



AHC MEMBER TERMS AND CONDITIONS & OTHER MEMBER INFORMATION

1 Purpose

This document sets out the terms and conditions of membership of the Australian Hydrogen Council (AHC) and provides other information that will be useful for AHC members.

For the avoidance of doubt, many of those terms and conditions are set out in the AHC Constitution, AHC Member Code of Conduct and other policies the AHC may publish from time to time. On that basis this document is to help aid further understanding of those terms and conditions, with this document subordinate to those aforementioned documents, to the extent of any inconsistency.

For this document, we use the bolded '**Member**' to refer to our Executive, Industry and Small Business members, and bolded '**Associate Member**' for the shorter-term technology option available to some small businesses. Where we use the word 'member' or 'membership' otherwise, this refers to both **Members** and **Associate Members**.

2 Compliance with AHC Member Code of Conduct

Every AHC member is expected to comply with the AHC Code of Conduct (Code), which is available [here](#).

Acknowledging that some of AHC's members are, or may be, competitors with each other, one of the primary objectives of the Code is to assist AHC members understand their obligations under Australian competition laws e.g., the *Competition and Consumer Act 2010*, and promote the highest standards of professionalism, fairness and integrity.

3 Membership engagement

Membership benefits

AHC **Members** have access to:

- AHC's member portal, which hosts all key documents and videos and provides links to a range of events, current processes asking for expressions of interest, and consultative processes from a range of parties.
- A fortnightly member newsletter which provides updates on key topics.
- Exclusive briefings on key topics.
- Member-only Policy and Technical Committees, which are held online three times a year.

- A range of consultative groups, who we contact about specific topics as we undertake work. These are generally brought together when there are submissions due.
- Initial drafts of all submissions (via Committees/consultative groups, where members must nominate relevant staff to participate), with an opportunity to have input to AHC policy positions.
- Our quarterly Member Meeting, which is held online and in person in various Australian capital cities, and is also open to stakeholders from governments, research institutions and select other industry associations.
- Relevant Parliamentary Friends of Hydrogen events, usually held annually with MPs and Senators at Parliament House in Canberra.
- A discount on the annual Australia Pacific Hydrogen Summit and Exhibition, where we partner with the event organiser the Sustainable Energy Council.

Associate Members have access to all elements of the above except for the Policy and Technical Committees and the Activity Streams, and they are not able to nominate for the Board or vote at an AGM.

As a not-for-profit industry association, AHC welcomes member sponsorship of our events.

Communications from AHC

It is each member's responsibility to advise AHC of relevant staff contacts from your organisation so we can share information as necessary.

In some cases, AHC only sends information to the person from each member business who is the primary contact, and we note this is the case on these emails. We expect the primary contact to forward emails within the business.

4 Annual membership payments

Annual membership fees are payable in accordance with the AHC Constitution (see [here](#)), in particular Clauses 9 and 11.

Invoices are issued to the person who has been designated by the AHC member as its primary contact, and reminder and late payment notices are sent where relevant.

Members pay membership fees based on company size:

- Larger members are Executive members, with an annual membership fee of AU\$16,500 plus GST. These organisations have over 100 staff globally.
- Medium members are Industry members, with an annual membership fee of AU\$10,000 plus GST. These organisations have between 25 and 100 staff globally.
- Smaller members are Small Business members, with an annual membership fee of AU\$5,000 plus GST. These organisations have fewer than 25 staff globally.

There is also **Associate Membership**, which is a two-year membership available to very small technology companies that meet specific criteria on application.

Payment Terms

Payment terms will be 30 days (or as stipulated on the invoice), with additional fees applied for late payments, on the following basis:

- Executive **Members** will have a rate applied of AU\$100 per 30 days (or part thereof) the invoice remains overdue.
- Industry **Members** will have a rate applied of AU\$75 per 30 days (or part thereof) the invoice remains overdue.
- Small Business **Members** and **Associate Members** will have a rate applied of AU\$50 per 30 days (or part thereof) the invoice remains overdue.

Renewals

Membership remains ongoing unless terminated in accordance with the AHC Constitution, as described in section 9 below.

If an AHC member elects to resign their membership after the annual fee is due and it remains owing, the AHC Board has resolved that, despite the full fee ordinarily being owing, it will apply a pro-rated approach to calculating the fee liability of the resigning AHC Member plus an additional 1/12th of the annual fee.

By way of example, should an AHC member notify the AHC that it wishes to resign from membership 6 months after the annual fee is due, then the pro-rated fee liability would be 6/12^{ths} of the annual fee (i.e. 50%), together with a further 1/12th of the annual fee, being 7/12^{ths} in aggregate.

Non-payment of membership fees

The AHC will send reminder and late payment notices to the primary contact of each AHC member regarding their membership fees.

If membership fees remain unpaid for a period of two calendar months after the due date, the AHC may remove an organisation from the membership. The AHC will issue a pro-rata bill at the time of ending the membership (with relevant late fees applied) and this still must be paid.

5 Role of the AHC Board

The AHC Board of Directors

The AHC Board of Directors operates in compliance with the AHC Constitution (see [here](#)) and the *Corporations Act 2001*.

The AHC Constitution states that the Directors shall ultimately be elected by the **Members**, though not all Directors need to be affiliated with an AHC member.

For those AHC Directors that are employed by, or otherwise connected with an AHC member (Member Director), they must still act in the best interests of the AHC, as required under the Corporations Act.

All AHC Directors, including Member Directors, undertake their director duties as individuals, not as representatives of their organisation.

Director duties are set out Corporations Act, and broadly, these include the following:

- Act with care and diligence (Section 180).
- Act in good faith in the best interests of the company and for a proper purpose (Section 181).
- Not improperly use information or position (Section 182 & 183).
- Manage conflicts of interest.
- Prevent insolvent trading (Section 588G).
- Fulfil statutory duties in relation to financial record keeping and reporting.

Voting Rights at the Annual General Meeting

AHC **Members** have a right to vote for new Directors prior to and at each AGM. Members have allocated numbers of votes to cast based on their membership fee/company size.

- Executive members have 10 votes per organisation.
- Industry members have 5 votes per organisation.
- Small Business members have 2 votes per organisation.

Director nominations

The AHC Secretariat will contact **Members** to seek nomination for Director positions prior to the AGM, generally around two months ahead. The AHC Board Nominations Committee assists the Board to identify suitable candidates to put forward for election at the AGM.

As set out in the Constitution, AHC **Members** have 21 days prior to the AGM to consider their vote, and to cast the vote by email. They can also vote at the AGM.

All outstanding membership fees must be paid for a vote to be counted.

6 Whistleblower Policy

The AHC will comply with its obligations relating to the protection of whistleblowers in the Corporations Act 2001. These obligations are set out in the AHC's Whistleblower Policy, which is available [here](#).

Broadly, the objectives of that policy are to:

- encourage every eligible person to disclose any malpractice, misconduct or conflicts of interest of which they become aware;
- provide protection for every eligible person who discloses allegations of malpractice, misconduct or conflicts of interest; and
- indicate when such disclosures will be investigated.

7 Resigning as an AHC Member

AHC Membership remains ongoing unless terminated in accordance with clauses 11.2 or 11.4 of the AHC Constitution. In short, should an AHC member wish to resign their membership, they must do so by giving notice in writing to the Company Secretary/CEO of AHC. Resignation will have effect from the date of receipt.

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