



Australian Refrigeration Association

Constitution

13 February 2012

TABLE OF CONTENTS

1	NAME	4
2	INTERPRETATION	4
3	ALTERATION OF THE RULES	5
4	BACKGROUND, PURPOSE AND POWERS	5
4.1	Purpose of Association.....	5
4.2	Powers of ARA.....	6
4.3	Other	7
4.4	Prevalence of Antitrust Guidelines	7
5	MEMBERSHIP	7
5.1	Classes of membership.....	7
	A Corporate, Affiliate or Individual member shall be eligible to be a Founding Member subject to meeting the requirements in schedule 3 and applying to be a founding member before Dec 2013.	7
5.2	Corporate Member	7
5.4	Individual and Technician Member.....	8
5.5	Student Member	8
5.3	Application for Membership.....	8
5.3.1	A company or person wishing to become a Member shall apply for membership to the Secretary in writing.....	8
5.3.2	The application for membership shall be in such form and contain such particulars as the Board may determine and on a form issued by the Secretary. Without limiting the foregoing, the application shall include a copy of the Code of Conduct.	8
5.3.3	All Members that are not natural persons shall, by notice in writing to the Secretary, nominate a qualified natural person to represent that Member. If that person ceases to be a Nominated Representative pursuant to Rule 5.5.3, the Member shall promptly nominate another qualified person to be its Nominated Representative.	8
5.3.4	A Corporate and Affiliate Member's Nominated Representative shall be a director or employee of that Member.....	8
5.3.5	Each Corporate, Affiliate Member shall provide the following information to the Secretary within 30 days after nominating its Nominated Representative(s):.....	8
5.3.6	A Member may, by notice in writing to the President, change its Nominated Representative(s) at any time or appoint an alternate representative for such period or periods as are specified by the Member in the written notice.	9
5.3.7	A person who is a Nominated Representative shall automatically cease to be a Nominated Representative if that person ceases to be a director or employee of a Member.	9
5.4	Obligations of Members	9
6	GENERAL MEETINGS	9
6.1	Annual General Meetings.....	9
6.2	Other General Meetings.....	10
6.3	Chair.....	11
6.4	Voting	11
6.5	Sub-Committees.....	12
7	COMMITTEE OF MANAGEMENT	13
7.1	Board of Directors	13
7.2	Office Bearers	13
7.3	Nomination of Office Bearers	14
7.4	Vacancy.....	14
7.5	Duties of President.....	14
7.6	Duties of Vice President.....	15
7.7	Duties of Treasurer.....	15
7.8	Duties of Secretary.....	15
7.9	Limitation of Term.....	15

8	FINANCIAL MANAGEMENT	16
8.1	Income	16
8.2	Financial Year	16
8.3	Membership Subscriptions	16
8.4	Setting fees	16
8.5	Supplementary levy	17
8.6	Budgets	17
8.7	Accounts	17
8.8	Audit	17
8.9	Deposits	17
8.10	Cheques	17
8.11	Application of Income and Property	18
9	RECORDS	18
10	MEMBERSHIP CERTIFICATE	19
11	TERMINATION OF MEMBERSHIP	19
11.1	Termination	19
11.2	Termination of Membership for Cause	19
11.3	Forfeiture of Membership	20
11.4	Resignation of Membership	20
11.5	Refund	21
11.6	Litigation	21
11.7	Subscription fees	21
12	BY-LAWS	21
13	GENERAL	21
13.1	Notices	21
13.2	Dissolution or Winding Up	22
13.3	Disputes and Mediation	22
13.4	Limited Liability of Members	22
13.5	Anti-trust Provisions	23
13.6	Confidentiality	23
14	TABLE OF REQUIREMENTS	24
15	ATTACHMENTS	25
15.1	Proxy Form	25
16	SCHEDULES	26
16.1	Schedule 1: Australian Refrigeration Association Code of Conduct	26
16.2	Schedule 2: Australian Refrigeration Association Antitrust Guidelines	27
	Corporate Member	31
	Affiliate Member	32
	Individual & Technician Member	32
	Student Member	32

1 NAME

The name of the Association is the Australian Refrigeration Association here in after referred to as the Association.

2 INTERPRETATION

In this, the Constitution of the Australian Refrigeration Association, unless the contrary intention appears:

"ARA" means Australian Refrigeration Association

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

"Antitrust Guidelines" means the Antitrust Guidelines set out in Schedule 2 to these Rules (as amended by Members in Annual General Meeting from time to time)

"Association" means Australian Refrigeration Association, hereafter called the Association

"By-Laws" means the By-Laws of the Association for the time being in force.

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

"President" means the person appointed (pro tem or permanently) to be the chief administrator of ARA and where there is no such person, the Board

"Code of Conduct" means the Code set out in Schedule 1 to these Rules or such other code as a Meeting may, by special resolution, adopt

"Board" means the committee of management of ARA

"Board Member" means a member of the Board

"Confidential Information" means all information, which is of a non-public, proprietary or confidential nature and is acquired by a Member in connection with such membership of ARA, including, without limitation, from attendance at ARA meetings and participation in ARA working parties.

"Corporate Member" means a Member admitted as such and all companies related to that Corporate Member within the meaning of the Corporations Law

"Corporations Act" means the *Corporations Act 2001* (Cth) as amended

"Cost" means liability, loss, damage, cost, charge or expense.

"Director" means a member for the time being of the Board.

"Financial Year" means the year ending on 30 June

"In writing" means written or produced by any substitute for writing or partly written and partly so produced, whether distributed in handwritten, printed or electronic form.

"Member" means a member of ARA and includes Corporate Members, Founding Members, Affiliate Members, Individual and Student Members,

"Meeting" means a meeting of Members called in accordance with these Rules at which a quorum is present

"Nominated Representative" means a person nominated as a Member's representative in accordance with Rule 5.5

"Officials" means the salaried or paid secretaries, clerks and servants of the Association.

“Person” and **“Persons”** mean natural persons unless the context requires otherwise

“President” means the President and Chairperson of ARA

“RAC Industry” means the refrigeration and air conditioning industry

“Secretary” includes any person appointed to perform the duties of Honorary Secretary.

“Secretariat” means the persons or organisation contracted by ARA to undertake secretarial, administrative and organisational functions

“Special Resolution” means a resolution passed with not less than three quarters of the votes cast being in favour of the resolution

“State” means a State or Territory of the Commonwealth.

“The Commonwealth” means the Commonwealth of Australia and its territories.

“The Office” means the registered office of the Association.

“This Constitution” means this Constitution for the time being in force.

“Terms of Reference” mean the Terms of Reference of ARA

“Treasurer” means the Treasurer for the time being of ARA

“Vice President” means the Vice President for the time being of ARA

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

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

3 ALTERATION OF THE RULES

These Rules and the statement of purposes of the Association must not be altered except by a Special Resolution of the Board.

4 BACKGROUND, PURPOSE AND POWERS

The purpose and intent of the formation of the Association is summarised in the Terms of Reference (schedule 3).

4.1 Purpose of Association

The purpose of the organisation is to advance the science and practice of refrigeration; in the national interest, in all its applications, in the development of its methods and technology, and in its uses in the community by:

- a. Providing services that support all participants in the industry and users of refrigeration and air conditioning equipment.
- b. Encouraging research and innovation in all matters relating to the science and practice of refrigeration and air conditioning.

- c. Promoting a safe, efficient and sustainable approach to all aspects of refrigeration and air conditioning system design and operation.
- d. Publishing and distributing documents and standards that support the refrigeration and air conditioning industry and its uses by the community.
- e. Promoting education in the science and practice of refrigeration.
- f. Promoting communication with and among other persons and organisations within Australia and overseas where this is in the interests of ARA and its members through its website, newsletter, events and working groups,
- h. Promoting policies that achieve these objectives.

4.2 Powers of ARA

The powers of ARA shall include:

- 4.2.1. to establish working parties of Members with common or similar interests and provide resources in support of their objectives
- 4.2.2. to manage issues common to Members in relation to RAC Industry and associated environment, education and community relations issues and to provide an informed contribution to public debate
- 4.2.3. to obtain, collate and publicise relevant information relating to RAC Industry stewardship
- 4.2.4. to procure and manage financial and human resources consistent with the ARA purpose
- 4.2.5. to develop policies and strategies in support of Members and their activities in the RAC Industry
- 4.2.6. to support other Associations and organisations with interests in whole or in part similar to those of ARA
- 4.2.7. to maintain linkages with equivalent national and international organisations
- 4.2.8. to initiate, carry out and promote research of whatever kind that is relevant to the RAC value chain and life cycle and in the interests of Members
- 4.2.9. to do all such matters and things as are necessary or expedient to further ARA objectives.

4.3 Other

The purposes and powers specified in Rules 4.1 and 4.2, except where otherwise expressed are independent main purposes and powers. The purposes and powers are not limited or restricted by implied reference to or inference from the terms of any other Rule.

4.4 Prevalence of Antitrust Guidelines

These Rules operate subject to the Antitrust Guidelines. To the extent of any inconsistency between these Rules and the Antitrust Guidelines, the latter shall prevail. Members and the ARA must comply with the Antitrust Guidelines in connection with all ARA activities.

5 MEMBERSHIP

5.1 Classes of membership

ARA shall have the following classes of membership subject to the requirements and entitlements specified in schedule 4:

5.1.1. Founding Member

5.1.2. Corporate Member

5.1.3. Affiliate Member

5.1.4. Individual and Technician Member

5.1.5. Student Member

5.2 Founding Member

A Corporate, Affiliate or Individual member shall be eligible to be a Founding Member subject to meeting the requirements in schedule 3 and applying to be a founding member before Dec 2013.

5.2 Corporate Member

A company shall be eligible to be a Corporate Member if it is involved in one or more aspects of the RAC industry manufacture distribution and sale, design and consulting, use, and end of life management of RAC components.

Each Corporate Member shall be entitled to nominate a representative(s) to vote at ARA General Meetings, stand as a Board member of ARA and participate in ARA sub committees (special purpose working groups).

5.3 Affiliate Member

A government instrumentality, non-government organisation, not-for-profit organisation, educational institution or industry association shall be eligible to be an Affiliate Member if it is engaged or interested in the activities of ARA, Affiliate Members are entitled to nominate a representative(s) to vote at ARA General Meetings, stand as a Board member of ARA and participate in ARA sub committees (special purpose working groups).

5.4 Individual and Technician Member

An individual shall be eligible to be a Member if he/she is involved in one or more aspects of the RAC industry manufacture distribution and sale, design, consulting, use, and end of life or waste management of RAC components. Each Individual Member shall be entitled to vote at General Meetings, and be eligible to stand as a Board office bearer of the ARA.

5.5 Student Member

An individual shall be eligible to be a Student Member if he/she he / she is involved in study for a qualification in one or more aspects of the RAC industry and is under the age of 30 years.

A Student Member shall not be entitled to vote at General Meetings, or be eligible to stand as a Board office bearer of the ARA.

5.3 Application for Membership

5.3.1 A company or person wishing to become a Member shall apply for membership to the Secretary in writing.

5.3.2 The application for membership shall be in such form and contain such particulars as the Board may determine and on a form issued by the Secretary. Without limiting the foregoing, the application shall include a copy of the Code of Conduct.

5.3.3 All Members that are not natural persons shall, by notice in writing to the Secretary, nominate a qualified natural person to represent that Member. If that person ceases to be a Nominated Representative pursuant to Rule 5.5.3, the Member shall promptly nominate another qualified person to be its Nominated Representative.

5.3.4 A Corporate and Affiliate Member's Nominated Representative shall be a director or employee of that Member.

5.3.5 Each Corporate, Affiliate Member shall provide the following information to the Secretary within 30 days after nominating its Nominated Representative(s):

- a curriculum vitae for its Nominated Representative listing that person's expertise, experience and external business activities, as related to the RAC industry.
- details of all relevant businesses of which the Nominated Representative is a member
- a list of relevant committees on which the Member, or any of its employees or directors, currently serves
- such other information as the Board may, from time to time, decide.

And the President may distribute such information to other Members in such form as the Board may direct.

- 5.3.6 A Member may, by notice in writing to the President, change its Nominated Representative(s) at any time or appoint an alternate representative for such period or periods as are specified by the Member in the written notice.
- 5.3.7 A person who is a Nominated Representative shall automatically cease to be a Nominated Representative if that person ceases to be a director or employee of a Member.

5.4 Obligations of Members

- 5.4.1 A Member shall sign a copy of the Code of Conduct.
- 5.4.2 A Member shall use its best endeavours to observe and comply with all applicable laws and regulations and shall take reasonable steps to ensure that its employees and directors observe and comply with all laws and regulations applicable to the Member's business. Without limiting the generality of the foregoing, each Member shall observe and comply with the Antitrust Guidelines and the provisions of the *Trade Practices Act 1974 (Cth)* as amended from time to time.
- 5.4.3 A Member or Nominated Representative with a material interest in a matter (over and above the common interest all Members have in that matter) shall declare that interest at the commencement of the meeting and shall offer to excuse themselves from the meeting while that matter is discussed.

6 GENERAL MEETINGS

6.1 Annual General Meetings

- 6.1.1. An Annual General Meeting of the Members shall be held each calendar year within three months after the 30 June at such place, date and time as the Board determines.
- 6.1.2. The President shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for the holding of a Annual General Meeting of the Association, cause to be sent to each Member of the Association a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 6.1.3. A Member desiring to bring any business before a meeting may give notice of that business in writing to the President. The President shall include all business of which he has had at least 14 days notice in writing prior to calling the next Annual General Meeting. The President may, at his absolute discretion, include business of which he has had less than 14 days notice.
- 6.1.4. The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the Minutes of the last preceding Annual General Meeting
- (b) to receive a report from the Chairman of the activities of ARA in the preceding year:
- (c) to receive a financial report from the Treasurer of activities of the last preceding financial year
- (d) to receive a report from the President on activities
- (e) to consider budgets and set annual subscriptions for Members
- (f) to elect office bearers

6.1.5. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

6.1.6. The quorum for the Annual General Meeting shall be at least 10 % or 10 Members (which ever is the lesser), in good standing at the time of the meeting, present personally or represented by a duly authorised representative or by proxy.

6.1.7. If within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place. At the adjourned meeting if a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) shall be a quorum.

6.2 Other General Meetings

6.2.1. The Board will, whenever it thinks fit, but not less than two times in any year, convene a General Meeting of the Association to discuss issues of interest to Members.

6.2.2. Subject to Rule 6.2.1, the Board will determine the overall frequency of and location of General Meetings based on issues. The President shall, at least 14 working days before the date fixed for holding such a meeting, cause to be sent to each Member a notice stating the place date and time of the meeting and a general description of the issues to be discussed. The notice of meeting will include an agenda for the meeting which will, without limiting the agenda, include the following items:

- (a) The approval of the minutes of the previous meeting
- (b) Correspondence
- (c) Financial statement by the Treasurer
- (d) President's report
- (e) Reports of committees and working groups, etc.
- (f) Other business

6.2.3. A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the President. The President shall

include all business of which he has had at least 14 days notice in writing prior to the date set for the General Meeting. The President may, at his absolute discretion, include business of which he has had less than 14 days notice. Otherwise the item may be raised as 'Other Business' at the meeting when the Chairman will decide whether to deal with it forthwith or defer it until a subsequent meeting

6.2.4. No item of business shall be transacted at a General Meeting called pursuant to Rule 6.2.2 unless a quorum is present. Ten Members present personally or represented by a duly authorised representative, its nominee or by proxy constitutes a quorum for these meetings.

6.2.5. Within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting shall be dissolved.

6.3 Chair

6.3.1. All meetings shall be chaired by the President. If the President is unable to chair a particular meeting the Vice President shall chair that meeting. If the Vice President is unable to chair that meeting, the Members at that meeting shall elect one of their number to chair that particular meeting (Chairman).

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

6.3.3. At the commencement of each meeting the Chairman shall ask whether any Member has a material interest in a matter (over and above the common interest all Members have in that matter).

6.4 Voting

6.4.1. Each Corporate, Founding, Affiliate and Individual Member is entitled to one vote. Notwithstanding the foregoing, a Member shall not be entitled to vote on any matter in which it has a material interest (over and above the common interest all Members may have in that matter) and unless these rules provides otherwise all questions arising at a meeting shall be decided by majority vote (except in the case of special resolutions) of Members present personally or represented by a duly authorised representative, nominee or proxy. In the event of an equality of votes on any question to be decided by majority vote the Chairman may exercise a second or casting vote.

6.4.2. Questions arising at a meeting shall be determined on a show of hands or, if demanded by a Member, a poll taken in such a manner as the person presiding at the meeting may determine.

6.4.3. A declaration by the Chairman that a resolution has, on a show of hands or poll been carried, carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

6.4.4. A Member is not entitled to vote at any meeting, including any Annual General Meeting, unless all moneys due and payable by the Member to ARA have been paid, other than the amount of the annual levy payable in respect of the current financial year and the Member has signed a copy of the Code of Conduct in accordance with these Rules.

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

6.4.6. Form of Instrument of Proxy

An instrument appointing a proxy shall be in the attached form or in a similar form as the circumstances allows.

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

6.5 Sub-Committees

6.5.1. A General Meeting may, by resolution, establish sub-committees. A resolution establishing a sub-committee shall specify:

- (a) The name of the sub-committee
- (b) The objectives, powers, reporting requirements and duties of the sub-committee
- (c) The method of appointing a Chair and other Members of the subcommittee.

6.5.2. Sub-committees shall represent key sectoral interests of ARA. These sub-committees will act in an advisory capacity to the Board of Directors. The objectives of a sectoral sub-committee shall be to further the objectives of ARA, to represent the special interests of that sector and to advise the Board of Directors on programs of interest and value to Members of that sector.

6.5.3. A sub-committee shall be bound by the provisions of these Rules and any resolution of the General Meeting.

6.5.4. Sub committees shall not make any submission or otherwise purport to represent the views or speak on behalf ARA without the prior approval of the President.

6.5.5. Sub committees may be funded from general revenue but may also raise a levy from the Members of that group or other means of funding.

7 COMMITTEE OF MANAGEMENT

7.1 Board of Directors

7.1.1. The day-to-day affairs of ARA shall be managed by the Board of Directors, which shall consist of the office bearers, and at least 4 other Directors elected by the members at each Annual General Meeting. The Board may include voting and non-voting 'ex officio' Corporate or Affiliate Members, subject to approval at a meeting of the Board.

7.1.2. The Board, subject to these Rules, has power to perform all such acts and things as appear to the Board to be reasonable and desirable for the proper management of the business and affairs of ARA.

7.1.3. The Board shall meet at least quarterly at such times and places as the Board determines.

7.1.4. A Board meeting may be convened by the President or by the Vice President.

7.1.5. At least 48 hours written notice of each Board meeting must be given to each Board Member and must specify the general nature of the business to be conducted.

7.1.6. Any three Members of the Board constitute a quorum for the conduct of the business of a meeting of the Board. No business shall be conducted unless a quorum is present. If a quorum is not present within half an hour of the time appointed for the meeting the meeting lapses.

7.1.7. The President or, in his absence, the Vice President shall chair all Board meetings. Each Board Member is entitled to one vote. Unless these Rules provide otherwise all questions arising at a meeting shall be decided by a majority vote. In the event of an equality of votes on any question the Chairman may exercise a second or casting vote.

7.2 Office Bearers

The following office bearers shall be elected by Members at the Annual General Meeting of ARA:

- (a) President and Public Officer
- (b) Vice President
- (c) Treasurer; and
- (d) Secretary

Except as provided below, all office bearers shall be employees or directors of a Member or be an individual Member. Each office bearer shall, subject to these Rules, hold office until the next Annual General Meeting.

7.3 Nomination of Office Bearers

Nominations of candidates for election as office bearers:

- (a) shall be called for not less than 4 weeks prior to the date set by the Board for the Annual General Meeting and must be received by the President not less than 3 weeks prior to that date. If no nominations for a position are received by that date, nominations for that position may be called for at the meeting;
- (b) if only one nomination for a specific office is made, the person nominated shall be deemed to be elected;
- (c) if the number of nominations for a specific office is greater than one, a ballot shall be held;
- d) the ballot for the election of an office bearer shall be conducted in such manner as the Chairman of the meeting may direct.

7.4 Vacancy

7.4.1. An office bearer ceases to hold office if the officer bearer:

- (a) ceases to be an individual Member or employee or director of a Corporate Member or that Corporate Member ceases to be a Member (unless a special resolution has been passed in accordance with Rule 7.2)
- (b) becomes bankrupt or the Corporate Member of which he is an employee or director becomes insolvent.
- (c) resigns office by notice in writing to the President or Secretary
- d) is removed as an office bearer by resolution at a General Meeting. An office bearer who is the subject of a proposed resolution may make representations in writing (not exceeding a reasonable length) and may request that the representations be provided to the Members or require that they be read out at the meeting.

7.4.2. If for whatever reason the office of the President, Vice President, Treasurer or Public Officer becomes vacant the Members shall appoint a person to fill the vacancy at the next meeting of Members. The person so appointed shall hold office for the balance of the term of office of such person's immediate predecessor.

7.5 Duties of President

The duties of the President shall be:

- (a) to chair all General, Special and Annual General Meetings
- (b) to provide an account of ARA's activities to the Annual General Meeting

- (c) to speak and act on behalf of ARA, its Members and the Board and to liaise with other relevant bodies on behalf of ARA
- (d) to act as directed by the General Meeting
- (e) deal with correspondence in accord with the requirements from meetings.
- (f) to perform such functions as are vested in the President in these Rules
- (g) to do all such things as are conducive or incidental to the above.
- (h) to manage the Secretariat when and if one is appointed.

7.6 Duties of Vice President

The duties of the Vice President shall be:

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

7.7 Duties of Treasurer

The duties of the Treasurer shall be:

- (a) to provide a financial statement at each ARA meeting and prepare accounts for submission to the Registrar of Associated Incorporations
- (b) make financial documents available for inspection by Members
- (c) collect and receive all monies due to ARA and make payments as directed by the Board and or the President
- (d) maintain the bank accounts of the Association
- (e) to perform such duties as may be assigned to him by the President.

7.8 Duties of Secretary

The duties of the Secretary shall be:

- (a) Maintain a list of members
- (b) Circulate timely notices and agendas for meetings
- (c) Record and circulate minutes of meetings
- (d) As Secretary perform such duties as may be assigned by the President.

7.9 Limitation of Term

- 7.10.1. Except as provided in these Rules, no Member shall serve more than two consecutive terms as Vice President and more than two consecutive terms as President.

7.10.2. The General Meeting may, by Special Resolution, allow the President or Vice President to serve additional consecutive terms.

8 FINANCIAL MANAGEMENT

8.1 Income

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

8.2 Financial Year

The financial year of ARA shall be from 1 July to the 30 June of each year.

8.3 Membership Subscriptions

8.3.1. All Members of ARA shall pay an annual subscription fee.

8.3.2. Members' subscriptions shall be administered by the Board and be applied toward promoting the purposes of ARA and toward meeting the administration and operating costs of ARA.

8.3.3. The subscription payable by Members of ARA shall be fixed as follows:

- (a) The Board shall determine the estimated cost of the conduct of ARA activities, administration and operations and shall structure subscription levels in order to match estimated expenditure with estimated income.
- (b) The Board shall determine the level of subscriptions for Members and the date on which payment of the subscription (or an instalment thereof) is due and may determine different levels for different classes of membership and for different categories (as determined by the Board) of Members within a class of membership.
- (c) The proposed subscriptions shall be submitted to the next Annual General Meeting of ARA for approval and subject to approval and Rule 8.3.3(e) shall be the subscriptions for Members for that year.
- (d) The annual subscription fee shall be due and payable thirty days after receipt of an invoice for that fee.

8.4 Setting fees

The Board may in its discretion:

- (a) introduce a joining fee in such amount as the Board considers appropriate and increase or reduce such fee; and

(b) set different levels of joining fees for different classes of Members and different categories of Members within a particular class of membership.

8.5 Supplementary levy

If in any year it is found by the Board that the expenses of ARA for that year have been under-estimated, the Board with the prior approval of the Members in a General Meeting may call for payment from members of a supplementary levy. A Member may decide to pay, or not to pay, any supplementary levy, at their absolute discretion. Non-payment of a supplementary levy does not constitute a breach of (and does not affect any rights of the Member under) these Rules.

8.6 Budgets

8.6.1. ARA shall be administered and expend money in accordance with the budget set by the Board. The Board shall establish appropriate procedures for budgeting and administering's funds.

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

8.7 Accounts

The Board shall ensure that proper accounts are maintained with full details of all receipts and expenditure to properly reflect the financial standing of ARA.

8.8 Audit

All accounts of ARA shall be audited when required by a registered auditor appointed by the Board.

8.9 Deposits

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

8.10 Cheques

8.10.1. All cheques and other financial instruments of any description to be made, drawn or endorsed for and on behalf of ARA shall be signed by at

least two office bearers nominated by the Board to sign such documents for and on behalf of ARA.

8.10.2. A cheque covering payment to a Member for services provided shall not be signed by an office bearer who is an employee or director of that Member.

8.10.3. A cheque covering payment to an office bearer or an associate of the office bearer for services provided shall not be signed by that office bearer.

8.11 Application of Income and Property

8.11.1. All income and property of ARA shall be applied solely in the purposes of ARA.

8.11.2. No portion or part of the income or property of ARA may be paid or transferred either directly or indirectly by way of dividend, bonus or by any other means whatsoever, to any person who is or has been a Member or to any number of such persons or to any other person claiming through any one or more of such persons; or to any office-bearer.

8.11.3. Nothing in Rule 8.11.2 shall prevent the payment in good faith of remuneration to any officer, servant or Member in return for services actually rendered to ARA nor prevent the payment in good faith of interest at commercial rates on money borrowed from any Members nor prevent the payment of rental for premises let by any Member to ARA.

9 RECORDS

9.1. The President and Secretary shall keep custody of all minute books, documents and securities associated with the operation of ARA.

9.2. The President shall permit a Member to inspect the books and accounts of the Association with the prior approval of the Board and in accordance with any guidelines issued by the Board from time to time.

9.3. The Board shall ensure that a register of Members of ARA is maintained. The register shall be available for inspection by Members at the address of the President. An entry in the register shall, in the absence of evidence to the contrary, be evidence of membership.

9.4. The Board shall include in its records detail on whether a Member has paid all subscriptions and any other sums due to ARA.

10 MEMBERSHIP CERTIFICATE

- 10.1. ARA may issue a Certificate to Members evidencing their membership of ARA.
- 10.2. The Certificate shall remain the property of ARA. The Board may at any time call for and compel the production or delivery to it of the Certificate.
- 10.3. A person or company that ceases to be a Member shall, if required to do so by the Board, return the Certificate to ARA.

11 TERMINATION OF MEMBERSHIP

11.1 Termination

Unless the Board resolves otherwise, the membership of any person or company shall terminate if the person or company:

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

11.1.1. Where a membership is terminated pursuant to Rule 11.1.(a) the Board may reinstate the membership where it is established that the Event of Insolvency arose from misfortune and no discreditable conduct on the part of the person or company can be imputed in connection with the Event of Insolvency.

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

11.2 Termination of Membership for Cause

11.2.1. Subject to these Rules, a Member may have his Membership terminated or suspended by special resolution of the Members if found to have:

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

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

- (a) at least seven days notice of the meeting of the Members shall be given to all persons entitled to vote on the motion and the President and by registered post to the Member the subject of motion
- (b) the Member the subject of the motion shall be given a brief statement setting out the allegations levied against him and a copy of the proposed resolution
- (c) the Member the subject of the motion shall be given an opportunity to make a written submission to other Members before the meeting at which the issue is to be decided. The Member's representative shall be entitled to address the meeting before the issue is decided. The Member may be represented by a qualified legal practitioner.

11.2.3. The Member may not be present at the debate nor vote on the motion, albeit a representative of the Member may be present but not entitled to vote as to the termination of the Member.

11.2.4. Where the membership is terminated or suspended the President shall advise the Member of the resolution by notice in writing.

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

11.3 Forfeiture of Membership

11.3.1. The Board may cause any Member who has not paid his subscription within one month of it becoming due or within such extended period as the Board may in its discretion allow to be struck off the register of Members and thereupon such Member shall cease to be a Member of ARA and shall forfeit all rights to membership of ARA.

11.3.2. On payment of all arrears the Board may in its discretion reinstate a Member whose membership has been forfeited upon such terms and conditions as the Board thinks fit.

11.3.3. The President shall record in the Register of Members the date on which membership was forfeited and reinstated.

11.4 Resignation of Membership

11.4.1. A Member may resign membership of ARA with immediate effect by giving notice in writing of its, his or her resignation to the President sent or delivered to the principal office of ARA.

11.4.2. The President shall enter in the register of Members the date on which the Member who gave notice ceased to be a Member.

11.4.3. A resignation does not release the Member who has ceased to be a Member from liability to pay the joining fee, subscriptions and any other money owing by him to ARA at the date of resignation.

11.5 Refund

No fees, subscriptions or levies shall be refunded to any person or company on the termination, forfeiture or resignation of membership pursuant to Rule 11.

11.6 Litigation

A Member the subject of a motion to terminate or suspend his membership pursuant to Rule 11.2.1 shall not commence nor prosecute any legal action against any person making the motion (nor against any officer or servant of ARA) in regard to the allegations levied in support of the motion (including in regard to any associated notices, letters, proof of evidence or other document or information) and the consideration of the motion provided the allegations have been made bona fide and in good faith.

11.7 Subscription fees

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

12 BY-LAWS

12.1. The General Meeting may, by special resolution, make By-Laws.

12.2. The President shall give at least one month's notice of a proposal together with a copy of the proposed By-Law to all Members.

12.3. If a By-Law is inconsistent with this Constitution the Constitution shall, to the extent of inconsistency, prevail.

13 GENERAL

13.1 Notices

A notice may be served upon a Member personally, by post, facsimile or email to the address, facsimile number or email address shown in the register of Members. A notice served by post shall be deemed to have been served on the day two days after the date of posting and, in proving such service it shall be sufficient to prove that the letter containing the notice

was properly addressed and put into the post as a prepaid letter. Service of notice by fax or email shall be deemed to be received immediately if no error message is received by the sender.

13.2 Dissolution or Winding Up

13.3.1. The Association may be wound up or dissolved by a Special Resolution of the Board.

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

13.3 Disputes and Mediation

In the event of a dispute concerning the affairs of the Association between either a Member and another Member; or a Member and the Association, the parties to the dispute must meet and discuss the matter in dispute. If possible the dispute must be resolved within 14 days after the dispute comes to the attention of all of the parties. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting then the parties must, within a further 14 days of the meeting, hold a meeting in the presence of a mediator. The mediator must be chosen by agreement between the parties, and can be a Member of the Association but not a Member who is party to the dispute. If the parties are unable to agree upon a mediator within 7 days of the initial meeting referred to above, the parties must request the Board to appoint a mediator. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the law.

13.4 Limited Liability of Members

13.6.1 Nothing in this document constitutes or is to be taken to constitute the relationship of principal and agent between the Association and the Members or the relationship of partners between the Association and the Members or the relationship of partners between the Members. To avoid doubt, the Association does not have authority to incur any Cost on behalf of Members.

- 13.6.2 Notwithstanding any other provision of this document (except for Rule 13.6.6) or any rule of law to the contrary, no Member is, whether because that Member holds a membership or because of the relationship created by this document, under any obligation personally to indemnify the Association or any creditor of the Association in the event of there being any deficiency in the property of the Association.
- 13.6.3 The rights of indemnity of the Association or of any creditor against the Association are limited to recourse to the property of the Association.
- 13.6.4 A Member is not liable for any Cost incurred or suffered by the Association in acting as an Association, or otherwise in connection with the Association, to the extent to which the Cost exceeds any annual subscription fee under Rule 8.3, which is due and payable but unpaid. For the avoidance of doubt, the maximum liability of a Member arising by virtue of their membership of the Association or these Rules is the subscription fee payable in accordance with Rule 8.3.
- 13.6.5 The Association expressly waives and releases all rights and remedies which it otherwise might have at law or in equity to recover money from a Member because of any right of indemnity or subrogation.
- 13.6.6 Nothing in Rules 13.6.2 to 13.6.5 (both inclusive) limits the liability or obligation of a Member to pay or the enforcement of the liability or obligation to pay the annual subscription fee due and payable under Rule 8.3.

13.5 Anti-trust Provisions

The ARA and these Rules are subject to the ARA Anti-trust Guidelines, which are outlined as a schedule to these Rules. Members must comply with the ARA Antitrust Guidelines in connection with all ARA activities.

13.6 Confidentiality

Other than as required by law, or as resolved at a Meeting, a Member shall not disclose Confidential Information to persons other than Members of ARA.

14 TABLE OF REQUIREMENTS

	<u>Rule</u>
1. The qualifications for membership	5 .2, 5.3
2. The register for members	9.3
3. Entrance fees, subscriptions etc.	8.3 - 8.5
4. Name, constitution, membership and powers of body having management of Association	7.1 - 7.4
(a) election of appointment of committee members	7.1 - 7.4
(b) terms of office of committee members	7.2 , 7.10
(c) grounds on which the office of a committee member becomes vacant	7.4.1
(d) filling of casual vacancies	7.4.2
(e) quorum and procedure at committee meetings	7.1
5. Quorum and procedure at general meetings and whether members may vote by proxy	6.1 - 6.4
6. Time and manner in which notices of general meetings and motion are to be given	6.1, 6.2
7. Sources from which funds may be derived	8.1
8. Manner in which funds of the Association are to be managed including drawing and signing of cheques	8.6 - 8.10
9. Intervals between general meetings including the manner of calling general meetings	6.1, 6.2
10. Manner of altering statement of purposes	3
11. Manner of altering rules	3
12. Common Seal	13.5
13. Custody of books, documents and securities	9
14. Inspection of books etc	9
15. Disposition of surplus assets on winding up or dissolution	13.3
16. Procedure for disciplining members and mechanism for appearances by members being disciplined	11.2
17. Grievance procedure for settling disputes	13.4

15 ATTACHMENTS

15.1 Proxy Form

“I, _____ (Full Name) _____

of _____ (Address) _____

being the Nominated Representative of _____ (Name of Corporate Member) _____

a Corporate Member hereby appoint _____ (Name of Person to be Given Proxy) _____

of _____ (Address of Person to be Given Proxy) _____

as its proxy to vote for it on its behalf at the meeting to be held at _____ (Date) _____

and at any adjournment thereof and instruct the said proxy to vote in respect of particular resolutions as follows:

_____ (Details of Proxy Voting Instructions, if any) _____

_____ (Signature of Nominee of Corporate Member) _____”

To be mailed, faxed or emailed to Secretariat.

16 SCHEDULES

16.1 Schedule 1: Australian Refrigeration Association Code of Conduct

Members are expected to:

1. Work for the good of ARA and actively support and promote its purposes as set out in the Rules.
2. Provide leadership for all sectors of the RAC industry to foster high ethical standards.
3. Act to enhance the profile of ARA and its objectives.
4. Act with honesty and integrity.
5. Foster openness and transparency in the decision making of the Association.
6. Act with courtesy and respect to fellow Members, CEO, stakeholders and ARA.
7. Use their best endeavours to attend and contribute to as many meetings as possible.

Compliance with the Code of Conduct is a condition of membership

16.2 Schedule 2: Australian Refrigeration Association Antitrust Guidelines

Australian Refrigeration Association activities are to be conducted in a manner that complies with all antitrust laws. These laws are intended to promote open and fair competition in all commercial endeavours.

Australian Refrigeration Association's activities must never fall within, or contribute to, acts that are unlawful under anti trust and trade practices laws - such acts can be either absolutely unlawful (e.g. price fixing) or conditionally unlawful. (Generally, types of acts or conduct will only be unlawful if they are going to substantially damage competition in some way).

To avoid any circumstance in which comments are made or actions taken, which could have, or be perceived to have, an anti-competitive effect, participants in Australian Refrigeration Association meetings and activities must comply with the following guidelines:

1. Avoid any discussion of current or future prices, market conditions, customer bids, terms of trade, actual production costs, marketing plan/strategies, company plans to expand or reduce production capacity, competition, dividing markets or competitively sensitive information with respect to any product or service.
2. Avoid agreements, resolutions or other actions, formal or informal, written or unwritten, that:
 - a. are related to commercial prices or fees
 - b. restrict non-deceptive advertising
 - c. constitute a boycott/collective refusal to deal
 - d. could be construed as representing a division or allocation of markets among competing actors
 - e. tie the provision or purchase of one good or service to the provision or purchase of another good or service
 - f. are likely to have the effect of raising prices or fees or reducing the quantity or quality of goods or services that are available.

Providing there is no discussion of any prohibited subject (such as those above), the Australian Refrigeration Association may hold meetings among competitors for the purpose of discussing industry-wide issues of common importance or joint efforts to make representations about regulatory or other government action. If, however, during any Australian Refrigeration Association meeting there is discussion of a prohibited subject, the discussion will be terminated immediately. If an attempt to terminate the discussion is unsuccessful, the meeting will be terminated.

Australian Refrigeration Association Terms of Reference

Purpose: To specify the purpose of the organisation and its vision for establishment, and ongoing development.

I. Objectives of the Australian Refrigeration Association (ARA)

The purpose of the organisation is to advance the science and practice of refrigeration; in the national interest, in all its applications, in the development of its methods and technology, and in its uses in the community by:

- a. Providing services that support all participants in the industry and users of refrigeration and air conditioning equipment.
- b. Encouraging research and innovation in all matters relating to the science and practice of refrigeration and air conditioning.
- c. Promoting a safe and sustainable approach to all aspects of refrigeration and air conditioning system design and operation.
- d. Publishing and distributing documents and standards that support the refrigeration and air conditioning industry and its uses by the community.
- e. Promoting education in the science and practice of refrigeration.
- f. Promoting communication with other persons and organisations within Australia and overseas where this is in the interests of ARA and its members through its website, newsletter, events and working groups.
- g. Promoting policies that achieve these objectives.
- g. Collaborating with all industry stakeholders in the achievement of these objectives including all government, RAC industry and RAC user industry organizations.

Taken together these objectives are referred to as the Transition of the industry to the adoption of safe, efficient and sustainable technology and management practices in all respects. One of our objectives is therefore to cause the Refrigeration and Air Conditioning industry, in collaboration with government and all industry stakeholders, to adopt a comprehensive strategy to increase energy efficiency and reduce refrigerant and greenhouse gas emissions in all RAC sectors.

ARA Scope of Interest and Involvement

The scope of the organisation includes all uses of heat exchange technology including refrigeration, air conditioning, heat pumps, and cogeneration involving heat exchange. These applications of heat exchange technology are present in a wide range of industrial, commercial, domestic and government operations. They are fundamental to the quality and safety of life in our society as well as the energy efficiency and GHG emissions of modern civil society.

Who Is The Australian Refrigeration Association

The ARA is a non-profit Association comprised of people and organisations that support these objective particularly from a design, engineering and operating point of view. We aim to build a significant membership in all RAC functions. We will deliver solutions and assistance relevant to all participants in the RAC supply chain including design, assessment, commercialisation, installation, operation & maintenance, and disposal.

We will work with other RAC industry peak bodies, RAC user groups and government (all levels) and education and training bodies to achieve these objectives by focusing on the following drivers.

Awareness – make the industry, governments and RAC users aware of the need for a comprehensive Transition strategy and a plan to accelerate Transition.

Planning – develop a plan for Transition that recognizes the need for industry collaboration and the need for an integrated strategy for incorporating the following functional dimensions.

Funding – identify ways to fund the significant activities required to accelerate Transition and the resources and programs required to accelerate Transition by function.

Documentation – compile the many sources of information required to enable Transition by sector including standards, codes of practice, training materials, legislation requirements, and research and development requirements.

Training – develop training systems and resources that address the tens of thousands of people and organisations that will need educational assistance to accelerate industry Transition.

Legislation – identify the legislative tools required to accelerate Transition and the associated enforcement mechanisms. Recommend and gain the support of the Federal, State and Local Governments recognising the need for nationally consistent policies and practices.

R&D – identify the priorities for R&D by sector to accelerate Transition and programs to address these research needs by accessing both international achievements and domestic research capability.

16.4 Schedule 4: ARA Membership Structure

ARA Membership Structure

There are a number of ways to become a member of ARA. All of the membership types described below are available to companies, organizations, individuals and student involved in one or more aspects of the RAC industry: manufacture, distribution and sale, design and consulting, use, research, education, and end of life management of RAC components. All ARA members are required to agree to the ARA Code of Conduct.

The membership structure of ARA includes:

- **Founding Members**
- **Corporate Members**
- **Affiliate Members**
- **Individual & Technician Members**
- **Student Members**

Founding Member

The founding members of ARA will be vital to the development of the organization in all respects such as finalising the organizations recommendations for an integrated industry strategy, development of special purpose working groups and involvement in government / industry funded Transition projects.

Founding membership is available to suppliers and users of refrigeration and air conditioning equipment and services including industry associations and government organisations that support safe, efficient, and sustainable RAC industry development. Founding membership will be available to organizations that apply prior to December 2013.

Founding members will have the opportunity and right to:

- Be highlighted on the ARA website with a page to present their products or services,
- Be listed as a founding member in the ARA website and newsletter,
- Use the ARA logo on their website and collateral material,
- Be preferentially invited to collaborate with ARA in government / industry funded projects.
- Be invited to meetings of founding members with ARA partners (at least annual) to learn about and influence development of the organization and projects under consideration.
- Nominate a representative to vote at ARA General Meetings, stand as a Board member of ARA and participate in ARA sub committees (special purpose working groups).

- Discounted invitation to ARA events and discounted access to member's only technical advice and guidelines,
- Maintain the designation so long as they remain a member in good standing of ARA,

Corporate Member

Companies that aim to participate in the development of RAC industry Transition to safe, efficient and sustainable delivery of RAC services will be eligible to be ARA Corporate members. ARA corporate members will be seen as proponents of the Transition strategy and able to promote this involvement in their marketing activities.

ENGOS, NGOs, Universities and Research Institutions will be eligible for membership as Affiliate Members.

Corporate members will have the opportunity and right to:

- Listing on the ARA website on a single page that lists ARA corporate members with a brief description of their company and a link to their corporate website.
- Listing in the ARA newsletter,
- Use the ARA logo on their website and collateral material,
- Be eligible for participation in government funded Transition projects. Grant programs like Clean Energy Finance Corporation which will offer capital funding for transition to energy and GHG efficient technology,
- Nominate a representative to vote at ARA General Meetings, stand as a Board member of ARA and participate in ARA sub committees (special purpose working groups).
- Discounted invitation to ARA events and discounted access to member's only technical advice and guidelines,
- Be invited to meetings of corporate members with ARA partners (at least annual) to learn about and influence development of the organization and projects under consideration.
- Maintain the designation so long as they remain a member in good standing of ARA,

Affiliate Member

There is considerable opportunity for affiliate members to participate and engage in the work of ARA in view of the scope of ARA operations and the importance of research, policy development and training required to achieve Transition.

Government organisations, non-government organisations, educational institutions and industry associations shall be eligible to be Affiliate Members if they are engaged in the activities consistent with the work of ARA.

Affiliate Members will have the same standing, rights and opportunities as Corporate members.

Individual & Technician Member

It is ARA intention to engage with and assist RAC contractors and RAC technicians to embrace the development and use of safe, efficient and sustainable practices in the industry. ARA in association with professional development and training authorities will provide individuals and technicians that sign the ARA Code of conduct with a wide range of training services and guidance documents.

An individual will be eligible to be a Member if he/she is involved in one or more aspects of the RAC industry manufacture distribution and sale, design, consulting, use, end of life or waste management of RAC components.

Individual & Technician members will have the opportunity and right to:

- Listing on the ARA website as ARA members by category and industry sector.
- Access to tenders and positions vacant listings on the ARA Website
- Discounted invitation to ARA events and discounted access to member's only technical advice and guidelines,
- Online copy of the ARA newsletter,
- Vote at ARA General Meetings, stand as a Board member of ARA and participate in ARA sub committees (special purpose working groups).

Student Member

An individual is eligible to be a Student Member if he / she is involved in study for a qualification in one or more aspects of the RAC industry and is under the age of 30 years.

Student Members will have the opportunity and right to:

- Listing on the ARA website as an ARA student member.

- Access to positions vacant listings on the ARA Website
- Discounted invitation to ARA events and discounted access to member's only technical advice and guidelines,
- Online copy of the ARA newsletter,

Student Members are not be entitled to vote at General Meetings, or be eligible to stand as a Board Member of ARA.