

## Background

1. As provided in s102D of the *Waste Reduction and Recycling Act 2011* (the Act) 31 October 2017 the Minister invited the eligible company – Container Exchange – to apply for appointment as the Product Responsibility Organisation (PRO) for Queensland's Container Refund Scheme.
2. An application from Container Exchange (CoEX) was received on 23 November 2017.
3. Section 102G requires the Minister to refer the application to the chief executive for assessment.
4. The Department of Environment and Heritage Protection (the department) has over several months held extensive discussions, meetings and workshops with the incorporators of CoEX both in the lead up to the lodgement of the formal application for appointment by CoEX and thereafter. These discussions have involved numerous interactions between departmental staff and the financial and legal advisers appointed by both CoEX and the department.
5. The department negotiated the content of the final application with the representatives of CoEX over successive drafts with the final application then being assessed against the approval criteria which are set out in the Act.

## Application assessment

6. Section 102I(a) of the Act requires the chief executive to assess whether the CoEX as the applicant is suitable for appointment as the PRO under the Act.
7. In assessing the applicant and the application the particular matters as set out in section 102J of the Act have all been specifically considered.
8. This report to the Minister on the application made by CoEX under section 102E of the Act fulfils the statutory obligation that is specified under section 102I(b) of the Act.

## Recommendations

9. As a result of the assessment process it is recommended that the Minister:
  - a. **decide** to appoint Container Exchange as the Product Responsibility Organisation;
  - b. **make** the appointment as per the attached letter of appointment pursuant to section 102L of the Act;
  - c. **note** that, in accordance with s102M that attached letter of appointment, if the above recommendation is accepted, will provide notice of the appointment decision; and
  - d. **note** that the appointment is subject to conditions, the main condition precedent of which is that the current board of five directors (comprising the beverage industry representatives stated in s102B of the Act) must transition to the full board of nine directors as soon as practicable following the appointment of CoEX as the PRO.
10. A number of ongoing conditions also form part of the appointment of CoEX as the PRO. These conditions will remain in perpetuity to ensure, for example, that the container recovery targets and accessibility to refund points are maintained and that the requirements under the Act, such as the ongoing reporting obligations, are clearly complied with.



Hon Dr Steven Miles MP  
Minister for Environment and Heritage Protection and  
Minister for National Parks and the Great Barrier Reef

Ref CTS 31530/17

29 NOV 2017

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Dear [redacted] Personal information

**Approval as the Product Responsibility Organisation - Queensland Container Refund Scheme**

Thank you for providing the application dated 23 November 2017 (Application) from Container Exchange (QLD) Limited (COEX) seeking to be appointed as the Product Responsibility Organisation (PRO) for the Queensland Container Refund Scheme (Scheme).

**1. Conditional approval**

- 1.1 In my capacity as Minister for Environment and Heritage Protection and pursuant to my powers under sections 102A and 102L of the *Waste Reduction and Recycling Act 2011* (the Act), I am pleased to advise that I have decided to appoint COEX from the effective date as the PRO of the Scheme under the Act, subject to COEX satisfying all of the 'approval conditions'. Once the approval conditions have been satisfied the approval of COEX as the PRO under the Act will become unconditional in terms of the approval conditions. I draw to your attention that there will be ongoing conditions that are required to be satisfied for the term of the appointment unless these are otherwise amended.

COEX will be obliged to comply with the ongoing conditions whilst it is appointed as the PRO under the Act.<sup>1</sup>

**1.2 For the purposes of this letter:**

- (a) **"Approval Conditions"** means the conditions outlined in **Annexure A**.
- (b) **"Chief Executive"** means the chief executive of the Department that from time to time deals or administers the relevant provisions of the Act.
- (c) **"Department"** means the Department that from time to time is responsible for the administration of the Act.

<sup>1</sup>s. 102L(1)(b)(i) of the Act.

- (d) **"Effective Date"** means the date on which COEX receives notice from the Minister that each of the Approval Conditions have been satisfied.
- (e) **"Minister"** means the Minister who is from time to time responsible for administering the Act.
- (f) **"Ongoing Conditions"** means the conditions outlined in **Annexure B**.
- (g) **"Regulation"** means a regulation that is made and in force under the Act.
- (h) The terms "container recovery agreement", "container collection agreement", "eligible company", "eligible individual", "executive officer" and "material recovery agreement" have the same meaning as set out in the Act. Other terms that are used in this approval letter and that have a defined meaning in the Act will have the meaning as set out in the Act.

## 2. Requirements of approval

### 2.1 I confirm that:

- (a) I have carefully considered the detailed Application from COEX and the report from the Chief Executive of the Department in relation to the suitability of COEX to be appointed as the PRO under the Act;<sup>2</sup> and
- (b) I am satisfied that:
  - (i) COEX has satisfactory plans about the matters outlined in s.102F(1)(b) of the Act; and
  - (ii) as from the Effective Date, that the executive officers of COEX will collectively have the skills, knowledge and experience that are required for COEX to perform the functions of the PRO effectively and efficiently.<sup>3</sup>

## 3. Notice requirements

### 3.1 This letter:

- (a) provides COEX with notice of my decision to appoint it as the PRO under the Act subject to the stated Approval Conditions and the Ongoing Conditions in accordance with s.102M(1) of the Act; and
- (b) is also the information notice for my decision made pursuant to s.102M(2)(d) of the Act.

<sup>2</sup> s. 102L(1)(a) of the Act.

<sup>3</sup> s. 102L(2) of the Act.

- 3.2 If you wish to discuss any aspect of this letter please contact Ms Kylie Hughes, Director, Waste Policy and Legislation of the Department of Environment and Heritage Protection, on (07) 3330 5020 or email <kylie.hughes@ehp.qld.gov.au> in the first instance.

4. **Additional obligations on PRO**

- 4.1 In addition, I note that the Act also provides a number of statutory obligations that will apply to COEX as the appointed PRO. I have set out for your convenience in **Annexure C** a number of these obligations.

Congratulations on this appointment and I look forward to working with COEX in its capacity as the appointed PRO under the Act to ensure a successful implementation of the Scheme.

Yours sincerely



**DR STEVEN MILES MP**

**Minister for Environment and Heritage Protection and  
Minister for National Parks and the Great Barrier Reef**

Att: Annexure A - Approval Conditions  
Annexure B - Ongoing Conditions  
Annexure C - Obligations of the PRO under the Act

## Annexure A - Approval Conditions

The table set out below specifies the Approval Conditions that must be satisfied before the appointment of COEX as the PRO under the Act becomes unconditional.

| No  | Condition                                                                                                                                                                                                                                                                                                  |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  | The Minister has received notification from COEX that its board is constituted by nine directors and has the composition required under s.102B(2) of the Act.                                                                                                                                              |
| 2.  | The Minister has received notification from the Chief Executive that the final plans developed by COEX for establishing and administering the Scheme generally, including the estimated costs of establishing and administering the Scheme have been received and approved.                                |
| 3.  | The Minister has received notification from the Chief Executive that the final plans developed by COEX for entering into container recovery agreements with manufacturers of beverage products have been received and approved.                                                                            |
| 4.  | The Minister has received notification from the Chief Executive that the final plans developed by COEX for establishing a network of container refund points have been received and approved.                                                                                                              |
| 5.  | The Minister has received notification from the Chief Executive that the final plans developed by COEX for entering into container collection agreements with the operators of container refund points have been received and approved.                                                                    |
| 6.  | The Minister has received notification from the Chief Executive that the final plans developed by COEX for achieving the outcomes stated in the invitation to COEX to apply for appointment as the PRO under s.102D of the Act have been received and approved.                                            |
| 7.  | The Minister has received notification from the Chief Executive that the final plans developed by COEX for setting the amounts payable under the Scheme mentioned have been received and approved.                                                                                                         |
| 8.  | The Minister has received notification from the Chief Executive that the final form of the constitution of COEX has been received and approved.                                                                                                                                                            |
| 9.  | The Minister is satisfied that:<br>(a) COEX is an eligible company; and<br>(b) each of the executive officers of COEX is an eligible individual.                                                                                                                                                           |
| 10. | The Minister has approved the final form of the strategic plan and operational plan prepared by COEX for establishing and administering the Scheme.                                                                                                                                                        |
| 11. | The Minister has approved the final form of the standard terms of each of the following documents being the:<br>(a) container recovery agreement;<br>(c) container collection agreement; and<br>(d) material recovery agreement,<br>as submitted to the chief executive by COEX.                           |
| 12. | The Minister has received notification from the Chief Executive that a the final form of the framework for resolving disputes between COEX, manufacturers of beverage products, the operators of container refund points and the operators of material recovery facilities has been received and approved. |

|     |                                                                                                                                                                                                                                                                                                                                                    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 13. | The Minister has received notification from the Chief Executive that the final form of the policies developed by COEX for the Scheme that will govern the proper handling by COEX (as the PRO under the Act) of any commercial or sensitive information that is held by the PRO about the beverage market has been received and approved.          |
| 14. | The Minister has received the signed consent of each person who is an executive officer or business associate of COEX allowing for: <ul style="list-style-type: none"><li>(a) the collection of personal or background information about the person by the Chief Executive; and</li><li>(b) the undertaking of a criminal history check.</li></ul> |

Withheld from release at External Review

## Annexure B - Ongoing Conditions

This table below sets out the Ongoing Conditions that are imposed on COEX as the appointed PRO under the Act.

| No                                       | Condition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.                                       | COEX must at all times comply with the Act and any Regulation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 2.                                       | COEX is to use its best endeavours to ensure that each person appointed or employed as an executive officer of the PRO is at all times an eligible individual.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 3.                                       | Whenever a person is proposed to be appointed or employed as an executive officer of COEX, that prior to the formal appointment of that person as an employee or officer of the company COEX must: <ul style="list-style-type: none"> <li>(a) obtain a signed consent from that person to: <ul style="list-style-type: none"> <li>(i) the collection of personal or background information about the person by the Chief Executive; and</li> <li>(ii) the undertaking of a criminal history check;</li> </ul> </li> <li>(b) provide the duly completed signed consent to the Chief Executive; and</li> <li>(c) not appoint or employ on a permanent basis the relevant person as an executive officer of COEX until the Chief Executive has responded to the PRO confirming the suitability of the relevant person to be permanently appointed. However, a temporary or conditional appointment (subject to the satisfactory undertaking of the checks set out above) may be made by COEX while the Department is reviewing the material and the results of undertaking the criminal history check.</li> </ul> |
| 4.                                       | If the Chief Executive informs COEX that a person is considered to not be an eligible individual (as that term is defined under the Act) COEX must ensure that: <ul style="list-style-type: none"> <li>(a) that person is not permanently appointed or employed as an executive officer by COEX; and</li> <li>(b) if that person has already been appointed or employed as an executive officer, their appointment or employment with COEX is to be terminated.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 5.                                       | COEX must use its best endeavours to achieve the container recovery rates as specified in any Regulation made under the Act and to also ensure that the relevant rates are achieved by the dates specified in a Regulation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 6.                                       | COEX must use its best endeavours to establish the number of container refund points specified in any Regulation by the dates specified in the Regulation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Withheld from release at External Review |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 8.                                       | If at any time an amendment is made to the constitution of COEX or a new constitution is adopted, COEX must immediately notify the Minister of the amendment or new constitution and provide the Minister with a copy of the amended or new constitution.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

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|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 9.  | <p>COEX must give notice to the Minister of any changes made to the terms of its standard form:</p> <ul style="list-style-type: none"> <li>(a) container recovery agreement;</li> <li>(b) container collection agreement; or</li> <li>(c) material recovery agreement,</li> </ul> <p>within 10 business days of the relevant change being made.</p>                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 10. | <p>COEX must give notice to the Minister of any changes made to:</p> <ul style="list-style-type: none"> <li>(a) any agreement between COEX and any other person for the subcontracting or provision of services to allow COEX to undertake some or all of the functions of the PRO under the Act or any Regulation; and</li> </ul> <div style="border: 1px solid red; padding: 2px; margin: 5px 0;">Withheld from release at External Review</div> <p>within 10 business days of the change being made.</p>                                                                                                                                                                                                                                                           |
| 11. | <p>COEX must ensure that at all times:</p> <ul style="list-style-type: none"> <li>(a) it has suitable arrangements in place to protect the confidentiality of information obtained by COEX in its capacity as the PRO;</li> <li>(b) any confidential information obtained by COEX is only to be used in accordance with the confidentiality arrangements that have been put in place by COEX; and</li> <li>(c) it notifies the Minister of any changes it has made to its policies for handling commercial or sensitive information (and in particular about the beverage market) within 10 business days of the changes being made.</li> </ul>                                                                                                                       |
| 12. | <p>COEX upon becoming aware that any information contained in its Application for appointment as the PRO was materially false or in any way misleading must immediately give written notice in that regard to the Minister.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 13. | <p>If the Chief Executive is required to review a recovery amount protocol in accordance with s.99ZK(4) of the Act, COEX must as soon as practicable give to the Chief Executive any information that is reasonably requested by the Chief Executive from COEX for the purposes of conducting the review.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 14. | <p>If the Minister issues a show cause notice to the PRO under s.102X(3) of the Act that it is proposed to cancel COEX's appointment as the PRO, the Chief Executive may make a relevant written request to COEX to deliver to the Chief Executive by a specified date:</p> <ul style="list-style-type: none"> <li>(a) any documents that are in the possession of COEX, including copies of any container collection agreements, container recovery agreements and material recovery agreements; and</li> <li>(b) any other information or to provide any other assistance that is requested by the Chief Executive.</li> </ul> <p>The intention behind this condition is to help ensure the effective and continual administration of the Scheme under the Act.</p> |

## Annexure C - Obligations of the PRO under the Act

The table below outlines some of the obligations that will be imposed on COEX (as the PRO) under the Act.

| No | Obligation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
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| 1. | The PRO must not enter into a container recovery agreement with a manufacturer for a type of container unless the PRO is satisfied that ongoing, effective and appropriate arrangements for the container type to be collected, sorted and recycled are available.                                                                                                                                                                                                                                                                                           |
| 2. | The container recovery agreements entered into by the PRO must include: <ul style="list-style-type: none"> <li>(a) provisions about the matters detailed in s.99Q(4) of the Act; and</li> <li>(b) the standard terms, about a matter mentioned in s.99Q(4) of the Act or another matter as prescribed by a Regulation.</li> </ul>                                                                                                                                                                                                                            |
| 3. | A small beverage manufacturer must not, under a container recovery agreement, be required to pay an amount to contribute to the cost of the Scheme that is more than the amount worked out under a Regulation.                                                                                                                                                                                                                                                                                                                                               |
| 4. | The container collection agreements entered into by the PRO must include: <ul style="list-style-type: none"> <li>(a) provisions about the matters detailed in s.99ZA(1) of the Act; and</li> <li>(b) the standard terms, about a matter mentioned in s.99ZA(1) of the Act or another matter as prescribed by a Regulation.</li> </ul>                                                                                                                                                                                                                        |
| 5. | The PRO must give a person an information notice if: <ul style="list-style-type: none"> <li>(a) the person asks the PRO, in writing, to enter into a container collection agreement for the purpose of the person operating a container refund point; and</li> <li>(e) the PRO decides not to enter into a container collection agreement with the person.</li> </ul> <p>Where an information notice is required to be given under the Act it must include the information set out in the definition of "information notice" in the Schedule to the Act.</p> |
| 6. | The PRO must pay the collection amount for the containers to the container refund point operators as required by the applicable container collection agreement.                                                                                                                                                                                                                                                                                                                                                                                              |
| 7. | The PRO must give a container refund point operator an information notice if the PRO decides that the collection amount claimed for containers is not payable under the container collection agreement.                                                                                                                                                                                                                                                                                                                                                      |
| 8. | Material recovery agreements must include: <ul style="list-style-type: none"> <li>(a) provisions about the matters detailed in s.99ZF(2) of the Act; and</li> <li>(b) the standard terms, about a matter mentioned in s.99ZF(2) of the Act or another matter as is prescribed by a Regulation.</li> </ul>                                                                                                                                                                                                                                                    |
| 9. | The PRO must give an operator of a material recovery facility an information notice if: <ul style="list-style-type: none"> <li>(a) the operator asks the PRO, in writing, to enter into a material recovery agreement for the purpose of claiming recovery amounts for containers; and</li> <li>(b) the PRO decides not to enter into a material recovery agreement with the operator.</li> </ul>                                                                                                                                                            |

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| 10. | The PRO must pay the recovery amount for the quantity of containers to the operator of a material recovery facility as is required under the applicable material recovery agreement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 11. | The PRO must give the operator of a material recovery facility an information notice if the PRO decides that the recovery amount claimed for the quantity of containers is not payable under the applicable material recovery agreement.                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 12. | <p>The PRO must keep an up-to-date register of approved containers.</p> <p>The register of approved containers must contain the details for each approved container, and the beverage product packaged in the container, as is set out in s.99ZM(3) of the Act.</p> <p>The register of approved containers must be kept as a searchable, public register.</p>                                                                                                                                                                                                                                                                                                         |
| 13. | <p>At all times, the PRO must be an "eligible company" and:</p> <ul style="list-style-type: none"> <li>(a) be registered under the Corporations Act;</li> <li>(b) be carried on other than for the profit or gain of its individual members;</li> <li>(c) have a constitution that meets the requirements in s.102B(1)(c) of the Act; and</li> <li>(d) have a board comprised in accordance with s.102B(2) of the Act.</li> </ul> <p>If an event happens which makes the PRO no longer an "eligible company", the PRO must give a notice to the Chief Executive and that notice must include the PRO's plan and timetable for making the PRO an eligible company.</p> |
| 14. | The PRO must comply with a direction from the Minister given in accordance with s.102ZE(1) of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 15. | <p>The PRO must include in its annual report for a financial year prepared under s.102ZJ of the Act details of:</p> <ul style="list-style-type: none"> <li>(a) each direction given by the Minister under s.102ZE(1) of the Act in the year; and</li> <li>(b) action taken by the PRO in the year because of the direction.</li> </ul>                                                                                                                                                                                                                                                                                                                                |
| 16. | The PRO must use its best endeavours to achieve an outcome prescribed under a Regulation that is made in accordance with s.102ZF(1) of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 17. | Before 31 March each year, the PRO must in the way prescribed by a Regulation, prepare and give to the Minister, the documents set out in s.102ZG(1) of the Act.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 18. | If, during a year, the PRO amends its budget, strategic plan or operational plan for that year, the PRO must give the amended budget, strategic plan or operational plan to the Minister within 10 business days after making the amendment.                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 19. | <p>The PRO must give to the Minister a report about its operations for each quarter in a financial year:</p> <ul style="list-style-type: none"> <li>(a) within 6 weeks after the end of the quarter; or</li> <li>(b) within any other period after the end of the quarter as is agreed between the PRO and the Minister.</li> </ul> <p>The quarterly report must include the information:</p>                                                                                                                                                                                                                                                                         |

|     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | <ul style="list-style-type: none"> <li>(a) stated in the PRO's strategic plan; or</li> <li>(b) as prescribed by a Regulation.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 20. | <p>The PRO must give the Minister a report about its operations for each financial year by 30 September after the end of the financial year.</p> <p>The annual report must meet the requirements set out in s.102ZJ(3) of the Act.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 21. | <p>The PRO must immediately inform the Minister about any matter that the PRO considers may:</p> <ul style="list-style-type: none"> <li>(a) prevent, or significantly affect, its achievement of the objectives in its strategic and operational plans or an outcome prescribed under s.102ZF of the Act; or</li> <li>(b) significantly impact on its performance of its functions, its financial position or viability, or public confidence in the integrity of the Scheme.</li> </ul>                                                                                                                                                                                                                              |
| 22. | <p>The PRO must comply with any requirement of the Minister to report to the Chief Executive in accordance with s.102ZL(2) of the Act.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 23. | <p>The PRO must implement its plans for the matters set out in s.102ZM(1) of the Act as was stated in its application for appointment as the PRO.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 24. | <p>The PRO must establish and operate a container refund point in a community if:</p> <ul style="list-style-type: none"> <li>(a) persons in the community do not have reasonable access to a container refund point; and</li> <li>(b) the PRO has not identified another person with whom it will enter into a container collection agreement to operate a container refund point in the community.</li> </ul>                                                                                                                                                                                                                                                                                                        |
| 25. | <p>In each year, within 10 business days after the day that is the anniversary of the PRO's appointment, the PRO must give to the Chief Executive:</p> <ul style="list-style-type: none"> <li>(a) a notice about whether the PRO is, and has been during the previous year, an eligible company; and</li> <li>(b) a copy of the PRO's constitution.</li> </ul>                                                                                                                                                                                                                                                                                                                                                        |
| 26. | <p>The PRO must give a notice to the Chief Executive if any of the events set out in s. 102ZO(1) of the Act occur.</p> <p>If the PRO gives a notice that it is no longer an eligible company, the notice must include the PRO's plan and timetable for making the PRO an eligible company.</p> <p>If the PRO gives a notice about an event mentioned in s.102ZO(1)(d) or (f) of the Act, the notice must be accompanied by the signed consent of the person who is the subject of the notice to:</p> <ul style="list-style-type: none"> <li>(a) the collection of personal or background information about the person by the Chief Executive of the Department; and</li> <li>(b) a criminal history check.</li> </ul> |
| 27. | <p>The PRO must, within 20 days after receiving an internal review application made under s.176 of the Act:</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

|     |                                                                                                                                                                                                                                                                                                                   |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|     | <p>(a) conduct an internal review of the decision the subject of the application (the original decision); and</p> <p>(b) make a decision (the internal review decision) to confirm the original decision or amend the original decision or substitute another decision for the original decision.</p>             |
| 28. | The PRO must, then within 10 days after making an internal review decision, give the internal review applicant notice of the decision. If the internal review decision is not the decision sought by the internal review applicant, the notice must be accompanied by a QCAT information notice for the decision. |

Released by DES  
RTI Act 2009

# Certificate of Registration of a Company

This is to certify that

**CONTAINER EXCHANGE (QLD) LIMITED**

**Australian Company Number 622 570 209**

is a registered company under the Corporations Act 2001 and  
is taken to be registered in Queensland.

The company **is limited by guarantee.**

The company is a **public** company.

The day of commencement of registration is  
**the thirty-first day of October 2017.**



**ASIC**

Australian Securities & Investments Commission

Issued by the  
Australian Securities and Investments Commission  
on this thirty-first day of October, 2017.

sch4p4( 6) Personal information

sch4p4( 6) Personal in  
Chairman

Constitution of Container Exchange (QLD) Limited

## Constitution of Container Exchange (QLD) Limited

The Corporations Act  
A company limited by guarantee  
Registered in Queensland

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page (i)

Constitution of Container Exchange (QLD) Limited

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Constitution of Container Exchange (QLD) Limited

Constitution of Container Exchange (QLD) Limited, a public company limited by guarantee.

## General

### 1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

**Act** means the *Waste Reduction and Recycling Act 2011* (Qld).

**ATO** means the Australian Taxation Office.

**Board** means all or some of the Directors for the time being acting as a board.

**Business Associate** has the meaning given in the Act.

**Business Day** means a day which is not a Saturday, Sunday or a public holiday in Brisbane, Queensland.

**Chief Executive Officer** means the chief executive appointed by the Board under rule 33.

**company** means Container Exchange (QLD) Limited.

**Constitution** means this constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) and the *Corporations Regulations 2001* (Cth).

**Director** means a person appointed or elected to the office of director of the company in accordance with this Constitution.

**Eligible Company** has the meaning given in the Act.

**Eligible Individual** has the meaning given in the Act.

**Executive Officer** has the meaning given in the Act.

**Independent of the Beverage Industry** has the meaning given in the Act.

**Initial Term Loan** means the loan(s) provided by the Members to support the establishment of the company.

**Large Beverage Manufacturer** has the meaning given in the Act.

**Member** means a person admitted to the membership of the company in accordance with the provisions of this Constitution.

**Member Present** means, in connection with a general meeting, a Member present at the venue or venues for the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by representative.

**Minister** means the Minister who is responsible under Queensland law for administering the relevant provisions of the Act.

**Product Responsibility Organisation** means an organisation appointed under chapter 4, part 5 of the Act as the Product Responsibility Organisation for the container refund scheme.

**Related Bodies Corporate** has the meaning given in the Corporations Act.

**Representing the Beverage Industry** means a person who is an Executive Officer, employee or Business Associate of a manufacturer of a beverage product or an association that represents beverage manufacturers.

**Secretary** means a person appointed as, or to perform duties of, secretary of the company.

**Small Beverage Manufacturer** has the meaning given in the Act.

## Constitution of Container Exchange (QLD) Limited

**Special Majority** means Directors that together hold at least 75% of the total voting rights of all Directors present and voting on the resolution concerned.

**Special Majority Matters** means the matters set out in **Error! Reference source not found.**Schedule 2.

**Tax Act** means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth).

**Transition Period** means:

- (a) the period starting on the date the company is incorporated; and
- (b) finishing on the date when the Board is first comprised of nine persons in accordance with rule 30(c) (provided that the company has been appointed the Product Responsibility Organisation pursuant to section 102L(1)(b)(i) of the Act).

**Voting Proportion** means:  $2 / D$  (that is, 2 divided by D) where D equals the number of Directors appointed by that Member who attend the relevant Board meeting or sign the relevant written resolution (as the case may be) and who are entitled to vote on the relevant resolution.

## 2 Interpretation

- (a) Headings are for convenience only and do not affect interpretation.
- (b) The following rules apply unless the context requires otherwise.
  - (i) The singular includes the plural, and the converse also applies.
  - (ii) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
  - (iii) A reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity.
  - (iv) A reference to a rule is a reference to a rule of this Constitution.
  - (v) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
  - (vi) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution as in force on the day on which this Constitution became binding on the company.

## 3 Replaceable Rules

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

## Objects

### 4 Objects of the Company

The objects of the company are to:

- (a) be appointed as the Product Responsibility Organisation under the Act; and
- (b) administer and provide governance for Queensland's beverage container refund scheme described in the Act, including:
  - (i) to ensure ongoing, efficient and effective arrangements are available in Queensland for empty beverage containers to be collected, sorted and recycled;

## Constitution of Container Exchange (QLD) Limited

- (ii) to establish a network of container refund points to, as far as practicable, provide communities in Queensland with access to a place for the return of eligible empty beverage containers for the payment of refund amounts;
- (iii) to ensure manufacturers of beverage products fund the scheme by requiring the manufacturers to pay sufficient amounts under container recovery agreements;
- (iv) to set the amounts payable, or the method for working out the amounts payable, under the scheme:
  - (A) by manufacturers of beverage products to fund the scheme; and
  - (B) to the operators of container refund points to pay the refund amounts for empty beverage containers and to handle, sort and transport the containers for recycling;
- (v) to identify manufacturers of beverage products who are not participating in the scheme, including, for example, because a manufacturer:
  - (A) is selling beverages in containers that are not registered; or
  - (B) has not entered into a container recovery agreement with the company;
- (vi) to facilitate the sale of the collected materials and ensure the sale proceeds obtained are used to offset the costs of the scheme;
- (vii) to market and promote the scheme to ensure public awareness of the scheme and the location of the container refund points;
- (viii) to audit the scheme participants to ensure the integrity of the scheme and to minimise fraud within the scheme;
- (ix) to receive and deal with complaints relating to the scheme from members of the public and entities participating in the scheme; and
- (x) providing the functions given to the Product Responsibility Organisation under the Act or another Queensland Act.

## 5 Application of Income and Property to Objects

- (a) Subject to rule 5(b), the income and property of the company must only be used to further the objects of the company set out in rule 4 and no part of that income or property (or any other assets or profits of the company) may be paid or transferred, directly or indirectly, to any Member by way of dividend, bonus or otherwise.
- (b) Rule 5(a) does not prevent the company from making a payment in good faith to a Member:
  - (i) of reasonable and proper remuneration, royalties, fees, recharges, or reimbursement of expenses for goods or services provided to the company;
  - (ii) of reasonable and proper market rent for premises let by a Member; or
  - (iii) in satisfaction of any amount payable (including a reasonable rate of interest) in respect of any amounts loaned by the Members to the Company (including the Initial Term Loan).

## **Membership**

### **6 Members of the Company**

- (a) The Members are those persons admitted to the membership of the company whose names are entered into the company's register of Members.
- (b) On registration of the company, the Members will be those persons set out in the Schedule 1.

### **7 Limited Liability of Members**

The liability of the Members is limited.

### **8 Members' Liability on Winding Up**

Each Member undertakes to contribute to the assets of the company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$10.

### **9 Resignation of a Member**

A Member may resign from the company by giving notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary.

### **10 Ceasing to be a Member**

A Member's membership of the company will automatically cease, in the case of a Member that is a body corporate, on the date that:

- (a) a liquidator is appointed in connection with the winding up of the Member; or
- (b) an order is made by a court for the winding up or deregistration of the Member.

### **11 Liability after a Person Ceases to be a Member**

A person who ceases to be a Member must pay to the company:

- (a) all amounts owing to the company that are due and unpaid at the date that the person ceases to be a Member; and
- (b) any amounts that the Member is liable to pay under rule 8.

### **12 Register of Members**

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Board.

### **13 Address of Members**

If a Member informs the Secretary in writing of any change in their address, the Secretary will enter any such change of address in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

### **14 Replacement of a Member**

- (a) Following the resignation of a Member under rule 9 or cessation of membership under rule 10, such that there is only one Member of the company, such Member (the Remaining Member) may request the Board to nominate a replacement member (the Replacement Member).

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- (b) Upon receipt of a nomination request from a Remaining Member, the Board shall within 10 Business Days of that request, nominate a proposed member who has knowledge of, or operates within, the beverage industry, to be a Replacement Member.
- (c) The Remaining Member must approve the identity of the proposed Replacement Member nominated by the Board under rule 14(b) (such approval shall not be unreasonably withheld by the Remaining Member).
- (d) Upon approval by the Remaining Member in accordance with rule 14(c), the Secretary is authorised (subject to the Replacement Member consenting to becoming a Member) to admit the approved Replacement Member as a Member of the company and update the company's register of Members.

**General Meetings**

**15 General Meetings**

- (a) A Director may convene a general meeting of the company whenever the Director thinks fit.
- (b) Any Director may cancel or postpone any meeting convened by that Director by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed general meeting.

**16 Notice of General Meetings**

- (a) Where the Board has called a general meeting, notice of the meeting may be given in the form and manner in which the Board determines, subject to the Corporations Act.
- (b) The non-receipt of a notice convening a general meeting by, or the accidental omission to give notice to, any person entitled to receive notice does not invalidate the proceedings at or any resolution passed at the meeting.

**17 Business of Annual and Other General Meetings**

- (a) The business of an annual general meeting of the company includes:
  - (i) to receive and consider the accounts and reports required by the Corporations Act to be laid before each annual general meeting;
  - (ii) to elect Directors;
  - (iii) when relevant to appoint an auditor and to fix the auditor's remuneration; and
  - (iv) to transact any other business that, under this Constitution or the Corporations Act, is required to be transacted at any annual general meeting.

The business of an annual general meeting may also include any other business that may be transacted at a general meeting.

- (b) No person may move at any general meeting either any resolution (except in the form set out in the notice of meeting) or any amendment of any resolution, except with the approval of the Board, with the permission of the chair of the meeting or under the Corporations Act.

**18 Right of Others to Attend General Meeting**

- (a) A Secretary, Chief Executive Officer or Director who is not a Member is entitled to be present and, at the request of the chair of the meeting, to speak at any general meeting.
- (b) Any other person (whether a Member or not) requested by the Board to attend any general meeting is entitled to be present and, at the request of the chair of the meeting, to speak at that general meeting.

**19 Quorum for General Meetings**

- (a) No business may be transacted at any general meeting except, subject to rule 20, the election of a chair of the meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided in this Constitution, a quorum is constituted by:
  - (i) for so long as any amount remains outstanding or repayable in relation to the Initial Term Loan, 2 Members Present, being a representative of each of the Members set out in Schedule 1; and
  - (ii) from the date of repayment of the Initial Term Loan in full, 2 Members Present, unless at the relevant time, there is only one Member of the company, in which case, that Member Present shall constitute a quorum.
- (c) If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the chair of the meeting or the Board adjourns the meeting to a date, time and place determined by that chair or the Board. If no quorum is present at any adjourned meeting within 30 minutes after the time for the meeting, the meeting is dissolved.
- (d) Nothing in this Constitution limits the company's power to pass a resolution without a general meeting in accordance with the Corporations Act.

**20 Conduct of General Meetings**

- (a) Subject to rule 20(b), the chair of the Board is entitled to preside as chair at every general meeting.
- (b) Where a general meeting is held and:
  - (i) there is no chair of the Board; or
  - (ii) the chair of the Board is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to act as chair of the meeting,the Members Present may elect one of their number to be chair of the meeting.
- (c) The general conduct of each general meeting of the company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting.
- (d) The chair of a general meeting of the company may make rulings without putting the question (or any question) to a vote if that chair considers action is required to ensure the orderly conduct of the meeting.
- (e) The chair of a general meeting of the company may require the adoption of any procedures that are in that chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at the meeting, whether on a show of hands or on a poll.

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- (f) The chair of a general meeting of the company or a person acting with that chair's authority may require any person who wishes to attend the meeting to comply with searches, restrictions or other security arrangements that chair or a person acting with that chair's authority considers appropriate. The chair of the meeting or a person acting with that chair's authority may refuse entry to any person who does not comply with the arrangements, any person who possesses a recording or broadcasting device without the consent of that chair or a person acting with that chair's authority, or any person who possesses an article which that chair or a person acting with that chair's authority considers to be dangerous, offensive or liable to cause disruption.
- (g) If at any time the chair of a general meeting of the company considers it necessary or desirable for the proper and orderly conduct of the meeting, that chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (h) Any determination by the chair of a general meeting in relation to matters of procedure (including any procedural motions moved at, or put to, the meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, the meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard a vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final.
- (i) If a person purports to cast a vote at a general meeting in contravention of the Corporations Act, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (j) Nothing contained in this rule limits the powers conferred on a chair of a general meeting by law.

### 21 Acting Chair

- (a) If during any general meeting the chair of the meeting acting under rule 20 is unwilling to chair any part of the proceedings, that chair may withdraw during the relevant part of the proceedings and may nominate any person who immediately before the general meeting was a Director or who has been nominated for election as a Director at the meeting to be acting chair of the meeting during the relevant part of the proceedings. On the conclusion of the relevant part of the proceedings the acting chair of the meeting is to withdraw and the chair of the meeting acting under rule 20 is to resume to chair the meeting.
- (b) Where an instrument of proxy appoints the chair of a general meeting as proxy for the part of the proceedings for which an acting chair of the meeting has been nominated, the instrument of proxy is taken to be in favour of that acting chair for the relevant part of the proceedings.

### 22 Adjournment of General Meetings

- (a) During the course of a general meeting the chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by that chair.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **23 Voting at General Meetings**

- (a) Subject to the requirements of the Corporations Act, any question submitted to a general meeting is to be decided by a simple majority of votes validly cast on the question at the meeting.
- (b) Subject to the requirements of the Corporations Act, any question submitted to a general meeting is to be decided in the first instance by a show of hands of the Members Present and entitled to vote, unless a poll is demanded.
- (c) Unless a poll is demanded, a declaration by the chair of a general meeting following a vote on a show of hands at the meeting that a resolution has been passed or lost is conclusive, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (d) At any general meeting, a poll may be demanded by a Member in accordance with the Corporations Act (and not otherwise) or by the chair of the meeting. No poll may be demanded on the election of a chair of the meeting or, unless that chair otherwise determines, the adjournment of the meeting. A demand for a poll may be withdrawn.

## **24 Procedure for Polls**

- (a) When demanded at a general meeting, a poll may be taken in the manner and at the time that the chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) that the chair of the meeting considers appropriate.
- (c) The result of a poll is the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. Subject to rules 21 and 23(d), a poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

## **25 Chair Does Not Have Casting Vote**

In the case of an equality of votes on a show of hands or on a poll at a general meeting of the company, the chair of the meeting does not have a casting vote in addition to any vote to which that chair may be entitled as a Member or as a proxy, attorney or properly appointed representative of a Member.

## **26 Representation and Voting of Members**

Subject to this Constitution and any rights or restrictions for the time being placed on any Member:

- (a) at meetings of Members, each Member entitled to attend and vote may:
  - (i) attend and vote in person; or
  - (ii) be represented and vote by proxy, by attorney or (where the Member is a body corporate) by representative,

- (b) a Member may only vote by one of the permitted methods in rule 26(a) although, without limiting rule 28(b), a Member may attend and participate in a meeting even though the Member has previously appointed a proxy or attorney in respect of that meeting; and
- (c) each Member has one vote both on a show of hands and a poll.

## 27 Form of Proxy

- (a) A Member who is entitled to attend and vote at a meeting of the company may appoint a person as a proxy to attend and vote for the Member in accordance with the Corporations Act but not otherwise. A proxy appointed in accordance with the Corporations Act to attend and vote may exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act but not otherwise.
- (b) A Member may appoint one proxy. A proxy need not be a Member.
- (c) An appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) that the Board may prescribe or accept.
- (d) If a proxy appointment is not properly executed or validated, incomplete or unclear, the following provisions apply. Nothing obliges the Board or the company to do anything referred to in those provisions
  - (i) If the name of the proxy is not included, the name of any Director or Secretary may be inserted by the Secretary on the authority of the Board (which may occur later than the time specified in the relevant notice of meeting for the receipt of proxy appointments).
  - (ii) If the appointment has not been duly signed or validated, the company may:
    - (A) return the appointment to the appointing Member;
    - (B) request that the Member sign or validate the appointment and return it to the company within a period decided by the Board (which may be later than the time specified in the relevant notice of meeting for the receipt of proxy appointments).
  - (iii) If the appointment is otherwise incomplete or unclear, the company may, by written or oral communication, clarify with a Member any instruction on the appointment and complete or amend the contents of any appointment to reflect any clarification in instruction received from the Member (which completion or amendment may occur later than the time specified in the relevant notice of meeting for the receipt of proxy appointments). For this purpose, the Member appoints the company as its attorney.
- (e) Where a notice of meeting provides for electronic lodgement of proxy appointments, an appointment lodged at the electronic address or by the electronic means specified in the notice is taken to have been received at the registered office of the company and validated by the Member if there is compliance with the requirements set out in the notice.

## 28 Validity of Proxies, Attorneys and Representatives

- (a) A vote exercised in accordance with the terms of a proxy appointment, a power of attorney or other relevant instrument of appointment is valid despite:
  - (i) the previous death or unsoundness of mind of the principal; or
  - (ii) the revocation of the appointment, power or instrument (or of the authority under which it was made or given),

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if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the company at its registered office at least 48 hours (or any shorter period as the Board may permit or specified by the Corporations Act) before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy appointment or power of attorney (subject to its terms) is not revoked by the principal attending and taking part in the relevant meeting unless the principal actually votes at the meeting on a resolution for which the proxy appointment or power of attorney is proposed to be used.
- (c) Voting instructions given by a Member to a Director or employee of the company who is appointed as proxy (**Company Proxy**) are valid only if contained in the form of appointment of the Company Proxy. If a Member wishes to give a Company Proxy appointed by the Member new instructions or variations to earlier instructions, the new or varied instructions are only valid if either they are received at the registered office of the company at least 48 hours before the meeting or adjourned meeting by a notice in writing signed by the Member or they are otherwise validated by the Member in a manner acceptable to the Board in its discretion prior to the commencement of the meeting.

## Appointment, Removal and Remuneration of Directors

### 29 Number of Directors

- (a) All Directors are to be natural persons.
- (b) At all times, the composition of the Board must satisfy the following:
  - (i) the number of Directors must be nine; and
  - (ii) the Board must have no more than four Directors at any time that are Executive Officers, employees or Business Associates of Large Beverage Manufacturers.

### 29A Number of directors during the Transition Period

- (a) This rule 29A only applies during the Transition Period, and will take precedence over any contrary provisions in this Constitution.
- (b) Upon incorporation, the number of Directors shall be five. Each Member set out in Schedule 1 shall each have the right to appoint (and replace) two persons as Directors to the Board. The fifth Director will be one person who is an Executive Officer, employee or Business Associate of a Small Beverage Manufacturer or an association that represents Small Beverage Manufacturers.

### 30 Appointment and Removal of Directors

- (a) The Members Present at a general meeting may by resolution:
  - (i) appoint any person as a Director either to fill a casual vacancy or as an addition to the Board, provided that:
    - (A) the number of Directors does not exceed the number determined in accordance with rule 29(b) and the person satisfies the requirements of this rule 30; and
    - (B) the person has been nominated by the Board as a candidate for appointment by the Members Present; and

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- (ii) remove any Director from office, provided that if the Members propose to remove a Director:
  - (A) who is the chair (being someone who is Independent of the Beverage Industry and was approved by the Minister, as required by rules 30(c)(i) and 30(d)(i) (as applicable)); or
  - (B) who is a person representing the interests of the community (being someone who is Independent of the Beverage Industry and was approved by the Minister, as required by rules 30(c)(iii) and 30(d)(iii) (as applicable)),such removal must first be approved by a Special Majority of votes of Directors present and voting.
- (b) The Board may at any time appoint any person as a Director either to fill a casual vacancy or as an addition to the Board, provided that:
  - (i) where the casual vacancy is for a position on the Board for which requires approval of the Minister under this rule 30 and the Act, the Board will as soon as practicable notify the Minister of the relevant casual vacancy. The Board will also provide to the Minister such reasonable assistance and information (as may be requested by the Minister), and otherwise procure the Members to appoint as soon as reasonably practicable a replacement Director to fill the casual vacancy;
  - (ii) the number of Directors does not exceed the number determined in accordance with rule 29(b);
  - (iii) the person satisfies the requirements of this rule 30 (noting that, to the extent a person who has been appointed to fill a casual vacancy requires approval from the Minister under this rule 30, such appointment shall be effective from the date of appointment and to avoid doubt, rule 30(g) shall apply to all actions of that Director, pending approval by the Minister); and
  - (iv) any Director appointed under this rule 30(b) may hold office only until the end of the next annual general meeting of the company.
- (c) Up until the date of the annual general meeting immediately following the repayment of the Initial Term Loan, the Board shall comprise at all times of the following persons:
  - (i) a chair that is a director, Independent of the Beverage Industry and is approved by the Minister;
  - (ii) at least one person who is an Executive Officer, employee or Business Associate of a Small Beverage Manufacturer or an association that represents Small Beverage Manufacturers;
  - (iii) at least one person representing the interests of the community who is Independent of the Beverage Industry and approved by the Minister;
  - (iv) at least one person who is an Executive Officer, employee or Business Associate of a Large Beverage Manufacturer;
  - (v) at least one person who has legal qualifications and experience and is Independent of the Beverage Industry;
  - (vi) at least one person who has financial qualifications and experience and is Independent of the Beverage Industry;
  - (vii) two persons being nominees of Coca-Cola Amatil (Aust) Pty Ltd; and

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(viii) two persons being nominees of Lion Pty Ltd,

it being acknowledged that the requirement to have at least one person who is an Executive Officer, employee or Business Associate of a Large Beverage Manufacturer on the Board under the Act and referred to in rule 30(c)(iv) shall be satisfied by the appointment of one of the nominees under rule 30(c)(vii) or rule 30(c)(viii).

(d) From the date of the annual general meeting immediately following the repayment of the Initial Term Loan, the Board shall comprise at all times of the following persons:

- (i) a chair that is a director, Independent of the Beverage Industry and is approved by the Minister;
- (ii) at least one person who is an Executive Officer, employee or Business Associate of a Small Beverage Manufacturer or an association that represents Small Beverage Manufacturers;
- (iii) at least one person representing the interests of the community who is Independent of the Beverage Industry and approved by the Minister;
- (iv) at least one person who is an Executive Officer, employee or Business Associate of a Large Beverage Manufacturer;
- (v) at least one person who has legal qualifications and experience and is Independent of the Beverage Industry;
- (vi) at least one person who has financial qualifications and experience and is Independent of the Beverage Industry;
- (vii) one person being a nominee of Coca-Cola Amatil (Aust) Pty Ltd;
- (viii) one person being a nominee of Lion Pty Ltd; and
- (ix) two other Eligible Individuals Representing the Beverage Industry determined to be appropriate by the Board,

it being acknowledged that the requirement to have at least one person who is an Executive Officer, employee or Business Associate of a Large Beverage Manufacturer on the Board under the Act and referred to in rule 30(d)(iv) shall be satisfied by the appointment of one of the nominees under rule 30(d)(vii) or rule 30(d)(viii).

(e) The Board shall consider the following criteria when nominating and appointing Directors:

- (i) knowledge of and experience in one or more of the following:
  - (A) resource recovery activities;
  - (B) local government;
  - (C) not-for-profit sector; and
  - (D) knowledge of the beverage industry; and
- (ii) knowledge and understanding of the obligations and responsibilities of company directors.

(f) Directors must be Eligible Individuals, and cannot be a current Executive Officer, employee or Business Associate of the waste industry, a local government or a not-for-profit organisation.

(g) All actions at any meeting of the Board or by a committee or by any person acting as a Director, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person did not satisfy the composition requirements of this rule 30, are to be treated as valid as if every person had

been properly appointed and was qualified, and continued to be a Director or a member of the committee.

### 31 Remuneration of Directors

- (a) Subject to rule 31(b), on and from the date that the company has been appointed the Product Responsibility Organisation pursuant to section 102L(1)(b)(i) of the Act, the following Directors of the Board may be entitled to be paid for their services as Directors:
- (i) any person who is appointed as chair, being a director that is Independent of the Beverage Industry;
  - (ii) any Director nominated to represent the interests of the community who is Independent of the Beverage Industry and approved by the Minister; and
  - (iii) any Director nominated who has legal or financial qualifications and experience and is Independent of the Beverage Industry.
- (b) Any remuneration for services to be paid under rule 31(a) is to be paid out of the funds of the company. Each Director may be paid such amount as determined by the Board by simple majority approval. The Board may determine to suspend, reduce or postpone payment of any remuneration if it thinks fit by simple majority approval. The expression **remuneration** in this rule does not include any amount that may be paid by the company under any of rules 31(c), 31(d) and 50.
- (c) Prior to the date that the company has been appointed the Product Responsibility Organisation pursuant to section 102L(1)(b)(i) of the Act, the Directors are entitled to be paid or reimbursed for all reasonable travel and other expenses properly incurred by them:
- (i) in attending and returning from any meeting of the Board or of a committee of the Board or any general meeting of the company; or
  - (ii) in connection with the business or affairs of the company,
- provided such expense amounts have been pre-approved in writing by an authorised representative of each Member.
- (d) On and from the date that the company has been appointed the Product Responsibility Organisation pursuant to section 102L(1)(b)(i) of the Act, the Directors are entitled to be paid or reimbursed for all reasonable travel and other expenses properly incurred by them in attending and returning from any meeting of the Board or of a committee of the Board or any general meeting of the company, or otherwise in connection with the business or affairs of the company.

### **32 Vacation of Office of Director**

- (a) In addition to the circumstances in which the office of a Director becomes vacant:
  - (i) under the Corporations Act; and
  - (ii) under rule 30(a)(ii),the office of a Director becomes vacant if the Director:
  - (iii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (iv) resigns by notice in writing to the company;
  - (v) is absent without the consent of the Board from meetings of the Board held during a continuous period of three months; or
  - (vi) dies.

### **CEO and Powers of the Board**

#### **33 Appointment of Chief Executive Officer**

- (a) The Board may appoint a person to the office of Chief Executive Officer of the company for the period and on the terms as it determines, provided that the person is an Eligible Individual.
- (b) Subject to the terms of any agreement entered into in a particular case, the Board may at any time revoke any such appointment, with or without cause.

#### **34 Powers of the Board and Chief Executive Officer**

- (a) The business of the company is managed by the Board, which may exercise all powers of the company that are not, by the law or this Constitution, required to be exercised by the company in general meeting.
- (b) The Board may, on the terms and conditions and with any restrictions as it determines, delegate to the Chief Executive Officer any of the powers exercisable by it and may at any time withdraw, suspend or vary any of those powers conferred on the Chief Executive Officer. Giving powers to the Chief Executive Officer does not prevent the exercise of those powers by the Board.
- (c) Without limiting rule 34(a), the company may enter into such service or other agreements with entities whose members or shareholders constitute or include the Members set out in Schedule 1 (or Related Bodies Corporate of those Members).

### **Proceedings of the Board**

#### **35 Proceedings of the Board**

- (a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it determines.
- (b) A quorum for a Board meeting (other than an adjourned Board meeting) shall be the presence of at least five Directors (including at least one nominee appointed a Member).
- (c) If there is not a quorum at a Board meeting within 30 minutes after the time specified in the notice of meeting, the meeting will stand adjourned to the same day in the following week at the same time and place.
- (d) A quorum for an adjourned Board meeting shall be constituted:

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- (i) if there is more than one Member, by the presence of three Directors (including at least one nominee appointed by each of the Members);
  - (ii) if there is only one Member, the presence of two nominees appointed by that Member (or if there is only one nominee appointed by that Member, the presence of one other director).
- (e) No business is to be transacted at a Board meeting unless a quorum is present.
- (f) A Director may at any time, and a Secretary upon the request of a Director must, convene a meeting of the Board. A meeting of the Board may also be convened in any other manner determined by the Board from time to time.
- (g) Reasonable notice of not less than 7 days must be given to every Director of the place, date and time of every Board meeting. Notice of a meeting of the Board may be given by mail (electronic or otherwise), personal delivery, facsimile transmission or other electronic means to the usual place of business or residence of the Director or at any other address given to a Secretary by the Director or by any technology agreed by all the Directors.

**35A Proceedings of the Board during the Transition Period**

- (a) This rule 35A applies only during the Transition Period and will take precedence over any contrary provisions in this Constitution.
- (b) A quorum for a Board meeting (other than an adjourned Board meeting) shall be the presence of at least three Directors (including at least one nominee appointed by each of the Members, and one nominee not appointed by any Member).
- (c) If there is not a quorum at a Board meeting within 30 minutes after the time specified in the notice of meeting, the meeting will stand adjourned to the same day in the following week at the same time and place.
- (d) A quorum for an adjourned Board meeting shall be constituted by the presence of two Directors (including at least one nominee appointed by each of the Members).

**36 Meetings of the Board by Technology**

- (a) For the purposes of the Corporations Act, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Board meeting:
  - (i) video;
  - (ii) telephone;
  - (iii) any other technology that permits each Director to communicate with every other Director; or
  - (iv) any combination of these technologies.

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
  - (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and

- (ii) all proceedings of the Board conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in the one location.

**37 Chair of the Board**

- (a) As soon as practicable after becoming a director of the company, the Board shall confirm the appointment of the chair who satisfies rule 30(c)(i).
- (b) Where a meeting of the Board is held and:
  - (i) a chair of the Board has not been elected as provided by rule 37(a); or
  - (ii) the chair of the Board is not able to be present at the meeting or is not present within 15 minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to chair the meeting,the Directors present may elect one of their number to chair the meeting.

**38 Directors' Voting Rights and Exercise of Powers**

- (a) Without limiting rule 41, a meeting of the Board of which notice has been given to all Directors and at which a quorum is present, is competent to exercise any of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Nothing in this rule 38(a) limits the exercise of any authority, power or discretion of the Board which has been delegated by the Board in accordance with law or this Constitution.
- (b) Subject to this Constitution, questions arising at a meeting of the Board are decided by:
  - (i) for the Special Majority Matters set out in Schedule 2, a Special Majority of votes of Directors present and voting; and
  - (ii) for all other matters not referred to in rule 38(b)(i), a simple majority of votes of Directors present and voting.
- (c) The company may not take any action or pass any resolution in respect of a Special Majority Matter unless the action or resolution has been approved by a Special Majority of Directors.
- (d) In the case of an equality of votes at a meeting of the Board, the chair of the meeting has a casting vote.
- (e) Subject to rule 39 and the Corporations Act, a Director:
  - (i) who has an interest in a matter may vote in respect of that matter if it comes before the Board and be counted as part of the quorum;
  - (ii) may enter into contracts with, or otherwise have dealings with, the company;
  - (iii) may hold any other office or place of profit in the company, except as auditor; and
  - (iv) may hold any other office or place of profit in any other company, body corporate, trust or entity promoted by the company or in which the company has an interest of any kind.
- (f) A Director is not disqualified from the Director's office by contracting with the company in any capacity by reason of holding the office of Director.
- (g) A Director is not liable to account to the company for any profit realised by any contract, dealings, office or place of profit contemplated by rule 38(e), by reason only of holding the office of Director or of the fiduciary relationship established by the office of Director.

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- (h) Despite having an interest in any contract or arrangement a Director may participate in the execution of any document evidencing or connected with the contract or arrangement, whether by signing, sealing or otherwise.
- (i) Each Director:
  - (i) subject to rule 38(i)(ii), who is present and voting is entitled to one vote; and
  - (ii) in the case of a nominee who is appointed by a Member and prior to the date of the annual general meeting immediately following the repayment of the Initial Term Loan, that director is entitled to that number of votes which is equivalent to his or her Voting Proportion.

**39 Material Personal Interests of Directors**

- (a) In relation to a contract or arrangement in which a Director has a material personal interest:
  - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
  - (ii) a contract or arrangement made by the company or any Related Body Corporate with a Director may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and
  - (iii) the Director will not be liable to account to the company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.
- (b) Nothing in this rule 39 affects the duty of a Director:
  - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Board, the fact and the nature, character and extent of the conflict; or
  - (ii) to comply with the Corporations Act or any other law.

**40 Committees of the Board**

- (a) The Board may delegate any of its powers to committees consisting of any one or more Directors or any other person or persons as the Board thinks fit and may revoke that delegation. In the exercise of delegated powers, any committee formed or person or persons appointed to the committee must conform to any regulations that may be imposed by the Board. A delegate of the Board may be authorised to sub-delegate any of the powers for the time being vested in the delegate.
- (b) The meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not in conflict with or superseded by any regulations made by the Board under rule 40.
- (c) Nothing in this rule 40 limits the power of the Board to delegate.

**41 Written Resolutions of Directors**

- (a) The Board may pass a resolution without a Board meeting being held if all Directors (or in the case of a resolution which is not a Special Majority Matter, a majority of the Directors (where notice of the resolution has been given to all Directors)), who are entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of

the Board) assent to a document containing a statement that they are in favour of the resolution set out in the document.

- (b) A Director may signify assent to a document under this rule 41 by signing the document or by notifying a Secretary of the assent of the Director by any technology including fax or email. The resolution is passed when the last Director, or the last of the Directors constituting a majority (as applicable), has assented to the document.
- (c) Separate copies of a document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy.
- (d) Where a Director signifies assent to a document under rule 41(b) other than by signing the document, the Director must by way of confirmation sign the document before or at the next meeting of the Board attended by that Director. The resolution the subject of a document is not invalid if a Director does not comply with this requirement.

#### **42 Defects in Appointments of Directors**

- (a) All actions at any meeting of the Board or by a committee or by any person acting as a Director are, despite the fact that it is afterwards discovered that there was some defect in the appointment of any of the Directors or the committee or the person acting as a Director or that any of them were disqualified, as valid as if every person had been properly appointed and was qualified and continued to be a Director or a member of the committee.
- (b) If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the company but for no other purpose.

#### **43 Nominee Directors**

A Director appointed by a Member may take into account the interests of that Director's appointor when considering any resolutions proposed at a meeting of the Board and may act on the wishes of that appointor in performing any of his or her duties or exercising any power, right or discretion as a director in relation to the company, except that they cannot take any action in circumstances where no honest and reasonable director could have formed the view that, in so doing, the Director was acting in good faith in the best interests of the company as a whole.

#### **44 Information**

A Director who is a nominee of a Member may disclose to that Member who appointed the Director (and that Member's agents, employees and officers and that Member's Related Bodies Corporate (and agents, employees and officers of those Related Bodies Corporate)) all information made available to the Director in respect of the affairs of the company, provided that:

- (a) the Director instructs the person to whom the Director discloses such information to maintain the confidentiality of the information; and
- (b) the Director's right and duty to disclose is subject at all times to:
  - (i) the Director's duties to the company at law;
  - (ii) any laws binding on the company; and
  - (iii) any information sharing protocol approved by the Board from time to time which specifies that a document or class of document is not to be disclosed.

## Secretaries and Other Officers

### 45 Secretaries

- (a) A Secretary holds office on the terms and conditions as to remuneration, and otherwise, as the Board decides.
- (b) The Secretary must be an Eligible Individual.
- (c) The Board may at any time terminate the appointment of a Secretary.

### 46 Other Officers

- (a) The Board may from time to time:
  - (i) create any other position or positions in the company with the powers and responsibilities as the Board may from time to time confer; and
  - (ii) appoint any person, whether or not a Director, to any position or positions created under rule 46(a)(i), provided that the person is an Eligible Individual.
- (b) The Board may at any time terminate the appointment of a person holding a position created under rule 46(a)(i) and may abolish the position.

## Seals

### 47 Seals and Their Use

The company may have a common seal and a duplicate common seal. If the company has any such seal:

- (a) it may only be used with the authority of the Board; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

## Service of Documents

### 48 Service of Documents

In this rule 48, a reference to a document includes a notice. Subject to the Corporations Act:

- (a) Any Member who has not left at or sent to the registered office, a place of address or an electronic address (for registration in the register) at or to which all documents of the company may be served or sent is not entitled to receive any document.
- (b) A document may be given by the company to any Member by, in the company's discretion:
  - (i) serving it on the Member personally;
  - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the register of Members or the address nominated by the Member to the company for the giving of documents;
  - (iii) sending it to the fax number nominated by the Member to the company for the giving of documents;
  - (iv) sending it to the electronic address nominated by the Member to the company for the giving of documents or by other electronic means nominated by the Member;

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- (v) if a Member nominates any electronic means by which the Member may be notified that documents are available and may access documents, sending a notification that the document is available for access, in each case by the relevant electronic means; or
  - (vi) serving it in any manner contemplated in this rule 48(b) on a Member's attorney as specified by the Member in a notice given under rule 48(c).
- (c) By written notice to the Secretary left at or sent to the registered office of the company or, a Member may request that all documents to be given by the company or the Board be served on the Member's attorney at an address, or by electronic means, nominated in the notice and the company may do so in its discretion.
- (d) A document may be sent to a Member whose address for documents is outside Australia by airmail, air courier or fax or otherwise be sent or made available electronically (including as contemplated by rule 48(b)(v)).
- (e) Any document sent by post is conclusively considered to have been served at the expiration of six Business Days after the envelope containing the document is posted and, in proving service, it is sufficient to prove that the envelope containing the document was properly addressed and posted. Any document served on a Member personally or left at the Member's address is conclusively considered to have been served when delivered. Any document sent to a Member by fax or other electronic means is conclusively considered to have been served when the fax or other electronic transmission is sent. Any document made available to a Member by electronic means as contemplated by rule 48(b)(v) is conclusively considered to have been served when notification that the document is available for access by that means is sent.
- (f) A document served in accordance with this Constitution is (despite the fact that the Member is then dead and whether or not the company has notice of the Member's death) conclusively considered to have been properly served. The service is sufficient service of the document on the Member's personal representative.

## Winding Up or Revocation of Endorsement of the Company

### 49 Winding Up or Revocation of Endorsement

On the winding up or dissolution of the company, any property whatsoever (including any gifts of money or property for the objects of the company and any money received by the organisation because of such gifts and contributions), that remains, after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations selected by the Members at or before the time of dissolution having objects similar to the objects of the company set out in rule 4.

## Indemnity

### 50 Indemnity of Officers, Insurance and Access

- (a) The company indemnifies each officer of the company and, if the Board considers it appropriate, any officer of a wholly-owned subsidiary of the company out of the assets of the company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the company or the wholly-owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer.

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- (b) Where the Board considers it appropriate, the company may execute a documentary indemnity in any form in favour of any officer of the company or a wholly-owned subsidiary of the company, provided that such terms are not inconsistent with this rule 50.
- (c) The Board shall procure the company to:
  - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the company or a wholly-owned subsidiary of the company against any liability incurred by the officer in or arising out of the conduct of the business of the company or the wholly-owned subsidiary (as the case may be) or in or arising out of the discharge of the duties of the officer; and
  - (ii) bind itself in any contract or deed with any officer of the company or a wholly owned subsidiary of the company to make the payments.
- (d) Where the Board considers it appropriate, the company may:
  - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
  - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 50:
  - (i) **officer** means:
    - (A) a director, secretary, senior manager or employee; or
    - (B) a responsible manager; or
    - (C) a person appointed as a trustee by, or acting as a trustee at the request of, the company or a wholly-owned subsidiary of the company, and includes a former officer.
  - (ii) **responsible manager** means any responsible manager appointed under the terms of an Australian financial services licence.
  - (iii) **duties of the officer** includes, in any particular case where the Board considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the company or, where applicable, a subsidiary of the company to any other corporation.
  - (iv) **to the relevant extent** means:
    - (A) to the extent the company is not precluded by law from doing so;
    - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy);
    - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation;
    - (D) in the case of an employee who is not a director, secretary or senior manager, to the extent that the conduct of the employee did not constitute serious and wilful misconduct; and

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- (E) in the case of a responsible manager who is not a director, secretary or senior manager, to the extent that the conduct of the responsible manager did not constitute serious and wilful misconduct.
- (v) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

**51 Amendment**

The Constitution may be amended in writing with the unanimous consent of all Members, provided that any such amendment has been first approved by a Special Majority of votes of the Directors present and voting.

Released by DES  
RTI Act 2009

## Schedule 1

### Consent to Terms of this Constitution

#### Members

Each of the members signing below as a Member consents to becoming a Member and agrees to the terms of this Constitution.

**Signed for Coca-Cola Amatil (Aust) Pty Ltd** by its authorised representative in the presence of:

sch4p4( 6) Personal information

Witness Signature

sch4p4( 6) Personal information

Print Name

sch4p4( 6) Personal information

sch4p4( 6)

Authorised Representative Signature

sch4p4( 6) Personal information

Print Name

GROUP HEAD OF CBS.

Position

**Signed for Lion Pty Ltd** by its authorised representative in the presence of:

Witness Signature

Print Name

Authorised Representative Signature

Print Name

Position

Constitution of Container Exchange (QLD) Limited

Schedule 1

Consent to Terms of this Constitution

Members

Each of the members signing below as a Member consents to becoming a Member and agrees to the terms of this Constitution.

Signed for Coca-Cola Amatil (Aust) Pty

Ltd by its authorised representative in the presence of:

\_\_\_\_\_  
Authorised Representative Signature

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Position

Executed in accordance with section 127 of the Corporations Act 2001 by Lion Pty Ltd:

sch4p4( 6) Personal information

sch4p4( 6) Personal information

\_\_\_\_\_  
Director Signature

\_\_\_\_\_  
Director/Secretary Signature

sch4p4( 6) Personal info

sch4p4( 6) Personal information

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name

## Schedule 2

### Special Majority Matters

- (a) **(Material contracts)** The entry into, amendment or termination by the company of any material contract where the consideration under or the value of the contract or arrangement exceeds \$250,000 (assessed on a per annum basis). For the purposes of this paragraph (a), the following agreements are not **material contracts**: the container recovery agreement(s), the container collection agreement(s), the container processing agreement(s), the material recovery agreement(s) and the recycling panel agreement.
- (b) **(Changes to membership)** The establishment of classes of membership, any proposal to vary rights attaching to memberships or setting or amending of a membership fee.
- (c) **(Financial indebtedness)** The granting of any security by the company or incurring of financial indebtedness by the company (whether in a single or multiple related transactions), which would exceed \$250,000 (for this purpose, 'financial indebtedness' means any indebtedness, present or future, short term or long term indebtedness, actual or contingent in respect of money borrowed or raised or any financial accommodation, whether from Members or third parties, and also includes leasing arrangements). This also includes amending, changing or terminating the terms of any such financial indebtedness arrangements with the company which exceed \$250,000.
- (d) **(Legal proceedings)** The commencement or settlement of any legal, arbitration or other proceedings (including any other arrangements or understandings with the State of Queensland), other than routine debt collection proceedings, involving the company).
- (e) **(Key personnel)** The appointment, removal or variation of the key conditions of employment of key PRO personnel (or persons holding an equivalent position of the company). For the purposes of this paragraph (e), **key PRO personnel** shall be those executive or other position descriptions agreed in writing by the Board from time to time.
- (f) **(Investments)** The acquisition by the company of any share capital or other securities or of an interest in a corporation or trust or the entering into of any partnership or joint venture by the company.
- (g) **(Removal of Director approved by Minister)** The decision of the Board to approve the removal of a director by the Members under rule 30(a)(ii).
- (h) **(Amendment to Constitution)** The decision of the Board to approve an amendment to the Constitution under rule 51.