
CONSTITUTION OF

BATTERY STEWARDSHIP COUNCIL LTD

ACN 631 941 341

Registered under the Corporations Act 2001

A company limited by guarantee

**CONSTITUTION OF
BATTERY STEWARDSHIP COUNCIL LTD**

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PRELIMINARY

1. Exclusion of Replaceable Rules

The replaceable rules contained in the Act do not apply to the Company.

2. Definitions

In this Constitution:-

Act means the Corporations Act 2001 (Commonwealth).

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Commonwealth).

Applicant means an Entity who wishes to apply to be a Member of the Company.

Associate Member means an Entity which is a Member of the Company but is not a participant of the Scheme and has no voting rights.

Battery Importation Industry means the sector involved in the importation of batteries to Australia.

Battery Recycling Industry means the sector involved in the collection and/or recycling of end of life batteries in Australia.

Battery Retailing Industry means the sector involved in the sale of batteries to consumers in Australia, including online sales.

Battery Supply Chain means the industry relating to the manufacturing, supply and disposal of batteries and related products.

Board means the body which is comprised of the Directors for the time being of the Company.

BSC Member Application Form means the form, the contents of which may be determined by the Board from time to time, which is to be used by an Applicant.

Chair means the Chair of the Board, which will be:

- (a) the Founding Chair, or
- (b) upon the Founding Chair's resignation or removal as Chair, an Independent Director elected by the Board in accordance with article 36.139.1.

Charged Member means a Member against whom an allegation has been made which may lead to the Discipline of that Member.

Chief Executive Officer means the chief executive officer for the time being of the Company, and if there are joint chief executive officers, any one or more of such joint chief executive officers.

Code of Conduct means the Member Code of Conduct developed by the Board, as amended from time to time.

Commissioner has the same meaning ascribed to that expression in the Tax Act.

Company means the entity whose name upon the adoption of this Constitution was BATTERY STEWARDSHIP COUNCIL LTD and shall be taken to mean the same entity by whatever name from time to time it may be called.

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Directors means the directors of the Company.

Discipline means, in relation to a Charged Member, any type or form of penalty or sanction, financial or otherwise, imposed by the Board or the Company, including the suspension or expulsion of that Charged Member.

Disciplined Member means a Member who has been suspended, fined or expelled under Articles 17 or 18.

Emerging Products and Technologies means the sector involved in the research and development, manufacture, importation, sales or recycling of new battery products and technologies for example energy storage systems and electric vehicles.

Entity means a registered Company, corporation or incorporated association.

First Directors means the directors of the Company appointed in the first year following establishment of the Company.

Founding Chair means the Chair of the Board appointed at establishment of the Company.

Founding Directors means the directors of the Company appointed at establishment of the Company.

Full Member means an Entity which is a participant in the Scheme and ~~who~~ has paid by the relevant due date the Membership Fees and all other sums owed by that Member to the Company, and has voting rights.

General Meeting means a meeting of the Members and includes any means by which Members make decisions including but not limited to virtual meetings and circulating resolutions.

Guarantee means the sum not exceeding fifty dollars (\$50) for which a Member may become liable upon the winding up or dissolution of the Company.

Independent Director means a Director who has no direct or indirect financial interest in the Battery Supply Chain.

Member means an Entity whose name is entered in the Register as either a Full Member or an Associate Member of the Company.

Membership Fee means the annual membership fees payable by an Applicant or a Member as determined by the Board from time to time.

Member Representative means a natural person who will represent a Member at a General Meeting or for the purposes of signing a resolution.

Notice of Allegation means a notice in writing issued by the Secretary to a Charged Member on the instruction of the Board.

Power Tool Industry means the sector involved in the importation, manufacture or sale of power tools in Australia.

Register means the register of Members.

Scheme means

- (a) the Battery Stewardship Scheme currently known as "B-Cycle" administered by the Company, as authorised by the Australian Competition and Consumer Commission (ACCC) on 4 September 2020, and as amended and authorised by the ACCC; and

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- (b) any other stewardship scheme administered by the Company and authorised by the ACCC.

Seal means the common seal of the Company (if any).

Secretary means the secretary for the time being of the Company, and if there are joint secretaries, any one or more of such joint secretaries.

Service Address means the address nominated by a Member for the purpose of receiving notices from the Company.

Small Company shall have the same meaning as that given to the expression "Small Company Limited by Guarantee" under section 458 of the Act.

Special Purpose Company means a company which meets the definition of a "special purpose company" as set out in Regulation 3 of the Corporations (Review Fees) Regulations 2003.

Tax Act means the income Tax Assessment Act 1997 (Commonwealth).

Unfinancial Member means a Member who is in default of a financial obligation (including the payment by the due date of Membership Fees) to the Company.

Voting Member means a Member who:-

- (a) has been granted membership of a class of membership which confers an entitlement to vote at a General Meeting; and
- (b) is not an Unfinancial Member.

3. Interpretation

3.1 The *Acts interpretation Act, 1901* (Commonwealth) shall apply in the interpretation of this Constitution as if it were an act of the Commonwealth.

3.2 Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) person means a natural person;
- (d) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (e) the word "includes" in any form is not a word of limitation;
- (f) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (g) a reference to a "day" means a business day;
- (h) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (i) a reference to a statute includes its delegated legislation and a reference to a statute, delegated legislation or a guideline or a provision of any of them includes consolidations, amendments, re-enactments and replacements.

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PURPOSE OF COMPANY

4. The Company

- 4.1 The Company is a not-for-profit public company limited by guarantee.
- 4.2 The liability of Members is limited to the amount of the Guarantee, in accordance with Article 5.

5. Guarantee

- 5.1 If the Company is wound up while a Member is a Member, or within 12 months after they stop being a Member, a Member must contribute an amount not more than the Guarantee to the property of the Company, and this contribution is required to pay for the:
- (a) debts and liabilities of the Company incurred before the Member stopped being a Member, or
 - (b) costs of winding up.

6. Objects

- 6.1 The principal objects of the Company are to:
- (a) implement and administer the Scheme;
 - (b) work with the Battery Supply Chain and other stakeholders in administering the Scheme to increase the rate of recycling of batteries and related products and to eliminate disposal of batteries and related products to landfill.
- 6.2 The activities of the Company will include:-
- (a) administration of the financial levies and rebates for collection and sorting of batteries;
 - (b) administer the accreditation of Participants in the Scheme;
 - (c) monitor, audit and report on the Scheme;
 - (d) undertake education, awareness and information activities to promote the Scheme;
 - (e) to engage with government, industry and the community in promoting the recycling of end-of-life batteries and related products and the interests of the Australian research and development community;
 - (f) any other matters that the Board of the Company decides is appropriate to achieve its aims.

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- 6.3 In order to attain these objects, the Company:-
- (a) may attract and retain for the Company the continuing interest and financial support of members of the public;
 - (b) may solicit donations, gifts, bequests and other forms of financial assistance;
 - (c) may raise money from the public; and
 - (d) shall do all things incidental or conducive to the attainment of the objects or any of them.
- 6.4 The income and property of the Company however derived will be applied solely towards the promotion of the objects of the Company as set out in this Constitution, and no portion of the income or the property of the Company will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to Members, Directors, controllers, beneficiaries, executives or owners, except in regards to Article 5.
- 6.5 Nothing in this Constitution shall prevent the payment in good faith:-
- (a) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to the Company in the ordinary and usual course of business of the Company;
 - (b) the payment or reimbursement of out-of-pocket expenses incurred by a Member on behalf of the Company where the amount payable is approved under the appropriate delegations and procurement policies in place at the time;
 - (c) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to the Company;
 - (d) of insurance premiums to the extent permitted by the Act; and
 - (e) of indemnification to the extent permitted by the Act and this Constitution.
- 6.6 Notwithstanding anything to the contrary contained in this Constitution, and in the event of conflict, such provisions of this Constitution which may be in conflict with this Article shall be read down, the Company shall at all times operate and pursue the objects set out in Article 6.1 in such a manner ensuring that it meets any applicable criteria set out in the Act and any regulations prescribed by the Act.

MEMBERSHIP

7. Eligibility

- 7.1 Any Entity committed to the objects of the Company may become a Full Member of the Company provided all eligibility requirements and other Membership qualifications as set out in the BSC Member Application Form have been met, and the Membership Fee is paid.

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- 7.2 Any Entity committed to the objects of the Company may become an Associate Member of the Company provided all eligibility requirements and other membership qualifications as set out in the BSC Member Application Form have been met.

8. Application

- 8.1 Any Entity may apply for membership of the Company by submitting to the Secretary:-
- (a) a completed BSC Member Application Form;
 - (b) an agreement in writing to provide a sum not exceeding the Guarantee to defray such liabilities and expenses of the Company upon its winding up or dissolution;
 - (c) an agreement in writing to support the objects of the Company;
 - (d) an agreement in writing to be bound by and comply with the Constitution of the Company; and
 - (e) for Full Members, the Membership Fee.
- 8.2 The Secretary will:
- (a) determine each BSC Member Application Form
 - (b) be entitled to use any criteria approved by the Board for determining whether to accept or reject a BSC Member Application Form.
- 8.3 If the Secretary determines to accept an Applicant's BSC Member Application:
- (a) the Secretary shall, as soon as possible:-
 - (i) enter the name of the Applicant in the Register;
 - (ii) notify the Applicant of the determination.
 - (b) the Successful Applicant becomes a Member and is entitled to exercise the rights of membership when the name of the Applicant is entered in the Register.
- 8.4 The Secretary may decline any BSC Member Application and is not bound to give reasons why the Application was not accepted.
- (a) The Secretary shall, as soon as possible after the Secretary has declined an Applicant's BSC Member Application -
 - (i) notify the Applicant of the determination;
 - (ii) return to the Applicant the Membership Fee paid by the Applicant, if any.
- 8.5 For the avoidance of doubt, the Secretary may approve an application even if the application does not state the matters listed in Article 8.1. In that case, by applying to be a Member, the Applicant agrees to those matters.

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9. Classes of Membership

- 9.1 The classes of Membership of the Company are:
- (a) Associate Member; and
 - (b) Full Member.
- 9.2 By resolution, the Board may create different classes of membership and may confer on each such newly created class of membership such rights, privileges or benefits as the Company sees fit.
- 9.3 Where different classes of membership have been created, the Directors may, on accepting an Applicant's BSC Member Application Form, admit an Applicant to a class of membership which appears appropriate to the Directors.

10. Membership Fees

- 10.1 The Board shall determine:-
- (a) the quantum; and
 - (b) the due date for payment,
- of the Membership Fee-and any other amount which an Applicant or a Member is required to pay to be admitted or remain as a Full Member.

11. Register of Members

- 11.1 The Secretary will maintain a Register at the registered office of the Company.
- 11.2 The Register must contain for each current Member:
- (a) Member name
 - (b) Service Address
 - (c) any alternative Service Address nominated by the Member for the service of notices, and
 - (d) date the Member was entered on to the Register.
- 11.3 The Register must contain for each Entity who stopped being a Member in the last seven (7) years:
- (a) Entity name
 - (b) Service Address
 - (c) any alternative Service Address nominated by the Entity for the service of notices, and
 - (d) dates the Membership started and ended.
- 11.4 The Company must give current Members access to the Register. Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

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12. Service Address

- 12.1 The Service Address of a Member in the Register will be the address provided by the Member for the purpose of receiving notices from the Company and may be:-
- (a) a residential address;
 - (b) a postal address;
 - (c) a business address;
 - (d) an email address.
- 12.2 The Company shall use its best endeavours to use the Service Address provided by each Member for the purpose of delivering notices.
- 12.3 Each Member must notify the Secretary within fourteen (14) days of any change of name or Service Address of the Member and each such change shall be recorded in the Register.

13. Rights of Members

The rights of a Member are not transferable.

14. Liability of Members

The liability of a Member is limited to the extent of the Guarantee. This liability shall continue for the duration of the membership of a Member and for a period of twelve (12) months following the cessation of membership of a Member.

15. Cessation of Membership

- 15.1 Membership of the Company will terminate upon:-
- (a) the Secretary receiving from a Member a letter of resignation;
 - (b) a Member being expelled or suspended in accordance with this Constitution;
 - (c) a Member being wound up or otherwise dissolved or deregistered;
 - (d) the expiration of three (3) months following a written request from the Secretary that the Member confirm in writing whether they want to remain a Member.
- 15.2 A Member whose membership of the Company is terminated will be liable for:-
- (a) all moneys due by that Member to the Company; and
 - (b) the sum for which the Member is liable under Article 73 of this Constitution if applicable.
- 15.3 A Member whose membership is terminated will not make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor thereof.

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15.4 Any Member who for any reason ceases to be a Member shall no longer represent themselves in any manner as being a Member.

16. Dispute Resolution

16.1 The dispute resolution procedure in this Article applies to disputes (disagreements) under this Constitution between a Member or Director and:

- (a) one or more Members
- (b) one or more Directors, or
- (c) the Company.

16.2 A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure until the disciplinary procedure is completed.

16.3 Those involved in the dispute must try to resolve it between themselves within fourteen (14) days of knowing about it.

16.4 If those involved in the dispute do not resolve it under this Article, they must within 10 days:

- (a) tell the Directors about the dispute in writing
- (b) agree or request that a mediator be appointed, and
- (c) attempt in good faith to settle the dispute by mediation.

16.5 The mediator must:

- (a) be chosen by agreement of those involved, or
- (b) where those involved do not agree:
- (c) for disputes between Members, a Person chosen by the Directors, or
- (d) for other disputes, a Person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.

16.6 A mediator chosen by the Directors:

- (a) may be a Member or former Member of the Company
- (b) must not have a Personal interest in the dispute, and
- (c) must not be biased towards or against anyone involved in the dispute.

16.7 When conducting the mediation, the mediator must:

- (a) allow those involved a reasonable chance to be heard
- (b) allow those involved a reasonable chance to review any written statements
- (c) ensure that those involved are given natural justice, and

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- (d) not make a decision on the dispute.

17. Allegation of Charge

- 17.1 Following Article 16, Any allegation that might lead to the discipline of a Member shall be lodged with the Secretary in writing, signed by any Member or Director and detailing the circumstance which gave rise to such allegation.
- 17.2 If the Secretary considers the allegation to be such as may warrant the discipline of that Member, the Secretary shall issue a Notice of Allegation to the Member informing the Member:-
 - (a) of the allegation; and
 - (b) the date at which the Board will consider the allegation, such date to be not less than twenty eight (28) days after the date of the Notice of Allegation; and
 - (c) inviting the Member to submit a written explanation to defend the allegation; and
 - (d) inviting the Member to present themselves to the Board to answer any questions which the Board may ask of them and to present their defence of the allegation.
- 17.3 If the Member chooses to defend the allegation, be given the opportunity to either:
 - (a) submit a written explanation which must be received by the Secretary not less than two (2) days prior to the Board meeting at which the allegation is to be heard. Such explanation shall be tabled at the Board meeting at which the allegation is to be heard; or
 - (b) speak at the meeting.
- 17.4 A reasonable opportunity must be given for the Member answer the allegation.
- 17.5 The Directors may, by way of the vote in Article 17.6, resolve to discipline, suspend or expel a Member from the Company if the Directors consider that:
 - (a) the Member has breached this Constitution, or
 - (b) the Member has breached the Code of Conduct; or
 - (c) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- 17.6 The Board may:-
 - (a) by two-thirds majority vote, expel; or
 - (b) by a majority vote warn, suspend or otherwise discipline any Member for conduct inconsistent with any by-law, regulation or any provision contained in this Constitution or which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company.

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- 17.7 Any Member so disciplined, fined, suspended or expelled shall be notified in writing by the Secretary within twenty-one (21) days of such penalty being imposed.
- 17.8 Any Member who may be disciplined, fined, suspended or expelled shall have the right to Appeal against such penalty.

18. Appeal Against Discipline

- 18.1 A Disciplined Member shall have the right to appeal against the decision of the Board at a General Meeting by giving notice of his or her or its intention to appeal. Such notice must be received by the Secretary within one (1) month of the deemed date of receipt of the relevant notice. Such notice of appeal shall operate as a stay of implementation of any decision.
- 18.2 The Board shall be required to convene a General Meeting within three (3) months of the date of receipt of the notice referred to in Article 18.1 and shall give no less than one (1) month's notice of the date of that General Meeting to the Disciplined Member.
- 18.3 The Disciplined Member shall be given the opportunity of being heard at the General Meeting with or without a solicitor or counsel.
- 18.4 A solicitor, with or without counsel, may be engaged by the Company to assist the Company at such General Meeting.
- 18.5 The Company shall be under no obligation to disclose to the Disciplined Member or any other Member the source of any information giving rise to the discipline.
- 18.6 The Company shall, by a two-thirds majority, decide upon the appeal.
- 18.7 There will be no liability for any loss or injury suffered by a Member as a result of any decision made in good faith under this Article.
- 18.8 A Disciplined Member whose appeal is unsuccessful shall pay to the Company all or any costs or expenses reasonably incurred by the Company in connection with the hearing of the appeal as the Board may determine.

19. Consequences of Expulsion or Suspension

- 19.1 Any Member expelled from the Company may at any time apply to the Board to be re-admitted as a Member.
- 19.2 Any employee or director of a Member is ineligible to be, and may not be, a Director of the Company during any period of expulsion or suspension of the relevant Member. To avoid any doubt, the ineligibility will end if an expelled Member is subsequently re-admitted as a Member.

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MEETINGS OF MEMBERS

20. Convening General Meetings

- 20.1 A Director may call for a General Meeting.
- 20.2 The Directors must convene a General Meeting on the request of Members in accordance with section 249D of the Act. The Members may convene a General Meeting in accordance with sections 249E and 249F of the Act.
- 20.3 A notice of a General Meeting shall specify:-
- (a) the place, the day and the time of the General Meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the business to be transacted at the meeting; and
 - (c) such other information as is required by section 249L of the Act.
- 20.4 The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 20.5 Subject to the provisions of the Act relating to agreements for shorter notice, at least twenty one (21) days notice must be given of a General Meeting.
- 20.6 Notice of every General Meeting shall be given in the manner authorised by Article 63 to:-
- (a) every Member and to every Director; and
 - (b) the auditor for the time being of the Company.
- 20.7 No other Person is entitled to receive notices of General Meetings.

21. Annual General Meeting

- 21.1 Subject to the Act, a General Meeting shall be held at least once in every calendar year and within the period of five (5) months after the end of the financial year at such time and place as may be determined by the Directors. The abovementioned General Meeting shall be called the "Annual General Meeting" and all other meetings of the Company shall be called "General Meetings".
- 21.2 The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:-
- (a) the consideration of the Annual Financial Report, Directors' Report and Auditor's Report if required to be prepared,
 - (b) the confirmation of the appointment of the Directors elected since the previous Annual General Meeting;

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- (c) the appointment of the auditor (if any);
- (d) the fixing of the auditor's remuneration if the Company has appointed an auditor.

22. Chair of General Meetings

- 22.1 The Chair shall chair a General Meeting.
- 22.2 Where a General Meeting is held and the Chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Members present shall elect a Director present at the meeting to be chair of the meeting (or part of it).
- 22.3 The Chair is responsible for the conduct of the General Meeting, and for this purpose must give Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 22.4 The Chair does not have a casting vote.

23. Quorum for General Meetings

- 23.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 23.2 A quorum is constituted by at least twenty percent (20%) of the Full Members entitled to attend and vote at a General Meeting.
- 23.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or a Member Representative, shall be deemed to be a Member.
- 23.4 If the Company has only one Member, that Member may pass a resolution by the Member recording it and signing the record.

24. Adjournment

- 24.1 If a quorum is not present within half an hour from the time appointed for the meeting:-
 - (a) where the meeting was convened upon the request of Members - the meeting shall be dissolved; or
 - (b) in any other case:-
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and

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- (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall be dissolved.

24.2 Adjournment of General Meetings if Quorum Present

- (a) The chair shall adjourn a General Meeting from time to time and from place to place if the Members present with a majority of votes that may be cast at that meeting agree or direct the chair to do so.
- (b) No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.

24.3 When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.

24.4 Except as provided by Article 24.3, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

25. Voting at General Meetings

25.1 At any General Meeting a resolution put to the vote of the Members shall be decided on a show of hands unless a secret ballot is (before a vote is taken or before or immediately after the declaration of the result of the show of hands) demanded:-

- (a) by the chair;
- (b) by at least three (3) Members (present by proxy or Member Representative) entitled to vote on the resolution;
- (c) by a Member or Members (present by proxy or Member Representative) with at least 5% of the votes that may be cast on the resolution on a poll.

25.2 If a secret ballot is duly demanded:-

- (a) by the chair; or
- (b) by not less than one-third of the persons present at the meeting in question, such number being determined by including persons attending by proxy or by Member Representative, it shall be taken in such manner and, subject to Article 25.3, either at once or after an interval or adjournment or otherwise as the chair directs, and the result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded.

25.3 A secret ballot demanded on the election of a chair or on a question of adjournment shall be taken immediately.

26. Voting Deadlock

In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chair at which the show of hands takes place or at which the secret ballot is demanded has a casting vote in addition to any vote the chair may have in their capacity as a Member.

27. Voting Entitlement

27.1 Subject to any rights or restrictions for the time being attached to any Member:-

- (a) at General Meetings or Meetings of classes of Members, each Member entitled to vote may vote by proxy or Member Representative; and
- (b) on a show of hands by each Member Representative, each Member present has one vote; and
- (c) on a secret ballot every Member that has a Member Representative present or is present by proxy has one vote.

27.2 Before a vote is taken, the Chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

27.3 On a show of hands, the Chair's decision is conclusive evidence of the result of the vote.

27.4 The Chair and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

27.5 A Member is not entitled to vote at a General Meeting unless all sums presently payable by them in respect of the Company have been paid.

27.6 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:

- (a) at least five Members present
- (b) Members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
- (c) the Chair.

27.7 A vote in writing must be taken when and how the Chair directs, unless Article 27.8 applies.

27.8 A vote in writing must be held immediately if it is demanded under Article 27.6:

- (a) for the election of a chair for the meeting under Article 22.2, or
- (b) to decide whether to adjourn the meeting.
- (c) demand for a vote in writing may be withdrawn.

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28. Written resolutions of Members

- 28.1 Unless the Act requires otherwise, the Full Members may pass a resolution without a general meeting being held if two thirds of the voting Members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- 28.2 Separate copies of a document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.
- 28.3 A resolution under this Article 28 is taken to be passed (and if it is required to be a special resolution to be effective, passed as a special resolution), as if it had been passed at a duly convened general meeting, at the time the Secretary has evidence that the last Member has signed it.

29. Objections to Votes

- 29.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 29.2 Any such objection shall be referred to the chair of the General Meeting, whose decision is final.
- 29.3 A vote not disallowed pursuant to such an objection is valid for all purposes.

MEMBERS' REPRESENTATIVES

30. Proxies

- 30.1 A Member who is entitled to attend and cast a vote at a General Meeting may appoint a person (whether or not a Member) as the Member's proxy to attend and vote for the Member at the General Meeting.
- 30.2 A proxy does not need to be a Member.
- 30.3 A proxy appointed to attend and vote for a Member has the same rights as the Member to:
- (a) speak at the meeting, if the Member is not present;
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment);
and
 - (c) join in to demand a vote in writing.

31. Appointment of Proxy

- 31.1 An instrument appointing a proxy
- (a) shall be in writing either under seal or executed in accordance with the Act or under the hand of an officer or attorney duly authorised;

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- (b) shall include the name of the proxy; and
- (c) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.

31.2 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

31.3 An instrument appointing a proxy shall be in a form that is similar as the circumstances allow to the form shown in Schedule 1 hereof.

32. Validity of Proxy Appointment

32.1 An instrument appointing a proxy shall not be treated as valid unless:

- (a) the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than forty-eight (48) hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in the instrument proposes to vote, or,
- (b) in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the General Meeting.

33. Validity of Proxy Vote

33.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).

33.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a Member or holds more than one proxy, may cast the votes held in different ways.

33.3 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of revocation before the commencement of the General Meeting or adjourned General Meeting at which the instrument is used or the power is exercised.

DIRECTORS

34. Composition of the Board

- 34.1 The number of the Directors shall be not less than six (6) and no greater than fourteen (14).
- 34.2 The Board will be composed of Directors with appropriate knowledge and/or experience of the Battery Supply Chain, as well as the Independent Director and the Chair, as follows:
- (a) A minimum of 1 and up to 2 representatives of Members from Emerging Products and Technologies;
 - (b) A minimum of 1 and up to 2 representatives from the Battery Importation Industry;
 - (c) A minimum of 1 and up to 2 representatives from the Battery Retail Industry;
 - (d) A minimum of 1 and up to 2 representatives from the Battery Recycling Industry;
 - (e) minimum of 1 and up to 2 representatives from the Power Tool Industry;
 - (f) At least 1 Independent Director;
 - (g) The Chief Executive Officer if agreed by the Directors, and
 - (h) The Chair.

35. Altering the Number of Directors

The Company may from time to time by resolution passed at a General Meeting fix the number of Directors or increase or reduce the number of Directors (but so that the number shall be not less than six).

36. Chair

- 36.1 The Board may appoint a chairperson from one of the Independent Directors of the Board for any period that it resolves, or if no period is specified, until that person ceases to be a Director. The Board may remove the Chair of the Board at any time.
- 36.2 The Chair of the Board must not:
- (a) be a director, majority shareholder or employee of a Member;
 - (b) be a trustee of a trust under which a Member is capable of benefiting;
 - (c) act as agent for a Member in any transaction or dealing;
 - (d) be an attorney of a Member under a power of attorney; or
 - (e) have been appointed by a Member as the Member's attorney under a power of attorney.

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37. Qualification of Directors

- 37.1 It shall not be necessary for a Director to be a Member Representative and a Director who is not a Member Representative shall be entitled to receive notices of and attend and speak at General Meetings.
- 37.2 To be a Director, a person must:
- (a) nominated by two Members or representatives of Members entitled to vote (unless the Person was previously elected as a Director at a General Meeting and has been a Director since that meeting),
 - (b) give the Company their signed consent to act as a Director of the Company, and
 - (c) are not ineligible to be a Director under the Act or the ACNC Act.

38. Tenure of Directors

- 38.1 Subject to Article 42:
- (a) Each Director will be appointed to the Board for a term of 3 years, or until the second Annual General Meeting following such Directors' appointment (whichever is the longer);
 - (b) every Director shall continue to hold office until that person resigns, dies or is removed from or vacates office as provided in this Constitution; and
 - (c) No Director shall hold office for a collective period of six (6) years, except the First Directors and Founding Directors, who cannot hold office for a collective period of nine (9) years.
- 38.2 A Director retiring pursuant to Article 38.1 due to expiration of a term shall retain office until the dissolution or adjournment of the meeting at which the election of such Director's successor is confirmed (pursuant to Article 39) and shall be eligible for re-election.

39. Appointment of Director

- 39.1 The Directors shall have power to:-
- (a) advertise for and recruit Directors;
 - (b) appoint the Independent Director; and
 - (c) appoint a new Director to fill any casual vacancy; and
 - (d) appoint additional Directors.
- 39.2 Prior to appointing any Director, the Board:
- (a) may form a nominations committee for the purpose of recruiting and assessing nominees;

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- (b) must ensure that all nominations are assessed by the Board or any nominations committee for their eligibility against the criteria set out in Article 37 and any other criteria which the Board deems appropriate for the vacant office; and:
 - (c) the Board may only elect a person or persons to the Board provided they meet the required criteria and fall within one of the categories specified in Article 34.2;
- 39.3 The Secretary will table all Directors appointed since the previous General Meeting, and provide to the Members at least twenty one (21) days before the next General Meeting for confirmation of the appointments.
- 39.4 The vote to confirm the newly appointed Directors will be carried out by vote at the General Meeting.
- 39.5 39.5 The appointment of each of the Directors must be confirmed by Members by a separate resolution, unless:
 - (a) the Members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 39.6 No Person (not being a retiring Director) shall be eligible for election to the office of Director at any General Meeting unless the procedure in Articles 39.1- 39.5 are followed.

40. Casual Vacancy of Directors

- 40.1 Subject to Article 40.2, in the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act.
- 40.2 If, as a result of the vacancy or vacancies, the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, the Board may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

41. Defects in Appointment of Directors

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

42. When a Director ceases to hold office

- 42.1 A Director stops being a Director if:
- (a) they give written notice of resignation as a Director to the Company to the Company;
 - (b) the Director dies or becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) the Director is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of that interest as required by Article 48;
 - (d) the Members resolve to remove the person as a Director under s203D of the Act, provided that the total number of Directors does not fall below the number required under Article 34.1.
 - (e) are absent for three (3) consecutive Directors' meetings without approval from the Directors, or
 - (f) becomes ineligible to be a Director of the Company under the Act or the ACNC Act.

43. Remuneration of Directors

- 43.1 The Board may approve to pay fees to a Director for acting as a Director.
- 43.2 The Company may:
- (a) pay a Director for work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- 43.3 Any payment made under Article 43.2 must be approved by the Directors, or delegated for approval.
- 43.4 The Company may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and this Constitution.

44. Powers of Directors

- 44.1 Subject to the Act and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company's Members.

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- 44.2 Without limiting the generality of Article 44.1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- 44.3 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Directors determine.

45. Appointment of Company Attorney

- 45.1 The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.
- 45.2 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in them.

46. Delegation of Powers

- 46.1 The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.
- (a) The delegation must be recorded in the Company's minute book.
- (b) A committee to which any powers have been so delegated shall exercise the power delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.
- 46.2 The members of such a committee may elect one of their number as chair of their meetings.
- (a) Where such a meeting is held and:-
- (i) a chair has not been elected as provided by Article 46.2; or
- (ii) the person so elected is not present within ten (10) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,
- the members present shall elect one of their number to be chair of the meeting or part of it.
- 46.3 A committee may meet and adjourn as it thinks proper.
- 46.4 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

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46.5 In the case of an equality of votes, the chair shall not have a casting vote in addition to any vote the chair may have in the capacity as a committee member.

47. Duties of Directors

47.1 The Directors must comply with the statutory duties of directors as provided in the Act and the common law duties imposed on directors.

48. Material Personal interests

48.1 A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution):-

- (a) to the other Directors, or
- (b) if all of the Directors have the same conflict of interest, to the Members at the next General Meeting, or at an earlier time if reasonable to do so.

48.2 The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

48.3 Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under Article 48.4:-

- (a) be present at the meeting while the matter is being discussed, or
- (b) vote on the matter.

48.4 A Director may still be present and vote if:-

- (a) their interest arises because they are a Member, and the other Members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as a Director of the Company as set out in Article 60;
- (c) their interest relates to a payment by the Company under Article 61, or any contract relating to an indemnity that is allowed under the Act;
- (d) the Australian Securities & Investments Commission makes an order allowing the Director to vote on the matter, or
- (e) the Directors who do not have a material personal interest in the matter pass a resolution that:-
 - (i) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Company, and
 - (ii) says that those Directors are satisfied that the interest should not stop the Director from voting or being present.

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49. Other Officers

49.1 Chief Executive Officer

- (a) The Board may appoint one Chief Executive Officer of the Company, for any period and on any terms (including remuneration) as the Board resolves. Subject to any agreement between the Company and the Chief Executive Officer, the Board may vary or terminate the appointment of the Chief Executive Officer of the Company at any time, with or without cause.
- (b) The Board may delegate any of its powers to the Chief Executive Officer of the Company for any period and on any terms (including the power to further delegate) as the Board resolves. The Board may revoke or vary any power delegated to the Chief Executive Officer of the Company.
- (c) A Chief Executive Officer of the Company must exercise the powers delegated to him or her in accordance with any directions of the Board

49.2 Secretary

- (a) The Board may appoint a Secretary for any period and on any terms (including remuneration) as the Board resolves.
- (b) Subject to any agreement between the Company and the Secretary, the Board may vary or terminate the appointment of a Secretary at any time, with or without cause.
- (c) The Secretary must give the Company their signed consent.
- (d) The role of the Secretary includes:
 - (i) maintaining the Register, and
 - (ii) maintaining the minutes and other records of General Meetings (including notices of meetings), Directors' meetings and circular resolutions.

MEETINGS OF DIRECTORS

50. Frequency of Board Meetings

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit and determine the quorum necessary for the transaction of business.

51. Convening Board Meetings

51.1 The Board may at any time, and a Secretary shall on the requisition of a Director, convene a meeting of the Directors.

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51.2 If the Board deems it appropriate, it may invite non-Directors to attend Board meetings for the purpose of observing and/or providing external advice. If required by the Board, the Board will ensure that any observer or adviser makes a confidential undertaking in relation to what is discussed at the meeting.

52. Notice of Board Meetings

52.1 Reasonable notice in the circumstances must be given of all Board meetings unless all Directors consent to waive the requirement for notice of a Board meeting.

52.2 The Board must give notice of a Board meeting to all Directors and may elect to provide notice to any other persons at their discretion.

53. Quorum for Board Meetings

53.1 Unless the Directors determine otherwise, the quorum for a meeting of Directors is at least one-third of the Directors provided that each such person is a Director and is entitled under the Act to vote on a motion that may be moved at that Meeting.

53.2 The quorum must be present at all times during a meeting of Directors.

54. Chair of Board Meetings

54.1 The Chair shall act as chair and the Directors may elect another of their number as deputy chair of its meetings and determine the period for which such chair or deputy chair is to hold office.

54.2 Where a meeting of the Directors is held and:-

- (a) a chair or deputy chair has not been elected as provided by Article 54.1; or
- (b) the person so elected is not present within thirty (30) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Directors present shall elect one of their number to be chair of such meeting or part of it.

55. Voting at Board Meetings

55.1 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by

- (a) a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors; or
- (b) such other method of demonstrating consensus as agreed by the Board.

55.2 Unless provided otherwise, each Director is entitled to cast one (1) vote on each matter for determination.

56. Voting Deadlock

In the case of an equality of votes, whether on a show of hands or on a secret ballot, the chair at which the show of hands takes place or at which the secret ballot is demanded has a casting vote in addition to any vote the chair may have in their capacity as a Director.

57. Virtual Meetings of Directors

57.1 A meeting of Directors may be called or held using any technology consented to by all the Directors.

- (a) A consent of a Director for the purposes of this Article may be a standing one.
- (b) A Director may only withdraw their consent within a reasonable time before the meeting of Directors.
- (c) Anyone using this technology is taken to be present.

57.2 For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-

- (a) all the Directors for the time being entitled to receive notice of the meeting of Directors shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and
- (b) each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.

57.3 A Director may not leave a meeting held by an instantaneous communication device by disconnecting their instantaneous communication device unless that person has previously expressly notified the chair of the meeting of their intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of their leaving the meeting.

57.4 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the chair of the meeting.

57.5 For the purpose of this Article "instantaneous communication device" shall include telephone, television or any other audio and/or visual device which permits instantaneous communication.

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58. Passing Resolutions without Meetings

- 58.1 The Directors may pass a circular resolution without a Directors' meeting being held.
- 58.2 A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in this Article.
- 58.3 Each Director may sign (either by wet ink or electronically):
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 58.4 The Company may send a circular resolution by email to the Directors and the Directors may agree to the resolution by:
- (a) sending a reply email to that effect, including the text of the resolution in their reply;
 - (b) sending an email in reply attaching an electronically signed copy of the resolution.
- 58.5 A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in this Article 58.

INSURANCE AND INDEMNITY OF APPLICABLE PERSONS

59. Applicable Persons

- 59.1 The provisions of Articles 60, 61 and 62 shall apply to Applicable Persons, which expression shall include:-
- (a) every person who is or has been an Officer of the Company;
 - (b) every person who is or has been an Officer of a Related Body Corporate of the Company;
 - (c) if the Directors determine, an employee or former employee of the Company or a Related Body Corporate of the Company;
 - (d) if the Directors determine and to the extent permitted under the Act, an auditor or former auditor of the Company or a Related Body Corporate of the Company.

60. Insurance

- 60.1 To the extent permitted under the Act, the Company may pay, or agree to pay, a premium in respect of a contract insuring any one or more Applicable Persons against any liability incurred by the Applicable Person PROVIDED THAT the liability does not arise out of conduct involving:-

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- (a) a wilful breach of duty in relation to the Company or a Related Body Corporate of the Company; or
- (b) a contravention of section 182 or 183 of the Act.

60.2 To the extent permitted under the Act, the Company may pay, or agree to pay, an Applicable Person for costs and expenses incurred by that Applicable Person in defending proceedings, whatever the outcome of the proceedings.

61. Indemnity

61.1 The Company does not exempt an Applicable Person from a liability to the Company incurred in their capacity as an Applicable Person.

61.2 To the extent permitted by the Act, the Company indemnifies any Applicable Person against non legal costs incurred as an Applicable Person except:-

- (a) for a liability owed to the Company or a Related Body Corporate of the Company;
- (b) for a liability for a pecuniary penalty order under section 1317G or compensation order under section 1317H or section 1317HA of the Act;
- (c) for a liability owed to a third party arising out of conduct involving a lack of good faith.

61.3 To the extent permitted by the Act, the Company indemnifies any Applicable Person against legal costs incurred in defending an action for a liability incurred as an Applicable Person except:-

- (a) in defending or resisting proceedings in which the Applicable Person is found to have a liability for which they could not be indemnified under Article 61.2; or
- (b) in defending or resisting criminal proceedings in which the Applicable Person is found guilty; or
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission (and any of its successors) or a liquidator for a court order if the grounds for making the order are found by a court to have been established; or
- (d) in connection with proceedings for relief to the Applicable Person under the Act in which the Court denies relief.

61.4 Where the costs and expenses incurred by an Applicable Person under Articles 61.1, 61.2 or 61.3 are recovered by the Company under an insurance policy taken out or paid for by the Company pursuant to Article 61, the extent of the indemnification of an Applicable Person shall be reduced accordingly.

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62. Definition of "Proceedings"

In Articles 59, 60 and 61, the term "proceedings" means any proceedings and any appeal in relation to any proceedings, whether civil or criminal, being proceedings in which it is alleged that the Applicable Person has done or omitted to do some act, matter or thing in his capacity under which the person has become an Applicable Person (including proceedings alleging that the Applicable Person was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a Related Body Corporate).

ADMINISTRATION

63. Notices

63.1 Written notice or any communication under this Constitution may be given to the Company, the Directors or the Secretary by:

- (a) delivering it to the Company's registered office
- (b) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided; or
- (c) sending it to an email address or other electronic address notified by the Company to the Members as the Company's email address or other electronic address.

63.2 A notice may be given by the Company to any Member either:-

- (a) by serving it on them personally;
- (b) by sending it by post to them at their address as shown in the Register or to the Service Address supplied by them to the Company for the giving of notices to them.

63.3 Where a notice is sent by:-

- (a) post, service of the notice shall be deemed to be effective by properly addressing, prepaying and posting a letter containing the notice, and to have been effected, in the case of a notice of a Member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) by electronic transmission, service of the notice shall be deemed to be effected within twenty-four (24) hours of the transmission, unless the Company receives notification that the transmission was not successful.

63.4 If the Company does not have an address for the Member, the Company is not required to give notice in Person.

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64. Minutes

- 64.1 The Directors will cause minutes of:-
- (a) all proceedings and resolutions of meetings of the Company's Members;
 - (b) all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;
 - (c) resolutions passed by Members without a meeting;
 - (d) resolutions passed by Directors without a meeting,
- to be duly entered into the books kept for that purpose in accordance with the Act.
- 64.2 A minute recorded and signed in accordance with the Act is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- 64.3 Records containing the minutes of the Company's Members and resolutions passed by Members without a meeting will be open for inspection by any Member free of charge.

65. Accounting Records and Other Documents

- 65.1 The Company must make and keep written records that:
- (a) record and explain its transactions and financial position and performance;
 - (b) correctly record its operations; and
 - (c) enable true and fair financial statements to be prepared and to be audited.
- 65.2 The Company must retain its records for at least seven (7) years.
- 65.3 The Directors must take reasonable steps to ensure that the Company's records are kept safe.
- 65.4 A Director has a right of access to the financial records of the Company at all reasonable times.
- 65.5 If the Directors agree, the Company must give a Director or former Director access to:
- (a) certain documents, including documents provided for or available to the Directors, and
 - (b) any other documents referred to in those documents.
- 65.6 Subject to the Act, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members.

66. Execution of Documents

- 66.1 The Company may have a Seal, known as the common seal, on which its name, its Australian Company Number and the words "Common Seal" are engraved.
- 66.2 If the Company has a seal the Directors shall provide for the safe custody of the Seal.
- 66.3 The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.
- 66.4 The Company may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:-
- (a) two Directors; or
 - (b) one Director and one Secretary; or
 - (c) one Director and another person appointed by the Directors for that purpose
- The signature of such persons may be affixed to the document by manual, autographic or mechanical means.
- 66.5 The Company may execute a document without using a seal if the document is signed by:-
- (a) two Directors; or
 - (b) one Director and one Secretary; or
 - (c) one Director and another person appointed by the Directors for that purpose.
- The signature of such persons may be affixed to the document by manual, autographic or mechanical means.
- 66.6 A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Company have reported to the Board in writing that the document may be sealed in that manner.

67. Creation, Amendment and Repeal of By-Laws

The Board has power to make by-laws concerning membership application and qualification for membership of the Company and any other matter which the Board believes suitable for including in such by-laws.

68. Amendment of Constitution

The Company may only alter this Constitution by special resolution passed at a General Meeting

FINANCIAL MATTERS

69. Accounts

- 69.1 The Directors will cause to be kept proper books of account in which will be kept true and complete Accounts of the affairs and transactions of the Company.
- 69.2 Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions.
- 69.3 The Company's financial year is from 1 July to 30 June, unless the Directors pass a resolution to change the financial year.

70. Audit

- 70.1 A registered company auditor must be appointed. No appointment of an auditor shall be effective unless the auditor has first tendered to the Company a signed consent to so act.
- 70.2 The auditor must not be an officer of the Company.
- 70.3 The Company must:-
- (a) at its first Annual General Meeting appoint an auditor; and
 - (b) at each subsequent Annual General Meeting, if there is a vacancy in the office of auditor, appoint an auditor to fill the vacancy.
- 70.4 An auditor appointed pursuant to Article 70.3 shall hold office until resignation or removal from office or until the auditor is not capable of acting as auditor for any reason.
- 70.5 An auditor may be removed by resolution passed at a General Meeting.
- 70.6 Where an auditor resigns in accordance with Article 70.4 or is removed in accordance with Article 70.5, the Board may appoint another person to be the auditor.
- 70.7 The auditor appointed pursuant to Article 70.6 shall remain as auditor until the next Annual General Meeting, whereupon their appointment shall be subject to the ratification or otherwise of the Members.
- 70.8 The auditor is entitled to attend any General Meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 70.9 The Company must give the auditor any communications relating to the General Meeting that a Member of the Company is entitled to receive.

**CONSTITUTION OF
BATTERY STEWARDSHIP COUNCIL LTD**

71. Dividends and Reserves

No payment of dividends or other distributions to Members shall be made.

WINDING UP

72. Procedure

The Company may be dissolved by a special resolution of Members at a General Meeting.

73. Contribution of Members on Winding Up

In the event of the Company being wound up while a Person is a Member, or within one year of ceasing to be a Member, every Member undertakes to contribute to the assets of the Company such amount as may be required not exceeding the Guarantee for the payment of the debts and liabilities of the Company contracted whilst the Member or past Member as the case may be was a Member of the Company, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributors amongst themselves.

74. Distribution of Property on Winding Up

74.1 In the event of the Company being wound up, any surplus assets remaining after the payment of the Company's liabilities and expenses shall not be paid or distributed to the Members but will be given or transferred to such other institution or company:-

- (a) having similar objects to those described in Article 6; and
- (b) is an institution or body and which prohibits the distribution of income, profit or assets to its Members; and
- (c) which has gained approval from the Commissioner to be recognised as a body whose income is exempt from taxation; and
- (d) if the Company has been registered by the Australian Charities and Not-for-profits Commission as a registered charity, the other fund, authority or institution is a registered charity.

74.2 Such institution or company will be determined by the Members of the Company on or before the time of such winding up or dissolution, failing such determination the institution or company shall be determined by application to the Supreme Court in the deemed State of registration.

**CONSTITUTION OF
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The Persons whose details are shown below are the Members of the Constitution at the time of approval.

Full names and addresses of the Members

DATED: 16 October 2023

CONSTITUTION OF

SCHEDULE 1

BATTERY STEWARDSHIP COUNCIL LTD

FORM OF PROXY

I/We	[Name]	
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being a Member/Members of the abovenamed Company, hereby appoint:

Proxy	[Name]	
	[Address]	

or, in their absence,

Proxy	[Name]	
	[Address]	

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held on the date shown below and at any adjournment of that meeting.

Date of general meeting	
-------------------------	--

Signed by the Member(s)	
-------------------------	--

Signed by the Member(s)	
-------------------------	--

If this is a directed proxy, please indicate your voting intentions in relation to the resolution(s).

Resolution Number	Vote in favour of	Vote against	Abstain from voting