APCO By-laws

1. Introduction

These By-laws set out the specific rules that govern the obligations of each Member of APCO. In accordance with the Constitution, these By-laws may be amended from time to time by the APCO Board.

2. Interpretation Generally

2.1. Capitalised terms in these By-laws have the meaning given to them in the Constitution or as otherwise provided in these By-laws, as applicable.

2.2. Where there is any inconsistency between the Constitution and these By-laws, then the Constitution will prevail to the extent of any inconsistency.

2.3. The Board may delegate any of its functions or powers under these By-laws to any delegate appointed from time to time, in accordance with clause 48 of the Constitution (each a **Delegate**).

3. Membership of APCO

3.1. To be entitled to become a Member of APCO, a person must meet the eligibility criteria set out in the Constitution, complete a membership application form (maintained within the Membership area of APCO's website) and pay the applicable Membership Fees.

3.2. Upon becoming a Member, a person acknowledges and agrees that they will be bound by the Constitution, these By-laws and the Member Charter.

4. Annual Membership Fees

4.1. Each Member of APCO must pay the Membership Fees stated in the Fee Schedule (maintained within the Membership area of APCO's website) by the date nominated in the relevant tax invoice.

4.2. A summary of Membership types and access is shown in the table below.

Membership Types and Access					
APCO Recycling Label Program	Brand Owner	Industry Association	Covenant Supporter	Sustainability Professional	International Affiliate
PREP	✓	x	x	✓	✓
ARL	✓	x	x	x	✓
Annual Reporting Tool	✓	x	x	✓*	x
Events**	✓	✓	✓	✓	✓
Knowledge Centre	✓	✓	✓	✓	✓
Voting Rights#	✓	✓	x	x	x

* Sustainability Professionals can gain access to the Annual Reporting Tool in viewing mode only.
** Some events are exclusive to Membership Types or Industry Types.
# The Constitution provides for voting rights based on member category.

4.3. The Board may review and amend the Membership Fees from time to time in its sole and absolute discretion.

4.4. Membership fees are charged on a full year basis. APCO pro rates membership fees based on the date the membership application form is signed and accepted by APCO. Part year refunds are not provided if membership ceases.

4.5. In accordance with clause 13.3 of the Constitution, if a Member does not pay all of its due and payable membership fees, the Member ceases to be entitled to any of the rights and privileges of membership, which include without limitation and for the avoidance of doubt, voting rights.

5. Australian Packaging Covenant

5.1. By becoming a Member of APCO, each Member acknowledges and agrees that they will become and remain a Signatory to the Australian Packaging Covenant on a continual basis and be bound by its provisions for as long as they are a Member of APCO.

6. Board member nominations

6.1. In addition to any requirements outlined in the Constitution, persons who fall into one of the following categories are ineligible for nomination as a member of the Board:

(a) any person who is, or within the past five (5) years was, an employee (or a family member of a current or former employee) of APCO; or

(b) any person who is acting or has acted in the capacity of a professional advisor (including but not limited to financial, legal, audit, strategy) to APCO within the past five (5) years.

6.2. In addition to any requirements outlined in the Constitution, nominees for becoming a member of the Board must have:

(a) a minimum of five (5) years senior management experience;
(b) experience as a director and/ or a willingness to undertake appropriate training at their own cost or subsidised by any training allowance that may apply from time to time;
(c) relevant technical skills to complement the current members of the Board as defined in the Board Skills Map[1]; and
(d) relevant behavioural skills to complement the current members of the Board.

6.3. The Board, or the People and Remuneration Committee, or any other delegate(s) appointed from time to time in accordance with clause 48 of the Constitution (each a **Delegate**), will be responsible for assessing all nominations for Board members against the criteria stipulated in the Constitution and these By-laws.

6.4. If for any reason the Board (or the People and Remuneration Committee or any other Delegate, as applicable) forms the opinion that a nominee does not satisfy all of the relevant criteria, the Board (or its Delegates, as applicable) may reject the nomination.

6.5. The Board (or the Remuneration Committee or any other Delegates, as applicable) will not be required to give any reason to a nominee or Members for refusal to accept a nomination for a Board member.

6.6. In the case of an Industry Association Director being appointed or elected as an Industry Expert, they must hold expertise in one of the following categories:

- Business Sustainability
- Waste management, resource recovery, sorting
- Recovered resource recycling
- Sustainable packaging design and innovation, manufacturing
- Plastic and chemical industries
- Product Stewardship and Producer Responsibility Organisations

[1] The Board Skills Map is a document maintained by the Company Secretary which sets out the skills of each of the current Directors from time to time.