

CONSTITUTION OF ALUMINA QUALITY WORKSHOP (INC.)

Revision 2.1: January 2021

1) NAME AND PRINCIPAL OFFICE

The name of the Association shall be "Alumina Quality Workshop (Inc.)" (the Association).

The Principal Office of the Association shall be in such a place as the Executive Committee of the Association may from time to time appoint. Notice in writing of any change in the situation of the Principal Office shall be given to each member before or within fourteen (14) days after such change has been made.

2) INTERPRETATION

In these rules the following definitions apply:

"The Association" means "Alumina Quality Workshop (Inc.)"

"Education Officer" means the member of the Executive Committee responsible for all the Association's education matters.

"Executive Committee" means the Executive Committee of the Association appointed pursuant to Rule 14.

"Industry" means the Alumina industry.

"Member" means a Member of the Association.

"Month" means a calendar month.

"Secretary/Treasurer" means the individual responsible for jointly carrying out the roles of Secretary and Treasurer of the Association.

"Representative" means a representative of a member appointed to Rule 7

"Rules" means the rules of this Constitution

"The Office" means the Principal Office for the time being of the Association.

"In writing" implies correspondence by email or other electronic means

The singular number includes the plural number and the masculine gender the feminine gender and vice versa and words importing persons include corporations.

3) OBJECTS

The objects of the Association shall be as follows:

- a) To monitor, research and encourage the development of systems and all other means, precautions and procedures of minimising and improving the effects of alumina refining on the environment.
- b) To assist in and to raise funds for and to fund and to encourage research into alumina refining.
- c) To undertake and arrange research and investigation and promotion in Australia and internationally for the betterment of alumina refining industry generally but particularly in Australia.
- d) To organise a regular Australian/International Conference on alumina production.
- e) To research and prepare agendas for such Conferences, other meetings and seminars.
- f) To invite and make all necessary arrangements for guest speakers and for their accommodation and facilities.

4) POWERS

Subject to the powers being exercised in accordance with the objects of the Association, the Association has the following powers:

- a) To raise money in such manner as the Association shall think fit.
- b) To invest and deal with all moneys coming into the hands of the Association and not immediately required in such a manner as may from time to time be determined by the Association subject to these Rules.
- c) To do any act matter or thing which may appear to be in the interests of the members.
- d) To hire and employ any person or persons firm or company for such services as may be required or rendered.
- e) To accept undertake and execute any trust or gift which may be deemed to be in accordance with or which may further the objects of the Association or any of them.
- f) To enter into contracts and agreement or otherwise to make arrangements and undertake obligations with any persons firm or corporation which may be considered likely to obtain for the Association or its Members any benefit including in particular without limiting the generality of this clause any concession discount allowance rebate or reduction.
- g) To do all things necessary or conducive to the attainment of the objects of the Association.

5) INCOME AND PROPERTY

- a) The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and no part shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officers or servants to the Association or to any person in return for any services actually rendered or goods sold to the Association nor prevent the payment of interest on money borrowed from or lawfully due to any Member of the Association.
- b) The Financial Year for the Association shall be 1 July to 30 June.

6) MEMBERSHIP

- a) Membership of the Association is not transferable. It shall be confined to those persons firms or companies who or which are by resolution of Members at a General Meeting deemed to meet the requirements of a Member.
- b) A Member shall be one who is active either personally or through his/her representative or employees in the aluminium or associated industries.
- c) Applications for membership shall be in writing/email. Such application shall be signed by or on behalf of the applicant and shall be lodged/via email at the principal office of the Association. Each application shall be considered and approved by the Executive.
- d) Any Member may give to the Association on (1) month's notice in writing of his intention to resign from the Association and such resignation shall take effect upon the expiration of such notice.

7) REPRESENTATIVES

- a) A Member not being an individual shall by notice in writing to the Secretary of the Association from time to time appoint a representative to act for the Member in meetings and proceedings of the Association and may by like notice from time to time remove any such representative and appoint another in his place or in the place of a representative who has died or resigned.
- b) The representative shall have all the privileges of a member under these Rules (except the power of appointing a representative under this present Rule) and shall be eligible to hold office in the same way as an individual member.

8) SUBSCRIPTIONS

- a) Annual Subscriptions or Nomination Fees payable by members shall be determined from time to time by the Association.
- b) Any due subscriptions shall be payable on first admission to membership together with such Entrance Fees or Nomination Fees as may from time to time be determined under the rules.
- c) In any case where such subscriptions relate to a period of less than one year a pro-rata amount shall be payable calculated on a quarterly basis.
- d) The Annual Subscription shall be payable in respect to the year ending 30th June.
- e) Members' Subscriptions shall be paid within thirty (30) days of due date or voting rights suspended.
- f) Any Member who has not paid the annual Subscription within ninety (90) days of due date may be deemed to have resigned and may have his name removed from the Register of Members.

9) VOTES AND PROXIES

- a) At any meeting of the Association a resolution shall be carried by the majority of those Members with voting rights either in person or in proxy.
- b) For all questions the voting power shall be one vote per Member.
- c) Any Member shall have the power to appoint another Member as proxy to vote on his behalf at any meeting.
- d) All proxies must be in writing and handed to the Secretary prior to the commencement of the meeting in respect of which a proxy vote is given. If more than one proxy shall be offered signed by the same Member all proxies signed by such Member shall be void.
- e) Except when a ballot is demanded voting shall be by show of hands.
- f) In the event of a ballot being taken a scrutineer shall be appointed to conduct such ballot.
- g) A Resolution to alter the Constitution and rules will be carried only on the vote of three fourths of those members with voting rights present either in person or by proxy.

10) EXPULSION OF MEMBERS

- a) A Member may be expelled for any of the following reasons.
 - i) Be convicted in any Court of Law of a criminal offence punishable by imprisonment (otherwise than in default of payment of a fine).
 - ii) Infringe any of the Rules or Regulations of the Association.
 - iii) Be guilty of any act proceeding or practice which may be considered to be dishonourable or to be inconsistent with his position as a member the Association or to bring discredit on the Association or to be otherwise inimical to its interest.
 - iv) Does not abide by the Ethics of the Association.
- b) Upon the recommendation of the Executive a General Meeting may if it thinks fit by notice in writing request that a Member resign within a time so specified in such notice and in default of the receipt of such resignation or in the opinion of the General Meeting that no such notice be given expel that Member.
- c) At such meeting that Member whose expulsion is under consideration shall be allowed to offer an explanation verbally or in writing of his conduct and if thereupon two-thirds of the members present and voting shall vote for his expulsion he shall thereupon cease to be a member provided that the voting at such General Meeting shall be by ballot if not less than three Members present thereat shall so demand.
- d) Members ceasing to be such from any cause whatever shall have no claim of any kind - monetary or otherwise - on the Association or its Assets.

11) OFFICE BEARERS

The Office Bearers shall be a Chairman and Vice Chairman who shall be elected at the Annual General Meeting. They retire annually and shall be eligible for re-nomination.

12) MANAGEMENT

- a) The Management of the Association shall be vested in the Executive Committee.
- b) The Executive Committee shall consist of the following:
 - i) a Chairman
 - ii) a Vice Chairman
 - iii) a Secretary/Treasurer (ex officio)
 - iv) an Education Officer
 - v) not less than two or more Members
- c) The Chairman shall chair any General Meeting of the Association or meeting of the Executive Committee and may be ex-officio a member of any other Committee.
- d) The Vice-Chairman shall in the absence of the Chairman from any meeting or other committee (of which the Vice-Chairman is a member) or if at any meeting the Chairman although present does not desire to act as Chairman in the Chair shall be taken by the Vice-Chairman but should the Vice-Chairman not be present then the meeting shall elect a Chairman for the time being.
- e) The Secretary/Treasurer shall:
 - i) be appointed by the Committee
 - ii) not have voting powers
 - iii) keep minutes of all Meetings
 - iv) keep correct accounts of the receipts and expenditure of the Association and all monies received shall forthwith be lodged in some bank specified by the Executive Committee to the credit of the Association
 - v) keep an up-to-date Register of Members.
- f) The Education Officer may or may not be a Member of the Association and shall be appointed by the Executive Committee at any meeting of the Executive Committee or by a vote of the Members at the Association's Annual General Meeting. The Education Officer shall be the principal liaison between the Association and external educational institutions to which the Association has granted funds or intends to grant funds, for the purposes of furthering the objects of the Association.

13) POWERS OF THE EXECUTIVE COMMITTEE

- a) In addition to the powers and authorities by these rules or otherwise expressly conferred on it the Executive Committee may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by this Constitution or by statute expressly directed or required to be done by the Association in general meeting but subject nevertheless to the provisions of these rules and to any by-laws regulations and orders made under this Constitution and to any regulations from time to time made by the Association in general meeting PROVIDED that no by-law regulation or order so made shall invalidate any prior act of the Executive Committee which would have been valid if such by-law regulation or order had not been made.
- b) The Executive Committee shall (subject to any regulation or direction made or given by the Association in general meetings) have the management of the income funds and property of the Association and also the management and superintendence of all other affairs and concerns thereof and no expenditure shall be incurred or money paid by or on behalf of the Association otherwise than with the approval of the Executive Committee.
- c) All acts and resolutions of the Executive Committee shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of the members of the Executive Committee or any of them or that they or any of them were not qualified to act as members of such Committee as valid and effectual for all purposes as if all the members of such Committee had been duly appointed and were qualified to act as such.
- d) The Executive Committee may invest any monies belonging to the Association and not immediately required (including monies contributed for specific purposes) in such investments as the Executive Committee shall determine and may vary such investment at its discretion, subject to such investments being in accordance with the objects of the Association.
- e) The Executive Committee may make such bylaws and regulations as may be conducive to the good management and effective working of the Association and all such by-laws and regulations shall be proposed to the members of the Association at a general meeting after the making thereof and may be repealed or altered by such meeting but unless otherwise expressed all such by-laws and regulations shall come into force immediately they are made and shall be binding on all members and officers of the Association.
- f) The Executive Committee may from time to time invite non-Members to join the Committee as non-voting members. Such invitation shall be at the sole discretion of the Executive Committee, under conditions and for a term to be determined by the Executive Committee, and may be terminated at any time by the Executive Committee without notice.

14) ELECTION OF THE EXECUTIVE COMMITTEE

- a) Candidates for election as Chairman, Vice-Chairman, Secretary/Treasurer and candidates for election to the Executive Committee other than Office Bearers must be nominated in writing by a member with voting rights.
- b) Each nominee must have indicated his willingness to stand for election.
- c) In the event of the nominations exceeding the number of vacancies a ballot shall be taken at the Annual General Meeting if the nominations do not exceed the number of vacancies the persons nominated shall be declared elected.

15) CASUAL VACANCIES

Should a casual vacancy become available on the Executive Committee through retirement or other reason such vacancy may be filled by the Executive.

16) MEETINGS

- a) The Annual General Meeting shall be held in each year at such time as the Executive Committee shall direct. The business of the Annual General Meeting shall be TO:
 - i) confirm the minutes of the previous Annual General Meeting.
 - ii) deal with business arising from those Minutes
 - iii) receive the President's Report
 - iv) receive the Treasurer's and Auditor's Report
 - v) receive other reports
 - vi) deal with Special Business
 - vii) deal with Business on Notice
 - viii) deal with General Business
 - ix) elect Office Bearers and other Committee Members
 - x) appoint an Auditor for following financial year.
- b) A General Meeting shall be held as may be directed by the Executive Committee or upon the request in writing of two (2) members of the Association.
- c) Special General Meetings may be held from time to time as directed by the Executive Committee. A Special General Meeting shall be one for which written notice of business has to be given to members and for which a three fourths vote is requested. Business other than 'Special' Business may be dealt with at a Special General Meeting.

17) QUORUMS

- a) Four (4) Members present at any General Meeting of the Association shall constitute a quorum.
- b) Three (3) Members present at any meeting of the Executive Committee shall constitute a quorum.
- c) The quorum of any other committee shall be fixed by such committee.
- d) Should there be no quorum present within fifteen minutes from the time for which any meeting is called the meeting shall be dissolved and the name of the Members present recorded in the minutes.

18) RECISSION OF RESOLUTIONS

Notice of motion must be given to rescind any previously passed Resolution. Such motion to be put to the general meeting following such notice of motion.

19) NO CLAIM ON ASSOCIATION

Associations, Companies, Firms, Branches, Sub-Branches or Groups of Branches of persons who cease to be members of the Association from any cause whatsoever shall have no claim of any kind monetary or otherwise upon the Association or upon its funds or property.

20) ALTERATIONS TO RULES

No alterations to or revisions or additions to the Constitution and Rules and Objects of the Association shall be made unless the same is agreed to by three fourths of those members of the Association with voting rights present either in person or by proxy at the Annual General Meeting or at a Special General Meeting convened for that purpose provided that no alteration revision or addition shall be made which would have the effect of permitting such Constitution and Rules and Objects to be altered revised or added to except at a General Meeting of which seven (7) days' written notice specifying the objects of such meetings shall have been given to each Member.

21) INTERPRETATION

In the event of any question arising as to the interpretation or application of any of these rules such question shall be decided by the Chairman who shall report his decision to the next meeting of the Executive Committee which shall have the power of confirmation or revision.

22) COMMITTEES

The Executive Committee may appoint Sub-Committees for any purpose and also any committee from amongst its own number to examine and enquire into any special matter relating to the objects or business of the Association and may appoint Members of the Association to act on any such committee and may dissolve any such committees whenever it may think fit. Such Committee shall report to the Executive Committee and shall not act in any way repugnant to the Executive Committee nor perform any duty other than that delegated to it by the Executive Committee.

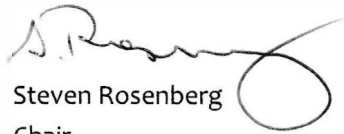
23) DISPUTE RESOLUTION

- a) In the event of a dispute, the parties to the dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- b) If a dispute cannot be resolved between the parties within 14 days, the dispute will be referred to the Executive Committee for resolution. The Executive Committee will:
 - i) Give each party reasonable opportunity to provide submissions
 - ii) Give due consideration to any submissions
 - iii) Determine the dispute
 - iv) Give each party to the dispute written notice of the determination with 7 days thereof.

24) WINDING UP

If upon the dissolution or winding up of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be given or transferred to some other incorporated association having objects similar wholly or in part to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable body which incorporated association or charitable body shall be determined by the members of the Association at or before the time of dissolution or winding up or in default thereof or if and insofar as effect cannot be given to such determination then such payment or distribution shall be determined by a Judge of the District Court of Western Australia.

I certify that this is a true and correct copy of the rules of the constitution of the "Alumina Quality Workshop (Inc.)" being the person authorised to apply for Incorporation.



Steven Rosenberg

Chair

ALUMINA QUALITY WORKSHOP (INC)

07/01/2021



Alumina Quality Workshop Inc.

Bylaws

1. Membership of Executive Committee

All members of the Executive Committee of AQW Inc. shall be current employees of companies directly in the business of alumina production as owners and/or operators of alumina refineries.

2. Sub-committees of AQW Inc.

The Executive Committee of AQW Inc. may from time to time form sub-committees for designated tasks. All such sub-committees will report to the AQW Executive Committee (not to the AQW membership in general) and will be bound by the AQW Inc Antitrust Compliance Guidelines (APENDIX 1).

3. The Alumina Technical Panel (ATP)

3.1. Structure

The Alumina Technical Panel (ATP) is a sub-committee of AQW Inc., and as such is bound by Rule 2.

3.2. Membership

The members of ATP shall be senior experts in alumina refining who are current employees of companies directly in the business of alumina production as owners and/or operators of alumina refineries.

These bylaws are adopted by the AQW Inc. Executive Committee as of 27 November 2019.

A handwritten signature in black ink, appearing to read 'G Power', with a date '2019' written below it.

Dr G Power
Secretary/Treasurer
pp.

Dr S Rosenberg
Executive Committee Chair
27/11/2019



THE ALUMINA QUALITY WORKSHOP ANTITRUST COMPLIANCE GUIDELINES

It is the policy of the Alumina Quality Workshop (the “AQW”) that all AQW activities fully comply with applicable laws, including the antitrust and competition laws of the United States, the European Union and other countries.

All member companies and their executives must conduct themselves in a manner consistent with this policy. Failure to comply with antitrust and competition laws could have extremely serious consequences for individuals, member companies and the AQW. Individuals could be sentenced to significant fines and jail time for antitrust or competition law violations, while companies could be exposed to significant fines, penalties and damages.

This policy applies to all AQW activities irrespective of location.

The United States, European Union and many other jurisdictions apply their antitrust and competition laws extraterritorially. Accordingly, their laws apply to conduct occurring outside the jurisdiction so long as there is some impact in the jurisdiction. Many foreign executives have served significant U.S. jail sentences for engaging in price-fixing agreements outside the United States that had an effect in the United States, while their companies have been fined millions of dollars for such conduct. Similarly, the EU has imposed significant fines on cartels even though the participants met outside the EU.

To ensure compliance with the AQW’s policy, all individuals participating in meetings and other activities of the AQW must adhere to the following guidelines:

- Do not enter into an agreement with a competitor on prices, price levels or other terms or conditions of sale of any product
- Do not enter into an agreement with a competitor on capacity or production levels for any product
- Do not agree to rig bids with a competitor or agree to keep away from one another’s customers or to keep out of one another’s territories or markets
- Do not discuss with a competitor, or exchange information relating to, the following:
 - Prices (historic, current or projected), pricing policies, pricing formulas, profit margins
 - Bids (historic, current or future)
 - Costs of manufacturing specific products
 - Discounts, rebates, allowances, promotions or marketing strategies
 - Credit terms
 - Other conditions of sale
 - Capacity or production levels
 - Unannounced expansion plans
 - Specific customers
 - Current or future research and development projects if they are competitively sensitive or involve trade secrets
- Do not agree with a competitor to refuse to deal with a supplier or customer
- Do not agree to exclude a company from the AQW without consulting with appropriate Legal Counsel
- Do not discuss or solicit the adoption of standards that would restrict the development or use of technologies or exclude rivals, suppliers or customers

These prohibitions apply to any situation, formal or informal, related to the AQW or its activities, e.g., social events, informal social gatherings as well as AQW meetings.

[Modified from International Aluminium Institute Antitrust Compliance Guidelines, 2013]

Addendum to the CONSTITUTION OF ALUMINA QUALITY WORKSHOP (INC.)

January 2021

1) PRINCIPAL OFFICE

The Principal Office of the Association is located at:

6 Coogee Road
Mount Pleasant
Western Australia 5153
AUSTRALIA

2) OFFICE BEARERS

The Office Bearers of the Association are:

Dr Steven Rosenberg, Chair

Dr Anthony Canfell, Vice-Chair

Dr Gregory Power, Secretary/Treasurer

I certify that this is a true and correct copy of Addendum to the rules of the constitution of the "Alumina Quality Workshop (Inc.)".



Gregory Power
Secretary/Treasurer
ALUMINA QUALITY WORKSHOP (INC)
20/01/2021

ALUMINA QUALITY WORKSHOP (INC.)

Register of Members

July 2021

The Members of the Association are:

Steven Rosenberg (Chair), EGA

Anthony Canfell (Vice-Chair), Rio Tinto

Chris Baker, Alcoa

David Cochrane, South 32 / Worsley

Benoit Cristol, UC Rusal

Erik Araujo, Hydro Aluminium

Lavinya Kugaswaran, IAI

Alistair Gillespie, Rio Tinto

Elaine Tolentino, South 32 / Worsley

Gregory Power (Secretary/Treasurer), Arriba Consulting

I certify that this is a true and correct copy of the Membership of the "Alumina Quality Workshop (Inc.)".



Gregory Power

Secretary/Treasurer

ALUMINA QUALITY WORKSHOP (INC)

27 July 2021