitable industry
- Promotion of good practice and sound environmental management
- Promotion of dialogue with local communities, government and regulatory authorities
- Assistance in promoting a sustainable, financially viable marketplace
- The capture and beneficial reuse of organic resources
- AORA operates to support its members, helping them to achieve their objectives through the development and promotion of good practice and the creation of a sustainable regulatory framework.

9. Organisation

The Association shall consist of a national body represented by the Board. State divisions may operate in defined geographical areas (e.g. states or territories of the Commonwealth of Australia) and manage their operations appropriately for their region. The Board provides coordination across the divisions and a means of addressing state and national matters as well as being the administrative managers of the business.

All member subscriptions and where necessary any special state levies will be used to cover the Company's recurrent and administrative costs. Notwithstanding, at the discretion of the board funds from the national Company account may be used to sponsor or contribute to state activities or functions.

State divisions will be autonomous to the extent legally possible under the Corporations Act. Each state division will be responsible for their own budgeting and financial forecasting, subject to ratification by the Board on an annual basis. Financial management at a state level will include but not limited to revenue from sponsorship, events, levies or grants and for the expenditure to maintain the activities within that state or territory.

A Director appointed to the Board from a state division will act as the Chair for that division and will be responsible for keeping the Board informed of the states activities and financial position. The state divisions may also elect a Secretary and a Treasurer to assist in the management of the division's activities.

10. Agreement

We, the undersigned, agree to this Constitution.

Signed the directors on: 27th Day of April 2012

Signed:

Paul Coffey, 166 Cabbage Tree Road, Grose Vale, NSW 2573

Signed:

Patrick Soars, 317 Mona Vale Road, NSW 2084

Signed:

Tony Emery, 170 Wogamia Road, Nowra, NSW 2541

Signed:

Peter Wadewitz, 22 Flour Mill Road, Whites Valley, SA 5172

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AORA

**Australian Organics Recycling Association
Limited**

(ACN 158 519 736)

Replaceable Rules

Revision 1: 12th September 2012

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Replaceable Rules

These rules do form part of the Constitution however, subject to the Constitution these Rules apply. See the *Corporations Act 2001* (Cth). Italicised text is for guidance and is not contained in the *Corporations Act 2001* (Cth). These rules may be changed, altered, deleted, modified and in any way changed at a meeting of members with a majority of seventy five percent (75%) of voting members

1. 198A Powers of directors (replaceable rule – see section 135)

Management of business

- 1) The business of a company is to be managed by or under the direction of the directors.

Exception

- 2) The directors may exercise all the powers of the company except any powers that this Act or the company's constitution (if any) requires the company to exercise in a general meeting.

Note: For example, the directors may issue shares, borrow money and issue debentures.

2. 198B Negotiable instruments (replaceable rule – see section 135)

Number of directors for execution

- 1) Any 2 directors of a company that has 2 or more directors, or the director of a proprietary company that has only 1 director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.

Variation of method of execution

- 2) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

3. 198C Chair (replaceable rule – see section 135)

Conferral of powers

- 1) The directors of a company may confer on a Chair any of the powers that the directors can exercise.

Revocation or variation

- 2) The directors may revoke or vary a conferral of powers on the Chair.

4. 201G Company may appoint a director (replaceable rule – see section 135)

A company may appoint a person (member) as a director by resolution passed in a general meeting.

5. 201H Directors may appoint other directors (replaceable rule – see section 135)

Appointment by other Directors

The directors of a company may appoint a person as a director. A person can be appointed as a director in order to make up a quorum for a directors' meeting even if the total number of directors of the company is not enough to make up that quorum.

6. 201J Appointment of Chair (replaceable rule – see section 135)

The directors of a company may appoint 1 or more of themselves to the office of Chair of the company for the period, and on the terms (including as to remuneration), as the directors see fit.

7. 201K Alternate directors (replaceable rule – see section 135)

Appointment

- 1) With the other directors' approval, a director may appoint an alternate to exercise some or all of the directors' powers for a specified period.

Notice of Meetings

- 2) If the appointing director requests the company to give the alternate notice of directors' meetings, the company must do so.

Exercise of Powers

- 3) When an alternate exercises the directors' powers, the exercise of the powers is just as effective as if the director exercised the powers.

Termination of appointment

- 4) The appointing director may terminate the alternate's appointment at any time.

Requirement of writing

- 5) An appointment or its termination must be in writing. A copy must be given to the company.

Note: ASIC must be given notice of the appointment and termination of appointment of an alternate.

8. 202A Remuneration of directors (replaceable rule – see section 135)

Determined by resolution

- 1) The directors of a company are to be paid the remuneration that the company determines by resolution,

Travelling and other expenses

- 2) The company may also pay the directors' travelling and other expenses that they properly incur:
 - i. in attending directors' meetings or any meetings of committees of directors; and
 - ii. in attending any general meetings of the company; and
 - iii. in connection with the company's business.

9. 203A Director may resign by giving written notice to company (replaceable rule – see section 135)

- 1) A director of a company may resign as a director of the company by giving a written notice of resignation to the company at its registered office.

10. 203C Removal by members – (replaceable rule – see section 135)

- 1) may by resolution remove a director from office; and
- 2) may by resolution appoint another person as a director instead.

11. 203F Termination of appointment of a Chair (replaceable rule – see section 135)

Ceasing to be a director

- 1) A person ceases to be Chair if they cease to be a director.

Revocation or variation of appointment

- 2) The directors may revoke or vary an appointment of a Chair.

12. 204F Terms and conditions of office for secretaries (replaceable rule – see section 135)

A secretary holds office on the terms and conditions (including as to remuneration) that the directors determine.

13. 247D Company or directors may allow member to inspect books (replaceable rule – see section 135)

Inspection of books

The directors of a company, or the company by a resolution passed at a general meeting, may authorise a member to inspect books of the company.

14. 248A Circulating resolutions of companies with more than 1 director (replaceable rule – see section 135)

Resolutions

- 1) The directors of a company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Copies

- 2) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.

When the Resolution is passed

- 3) The resolution is passed when the last director signs the document.

Recording of Resolutions

- 4) Passage of a resolution under this section must be recorded in the company's minute books

15. 248C Calling directors' meetings (replaceable rule – see section 135)

A director giving reasonable notice individually to every other director may call a directors' meeting.

Note: A director who has appointed an alternate director may ask for the notice to be sent to the alternate director (see subsection 201K(2)).

16. 248E Chairing directors' meetings (replaceable rule – see section 135)

Director may be elected to chair meetings for specified period

- 1) The directors may elect a director to chair their meetings. The directors may determine the period for which the director is to be the chair.

Election of director present at meeting

- 2) The directors must elect a director present to chair a meeting, or part of it, if:
 - i. A director has not already been elected to chair the meeting; or
 - ii. A previously elected chair is not available or declines to act, for the meeting or the part of the meeting.

17. 248F Quorum at directors' meetings (replaceable rule – see section 135)

Unless the directors determine otherwise, the quorum for a directors' meeting is 4 directors and the quorum must be present at all times during the meeting.

18. 248G Passing of directors' resolutions (replaceable rule – see section 135)

Majority of votes

- 1) A resolution of the directors must be passed by a majority of the votes cast by directors entitled to vote on the resolution.

Chair to have casting vote

- 2) The chair has a casting vote if necessary in addition to any vote they have in their capacity as a director.

Note: The chair may be precluded from voting, for example, by a conflict of interest.

19. 249C Calling of meetings of members by a director (replaceable rule – see section 135)

Who may call meetings of members

- 1) A director may call a meeting of the company's members; and
- 2) A director may call a meeting of the company's members for the purpose of a special resolution.
- 3) A director will call a meeting of the company's members if requested by at least three members as provided by the Act for the purpose of a special resolution

20. 249J(4) When notice by post or fax is given (replaceable rule – see section 135)

A notice of meeting sent by post is taken to be given 3 days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

21. 249M Notice of adjourned meetings (replaceable rule – see section 135)

When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for a month or more

22. 249T Quorum (replaceable rule – see section 135)

Two members

- 1) The quorum for a State division meeting of the Company's members is 2 of the members entitled to attend and the quorum must be present at all times during the meeting.

Determination of existence of quorum

- 2) In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. However, if a member has appointed more than 1 proxy or representative, count only 1 of them. If an individual is attending both as a member and as a proxy or a body corporate representative, count them only once.

Note 1: For rights to appoint proxies, see section 249X.

Meeting to be adjourned if no quorum present within 30 minutes

- 3) A meeting of the company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 or more of those things, the meeting is adjourned to:
 - i. If the date is not specified – the same day in the next week; and
 - ii. If the time is not specified – the same time; and
 - iii. If the place is not specified – the same place.

Where no quorum is present at resumed meeting

- 4) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

23. 249U Chairing meetings of members (replaceable rule – see section 135)

Directors may elect an individual

- 1) The directors may elect an individual to chair meetings of the company's members.

Where chair has not previously been elected or unavailable

- 2) The directors at a meeting of the company's members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).

Where member may elect chair

- 3) The members at a meeting of the company's members must elect a member present to chair the meeting (or part of it) if:
 - i. A chair has not previously been elected by the directors to chair the meeting; or
 - ii. A previously elected chair is not available, or declines to act, for the meeting (or part of the meeting).

Adjournment of meeting

- 4) The chair must adjourn a meeting of the company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

24. 249W(2) Business at adjourned meetings (replaceable rule – see section 135)

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

25. 249X Who can appoint a proxy (replaceable rule for proprietary companies and mandatory rule for public companies – see section 135)

Appointment

- 1) A member of a company who is entitled to attend and cast a vote at a meeting of the company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting.

Proportion or number of votes may be specified

- 2) The appointment may specify the proportion or number of votes that the proxy may exercise.

Apportionment of votes between 1 or 2 proxies

- 3) Each member may appoint a proxy. If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.

Fractions of votes to be disregarded

- 4) Disregard any fractions of votes resulting from the application of subsection (2) or (3).

26. 250C(2) Proxy vote valid even if member dies, revokes appointment etc. (replaceable rule – see section 135)

Unless the company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- i. The appointing member dies; or
- ii. The member is mentally incapacitated; or
- iii. The member revokes the proxy's appointment; or
- iv. The member revokes the authority under which the proxy was appointed by a third party; or
- v. The member transfers the share in respect of which the proxy was given.

27. 250E How many votes a member has (replaceable rule – see section 135)

Company without share capital

- 1) Unless otherwise provided for under these Rules each member of the Company that does not have a share capital has 1 vote, both on a show of hands and a poll.

Chair's casting vote

- 2) The chair has a casting vote, and also, if they are a member, any vote they have in their capacity as a member.

28. 250G Objections to right to vote (replaceable rule – see section 135)

A challenge to a right to vote at a meeting of a company's members:

- 1) May only be made at the meeting; and
- 2) Must be determined by the chair, whose decision is final.

29. 250J How voting is carried out (replaceable rule – see section 135)

Show of hands or verbal advice

- 1) A resolution put to the vote at a meeting of a company's members must be decided on a show of hands or by verbal advice unless a poll is demanded.

Votes by verbal advice

- 2) Voting may also be made by verbal advice where a member is on a teleconference line and chooses to vote by advice over the phone.

Proxy votes to be identified

- 3) Before a vote is taken the chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

Declaration of chair conclusive evidence of result

- 4) A declaration by the chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

30. 250M When and how polls must be taken (replaceable rule – see section 135)

Polls other than on the election of chair

- 1) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.

Voting by poll

- 2) If a poll is called, any member on a teleconference line will have their vote recorded by the chair.

Election of chair

- 3) A poll on the election of a chair or on the question of an adjournment must be taken immediately.

31. Membership

1) Membership Qualifications

- i. Ordinary Members will be persons, partnerships, corporations or other bodies engaged in the Industry of processing organic waste materials into beneficial products, or employing persons in that Industry.
- ii. Associate Members will be persons, partnerships, corporations or other bodies who are suppliers of equipment and/or services to members or who have a close connection with the Industry. The Association may decide from time to time to offer a range of grades and types of Associate membership.
- iii. Individual or Student Members will be persons who have an interest in the industry of processing organic waste materials into beneficial products.

2) Rights of membership

- i. Ordinary Members will, subject to compliance with these rules be entitled to exercise all the rights of membership including the right to attend and vote at Members' Meetings and the right to nominate for and hold office in the Association.
- ii. Persons, partnerships, corporations or other bodies engaged in the industry of processing organic waste materials into beneficial products or employing persons in that industry may operate in more than one state. Subject to the payment of a subscription for that state, an Ordinary Member may appoint a representative in that state who will, subject to compliance with these rules, be entitled to exercise all the rights of membership including the right to attend and vote at Members' Meetings and the right to nominate for and hold office in the Association.
- iii. A Life Member will have the right to attend and speak at all meetings of the Association but unless the life member is also the nominated representative of an Ordinary Member the life member is not eligible to stand for office in the Association or vote at any meeting of the Association.
- iv. An Associate Member will have the right to attend Members' Meetings and will have the right to stand for an office subject to Rule 36.
- v. An Associate Member who is not a director of the Association will not have the right to vote on any matter before a meeting of members.
- vi. An individual or student member will have the right to attend members meetings but will not have the right to be an office bearer or the right to vote on any matter before a meeting of members.

3) Application for membership

- i. Each applicant for Ordinary, Associate, Individual or Student Membership must complete and sign:
 - a. an application in such form as specified by the Board from time to time agreeing to abide by the rules of the Association; and
 - b. the Code of Conduct in the form as set out in Schedule 1.
- ii. The Association must inform applicants for membership, in writing of:
 - a. the financial obligations arising from membership; and
 - b. the circumstances and the manner in which such member may resign from the Association.

- iii. Where a member's business or part of that business is assigned or transferred to a person who is not a member, or such person succeeds to the business or part of that business, the member must prior to such assignment, transfer or succession, notify the Association.
- iv. A right, privilege or obligation which a person has by reason of being a member of the Association:
 - a. is not capable of being transferred or transmitted to another person; and
 - b. terminates upon cessation of the person's membership.

4) Register of members

The Association must keep or cause to be kept a register of members at the Registered Office of the Association. The particulars to be included in the register for each member will be the member's name and address, the date of admission to membership and such other particulars as the Board may direct from time to time.

5) Cessation of membership

Resignation

- a. A member may resign from membership by written notice addressed and delivered to the Association.
- b. A notice of resignation from membership takes effect on the latter of:
 - the day on which the notice is received by the Association; or
 - the day specified in the notice.
- c. Any subscription or other sums in the nature of fines, levies, penalties or calls payable but not paid by a former member in relation to a period before the member's resignation took effect must be paid and the Association may seek recovery of such amounts in a court of competent jurisdiction.

6) Cessation of membership, un-financial members

Any member who has become an un-financial member as defined will be liable to have their membership of the Association cancelled by the Board at the expiration of one month after the member has been served with a notification by the Association to pay the arrears unless the said arrears are paid in full in accordance with the notice. A member is defined as an un-financial member if membership dues are outstanding more than (3) three months from due date and notice of debt existence is provided.

7) Automatic cessation of membership

The membership of any member will terminate automatically:

- a. in the case of an individual, upon the making of a sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors against or by the individual;

- b. in the case of an association, upon the dissolution thereof or upon the making of sequestration order or the execution of a deed of assignment or arrangement for the benefit of creditors against or by the Association or any member thereof; and
- c. in the case of a corporation, upon the notification to the Association of the winding up or liquidation thereof. (Provided that at the written request of the liquidator, accompanied by an undertaking to pay in full all membership and other dues accruing as from the date of the commencement of the liquidation, the Board may provide that the membership of the company in liquidation will not terminate).

8) Cessation of interest in funds etc.

Any member who resigns from membership, or whose membership otherwise ceases pursuant to these rules, will cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of the Association, or against any member of the Board or officer of the Association unless the claim or interest arose before the member had withdrawn from membership.

9) Member's representative binding on member

Each full-time member will be bound by its Nominated Representative appointed under these rules in all matters in respect of which such Nominated Representative is authorised or deemed to be authorised by these rules to act. The opinion of the Board on the scope of the authority of such member's representative shall be final and conclusive.

10) Liabilities of Members

The liability of members of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by these rules.

32. Annual subscriptions

- i. Subscription by Ordinary Members
 - a. Every Ordinary Member will pay an annual subscription
 - b. The annual subscription of each Ordinary Member will be determined by the Board and published prior to the Annual Members meeting:
 - c. The Board at its absolute discretion may offer discounted annual membership fees to a member considered to have merit for such a discount

- ii. Where an Ordinary Member seeks to have representation in more than one state that member must pay a subscription for that state and nominate a representative of the Ordinary Member in that state but only if the member has an Industry operation in that state.
 - a. The Ordinary Member representative in any state will have the full rights of an Ordinary Member
- iii. The Board may determine categories of Ordinary Membership from time to time.
- iv. The Board may from time to time require a member(s) to furnish particulars in such form as the Board may determine such matters as may in the opinion of the Board be necessary to enable it properly to carry out its functions under these rules, and each member will be bound to furnish such information accordingly.
- v. Subscription by Associate Members
 - a. Every Associate Member will pay an annual subscription
 - b. The annual subscription of each Associate Member will be determined by the Board and published prior to the Annual Members meeting.
 - c. The annual subscription of each Associate Member will be determined by the Board at its absolute discretion.
 - d. Associate members may at their discretion subscribe for a web site listing at a cost determined by the Board from time to time.
- vi. Subscription by Individual or Student Members
 - a. Every Individual or Student Member will pay an annual subscription
 - b. The annual subscription of each Individual or Student Member will be determined by the Board and published prior to the Annual Members meeting:
 - c. The annual subscription of each Individual or Student Member will be determined by the Board at its absolute discretion.
- vii. Payment of subscriptions
 - a. All annual subscriptions will become due and payable in advance on the first day of July in each year, on which day the Financial Year of the Association will commence. The subscription payable by a member who is admitted to membership after the 31st December will, unless the Board otherwise determines, be that sum which is half the full annual subscription payable as the unexpired portion of the then current Financial Year.
 - b. If within three (3) months from the date upon which any payment or payments are due by any member in accordance with the provisions of this rule such payment or payments have not been made, the Board may resolve that the name of such member be removed from the register of members and proceedings be commenced for the recovery of any sums that may be payable at law.
 - c. Any subscription levy or other moneys due by a member to the Association may, after the lapse of three months from the date when such moneys became due, be recovered at law in proceedings instituted in the name of the Association.

33. Levies

- i. In accordance with the Company's obligation to pay recurrent and administrative costs the board may from time to time set a levy to be paid by the state divisions so as to raise funds for the Company's national account.
- ii. At the discretion and confirmed by resolution of a State Division, a Levy may be agreed that would be payable by Ordinary Members in that State in an amount as may be agreed by the state Ordinary Members for the purpose of paying for or contributing toward a state project or event.

Subject to the approval of the Board, a member paying a Levy may have additional member representation rights as may be agreed from time to time.

34. Procedure at Members' Meetings

- i. Annual Members' Meeting

The business of the Annual Members' Meeting will be:

- a. to receive and consider a report by the Board of the proceedings of the Association for the previous year;
- b. to receive an audited balance sheet and statement of revenue and expenditure;
- c. to receive reports from each state division established by the Board and to recommend courses of action within the terms of reference given by the Board to the state division;
- d. to review the implementation of the business plan decided at the Half Yearly Meeting;
- e. to consider, pass, amend or reject any proposed resolution contained in the notice convening the meeting;
- f. to appoint an Auditor; and
- g. to consider any other business which, in the opinion of the Chair or other person chairing the meeting, may be expedient and which under these rules may be transacted at the annual Members' Meeting or the Half Yearly Meeting.

i. Half Yearly Meeting

The business of the Half Yearly Meeting will be:

- a. to consider the business plan for the Association approved by the Board and to be implemented during the next Financial Year, to set estimates for the forecast expenses of the Association for the ensuing financial year, and to set the membership fees for the upcoming year;
- b. to receive an interim financial report in lieu of a duly audited balance sheet and statement of expenditure;
- c. to receive reports from each state division established by the Board and to recommend courses of action within the terms of reference given by the Board to the state division;
- d. to consider, pass, amend or reject any proposed resolution contained in the notice convening the meeting;
- e. to consider, pass, amend or reject any levy proposed by the Board and contained in the notice convening the meeting; and
- f. to transact any other business of which due notice must have been given or which in the opinion of the Chairperson may be expedient and which under these rules may be transacted at the Annual Members' Meeting or Half Yearly Meeting.

ii. Extraordinary Members' Meeting

The business of an Extraordinary Members' Meeting will be:

- a. to deal with any business contained in the notice convening the meeting;
- b. to pass, amend or reject any proposed resolution contained in the notice convening the meeting; and
- c. with the leave of the Chair or other person chairing the meeting, discuss any other business raised at the meeting.

35. Binding effect of resolutions

All resolutions passed at a meeting of the Association will be binding upon the Board, the Association, the employees and the contractors to the Association and no action will be taken by any of them which is contrary to the effect of the resolution.

36. The Board

The Board will be the governing body of the Association, subject only to a resolution passed by 75% of the Association Membership at a Members' Meeting.

i. Constitution of the Board

a. The Board of the Association will consist of up to twelve (12) members elected in accordance with these rules who will comprise the officers of the Association. At least 85% of the Board will be Ordinary Members of the Association.

b. The Board will consist of:

A Chair who will be an Ordinary Member;

A Vice Chair who will be an Ordinary Member;

A Secretary; and

will include up to one representative from each of the states, which have Association offices and up to two associate member representatives

ii. Election of the Board

a. The Board will be elected at the Annual Members' Meeting and hold office for two years except that in the first term of the new Company every second member will only serve a one year term.

b. Board members may be re-elected at the end of a term to continue in the office as a Board member

c. Only Ordinary Members of the Association will be entitled to vote for candidates standing for the Board.

d. A person who has been elected to an office nominated in this rule will hold office until the expiration of the term for which the person was elected unless the person has ceased to be eligible to become a member of the Association;

iii. Election of Chair, Vice Chair and Secretary

a. The Chair, Vice Chair and Secretary shall be elected at the Annual Members' Meeting.

b. Any Ordinary Member may nominate for the position of Chair, Vice Chair or Secretary or may nominate any other ordinary member for any such position. A nomination must be seconded.

c. Up to 20% of the Board positions will be open to Associate Member nomination and election of an Associate Member as an officer of the Association. A nomination must be seconded

d. The election of officers under this Rule shall be for a period of two years or until the next Annual Members' Meeting (subject to Rule 36,ii,a above).

- e. Officers elected under this rule will take office after the election at the Annual Members' Meeting.
- f. When an election is to be held for an office specified in this rule, agenda papers sent to members convening the meeting must specify the offices for which the election is to be held.

1) Closed Meetings

- i. Any 2 members of the Board may request that proceedings of the Board be closed to all non-members of the Board. Such meetings of the Board will be referred to as Closed Meetings.
- ii. Proxy members of the Board, nominated by a member of the Board who is unable to attend a Board Meeting, may, at the absolute discretion of the members of the Board, be permitted to attend Closed Meetings of the Board.

2) The Chair

- i. The Chair will preside at all meetings of the Board of the Association. When the Chair is unavailable, the Vice Chair shall preside and in the event of the Vice Chair not being available, the Treasurer will preside and in the event of the Treasurer not being available, the Secretary will preside.
- ii. When a matter of an urgent, unusual or special nature arises, requiring a decision before a meeting of the Board can be held, the Board Director will discuss with the Chair the problem and the Chair may require the Board Director to discuss the problem with the Vice Chair and the Treasurer or Secretary and report the substance of those discussions to him or her before he or she determines the course of action to be followed or alternatively the Chair may decide the course of action without further consultation. If the Chair is not available, the Board Director may determine the course of action following consultation with at least the Vice Chair or the Secretary.
- iii. Any decision made by the Chair or the Board Director under the preceding sub-rule shall be conveyed to the next meeting of the Board together with an outline of the circumstances under which the necessity, or urgent, unusual or special circumstances arose and the Board shall then determine what further course of action is to be taken.

3) The Secretary

- i. The Secretary will act under the general direction of the Chair, or in his or her absence, the Vice-Chair and will perform whatever duties are entrusted to him or her including the following:
 - a. to carry or cause to be carried out the directions of members given at a Members' meeting and any instructions of the Board and act as authorised by it;
 - b. to keep or cause to be kept an accurate record of business transacted at all meetings of the Association, the Board and any Committee or Division of the Association to which he is appointed;
 - c. to keep or cause to be kept a register of members of the Association with their addresses, telephone and fax numbers and email addresses, if any;
 - d. to issue or cause to be issued notices of all meetings connected with the Association and to distribute or cause to be distributed to members, information in respect of resolutions passed by the Board and the Association, and in respect of any other matters of interest to members;

37. Income and Property

- i. The income of the Association will be derived from fees, subscriptions, training services, seminars, conferences, information briefings, sponsorships, exhibitions, specialist services to individual members or other persons, and by any other lawful means.
- ii. The Association may, in the pursuit of its objects, establish or facilitate the establishment of businesses which are relevant to either the industrial or commercial interests of its members.
- iii. The Association shall have power to acquire and dispose of property and shares, to expend and invest money, to borrow money with or without security, to open bank accounts, and to enter into contracts provided that the mentioning of these special powers shall not be deemed to restrict in any way the full and complete powers of the Association to deal with all matters coming within the scope of its objects.
- iv. All accounts paid shall be ratified by the Board which shall act as a Finance Committee to perform such functions in relation to the financial affairs of the Association as the Board may determine.
- v. The income and property of the Association will be under the control of the Board and any expenditure other than to meet the ordinary expenses of the Association must be authorised by a resolution of the Board. Ordinary expenses will include expenses:
 - a. incurred in respect of goods and/or services supplied for purposes necessarily incidental to the objects of the Association or services rendered for such purposes;

- b. incurred in respect of salaries, wages, statutory employees entitlements, insurances, rent, postages, telecommunications, printing, the reimbursement of expenses incurred by employees or officers of the Association in the course of the Association's business;
 - c. incurred in the purchase of plant, office equipment, books, stationery and the like;
 - d. incurred in respect of travelling and of conferences and discussions with other persons or bodies calculated to be of benefit to the waste management industry.
- vi. All expenditure which is not ordinary expenditure will be deemed to be extraordinary. No extraordinary expenditure will be incurred unless ratified and approved by resolution of the Board.

38. Books and Accounts

- i. The Board (in conjunction with the Association's accountant) must cause proper books of accounts to be kept, recording a true account of the financial transactions of the Association, and of all receipts and expenditure and the assets, credits and liabilities of the Association and such books of account will be kept at the Registered Office.
- ii. The Board must, in accordance with these rules:
 - a. cause the books of account to be kept at the registered office of the Association;
 - b. to maintain the books of accounts; and
 - c. at the end of each financial year cause to be prepared a statement of revenue and expenditure and a balance sheet for that financial year, which, after being audited, must be submitted to the annual Members' meeting for adoption.

39. Cheques and moneys

- i. Cheques may be signed by such person(s) as may from time to time be authorised by the Board provided that such person(s) a Board Director.
- ii. All cheques, negotiable instruments and moneys belonging to the Association will forthwith, upon receipt thereof, be paid to such bankers as nominated from time to time by the Board to the credit of the Association.

40. Indemnity

- i. Every Chair, Vice-Chair, Treasurer, Secretary and member of the Board and every other officer and servant of the Association will be indemnified by the Association out of the funds of the Association against all costs, losses, charges and expenses with respect to any moneys paid or any liability incurred by him or her by reason of any contract entered into by him or her or any act or thing done or omitted to be done by him or her in any of the capacities aforesaid in the course of his or her office or duty.
- ii. Travelling expense will be included in such indemnity, but only if approved or confirmed by the Board (in conjunction with the Treasurer) before or after they are incurred.

- iii. No officer or servant of the Association will be liable for the acts, receipts or defaults of any other officer or servant or for any loss of expense or damage which may be incurred by the Association unless incurred through his/her dishonesty or his/her wilful refusal or neglect to carry out the duties pertaining to his/her office or employment.

41. Execution of Documents

No documents are to be executed on behalf of the Association other than with the express authority of the Board or by a Committee authorised by the Board in writing.

Documents executed on behalf of the Association shall only bear the authority of the Association or authorised Committee if executed by the Chairman of the Board with the authority of the Board or at least two members of the Board or by one member of the Board and two members of the authorised Committee one of which is the Chair, Vice Chair or a Board Officer.

Schedule 1

Australian Organics Recycling Association Limited

Code of Conduct

All members of the Australian Organics Recycling Association Ltd shall observe and be bound by the following Code of Conduct.

1. The responsibility of members for the welfare, health and safety of the community and the protection of the environment shall at all times take precedence.
2. Members shall endeavour to uphold, advance and enhance the honour, integrity and dignity of the organics recycling industry. To this end, members shall support and encourage openness and transparency in decision making in the Association and the industry.
3. Members shall act with honesty and integrity.
4. A member shall not make untruthful, disparaging remarks or unwarranted comments about other members. Comments made at any properly constituted meeting of AORA Ltd shall be privileged.
5. A member shall not make any public statement purporting to be the policy of AORA when such is not the case. Members shall not knowingly do or cause any action that misrepresents the view of AORA or brings it into disrepute.
6. Members may declare their membership (and class of membership) during the advertising of the member's products and/or services.
7. Members shall build their reputation on merit and shall not compete by using unfair, improper or questionable methods. Members shall not allow their name to continue to be associated with a misleading advertisement, nor with a statement making an unfair comparison between one product and another.
8. Members shall give evidence, express opinions or make statements in an objective and truthful manner and on the basis of adequate knowledge.
9. Members shall continue the development of their knowledge, skills and expertise and actively assist and encourage other members to do likewise. Members shall apply their knowledge, skills and expertise for the benefit of the industry as well as the benefit of their businesses.
10. Members shall at all times, in the course of their business activities, consider a person's professional merit and standing over and above other characteristics, such as age, gender, race, religious belief, sexual preference, cultural or ethnic background, and shall encourage such behaviour in colleagues, associates and other members.