



**Rules of the
Association of Professional
Staffing Companies
Australia Ltd**

Chapter 1: Preliminary

1 Arrangement

- 1.1 These rules are arranged as a compendium by chapter heading.
- 1.2 Each subsequent chapter commences with a statement of the designation the rules contained within that chapter.

2 Designation

In this chapter,

- 2.1 Rules 2 and 3 are contractually binding rules;
- 2.2 Rule 1 is a guideline.

3 Definitions

- 3.1 Definitions appearing in the Constitution have the same meaning in these rules.

CHAPTER 2 – Membership Rules

1 Designation

In this chapter,

- 1.1 the following Membership Rules are contractually binding rules: 2.1; 2.3; and 3 to 21.
- 1.2 the following Membership Rules are guidelines: 2.2.

2 Full Associate Members

2.1 Facilitation of Full Associate Membership

- a) In recognition of the many styles of corporate structures, operational methods, locations and equity basis employed by the corporate entities in the professional staffing sector, the following procedures will be applied from time to time by the Directors to facilitate entry to the Company as a Full Associate Member.
- b) The Purpose of facilitating Full Associate Membership is to support the formation and membership structure of a company that acts as the central co-ordinating body for the professional staffing sector in Australia according to its objects.
- c) An applicant for Full Associate Membership must demonstrate involvement in the supply and or management of talent in the professional staffing sector either as:
 - (i) predominantly a professional staffing service provider; or
 - (ii) a department or division dedicated to the recruitment, contracting and on-hire management or administration of professional staffing in Australia.
- d) Companies, divisions of companies and franchises applying for Membership must supply the Company with all relevant information with regard to inter-related organisations, involved in the recruitment sector to ensure all conflict of interest and cross company links are clearly identified.
- e) Each quarter Full Associate Members will be required to confirm/amend their company location listing/staff contacts. Failure to provide correct information on application may result in rejection of an application for Membership or in the case of a current Member non-renewal of Membership).

2.2 Rights and Entitlements of Full Associate Membership:

- a) Full Associate Members have the right to, and may participate in, all advertised functions and activities of the Company subject to the payment of any fee charged for participation.
- b) Full Associate Members may use the expression “Member of the Association of Professional Staffing Companies Australia Ltd” or “APSCo Australia Member” on corporate or promotional material subject to the Terms and Conditions of APSCo Australia brand use.
- c) Full Associate Members have no rights to vote at any Meetings of the Company.

3 Brand Associate Members

3.1 Facilitation of Brand Associate Membership

- a) The Directors will facilitate entry to the Company as a Brand Associate Member any company nominated by any Group who are involved in such industry sectors, as approved from time to time by a majority decision of the Board.
- b) The Purpose of facilitating Brand Associate Membership is to support the formation and membership structure of a company that is sufficiently involved in the professional staffing sector in Australia.

3.2 Rights and Entitlements of Brand Associate Membership

- a) Brand Associate Members have the right:
 - (i) to promote themselves as an APSCo Australia Member as outlined in the terms and conditions of APSCo Australia Brand Use;
 - (ii) to attend APSCo Australia functions and events at Brand Member rates and to purchase APSCo Australia products at Brand Associate Member rates;
 - (iii) to seek appointment to member committees and Working Groups.
- b) Brand Associate Members have no rights to vote at any Meetings of the Company or to seek appointment to the Board either directly or through a Member Representative.

4 Affiliate Associate Members

4.1 Facilitation of Affiliate Associate Membership

- a) In recognition of the specialised knowledge which suppliers of goods and services to the professional staffing sector develop, the Directors will encourage businesses who in the opinion of the Directors are sufficiently involved with the professional staffing sector to apply for Affiliate Associate Membership of the Company and to become actively engaged with the Company and profiled to its Members as through the Supporters program.

4.2 Rights and Entitlements of Affiliate Associate Membership

- a) Affiliate Associate Members have the right:
 - (i) to promote themselves as an APSCo Australia Affiliate to the APSCo Australia Membership as outlined in the terms and conditions of APSCo Australia Brand Use;
 - (ii) to attend APSCo Australia functions and events at Affiliate Associate Member rates and to purchase APSCo Australia products at Affiliate Associate Member rates;
 - (iii) to seek appointment to member committees and Working Groups.
- b) Affiliate Associate Members have no rights to vote at any Meetings of the Company or to seek appointment to the Board either directly or through a Member Representative.

5 Application for Membership

5.1 Applications:

- a) To apply for approval to become a Member, an applicant must:
 - (i) deliver to the Company a completed and signed application in the form approved by the Board from time to time together with such additional information as the Company may require;
 - (ii) agree that from the time of application, the applicant will conduct itself, himself or herself in a manner becoming of an APSCo Australia Member and not prejudicial to the interests of APSCo Australia; and
 - (iii) be interviewed by the Company if applying for Full Associate Membership;
- b) The Company will, after company assessment information is provided, determine whether a company can become a Member and to which category and class they should belong.

5.2 Successful Applicants

- a) If an application for membership is approved the Company must:
 - (i) give written acceptance of the application including details of category of Membership and the rights attached to that category as outlined in Clause 3 of the Constitution;
 - (ii) request payment of the amount owing for the annual Membership fee; and
 - (iii) upon payment enter the Member's name in the Register.
- b) Any complaint or dispute arising from or in relation to conduct of a Member whilst an applicant may be dealt with by the Company under the APSCo Australia Dispute Resolution Procedures as fully and as effectually as though the Member were a Member at the relevant time.

5.3 Unsuccessful Applicants

- a) If an application to become a Member is not accepted the Company must give written notice of non-acceptance to the applicant.
- b) An unsuccessful applicant, within 28 days after of notice of non-acceptance is given by the Company, may appeal to the Board in writing setting out submissions and providing written evidence in support of the application for Membership. The Board will consider the submissions and any written evidence provided in support of them and may confirm, confirm with conditions or reject the application. The decision of the Board is final.

6 Register of Members

6.1 Upon approval of a person as a Member the person's name must be entered into the Company's Register of Members as:

- a) a Full Associate Member;
- b) a Brand Associate Member;
- c) an Affiliate Associate Member; or
- d) a Global Member.

7 Objections to Application by any Class of Membership

7.1 Objections will only be considered when they are made in writing and contain specific reasons against admitting an applying Member and/or current Member.

7.2 If an objection is raised against a current Member, or a Membership

application, otherwise than by way of a complaint or dispute notification under the APSCo Australia Dispute Resolution Procedures, the Board must examine the objection and, if it considers it necessary, authorise the Conduct Committee to:

- a) investigate the objection;
- b) conduct a hearing if the Board or the Conduct Committee considers it necessary; and
- c) forward an advice to the APSCo Australia Board as to the recommended outcome.

7.3 In dealing with an objection to membership the Conduct Committee may make use of its powers and procedures as though it were investigating and hearing a disciplinary complaint.

8 Application & Membership Fees

8.1 Applications for Membership of APSCo Australia will generally be considered for separate operations within the one organisation if those operations have a different brand and/or ABN number.

8.2 Subject to rule 8.3, no Membership fees shall be payable by Full Associate, Brand Associate or Affiliate Associate Members.

8.3 The Membership fees are determined by the Directors and reviewed annually. Current Members have an annual Membership Status review conducted before the subscription renewal process commences.

8.4 The fee structure is based on the Membership classification and is confirmed after the Membership application, corporate status or structure and applicant's listing in commercial spaces (website, directories, telephone listings etc) have been reviewed.

9 Non Payment of Fees or Levies

9.1 Any Member that has not paid Membership fees or levies within one month of the due date for payment of such fees will be sent a reminder to pay all outstanding fees or levies.

9.2 Any Member that has not paid Membership fees or levies after one month from the date of receiving a reminder notice will be served a final notice to pay outstanding fees or levies.

9.3 If any fees or levies remain unpaid for a period of 14 days after the final notice to pay is served to a Member by the Company may thereafter become liable to expulsion suspension or reassignment as provided by the Constitution.

10 Information for Levies

- 10.1 Each Member shall, within one month after being requested to do so by the Company, provide a statement in the form approved by the Board specifying the information required by the Board to assess the amount of any levy that may be raised from that Member;

11 Certificates

- 11.1 Electronic and print Membership certificates, in the form prescribed by the Directors, from time to time, shall be issued to each Member on admission to the Company certifying that they are a Member.
- 11.2 Membership certificates will clearly state the category of Membership and the year in which Membership commenced, plus any other details as the Directors so determine from time to time.
- 11.3 Every Membership certificate shall be under the Seal of the Company and, upon receipt, be prominently displayed at the Full Associate, Brand Associate, Affiliate Associate or Global Member's premises.
- 11.4 Every Membership certificate shall remain the property of the Company and shall be returned to the Company immediately upon cessation of Membership.
- 11.5 The Company may issue a replacement Certificate of admittance as a Member if:
- a) the Company receives and cancels the existing Certificate; or
 - b) the Company is satisfied that the existing certificate is lost or destroyed;

12 Information Changes

- 12.1 Change of Name
- a) Membership and Certification certificates are not transferable and remain the property of APSCo Australia.
 - b) When a Member changes its name, it is incumbent upon the Member to notify the APSCo Australia Secretariat of the changes within 14 days. The certificate is to be returned, together with the evidence of the name change e.g. (Certificate of Registration) within a further 14 days. The Certification will then be reviewed by the Secretariat for continuity, and upon approval, an amended certificate will be issued.
- 12.2 Other Changes

- a) Any other changes to information in respect a Member that may impact upon the member's status, classification, address, or contact details must be provided to APSCo Australia by completing a Member Details Update online within 30 days of the change.

13 Notice of Members Meetings

- 13.1 Subject to rule 13.2(b), not less than twenty one (21) days' notice of a general meeting of Members shall be given to each Member and each Director and, in the case of the Annual General Meeting, to the Auditor of the Company.
- 13.2 Subject to rule 13.2(c) the Company may call on shorter notice:
 - a) to an Annual General Meeting, of Members if all of the Members entitled to attend and vote at the Annual General Meeting agree beforehand; and
 - b) to any other general meeting of Members, if Members with at least 95% of the votes that may be cast at the meeting, agree beforehand.
- 13.3 A notice of a general meeting of Members must:
 - a) state the place, date and time of the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate it):
 - b) state the general nature of the business of the meeting; and
 - c) state or include any other information or documents specified by the Corporations Act.

14 Quorum of Members Meeting

- 14.1 Rules 14.2 to 14.7 inclusive will only apply if there is more than 1 Member entitled to vote. If there is only 1 Member entitled to vote, the quorum will be 1.
- 14.2 Subject to rule 14.5 a quorum for a meeting of Members is two (2) persons entitled to vote at that meeting.
- 14.3 In determining whether a quorum for a meeting of Members is present a person present as a Member Representative, proxy or attorney for another Member or Members, is counted separately for each appointment in respect of which the person is eligible to vote.
- 14.4 The requisite quorum of Members must be present at the commencement of the meeting. If a quorum is present at the beginning of a meeting of Members

it is deemed present throughout the meeting unless the Chairperson otherwise determines.

- 14.5 Where a quorum is not present within 30 minutes after the time appointed for a meeting of Members:
- a) if the meeting was called at the request of Members entitled to vote at that meeting, the meeting is dissolved; and
 - b) in any other case the meeting is adjourned to the date, time and place as the Directors may, by notice to the Members, appoint.
- 14.6 If the quorum is not present within 30 minutes after the time appointed for an adjourned meeting of Members the meeting will proceed with the numbers in attendance as long as the number of Members eligible to vote is more than 1.
- 14.7 No person other than the Chairperson of a meeting of Members may adjourn a meeting of Members.

15 Chairperson of Members Meeting

- 15.1 If at a meeting of Members:
- a) there is no Chairperson;
 - b) the Chairperson is not present within fifteen minutes (15) after the time appointed for holding the meeting of Members; or
 - c) the Chairperson is present within that time but is not willing to act as Chair for all or part of the meeting,

the Members present and entitled to vote at a meeting of Members, may, by majority vote, elect a person present to Chair all or part of the meeting of Members. This person is required to have a minimum of three years professional staffing sector experience.

16 General Conduct of Members Meetings

The Chairperson may require any person to leave and remain out of any general meeting of Members who, in the opinion of the Chairperson, is not complying with his or her reasonable directions.

17 Annual General Meeting

- 17.1 An Annual General Meeting shall be held:
- a) in addition to any other general meetings of Members held by the Company in the year;
 - b) at least once every calendar year and within the period of five (5)

months after the end of the Company's Financial Year; and

c) at such time and place as may be determined by the Directors.

17.2 The business of an Annual General Meeting must include the following, even if not referred to in the notice of the meeting:

a) the consideration of the annual financial report, the Directors' report and the Auditor's report for the Company; and

b) the appointment of the Directors to the Company.

17.3 All other business transacted at an Annual General Meeting is deemed to be special business.

17.4 Subject to the provisions of the Corporations Act, except with the prior approval of the Directors, or with the permission of the Chairperson, no person may, as regards any special business of which notice has been given, move at any Annual General Meeting any resolution (other than a resolution in the same terms as specified in that notice); or any amendment of a resolution.

18 Arrangement of Business

Any notice of special business to be discussed or resolution proposed to be moved at a General Meeting of Members must be submitted to the Directors no later than 7 days prior to the meeting at which the discussion is to take place or the resolution moved.

19 Voting by Mail

19.1 Matters of business which may be submitted to Members may be submitted by mail on the instigation of either the President or any five (5) Members.

19.2 The Company Secretary shall be responsible for ensuring:

a) that the notice distributed to all Members clearly states the motion to be addressed; and

b) that the notice specifies a date for return which shall not be less than twenty two (22) days from the date of distribution.

20 Notices to Members

20.1 Subject to rule 20.2 the Company may give notice to a Member:

a) by hand delivery;

b) by sending it by prepaid post to the address of the Member in the Register or the alternative address (if any) nominated by that

- Member;
- c) addressed to the Member at the Member's registered address;
 - d) by sending it by electronic means to an address (if any) nominated by that Member; or
 - e) with the approval, given by special resolution of the Directors, by advertisement in accordance with rule 20.5.
- 20.2 For the purposes of rule 20.1 a Member may provide the Company with an address other than that of the registered address for the purpose of serving notice on that Member.
- 20.3 If the address of any Member in the Register is not within Australia and that Member does not nominate an alternative address within Australia, the Company may (in addition to any method of service specified in rule 20.1) give a notice to a Member by:
- a) posting it on the Company's website; or
 - b) advertising in accordance with rule 20.4.
- 20.4 Any notice allowed to be given by the Company to Members by advertisement, is sufficiently advertised, if advertised once in a daily newspaper circulating in the states and territories of Australia.

21 Meeting at More than One Place

- 21.1 A meeting of Members may be held in two or more places linked together by any technology that:
- a) gives the Members as a whole in those places a reasonable opportunity to participate in proceedings;
 - b) enables the Chairperson to be aware of the proceedings in each place; and
 - c) enables the Members in each place to vote on a show of hands and on a poll.
- 21.2 If a meeting is held in two or more places under rule 21.1:
- a) a Member present at one of the places is taken to be present at the meeting; and
 - b) the chairperson of that meeting may determine, for the minutes, at which place the meeting is taken to have been held.

CHAPTER 3 – Committee Rules

1 Designation

The Committee Rules as set out in this chapter are contractually binding rules.

2 General Provisions relating to the Establishment of Committees

- 2.1 When establishing or approving the establishment of any committee the Directors may issue terms of reference for it consistent with the Committee Rules.
- 2.2 Terms of reference include, but are not limited to provisions about:
- a) regularity of meetings;
 - b) composition of the committee;
 - c) criteria for acceptance to the committee;
 - d) responsibilities of the committee;
 - e) responsibilities of the APSCo Australia Secretariat;
 - f) reporting mechanism to the Board; and
 - g) budgetary requirements.
- 2.3 The Directors may withdraw or change the terms of reference for a member committee at any time and from time to time.
- 2.4 With the approval of the Board and subject to the Committee Rules and such conditions as the Board may impose, a person who is not a Member may be co-opted to participate on a Committee established under the Committee Rules.

3 Member Committees

- 3.1 The Members may, with the approval of the Directors, establish Member Committees for the purposes of:
- a) ensuring local and issue based matters receive due attention; and
 - b) assist with the implementation of the strategic direction of the Company,
- under the direction of and accountable to the Board.
- 3.2 A Member Committee must have at least six committee members, and must meet at least four times a year.
- 3.3 A Member Committee will include a nominee from the Secretariat.

4 Conduct Committee

- 4.1 The Directors will establish a Conduct Committee for the purposes of:
- a) investigating disciplinary complaints and providing reports to the Board;
 - b) facilitating processes of conciliation of complaints against APSCo Australia Members; and, where required, mediation or other private resolution of disputes involving APSCo Australia Members;
 - c) reviewing the operation of the APSCo Australia Code of Conduct and APSCo Australia Dispute Resolution Procedures and providing reports and recommendations to the Board about measures (including amendments) that might be adopted for:
 - (i) the better assurance that the APSCo Australia Code and APSCo Australia Dispute Resolution Procedure continue to serve the objects of APSCo Australia;
 - (ii) the promotion of the APSCo Australia Code and APSCo Australia Dispute Resolution Procedure;
 - (iii) education and training required to support APSCo Australia Members in meeting a standard of conduct that is becoming of APSCo Australia Members and in the interests of APSCo Australia;
 - (iv) any other matter upon which the Board might seek the assistance of the Conduct Committee regarding the operation

of the APSCo Australia Code and APSCo Australia Dispute Resolution Procedure;

- d) the exercise of any other task or function which the Board lawfully delegates to the Conduct Committee.

4.2 The Conduct Committee will consist of at least one Director and other Member Representatives as the Board may appoint from time to time.

5 Certification Committee

5.1 The Directors will establish a Certification Committee to report and be accountable to the Board with all the necessary powers to manage matters related to the Certification program and the professional education program.

5.2 The Certification Committee will consist of at least one Director and such other Member Representatives as the Board may appoint from time to time.

6 General Duties of Committee Members

6.1 Committee members must:

- a) comply with any terms of reference issued for it by the Directors;
- b) discharge their duties in good faith and honestly in the best interests of the Company;
- c) act with required care and diligence, demonstrating commercial reasonableness in their decisions;
- d) avoid conflicts of interest;
- e) act for the benefit of the Company as a whole; and
- f) not allow personal interests, or the interest of any associated person, to conflict with the interests of the Company.

- 6.2 Committee Members are to be forthright in Committee meetings and have a duty to question, request information, raise issues of concern to them, and fully canvas all aspects of any issue confronting the Company.
- 6.3 Confidential information received by a committee in the course of the exercise of their duties remains the property of the Company. It may not be used or disclosed for any purpose other than for the proper business of the committee, unless that use disclosure has been authorised by the person from whom the information is provided, or is required by law.

7 Conflict of Interest

- 7.1 Committee members will indicate to the Chairperson any potential conflict of interest situation as soon as it arises.
- 7.2 A conflict of interest situation arises in the case of actual or potential conflicts of interest and duty which might be reasonably be thought to exist between the committee member and the interests of the Company or which might reasonably be thought to influence a committee members discussion, deliberation or determination of any matter.
- 7.3 In case of a conflict of interest situation:
- a) the committee member must absent himself or herself from the room whilst discussion of matters in respect of which the conflict arises takes place. This exit and entry is to be recorded in the minutes; and
 - b) the committee member affected by the conflict may not vote on and must not attempt improperly to influence the committee's discussion, deliberation or determination of the matter in respect of which the conflict arises.

8 The Committee Chairperson

- 8.1 The Chairperson is appointed by the committee annually.
- 8.2 The Chairperson will:
- a) chair committee meetings or nominate a replacement Chairperson if they cannot attend or are disqualified from attendance; and
 - b) establish the agenda for the committee meetings in consultation with the Managing Director.
- 8.3 In particular, the Chairperson will:
- a) be the major point of contact between the committee and the APSCo Australia Secretariat; and

- b) regularly review with the Managing Director, progress on initiatives and significant issues facing the Members.

Chapter 4 – Local Representative Committee and Directors’ Rules

1 Designation

- 1.1 The Local Representative Committee and Directors’ Rules as set out in this chapter are contractually binding rules.
- 1.2 The Local Representative Committee Rules as set out in this chapter apply to the nomination, appointment, rotation and resignation of members of the Local Representative Committee in accordance with the Articles.

2 Nomination and Appointment

- 2.1 Nominations of Members Representatives to be elected as a member of the Local Representative Committee, must be in writing, on the prescribed nomination form, signed by two other Full Associate Members and accompanied by the written consent of the Full Associate Member Representative and be delivered to the Company Secretary not less than thirty (30) days before the date fixed for the holding of the Annual General Meeting.
 - a) If the number of nominations required to fill the Local Representative Committee vacancies is equal to or less than the number of vacancies required to be filled, the persons nominated shall be deemed elected.
 - b) If the number of nominations exceeds the number of vacancies to be filled, an election shall be conducted in accordance with this chapter.
- 2.2 Subject to the Constitution, the members of the Local Representative Committee have the power at any time to appoint any person as a member of the Local Representative Committee, either to fill a casual vacancy or as an addition to the Local Representative Committee, provided Member category representation required by the Constitution is maintained, and the total number of members of the Local Representative Committee does not exceed the number fixed in accordance with the Constitution.
- 2.3 The members of the Local Representative Committee are not obliged to fill any casual vacancy if the number of members of the Local Representative Committee is not below the minimum number fixed in accordance with this Constitution.

- 2.4 If a person is appointed as a member of the Local Representative Committee to fill a casual vacancy, the Company must confirm the appointment by resolution at the Company's next Annual General Meeting.
- 2.5 If the appointment is not confirmed, the person ceases to be a member of the Local Representative Committee at the end of the Annual General Meeting.

3 Rotation of members of the Local Representative Committee

- 3.1 At the second Annual General Meeting after the Adoption Date and at each Annual General Meeting thereafter, two members of the Local Representative Committee must retire from office (provided that no member of the Local Representative Committee is required under this rule to retire until that member of the Local Representative Committee has been in office for at least one year).
- 3.2 The members of the Local Representative Committee to retire are to be those who have been longest in office since appointment but as between persons appointed on the same day those to retire shall be determined by lot (unless they agree otherwise between themselves).
- 3.3 Where the GM Nominee is required to retire in accordance with this rule 3 and the Global Members remain entitled to appoint a GM Nominee under the Constitution, the Global Members shall be entitled to appoint a substitute GM Nominee in place of the retired GM Nominee.

4 Members of the Local Representative Committee Resigning

A member of the Local Representative Committee may resign as a member of the Local Representative Committee by giving written notice of resignation to the Company Secretary at the Company's registered office.

5 Removal of a member of the Local Representative Committee

- 5.1 Members who are also "Local Members" as defined in the Articles, may, by resolution at a meeting of Members, remove a member of the Local Representative Committee, other than the GM Nominee, before the end of the member's term of office. The Local Representative Committee, consistently with clause 6.5 of the Constitution, may elect or appoint another person in place of that member.
- 5.2 A member of the Local Representative Committee ceases to be a member of the Local Representative Committee if that member:

- a) becomes of unsound mind or a person or estate is liable to be dealt with in any way under the law relating to mental health;
- b) is absent without the consent of the Local Representative Committee from two-meetings of the Local Representative Committee held during a period of six months and the Local Representative Committee resolves that his or her office be vacated;
- c) is removed from the office of a member of the Local Representative Committee in accordance with the APSCo Australia Rules; or
- d) is the Member Representative of a Full Associate Member which resigns, is expelled or suspended from membership in the Company.

6 Chairperson of Directors

6.1 The President shall preside at meetings as Chairperson at every meeting of the Board.

6.2 If the President is:

- a) not in attendance within fifteen minutes after the time appointed for the meeting or;
- b) unwilling to act as Chairperson of the meeting;

a Vice President shall be Chairperson and if:

- c) neither the President nor a Vice President are present; or
- d) the President and/or the Vice Presidents decline to take the chair,

then the Directors present shall choose one of their number to be Chairperson.

7 Flying Directors Minute

7.1 The Directors may pass a resolution without a meeting of the Directors being held if all the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document.

7.2 Separate copies of the document referred to in rule 7.1 may be used for assenting to by Directors as long as the wording of the resolution and the statement is identical in each copy.

7.3 A Director may signify assent to a document under this rule by signing the document or by notifying the Company of that assent by any technology

including telephone.

7.4 The resolution is passed when the last Director assents.

7.5 Where such a resolution is passed by the method in rule 6.1 the resolution must be noted at the next full meeting of Directors and recorded, as such in the minutes of that meeting.

8 Notices to Directors

8.1 The Company may give notice to a Director or an Alternate Director:

- a) by hand delivery; or
- b) by sending it by prepaid post to the usual residential address of that person or the alternative address (if any) nominated by that person; or
- c) by sending it by electronic means (if any) nominated by that person; or
- d) by any other means agreed between the Company and that person.

9 Quorum and Voting at Meetings of the Board

9.1 The quorum for a meeting of the Board is constituted by the attendance, in person or by alternate and by any methods of telecommunication allowing each Director to be heard, of at least two Directors which must include at least one GM Director.

9.2 For the purposes of voting on any resolution of the Board, each Director is entitled to one vote, provided that:

- a) if one or more GM Directors are not present at a meeting of the Board, one of the attending GM Directors shall be entitled to exercise the vote of the absent GM Director or GM Directors in addition to his or her own vote; and
- b) if one of the LRC Directors is not present at a meeting of the Board, the attending LRC Director shall be entitled to exercise the vote of the absent LRC Director in addition to his or her own vote.

Chapter 5 – Rules about Notices to and from the Company

1 Designation

The Rules about Notices to and from the Company as set out in this chapter are contractually binding rules.

2 Notice to the Company

- 2.1 A person may give notice to the Company:
- a) by leaving it at a registered office of the Company;
 - b) by sending by post to a registered office of the Company;
 - c) by sending by electronic means to an address nominated by the Company for that purpose; or
 - d) by any other means permitted by the Corporations Act.

3 Time of service

- 3.1 A notice sent by prepaid post to an address in Australia is taken to be given:
- a) in the case of a notice of meeting one business day after it is posted; or
 - b) in any other case at the time at which the notice would be delivered in the ordinary course of post.
- 3.2 A notice sent by prepaid post to an address outside Australia is taken to be given:
- a) in the case of a notice of meeting, three business days after it is posted; or
 - b) in any other case at a time which the notice would be delivered in the ordinary course of post.
- 3.3 A notice sent by electronic means is taken to be given on the business day it is sent, provided that the sender's transmission report shows that the whole notice was sent correctly.

- 3.4 The giving of notice by prepaid post is sufficiently proved by evidence that the postage was paid and the notice:
- a) was addressed to the correct address of the recipient as entered in the Register; and
 - b) was placed in the post.

4 Signatures

- 4.1 The Directors may decide, generally or in a particular case, that a notice given by the Company be signed by electronic or other means.

Chapter 6 – APSCo Australia Code of Conduct and APSCo Australia Dispute Resolution Procedures

1 Designation

- 1.1 The APSCo Australia Code (separately published) is a guideline.
- 1.2 The APSCo Australia Dispute Resolution Procedures as set out in this chapter are contractually binding rules.

2 APSCo Australia Dispute Resolution Procedures

2.1 Purpose

- a) The APSCo Australia Dispute Resolution Procedure sets out pathways for the application of APSCo Australia relating to conduct complaints and disputes involving APSCo Australia Members.
- b) Its purpose is to assist in providing assurance that the rules are applied in a manner that is not oppressive to APSCo Australia Members or contrary to the interests of APSCo Australia.
- c) Nothing in the APSCo Australia Dispute Resolution Procedure prevents the Board from adopting other pathways, consistent with the rules, which the Board considers may be more efficacious in the handling of conduct complaints or disputes in which an APSCo Australia Member is involved.

2.2 Intake

- a) Upon the receipt of an expression of any grievance regarding an APSCo Australia Member, in such form as APSCo Australia may require from time to time, the Conduct Committee will decide whether APSCo Australia will:
 - (i) process the grievance as:
 - (A) a conduct complaint; and/or
 - (B) a dispute; or

- (C) decline to process the grievance for any reason which APSCo Australia considers proper.
- b) Members of the Conduct Committee must disclose any material interest in the subject or outcome of the grievance and any material association with any party involved in the grievance, which may or may reasonably be perceived might affect or influence that member's discussion or deliberation of the grievance (a "**material interest**").
- c) A Member of the Conduct Committee who has disclosed a material interest with respect to a grievance may not participate further with respect to that grievance without approval of the Board.

2.3 Conduct Complaints

- a) Conduct complaints proceedings are between APSCo Australia and its Member. A complainant or informant is not a party to the conduct complaint proceeding.
- b) If the Conduct Committee decides to process the grievance as a conduct complaint it may proceed (either acting as a committee of some or all of its members or through a single member) to give such reasonable directions and take such action as it thinks necessary for the investigation, hearing and determination of the conduct complaint including:
 - (i) directions for the obtaining of evidence;
 - (ii) a direction requiring the Member responding to the complaint to participate in a process of conciliation;
 - (iii) the obtaining of legal or other advice or expert opinion; and
 - (iv) a direction as to the payment or contribution towards Case Costs.
- c) Directions made by the Conduct Committee take effect as Applicable APSCo Australia Dispute Resolution Procedures and are binding upon Members. A Member must comply with any directions made by the Conduct Committee.
- d) A conduct complaint hearing and determination shall be conducted by no fewer than three members of the Conduct Committee.

- e) Further provisions may be added with respect to:
 - (i) diversion and enforceable undertakings;
 - (ii) discontinuance;
 - (iii) form of the determination (e.g. as finding of fact coupled with a recommendation to the Board as to sanctions)
 - (iv) outsourced fact finding arbitration;
 - (v) any other design feature it is thought desirable to include; and
 - (vi) costs.
 - (vii) **NOTE:** Appeal provisions are contained in the Constitution.

2.4 Processing of Disputes and Mediation

- a) The grievance procedure set out in this sub-rule applies to disputes:
 - (i) under the rules between:
 - (A) a Member and another Member; or
 - (B) a Member and APSCo Australia; or
 - (ii) otherwise involving a Member.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a member and another member, a person appointed by the Board;or

- (B) in any other case, a person who is a mediator appointed by the Institute of Arbitrators and Mediators Australia.
- e) A Member can be a mediator.
 - f) The mediator cannot be a Member who is a party to the dispute.
 - g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
 - i) The mediator must not determine the dispute.
 - j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute by any lawful means at their disposal.