

RULES

Australian Council of Recycling Inc

(as amended 18 April 2012)

1. Name

The name of the association is **Australian Council of Recycling Inc.**

2. Definitions and Interpretation

2.1 Definitions

In these rules, unless the contrary intention appears:

"ACOR" means Australian Council of Recycling Inc

"Act" means the Associations Incorporation Act (1981) (Victoria) as amended.

"Annual General Meeting" means a meeting of members convened in accordance with Rule 6.1

"Association" means Australian Council of Recycling Inc.

"Certificate" means a certificate of membership issued in accordance with these Rules.

"Chief Executive Officer" means the person appointed to be the chief administrator of ACOR.

"Committee" means the committee of management of ACOR

"Committee Member" means a member of the Committee

"Company" means any corporation under the Corporations Law and any body corporate or other incorporated body whether government or non-government, for profit or not-for-profit.

"Corporate Member" means a member admitted as Platinum, Gold or Silver Corporate member and, where the member is a company, all companies related to that corporate member within the meaning of the Corporations Law.

"Executive" means the Office Bearers and the Chief Executive Officer for the time being of ACOR

"Financial Year" means the year ending on 31st December

"General Meeting" includes an Annual General Meeting

"Member" means a member of ACOR and includes Corporate Members and Associate Members

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

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

“President” means the President for the time being of ACOR.

“Public Officer” means the Public Officer elected to perform the functions of the Public Officer of ACOR in accordance with the Act.

“Recycling” means any one or combination of the following:

- a. the recovery of manufacturing by-products or end of life products and converting them for reuse or into recyclable materials,
- b. the taking of secondary materials and converting them into a primary-quality material to enable their use in making primary products and
- c. the making of such products from recycled materials,

“Recycling industry” includes all industry engaged in resource recovery and recycling

“Regulations” means regulations under the Act

“Resource recovery” means the preparation of secondary materials to agreed specifications in anticipation of their utilisation in a recycling process.

“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.

“Transition year” shall mean the 2010 financial year.

“Treasurer” means the treasurer for the time being of ACOR.

“Vice President” means the Vice President for the time being of ACOR.

2.2 Interpretation

Unless a contrary intention is apparent –

- a. the singular includes the plural and vice versa
- b. words importing any gender include each other gender
- c. “Writing” includes typewriting, printing, lithography, photograph and other modes of representing or reproducing words in visible form and “written” has a corresponding meaning.

3. Alteration of the Rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. Mission, Purpose and Powers

4.1 About ACOR

1. The Australian Council of Recycling (ACOR), established in 1983, is Australia's peak industry association representing companies, organisations and other bodies involved in resource recovery and recycling.
2. By these Rules and in accordance with the Act, ACOR is constituted and operates as a not-for-profit incorporated association to act in the interests of members of the Association.

4.2 ACOR's Mission

ACOR's mission is:

- a. to maximize resource efficiency and sustainable materials management across the Australian and global economies by advancing the resource recovery and recycling industry in Australia;
- b. to advocate on behalf of ACOR members and the recycling industry generally to influence government policy and decision making
- c. to provide the pre-eminent peak industry forum to access and exchange information, expertise and views relevant to the recycling industry.

4.3 Purpose of ACOR

The purposes of ACOR are:

- a. To encourage governments, industry and the community to take actions that promote resource recovery, recycling and optimise the profitable recovery and recycling of secondary materials.
- b. To facilitate the removal of barriers to economic and sustainable recycling and promote changes to legislation and government policies where such changes will benefit members
- c. To encourage uniformity of government policy nationally in relation to resource recovery and recycling and promote policies which are non-prescriptive in nature and equitable in outcomes in order to open up opportunities to

effectively reintroduce secondary materials for reuse.

- d. To maximise the opportunity of substituting recycled materials for virgin raw materials and closing the recycling loop through members producing a range of quality recycled raw materials, in accordance with locally and internationally recognised and developed materials specifications.

4.4 Powers of ACOR

The powers of ACOR shall include:

- a. To establish working parties of members with common or similar interests and provide resources in support of their objectives
- b. To manage issues common to members in relation to resource recovery and associated issues of environment, education and community relations and to provide an informed contribution to public debate.
- c. To obtain, collate and publicise relevant information relating to resource recovery
- d. To procure and manage financial and human resources.
- e. To develop policies and strategies in support of members and their activities in resource recovery.
- f. To support other associations and organisations with interests in whole or in part similar to those of ACOR
- g. To maintain linkages with equivalent national and international organisations.
- h. To initiate, carry out and promote research of whatever kind that is relevant to the secondary resource sector and in the interests of members.
- i. To do all such matters and things as are necessary or expedient to further the mission, purposes or powers of ACOR.

4.5 Powers generally

The purposes and powers specified in Clauses 4.3 and 4.4 shall, except where otherwise expressed, be independent main purposes and powers, and ACOR 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.

5. MEMBERSHIP

5.1 Classes of membership

ACOR shall have the following classes of membership:

- a. Platinum Corporate member
- b. Gold Corporate member

- c. Silver Corporate member
- d. Associate Member

5.2 Corporate Member

1. A company shall be eligible to be a corporate member if it meets the following criteria or such other criteria as a general meeting of ACOR may from time to time determine:
 - a. it has direct capital investment and operational infrastructure to support the its business in Australia, and
 - b. in the case of a Platinum Corporate Member, is a company in respect of which resource recovery or recycling is a core part of its business, and
 - c. in the case of any other Corporate member, has a demonstrated commitment to recycling either by conducting a substantial business in resource recovery or recycling, or by engaging, facilitating or supporting others to conduct such business or other business which contributes to closing the recycling loop for products and materials.
2. The Committee may require a Corporate Member to provide proof of its eligibility or continuing eligibility and may refuse to accept or renew a Corporate membership.
3. Each Corporate Member shall have the right to receive notices of and attend, speak at and to vote at general meetings and to exercise all other rights and privileges of the relevant category of membership.
4. The rights and privileges of each category of Corporate membership, other than the rights otherwise set out in these Rules, shall be determined by the Committee from time to time.

3. Associate Member

1. A company, industry association or other organisation shall be eligible to be an associate member if –
 - a. it is engaged in or interested in the activities of ACOR,
 - b. it meets such criteria as the Committee of ACOR may from time to time determine and
 - c. the Committee resolves to invite it to become a member.

2. The membership of an Associate Member shall be reviewed annually.
3. The Committee may require an Associate Member or prospective Associate Member to provide proof of its eligibility or continuing eligibility and may refuse to renew an Associate membership.
4. Associate Members may attend any General Meeting in an observer capacity however shall not be entitled to vote nor to serve as a Committee Member and shall have no other rights or privileges as such other than those which the Committee may from time to time determine.

5.4 Application for Membership

1. A company or person wishing to become a Member shall apply for membership to the Chief Executive Officer in writing.
2. The application for membership shall be in such form and contain such particulars as the Committee may determine and on a form issued by the Chief Executive Officer.
3. Prospective members may be invited to attend a Committee Meeting following receipt of an application for membership, in an observer capacity, and to present to the Committee an outline of the prospective member's activities and answer any questions which may be raised.
4. An applicant may, at any time, withdraw its application for membership.
5. The Committee shall consider and determine an application for Membership in accordance with these Rules and the criteria determined by the general meeting from time to time.
6. The Chief Executive Officer shall communicate to the applicant the outcome of the application as soon as practicable following the meeting.
7. The Chief Executive Officer shall, upon receipt of the relevant first year's subscription from an applicant approved for membership, enter the applicant's name in the register of members.

5.5 Nominees of Members

1. All Members that are not natural persons shall nominate a natural person authorised to be the nominated representative of that Member.
2. A Member may, by notice in writing to the Chief 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. The nominee of an Associate Member shall be the Member's chief executive officer or a board member or other senior officer of that organisation.

6. GENERAL MEETINGS

6.1 Annual General Meetings

1. An Annual General Meeting of the members shall be held each calendar year within three months after the 31 December at such place, date and time as the Committee determines.
2. The Chief 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 a 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.
3. A member desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive Officer. The Chief Executive Officer shall include all business of which he has had at least 30 days notice in writing prior to calling the next Annual General Meeting. The Chief Executive Officer may, at his absolute discretion, include business of which he has had less than 30 days notice.
4. The ordinary business of the Annual General meeting shall be:
 - a. to confirm the Minutes of the last preceding Annual General Meeting and, if required, of any general meeting held since that Annual General Meeting
 - b. to receive a report from the Chairman of the activities of ACOR. in the preceding year
 - c. to receive a financial report from the Treasurer of relevant financial activities of the last preceding financial year
 - d. to receive a report from the Chief Executive Officer on activities of ACOR in the preceding year
 - e. to consider budgets and set annual subscriptions for each category of membership
 - f. to elect Office Bearers of the Association and the ordinary members of the Committee
5. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
6. The quorum for the Annual General Meeting shall be 8 Corporate Members present personally or represented by a duly nominated representative or by proxy.
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 Chairman 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 (being not less than three) shall be a quorum.

6.2 Other General Meetings

1. The Committee may, whenever it thinks fit, but not less than once in any calendar year, convene a general meeting of the Association to discuss issues of interest to members.
2. Subject to 6.2 1), the Committee will determine the overall frequency of and location of general meetings based on issues. The Chief Executive Officer shall, at least 10 working days before the date fixed for holding such a general 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. Chief Executive Officer report
 - e. Reports of committees and working groups, etc.
 - f. Other business
3. A member desiring to bring any business before a general meeting may give notice of that business in writing to the Chief Executive Officer. The Chief 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 Chief 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 Chairman will decide whether to deal with it forthwith or defer it until a subsequent meeting
4. No item of business shall be transacted at a general meeting unless a quorum is present. Five Corporate Members present personally or represented by a duly authorised representative, its nominee or by proxy constitutes a quorum for these meetings.
5. Within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting shall be dissolved.

6.3 Chair

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 number to chair that particular meeting.

2. The Chairman shall allow reasonable discussion of agenda items.

6.4 Voting

1. Each Corporate Member is entitled to one vote. Unless these rules or the Act provides otherwise all questions arising at a meeting shall be decided by majority vote. In the event of an equality of votes on any question the Chairman may exercise a second or casting vote.
2. Questions arising at a meeting shall be determined on a show of hands or, if demanded by a Member, a poll taken in such a manner as the person presiding at the meeting may determine.
3. A declaration by the Chairman that a resolution has, on a show of hands or poll been carried, carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book 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.
4. A Member is not entitled to vote at any meeting, including any Annual General Meeting, unless all moneys due and payable by the Member to ACOR have been paid.

6.5 Proxy Voting

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

.....
 of
 being a Corporate Member hereby appoint
 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

3. The Chief Executive Officer or in his 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 days of the meeting.

6.6 Sub-Committees

1. The Committee may, by resolution, establish sub-committees. A resolution establishing a sub-committee shall specify:
 - a. The name of the sub-committee
 - b. The objectives, powers and duties of the sub-committee
 - c. The method of appointing a Chair and other members of the sub-committee.
2. Sub-committees shall be responsible for reporting to the Committee on key sectoral interests or other functions in support of the business of ACOR as directed by the Committee from time to time.
3. The objectives of a sectoral sub-committee shall be to further the objectives of ACOR, to represent the special interests of that sector and to advise the Committee on programs of interest and value to members of that sector.
4. A sub-committee shall be bound by the provisions of these Rules and any resolution of the Committee or a General Meeting.
5. Only employees or directors of corporate members shall be eligible to participate in sub-committees.
6. Sub-committees shall not make any submission or otherwise purport to represent the views or speak on behalf of ACOR without the prior approval of the Chief Executive Officer or the Committee.
7. Sub-committees may be funded from general revenue but may also raise a levy from the members of that Sub-committee or sector.

7. COMMITTEE of MANAGEMENT

1. **Committee of Management (“the Committee”)**
 1. The day-to-day affairs and business of ACOR shall be managed by the Committee which shall consist of nominated representatives of those Platinum Members who nominate at the Annual General Meeting to be members of the Committee and nominated representatives of such other member categories as permitted in this Clause 7.1.
 2. At least six Committee members shall be nominees of Platinum Corporate Members, however in the event of less than six Platinum Corporate Members nominating for positions on the Committee, such nominees shall be deemed to be elected and the remaining vacancies may be filled by other Corporate Members.
 3. Up to five Committee members shall be elected by and among the Gold and

Silver Corporate Members. In the event of less than five nominations being received for such positions, such nominees shall be deemed to be elected and the remaining vacancies may be filled by other Corporate Members, if nominated.

4. Where there are more nominations than remaining positions available under paragraphs 2) and 3) of this Clause, then the positions shall be filled by election by members at the Annual General Meeting.
5. The Committee, subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be reasonable and desirable for the proper management of the business and affairs of ACOR.
6. The Committee shall meet at least bi-monthly at such times and places as the Committee determines.
7. A Committee meeting may be convened by the President or by the Chief Executive Officer.
8. At least 48 hours written notice of each Committee meeting must be given to each Committee member and specify the general nature of the business to be conducted. No other business may be conducted at such meeting.
9. Any five members of the 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.
10. The President or, in his absence, the Vice President shall chair all Committee meetings. Members of the Committee shall use their best endeavours to conduct all business by consensus, however in the event that it is necessary, 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.
11. The Committee may delegate to the Executive such duties or responsibilities as the Committee may deem fit from time to time and for this purpose the Executive may meet whenever necessary at the request of the President and upon at least 48 hours notice by the Chief Executive Officer.

7.2 Meetings and Resolutions using Technology

1. A resolution of the Committee shall be deemed to be passed upon the required number of members signing a document containing a statement that they are in favour of the resolution the terms of which are set out in the document and causing such document to be delivered by fax or email to the Chief Executive

Officer.

2. If more than one half of all 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 or attached to 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.
3. For the purposes of 7.11.2, 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.
4. Where, for a Committee Meeting, the Committee Members are not all in attendance at one place and are holding a meeting using technology and each Committee Member can communicate with the other Committee Members:
 - a. the participating members are for the purpose of these Rules deemed to be assembled together at a Committee meeting and to be present at that meeting, and
 - b. all proceedings of the Committee meeting conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

7.3 Office Holders

1. The following office holders shall be elected by Members at the Annual General Meeting of ACOR :
 - a. President
 - b. Vice President
 - c. Treasurer; and
 - d. Public Officer
2. Except as provided below, all office holders shall be employees or directors of a Corporate Member and the Public Officer must also be domiciled in the State of incorporation (Victoria).
3. Each office holder shall, subject to these Rules, hold office until the next Annual General Meeting.
4. 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 Nomination of Office Holders

1. Nominations of candidates for election as office holders shall be called for not less than 4 weeks prior to the date set by the Committee for the Annual General Meeting and must be received by the Chief Executive Officer not less than 2 weeks prior to that date.
2. If no nominations for a position are received by that date, nominations for that position may be called for at the meeting.
3. If only one nomination for a specific office is made, the person nominated shall be deemed to be elected.
4. If the number of nominations for a specific office is greater than one, a ballot shall be held.
5. The ballot for the election of an office bearer shall be conducted in such manner as the Chairman of the meeting may direct.

7.5 Vacancy

1. An office holder ceases to hold office and a Committee Member ceases to be a Member of the Committee if that person:
 - 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 7.2)
 - 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 Chief Executive Officer
 - d. Is removed as an office holder by resolution at a general meeting. An office bearer who is the subject of such 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.
2. If for whatever reason the President, Vice President, Treasurer or Public Officer or other Committee Member position becomes vacant the Committee may appoint a person to fill the vacancy.. The person so appointed shall hold office for the residue of the term of office of the Committee Member whose vacancy is thereby filled.

7.6 Duties of President

The duties of the President shall be:

- a. To chair all Committee, General, Special and Annual General Meetings
- b. To provide an account of ACOR's activities to the Annual General Meeting
- c. In conjunction with the other office bearers, appoint a chief executive officer
- d. To speak and act on behalf of ACOR, its Members and the Committee and to liaise with other relevant bodies on behalf of ACOR.
- e. To act as directed by the Committee

- 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

7.7 Duties of Vice President

The duties of the Vice President shall be:

- a. To perform such duties as may be assigned to him 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.

7.8 Duties of Treasurer

The duties of the Treasurer shall be:

- a. To provide a financial statement at each ACOR meeting and prepare accounts for submission to the Registrar of Associated Incorporations;
- b. Make financial documents available for inspection by members.
- c. To perform such duties as may be assigned to him by the President

7.9 Duties of Public Officer

The duties of the Public Officer shall be:

- a. To perform such duties as may be assigned to him by the President
- b. To sign the Statement of Annual Return on behalf of ACOR

7.10 Duties of Chief Executive Officer

The duties of the Chief Executive Officer shall be:

- a. Maintain a Register of Members;
- b. Keep minutes of all meetings of ACOR
- c. Deal with correspondence in accord with the requirements from meetings.
- d. Collect and receive all monies due to ACOR. and make payments agreed to by Members at meetings
- e. Maintain bank accounts

7.11 Limitation of Term

- 1. Except as provided in these Rules, no Member shall serve more than three consecutive terms as Vice President and more than three consecutive terms as President.
- 2. The Annual General Meeting may, by Special Resolution, allow the President or Vice President to serve additional consecutive terms.

8. FINANCIAL MANAGEMENT

8.1 Income

The funds of the Association shall be derived from joining fees, annual subscriptions, supplementary levies, donations and such other sources as the Committee determines.

8.2 Financial Year

The financial year of ACOR shall be from 1st January to the 31st December of each year

8.3 Membership Subscriptions

1. All members of ACOR shall pay an annual subscription fee.
2. Members' subscriptions shall be administered by the Committee and be applied toward promoting the purposes of ACOR and toward meeting the administration and operating costs of ACOR.
3. The subscription payable by members of ACOR shall be fixed as follows:
 - a. The Committee shall determine the estimated cost of the conduct of ACOR activities, administration and operations and shall structure subscription levels in order to at least meet the estimated expenditure and any ongoing or anticipated future costs or expenses of the Association
 - b. The Committee shall determine the level of subscriptions for Members and the date on which payment of the subscription (or an instalment thereof) is due and may determine different levels for different classes of membership and for different categories (as determined by the Committee) of Members within a class of membership.
 - c. The proposed subscriptions shall be submitted to the next Annual General Meeting of ACOR for approval and subject to approval shall be the subscriptions for Members for that year.
 - d. The Chief Executive Officer shall cause an annual membership renewal application to be sent to each member prior to the 31st of December each year notifying the member of the annual subscription for the following financial year.
 - e. If the Annual General Meeting of ACOR does not approve the proposed subscriptions, a level of subscriptions may be determined by resolutions passed at the Annual General Meeting, and any subscriptions paid in excess of the revised subscriptions shall be refunded.
4. The annual subscription shall be due and payable on or before the day of the Annual General Meeting each year, unless varied by resolution of the Annual

General Meeting in which case the annual subscription shall be due and payable within 30 days of the Annual General Meeting.

8.4 Setting fees

The Committee may in its discretion:

- a. Introduce a joining fee in such amount as the Committee considers appropriate and increase or reduce such fee; and
- b. Set different levels of fees for different classes of members and different categories of members within a particular class of membership.

8.5 Supplementary levy

If in any year it is determined by the Committee that the expenses of ACOR for that year have been under-estimated or that ACOR should undertake a project or other activities requiring additional funding, the Committee with the prior approval of the members in general meeting may call for payment from members of a supplementary levy.

8.6 Budgets

1. ACOR shall be administered and expend money in accordance with the budget set by the Committee. The Committee shall establish appropriate procedures for budgeting and administering ACOR's funds
2. The Committee may, halt any expenditure to avoid a deficit notwithstanding the expenditure is authorised by the budget.

8.7 Accounts

The Committee shall ensure that proper accounts are maintained with full details of all receipts and expenditure to properly reflect the financial position of ACOR.

8.8 Audit

1. All accounts of ACOR shall be audited annually by a registered Auditor as appointed by the Committee from time to time.
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 .

8.9 Deposits

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

8.10 Cheques

1. All cheques and other financial instruments of any description to be made, drawn or endorsed for and on behalf of ACOR shall be signed by at least two office bearers nominated by the Committee to sign such documents for and on behalf of ACOR.
2. A cheque covering payment to a Member for services provided shall not be signed by an office bearer who is an employee or director of that Member.

8.11 Application of Income and Property

1. All income and property of ACOR shall be applied solely in the promotion of the purposes of ACOR.
2. No portion or part of the income or property of ACOR may be paid or 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.
3. Nothing in Clause 8.11.2 shall prevent the payment in good faith of remuneration to any Officer, servant or Member in return for services actually rendered to ACOR 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 ACOR provided however that no employee or director of a Member may be appointed to or hold any salaried office of ACOR 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 ACOR except for the reimbursement of reasonable out of pocket expenses with prior Committee approval .

9. RECORDS

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

10. MEMBERSHIP CERTIFICATE

1. ACOR may issue a Certificate to Membership to any Member evidencing their membership of ACOR.
2. The Certificate shall remain the property of ACOR. The Committee may at any time call for and compel the production or delivery to it of the Certificate.
3. A person or company that ceases to be a Member shall if required to do so by the Committee return the Certificate to ACOR.

11. TERMINATION OF MEMBERSHIP

11.1 Termination

Unless the 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 his property for the benefit of his creditors or takes or attempts to take the benefit of any statutory provision regarding bankruptcy or liquidation ("Event of Insolvency").
- b. becomes a lunatic or of unsound mind.
- c. dies or, in the case of a company, is dissolved.

11.2 Reinstatement

Where a membership is terminated pursuant to Clause 11.1.(a) the 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.

11.3 Liability

The termination of membership in accordance with this Clause 11.1 does not release the person or Company from the liability to pay the joining fee, subscriptions and any other money owing by him or it to ACOR at the date of termination.

11.4 Termination for Cause

Subject to these Rules, a Member may have its Membership terminated or suspended by special resolution of a General Meeting of members if found to have:

- a. failed to observe these Rules, By-Laws of ACOR
- b. been guilty of conduct unbecoming a Member or prejudicial to the interests of ACOR or diminishes the reputation of ACOR
- c. not paid the fees and levies in accordance with these Rules

11.5 Procedure for Termination

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 members entitled to vote on the motion and the Chief 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 levied against him 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's nominated representative shall be entitled to address the meeting before the issue is decided. The Member may be represented by a qualified legal practitioner.
- d. The Member may not be present at the debate nor vote on the motion.

11.6 Notice of Termination

- 1. Where the membership is terminated or suspended the Chief Executive Officer shall advise the Member of the resolution by notice in writing.
- 2. The decision of the meeting as to the termination or suspension shall be recorded in the minutes of the meeting

11.7 Forfeiture of Membership

1. The Committee may cause any Member who has not paid his subscription within one month of it becoming due or within such extended period as the 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 ACOR and shall forfeit all rights to membership of ACOR
2. The Chief Executive officer shall record in the Register of Members the date on which membership was forfeited and reinstated.
3. On payment of all arrears the Committee may in its discretion reinstate a Member whose membership has been forfeited upon such terms and conditions as the Committee thinks fit.

11.8 Resignation of Membership

1. A Member may resign membership of ACOR by giving one months notice in writing of its intention to the Chief Executive Officer sent or delivered to the principal office of ACOR.
2. The Chief Executive Officer shall enter in the Register of Members the date on which the member who gave notice ceased to be a Member.
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 him to ACOR at the date of resignation.

11.9 Refund

No fees, subscriptions or levies shall be refunded to any person or Company on the termination, forfeiture or resignation of membership.

11.10 Litigation

A Member the subject of a motion to terminate or suspend his membership shall not commence nor prosecute any legal action against any person making the allegations nor against any officer or servant of ACOR 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.

11.11 Subscription fees

A person or company who has had his membership terminated or suspended shall,

notwithstanding he has ceased to be a Member of ACOR, or had his membership suspended continue to be liable to pay the joining fee, subscription and any other money owing by him to ACOR at the date of termination or suspension of his membership.

12. BY-LAWS

12.1 Making of By-Laws

1. The Committee may, make By-Laws for the effective conduct of the business of ACOR from time to time.
2. The Chief 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.

12.2 Inconsistency

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

13. GENERAL

13.1 Notices

1. 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.
2. 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.
3. Service of notice by fax or email shall be deemed to be received immediately if no error message is received by the sender.

13.2 Indemnity

Every Member and officer shall be indemnified out of the property of ACOR against any liability incurred by him in good faith in his capacity as an officer or agent of ACOR.

13.3 Dissolution or Winding Up

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

2. If on the winding up or dissolution of ACOR 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 ACOR 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 such time as a suitable body is found, the suitability of such body to be at the absolute discretion of the Auditor.

13.4 Disputes and Mediation

1. 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.
2. 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.
3. 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.
4. 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.

13.5 Seal

1. The common seal of the Association must be kept in the custody of the Chief Executive Officer.
2. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

13.6 Transitional

1. These Rules supersede the rules in force immediately before the adoption of these Rules.
2. Everything done under any previous Rules of the Association continue to have the same operation and effect after the adoption of these Rules as if properly done under these Rules, and in particular:
 - a. every Office Holder in office immediately before the adoption of these Rules is taken to have been appointed and continues in office under these Rules, and

- b. any seal adopted by the Association before the adoption of these Rules is taken to be a seal properly adopted under these Rules.