



Steel Stewardship Forum

Responsiblesteel

RULES

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1 NAME

The name of the Forum is Steel Stewardship Forum.

2 INTERPRETATION

In these Rules, unless the contrary intention appears:

“**Annual General Meeting**” means a meeting of Members convened in accordance with Rule 6.1

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

“**Certificate**” means a certificate of Membership issued in accordance with these Rules.

“**Chief Executive Officer**” means the person appointed (pro tem or permanently) to be the chief administrator of SSF and where there is no such person, the Committee

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

“**Committee**” means the committee of management of SSF

“**Committee Member**” means a member of the Committee

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

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

“**Corporations Act**” means the *Corporations Act* 2001 (Cth) as amended

“**Cost**” means liability, loss, damage, cost, charge or expense.

“**Financial Year**” means the year ending on 30 June

“**Forum**” means Steel Stewardship Forum

“**Member**” means a member of SSF and includes Corporate Members and Affiliate Members

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

“**Nominated Representative**” means a person nominated as a Member’s representative in accordance with Rule 5.5

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

“**President**” means the President and Chairperson of SSF

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

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

“SSF” means Steel Stewardship Forum

“Terms of Reference” mean the Terms of Reference of SSF

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

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

2.1. In these Rules:

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

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

3 ALTERATION OF THE RULES

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

4 BACKGROUND, PURPOSE AND POWERS

The background to the formation of the SSF is summarised in the Terms of Reference. Copies of the Terms of Reference are available to Members or prospective members from the Secretariat.

4.1 Purpose of SSF

The purpose of the Steel Stewardship Forum is to:

- maximise the value of steel to society whilst minimising negative commercial, social and environmental impacts across the life cycle
- ensure the policy makers, governments and the public generally are aware of the value of steel
- unite key stakeholders along the steel product life cycle chain within a structured forum
- work as a hub linking information, knowledge, leading practice and activity in the areas of environmental improvement and sustainability across the steel life cycle.

4.2 Powers of SSF

The powers of SSF shall include:

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

4.3 Other

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

4.4 Prevalence of Antitrust Guidelines

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

5 MEMBERSHIP

5.1 Classes of membership

SSF shall have the following classes of membership:

- 5.1.1. Corporate Member
- 5.1.2. Affiliate Member

5.2 Corporate Member

A company shall be eligible to be a Corporate Member if it meets the following criteria or such other criteria as a General Meeting of SSF may from time to time determine:

- It is involved in one or more aspects of the business of steel manufacture distribution and sale, design, use, collection and recycling of end of use and end of life or waste management of steel components.

Each Corporate Member shall be entitled to vote at General Meetings.

5.3 Affiliate Member

A government instrumentality, non-government organisation, not-for-profit organisation, company or industry association shall be eligible to be an Affiliate Member if it is engaged or interested in the activities of SSF, it meets such criteria as a General Meeting of SSF may from time to time determine and a General Meeting resolves to invite it to become a Member.

Affiliate Membership shall be reviewed annually.

Affiliate Members may attend any General Meeting and will be entitled to vote, and be eligible to stand as a Committee office bearer of the SSF.

5.4 Application for Membership

- 5.4.1. A company or person wishing to become a Corporate Member shall apply for membership to the Chief Executive Officer in writing.
- 5.4.2. The application for membership shall be in such form and contain such particulars as the Committee may determine and on a form issued by the Chief Executive Officer. Without limiting the foregoing, the application shall include a copy of the Code of Conduct.
- 5.4.3. Prospective members shall be invited to attend a General Meeting following receipt of an application for membership, in an observer capacity, and to present to the Members an outline of the prospective member's activities and answer any questions which may be raised.
- 5.4.4. An applicant may, at any time, withdraw its application for membership.
- 5.4.5. The General Meeting shall consider and determine an application for membership in accordance with these Rules and the criteria determined by the General Meeting from time to time. No person shall be admitted as a Member unless and until they have signed a copy of the Code of Conduct.
- 5.4.6. The Chief Executive Officer shall communicate to the applicant the outcome of the application as soon as practicable following the meeting.

5.5 Nominees of Members

- 5.5.1. All Members that are not natural persons shall, by notice in writing to the Chief Executive Officer, nominate a qualified natural person to represent that Member. If that person ceases to be a Nominated Representative pursuant to Rule 5.5.3, the Member shall promptly nominate another qualified person to be its Nominated Representative.
- 5.5.2. A Corporate and Affiliate Member's Nominated Representative shall be a director or employee of that Member unless a Meeting approves otherwise.
- 5.5.3. Each Member shall provide the following information to the Chief Executive Officer within 30 days after the Annual General Meeting:
- a curriculum vitae for its Nominated Representative listing that person's expertise, experience and external business activities, as related to steel stewardship
 - details of all relevant businesses of which the Member is a member
 - a list of relevant committees on which the Member, or any of its employees or directors, currently serves
 - such other information as the Committee may, from time to time, decide.

And the Chief Executive Officer may distribute such information to other Members in such form as the Committee may direct.

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

5.6 Obligations of Members

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

6 GENERAL MEETINGS

6.1 Annual General Meetings

- 6.1.1. An Annual General Meeting of the Members shall be held each calendar year within three months after the 30 June at such place, date and time as the Committee determines.
- 6.1.2. The Chief Executive Officer shall, at least 14 days or, if a special resolution has been proposed, at least 21 days before the date fixed for the holding of a Annual General Meeting of the Forum, cause to be sent to each Member of the Forum a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 6.1.3. A Member desiring to bring any business before a meeting may give notice of that business in writing to the Chief Executive Officer. The Chief Executive Officer shall include all business of which he has had at least 30 days notice in writing prior to calling the next Annual General Meeting. The Chief Executive Officer may, at his absolute discretion, include business of which he has had less than 30 days notice.
- 6.1.4. The ordinary business of the Annual General Meeting shall be:
- (a) to confirm the Minutes of the last preceding Annual General Meeting
 - (b) to receive a report from the Chairman of the activities of SSF in the preceding year:
 - (c) to receive a financial report from the Treasurer of activities of the last preceding financial year
 - (d) to receive a report from the Chief Executive Officer on activities
 - (e) to consider budgets and set annual subscriptions for Members
 - (f) to elect office bearers
- 6.1.5. The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 6.1.6. The quorum for the Annual General Meeting shall be 5 or 25% of total number of financial Corporate Members present personally or represented by a duly authorised representative or by proxy, whichever is the lesser.
- 6.1.7. If within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place. At the adjourned meeting if a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) shall be a quorum.

6.2 Other General Meetings

- 6.2.1. The Committee may, whenever it thinks fit, but not less than three times in any year, convene a General Meeting of the Forum to discuss issues of interest to Members.
- 6.2.2. Subject to Rule 6.2.1, the Committee will determine the overall frequency of and location of General Meetings based on issues. The Chief Executive Officer shall, at least 5 working days before the date fixed for holding such a meeting, cause to be sent to each Member a notice stating the place date and time of the meeting and a general description of the issues to be discussed. The notice of meeting will include an agenda for the meeting which will, without limiting the agenda, include the following items:
- (a) The approval of the minutes of the previous meeting
 - (b) Correspondence
 - (c) Financial statement by the Treasurer
 - (d) Chief Executive Officer report
 - (e) Reports of committees and working groups, etc.
 - (f) Other business
- 6.2.3. A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Chief Executive Officer. The Chief Executive Officer shall include all business of which he has had at least 10 days notice in writing prior to calling the next General Meeting. The Chief Executive Officer may, at his absolute discretion, include business of which he has had less than 10 days notice. Otherwise the item may be raised as 'Other Business' at the meeting when the Chairman will decide whether to deal with it forthwith or defer it until a subsequent meeting
- 6.2.4. No item of business shall be transacted at a General Meeting called pursuant to Rule 6.2.2 unless a quorum is present. Five Corporate Members present personally or represented by a duly authorised representative, its nominee or by proxy constitutes a quorum for these meetings.
- 6.2.5. Within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting shall be dissolved.

6.3 Chair

- 6.3.1. All meetings shall be chaired by the President. If the President is unable to chair a particular meeting the Vice President shall chair that meeting. If the Vice President is unable to chair that meeting, the Members at that meeting shall elect one of their number to chair that particular meeting (Chairman).
- 6.3.2. The Chairman shall allow reasonable discussion of agenda items.

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

6.4 Voting

- 6.4.1. Each Corporate and Affiliate Member is entitled to one vote. Notwithstanding the foregoing, a Member shall not be entitled to vote on any matter in which it has a material interest (over and above the common interest all Members may have in that matter) and unless these rules provides otherwise all questions arising at a meeting shall be decided by majority vote (except in the case of special resolutions) of Members present personally or represented by a duly authorised representative, nominee or proxy. In the event of an equality of votes on any question to be decided by majority vote the Chairman may exercise a second or casting vote.
- 6.4.2. Questions arising at a meeting shall be determined on a show of hands or, if demanded by a Member, a poll taken in such a manner as the person presiding at the meeting may determine.
- 6.4.3. A declaration by the Chairman that a resolution has, on a show of hands or poll been carried, carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Forum is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 6.4.4. A Member is not entitled to vote at any meeting, including any Annual General Meeting, unless all moneys due and payable by the Member to SSF have been paid, other than the amount of the annual levy payable in respect of the current financial year and the Member has signed a copy of the Code of Conduct in accordance with these Rules.
- 6.4.5. A Member is entitled to appoint any person as proxy by notice given to the Chief Executive Officer at any time before the commencement of the meeting in respect of which the proxy is appointed.
- 6.4.6. Form of Instrument of Proxy
- An instrument appointing a proxy shall be in the attached form or in a similar form as the circumstances allows.
- 6.4.7. The Chief Executive Officer or in his absence, a Member agreed by those present, shall cause a true and proper record of the proceedings of all meetings to be produced and distributed to Members within 10 days of the meeting.

6.5 Sub-Committees

- 6.5.1. A General Meeting may, by resolution, establish sub-committees. A resolution establishing a sub-committee shall specify:
- (a) The name of the sub-committee
 - (b) The objectives, powers, reporting requirements and duties of the sub-committee

(c) The method of appointing a Chair and other Members of the subcommittee.

- 6.5.2. Sub-committees shall represent key sectoral interests of SSF. These sub-committees will act in an advisory capacity to Members. The objectives of a sectoral sub-committee shall be to further the objectives of SSF, to represent the special interests of that sector and to advise the General Meeting on programs of interest and value to Members of that sector.
- 6.5.3. A sub-committee shall be bound by the provisions of these Rules and any resolution of the General Meeting.
- 6.5.4. Sub committees shall not make any submission or otherwise purport to represent the views or speak on behalf SSF without the prior approval of the Chief Executive Officer.
- 6.5.5. Sub committees may be funded from general revenue but may also raise a levy from the Members of that group or other means of funding.

7 COMMITTEE OF MANAGEMENT

7.1 Committee of Management

- 7.1.1. The day-to-day affairs of SSF shall be managed by the Committee which shall consist of the office bearers, and the Chief Executive Officer (when there has been one appointed pro tem or permanently). The Committee may include one 'ex officio' Corporate or Affiliate Member, subject to approval at a General Meeting.
- 7.1.2. The Committee, subject to these Rules, has power to perform all such acts and things as appear to the Committee to be reasonable and desirable for the proper management of the business and affairs of SSF.
- 7.1.3. The Committee shall meet at least quarterly at such times and places as the Committee determines.
- 7.1.4. A Committee meeting may be convened by the President or by the Chief Executive Officer.
- 7.1.5. At least 48 hours written notice of each Committee meeting must be given to each Committee Member and must specify the general nature of the business to be conducted. No other business may be conducted at such meeting.
- 7.1.6. Any three Members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee. No business shall be conducted unless a quorum is present. If a quorum is not present within half an hour of the time appointed for the meeting the meeting lapses.
- 7.1.7. The President or, in his absence, the Vice President shall chair all Committee meetings. Each Committee Member is entitled to one vote. Unless these Rules provide otherwise all questions arising at a meeting shall be decided by a majority vote. In the event of an equality of votes on any question the Chairman may exercise a second or casting vote.

7.2 Office Bearers

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

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

Except as provided below, all office bearers shall be employees or directors of a Member. Each office bearer shall, subject to these Rules, hold office until the next Annual General Meeting. The General Meeting may, by special resolution, allow a suitably qualified person who is not an employee or director of a Corporate Member to serve as President.

7.3 Nomination of Office Bearers

Nominations of candidates for election as office bearers:

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

7.4 Vacancy

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

- (a) ceases to be a an employee or director of a Corporate Member or that Corporate Member ceases to be a Member (unless a special resolution has been passed in accordance with Rule 7.2)
- (b) becomes bankrupt or the Corporate Member of which he is an employee or director becomes insolvent
- (c) resigns office by notice in writing to the President or Chief Executive Officer
- (d) is removed as an office bearer by resolution at a General Meeting. An office bearer who is the subject of a proposed resolution may make representations in writing (not exceeding a

reasonable length) and may request that the representations be provided to the Members or require that they be read out at the meeting.

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

7.5 Duties of President

The duties of the President shall be:

- (a) to chair all General, Special and Annual General Meetings
- (b) to provide an account of SSF's activities to the Annual General Meeting
- (c) in conjunction with the other office bearers, appoint a Chief Executive Officer
- (d) to speak and act on behalf of SSF, its Members and the Committee and to liaise with other relevant bodies on behalf of SSF
- (e) to act as directed by the General Meeting
- (f) to perform such functions as are vested in the President in these Rules
- (g) to do all such things as are conducive or incidental to the above.

7.6 Duties of Vice President

The duties of the Vice President shall be:

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

7.7 Duties of Treasurer

The duties of the Treasurer shall be:

- (a) to provide a financial statement at each SSF meeting and prepare accounts for submission to the Registrar of Associated Incorporations
- (b) make financial documents available for inspection by Members
- (c) to perform such duties as may be assigned to him by the President.

7.8 Duties of Secretary

The duties of the Secretary shall be:

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

7.9 Duties of Chief Executive Officer

The duties of the Chief Executive Officer shall be:

- (a) maintain a register of Members
- (b) keep minutes of all meetings of SSF
- (c) deal with correspondence in accord with the requirements from meetings.
- (d) collect and receive all monies due to SSF and make payments agreed to by Members at meetings
- (e) maintain bank accounts
- (f) to speak and act on behalf of SSF, its Members and the Committee and to liaise with other relevant bodies on behalf of SSF
- (g) to include in each annual report information relating to the number of meetings held during that year and the number of meetings at which each Member was represented
- (h) to manage the Secretariat.

7.10 Limitation of Term

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

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

7.11 Fax and Email Resolutions

7.11.1. If more than one half of all Committee Members have signed a document containing a statement that they are in favour of a resolution the terms of which are set out in the document, a resolution in those terms shall be deemed to have been passed at the Committee Meeting

held on the day and at the time at which the document was last signed by a Committee Member.

- 7.11.2. For the purposes of Rule 7.11, two or more documents containing statements in identical terms each of which is signed by one or more Committee Member shall together be deemed to constitute one document containing a statement in those terms signed by those Committee Members on the respective days on which they signed the separate documents.

8 FINANCIAL MANAGEMENT

8.1 Income

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

8.2 Financial Year

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

8.3 Membership Subscriptions

- 8.3.1. All Members of SSF shall pay an annual subscription fee.
- 8.3.2. Members' subscriptions shall be administered by the Committee and be applied toward promoting the purposes of SSF and toward meeting the administration and operating costs of SSF.
- 8.3.3. The subscription payable by Members of SSF shall be fixed as follows:
- (a) The Committee shall determine the estimated cost of the conduct of SSF activities, administration and operations and shall structure subscription levels in order to match estimated expenditure with estimated income.
 - (b) The Committee shall determine the level of subscriptions for Members and the date on which payment of the subscription (or an instalment thereof) is due and may determine different levels for different classes of membership and for different categories (as determined by the Committee) of Members within a class of membership.
 - (c) The proposed subscriptions shall be submitted to the next Annual General Meeting of SSF for approval and subject to approval and Rule 8.3.3(e) shall be the subscriptions for Members for that year.
 - (d) If the Annual General Meeting of SSF does not approve the proposed subscriptions, a revised budget and level of subscriptions shall be prepared by the Committee consistent with the resolutions passed at the Annual General Meeting. The revised subscription approved by the Committee in accordance with Rule 8.3.3(d) and (e) shall be the subscriptions for Members for that year unless the Annual General Meeting resolved that a

General Meeting be held to approve the proposed subscriptions, in which event the subscription fee for that year will, subject to Rule 8.3.3(e), be as determined by the Members in General Meeting.

- e) The subscription fee for any year may not exceed 50% of the subscription fee for the immediately preceding year without the written consent of each Member. This Rule may not be amended without the written consent of at least 90% of Members.

8.3.4. The annual subscription fee shall be due and payable thirty days after receipt of an invoice for that fee.

8.4 Setting fees

The Committee may in its discretion:

- (a) introduce a joining fee in such amount as the Committee considers appropriate and increase or reduce such fee; and
- (b) set different levels of joining fees for different classes of Members and different categories of Members within a particular class of membership.

8.5 Supplementary levy

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

8.6 Budgets

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

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

8.7 Accounts

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

8.8 Audit

All accounts of SSF shall be audited when required by a registered auditor appointed by the Committee.

8.9 Deposits

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

8.10 Cheques

8.10.1. All cheques and other financial instruments of any description to be made, drawn or endorsed for and on behalf of SSF shall be signed by at least two office bearers nominated by the Committee to sign such documents for and on behalf of SSF.

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

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

8.11 Application of Income and Property

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

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

8.11.3. Nothing in Rule 8.11.2 shall prevent the payment in good faith of remuneration to any officer, servant or Member in return for services actually rendered to SSF nor prevent the payment in good faith of interest at commercial rates on money borrowed from any Members nor prevent the payment of rental for premises let by any Member to SSF provided however that no employee or director of a Member may be appointed to or hold any salaried office of SSF and further provided that no remuneration or other benefit in money or in moneys kind may be paid to any Member for service on or attendance at any Committee or General Meeting of SSF except for the reimbursement of reasonable out of pocket expenses with prior Committee approval.

9 RECORDS

9.1. The Chief Executive Officer shall keep custody of all minute books, documents and securities associated with the operation of SSF.

9.2. The Chief Executive Officer shall permit a Member to inspect the books and accounts of the Forum with the prior approval of the Committee and in accordance with any guidelines issued by the Committee from time to time.

- 9.3. The Committee shall ensure that a register of Members of SSF is maintained. The register shall be available for inspection by Members at the address of the Chief Executive Officer. An entry in the register shall, in the absence of evidence to the contrary, be evidence of membership.
- 9.4. The Committee shall include in its records detail on whether a Member has paid all subscriptions and any other sums due to SSF.

10 MEMBERSHIP CERTIFICATE

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

11 TERMINATION OF MEMBERSHIP

11.1 Termination

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

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

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

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

11.2 Termination of Membership for Cause

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

- (a) failed to observe these Rules, or any By-Laws of SSF;

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

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

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

11.2.3. The Member may not be present at the debate nor vote on the motion.

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

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

11.3 Forfeiture of Membership

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

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

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

11.4 Resignation of Membership

11.4.1. A Member may resign membership of SSF with immediate effect by giving notice in writing of its resignation to the Chief Executive Officer sent or delivered to the principal office of SSF.

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

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

11.5 Refund

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

11.6 Litigation

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

11.7 Subscription fees

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

12 BY-LAWS

- 12.1. The General Meeting may, by special resolution, make By-Laws.
- 12.2. The Chief Executive Officer shall give at least one month's notice of a proposal together with a copy of the proposed By-Law to all Members.
- 12.3. If a By-Law is inconsistent with these Rules the Rules shall, to the extent of inconsistency, prevail.

13 GENERAL

13.1 Notices

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

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

13.2 Dissolution or Winding Up

13.3.1. The Forum may be wound up or dissolved by a Special Resolution of the Committee.

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

13.3 Disputes and Mediation

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

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the law.

13.4 Seal

The common seal of the Forum must be kept in the custody of the Chief Executive Officer. The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two Members of the Committee.

13.5 Limited Liability of Members

13.6.1 Nothing in this document constitutes or is to be taken to constitute the relationship of principal and agent between the Forum and the Members or the relationship of partners between the

Forum and the Members or the relationship of partners between the Members. To avoid doubt, the Forum does not have authority to incur any Cost on behalf of Members.

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

13.6 Anti-trust Provisions

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

13.7 Confidentiality

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

14 TABLE OF REQUIREMENTS

	<u>Rule</u>
1. The qualifications for membership	5.2, 5.3
2. The register for members	9.3
3. Entrance fees, subscriptions etc.	8.3 - 8.5
4. Name, constitution, membership and powers of body having management of Forum	7.1 - 7.4
(a) election of appointment of committee members	7.1 - 7.4
(b) terms of office of committee members	7.2 , 7.10
(c) grounds on which the office of a committee member becomes vacant	7.4.1
(d) filling of casual vacancies	7.4.2
(e) quorum and procedure at committee meetings	7.1
5. Quorum and procedure at general meetings and whether members may vote by proxy	6.1 - 6.4
6. Time and manner in which notices of general meetings and motion are to be given	6.1, 6.2
7. Sources from which funds may be derived	8.1
8. Manner in which funds of the Forum are to be managed including drawing and signing of cheques	8.6 - 8.10
9. Intervals between general meetings including the manner of calling general meetings	6.1, 6.2
10. Manner of altering statement of purposes	3
11. Manner of altering rules	3
12. Common Seal	13.5
13. Custody of books, documents and securities	9
14. Inspection of books etc	9
15. Disposition of surplus assets on winding up or dissolution	13.3
16. Procedure for disciplining members and mechanism for appearances by members being disciplined	11.2
17. Grievance procedure for settling disputes	13.4

15 ATTACHMENTS

15.1 Proxy Form

"I, _____ (Full Name)
of _____ (Address)
being the Nominated Representative of _____ (Name of Corporate Member)
a Corporate Member hereby appoint _____ (Name of Person to be Given Proxy)
of _____ (Address of Person to be Given Proxy)
as its proxy to vote for it on its behalf at the meeting to be held at _____ (Date)
and at any adjournment thereof and instruct the said proxy to vote in respect of particular resolutions
as follows:

(Details of Proxy Voting Instructions, if any)

(Signature of Nominee of Corporate Member)"

To be mailed, faxed or emailed to Secretariat.

16 SCHEDULES

16.1 Schedule 1: Steel Stewardship Forum Code of Conduct

Members are expected to:

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

Compliance with the Code of Conduct is a condition of membership

16.2 Schedule 2: Steel Stewardship Forum Antitrust Guidelines

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

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

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

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

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