

[149N: Incorporates alterations of 29/01/2015 in matter R2014/325]

I CERTIFY under section 161 of the Fair Work  
(Registered Organisations) Act 2009 that the pages  
herein numbered 1 to 35 both inclusive contain a true  
and correct copy of the registered rules of the Waste  
Contractors & Recyclers Association of NSW.

DELEGATE OF THE GENERAL MANAGER  
FAIR WORK COMMISSION

[IMPORTANT: Enquiries about these rules or other rules relating to this organisation which are currently in force may be directed to any office of the Fair Work Commission.]

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## 4 - OBJECTS

### Rules of the Waste Contractors & Recyclers Association of NSW

#### 1 - NAME OF ASSOCIATION

The Association will be known as the Waste Contractors and Recyclers Association of N.S.W. hereinafter referred to in these rules as the Association.

#### 2 - OFFICE

The Registered Office of the Association will be First Floor, 31 Hallstrom Place, Wetherill Park, New South Wales (the Registered Office).

The postal address for the Association will be P.O Box 6643, Wetherill Park BC, New South Wales, 2164.

#### 3 - INDUSTRY

The Association is registered in and in connection with the industry of waste and environmental resource management and without limiting the generality of the foregoing includes:

- (a) the collection and/or sorting of waste and/or recyclable material;
- (b) the collection and/or sorting of waste and/or recyclable material for the recovery of resources suitable for the reprocessing and disposal of waste;
- (c) the collection, recycling and/or sorting of environmental, liquid, chemical, industrial, hazardous and other similar waste and materials;
- (d) the management and operation of materials recovery and similar facilities and sites;
- (e) the recovery and composting of green waste;
- (f) the management and operation of transfer stations, processing plants, landfill sites and all other facilities of whatever kind for the disposal of waste and/or recyclable and the recovery of reusable resources for any such operations; and
- (g) all other activities incidental to the conduct of the waste and recycling industry.

#### 4 - OBJECTS

The Association will act as an Industrial Organisation of employers and represent the industrial, commercial, organisational and other interests of its members in relation to and in connection with the Industry (as defined in rule 3). Without limiting the foregoing, the objects of the Association will include:

- (a) to protect, promote and advance the interests of the Industry in New South Wales and the Australian Capital Territory;

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## 5 - INTERPRETATION

- (b) to promote and maintain good relations between the members and their employees and between the members and local government authorities, governments, firms, sole traders and the public;
- (c) to represent the industrial and commercial interests of members and the Industry;
- (d) to promote and encourage any technical or other form of education for the training and development of efficient employees of members, to establish and maintain educational institutions, to promote and organise lectures, addresses, demonstrations, exhibitions and other activities designed to improve and extend the knowledge of members and employees of members and to increase their efficiency;
- (e) to enter into any affiliation or alliance with, or to promote or assist in the promotion of any other association, company, firm or organisation, having objects similar to or calculated to benefit generally the members of this Association and to acquire shares and interests in or lend money upon debentures or otherwise to any such association, company, firm or organisation;
- (f) to do all other lawful things as resolved by the Executive to be in the interests of a member, members or the Industry;
- (g) to do all such lawful things as may appear to be incidental or conducive to the above objects or any of them; and
- (h) to adopt any additional objects from time to time as determined by the Executive.

## 5 - INTERPRETATION

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

"Association" means Waste Contractors and Recyclers Association of N.S.W.

"Associate Members" means persons, partnerships, corporations or other bodies who are suppliers of services to members or who have a close connection with the Industry, and who are Financial Members.

"Board" means a group of persons who supervise, govern or otherwise have oversight of a corporation, organisation, association or other like body including a Board of Directors.

"Closed Meeting" means a meeting of the Executive at which only members of the Executive are able to attend.

"Declared person or body" A person is a declared person or body if:

- (i) an officer of the Association has disclosed a material personal interest under sub-rule 43C(a); and
- (ii) the interest relates to, or is in, the person or body; and
- (iii) the officer has not notified the Association that the officer no longer has the interest.

"Disclosure period" means the financial year unless a shorter period is specified.

"Executive" means the Executive of the Association as provided for under these rules.

"Executive Director or Executive Officer" means a person appointed as such under these rules by the Executive by whatever title.

"Financial duties" includes duties that relate to the financial management of the Association.

"Financial member" means a member who has duly paid its subscriptions or any levy due to the Association or in the alternative is no more than three (3) months in arrears for any subscription or no more than one (1) month in arrears with the payment of any levy due.

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

"Ordinary Members" means persons, partnerships, corporations or other bodies engaged in the Industry or employing persons in the Industry, and who are Financial Members.

"General Manager" means the General Manager of Fair Work Commission.

"General Meeting" includes the Annual General Meeting, the Half Yearly Meeting and an Extraordinary General Meeting but does not include any other meeting.

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

"Month" means a calendar month.

"Non-cash benefit" means property or services in any form other than money, but does not include a computer, mobile phone or other electronic device that is used only or mainly for work purposes.

"Office" has the same meaning as defined by section 9 of the *Fair Work (Registered Organisations) Act 2009*.

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

"Officer" has the same meaning as defined by section 6 of the *Fair Work (Registered Organisations) Act 2009*.

"Peak council" has the same meaning as defined by section 12 of the *Fair Work Act 2009*.

"Related party" has the same meaning as defined by section 9B of the *Fair Work (Registered Organisations) Act 2009*.

"Relative" in relation to a person, means:

- (i) parent, step parent, child, stepchild, grandparent, grandchild, brother or sister of the person;  
or
- (ii) the spouse of the first mentioned person.

"Relevant legislation" shall mean Federal, State and Territory legislation relating to the registration and governance of industrial organisations of employers as applicable to the Association from time

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## 6 - MEMBERSHIP

to time.)

“Relevant non-cash benefits” in relation to an officer of the Association for a disclosure period means the non-cash benefits provided to the officer, at any time during the disclosure period, in connection with the performance of the officer’s duties as an officer, by the Association or by a related party of the Association.

“Relevant remuneration” in relation to an officer of the Association for a disclosure period is the sum of the following:

- (i) any remuneration disclosed to the Association by the officer under sub-rule 43B(a) during the disclosure period; and
- (ii) any remuneration paid during the disclosure period, to the officer of the Association.

“Remuneration” (i) includes pay, wages, salary, fees, allowances, leave, benefits or other entitlements; but  
(ii) does not include a non-cash benefit; and  
(iii) does not include the reimbursement or payment of reasonable expenses for the costs incurred in the course of the officer carrying out his or her duties.

"Revenue Earning Vehicles" means the vehicles/trucks used to transport waste and/or recyclables under commercial arrangements. These vehicles/trucks can be either company owned or owner/driver vehicles.

"Secretary" means the Secretary of the Association, and includes any other person, from time to time acting as the Secretary by authority of the Executive.

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

"Treasurer" means the Treasurer of the Association, and includes any other person, from time to time acting as the Treasurer by authority of the Executive.

"Un-financial member" means a member who is in arrears of more than three (3) months for subscriptions or more than one (1) month for any levy due to the Association.

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

"Industry" has the same meaning as that provided in rule 3 Industry.

Words importing the masculine gender include the feminine gender.

Words importing persons include an individual, firm, partnership, association, corporation, sole trader, and statutory authority. A firm shall be deemed to consist of the persons who are its members for the time being.

## 6 - MEMBERSHIP

### 6.1 - RIGHTS OF MEMBERSHIP

- (a) Ordinary Members will, subject to compliance with these rules be entitled to exercise all the rights of membership including the right to attend and vote at General Meetings and the right



to nominate for and hold office in the Association.

- (b) A Life Member will have the right to attend and speak at all meetings of the Association but unless the life member is also the nominated representative of an Ordinary Member the life member is not eligible to stand for office in the Association or vote at any meeting of the Association.
- (c) An Associate Member will have the right to attend General Meetings but will not have the right to stand for an office in the Association nor the right to speak or vote at any meeting or in an election to any office of the Association.

### **6.2 - APPLICATION FOR MEMBERSHIP**

- (a) Each applicant for Ordinary and Associate Membership must complete and sign:
  - (i) an application in such form as specified by the Executive from time to time agreeing to abide by the rules of the Association; and
  - (ii) the Code of Ethics in the form as set out in Schedule 1.
- (b) The Association must inform applicants for membership, in writing of:
  - (i) the financial obligations arising from membership; and
  - (ii) the circumstances and the manner in which such member may resign from the Association.
- (c) Where a member's business or part of that business is assigned or transferred to a person who is not a member, or such person succeeds to the business or part of that business, the member must prior to such assignment, transfer or succession, notify the Association.
- (d) A right, privilege or obligation which a person has by reason of being a member of the Association:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon cessation of the person's membership.

### **6.3 - REGISTER OF MEMBERS**

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

### **6.4 - MEMBERSHIP QUALIFICATIONS**

The Association shall consist of persons, partnerships, corporations or other bodies as defined in Rule 5 who:

- (a) are employers engaged in New South Wales in the industry of waste and environmental resource management, and

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## 7 - CESSATION OF MEMBERSHIP

- (b) are members of the Association PROVIDED THAT the Association shall be eligible to represent Members only within the State of New South Wales.

### 7 - CESSATION OF MEMBERSHIP

#### 7.1 - RESIGNATION

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

#### 7.2 - CESSATION OF MEMBERSHIP - UNFINANCIAL MEMBERS

Any member who has become an unfinancial member as defined will be liable to have their membership of the Association cancelled by the Executive at the expiration of one month after the member has been served with a notification by the Association to pay the arrears unless the said arrears are paid in full in accordance with the notice.

#### 7.3 - AUTOMATIC CESSATION OF MEMBERSHIP

The membership of any member will terminate automatically:

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

#### 7.4 - CESSATION OF INTEREST IN FUNDS ETC.

Any member who resigns from membership, or whose membership otherwise ceases pursuant to these rules, will cease to have any claim or interest of any nature whatsoever to or in any of the

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## 9 - ANNUAL SUBSCRIPTIONS AND LEVIES

funds or assets of the Association, or against any member of the Executive or officer of the Association unless the claim or interest arose before the member had withdrawn from membership.

## 8 - NOMINATED REPRESENTATIVE

### 8.1 - APPOINTMENT AND FUNCTIONS OF NOMINATED REPRESENTATIVE

- (a) Each Ordinary Member must appoint in such manner as may be prescribed from time to time by the Executive, a director, partner or responsible officer to represent such member in all matters in connection with an incidental to the business of the Association involving the presence in person of an individual or requiring the exercise of a vote under these rules or otherwise.
- (b) An appointment made under (a) may be revoked from time to time by notice to the Executive Director and the Ordinary Member may appoint another similarly qualified person as the Nominated Representative in such manner as prescribed by the Executive from time to time.
- (c) A person appointed under (a) or (b) shall be known and is hereinafter referred to as the "Nominated Representative".

### 8.2 - PROXY ATTENDANCE

- (a) A Nominated Representative who is unable to attend a General Meeting of the Association may nominate another responsible person who holds an office or is employed or engaged by the same Ordinary Member to attend in his or her stead and that person will be entitled to exercise all the rights of the Nominated Representative.
- (b) The Nominated Representative must advise the Executive Director of the substitute nomination.
- (c) Attendance by a proxy of the Nominated Representative will not, for the purposes of the Association's records, be counted as personal attendance by the Nominated Representative.

### 8.3 - MEMBER'S REPRESENTATIVE BINDING ON MEMBER

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

## 9 - ANNUAL SUBSCRIPTIONS AND LEVIES

### 9.1 - SUBSCRIPTION BY ORDINARY MEMBERS

- (a) Every Ordinary Member will pay an annual subscription in accordance with subclause 9.1(b).

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## 9 - ANNUAL SUBSCRIPTIONS AND LEVIES

- (b) The annual subscription of each Ordinary Member will be determined by the Executive and will be in direct proportion to the number of:
  - (i) Revenue Earning Vehicles; or
  - (ii) employees engaged by the Ordinary Member.
- (c) There will be 3 categories of Ordinary Membership as follows:
  - (i) Category C: consisting of Ordinary Members with:
    - (A) greater than 1 and up to 6 Revenue Earning Vehicles; or
    - (B) no or up to 24 employees;
  - (ii) Category B: consisting of Ordinary Members with:
    - (A) greater than 6 and up to 40 Revenue Earning Vehicles; or
    - (B) greater than 24 and up to 160 employees; and
  - (iii) Category A: consisting of Ordinary Members with:
    - (A) over 40 Revenue Earning Vehicles; or
    - (B) greater than 160 employees.
- (d) The Executive may from time to time require each member to furnish particulars in such form as the Executive may determine of the number of Revenue Earning Vehicles together with the number of employees of such member and of such other matters as may in the opinion of the Executive be necessary to enable it properly to carry out its functions under these rules, and each member will be bound to furnish such information accordingly.

### **9.2 - SUBSCRIPTION BY ASSOCIATE MEMBERS**

The annual subscription of each Associate Member will be determined by the Executive, in accordance with clause 9.3.

### **9.3 - SETTING AND INCREASE OF SUBSCRIPTIONS**

- (a) The Executive will at a meeting held after 1 March and before 1 June in each year determine the subscriptions that are to be paid for the upcoming Financial Year for both Ordinary Members and Associate Members and will advise those members of such subscriptions and fees for that upcoming Financial Year no later than 30 June.
- (b) The annual subscription for both Ordinary Members and Associate Members shall not exceed \$25,000.

### **9.4 - FEE FOR SERVICES**

In addition to subscriptions and levies, the Executive reserves the right from time to time to authorise members to be charged fees for certain services on terms considered reasonable by the

Executive.

### **9.5 - LEVIES TO MEET EXPENSES OR FOR SPECIAL PURPOSES**

- (a) The Executive of the Association may recommend to the Annual General Meeting or the Half Yearly Meeting, or at an Extraordinary General Meeting, that the Association impose a levy on members to:
- (i) meet the expenses of the Association; or
  - (ii) to meet a special project; or
  - (iii) to institute or defend litigation,
- consistent with the objects of the Association, the amount of which will be borne by such members in proportion to the amount of the annual fees paid or payable by each member.
- (b) Should the amount collected under this sub-rule exceed the actual cost to the Association the surplus will be invested in a special purpose account to be used for future expenses, projects and litigation approved by the membership at a general meeting.
- (c) Nothing in this rule will authorise the Association to impose a levy for political objects and no donation or other payment for political objects is to be made out of amounts levied by the Association.

### **9.6 - PAYMENT OF SUBSCRIPTIONS**

- (a) All annual subscriptions will become due and payable in advance on the first day of July in each year, on which day the Financial Year of the Association will commence. The subscription payable by a member who is admitted to membership after the commencement after a Financial Year will, unless the Executive otherwise determines, be that sum which bears the same proportion to the full annual subscription payable as the unexpired portion of the then current Financial Year bears to a complete year.
- (b) If and during any Financial Year the subscriptions payable by members are increased then, within twenty-eight (28) days from the date upon which such increase is notified to existing members, they will pay the balance of their subscription for the current financial year. The balance of the subscription payable by each member will be the full amount of such increased annual subscription payable less any amount already paid in respect of subscriptions for the said Financial Year.
- (c) If within three (3) months from the date upon which any payment or payments are due by any member in accordance with the provisions of this rule such payment or payments will not have been made, the Executive may resolve that the name of such member be removed from the register of members and proceedings be commenced for the recovery of any sums that may be payable at law.
- (d) Any member failing to pay any levy within one month after notification thereof has been posted, or being in arrears three months with the payment of its subscription, will be disqualified from voting at any meeting of the Association and from taking part in any proceedings thereof and will be liable to pay a penalty of 10 per cent of the amount of the

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## 11 - GENERAL MEETINGS

levy and subscription.

- (e) Any subscription levy or other moneys due by a member to the Association may, after the lapse of three months from the date when such moneys became due, be recovered at law in proceedings instituted in the name of the Association.

### 9.7 - LIABILITIES OF MEMBERS

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

## 10 - FINANCIAL AND OTHER PENALTIES FOR RULE BREACHES

- (a) If in the opinion of the Executive any member has contravened the rules of the Association, the Code of Ethics (in Schedule 1) or is guilty of any act contrary to the interests of the Association but that the offence is not sufficiently serious to warrant the expulsion of the member from the Association, the Executive, after having heard the member, may impose upon that member a fine not exceeding an amount equal to one year's subscription payable by that member.
- (b) If in the opinion of the Executive any member has contravened the rules of the Association, the Code of Ethics (in Schedule 1) or is guilty of any act contrary to the interests of the Association and the offence is sufficiently serious to warrant the expulsion of the member from the Association, the Executive, after having heard the member, may expel that member from the Association.
- (c) A member who is un-financial and therefore disqualified from taking part in the affairs of the Association will be liable to pay a penalty of 10% additional to the amount that is in arrears with the payment of the subscription and/or levy.
- (d) Any subscription or levy or other moneys due to the Association may after the lapse of three months from the date when such monies became due may be recovered at law in proceedings instituted in the name of the Association.

## 11 - GENERAL MEETINGS

### 11.1 - THE ANNUAL GENERAL MEETING

A General Meeting of the Association will be held in every calendar year between 31 August and 24 December at such time and place as may be determined by the Executive. This meeting will be known as the Annual General Meeting.

### 11.2 - THE HALF YEARLY MEETING

There will be a general meeting of the Association that will be known as the Half Yearly Meeting that will be held in every calendar year between 1 March and 1 June.

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## 14 - PROCEDURE AT GENERAL MEETINGS

### 11.3 - Extraordinary General Meetings

All other meetings of the Association will be called Extraordinary General Meetings.

## 12 - NOTICE TO BE GIVEN CONVENING MEETINGS

- (a) Meetings of the Association must be called by notice in writing specifying the place day and hour of meeting and in case of special business the general nature of such business.
- (b) Notice must be sent by post, facsimile or email or a combination of all or any of those modes of communications, or otherwise served as hereinafter provided.
- (c) Not less than fourteen days' notice will be given of an ordinary General Meeting and not less than seven days' notice of an Extraordinary General Meeting except that in a case of special urgency the President, or in his absence the Executive Director, may authorise a shorter notice, not being less than two days, excluding Saturdays, Sundays and Public holidays.
- (d) The accidental omission to give any notice to any of the members in accordance with these rules will not invalidate a resolution at any meeting or any of its proceedings.

## 13 - EXTRAORDINARY GENERAL MEETINGS

### 13.1 - CONVENING EXTRAORDINARY GENERAL MEETINGS

Extraordinary General Meetings may be convened by:

- (a) the Executive;
- (b) the President in cases of urgency; or
- (c) requisition of twelve (12) or more members.

### 13.2 - SPECIAL PROVISIONS RELATING TO REQUISITIONED MEETING

- (a) The Executive must on the requisition of not less than twelve members forthwith proceed to convene an Extraordinary General Meeting of the Association provided that the requisition:
  - (i) must state the object of the meeting; and
  - (ii) must be signed by the requisitionists; and
  - (iii) must be deposited with the Secretary or the Executive Director at the Registered Office; and
  - (iv) may consist of several documents in like form each signed by one or more requisitionists.
- (b) If the Executive does not proceed to convene a meeting upon such a request the requisitionists or a majority of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of the request.

## **14 - PROCEDURE AT GENERAL MEETINGS**

### **14.1 - ANNUAL GENERAL MEETING**

The business of the Annual General Meeting will be:

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

### **14.2 - HALF YEARLY MEETING**

The business of the Half Yearly Meeting will be:

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



### **14.3 - EXTRAORDINARY GENERAL MEETING**

The business of an Extraordinary General Meeting will be:

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

### **15 - QUORUM**

- (a) Twenty percent of Ordinary Members must be present in person or by their Nominated Representative (or by a person nominated by the Nominated Representative under rule 8) or by proxy to provide a quorum for a General Meeting, the Annual General Meeting, the Half Yearly Meeting or an Extraordinary General Meeting.
- (b) No business will be transacted at any General Meeting, Annual General Meeting or Extraordinary General Meeting unless the requisite quorum in (a) above is present at the commencement of the business of that meeting.
- (c) If within thirty minutes from the time appointed for the meeting a quorum of twenty percent is not present the meeting, if convened upon a requisition in accordance with sub-rule 13 will be dissolved but in any other case the meeting will stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present those members who are present by way of their Nominated Representative or proxy will be a quorum and may transact the business for which the meeting was called.

### **16 - PRESIDING AT MEETINGS**

- (a) The President will be entitled to take the chair at every Annual General Meeting, Half Yearly Meeting and Extraordinary General Meeting.
- (b) In the absence of the President, the Vice-President or the Treasurer in order of seniority in attendance at the meeting will chair the relevant meeting.
- (c) If at any meeting neither the President nor the Vice-President nor the Treasurer is present within fifteen minutes after the time appointed for holding such meeting the members present will elect one of their number to be Chairperson. Until a Chairperson is elected the Executive Director will conduct the meeting but the appointed Chairperson must conduct the meeting once the meeting turns to the business on the agenda.

### **17 - ADJOURNMENT OF MEETINGS**

The Chairperson of a General Meeting, Annual General Meeting or Extraordinary General Meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **18 - VOTING AT MEETINGS**

- (a) Every question submitted to a meeting must be decided in the first instance by a show of hands. In the case of an equality of votes the Chairperson will, on a show of hands and at any poll have a casting vote in addition to the vote to which he or she is entitled as a member.
- (b) At any Meeting, unless a poll is demanded by at least one third members entitled to vote at the meeting, a declaration by the Chairperson that a resolution has been carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of proceedings of the Association will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (c) If a poll is demanded by at least one third of the members entitled to vote at the meeting, such poll it will be taken at the meeting as the Chairperson of the meeting directs and the result of the poll will be deemed to be the resolution of the meeting. The demand for a poll may be withdrawn at any time before the poll is taken.
- (d) Any poll duly demanded to elect a Chairperson of a meeting or to adjourn a meeting will be taken immediately.
- (e) Each member of the Association will have one vote.
- (f) Each individual member, each director of a member or any responsible officer of a member, will be entitled to attend all meetings of the Association and to take part in all discussions which take place, but the only person entitled to vote at any such meeting will be the person appointed by each Ordinary Member as the Nominated Representative under rule 8 of these rules.
- (g) Voting by proxy will be permitted at any meeting of the Association subject to the following conditions:
  - (i) each instrument of proxy must be in or to the effect of the form set out in the Schedule 2 hereto and must be signed by the Nominated Representative stating the name of the person to act in his or her stead provided that the Executive Director, or a servant or contractor to the Association or an employee of that contractor must not be nominated as a Nominated Representative's proxy; and
  - (ii) such proxy must be in the hands of the Executive Director not later than the commencement of the meeting.

### **19 - BINDING EFFECT OF RESOLUTIONS**

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

### **20 - RESOLUTIONS TO BE PUBLISHED**

All resolutions passed at a meeting of the Association must be circulated or otherwise communicated to members following the meeting.

## 21 - THE EXECUTIVE

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

### 21.1 - CONSTITUTION OF THE EXECUTIVE

- (a) The Executive of the Association will consist of twelve members elected in accordance with these rules who will comprise the officers of the Association.
- (b) The Executive, will elect from among their number a President, a Vice-President, a Treasurer, and a Secretary.

### 21.2 - ELECTION OF THE EXECUTIVE

- (a) The Executive will be elected in such a way as to ensure, as far as practicable, balanced representation of each category of member, providing there are sufficient duly nominated candidates in each category of member to fill the Executive position in accordance with the table below.

Category	Number of executive positions
A	6
B	4
C	2

- (aa) In the event that there are no duly nominated candidates for the Executive from one or more category of member, or where the number of duly nominated candidates are insufficient to fill the relevant number of Executive positions provided for rule 21.2(a), the remaining vacant positions on the Executive may be elected from duly nominated candidates irrespective of which category the nominees belong.

Note 1 Example - If there are 8 duly nominated candidates for Category A, 6 duly nominated candidates for Category B and no duly nominated candidates for Category C, the vacant Executive positions for Category C may be filled from the unsuccessful duly nominated candidates for Category A and B

Note 2 Example - If there are 5 duly nominated candidates for Category A, 7 duly nominated candidates for Category B and 1 Duly nominated candidate for Category C, the Executive position for Category A and C may be filled from the unsuccessful duly nominated candidates for Category B.

- (b) Every member of the Association will be entitled to vote for candidates standing from every category.
- (c) The table in (a) above will be reviewed at the Half Yearly Meeting in any year in which an election for a new Executive is to be held to ensure that the table reflects a proper balance.
- (d) A person who has been elected to an office nominated in this rule will hold office until the

expiration of the term for which the person was elected unless the person:

- (i) has ceased to be eligible to become a member of the Association; or
- (ii) was at the time of election a Nominated Representative in accordance with rule 8, of these rules, has ceased to be that member's representative.

## **21A - ELECTIONS TO STATE AND FEDERAL ORGANISATIONS**

- (a) Notwithstanding any other provision of these rules, each of the persons elected from time to time to offices of the Waste Contractors & Recyclers Association of NSW, being an organisation registered under the Fair Work (Registered Organisations) Act 2009 of the Commonwealth shall be taken to be validly elected to the corresponding office of the State organisation, from and for so long as the Industrial Registrar is satisfied that:
  - (i) the membership of the Waste Contractors & Recyclers Association of NSW and the membership of the State organisation are identical or substantially similar (except for members in the Australian Capital Territory); and
  - (ii) the rules of the Waste Contractors & Recyclers Association of NSW relating to the election of the holders of offices comply substantially with the requirements relating to election of the holders of offices under the Industrial Relations Act 1996; and
- (b) within 28 days (or such longer period as the Industrial Registrar allows) of the State organisation becoming aware:
  - (i) of any amendments of the rules of the Waste Contractors & Recyclers Association of NSW concerning the election of officers;
  - (ii) that the membership of the Waste Contractors & Recyclers Association of NSW and the membership of the State organisation is no longer identical or substantially similar; or
  - (iii) that offices in the Waste Contractors & Recyclers Association of NSW no longer directly correspond with the offices in the State organisation

the State organisation shall provide written notice of the fact to the Industrial Registrar.
- (c) The late lodgement with the Industrial Registrar of a notice under subrule (b) shall not invalidate the election of persons taken to be elected under this rule during any period in respect of which the Industrial Registrar is satisfied that the facts required to be established have been established.
- (d) This rule shall apply to the filling of casual vacancies by election and appointment.
- (e) A person who ceases to hold office in the Waste Contractors & Recyclers Association of NSW shall forthwith cease to hold the corresponding office in the State organisation.
- (f) This rule shall apply in relation to any future election to fill a vacated office or on expiry of the term of office of an officer in the State organisation.
- (g) In the event that the Industrial Registrar considers that the criterion set out in subrule (a) (i)

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## 24 - ELECTION OF OFFICERS TO THE EXECUTIVE

and (ii) of this rule is or was not satisfied, officers of the State organisation must be elected in accordance with the provisions of the ordinary election rule(s) of the organisation.

## 22 - CASUAL VACANCIES

Each member of the Executive elected to fill a casual vacancy will have the same powers, rights and privileges and be subject to the same obligations and disabilities as an ordinary member of the Executive.

## 23 - ELIGIBILITY OF EXECUTIVE

No person shall be eligible to be a member of the Executive unless the person is a member of the Association or a Nominated Representative duly appointed in accordance with rule 8.

## 24 - ELECTION OF OFFICERS TO THE EXECUTIVE

- (a) Members of the Executive will be elected for a period of four years and will be eligible to stand for re-election at the next and any succeeding election.
- (b) A person standing for an office in the Association must be a Nominated Representative of a financial Ordinary Member and be nominated and seconded by two other financial members of the Association.
- (c) The election of officers must be by secret postal ballot conducted on a first past the post method and the candidate receiving the highest number of votes for an office where only one candidate is to be elected shall be declared duly elected to that office and where more than one candidate is to be elected to an office the candidates receiving the highest and next highest total of votes will be declared duly elected until the numbers of candidates to that office have been filled.
- (d) Nominations must be in accordance with the requirements of the relevant legislation.
- (e) The appointment of a returning officer and the conduct of the ballot must be in accordance with the requirements of the relevant legislation.
- (f) The timing of the ballot must be such that the counting of votes occurs not earlier than 14 days and not later than 7 days prior to the Annual General Meeting of the Association and the successful candidates must take office immediately after the Secretary's report to that meeting.
- (g) If the numbers of duly nominated candidates for the Executive involved do not exceed the number to be elected to that office then the duly nominated candidates irrespective of which category the nominees belong to shall be declared elected unopposed.
- (h) If the Returning Officer finds a nomination to be defective, the returning officer must, before rejecting the nomination, notify the person concerned of the defect and, where practicable, give the person the opportunity of remedying the defect or providing further information in support of the nomination, within a period of not less than seven (7) days.
- (i) The Returning Officer must notify the secretary of the organisation that he is required to deliver a list of members entitled to vote in the election. The roll of voters is to be closed

seven (7) days prior to the date for the opening of nominations, and subsequently delivered to the Returning Officer.

- (j) Any member who is eligible to vote and who will be absent during the period in which the ballot is to be conducted may apply to the Returning Officer to vote in absentia. Provided the Returning Officer receives the request in a form he considers acceptable, the Returning Officer shall comply with that request.
- (k) Each candidate in a ballot is entitled to appoint, by notice in writing, scrutineers to represent the candidate at all stages of the election following the close of nominations. A scrutineer may be present at any stage in the ballot, including bringing to the attention of the Returning Officer any alleged irregularity in:
  - (i) The issue of ballot papers;
  - (ii) The admission of envelopes to scrutiny;
  - (iii) The formality or informality of ballot papers; and the counting of votes.

A scrutineer shall not:

- (1) Interrupt the scrutiny without lawful reason;
  - (2) Disclose any knowledge acquired by him concerning the votes of any particular voter or voters;
  - (3) Fail to carry out any lawful request by the Returning Officer;
  - (4) Interfere with any ballot material; or
  - (5) Act in a manner which will interfere with the proper conduct of the election.
- (l) The Returning Officer shall arrange for the printing of ballot papers and distribution to Members eligible to vote in accordance with relevant legislation.

The ballot shall open no less than one week after the close of nominations and shall close three weeks after the ballot is opened.

- (m) An Eligible Member may nominate for election to the Executive Committee by lodging his/her nomination with the Returning Officer in writing within three weeks of the publication of the election notice. A completed nomination for an election must contain the following information:
  - (i) the full name, residential address, telephone number and date of birth of the candidate;
  - (ii) the full names, residential addresses and signatures of at least the required number of nominators, each of whom must be entitled to vote in the election; and
  - (iii) the candidate's written consent to the nomination.

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## 27 - VACATION OF OFFICE

- (a) Except as provided hereinafter by this rule the filling of a casual vacancy will be by an ordinary election.
- (b) A casual vacancy or further casual vacancy occurring within a term of an office which does not exceed:
  - (i) 12 months; or
  - (ii) three-quarters of the term of the office, whichever is the greater,

will be filled by a secret ballot of members of the Executive conducted in accordance with rule 24 from among candidates who are financial members of the Association and who have been duly nominated and seconded in writing by two other financial members of the Association.

## 26 - ELECTION OF PRESIDENT, VICE PRESIDENT, TREASURER AND SECRETARY

- (a) The President, Vice President, Treasurer and Secretary must be elected by and from the Executive at a meeting of the Executive. During the first year of a four year term of the Executive, an election shall take place at the first Executive meeting convened after the election of members of the Executive.
- (b) Any member of the Executive may nominate for the position of President, Vice President, Treasurer or Secretary or may nominate any other member of the Executive for any such position. A nomination need not be seconded.
- (c) The election of officers under this Rule shall be for a period of four years or until the expiry of the four year term of the Executive elected in accordance with rule 24, whichever occurs first.
- (d) Officers elected under this rule will take office after the reading of the Secretary's report at the Annual General Meeting.
- (e) When an election is to be held for an office specified in this rule, agenda papers sent to members of the Executive convening the meeting must specify the offices for which the election is to be held.
- (f) The election of officers under this Rule shall be by way of secret ballot, using the first past the post system.

## 27 - VACATION OF OFFICE

An office becomes vacant if a member of the Executive:

- (a) becomes bankrupt or insolvent or makes an assignment for the benefit of his/her creditors or compromises with his creditors; or
- (b) is a Nominated Representative of a member, which, becomes bankrupt or insolvent or makes an assignment for the benefit of its or his/her creditors or compromises with its creditors or is a Nominated Representative of a member, which is in the course of liquidation otherwise than for the purposes of amalgamation; or

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (d) is convicted of any indictable offence; or
- (e) without leave of absence first obtained from the Executive Director President, absents himself from three consecutive meetings of the Executive for any reason other than sickness or accident unless the Executive otherwise decides; or
- (f) by writing resigns from the Executive; or
- (g) ceases to be eligible to be a Nominated Representative of the member on which basis in respect of whom he or she was elected to the Executive under rule 24.

### **28 - REMOVAL OF OFFICERS**

- (a) The Executive may remove an officer of the Association if the officer has been found guilty in accordance with these rules on one or more of the following grounds:
  - (i) misappropriation of the funds of the Association;
  - (ii) substantial breach of the rules of the Association, including the Code of Conduct - Executive Members in Schedule 3;
  - (iii) gross misbehaviour or gross neglect of duty;
  - (iv) has ceased, under the rules of the Association, to be eligible to hold the office..
- (b) If an officer has ceased, according to these rules, to be eligible to hold office the Executive must declare the position held by such officer vacant.
- (c) Any member who charges an officer with an offence under sub-rule 28(a) must make the complaint in writing to the President unless it is a complaint about the President in which case the complaint shall be made to the Secretary.
- (d) Upon receipt of the complaint the relevant person to whom the complaint is made must summon the Executive to meet as soon as practicable to consider the complaint but at such meeting the person against whom the complaint is made shall not be present. If the Executive is of the opinion that the notification does not prima facie establish a ground for the removal of the officer under sub-rule 28(a) or that the complaint is trivial, the Executive may dismiss the complaint. If the complainant is a member of the Executive that person will not participate in the meeting convened in accordance with this sub-rule.
- (e) If the Executive decides to further deal with the complaint both the complainant and the person about whom the complaint is made must be given at least seven clear days notice of the time and place of the Executive meeting to hear the complaint.
- (f) The onus of proving the complaint will be borne by the complainant and the complainant and the person defending the complaint may produce witnesses and/or documentary evidence in support of their respective positions. The Executive, without being bound by the strict rules of evidence will hear and consider all relevant evidence and make its decision in light of the



evidence and may give its decision immediately or may reserve its decision for further consideration.

## **29 - PROCEEDINGS OF THE EXECUTIVE**

- (a) A period of not more than two months will lapse between meetings of the Executive.
- (b) Subject to (d), a meeting of the Executive will be convened by notice sent by the Secretary or the Executive Director giving at least 7 days notice of the time, place and business of the meeting.
- (c) A meeting of the Executive will take place at the time and place specified in the notice convening the meeting or, when specified in the notice by teleconference or, when, a member of the Executive is unable to attend a meeting in person but is available to participate by teleconference, by a combination of face to face meeting and teleconference.
- (d) Where an urgent matter has arisen requiring the attention and direction of the Executive a shorter period of notice may be given at the direction of the President, or if the President is unable to be contacted, at the direction of the Executive Director, but all members of the Executive must be given notice of the meeting. The business at any meeting convened in accordance with this sub-rule will be confined to that urgent matter and no other business will be transacted at that meeting nor will such a meeting be considered a meeting of the Executive for the purposes of sub-rule 29(a) of these rules.
- (e) A meeting of the Executive must be convened pursuant to any direction given by the Industrial Relations Commission of New South Wales.
- (f) A meeting of the Executive must take place within the State of New South Wales. When the meeting is held wholly by teleconference the meeting shall be deemed to have taken place at the Registered Office of the Association.
- (g) The Executive Director must attend all meetings of the Executive unless unable to do so through illness, injury or other incapacity or on upon statutory leave or other leave approved by the President or in his or her absence the Secretary or the Vice-President or Treasurer.
- (h) In accordance with the Code of Conduct for Executive Members set out in Schedule 3, each member of the Executive must personally attend a minimum of 50% of the Executive Meetings which are held in a Financial Year.
- (i) The Executive may invite members, advisers and/or consultants to attend an Executive Meeting but such persons may only speak with the leave of the Executive and may not participate in any vote taken by the Executive.
- (j) Any Nominated Representative or a person appointed by that Nominated Representative may observe the proceedings of the Executive but may not speak at any such meeting unless leave has been granted by the Executive and may not participate in any vote taken by the Executive. If the meeting is held by teleconference a member may indicate to the Executive Director that he/she wishes to observe the conference but any cost involved in arranging for the Nominated Representative to observe shall be borne by the member.
- (k) Resolutions passed by the Executive shall be circulated or otherwise communicated to all members after the meeting.

### **30 - QUORUM**

At a meeting of the Executive, five members will form a quorum. Questions arising at any meeting of the Executive shall be decided by a majority of votes by a show of hands, and, in the case of an equality of votes, the Chairperson will have a second or casting vote.

### **31 - PROXY ATTENDANCE**

- (a) Subject to the requirements of clause 29 (h), a member of the Executive who is unable to attend an Executive Meeting, may nominate another responsible person who holds an office or is employed or engaged by the same organisation to attend in his or her stead and that person will be entitled to exercise all the rights of the member of the Executive.
- (b) The member of the Executive must advise the Executive Director of the substitute nomination, in writing. The Executive Director must be advised of the following details:
  - (i) the name of the proxy member of the Executive;
  - (ii) the proxy member's role within the organisation; and
  - (iii) the date of the Executive Meeting at which they will be attending.
- (c) Attendance by a proxy of the member of the Executive will not, for the purposes of the Association's records, be counted as personal attendance by the member of the Executive.

### **32 - CLOSED MEETINGS**

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

## **33 - POWERS OF THE EXECUTIVE**

### **33.1 - GENERAL POWERS**

A duly convened meeting of the members of the Executive for the time being at which a quorum is present, will be competent to exercise all or any of the authorities, powers and discretions, by or under these rules for the time being vested in or exercisable by the Executive generally.

### **33.2 - EXPRESS POWERS**

Without in any way limiting the general powers conferred by these rules on the Executive and subject to the direction of the Association in an Annual General Meeting, the Executive will have power to:

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### 34 - EXERCISE OF POWERS

- (a) exercise all the powers, duties and discretions reasonably necessary to further the purposes of the Association and its Objects;
- (b) take all necessary steps to implement any decision or resolution arising from a general Meeting, Annual General Meeting or Extraordinary General Meeting;
- (c) employ or engage a person as the Executive Director and any such other servants and agents as it considers necessary and on such terms and conditions as it considers are fit for the Executive Director or those servants and agents;
- (d) to act through its Executive Director in all matters and in respect of his or her duties under these rules;
- (e) to provide for the local management of affairs of the Association in any place in such manner as it shall think fit and to establish any local Committee;
- (f) to form Divisions upon such terms as it thinks fit; provided that no rule of a Division shall be inconsistent with these rules; and
- (g) to entrust to, and confer upon, any member of the Executive, the Executive Director any Committee or any Division of the Executive of the Association, such of the powers exercisable by the Executive under these rules as it may think fit, and from time to time revoke, withdraw, alter or vary, all or any of such powers.

### 34 - EXERCISE OF POWERS

The Executive will exercise the powers conferred upon it by these rules subject to the direction and control of the Association in a General Meeting.

### **35 - LOANS, GRANTS AND DONATIONS**

- (a) A loan, grant or donation must not be made by the Association unless the Executive has satisfied itself:
  - (i) that the making of the loan, grant or donation is in accordance with the other rules of the Association;
  - (ii) in the case of a loan that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory; and
  - (iii) has approved the making of the loan, grant or donation.
- (b) The preceding sub-rule does not apply to payments made by the Association by way of provision for, or reimbursement of out-of-pocket expenses incurred by the persons for the benefit of the Association.

### **36 - THE PRESIDENT**

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

### **37 - THE SECRETARY**

The Secretary will act under the general direction of the President, or in his or her absence, the Vice-President or in his or her absence the Treasurer, and will perform whatever duties are entrusted to him or her including the following:

- (a) to carry or cause to be carried out the directions of members given at a general meeting and any instructions of the Executive and act as authorised by it;
- (b) to keep or cause to be kept an accurate record of business transacted at all meetings of the Association, the Executive and any Committee or Division of the Association to which he is

appointed;

- (c) to keep or cause to be kept a register of members of the Association with their addresses, telephone and fax numbers and email addresses, if any;
- (d) to issue or cause to be issued notices of all meetings connected with the Association and to distribute or cause to be distributed to members, information in respect of resolutions passed by the Executive and the Association, and in respect of any other matters of interest to members;
- (e) subject to the direction of the Executive, to control and direct the staff of the Association; and

### **38 - THE TREASURER**

The Treasurer will act under the general direction of the President, or in his or her absence, the Vice President, and will perform whatever duties are entrusted to him or her including the following:

- (a) to carry or cause to be carried out the directions of members given at a general meeting and any instructions of the Executive and act as authorised by it;
- (b) to keep or cause to be kept an accurate record of business transacted at all meetings of the Association, the Executive and any Committee or Division of the Association to which he or she is appointed;
- (c) to collect or cause to be collected all subscriptions and other moneys due to the Association;
- (d) subject to the direction of the Executive, to oversee and direct the finances of the Association; and
- (e) to prepare or oversee the preparation of the annual report for the approval of the President.

### **39 - THE EXECUTIVE DIRECTOR**

- (a) The Executive Director will at all times be subject to the direction and control of the Executive.
- (b) The duties of the Executive Director will include the following:
  - (i) ensuring the efficient running on a day to day basis of the Association;
  - (ii) taking all steps necessary and exercising all duties, powers and discretions conferred on him or her by the Executive;
  - (iii) taking all steps necessary and exercising all duties, powers and discretions to promote, advance, protect or further the interests or objects of the Association;
  - (iv) engaging staff to fill any positions which have been approved by the Executive and to fill any vacancies in those positions;
  - (v) having responsibility over the staff of the Association including the disciplining when

necessary of any member of staff provided that in dealing with staff the Executive Director must act fairly and reasonably;

- (vi) ensuring that decisions of the Executive and a General Meeting of the Association are implemented without undue delay;
  - (vii) performing or causing to be performed any tasks allocated to the Executive Director by the Executive and a General Meeting of the Association; and
  - (viii) carry out any tasks imposed by these rules.
- (c) When a matter of an urgent, unusual or special nature has arisen requiring the decision of the Executive, the President, the Secretary or other Officer, the Executive Director must comply with rule 37(b) and (c).

#### **40 - INCOME AND PROPERTY**

- (a) The income of the Association will be derived from fees, subscriptions, levies, training services, seminars, conferences, information briefings, sponsorships, exhibitions, specialist services to individual members or other persons, and by any other lawful means.
- (b) The Association may, in the pursuit of its objects, establish or facilitate the establishment of businesses which are relevant to either the industrial or commercial interests of its members.
- (c) The Association shall have power to acquire and dispose of property and shares, to expend and invest money, to borrow money with or without security, to open bank accounts, and to enter into contracts provided that the mentioning of these special powers shall not be deemed to restrict in any way the full and complete powers of the Association to deal with all matters coming within the scope of its objects.
- (d) All accounts paid shall be ratified by the Executive which shall act as a Finance Committee to perform such functions in relation to the financial affairs of the Association as the Executive may determine.
- (e) The income and property of the Association will be under the control of the Executive and any expenditure other than to meet the ordinary expenses of the Association must be authorised by a resolution of the Executive. Ordinary expenses will include expenses:
  - (i) incurred in respect of goods and/or services supplied for purposes necessarily incidental to the objects of the Association or services rendered for such purposes;
  - (ii) incurred in respect of salaries, wages, statutory employees entitlements, insurances, rent, postages, telecommunications, printing, the reimbursement of expenses incurred by employees or officers of the Association in the course of the Association's business;
  - (iii) incurred in the purchase of plant, office equipment, books, stationery and the like;
  - (iv) incurred in respect of travelling and of conferences and discussions with other persons or bodies calculated to be of benefit to the waste management industry.

- (f) All expenditure which is not ordinary expenditure will be deemed to be extraordinary. No extraordinary expenditure will be incurred unless ratified and approved by resolution of the Executive.

#### **41 - BOOKS AND ACCOUNTS**

- (a) The Executive (in conjunction with the Treasurer) must cause proper books of accounts to be kept, recording a true account of the financial transactions of the Association, and of all receipts and expenditure and the assets, credits and liabilities of the Association and such books of account will be kept at the Registered Office.
- (b) Subject to the requirements of the relevant legislation and the regulations made thereunder the Executive (in conjunction with the Treasurer) may from time to time determine to what extent, and at what time and places and under what conditions and regulations the accounts, books and documents of the Association or any of them will be open to the inspection of the members, and no member will have any right of inspection with respect to any book, account or document of the Association except as provided by these rules or authorised by the Executive or by a resolution of the Association in General Meeting provided that such consent of the Executive must not be unreasonably withheld.
- (c) The Treasurer must, in accordance with these rules:
- (i) cause the books of account to be kept at the registered office of the Association;
  - (ii) to maintain the books of account; and
  - (iii) at the end of each financial year cause to be prepared a statement of revenue and expenditure and a balance sheet for that financial year, which, after being audited, must be submitted to the annual general meeting for adoption.

#### **42 - CHEQUES AND MONEYS**

- (a) Cheques may be signed by such persons as may from time to time be authorised by the Executive provided that one of such persons is the President, the Vice-President, the Treasurer, the Executive Director or the Secretary.
- (b) All cheques, negotiable instruments and moneys belonging to the Association will forthwith, upon receipt thereof, be paid to such bankers as nominated from time to time by the Executive to the credit of the Association.

#### **43 - AUDITORS**

- (a) A properly qualified Auditor must be appointed by the Association at the Annual General Meeting.
- (b) The Auditor will, for audit purposes only, at all reasonable times have access to the books and accounts of the Association and will be entitled to examine the office-bearers of the Association and members of the Executive, the Executive Director and other employees together with other persons who may handle money on the Association's behalf with regard thereto, and to require such information and explanation or the inspection of any documents

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or vouchers as to him or her may appear necessary and proper, and may report from time to time to the Executive with regard to such books and accounts.

- (c) The Auditor will hold office from the time of his or her appointment until the next Annual General Meeting of the Association, unless he or she has died or retired or been removed from the position on the grounds of unprofessional performance of work or excessive costs and any casual vacancy occurring in the office of Auditor may be filled by resolution of the Executive.
- (d) A retiring Auditor will be eligible for re-appointment.

### **43A - ASSOCIATION POLICIES AND PROCEDURES**

The Association shall develop and implement policies and procedures relating to the expenditure of the Association

### **43B - DISCLOSURE OF OFFICER'S RELEVANT REMUNERATION AND NON-CASH BENEFITS**

- (a) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:
  - (i) because the officer is a member of a board, if:
    - A. the officer is a member of the board only because the officer is an officer of the Association; or
    - B. the officer was nominated for the position as a member of the board by the Association or a peak council; or
  - (ii) by any related party by the Association in connection with the performance of the officer's duties as an officer.
- (b) The disclosure required by sub-rule (a) shall be made to the Association:
  - (i) as soon as practicable after the remuneration is paid to the officer; and
  - (ii) in writing.
- (c) The Association shall disclose to the members of the Association:
  - (i) the identity of the officers who are the five highest paid in terms of relevant remuneration for the disclosure period; and
  - (ii) for each of those officers:
    - A. the actual amount of the officers' relevant remuneration for the disclosure period; and



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- B. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
- (d) For the purposes of sub-rule (c), the disclosure shall be made:
- (i) in relation to each financial year;
  - (ii) within six months after the end of the financial year; and
  - (iii) in writing.

### **43C - DISCLOSURE OF OFFICER'S MATERIAL PERSONAL INTERESTS**

- (a) Each officer of the Association shall disclose to the Association any material personal interest in a matter that:
- (i) the officer has or acquires; or
  - (ii) a relative of the officer has or acquires;
- that relates to the affairs of the Association.
- (b) The disclosure required by sub-rule (a) shall be made to the Association:
- (i) as soon as practicable after the interest is acquired; and
  - (ii) in writing.
- (c) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (a).
- (d) For the purposes of sub-rule (c), the disclosures shall be made:
- (i) in relation to each financial year;
  - (ii) within six months after the end of the financial year; and
  - (iii) in writing.

### **43D - DISCLOSURE BY ASSOCIATION OF PAYMENTS**

- (a) The Association shall disclose to the members of the Association either:
- (i) each payment made by the Association, during the disclosure period:
    - A. to a related party of the Association; or
    - B. to a declared person or body of the Association; or
  - (ii) the total of the payments made by the Association, during the disclosure period:

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## 44 - AMENDMENT OF RULES

- A. to each related party of the Association; or
  - B. to each declared person or body of the Association.
- (b) Sub-rule (a) does not apply to a payment made to a related party if:
- (i) the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the Association; or
  - (ii) the related party is an officer of the Association, and the payment:
    - A. consists of remuneration paid to the officer by the Association; or
    - B. is reimbursement for expenses reasonably incurred by the officer in performing the officer's duties as an officer.
- (c) For the purposes of sub-rule (a), all the disclosures shall be made:
- (i) in relation to each financial year;
  - (ii) within six months after the end of the financial year; and
  - (iii) in writing.

## 43E - OFFICERS REQUIRED TO UNDERTAKE APPROVED TRAINING

- (a) Each officer of the Association, whose duties include financial duties must undertake training:
- (i) approved by the General Manager under section 154C of the *Fair Work (Registered Organisations) Act 2009*; and
  - (ii) that covers each of the officer's financial duties.
- (b) For the purposes of sub-rule (a), the officer must complete the training within 6 months after the person begins to hold the office or, if, immediately before the commencement of this rule, the person holds an office in the Association, within 6 months after the commencement of this rule.

## 44 - AMENDMENT OF RULES

- (a) These rules, except as provided hereafter will only be amended, altered or rescinded at the Annual General Meeting or at the Half Yearly Meeting or at an Extraordinary General Meeting called for that purpose by the Secretary, the Executive Director or at the direction of Executive.
- (b) When a resolution to amend, alter or rescind the rules is to be put to the General Meeting or to the Half Yearly Meeting, a copy of the proposed amendments, alterations or rescission must be sent with the notice convening the meeting at least 14 days prior to the meeting and when any such proposal is to be put at an Extraordinary General Meeting a copy of the proposals to be put to the meeting must be sent with the notice convening the meeting at least seven clear days prior to the meeting.

- (c) At an Extraordinary General Meeting convened to consider alterations to the rules of the Association no other business will be put to the meeting unless the exact nature of such other business has been included in the notice convening the meeting and the nature and description of such business is accurately described. Any resolution carried at an extraordinary general meeting called to alter the rules and which does not comply with this sub-rule will be of no force and effect.

#### **45 - ADDRESS FOR NOTICES**

A notice may be given by the Association to any member, either personally or by post or by facsimile transmission to the address supplied by him or her to the Association for the giving of notices to him. When a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post. When a notice is sent by facsimile transmission the notice will be deemed to have been effected at the time when the sender's facsimile machine indicates that the notice has been sent and received.

#### **46 - INDEMNITY**

- (a) Every President, Vice-President, Treasurer, Secretary and member of the Executive and every other officer and servant of the Association will be indemnified by the Association out of the funds of the Association against all costs, losses, charges and expenses with respect to any moneys paid or any liability incurred by him or her by reason of any contract entered into by him or her or any act or thing done or omitted to be done by him or her in any of the capacities aforesaid in the course of his or her office or duty.
- (b) Travelling expense will be included in such indemnity, but only if approved or confirmed by the Executive (in conjunction with the Treasurer) before or after they are incurred.
- (c) No officer or servant of the Association will be liable for the acts, receipts or defaults of any other officer or servant or for any loss of expense or damage which may be incurred by the Association unless incurred through his/her dishonesty or his/her wilful refusal or neglect to carry out the duties pertaining to his/her office or employment.

#### **47 - DISSOLUTION OF THE ASSOCIATION**

- (a) For the dissolution of the Association the affirmative vote of two-thirds of the financial members on the list of members will be required, such vote to be taken by poll or ballot at an Extraordinary General Meeting duly called by circular stating the object of such meeting.
- (b) The assets of the Association available upon winding up shall be limited to any property, real and personal held by the Association together with moneys standing to the credit of the Association in any bank or other financial institution account, any unpaid fees, subscriptions, levies or fines due to the Association and any other debts owing to the Association and no member shall be called upon to make any further contribution.
- (c) Subject to the relevant legislation, the assets of the Association will be distributed to its members after payment of all debts of the Association including any penalty or liability referred to in the relevant legislation in accordance with the order of priorities set out under applicable laws (including the Corporations Act 2001 (Cth)).

#### **48 - EXECUTION OF DOCUMENTS**

No documents are to be executed on behalf of the Association other than with the express authority of the Executive Committee.

Documents executed on behalf of the Association shall only by the authority of the Association or Executive Committee previously given and by at least two members of the Executive Committee one of which is the President, Vice President or Executive Officer.

#### **49 - NOTIFICATION OF INDUSTRIAL DISPUTE**

An industrial dispute may be submitted and/or notified to the NSW Industrial Relations Commission and/or Fair Work Australia with the express authority of the Executive Committee.

#### **50 - MAKING OF BY-LAWS**

The Executive Committee may make, vary and repeal By-Laws (not inconsistent with these Rules) embodying provisions for the administration and management of the Association and the powers exercisable by them on all subjects and may prescribe forms which it considers necessary for those purposes.

**SCHEDULE 1**

**WASTE CONTRACTORS AND RECYCLERS ASSOCIATION OF N.S.W.**

**CODE OF ETHICS**

All Waste Contractors and Recyclers Association of NSW Members are required:

1. To work towards improving the environment and maintaining public health.
2. To provide the most suitable type of vehicles and equipment applicable to each case and to ensure that all maintenance is in accordance with the manufacturer's specifications.
3. To maintain a high standard of cleanliness of vehicles in the interests of safety and to improve the public image of industry.
4. To take all necessary steps to ensure that employees receive adequate training to enable them to deal with all forms and classes of waste material likely to be encountered and to operate with safety all forms of equipment in their charge.
5. To be professionally advised and ensure that relevant employees are trained on methods of handling transporting and disposing all classes of waste (inert, solid, industrial and hazardous).
6. To ensure that all operatives engaged in these activities are properly equipped with the appropriate personal protective equipment.
7. To make sure that they carry adequate Workers Compensation and Public Liability Insurance Cover, including cover for accidental pollution and where appropriate, cover for long term gradual effects.
8. To ensure that all relevant transport awards and industrial and employment related legislation are complied with.
9. To ensure that good and proper OH&S systems are in place and being practised.
10. To ensure that they have all relevant local government and planning approvals relating to the activities being conducted and that such approvals are being complied with.

**We** .....

**hereby agree that we will abide at all times and not wittingly breach these ethics which are the Code of Ethics of the Waste Contractors and Recyclers Association of N.S.W.**

**Dated** ..... **Signature** .....

**SCHEDULE 2**

The Executive Director

Dear

I

of

being a member of the Waste Contractors and Recyclers Association of N.S.W.

do appoint

of

to vote and act on my behalf at the General Meeting of the Association to be

held on

and at any adjournment or postponement of such meeting.

Signature: .....

Date:

**SCHEDULE 3**

**Code of Conduct - Executive Members**

1. Executive Members are required to personally attend a minimum of 50% of the Executive Meetings which are held in a financial membership year.
2. An Executive Member must not by word or action, either intentionally or unintentionally, bring the Association into disrepute.
3. An Executive Member hereby acknowledges and agrees:
  - (a) the issues being dealt with by the Executive are of a sensitive and confidential nature and by virtue of the capacity of the Executive Member such information needs to be treated confidentially; and
  - (b) he or she will not disclose, divulge or otherwise communicate such information without the prior approval of the Executive;.
4. An Executive Member must at all time act on behalf of all members and in the best interests of the industry.
5. When an Executive Member is attending as a representative of the Association then he or she must represent the Association and not his or her personal or business interests.
6. If an individual Executive Member has breached or is suspected of breaching this Code then he or she may be disciplined or removed from office under the rules.
7. All Executive Members shall actively promote compliance with this Code of Conduct.

**Signed -**

**Executive Member**

**Print Name** .....

**Witnessed -**

**Executive Director**

**Date -**        /    /

\*\*\*END OF RULES\*\*\*