

# Waste and Recycling Industry Association of Western Australia Incorporated

## RULES OF THE ASSOCIATION

*This is the annexure marked A referred to in the Statutory  
Declaration of*

John Edward Lillywhite

*made on the \_\_\_\_\_ day of \_\_\_\_\_ 2017*

*before me \_\_\_\_\_*

Waste and Recycling Industry Association of Western Australia Incorporated  
is incorporated under the Associations Incorporation Act 2015 of Western Australia

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## A INTERPRETATION

In these rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2015 and Regulations* as amended.

“**Annual General Meeting**” means a meeting of Members convened in accordance with Rule 6.1

“**Individual Member**” means an Individual Member admitted as such pursuant to clause 3.3 of the Rules and all companies or associations related to that Individual Member

“**Association**” means the Waste and Recycling Industry Association of Western Australia Incorporated

**Associate Member means** an entity lawfully conducting an ancillary waste or secondary resource recovery processing activity and by accepting third party wastes, as part of its normal core business operations

“**Auditor**” means the Auditor appointed by the Executive Committee pursuant to clause 8.0.

“**Certificate**” means a certificate of Membership issued in accordance with these Rules.

“**Committee Member**” means a Member of the Executive Committee or other such committee as may be established by the Association

“**Corporate Member**” means a Member admitted as such pursuant to clause 3.4 of the Rules and all companies related to that Corporate Member within the meaning of the Corporations Law.

“**Executive Committee**” means the Executive Committee of management of the Association.

“**Executive Officer**” means the person appointed to be the Executive Officer of the Association

“**Financial Year**” means the financial year as defined in clause 8.2 of these Rules.

“**General Meeting**” means a meeting of Members convened in accordance with Rule 6.2.

“**Meeting**” means a meeting of Members called in accordance with these rules at which a quorum is present

“**Member**” means a Member of the Association and includes Corporate Members and Individual Members.

“**Office Bearers**” mean all Members of the Executive Committee pursuant to clause 7.4.

“**Person**” and “**Persons**” mean natural persons.

“**President**” means the President for the time being of the Association.

**“Regulations”** means the Associations Regulation (WA) as amended.

**“Secretary”** means the Secretary for the time being of the Association.

**“Special resolution”** means a resolution passed in accordance with the Act, and with not less than three quarters of the votes cast being in favour of the resolution.

**“Treasurer”** means the Treasurer for the time being of the Association.

**“Vice President”** means the Vice President person for the time being of the Association

## **B IN THESE RULES:**

Unless a contrary intention is apparent words importing any gender include each other gender and the plural includes the singular and vice versa.

“Writing” includes typewriting, printing, lithography, photograph and other modes of representing or reproducing words in visible form and “written” has a corresponding meaning.

## **C ALTERATION OF THE RULES**

Subject to the Act these rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting. Any amendment, repeal or addition is valid only if it is registered in accordance with the Act by the Chief Executive administering the act. The Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

## **1. NAME**

The name of the Association is Waste and Recycling Industry Association of Western Australia Incorporated.

## **2 OBJECTIVES OF THE ASSOCIATION**

The Association established in 2017, will act as an industry organisation representing the interests of all its Members in relation to and in connection with the waste, recycling and secondary resource management industry in Western Australia.

Without limitation the objectives of the Association are:

- a) to promote, advocate and influence change for advancing the interests of the waste, recycling and secondary resource management operators of Western Australia;
- b) to engage Government on key policy, regulatory issues and proposed reforms that will impact the waste and recycling sector in Western Australia;
- c) to promote the industry in Western Australia, communicate issues relevant to the industry's security and maintain good relations between the Members and state government as well as local government, agencies and departments, companies, sole traders and the public;
- d) to assist and facilitate industrial relation matters relevant to the industry and its Members;
- e) to obtain, collate and publicise relevant information of the industry;
- f) to support other associations and organisations with interests in whole or part similar to the Association;
- g) to do all such matters and things as are necessary or expedient to further the objectives of the Association;
- h) to do all such lawful things as may appear to be incidental or conducive to the objectives, or as resolved by the executive to be in the interests of a Member/s or the industry;
- i) to adopt additional objectives from time to time as determined by the Executive Committee;
- j) the purposes and powers specified shall, except where otherwise expressed, be independent main purposes and powers, and the Association shall also have the powers set out in the Act. The purposes and powers are not limited or restricted by implied reference to or inference from the terms of any other clause.
- k) not to apply or receive government funded or third party grants for any reason , unless this is approved by the full membership at an AGM or by holding an extraordinary meeting.
- l) to assist and facilitate training and encourage any technical or other form of education

for operators within the industry;

### **3. MEMBERSHIP**

#### **3.1 Classes of Membership**

3.1.1 The Association shall have the following classes of membership

- (a) Corporate Member
- (b) Associate Member
- (c) Individual Member

3.1.2 All classes of membership are unlimited.

#### **3.2 Corporate Member**

Its core business activity is contracting to federal, state and local government as well as the private sector in providing services as these relate to the sanitation, waste management, recycling, secondary reprocessing and resource management, demolition, treatment and other related industry disciplines, including transfer or disposal of waste materials in and through Western Australia,

Charities or other not for profit organisations that are lawfully undertaking legitimate secondary or other value added resource recovery activities. i.e. Finding Workable Solutions.

Each Corporate Member shall be entitled to one vote (per single membership) at General Meetings. The membership shall be renewed annually with fees payable according to the schedule of fees set by the Executive Committee from time to time.

#### **3.3 Associate Member**

An entity lawfully conducting an ancillary waste or secondary resource recovery processing activity and by accepting third party wastes, as part of its normal core business operations. e.g. Landfill operators, Abattoir operations or similar industry related businesses that have integrated waste processing operations and accept third parties waste as part of that business operation. It may include an agricultural / other industry operation with waste to energy capabilities attached to it.

Associate member representatives may attend general meetings in an observer capacity and can serve on a special interest sub group, but shall not nominate or be nominated, to be elected to the Executive Committee and shall have no other formal voting rights.

### **3.4 Individual Member**

An individual shall be eligible to be an individual member if they meet such criteria as the Executive Committee of the Association may from time to time determine. The individual member may attend General Meetings in an observer capacity and can serve on a special interest sub group, but shall not nominate or be nominated, to be elected to the Executive Committee and shall have no other formal voting rights.

This category may include Life Members, industry retirees, Tertiary Student.

### **3.5 Application for Membership**

- 3.5.1 A company or person wishing to become a Corporate Member shall apply for membership to or may be invited by the Executive Officer in writing.
- 3.5.2 The application for membership shall be in such form and contain such particulars as the Executive Committee may determine and on a form issued by the Executive Officer.
- 3.5.3 Prospective Individual Members may be invited to attend a General Meeting following receipt of an application for membership, in an observer capacity, and to present to the Corporate Members an outline of the prospective Member's activities and answer any questions which may be raised in respect to admitting it as an individual member of the Association.
- 3.5.4 An applicant may, at any time, withdraw its application for membership.
- 3.5.5 The Executive Committee shall consider and determine an application for membership in accordance with these Rules and the criteria determined by the Executive Committee from time to time. The decision of the Executive Committee shall be final and binding.
- 3.5.6 The Executive Officer shall communicate to the applicant the outcome of the application as soon as practicable following the meeting.

### **3.6 Nominees of Members**

- 3.6.1 All Members that are not natural persons shall nominate a natural person to be its nominee.
- 3.6.2 A Member may, by notice in writing to the Executive Officer, change its nominee at any time or appoint an alternate representative for such period or periods as are specified by the Member in the written notice.

### **3.7 Members Code of Conduct**

Being a Member of the Association by the payment of its annual membership fees the Member agrees to abide by the rules of the Association.

The intention of this code is to provide confidence in the ethical standards by which the Associations Members operate, to all stakeholders including but not limited to federal, state as well as local government authorities, agencies and departments, companies, sole traders and the public, utilising the services of them.

It is also the intention of this code to enable the Association to provide promotional opportunities of the services offered by its Members and sponsors and to deliver the desired goals and objectives of the Association in representation of the professionalism of the industry in Western Australia.

- 3.7.1 Members shall abide by the rules set out in this document.
- 3.7.2 Members shall actively promote the objectives and activities of the Association.
- 3.7.3 Members shall provide leadership for the industry and foster ethical standards.
- 3.7.4 Any meeting under the control of the Association shall be conducted in a manner that conforms to the Act.
- 3.7.5 A Member shall not discuss with another member information for the purpose of fixing prices or other action that may contravene the Australian Consumer and Competition Act at any time.
- 3.7.6 Any Member who works adversely to the interests of the Members may be deemed to have infringed these rules and may be subject to removal of its membership from the Association.
- 3.7.7 A Member shall act in a courteous and professional manner at all times.
- 3.7.8 A Member shall conduct activities within the law at all times.
- 3.7.9 If a Member has come into possession of commercially sensitive information belonging to another Member, that information must not be disclosed without the written consent of the Member who owns the information.
- 3.7.10 A Member agrees to comply with and to conduct its business within the State of Western Australia in accordance with all its regulatory, statutory and other planning and operating requirements that are lawful and in the spirit of the industry.
- 3.7.11 Any complaint by a corporate Member may be referred to the Executive Committee for determination and the decision of the Executive Committee shall be final according to the rules as set by the Association.

- 3.7.12 All services provided by the Association Members must be undertaken with due care and skill, professionalism, and all effort must be made to ensure the smooth, effective and professional performance of work.
- 3.7.13 Staff at all levels shall be suitably trained of the tasks to be undertaken.
- 3.7.14 A Member is required to conform to the Occupational Health & Safety Regulations, rules, codes and any other State regulations pertaining to the waste and recycling industries at all times.
- 3.7.15 Equipment must be suitable for the task it is to undertake and must be maintained in accordance with all applicable laws and regulations.
- 3.7.16 A Member must pay any membership fee within 30 days from the date of issue.
- 3.7.17 A Member should participate in the Association meetings and activities as best as is practicable.
- 3.7.18 Members must notify the Executive Officer in writing of any change in contact details of ownership management and change to its representatives of the Association.

#### **4 MEMBERSHIP CERTIFICATE AND USE OF LOGO**

- 4.1 The Association may issue a Certificate to Members evidencing their membership of the Association and may allow Members to utilize its logo as determined by the Executive Committee.
- 4.2 The Certificate and logo shall remain the property of the Association. The Executive Committee may at any time call for and compel the production or delivery to it of the Certificate.
- 4.3 A person or company that ceases to be a Member shall forfeit any right it may have to use the Waste and Recycling Industry Association of Western Australia Incorporated logo and if required to do so by the Executive Committee return the Certificate to the Association.

#### **5 TERMINATION, FORFEITURE AND RESIGNATION OF MEMBERSHIP**

##### **5.1 Termination**

- 5.1.1 Unless the Executive Committee resolves otherwise, the membership of any person or company shall terminate if the person or company:
  - a) becomes bankrupt or is placed into liquidation or makes any assignment of its property for the benefit of its creditors or takes or attempts to take the benefit of

any statutory provision regarding bankruptcy or liquidation (“Event of Insolvency”).

b) becomes of unsound mind.

c) dies or, in the case of a company, is dissolved.

5.1.2 Where a membership is terminated pursuant to Clause 5.1.1(a) the Executive Committee may reinstate the membership where it is established that the Event of Insolvency arose from misfortune and no discreditable conduct on the part of the person or company can be imputed in connection with the Event of Insolvency.

5.1.3 The termination of membership in accordance with Clause 5.1.1 does not release the person or company from the liability to pay the joining fee, subscriptions and any other money owing by him to the Association at the date of termination.

## **5.2 Termination of Membership for Cause**

5.2.1. Subject to these Rules, a Member may have their membership terminated or suspended by Special Resolution of the Members if found to have:

a) failed to observe these Rules, By-Laws of the Association been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Association or diminishes the reputation of the Association, or

b) not paid the fees and levies in accordance with these Rules.

5.2.2 Before a vote is taken on a motion that the membership of a Member be terminated or suspended:

a) at least seven days’ notice of the meeting of the Members shall be given to all persons entitled to vote on the motion and the Executive Officer and by registered post to the Member the subject of motion.

b) the Member the subject of the motion shall be given a brief statement setting out the allegations levelled against them and a copy of the proposed resolution.

c) the Member the subject of the motion shall be given an opportunity to make a written submission to other Members before the meeting at which the issue is to be decided. The Member may be represented by a qualified legal practitioner.

5.2.3 The Member may not be present at the debate nor vote on the motion.

5.2.4 Where the membership is terminated or suspended the Executive Officer shall advise the Member of the resolution by notice in writing.

5.2.5 The decision of the meeting as to the expulsion shall be recorded in the minutes of the meeting

### **5.3 Forfeiture of Membership**

- 5.3.1 The Executive Committee may cause any Member who has not paid their subscription within one month of it becoming due, or within such extended period as the Executive Committee may in its discretion allow, to be struck off the register of Members and thereupon such Member shall cease to be a Member of the Association and shall forfeit all rights to membership of the Association.
- 5.3.2 On payment of all arrears the Executive Committee may in its discretion reinstate a Member whose membership has been forfeited upon such terms and conditions as the Executive Committee thinks fit.
- 5.3.3 The Executive Officer shall record in the register of Members the date on which membership was forfeited and reinstated.

### **5.4 Resignation of Membership**

- 5.4.1 A Member may resign membership of the Association by giving one months' notice in writing of its intention to the Executive Officer sent or delivered to the principal office of the Association.
- 5.4.2 The Executive Officer shall enter in the register of Members the date on which the Member who gave notice ceased to be a Member.
- 5.4.3 A resignation does not release the Member who has ceased to be a Member from liability to pay the joining fee, subscriptions and any other money owing by them to the Association at the date of resignation.

### **5.5 Refund**

No fees, subscriptions or levies shall be refunded to any person or company on the termination, forfeiture or resignation of membership pursuant to this Section 5.

### **5.6 Litigation**

A Member the subject of a motion to terminate or suspend their membership shall not commence nor prosecute any legal action against any person making the allegations nor against any officer or servant of the Association in respect of any notice, letter, proof of evidence, or other document produced in regard to the allegations levied and the consideration thereof provided the allegations have been made bona fide and in good faith.

### **5.7 Subscription fees**

A person or company who has had their membership terminated or suspended shall, notwithstanding they have ceased to be a Member of the Association or had their membership suspended, continue to be liable to pay the joining fee, subscription and any other money owing by them to the Association at the date of termination or suspension of their membership.

## **5.8 Appeal against termination**

- 5.8.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 5.8.2 A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- 5.8.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within 3 months after the day of receipt, call a General Meeting to decide the appeal.
- 5.8.4 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 5.8.5 Also, the Executive Committee and the Committee Members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- 5.8.6 An appeal must be decided by a vote of the Members present at the meeting.
- 5.8.7 If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals and the appeal is unsuccessful, no refund of membership fees shall be payable.

## **6 GENERAL MEETINGS**

### **6.1 Annual General Meetings**

- 6.1.1 The first Annual General Meeting must take place within 18 months after the day the Association is incorporated.
- 6.1.2 An Annual General Meeting of the Members shall be held each calendar year within three months after the end of the Financial Year at such place, date and time as the Executive Committee determines.
- 6.1.3 The Executive Officer shall, at least 14 days or, if a Special Resolution has been proposed, at least 21 days before the date fixed for the holding of an Annual General Meeting of the Association, cause to be sent to each Member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 6.1.4 A Member desiring to bring any business before a meeting may give notice of that business in writing to the Executive Officer. The Executive Officer shall include all business of which at least 30 days' notice has been given in writing prior to calling the next Annual General Meeting. The Executive Officer may, at their absolute discretion, include business of which he has had less than 30 days' notice.

- 6.1.5 The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting
  - (b) to receive a report from the President of the activities of the Association in the preceding year
  - (c) to receive a financial report from the Treasurer of activities of the last preceding financial year and to receive the auditor's report on the financial affairs of the Association for the last financial year
  - (d) to receive a report from the Executive Officer on activities completed during the preceding period between meetings
  - (e) to consider budgets and set annual subscriptions for Members
  - (f) to elect Office Bearers
  - (g) to appoint an auditor of the Association
- 6.1.6 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 6.1.7 If within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and (unless another place is specified by the President at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place. At the adjourned meeting if a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present shall be a quorum.

## **6.2 Other General Meetings**

- 6.2.1 The Executive Committee may, whenever it thinks fit, but not less than three times in any calendar year, convene a General Meeting of the Association to discuss issues of interest to Members.
- 6.2.2 Subject to 6.2.1, the Executive Committee will determine the overall frequency of and location of General Meetings based on issues. The Executive Officer shall, at least 10 working days before the date fixed for holding such a meeting, cause to be sent to each Member a notice stating the place date and time of the meeting and a general description of the issues to be discussed. The notice of meeting will include an agenda for the meeting which will, without limiting the agenda, include the following items:
- (a) The approval of the minutes of the previous meeting
  - (b) Correspondence

- (c) Financial statement by the Treasurer
- (d) Executive Officer report
- (e) Reports of any other committees and working groups, etc.
- (f) Other business

6.2.3 The Executive Committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

6.2.4 A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Executive Officer. The Executive Officer shall include all business of which he has had at least 10 days' notice in writing prior to calling the next General Meeting. The Executive Officer may, at his absolute discretion, include business of which he has had less than 10 days' notice. Otherwise the item may be raised as 'Other Business' at the meeting when the Chairmen will decide whether to deal with it forthwith or defer it until a subsequent meeting.

### **6.3 Quorum**

6.3.1 A quorum for any General Meeting, including an Annual General Meeting will be twenty percent (20%) of the Corporate Members either present in person or by proxy.

### **6.4 Chair**

6.4.1 All meetings shall be chaired by the President. If the President is unable to chair a particular meeting the Vice President shall chair that meeting. If the Vice President is unable to chair that meeting, the Members at that meeting shall elect one of their numbers to chair that particular meeting.

6.4.2 The President shall allow reasonable discussion of agenda items.

### **6.5 Voting**

6.5.1 A corporate member who is a full financial member will nominate one person to represent those members' interests where a vote is required for association business. Each corporate member is allocated a single (1) vote per full membership.

6.5.2 Voting will be conducted by secret ballot or show of hands at the discretion of the chairperson of the meeting., or by holding up an Association only provided voting slip or card.

6.5.3 A declaration by the President that a resolution has, on a show of hands or poll been carried, carried unanimously or carried by a majority or lost, and an entry to that effect in

the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

6.5.4 A Corporate Member is not entitled to vote at any meeting, including any Annual General Meeting, unless all monies due and payable by the Corporate Member to the Association have been paid, other than the amount of the annual levy payable in respect of the current financial year.

6.5.5 A Member is entitled to appoint any person as proxy by notice given to the Executive Officer at any time before the commencement of the meeting in respect of which the proxy is appointed.

6.5.6 No associate or individual membership shall be entitled to vote on association business where this is required, or conducted.

6.5.7 Form of Instrument of Proxy

An instrument appointing a proxy shall be in the following form or in a form that is similar to the following form as the circumstances allows:

..... of  
.....  
being a Corporate Member hereby appoints  
of .....  
as its proxy to vote for it on its behalf at the meeting to be held at  
.....  
on ...../...../20 and at any adjournment thereof, and instructs the said  
proxy to vote in respect of particular resolutions as follows:  
.....  
(Signature of Nominee of Corporate Member) ...../...../20

6.5.8 The Executive Officer or in their absence, a Member agreed by those present, shall cause a true and proper record of the proceedings of all meetings to be produced and distributed to Members within 10 business days of the meeting.

**6.6 Sub-Committees**

6.6.1 The Executive Committee may establish a Group Structure including sub-committees, sub-groups and working groups and may also establish operating protocols and terms of reference for group activities.

6.6.2 All classes of Members shall be eligible to participate.

6.6.3 Communications and correspondence protocols shall be included in operating protocols and terms of reference.

6.6.4 Funding of activities may be from general revenue but may also be via a levy raised from Members of that group.

## **6.7 Minutes of Meeting**

- 6.7.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting and General Meeting; and
- 6.7.2 The Secretary must ensure the minutes for each General Meeting are available for inspection and/or circulated at all reasonable times for any financial Member who previously applies to the Secretary for the inspection to ensure the accuracy of the minutes recorded under subsection 6.7.1.
- (a) the minutes of each Executive Committee meeting must be confirmed by the chairperson of the meeting and the committee, verifying their accuracy and the action recorded in meeting minutes; and
  - (b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a General Meeting or annual General Meeting, verifying their accuracy.

## **7 COMMITTEE OF MANAGEMENT**

### **7.1 The Executive Committee**

The Executive Committee will be the governing body of the Association, subject only to a resolution passed by the Members at a General Meeting.

### **7.2 Election of the Executive Committee**

The Executive Committee shall be made up of all member categories, the majority of the positions must be from Category (a) - Corporate Members.

- 7.2.1 Only Corporate Members of the Association will be entitled to vote for candidates nominating for the Executive Committee.

### **7.3 Committee of Management**

- 7.3.1 The day-to-day affairs of the Association shall be managed by the Executive Committee and the Executive Officer. The Executive Committee shall constitute the Office Bearers of the Association.
- 7.3.2 The Executive Officer shall be appointed by the Executive Committee based on a contractual arrangement to the Association in accordance with clause 12.1.
- 7.3.3 The Executive Committee, subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Executive Committee to be reasonable and desirable for the proper management of the business and affairs of the Association

- 7.3.4 The Executive Committee shall meet at least quarterly at such times and places as the Executive Committee determines.
- 7.3.5 An Executive Committee meeting may be convened by the President or by the Executive Officer.
- 7.3.6 At least 48 hours written notice of each Executive Committee meeting must be given to each Committee Member and must specify the general nature of the business to be conducted. Additional agenda items may be raised in addition to the agenda produced but must be carried as a part of general business.
- 7.3.7 Any four Members of the Executive Committee constitute a quorum for the conduct of the business of a meeting of the Committee. No business shall be conducted unless a quorum is present. If a quorum is not present within half an hour of the time appointed for the meeting the meeting lapses.
- 7.3.8 The President or, in his absence, the Vice President shall chair all Executive Committee meetings. Each Committee Member is entitled to one vote. Unless these Rules or the Act provide otherwise all questions arising at a meeting shall be decided by a majority vote. In the event of an equality of votes on any question the Chair may exercise a second or casting vote.

#### **7.4 Office Bearers**

Subject to clause 7.7.1, the following Office Bearers shall be elected by Members at the Annual General Meeting of the Association:

- President
- Vice President
- Secretary
- Treasurer

*Plus a minimum of 2 additional committee member positions*

Except as provided below, all Office Bearers shall be employees or directors of a Corporate Member. Each Office Bearer shall, subject to these Rules, hold office until the next Annual General Meeting. The Annual General Meeting may, by Special Resolution, allow a suitably qualified person who is not an employee or director of a Corporate Member to serve as President.

- 7.4.1 The office bearing positions namely, President, Vice President, Secretary and Treasurer and the Executive Officer, must reside in Western Australia to be eligible for appointment to the position.

#### **7.5 Nomination of Office Bearers**

Nominations of candidates for election as Office Bearers shall be called for prior to or at the Annual General Meeting:

- a) if only one nomination for a specific office is made, the person nominated shall be deemed to be elected
- b) if the number of nominations for a specific office is greater than one, a ballot shall be held
- c) the ballot for the election of an Office Bearer shall be conducted in such manner as the President of the meeting may direct.

## **7.6 Vacancy**

7.6.1 An office bearer ceases to hold office if the officer bearer:

- a) ceases to be an employee or director of a Corporate Member or that Corporate Member ceases to be a Member (unless a special resolution has been passed in accordance with 7.4)
- b) becomes bankrupt or the Corporate Member of which he is an employee or director becomes insolvent
- c) resigns office by notice in writing to the President or Executive Officer
- d) is removed as an Office Bearer by resolution at a General Meeting. An Office Bearer who is the subject of a proposed resolution may make representations in writing (not exceeding a reasonable length) and may request that the representations be provided to the Members or require that they be read out at the meeting.

7.6.2 Subject to clause 7.7.2, if for whatever reasons, the President, Vice President, Secretary or Treasurer becomes vacant the Members shall appoint a person to fill the vacancy at the next meeting of Members. The person so appointed shall hold office for the remainder of the term of office of such person's immediate predecessor.

## **7.7 Special Rules for Office of Secretary**

7.7.1 If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the Members of the Executive Committee must ensure a Secretary is appointed or elected for the Association within 1 month after incorporation.

7.7.2 If a vacancy happens in the office of Secretary, the Members of the Executive Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.

## **7.8 Duties of President**

The duties of the President shall be:

- a) To chair all General, Executive Committee and Annual General Meetings;
- b) To provide an account of the Association's activities to the Annual General Meeting;
- c) In conjunction with the other Office Bearers, appoint an Executive Officer;
- d) To speak and act on behalf of the Association, its Members and the Committee and to liaise with other relevant bodies on behalf of the Association;
- e) To act as directed by the General Meeting;
- f) To perform such functions as are vested in the President in these Rules;
- g) To do all such things as are conducive or incidental to the above.

#### **7.9 Duties of Vice President**

The duties of the Vice President shall be:

- a) To perform such duties as may be assigned to them by the President;
- b) To perform the duties of the President when the President is unable or unwilling to act;
- c) To perform such functions as are vested in the Vice President in these Rules;
- d) To do all such things as are conducive or incidental to the above.

#### **7.10 Duties of Treasurer**

The duties of the Treasurer shall be:

- a) To provide a financial statement at each Association General Meeting and prepare accounts for submission to the Registrar of Associated Incorporations as required;
- b) Make financial documents available for inspection by Members;
- c) To perform such duties as may be assigned to them by the President.

#### **7.11 Duties of the Secretary**

The duties of the Secretary shall be:

- a) To perform such duties as may be assigned to them by the President;

## **7.12 Duties of Executive Officer**

The duties of the Executive Officer shall be:

- a) To manage the Association on a day to day basis and act on behalf of the Association's Members;
- b) Take all steps necessary and exercise all duties, powers and discretions to protect, promote, lobby and influence change for advancing the interests of the waste, recycling and secondary resource management contractors of Western Australia;
- c) Maintain an electronic register of Members of the Association;
- d) Keep minutes of all meetings of the Association;
- e) Deal with correspondence and other administrative matters in accord with the requirements from meetings;
- f) Collect and receive all monies due to the Association and make payments agreed to by the Executive Committee;
- g) Maintain bank accounts, and all other legal obligations of the Association.

## **7.13 Terms of Appointment**

Members can serve consecutive terms for all office bearer positions if each is accepted and voted on by the membership at each Annual General Meeting.

## **7.14 Fax and Email Resolutions**

- 7.14.1 If more than one half of all Executive Committee Members have signed a document containing a statement that they are in favour of a resolution the terms of which are set out in the document, a resolution in those terms shall be deemed to have been passed at the Committee Meeting held on the day and at the time at which the document was last signed by a Committee Member.
- 7.14.2 For the purposes of this clause, two or more documents containing statements in identical terms each of which is signed by one or more Committee Member shall together be deemed to constitute one document containing a statement in those terms signed by those Committee Members on the respective days on which they signed the separate documents.

# **8 FINANCIAL MANAGEMENT**

## **8.1 Income**

The funds of the Association shall be derived from joining fees, annual subscriptions from Members, sponsorships, supplementary levies, donations, grants and such other sources the Executive Committee determines from time to time.

## **8.2 Financial Year**

The Financial Year of the Association means the year ending on 30<sup>th</sup> June each year.

## **8.3 Membership Subscriptions**

8.3.1 All Members of the Association shall pay an annual subscription fee.

8.3.2 Members' subscriptions shall be administered by the Executive Committee and be set in relation to and applied towards meeting the administration and operating costs of the Association, and promoting the purposes of the Association.

8.3.3 The subscription fees of each membership category will be determined annually by the Executive Committee. The new annual subscription fees shall apply from 1 July and are paid in advance. In determining the following years subscription fees the Executive Committee shall as minimum apply the March Quarter - Consumer Price Index (CPI) of Western Australia to the current year's fees.

8.3.4 The Executive Committee may request from a Corporate Member proof of the Corporate Member's numbers of employees for the purpose of determining the membership category of the Member. Such proof shall be provided within 10 business days to the Executive Committee.

8.3.5 The annual subscription of fees shall be payable to the Association within thirty days of receipt of an invoice to the Member.

8.3.6 The Executive Committee may waiver or set fees as necessary for additional membership classes in accordance with clause 3.1.

## **8.4 Supplementary levy**

If in any year, it is found by the Executive Committee that the expenses of the Association for that year have been under-estimated, the Executive Committee with the prior approval of the Members in a General Meeting may call for payment from Members of a supplementary levy.

## **8.5 Budgets**

8.5.1 The Association shall be administered and expend money in accordance with the budget prepared by the Executive Officer and approved by the Executive Committee. The Committee shall establish appropriate procedures for budgeting and administering the Association's funds.

8.5.2 The Committee may, with the approval of the Members given at a General Meeting halt any expenditure notwithstanding the expenditure is authorised by the budget to avoid a deficit.

## **8.6 Accounts**

8.6.1 The Executive Committee shall ensure that proper accounts are maintained with full details of all receipts and expenditure to properly reflect the financial standing of the Association, and that a registered CPA or equivalent qualified financial organisation is engaged to oversee all accounting and other financial requirements of the Association.

8.6.2 The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following is prepared:

- (a) the income and expenditure for the financial year just ended;
- (b) the Association's assets and liabilities at the close of the year;
- (c) mortgages, charges and securities affecting the property of the Association at the close of the year,

and must present the statement, after audit, to the Members.

## **8.7 Audit**

8.7.1 All accounts of the Association shall be audited annually by a registered Auditor as appointed by the Executive Committee from time to time.

8.7.2 At the Annual General Meeting, the Treasurer shall submit to the Members a copy of the Profit and Loss Statement and the Balance Sheet and the Auditors Report.

## **8.8 Deposits**

All money received by the Association including, without limitation, subscriptions, donations, grants and non-subscription income, shall be paid forthwith into an account in the name of the Association with such bank or other financial institution as the Executive Committee may from time to time nominate.

## **8.9 Creditors**

All cheques and other financial instruments of any description to be made, drawn or endorsed for and on behalf of the Association shall be approved by any 2 of the following individuals.

- President
- Vice - President
- Secretary
- Treasurer
- Executive Officer

Payments of \$100 or more must be made by cheque or electronic funds transfer.

## **8.10 Application of Income and Property**

- 8.10.1 All income and property of the Association shall be applied solely in the promotion of the purposes of the Association.
- 8.10.2 No portion or part of the income or property of the Association may be paid or be transferred either directly or indirectly by way of dividend, bonus or by any other means whatsoever, to any person who is or has been a Member or to any number of such persons or to any other person claiming through any one or more of such persons.
- 8.10.3 Nothing in Clause 8.10.2 shall prevent the payment in good faith of remuneration to any Office Bearer, servant or Member in return for services actually rendered to the Association nor prevent the payment in good faith of interest at commercial rates on money borrowed from any Members nor prevent the payment of rental for premises let by any Member to the Association provided however that no employee or director of a Member that may be appointed to or hold any salaried office of the Association and further provided that no remuneration or other benefit in money or in moneys kind may be paid to any Member for service on or attendance at any Committee or General Meeting of the Association except for the reimbursement of reasonable out of pocket expenses with prior Committee approval.

## **9 RECORDS**

- 9.1 The Executive Officer shall keep custody of all minutes, documents and securities associated with the operation of the Association.
- 9.2 The Executive Officer shall permit a Member to inspect the records and accounts of the Association with the prior approval of the Executive Committee and in accordance with any guidelines issued by the Committee from time to time
- 9.3. The Executive Committee shall ensure that a register of Members of the Association is maintained. The register shall be available for inspection by Members at the address of the Executive Officer. An entry in the register shall, in the absence of evidence to the contrary, be evidence of membership.
- 9.4 The Executive Committee shall include in its records detail on whether a Member has paid all subscriptions and any other sums due to the Association.

## **10 BY-LAWS**

- 10.1 The General Meeting may, by Special Resolution, make By-Laws.
- 10.2 The Executive Officer shall give at least one month's notice of a proposal together with a copy of the proposed By-Law to all Members.

- 10.3 If a By-Law is inconsistent with these Rules the Rules shall, to the extent of inconsistency, prevail.

## **11 GENERAL**

### **11.1 Notices**

A notice may be served upon a Member personally, by post, facsimile or email to the address, facsimile number or email address shown in the register of Members. A notice served by post shall be deemed to have been served on the day two days after the date of posting and, in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter. Service of notice by fax or email shall be deemed to be received immediately if no error message is received by the sender.

### **11.2 Dissolution or Winding Up**

11.2.1 The Association may be wound up or dissolved in the manner provided in the Act.

11.2.2 If on the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever the same shall not be paid or distributed among the Members but shall be given or transferred to some other body or bodies having objects similar to the purposes of the Association and which shall prohibit the distribution of its or their income and property among its or their Members, such body or bodies to be determined by the Committee at or before the time of dissolution. If not so determined all property shall be held in trust by the Auditor until a suitable body is found, the suitability of such body to be at the absolute discretion of the Auditor.

### **11.3 Disputes and Mediation**

In the event of a dispute between either a Member and another Member; or a Member and the Association, the parties to the dispute must meet and discuss the matter in dispute. If possible the dispute must be resolved within 14 days after the dispute comes to the attention of all of the parties. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator must be chosen by agreement between the parties, and can be a Member of the Association but not a Member who is party to the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Association Incorporation Act (1981) or otherwise at law.

## 12 SPECIFIC POWERS OF THE EXECUTIVE

### 12.1 Example powers

The following powers are specific examples of the Executive Committee's powers in Rule 7.3.3 and should not be interpreted as limiting those powers:

- 12.1.1 Subject to the other provisions of these rules, the Act and Regulations to invest in such corporeal and incorporeal property, rights, currency, or other things as the Executive Committee decides
- 12.1.2 To purchase acquire, hold rent, lease, license , sell or otherwise dispose of investments , in any property, rights or privileges which the trustee is authorised by law to acquire or dispose of, on terms and conditions as the Executive Committee decides
- 12.1.3 To appoint and / or remove or suspend, the Association's auditor, or any accountants, custodians, managers, secretaries, clerks, agents and other servants or consultants, and may appoint any of them permanently, temporarily or for special services and may determine the scope and extent of their powers and duties on terms as to remuneration or salaries as the Executive Committee decides.
- 12.1.4 To institute, conduct, defend, compound, compromise or abandon any legal or other proceedings by or against the Association or its officers or otherwise, concerning the affairs of the Association and to also compound and allow time for payments or satisfaction of any debts due and of any claims or demands made by or against the Association.
- 12.1.5 To make and give receipts, releases and other discharges for money payable to the Association and for any claims and demands against the Association and to pay expenses as it considers properly relate to the Association, including any income tax liability which may attach to income of the Association or contributions made to it.
- 12.1.6 To open accounts and to retain on current or deposit account at any bank or financial institution, any monies as it considers proper and to make regulations for the operation of those accounts, including the signing and endorsement of cheques or electronic transfer of funds in connection them.
- 12.1.7 To borrow monies, incur liabilities, or pledge the assets of the Association as security, but only to the extent allowed or allowable in accordance with the Act and Regulations.
- 12.1.8 To determine who will be entitled to sign, on the Association's behalf, receipts, acceptances, endorsements, releases, contracts and documents.
- 12.1.9 To enter any negotiations and contracts, to rescind and vary all contracts, to execute any deeds, and to do all or any things in the name of and on behalf of the Association as it may consider expedient for or in relation to any of the matters referred to in these articles or otherwise for the Association.

## **12.2 Executive may Delegate**

Regardless of any other provision of these articles but subject to the Act and Regulations the Executive Committee Member Office Bearer may delegate any of its powers or discretions to one or more other persons, provided that the prior consent of the Executive Committee must be required to exercise that power of discretion.

## **13 OFFICE BEARER'S INDEMNITY**

### **13.1 Indemnity**

The Office Bearers have a right of indemnity out of the assets of the fund in respect of any expenses incurred or liabilities resulting from any activities carried out by those persons in the exercise or purported exercise of the powers, duties, responsibilities and discretions imposed or authorised by the trusts constituted by these Rules. Those persons will not be liable for any loss or damage arising from any:

- (a) act or omission in the exercise of any powers, duties, responsibilities, or discretions;
- (b) contract entered into or document executed in relation to the Association;
- (c) error in judgement;
- (d) neglect, default, intent to defraud, wilful misconduct, defalcation, or act or omission of and Executive Officer, manager, agent, professional advisor, banker, stockbroker, or any other person not bound or deemed to be bound by these articles; or (e) breach of duty or trust, or any neglect or otherwise.

### **13.2 Exception to Indemnity**

The indemnity contained in Rule 13.1 does not apply to any expense, damage or liability which arises from or because of:

- (1) A breach of trust if an Office Bearer:
  - a. Fails to act honestly in a matter concerning the Association, or
  - b. Intentionally or recklessly fails to exercise, in relation to a matter affecting the Association, the degree of care and diligence that the executive was required to exercise; or
- (2) A liability for a monetary penalty under a civil penalty provision.

## **14 SEAL**

The common seal of the Association (if so held) must be kept in the custody of the Executive Officer.

The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of two Members of the Executive Committee.