



ResponsibleSteel Ltd

ACN 610 479 000

A public company limited by guarantee

CONSTITUTION

(adopted on 29 April 2021)

Table of contents

- 1. Preliminary** 1
 - 1.1 Definitions 1
 - 1.2 Interpretation 3
 - 1.3 Exercise of powers 4
- 2. Application of the Act and the ACNC Legislation** 5
- 3. Objects and powers** 5
 - 3.1 Objects 5
 - 3.2 Powers 5
- 4. Income and property** 5
- 5. Winding-up** 6
- 6. Membership** 6
 - 6.1 Membership Categories 6
 - 6.2 Business Members 7
 - 6.3 Civil Society Members 7
 - 6.4 Associate Members 8
 - 6.5 Admission to Membership 8
 - 6.6 Entries in the register of Members 8
 - 6.7 Membership Fee 8
 - 6.8 The Register and Registered Addresses 9
 - 6.9 Membership not transferable 9
 - 6.10 Cessation of membership 9
 - 6.11 Misconduct of a Member 10
 - 6.12 Consequences of Cessation 11
- 7. General meetings** 11
 - 7.1 General meetings 11
 - 7.2 Notice of general meeting 12
 - 7.3 Quorum 12
 - 7.4 Adjournment in absence of quorum 12
 - 7.5 Chair 12
 - 7.6 General conduct of general meetings 13
 - 7.7 Members resolution in writing 13
 - 7.8 Adjournment 14
 - 7.9 Voting 14
 - 7.10 When a poll may be demanded 14
 - 7.11 Taking a poll 14
 - 7.12 Meetings by technological means 14
- 8. Votes of Members** 14
 - 8.1 Voting rights for general meetings 14
 - 8.2 Proxies and Representatives 15
 - 8.3 Validity of vote 17

9.	Directors	18
9.1	Composition of the board of Directors and tenure of Directors.....	18
9.2	The Independent Directors.....	18
9.3	Election of Directors	19
9.4	Casual vacancies	20
9.5	Vacation of office of Director	20
9.6	Remuneration and expenses of Directors.....	20
9.7	Interested Directors	21
10.	Powers of the Directors.....	21
10.1	General powers of the Directors	21
10.2	Power to borrow and guarantee.....	22
10.3	Power to give security	22
11.	Proceedings of the Directors.....	22
11.1	Procedures relating to Directors' meetings	22
11.2	Meetings by telephone or other means of communication	22
11.3	Resolutions in writing	23
11.4	Votes at Directors meetings.....	23
11.5	Proxies for Directors.....	23
11.6	Chairperson, Vice-Chairperson and Chair	23
12.	Chief Executive Officer.....	24
12.1	Power to appoint Chief Executive Officer	24
12.2	Remuneration.....	24
12.3	Delegation of powers to Chief Executive Officer.....	24
13.	Secretary	24
14.	Committees and delegation	25
14.1	Committees of Directors.....	25
14.2	Delegation to individual Directors	25
15.	Validity of acts	25
16.	Seal	25
17.	Location of records.....	26
18.	Notices	26
18.1	Notices in writing	26
18.2	Service of notices	26
18.3	Notices by ResponsibleSteel to Directors.....	26
18.4	Notices by Members or Directors to ResponsibleSteel	26
18.5	When notice taken to be served	26
18.6	Member not known at Registered Address.....	27
18.7	Calculation of period of notice.....	27
19.	Indemnity.....	27
19.1	Persons to whom Rules 19.2 to 19.6 apply	27
19.2	Indemnity.....	27
19.3	Limit on indemnity	27

19.4	Extent of indemnity.....	28
19.5	Insurance.....	28
19.6	Savings.....	28
19.7	Deed.....	28
20.	Accounts and audit.....	29
20.1	Accounts.....	29
20.2	Audit.....	29
21.	By-laws.....	29
21.1	By-laws are made by the Directors.....	29
21.2	Conflict between the constitution and By-laws.....	29
21.3	Effectiveness and promulgation of By-laws.....	29
21.4	Enforceability of By-laws.....	29
22.	Transitional provisions.....	30
22.1	Definitions.....	30
22.2	Directors and officers.....	30
22.3	Members.....	31
22.4	By-laws.....	33

1. Preliminary

1.1 Definitions

In this constitution:

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth) to the extent they apply to ResponsibleSteel from time to time.

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

AGM means an annual general meeting of the Members.

ASIC means the Australian Securities and Investments Commission.

Associate Member means a member of ResponsibleSteel in the Associate Members category under Rule 6.4.

Business Member means a member of ResponsibleSteel in the Business Members category under Rule 6.2.

By-law means a by-law of ResponsibleSteel made under Rule 21.

Chair means the chair of the relevant meeting under Rule 7.5 or Rule 11.6 (as the case may be).

Chairperson means the Director elected to this role under Rule 11.6(a).

Chief Executive Officer means an employee of ResponsibleSteel who is appointed to the office of Chief Executive Officer pursuant to Rule 12.

Civil Society Member means a member of ResponsibleSteel in the Civil Society Members category under Rule 6.3.

Committee means a committee to which powers have been delegated by the Directors under Rule 14.

Director means a director of ResponsibleSteel.

Expulsion Notice Period means the 7 day period following the date on which a notice given by the Secretary under Rule 6.11(d) is received by the relevant Member.

Financial Year means the period 1st January to 31st December.

Full Member means a Member who is either a Business Member or a Civil Society Member.

Independent in relation to the position of a proposed or incumbent Independent Director means that in the reasonable opinion of the Board and following consultation with the Secretary the person:

- (a) does not have a material interest, position, association or relationship with an;
- (b) is not, and has not in the last 3 years been, an employee or officer of an; or

- (c) does not have, and has not in the last 3 years had, a material personal relationship with a person who has a material interest, position, association or relationship with an,

organisation that is or is eligible to apply to become a Full Member of ResponsibleSteel.

Independent Director means a Director appointed under Rule 9.2.

Insolvency Event means, in relation to:

- (a) a natural person:
- (1) the person is placed into bankruptcy or an order is made by a court or an application is made to a court for an order or the person gives notice of its intention that the person be placed into bankruptcy;
 - (2) a trustee in bankruptcy is appointed in respect of the person or any property of the person or an application is made to a court for an order that a trustee in bankruptcy be appointed in respect of the person or any property of the person;
 - (3) the person is, or states that the person is or may become, unable to pay the person's debts as and when they fall due; or
 - (4) anything analogous or having a substantially similar effect to any of the events specified above happens under the law of any applicable jurisdiction; or
- (b) a person who is not a natural person – being in liquidation or provisional liquidation or under administration, having a controller (as defined in the Act) or analogous person appointed to it or any of its property, being taken under section 459F(1) of the Act to have failed to comply with a statutory demand, being unable to pay its debts or otherwise insolvent, ceasing to be of full legal capacity or otherwise becoming incapable of managing its own affairs for any reason, the taking of any step that could result in the person becoming an insolvent under administration (as defined in section 9 of the Act), entering into a compromise or arrangement with, or assignment for the benefit of, any of its members or creditors, or any analogous event under the law of any applicable jurisdiction.

Liability means a liability loss, damage, claim, cost, charge or expense.

Member means a Full Member or an Associate Member.

Membership Category means the:

- (a) Business Members category;
- (b) Civil Society Members category; and/or
- (c) Associate Members category.

Office means the registered office of ResponsibleSteel.

Official means:

- (1) each person who is or has been a Director; and
- (2) an officer or former officer of ResponsibleSteel or any of its subsidiaries, as determined by the Directors.

Register means the register of members of ResponsibleSteel kept pursuant to the Act.

Registered Address for a Member means the physical, postal and/or electronic address of that Member recorded in the Register from time to time.

Representative in relation to:

- (a) a corporation means a representative of the corporation authorised under section 250D of the Act; or
- (b) a body corporate that is not a corporation means a representative of the entity authorised by the governing organ of the body corporate in terms equivalent to those under section 250D of the Act.

ResponsibleSteel means ResponsibleSteel Ltd ACN 610 479 000.

Secretariat means the secretariat of ResponsibleSteel.

Secretary means a person appointed as a company secretary of ResponsibleSteel.

Steelmaker means, subject to any By-law, an organisation whose predominant activity is the manufacture of iron or steel.

Vice-Chairperson means the Director elected to this role under Rule 11.6(a)

1.2 Interpretation

- (a) In this constitution:
 - (1) words importing the singular include the plural and vice versa;
 - (2) words importing a gender include every other gender;
 - (3) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - (4) a reference to a person includes that person's successors and legal personal representatives;
 - (5) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (6) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (b) In this constitution headings and bold type are for convenience only and do not affect its interpretation.
- (c) Specifying anything in this constitution after the words **including, includes or for example** or similar expressions does not limit what else is included unless there is express wording to the contrary.

- (d) In this constitution a Member is to be taken to be present at a general meeting if the Member is present by proxy or by Representative.
- (e) In this constitution a Director is to be taken to be present at a meeting of the Directors if the Director:
 - (1) is present in person or by proxy; or
 - (2) participates in the meeting by telephone or other electronic means.

1.3 Exercise of powers

- (a) Where this constitution provides that a person or body may do a particular act or thing and the word **may** is used, the act or thing may be done at the discretion of the person or body.
- (b) Where this constitution confers a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power:
 - (1) exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing; and
 - (2) to do the act or thing from time to time.
- (c) Where this constitution confers a power to make appointments to any office or position other than Director, the power is, unless the contrary intention appears, to be taken to include a power:
 - (1) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - (2) subject to any contract between ResponsibleSteel and the relevant person and any applicable industrial law, to remove or suspend any person appointed, with or without cause; and
 - (3) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (d) Where this constitution confers a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time as the occasion requires.
- (e) Where this Constitution confers power on a person or body to delegate a function or power:
 - (1) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - (2) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - (3) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position; and
 - (4) the delegation may include the power to delegate.

2. Application of the Act and the ACNC Legislation

- (a) This constitution is subject to the Act and the ACNC Legislation.
- (b) The rules that apply as replaceable rules to companies under the Act, do not apply to ResponsibleSteel.
- (c) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (d) Subject to Rule 2(c), unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

3. Objects and powers

3.1 Objects

ResponsibleSteel has the following objects:

- (a) to maximise steel's contribution to a sustainable society;
- (b) to enhance the responsible sourcing, production, use and recycling of steel by:
 - (1) providing a multi-stakeholder forum to build trust and achieve consensus in relation to the responsible production, processing, transportation, use and recycling of steel including aspects associated with the responsible production, processing and supply of raw materials for steelmaking;
 - (2) developing international standards and certification and related tools; and
 - (3) driving positive change through the recognition and use of responsible steel.

3.2 Powers

Solely for carrying out ResponsibleSteel's objects, ResponsibleSteel may, in any manner permitted by the Act or the ACNC Legislation:

- (a) exercise any power;
- (b) take any action; or
- (c) engage in any conduct or procedure,

which under the Act or the ACNC Legislation a company limited by guarantee may exercise, take or engage in if authorised by its constitution.

4. Income and property

- (a) ResponsibleSteel's income and property must be applied solely towards promoting ResponsibleSteel's objects.
- (b) Subject to Rule 4(c)(5), no part of the income or property of ResponsibleSteel may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any Member or former Member or to any person claiming through such a person.

- (c) ResponsibleSteel may, in good faith, pay:
- (1) reasonable and proper remuneration to any employee of ResponsibleSteel;
 - (2) subject to this constitution, reasonable and proper amounts to any Member in return for any services actually rendered to ResponsibleSteel;
 - (3) interest at a rate not exceeding interest at the rate for the time being charged by ResponsibleSteel's bankers for money lent to ResponsibleSteel by any Member;
 - (4) reasonable and proper rent for premises demised or let by any Member or Director to ResponsibleSteel;
 - (5) any amount to a Member in carrying out ResponsibleSteel's charitable objects;
 - (6) sums permitted to be paid under Chapter 2E of the Act;
 - (7) sums permitted to be paid under Rule 9.6; and
 - (8) sums permitted to be paid under Rule 17.

5. Winding-up

- (a) If, on the winding-up or dissolution of ResponsibleSteel, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a body corporate, fund, institution or authority located anywhere in the world:
- (1) which has objects similar to the objects of ResponsibleSteel; and
 - (2) whose constituent documentation prohibits distributions or payments to its members or former members to an extent at least as great as is set out in Rule 4.
- (b) The identity of the entity referred to in Rule 5(a) must be decided by the Directors, or if the Directors do not wish to decide or do not decide, it must be decided by the Full Members by ordinary resolution at or before the time of winding-up or dissolution of ResponsibleSteel and, if the Full Members cannot or do not decide, by the Supreme Court of Victoria.
- (c) Every Member undertakes to contribute to the property of ResponsibleSteel in the event of it being wound-up while it is a Member, or within 1 year after it ceases to be a Member, for payment of the debts and liabilities of ResponsibleSteel (contracted before it ceases to be a Member) and of the costs, charges, and expenses of winding-up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding \$20.

6. Membership

6.1 Membership Categories

ResponsibleSteel has 3 Membership Categories, being the:

- (a) Business Members category;

- (b) Civil Society Members category; and
- (c) Associate Members category;

6.2 Business Members

- (a) The Members in the Business Members category are those organisations who both:
 - (1) are eligible to be admitted to this category under Rule 6.2(b); and
 - (2) are admitted to this category under Rule 6.5,and who remain Members in this category.
- (b) An organisation is eligible to be admitted to the Business Members category if the organisation:
 - (1) is a body corporate or, in the opinion of the Directors, is an organisation with separate legal personality;
 - (2) is a business in the steel supply chain or has a related business interest, including steelmaking, the production, supply, processing and trading of input materials for steelmaking, downstream processing, trading and use of steel products and financial organisations;
 - (3) supports ResponsibleSteel's objects;
 - (4) expressly agrees to any relevant membership commitments specified in any applicable By-law; and
 - (5) has paid any fees that are payable under Rule 6.7.

6.3 Civil Society Members

- (a) The Members in the Civil Society Members category are those organisations who both:
 - (1) are eligible to be admitted to this category under Rule 6.3(b); and
 - (2) are admitted to this category under Rule 6.5,and who remain Members in this category.
- (b) An organisation is eligible to be admitted to the Civil Society Members category if the organisation:
 - (1) is a body corporate or, in the opinion of the Directors, is an organisation with separate legal personality;
 - (2) is a not-for-profit organisation which has a social or environmental mission or is a trade union, but is not a trade association, government body, academic body, standards body, conformity assessment body, research organisation or consultancy; and
 - (3) supports ResponsibleSteel's objects;
 - (4) expressly agrees to any relevant membership commitments specified in any applicable By-law; and
 - (5) has paid any fees that are payable under Rule 6.7.

6.4 Associate Members

- (a) The Members in the Associate Members category are those organisations who both:
 - (1) are eligible to be admitted to this category under Rule 6.4(b); and
 - (2) are admitted to this category under Rule 6.5,and who remain Members in this category.
- (b) An organisation is eligible to be admitted to the Associate Members category if the organisation:
 - (1) is a body corporate or, in the opinion of the Directors, is an organisation with separate legal personality;
 - (2) is not eligible for membership under any of the other Membership Categories, or is a trade association, government body, academic body, standards body, conformity assessment body, research organisation or consultancy; and
 - (3) supports ResponsibleSteel's objects;
 - (4) expressly agrees to any relevant membership commitments specified in any applicable By-law; and
 - (5) has paid any fees that are payable under Rule 6.7.

6.5 Admission to Membership

- (a) Each applicant to become a Member must sign and deliver to ResponsibleSteel an application in the form which the Directors determine.
- (b) All applications for membership shall be considered by the Directors on a fair, reasonable and non-discriminatory basis. The Directors may exercise reasonable discretion as to whether or not an application should be accepted. In case an application is rejected the reasons for the rejection shall be notified to the applicant.
- (c) Despite Rule 6.5(b), the Directors have absolute discretion as to the interpretation and application of Rules 6.2 to 6.4 as they relate to the assignment of an applicant to a particular Membership Category.

6.6 Entries in the register of Members

In relation to the register of Members:

- (a) an organisation admitted as a Member under Rule 6.5 – becomes a Member; and
 - (b) a Member affected by an event under Rule 6.10 – ceases to be a Member,
- from the time an entry in the Register is made to record that fact.

6.7 Membership Fee

- (a) The Directors may, in their absolute discretion, determine a membership fee in respect of a Membership Category.

- (b) Each Member must pay the applicable membership fee in respect of each Financial Year in which it is registered as a Member on the Register, at such time or times, including by instalments, as the Directors may determine.
- (c) Unless the Directors determine otherwise in a general or specific case, where a membership fee or other sum is due and payable by a Member to ResponsibleSteel but is unpaid, that Member is not eligible to vote, whether at any general meeting or as part of any written resolution.

6.8 The Register and Registered Addresses

- (a) ResponsibleSteel must maintain the Register containing the information required by the Act.
- (b) Each Member must notify the Secretary of an address to which notices may be served on or delivered to such Member. The Secretary must enter that address in the Register.
- (c) Each Member must notify the Secretary within 7 days of any change in the Member's Registered Address. The Secretary must enter any change in the Register.

6.9 Membership not transferable

Membership is personal to the Member and is not transferable.

6.10 Cessation of membership

- (a) A Member ceases to be a Member:
 - (1) if the Member resigns by notice to ResponsibleSteel, and any such notice becomes effective on the date 90 days from the date of receipt of the notice by ResponsibleSteel;
 - (2) if the Member experiences an Insolvency Event;
 - (3) if the Member is expelled under Rule 6.11;
 - (4) if the Member no longer satisfies applicable eligibility criteria for membership in the relevant Membership Category, and the Directors determine that the Member's membership ceases;
 - (5) if the Member is required to achieve and maintain ResponsibleSteel certification but does not either achieve that ResponsibleSteel certification within the required time or does not maintain that ResponsibleSteel certification for any reason, unless the Directors determine otherwise; or
 - (6) if the Member has not paid membership fees that have become due and payable to ResponsibleSteel within the time specified (which may not be less than 30 days) by the Directors in a written request for payment for those membership fees being sent to the Member, or by any other date then agreed between the Member and ResponsibleSteel.
- (b) Where a Member ceases to be a Member:
 - (1) the Member remains liable for payment of the membership fee for the Financial Year in which the cessation occurs, and any other sum owing to ResponsibleSteel at the time of cessation; and
 - (2) the Member's name must be removed from the Register.

6.11 Misconduct of a Member

- (a) If any Member:
- (1) is in breach of this Constitution;
 - (2) commits or is responsible for any act or omission which, in the opinion of the Directors is unbecoming of a Member, or prejudicial to the interests of ResponsibleSteel; or
 - (3) in the opinion of the Directors, carries out any retribution or reprisal against a stakeholder that has in good faith raised an issue or concern in relation to the Member's participation in, or compliance with, the requirements of, ResponsibleSteel, including any application for certification, compliance with any certification, relations with any other Member or the Member's conduct in relation to ResponsibleSteel or in any other context,
- the Directors may censure, suspend, or expel the Member.
- (b) The Directors may, if they think the particular circumstances warrant it, give to the Member whose conduct has triggered the censure, suspension, or expulsion power in rule 6.11(a) a period of time (determined by the Directors in their absolute discretion) in which to remedy that conduct and any negative consequences flowing from it. If the Directors, in their absolute discretion, decide that the conduct and any negative consequences flowing from it have been satisfactorily remedied within time, the Directors may decide not to proceed with an expulsion process (but they may still impose a censure or suspension on the Member).
- (c) The Directors must not expel a Member under Rule 6.11(a) unless:
- (1) at least 7 days notice has been given to the Member stating the date, time and place at which the resolution of expulsion of that Member is to be considered by the Directors, and the nature of the alleged misconduct; and
 - (2) the Member is given the opportunity of giving to the Directors, orally or in writing, any explanation concerning the alleged misconduct as the Member thinks fit. Any written submission is limited to a maximum of 1,000 words, and must not contain anything defamatory. Any oral submission may not exceed 20 minutes.
- (d) If the Directors nonetheless resolve to expel a Member, the Secretary must promptly notify the Member. The Member then has the right, exercisable by notifying the Secretary within the Expulsion Notice Period, to have the issue referred to mediation.
- (e) If the expulsion issue is referred to mediation under Rule 6.11(d):
- (1) the mediator must be:
 - (A) agreed on by both parties; or
 - (B) failing such agreement within 7 days, nominated by the Chair of Resolution Institute ABN 69 008 651 232 (or his or her nominee) at the request of ResponsibleSteel or the Member;
 - (2) ResponsibleSteel and the Member agree to comply with reasonable directions given by the mediator as to the timing and conduct of mediation sessions;

- (3) the mediation will be held on a without prejudice basis and will not be binding on either ResponsibleSteel or the Member unless they enter into an agreement to settle the issue;
 - (4) each of ResponsibleSteel and the Member may appear at the mediation, make submissions, and be represented by a qualified legal practitioner;
 - (5) each of ResponsibleSteel and the Member must bear its own costs in relation to the mediation and the costs of the mediator must be borne by ResponsibleSteel and the Member in equal shares; and
 - (6) if the issue is not resolved within 14 days from the commencement of mediation, the decision of the Directors to expel the Member stands, with effect from the end of that 14 day period, and the Member's name must be removed from the Register.
- (f) If the Directors resolve to expel a Member and the Member does not notify the Secretary on or before the expiration of the Expulsion Notice Period that the Member wishes to have the issue referred to mediation, the Member automatically ceases to be a Member on the expiration of the Expulsion Notice Period and, upon expiration, the Member's name must be removed from the Register.
- (g) If a Member is suspended under Rule 6.11:
- (1) the Directors may determine the period of suspension, which is not to be greater than 3 months;
 - (2) the Member may not, during the period of suspension, exercise any rights attached to the Member's membership unless the Directors permit otherwise; and
 - (3) the Directors may, in their absolute discretion, lift the suspension prior to the end of the period of suspension.

6.12 Consequences of Cessation

- (a) Any Member ceasing to be a Member for any reason remains liable for any membership fees or other sums owing to ResponsibleSteel at the time of such cessation of membership.
- (b) Unless the Directors in special circumstances otherwise determine, a Member ceasing to be a Member has no claim on any portion of the property or assets of ResponsibleSteel and is not be entitled to the return of any money paid to ResponsibleSteel in connection with its membership.

7. General meetings

7.1 General meetings

- (a) ResponsibleSteel must, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year, convene an AGM.
- (b) Business to be transacted at the AGM must include the consideration of the income and expenditure account and balance sheet and the ordinary reports of the Directors and the auditor and other documents required by law to be annexed to the balance sheet, the election of Directors, the appointment of the auditor.

- (c) The Directors must convene a general meeting when requisitioned by Members under the Act. Sections 249D and 249E of the Act are regarded as incorporated into this constitution despite section 111L of the Act.

7.2 Notice of general meeting

- (a) A notice of a general meeting must specify the place and time of the general meeting, the general nature of the business to be transacted at the general meeting and any other matters required by the Act.
- (b) The non-receipt of a notice of any general meeting or a proposed resolution in writing by, or the accidental omission to give notice to, any person entitled to notice does not invalidate any business of or resolution passed at that general meeting or any resolution in writing.
- (c) A Full Member, but not an Associate Member, may requisition business to be considered at a general meeting by giving notice of that business to ResponsibleSteel no less than 28 days before the scheduled date for the next general meeting. Any business requisitioned after that date may be included as business at the general meeting next following the next scheduled general meeting.

7.3 Quorum

- (a) At least:
 - (1) 10% of the Business Members; and
 - (2) 10% of the Civil Society Members,present at a general meeting constitutes a quorum for that general meeting.
- (b) No business may be transacted at any general meeting unless a quorum is present at the commencement of the general meeting.

7.4 Adjournment in absence of quorum

If there is not a quorum at a general meeting within 30 minutes after the time specified in the notice of general meeting, the general meeting is dissolved, unless the Chair adjourns the general meeting to a date, time and place determined by the Chair. If no quorum is present at any adjourned general meeting within 30 minutes after the time for the general meeting, the general meeting is dissolved.

7.5 Chair

- (a) The Chairperson must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as Chair at each general meeting.
- (b) If at a general meeting:
 - (1) there is no Chairperson;
 - (2) the Chairperson is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the Chairperson is present within that time but is not willing to act as chair,then the Vice-Chairperson must preside as chair.

- (c) If at a general meeting:
- (1) there is no Chairperson and no Vice-Chairperson;
 - (2) neither the Chairperson or the Vice-Chairperson is present within 15 minutes after the time appointed for the meeting; or
 - (3) neither the Chairperson or the Vice-Chairperson is willing to act as chair,
- then the Directors present must elect as Chair another Director who is present and willing to act as Chair, and failing such election within a reasonable time, the Members present must elect as Chair a Member who is present and willing to act as Chair.
- (d) Despite anything in rule 7.5(b) or 7.5(c), if the Chairperson or the Vice-Chairperson later attends a general meeting, the Chairperson or failing him or her the Vice-Chairperson, provided he or she is willing to act, must take over as Chair.

7.6 General conduct of general meetings

- (a) The general conduct of each general meeting and the procedures to be adopted at the general meeting are as determined at, during or prior to the general meeting by the Chair.
- (b) If at any time the Chair considers it necessary or desirable for the proper and orderly conduct of the general meeting, the Chair may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the general meeting and require the business, question, motion or resolution to be put to a vote of the Members present.
- (c) The Chair may implement any procedures which are in the Chair's opinion necessary or desirable for the proper and orderly casting or recording of votes at any general meeting, whether on a show of hands or on a poll.
- (d) Any determination by the Chair in relation to matters of procedure or any other matter arising directly or indirectly from the business is final. Any challenge to a right to vote (whether on a show of hands or on a poll) may only be made at the general meeting and may be determined by the Chair whose decision is final.

7.7 Members resolution in writing

- (a) A resolution in writing, of which no less than 14 days' notice has been given to all Full Members, and which is signed by Full Members entitled to vote on the resolution (not being less than the number required for a quorum at a general meeting) is a valid resolution of the Members, provided the resolution receives the support of:
 - (1) in the case of an ordinary resolution – more than 50% of the votes cast on the resolution; or
 - (2) in the case of a special resolution – at least 75% of the votes cast on the resolution.
- (b) The resolution may consist of several documents in the same form, each signed by one or more of the Members. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Member with the Member's authority is considered to be a document in writing signed by the Member.
- (c) Each Member voting on the resolution in writing has a voting weighting calculated under Rules 8.1(e) to 8.1(g).

7.8 Adjournment

During the course of a general meeting the Chair may adjourn the general meeting or any business, motion, question or resolution being considered or remaining to be considered by the general meeting or any debate or discussion either to a later time at the same general meeting or to an adjourned general meeting. If the Chair exercises a right of adjournment of a general meeting under this Rule, the Chair has the sole discretion to decide whether to seek the approval of the Members present to the adjournment and, unless the Chair exercises that discretion, no vote may be taken by the Members present in respect of the adjournment. No business may be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.

7.9 Voting

- (a) Each proposed resolution 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 the Chair puts the proposed resolution to a poll, or a poll is otherwise demanded.
- (b) Unless a poll is demanded, a declaration by the Chair that a resolution has been passed or lost is conclusive.

7.10 When a poll may be demanded

A poll may be demanded by a Member in accordance with the Act (and not otherwise) or by the Chair. No poll may be demanded on the election of the Chair of a meeting or, unless the Chair otherwise determines, the adjournment of a meeting. The demand for a poll may be withdrawn.

7.11 Taking a poll

- (a) If a poll is demanded as provided in Rule 7.10, it is to be taken in the manner and at the time and place as the Chair directs, and the result of the poll is the meeting's resolution on which the poll was demanded. Any challenge to the admission or rejection of a vote may only be made at the meeting and may be determined by the Chair, whose decision is final.
- (b) A demand for a poll does not prevent the continuation of a meeting for the transaction of any business other than the resolution on which a poll has been demanded. A poll demanded on any resolution of adjournment, and allowed by the Chair, is to be taken at the meeting and without adjournment.

7.12 Meetings by technological means

A general meeting may be held using one or more technologies that give Members as a whole a reasonable opportunity to participate in the meeting without being physically present in the same place. The Directors may determine the arrangements for such a meeting (by a By-law or otherwise).

8. Votes of Members

8.1 Voting rights for general meetings

- (a) Subject to this constitution, a Member who is entitled to attend and cast a vote at a general meeting, may attend and vote by proxy or by corporate representative appointed in accordance with the Act.

- (b) The Directors may determine that Members entitled to attend and vote at a general meeting may vote at that meeting without being present at that general meeting (referred to as direct voting). The Directors may make By-laws in relation to direct voting. Where a notice of general meeting specifies that direct voting may occur, a direct vote cast by an eligible Member is taken to have been cast by that Member at the meeting if the By-laws for direct voting are complied with, and each Member who casts a direct vote counts toward the calculation of a quorum for that general meeting.
- (c) Full Members are entitled to attend and vote at a general meeting and on a resolution in writing under Rule 7.7, subject to Rule 6.7(c).
- (d) Associate Members are not entitled to vote at a general meeting or on a resolution in writing under Rule 7.7.
- (e) The voting power of each Membership Category is weighted according to the table below, and the weighting applies irrespective of the number of Members in the particular category:

Membership Category	Weight
Business Members category	50%
Civil Society Members category	50%

- (f) The weighting of each Member's vote is determined by dividing the weighting specified in Rule 8.1(e) by the number of Members in that Member's Membership Category whether or not they are present at the general meeting or whether they participate in the resolution in writing under Rule 7.7.
- (g) Rule 8.1(f) is subject to any By-law governing the calculation of voting weightings.
- (h) On a show of hands at a general meeting, each Member present having the right to vote on the resolution has 1 vote, provided that where a person is entitled to vote in more than one capacity, that person is entitled only to one vote.
- (i) On a poll at a general meeting, each Member present having the right to vote on the resolution has a voting weighting calculated under Rules 8.1(e) to 8.1(g).
- (j) A proxy or Representative is entitled to vote separately for each Member the person represents.
- (k) Except in the case of any resolution which under this constitution or as a matter of law requires a special majority, questions arising at a general meeting are to be decided by a majority of votes cast by Members present at the meeting and eligible to vote, and any such decision is for all purposes a decision of the Members.
- (l) In the case of an equality of votes upon any proposed resolution, having taken account of the weighting of the votes for the different Membership Categories as determined by Rules 8.1(e) to 8.1(g), the resolution is to be regarded as defeated.

8.2 Proxies and Representatives

- (a) Subject to this constitution, each Member entitled to vote at a general meeting may vote:
 - (1) by its Representative; or

- (2) by proxy.
- (b) A proxy or Representative may, but need not, be a Member.
- (c) A proxy or Representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.
- (d) Unless otherwise provided in the instrument, but subject to the Act, an instrument appointing a proxy or Representative will be taken to:
 - (1) confer authority to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution;
 - (2) confer authority to speak to any proposed resolution on which the proxy or Representative may vote;
 - (3) appoint the Chair as the proxy unless the Member clearly specifies another person as proxy and that person attends the general meeting; and
 - (4) even though the instrument may refer to specific resolutions and may direct the proxy or Representative how to vote on those resolutions, confer authority:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair, or to adjourn the meeting; and
 - (C) to act generally at the meeting; and
 - (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, confer authority to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument so provides, the proxy is not entitled to vote on the proposed resolution except as directed in the instrument.
- (f) An instrument appointing a proxy need not be in any particular form provided it is in writing, legally valid and either:
 - (1) signed by the appointer or the appointer's attorney; or
 - (2) authenticated in such manner as the Directors may determine.
- (g) A proxy may not vote at a general meeting or adjourned meeting unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, are received in the relevant place or electronic address at least:
 - (1) 48 hours (or such other minimum period as may be prescribed by the Act from time to time); or

- (2) such lesser period specified for this purpose in the notice calling the meeting, and for this purpose:
 - (3) the place may be the Office or other place specified in the notice and an electronic address may be the electronic address at the Office or the electronic address specified in the notice; and
 - (4) the lesser period may be any time before the time set for holding the meeting or adjourned meeting.
- (h) The Directors may waive all or any of the requirements of rules 8.2(f) and 8.2(g) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy, accept:
 - (1) an oral appointment of a proxy;
 - (2) an appointment of a proxy which is not signed or executed in the manner required by rule 8.2(f); and
 - (3) the deposit, tabling or production of a copy (including a copy sent electronically) of an instrument appointing a proxy or of the power of attorney or other authority under which the instrument is signed.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by ResponsibleSteel by the time and at one of the places at which the instrument appointing the proxy is required to be received under rule 8.2(g).
- (j) The appointment of a proxy is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy is not entitled to vote, and must not vote, as the appointer's proxy on the resolution.
- (k) A proxy and a Representative for the same Member may attend and take part in a general meeting but, if the proxy votes on any resolution, the Representative is not entitled to vote, and must not vote, as the Member's Representative on the resolution.

8.3 Validity of vote

- (a) The validity of any resolution is not affected by the failure of any proxy to vote in accordance with instructions (if any) of the appointing Member.
- (b) A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous incapacity of the appointing Member or revocation of the instrument of proxy, provided no notice in writing of the incapacity or revocation has been received at the Office before the meeting or adjourned meeting at which the vote is cast.
- (c) A proxy is not revoked by the appointing Member attending and taking part in the meeting, unless the appointing Member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

9. Directors

9.1 Composition of the board of Directors and tenure of Directors

- (a) The board of Directors is comprised of:
 - (1) up to 4 Directors who are an officer or employee of a Business Member, nominated by that Business Member, but elected by the Full Members as a whole under Rule 9.3 and subject to the requirements of Rule 9.1(e);
 - (2) up to 4 Directors who are an officer or employee of a Civil Society Member, nominated by that Civil Society Member but elected by the Full Members as a whole under Rule 9.3 and subject to the requirements of Rule 9.1(f); and
 - (3) up to 3 Independent Directors appointed by the Directors under Rule 9.2.
- (b) A Director referred to in Rule 9.1(a)(1) or 9.1(a)(2) holds office, subject to Rule 9.6, until the end of the 4th AGM following the date of his or her election or re-election.
- (c) A Director who retires under Rule 9.1(b) or 9.4(a), provided he or she is otherwise eligible, may be re-elected (or elected), provided that no Director may hold office for more than 2 consecutive terms.
- (d) The term of office of an Independent Director is determined under Rules 9.2(e) and 9.2(f).
- (e) The Members and the Directors recognise that it is desirable that where reasonably possible the Directors referred to in Rule 9.1(a)(1) should be officers or employees from a balanced range of Business Member category interests, and that at least 2 of the Directors referred to in 9.1(a)(1), should be an officer or employee of a Steelmaker. Therefore, the Members and the Directors must take all reasonable steps to ensure that at all times the Directors referred to in 9.1(a)(1) represent a balanced range of Business Member category interests and that at least 2 of the Directors are an officer or employee of a Steelmaker.
- (f) The Members and Directors recognise that it is desirable that where reasonably possible the Directors referred to in Rule 9.1(a)(2) should be officers or employees from a balanced range of Civil Society Member category interests including labour, environmental, human rights interests and others. Therefore, the Members and Directors must take all reasonable steps to ensure that at all times the Directors referred to in Rule 9.1(a)(2) represent a balanced range of Civil Society Member category interests.
- (g) The Directors may, if they consider the prevailing circumstances exceptional, permit a Director to stand for election for one additional consecutive term beyond the 2 terms referred to in Rule 9.1(c)

9.2 The Independent Directors

- (a) Subject to Rule 9.1(a)(3), the Directors may from time to time appoint an Independent person as an Independent Director.
- (b) Independent Directors must have the requisite skills and experience to guide and oversee the progress of ResponsibleSteel.

- (c) Without limiting Rule 9.2(b), in appointing an Independent Director, the Directors must:
 - (1) endeavour to address any perceived skill or experience deficiency on the board;
 - (2) consider addressing any gender imbalance in the prevailing composition of the board; and
 - (3) take into account the residency of the elected Directors, ensuring there are at least 2 Directors who ordinarily reside in Australia.
- (d) A suitably qualified officer or employee from an Associate Member may, subject to any applicable By-law, be appropriate to be appointed as an Independent Director.
- (e) An Independent Director holds office, subject to Rule 9.6, for a period of 3 years ending on the 3rd anniversary of the date on which that Director was appointed.
- (f) An Independent Director may be re-appointed for another term, provided that no Independent Director may hold office for more than 2 consecutive terms.
- (h) The Directors may, if they consider the prevailing circumstances exceptional, permit a Director to stand for election for one additional consecutive term beyond the 2 terms referred to in Rule 9.2(f).

9.3 Election of Directors

- (a) For each of the Business Members category and the Civil Society Members category, the election of Directors is to be conducted as follows:
 - (1) nominations of eligible candidates for election may be made in writing to the Secretary at least 28 days before the AGM;
 - (2) if the number of validly nominated candidates is equal to or less than the number of available positions for a Membership Category, then the nominated candidates are deemed elected;
 - (3) if the number of validly nominated candidates is more than the number of available positions for a Membership Category, then an election will be held and candidates receiving the greatest number of votes having taken account of the weighting of the votes for the different Membership Categories as determined by Rules 8.1(e) to 8.1(g) are elected to the available position(s) and in the event of an equality of votes in respect of any position, then further ballots shall be held until the required number of candidates are elected;
 - (4) the Directors may make By-laws otherwise regulating the election process.
- (b) If any position of Director capable of being filled by election is not filled for whatever reason, such vacancy is a casual vacancy which may be filled under Rule 9.4.
- (c) A Director elected under Rule 9.3(a) takes office from the end of the relevant AGM.
- (d) In making a nomination under Rule 9.3(a)(1), the nominating Member must satisfy itself that the candidate is willing and able to take on the role as a Director, and that he or she has the necessary skills, qualifications and experience to properly fulfil the role.
- (e) A Business Member or a Civil Society Member may not nominate one of its officers or employees as a candidate for election where a previous nominee of that Member already holds office as a Director and does not retire by rotation under Rule 9.1(b) at the upcoming AGM.

9.4 Casual vacancies

- (a) In the event of a casual vacancy occurring in a position referred to in Rule 9.1(a)(1) or 9.1(a)(2), the Directors may appoint a person who is an officer or employee of a Member from the same Membership Category in which the casual vacancy has occurred to fill the vacancy and the person so appointed holds office, subject to this constitution, for the balance of the term of the Director that he or she replaces.
- (b) Where a person is appointed to fill a casual vacancy and there is less than 18 months to the end of the balance of the term, the time that person serves as a Director is not to be regarded as a 'term' for the purposes of Rule 9.1(c).
- (c) If the casual vacancy occurs in the office of an Independent Director, then the vacancy must be filled under Rule 9.2.

9.5 Vacation of office of Director

In addition to the circumstances prescribed by the Act, the office of a Director automatically becomes vacant if:

- (a) the Director is absent from 3 consecutive meetings of the Directors without the Directors resolving to grant leave of absence;
- (b) the Director resigns office by notice to ResponsibleSteel;
- (c) the Director is removed from office under the Act, whether by Members or otherwise;
- (d) the Director experiences an Insolvency Event;
- (e) the Director is charged with a serious criminal offence under any jurisdiction and the Directors do not within one month after that charge resolve to confirm the Director's appointment as a Director;
- (f) the Director is convicted of a serious criminal offence under any jurisdiction;
- (g) the Director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law of any jurisdiction relating to mental health;
- (h) the Director becomes prohibited from being a Director by reason of the operation of the Act;
- (i) the Director is no longer an officer or employee of the Member which nominated the Director;
- (j) the Member which nominated the Director ceases to be a Member; or
- (k) the Director is an Independent Director but, an Independent third party with expertise and experience in corporate governance, appointed by the Directors for this purpose, makes a determination in writing that in his, her or its opinion, the Independent Director should no longer be considered 'independent' of ResponsibleSteel by reference to the definition of 'Independent' in this constitution and prevailing standards of corporate governance.

9.6 Remuneration and expenses of Directors

- (a) Subject to rule 9.6(c), no Director is entitled to remuneration in that capacity.

- (b) A Director is entitled to be paid all reasonable travelling expenses properly incurred by that Director in connection with the affairs of ResponsibleSteel, and in accordance with any applicable By-law.
- (c) If a Director renders or is called upon to perform extra services or to make any special exertions in connection with the affairs of ResponsibleSteel (including services or exertions in a professional or technical capacity, including as a member of a committee), the Directors may arrange for special remuneration to be paid to that Director, provided the amount payable is approved by the Directors and is not more than an amount which commercially would be reasonable payment for such services or exertions.

9.7 Interested Directors

- (a) A Director is not disqualified from office by contracting with ResponsibleSteel, or any related body corporate of ResponsibleSteel, in any capacity by reason of holding the office of Director.
- (b) Without limiting Rule 9.7(a), a Director is not disqualified merely because of being a Director from contracting with ResponsibleSteel in any respect including any of the following:
 - (1) selling any property to, or purchasing any property from, ResponsibleSteel;
 - (2) lending money to ResponsibleSteel with interest and with or without security;
 - (3) guaranteeing the repayment of any money borrowed by ResponsibleSteel for a commission or profit; or
 - (4) acting in any professional capacity (other than auditor) on behalf of ResponsibleSteel.
- (c) In relation to a contract or arrangement in which a Director has a material personal interest:
 - (1) the fact that the Director signed the document on behalf of ResponsibleSteel evidencing the contract or arrangement will not in any way affect its validity; and
 - (2) a contract or arrangement made by ResponsibleSteel or any related body corporate with a Director will not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it.

10. Powers of the Directors

10.1 General powers of the Directors

- (a) The Directors are ultimately responsible for managing the business of ResponsibleSteel and may exercise to the exclusion of the Members in general meeting all the powers of ResponsibleSteel which are not required, by the Act, the ACNC Legislation or by this constitution, to be exercised by ResponsibleSteel in general meeting.
- (b) In managing ResponsibleSteel, the Directors must approve an annual business plan consistent with Rule 3.1.

- (c) The Directors may:
- (1) appoint any person to be an agent or attorney of ResponsibleSteel for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for such period and upon such conditions as they think fit;
 - (2) authorise an agent or attorney to delegate all or any of the powers, discretions and duties vested in the agent or attorney; and
 - (3) subject to any contract between ResponsibleSteel and the relevant agent or attorney and any applicable industrial law, remove or dismiss any agent or attorney of ResponsibleSteel at any time, with or without cause.
- (d) Each Director must use all reasonable endeavours to assist ResponsibleSteel to comply with the ACNC Legislation.

10.2 Power to borrow and guarantee

Without limiting the generality of Rule 10.1(a), but subject to this constitution (including Rule 4), the Directors may exercise all the powers of ResponsibleSteel to raise or borrow money, may guarantee the debts or obligations of any person and may enter into any other financing arrangement, in each case in the manner and on the terms it thinks fit.

10.3 Power to give security

Without limiting the generality of Rule 10.1(a), but subject to this constitution (including Rule 4), the Directors may charge any property or business of ResponsibleSteel and may issue debentures for a debt, liability or obligation of ResponsibleSteel or of any other person, in each case in the manner and on the terms it thinks fit.

11. Proceedings of the Directors

11.1 Procedures relating to Directors' meetings

- (a) The Directors may meet, adjourn and otherwise regulate their meetings as they think fit.
- (b) Until otherwise determined by the Directors, a quorum for a meeting of the Directors is more than 50% of the Directors, provided at least 1 Director from each of the categories referred to in Rules 9.1(a)(1) and 9.1(a)(2) is present.
- (c) The Directors may at any time, and the Secretary must, on the request of any 2 Directors, convene a Directors meeting.
- (d) Notice of a Directors meeting may be given by mail (electronic or otherwise), personal delivery, or facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed by the Directors.

11.2 Meetings by telephone or other means of communication

- (a) The Directors may meet either in person or by telephone or by using any other technology consented to by all the Directors. A consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting.

- (b) A meeting conducted by telephone or other means of communication is taken to be held at the place agreed on by the Directors attending the meeting if at least one of the Directors present at the meeting was at that place for the duration of the meeting.

11.3 Resolutions in writing

- (a) A resolution in writing signed by all the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a Directors' meeting) is a valid resolution of the Directors.
- (b) The resolution may consist of several documents in the same form, each signed by one or more of the Directors.
- (c) A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered to be a document in writing signed by the Director.

11.4 Votes at Directors meetings

- (a) Each Director is entitled to 1 vote at a Directors meeting, subject to this constitution.
- (b) A resolution of a Directors' meeting is passed if:
 - (1) at least 66% of the votes cast are cast in favour of it; and
 - (2) at least 1 Director from each of the categories referred to in Rules 9.1(a)(1) and 9.1(a)(2) votes in favour of it.

11.5 Proxies for Directors

- (a) A Director may attend and vote by proxy at a meeting of the Directors provided the proxy is another Director, and has been appointed by writing by the appointor.
- (b) Such an appointment may be general or for any particular meeting or meetings.
- (c) A proxy for a Director is entitled to vote separately for each Director the proxy represents, in addition to the vote the proxy has as a Director in his or her own right.

11.6 Chairperson, Vice-Chairperson and Chair

- (a) At the first meeting of the Directors following an AGM, the Directors must elect from their number a Chairperson and a Vice-Chairperson.
- (b) The Chairperson and Vice-Chairperson must be from different Membership Categories.
- (c) The Chairperson and Vice-Chairperson are each appointed for a term ending respectively at the time a new Chairperson and Vice-Chairperson is elected under Rule 11.6(a).
- (d) The Chairperson must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as Chair at each Directors meeting.
- (e) If at a Directors meeting:
 - (1) there is no Chairperson;
 - (2) the Chairperson is not present within 15 minutes after the time appointed for the meeting; or

- (3) the Chairperson is present within that time but is not willing to act as chair, then the Vice-Chairperson must preside as Chair.
- (f) If at a Directors meeting:
 - (1) there is no Chairperson and no Vice-Chairperson;
 - (2) neither the Chairperson or the Vice-Chairperson is present within 15 minutes after the time appointed for the meeting; or
 - (3) neither the Chairperson or the Vice-Chairperson is willing to act as chair,then the Directors present must elect as Chair another Director who is present and willing to act as chair.
- (g) Despite anything in rule 11.6(e) or 11.6(f), if the Chairperson or the Vice-Chairperson later attends a Directors meeting, the Chairperson or failing him or her the Vice-Chairperson, provided he or she is willing to act, must take over as Chair.
- (h) In the event of the Chairperson being unable to carry on the duties of his or her office, resigning, ceasing to be a Director or otherwise becoming ineligible, the Vice-Chairperson shall act as the Chair until another Chairperson is elected by the Directors (which they must do promptly).

12. Chief Executive Officer

12.1 Power to appoint Chief Executive Officer

- (a) The Directors may appoint a person to the office of Chief Executive Officer for such period and on the terms as it thinks fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time revoke any such appointment.
- (b) The Chief Executive Officer must not be appointed or elected as a Director, and a Director must not be appointed as the Chief Executive Officer.

12.2 Remuneration

The Chief Executive Officer may, subject to the Act and the terms of any agreement between the Chief Executive Officer and ResponsibleSteel, receive remuneration as the Directors decide.

12.3 Delegation of powers to Chief Executive Officer

The Directors may, on the terms and conditions and with any restrictions as it thinks fit, confer on the Chief Executive Officer any of the powers exercisable by it.

13. Secretary

- (a) The Secretary must be ordinarily resident in Australia.
- (b) The Secretary holds office on the terms and conditions, as to remuneration and otherwise, as the Directors decide (but subject to this constitution).
- (c) The Secretary may be the same person as the Chief Executive Officer.

- (d) The Directors may at any time terminate the appointment of a Secretary.

14. Committees and delegation

14.1 Committees of Directors

- (a) The Directors may, by making a By-law, establish a committee:
 - (1) consisting of such number of Directors (if any) as they think fit;
 - (2) consisting of such non-Directors they think fit;
 - (3) the chair of which must be a Director unless the relevant By-law requires or allows otherwise;
 - (4) with such persons including non-Directors as observers, as they think fit; and
 - (5) with such purposes and functions as set out in the By-law.
- (b) Any non-Director who is a member of a committee may only vote on that committee if the relevant By-law permits.
- (c) The Directors may, in the relevant By-law or by resolution, delegate any of their powers to a committee.
- (d) A committee to which any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.
- (e) The provisions of this constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee.

14.2 Delegation to individual Directors

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

15. Validity of acts

All actions at any Directors' meeting or by a Committee or any person acting as a Director or Chief Executive Officer are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any relevant person or that any of them were disqualified, valid as if every person had been duly appointed and was qualified and continued to hold the relevant office.

16. Seal

ResponsibleSteel may have a common seal and a duplicate common seal, which are to be used by ResponsibleSteel as determined by the Directors.

17. Location of records

The financial records of ResponsibleSteel are to be kept at the Office or at such other place or places as the Directors think fit, and must always be open to the inspection of the Directors.

18. Notices

18.1 Notices in writing

- (a) A notice given under this constitution must be in writing.
- (b) A reference in this constitution to a notice or other communication in writing includes a notice given by electronic means.

18.2 Service of notices

- (a) A notice may be given by ResponsibleSteel to any Member:
 - (1) by leaving it at the Member's Registered Address;
 - (2) by sending it by prepaid post to the Member's Registered Address or an alternative address nominated by the Member;
 - (3) by sending it to the fax number or electronic address in the Register or nominated by the Member;
 - (4) by other electronic means determined by the Directors; or
 - (5) by sending the Member an electronic communication which includes the means and/or instructions to access the notice electronically, including providing a link to where the notice and other relevant material can be viewed or downloaded.
- (b) If the notice is signed, the signature may be original or printed.

18.3 Notices by ResponsibleSteel to Directors

Subject to this constitution, a notice may be given by ResponsibleSteel to any Director either by serving it personally at, or by sending it by post in a prepaid envelope to, the Director's usual residential or business address, or by sending it to the electronic address, or such other address as the Director has supplied to ResponsibleSteel for the giving of notices.

18.4 Notices by Members or Directors to ResponsibleSteel

Subject to this constitution, a notice may be given by a Member or Director to ResponsibleSteel by serving it on ResponsibleSteel at, or by sending it by post in a prepaid envelope to, the Office or principal mailing address of ResponsibleSteel or by sending it to the principal electronic address of ResponsibleSteel at the Office.

18.5 When notice taken to be served

- (a) Any notice sent by post is taken to have been served at the expiration of 24 hours after the envelope containing the notice is posted and, in proving service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted.
- (b) Any notice served on a Member personally or left at the Member's Registered Address is taken to have been served when delivered.

- (c) Any notice given under Rule 18.2(3), 18.2(4) or 18.2(5) is taken to have been served when the relevant transmission is sent.

18.6 Member not known at Registered Address

Where a Member does not have a Registered Address or where ResponsibleSteel has a reason in good faith to believe that a Member is not known at the Member's Registered Address, all future notices are taken to be given to the Member if the notice is exhibited in the Office for a period of 48 hours (and is taken to be duly served at the commencement of that period) unless and until the Member informs ResponsibleSteel of a registered place of address.

18.7 Calculation of period of notice

Where a given number of days' notice or notice extending over any other period is required to be given the day of service is not to be counted in the number of days or other period.

19. Indemnity

19.1 Persons to whom Rules 19.2 to 19.6 apply

Rules 19.2 to 19.6 apply to each Official.

19.2 Indemnity

Subject to Rule 19.3, ResponsibleSteel must indemnify each Official on a full indemnity basis and to the full extent permitted by law against all Liabilities incurred by the Official as an Official, including:

- (a) a liability for negligence; and
- (b) a liability for reasonable legal costs.

19.3 Limit on indemnity

- (a) The indemnity in Rule 19.2 does not operate in relation to any Liability which:
 - (1) is a Liability to ResponsibleSteel or any of its related bodies corporate;
 - (2) is a Liability for a pecuniary penalty order under section 1317G of the Act or a compensation order under section 1317H of the Act; or
 - (3) arises out of conduct of the Official which was not in good faith, or which involves wilful misconduct, gross negligence, reckless misbehaviour or fraud,

provided that this Rule 19.3(a) does not apply to a Liability for legal costs.
- (b) The indemnity in Rule 19.2 does not operate in relation to legal costs incurred by the Official in defending an action for a Liability if the costs are incurred:
 - (1) in defending or resisting proceedings in which the Official is found to have a Liability referred to in Rule 19.3(a);
 - (2) in defending or resisting criminal proceedings in which the Official is found guilty;
 - (3) in defending or resisting proceedings brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been

established. For the avoidance of doubt, this does not include costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing proceedings for the court order; or

- (4) in connection with proceedings for relief to the Official under the Act in which the court denies the relief.
- (c) If there is any appeal in relation to any proceedings referred to in Rule 19.3(b), it is the outcome of the final appeal that is relevant for the purposes of Rule 19.3(b).
- (d) The indemnity in Rule 19.2:
 - (1) does not extend to and is not an indemnity against any amount in respect of which the indemnity would otherwise be illegal, void, unenforceable or not permitted by law; and
 - (2) does not operate in respect of any Liability of the Official to the extent that Liability is covered by insurance.

19.4 Extent of indemnity

The indemnity in Rule 19.2:

- (a) is enforceable without the Official having to first incur any expense or make any payment; and
- (b) is a continuing obligation and is enforceable by the Official even though the Official may have ceased to be an officer of ResponsibleSteel or a related body corporate or to hold the non-officer position the Official originally held.

19.5 Insurance

ResponsibleSteel may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Official against any Liability incurred by the Official as an Official including a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

19.6 Savings

Nothing in Rules 19.2 to 19.5:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules; or
- (b) limits the capacity of ResponsibleSteel to indemnify or provide or pay for insurance for any person to whom those rules do not apply.

19.7 Deed

ResponsibleSteel may enter into a deed with any Official to give effect to the rights conferred by Rules 19.1 to 19.6, or the exercise of a discretion under Rules 19.1 to 19.6 on such terms as the Directors think fit which are not inconsistent with Rules 19.1 to 19.6.

20. Accounts and audit

20.1 Accounts

ResponsibleSteel must prepare and deal with such accounts as required under the Act and the ACNC Legislation.

20.2 Audit

If required by applicable law, ResponsibleSteel must appoint a properly qualified auditor whose duties will be regulated in accordance with the Act and the ACNC Legislation.

21. By-laws

21.1 By-laws are made by the Directors

The Directors may from time to time, after consulting the members, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of ResponsibleSteel including:

- (a) any matter this constitution envisages may be regulated by By-laws; and
- (b) any other matter relevant to ResponsibleSteel that the Directors choose to regulate.

21.2 Conflict between the constitution and By-laws

To the extent of any conflict between this constitution and any By-law, this constitution prevails.

21.3 Effectiveness and promulgation of By-laws

Any By-law, and any amendment, addition, rescission or replacement:

- (a) has effect on and from the date it is made unless otherwise stated in the relevant instrument; and
- (b) must be promulgated to those affected, provided that failure to bring it to the attention of any person does not render it or anything done in accordance with it void, voidable or ineffective.

21.4 Enforceability of By-laws

- (a) Any By-law:
 - (1) is valid and enforceable as if it was repeated in this constitution; and
 - (2) can be enforced by legal action.
- (b) A failure by a Director, other officer of ResponsibleSteel or Member to comply with a By-law is deemed to be a failure by that Director, other officer of ResponsibleSteel or Member to comply with this constitution.

22. Transitional provisions

22.1 Definitions

- (a) For the purposes of this rule 22:
- (1) **Board Restructure** means the formalisation of the Directors following the 2021 AGM, including both their identity and the staggering of their terms;
 - (2) **Determination Date** means a date, occurring as soon as practicable after the date of the 2021 AGM, chosen by the Secretariat after consultation with the Directors, upon which the Board Restructure becomes effective;
 - (3) **Director 1** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (4) **Director 2** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (5) **Director 3** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (6) **Director 4** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (7) **Director 5** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (8) **Director 6** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (9) **Director 7** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (10) **Director 8** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (11) **Director 9** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors;
 - (12) **Director 10** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors; and
 - (13) **Director 11** means the person (if any) determined by the Secretariat under rule 22.2(a) after consultation with the Directors.

22.2 Directors and officers

- (a) On the Determination Date the Secretariat must make the determinations envisaged by rules 22.1(a)(3) to 22.1(a)(13).
- (b) The determinations envisaged by rules 22.1(a)(3) to 22.1(a)(13) must reflect the composition requirements of rule 9.1, and to this end, the Secretariat:
- (1) must, where possible, allocate each person who was a Director following the 2021 election of Directors to a position in rules 22.1(a)(3) to 22.1(a)(13);

- (2) may, where it is not possible to allocate each person who was a Director following the 2021 election of Directors to a position in rules 22.1(a)(3) to 22.1(a)(13):
 - (A) allocate any other eligible person to a position which cannot be filled under rule 22.2(b)(1); and
 - (B) for the purposes of rule 9.5, determine the Member who is deemed to have nominated a particular Director allocated under rule 22.2(b)(2)(A).
- (c) On and from the Determination Date, the following persons are each deemed to be a Director holding office under rule 9.1(a)(1):
 - (1) Director 1, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2018 AGM;
 - (2) Director 2, who for the purposes of Rule 9.1(b), is deemed to have first taken office at the end of the 2019 AGM;
 - (3) Director 3, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2020 AGM; and
 - (4) Director 4, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2021 AGM.
- (d) On and from the Determination Date, the following persons are each deemed to be a Director holding office under rule 9.1(a)(2):
 - (1) Director 5, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2018 AGM;
 - (2) Director 6, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2019 AGM;
 - (3) Director 7, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2020 AGM; and
 - (4) Director 8, who for the purposes of rule 9.1(b), is deemed to have first taken office at the end of the 2021 AGM.
- (e) On and from the Determination Date, the following persons are each deemed to be a Director holding office under Rule 9.1(a)(3):
 - (1) Director 9, who for the purposes of rule 9.2(e), is deemed to have first taken office at the end of the 2019 AGM;
 - (2) Director 10, who for the purposes of rule 9.2(e), is deemed to have first taken office at the end of the 2020 AGM; and
 - (3) Director 11, who for the purposes of rule 9.2(e), is deemed to have first taken office at the end of the 2021 AGM.
- (f) Until the Determination Date, the composition requirements in rule 9.1 do not apply.

22.3 Members

- (a) At the date this constitution becomes effective, the Business Members are:
 - (1) BSI Group ANZ Pty Ltd

- (2) Cogne Acciai Speciali
- (3) Ferrexpo plc
- (4) Hyundai Steel
- (5) Bilecik demir çelik
- (6) Tata Steel
- (7) Teck Resources
- (8) Heathrow
- (9) BHP (GST)
- (10) Carport Central Inc
- (11) CLN Group S.p.A
- (12) Anglo-American
- (13) HARSCO
- (14) Lendlease (GST)
- (15) outokumpu
- (16) VAMA
- (17) Aperam
- (18) voestlaine
- (19) BMW
- (20) Daimler AG
- (21) HSBC
- (22) ArcelorMittal
- (23) Bluescope (GST)
- (24) Grimshaw Global
- (25) Australian Steel Mill Services Pty Ltd

provided it remains a Member at the date this constitution becomes effective, along with each other person determined by the Directors who has been admitted as a Member.

- (b) At the date this constitution becomes effective, the Civil Society Members are:
- (1) BioRegional
 - (2) Clean Air Task Force (CATF)
 - (3) Mighty Earth

- (4) The Climate Group
- (5) CDP
- (6) WeMeanBusiness
- (7) IndustriALL
- (8) IUCN
- (9) Fauna & Flora International
- (10) MERG
- (11) Ceres

provided it remains a Member at the date this constitution becomes effective, along with each other person determined by the Directors who has been admitted as a Member.

22.4 By-laws

At the date this constitution becomes effective, the Antitrust Policy dated on or around 1 October 2018 and available at <https://www.responsiblesteel.org/resources/> takes effect as a By-law under rule 21.