

**ENERGY USERS ASSOCIATION OF AUSTRALIA**  
**RULES OF INCORPORATION**

## **1. Name and Purposes**

1.1. The incorporated association is the *Energy Users Association of Australia* (in these Rules called “the Association”).

1.2. The purposes of the Association are:

The Energy Users Association of Australia is the national association of commercial and industrial energy users. It is focused on the needs of its members particularly by representing their interests in a range of national and State/Territory energy issues, and providing them with a range of services related to their activities as energy users.

## **2. Definitions**

2.1. In these Rules:

“**Act**” means the *Associations Incorporation Reform Act 2012* (Vic);

“**Annual General Meeting**” means an annual General Meeting of the Association held in accordance with Rule 10;

“**Board**” means the board of management of the Association;

“**Board Member**” means:

- (a) a Member (or, in the case of an Entity Member, its Member Representative) that has been elected or appointed to the Board in accordance with these Rules; and/or
- (b) An independent person who has been appointed to the Board in accordance with these Rules;

“**Entity Member**” means a Member that is not an Individual Member;

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

“**General Meeting**” means a general meeting of Members convened in accordance with Rule 10 or 11;

“**Individual Member**” means a Member that is a natural person;

“**Member**” means a member of the Association;

“**Member Representative**” is the natural person nominated by an Entity Member under Rule 4.2 or 4.3 to act on its behalf in respect of these Rules and the Association generally;

**“Notice”** of a General Meeting means a written notice stating the place, date and time of the General Meeting, and nature of the business to be conducted at the meeting;

**“Observer”** means a person appointed by the Board to attend its meetings under Rule 23;

**“Office Holder”** means a member of the Board elected or appointed under Rule 21 to one of the offices listed in Rule 21.1;

**“Present”** means either physically present or using any technology that allows participants to clearly and simultaneously communicate with each other as authorised by the Board from time to time;

**“Regulations”** means Regulations under the Act;

**“records”** has the same meaning as in the Act;

**“relevant documents”** has the same meaning as in the Act; and

**“Secretary”** means the secretary of the Association for the purposes of these Rules and the Act appointed or elected in accordance with these Rules.

### ***3. Alteration of these Rules***

These Rules must not be altered except in accordance with the Act.

### ***4. Membership***

4.1. A person or entity who applies and is approved for membership as provided in these Rules is eligible to be a Member of the Association on payment of any entrance fee and annual subscription payable under these Rules.

4.2. An Entity Member must nominate a natural person to be its Member Representative for the purposes of these Rules. The Member Representative will act for and on behalf of the Entity Member in respect of the Association. The Entity Member must provide such evidence of the appointment of its Member Representative as required by the Board.

4.3. An Entity Member may, by notice in writing to the Secretary, appoint a natural person to be its Member Representative’s alternate for such period as the Entity Member decides (“Alternate Member Representative”). An Alternate Member Representative may exercise any powers that the Member Representative may exercise, except that if the Member Representative is a Board Member, the Alternate Member Representative may not exercise the Member Representative’s powers or carry out the Member Representative’s duties as a Board Member. The Entity Member must provide such evidence of the appointment of its Alternate Member Representative as required by the Board.

4.4. An Entity Member can from time to time advise the Secretary in writing of changes in its Member Representative or Alternate Member Representative appointments and such changes will take effect from the time the notice is received by the Secretary.

4.5. An application by a person or entity for Membership of the Association must:

- a. be made in writing in any form prescribed by the Board from time to time;
- b. if for Membership as an Entity Member, must nominate a Member Representative; and
- c. be lodged with the Secretary of the Association.

4.6. As soon as practicable after the receipt of an application, the Secretary must refer the application to the Chief Executive Officer.

4.7. The Chief Executive Officer must determine whether the application is acceptable and if so refer it to the Board for approval. The Board may from time to time delegate the power to approve an application for Membership and its delegate must exercise that power in accordance with any directions of the Board.

4.8. If an application for Membership is approved, the Secretary must, as soon as practicable:

- a. formally notify the applicant of the approval for Membership; and
- b. request payment within 30 days after receipt of the notification of the sum payable under these Rules as any entrance fee and the first year's annual subscription fee.

4.9. The Secretary must, within 28 days after receipt of the amounts referred to in Rule 4.8, enter the applicant's name in the register of Members.

4.10. An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when the Member's name is entered in the register of Members.

4.11. If an application is rejected, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected. The applicant may appeal a decision to reject the applicant's application by giving notice in writing to the Secretary within 14 days of being advised of the rejection. The Association must either confirm or set aside the decision to reject the application at its next Board Meeting, and must give the applicant a reasonable opportunity to be heard by, or to make representations in writing to, the Association at its next Board Meeting.

4.12. A right, privilege, or obligation of an Individual Member or an Entity Member by reason of Membership of the Association:

- a. is not capable of being transferred or transmitted to another; and
- b. terminates upon the cessation of Membership whether by death, demise, resignation or otherwise.

## **5. Entrance Fee and Annual Subscription Fee**

5.1. The entrance fee is the relevant amount determined by the Board from time to time.

5.2. The annual subscription fee is the relevant amount determined by the Board from time to time and is payable in advance on or before 1 July each year.

5.3. Subject to Rule 5.4, a Member whose annual subscription fee is not paid within 3 months after the date set by Rule 5.2 ceases to be a Member on the expiry of that period, unless the Board determines otherwise (which determination can be made before or after the date of expiry).

5.4. A person or entity may exercise all the rights and obligations of a Member for the purposes of these Rules if its annual subscription fee is paid on or before the relevant date set by Rule 5.2 or within 3 months of that date, or such other time as the Board allows.

## **6. Register of Members**

6.1. The Secretary must keep and maintain a register of Members in accordance with the Act, containing:

- a. the name and address of each Member, and the name of any appointed Member Representatives; and
- b. the date on which each Member's name was entered in the register.

6.2. The register of Members must be kept and maintained at the registered address of the Association.

6.3. The register is available for inspection and copying by any Member in accordance with Rule 38.

## **7. Ceasing Membership**

7.1. A Member who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of the intention to resign.

7.2. After the expiry of the period referred to in Rule 7.1, the Member ceases to be a Member, and the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

7.3. A Member who ceases membership is not entitled to a refund of any entrance fees or annual subscription fees paid and remains liable to pay to the Association the amount of any fees due and payable by the Member but unpaid at the date of ceasing membership, unless otherwise determined by the Board.

## **8. Discipline, Suspension and Expulsion of Members**

8.1. Subject to these Rules, if the Board is of the opinion that a Member, or that Member's Member Representative or Alternate Member Representative, has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Association, or that the Member no longer meets the eligibility criteria for Membership, the Board may by resolution:

- a. suspend that Member from membership of the Association for a specified period;
- b. remove that Member's privileges for a specified time; or
- c. expel that Member from the Association.

8.2. A resolution of the Board under Rule 8.1 does not take effect unless:

- a. at a meeting held in accordance with Rule 8.3, the Board confirms the resolution; and
- b. if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.

8.3. A meeting of the Board to confirm or revoke a resolution passed under Rule 8.1 must be held not earlier than 7 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 8.4. Board Members participating in a meeting held under this Rule 8.3 must be unbiased in relation to the resolution being considered within the meaning of the Act.

8.4. For the purposes of giving notice in accordance with Rule 8.3, the Secretary must, as soon as practicable, cause to be given to the Member a notice:

- a. setting out the resolution of the Board and the grounds on which it is based; and
- b. stating that the Member, or another individual nominated by the Member, may address the Board at a meeting to be held not earlier than 7 days and not later than 28 days after the notice has been given to that Member and stating the date, time and place of that meeting; and
- c. informing the Member that the Member may do one or both of the following:
  - attend that meeting;
  - give to the Board before the date of that meeting a written statement seeking the revocation of the resolution and providing supporting reasons.

8.5. At a meeting of the Board to confirm or revoke a resolution passed under Rule 8.1, the Board must:

- a. give the Member, or an individual nominated by the Member, an opportunity to be heard; and
- b. give due consideration to any written statement submitted by the Member; and

- c. determine by resolution whether to confirm or to revoke the resolution.

## **9. Disputes and Mediation**

9.1. The grievance procedure set out in this Rule applies to disputes under these Rules between:

- a. a Member and another Member; or
- b. a Member and the Association.

9.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

9.3. 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 10 days, hold a meeting in the presence of a mediator.

9.4. The mediator must be:

- a. a person chosen by agreement between the parties; or
- b. in the absence of agreement:
  - in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
  - in the case of a dispute between a Member and the Association, a Member of the kind referred to in sub-rule 9.5, or person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria.

9.5. A Member or Member Representative not involved in and having no interest in a dispute can be a mediator.

9.6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.7. The mediator, in conducting the mediation, must:

- a. give the parties to the mediation process every opportunity to be heard;
- b. allow due consideration by all parties of any written statement submitted by any party; and
- c. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.8. The mediator must not determine the dispute.

9.9. The mediation must be confidential and without prejudice.

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

## **10. Annual General Meetings**

10.1. The Board may determine the date, time and place of the Annual General Meeting of the Association, provided that it is held within five months of the end of each financial year of the Association.

10.2. The Notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

10.3. The ordinary business of the Annual General Meeting shall be:

- a. to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
- b. to receive from the Board reports upon the transactions of the Association during the last Financial Year;
- c. to elect Board Members; and
- d. to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

10.4. The Annual General Meeting may conduct any special business of which Notice has been given in accordance with these Rules.

## **11. Special General Meetings**

11.1. In addition to the Annual General Meeting, any other General Meetings may be held in the same year.

11.2. All General Meetings other than the Annual General Meeting are Special General Meetings.

11.3. The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

11.4. If, but for this Rule, more than 15 months would elapse between Annual General Meetings, the Board must convene a Special General Meeting before the expiration of that period.

11.5. The Board must, on the request in writing of Members representing not less than 20 per cent of the total number of voting Members, convene a Special General Meeting of the Association.

11.6. The request by Members for a Special General Meeting under Rule 11.5 must:

- a. state the objects of the meeting;
- b. be signed by the Members requesting the meeting; and

- c. be sent to the Secretary.

11.7. If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is received by the Secretary, the Members making the request may convene a Special General Meeting to be held not later than 3 months after that date.

11.8. If a Special General Meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and the Association must pay the reasonable expenses of the Members incurred because the Board failed to cause a Special General Meeting to be held.

## **12. Notice of General Meetings**

12.1. The Secretary of the Association must, at least 14 days before the date fixed for holding a General Meeting of the Association, cause to be sent to each Member of the Association a Notice of the meeting. If, under Rule 19.2, the Board has fixed a form of proxy to be used for the General Meeting, then a copy of that form must be sent with the Notice.

12.2 Except as otherwise required by applicable legislation, no business other than that set out in the Notice convening a General Meeting may be conducted at that meeting, unless two thirds of Members present and entitled to vote agree to new business being introduced.

12.3. A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary, who must include that business in the Notice calling the next General Meeting, provided the Notice has not already been sent under Rule 12.1.

## **13. Quorum at General Meetings**

13.1. No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

13.2. Five Members present in person (being Members or Member Representatives entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting. For the purposes of determining a quorum, an Entity Member is present in person if its Member Representative is present.

13.3. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

- a. in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and

- b. in any other case, the meeting shall stand adjourned to another day and place to be determined by the Chairperson (but to be held within three weeks of the date of the adjourned meeting).

13.4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present in person (being not less than 3) shall be a quorum. If there are not 3 Members present in person, then the meeting must be dissolved.

#### ***14. Presiding at General Meetings***

14.1. The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, shall preside at each General Meeting of the Association.

14.2. If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson at that meeting.

#### ***15. Adjournment of General Meetings***

15.1. The Chairperson may, with the consent of a majority of voting Members present at a General Meeting, adjourn the meeting from time to time and place to place.

15.2. The principal business to be conducted at an adjourned meeting shall be the unfinished business from the General Meeting that was adjourned.

15.3. If a General Meeting is adjourned for 14 days or more, Notice of the adjourned meeting must be given in accordance with Rule 12.

15.4. Except as provided in Rule 15.3, it is not necessary to give Notice of an adjournment or of the business to be conducted at an adjourned meeting.

#### ***16. Voting at General Meetings***

16.1. Upon any question arising at a General Meeting of the Association, a Member has one vote only. For the purposes of this Rule 16.1, if a Member Representative is present, or has voted on the issue to be determined by proxy, then an Alternate Member Representative is not permitted to vote on that issue.

16.2. All votes must be given personally or by proxy. For the purposes of this Rule 16.2, an Entity Member's vote is given personally if given by its Member Representative.

16.3. In the case of an equality of voting or deadlock on a question, the Chairperson must cause the deadlock to be noted in the minutes and the status quo of the matter being voted on will be maintained.

16.4. A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year if the General Meeting takes place within three months of the beginning of the Financial Year.

### **17. Polls at General Meetings**

17.1. A poll may be demanded on any question at a General Meeting by not less than one voting Member entitled to vote on the question or by the Chairman.

17.2. If, at a General Meeting, a poll on any question is demanded in accordance with Rule 17.1, it must be taken at that meeting in such manner as the Chairperson may direct (including, if the Chairperson deems it necessary, by secret ballot) and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

17.3. If, at a General meeting, a poll on any question is demanded in accordance with Rule 17.1, any three Members may require that the poll be conducted by secret ballot.

17.4. A poll that is demanded on the election of the Chairperson of the General Meeting under Rule 14.2, or on a question of an adjournment of a General Meeting, must be taken immediately. A poll that is demanded on any other question must be taken when the Chairperson of the meeting directs.

### **18. Manner of Determining Whether Resolution Carried**

If a question arising at a General Meeting of the Association is determined on a show of hands, a declaration by the Chairperson that a resolution has been

- carried; or
- carried unanimously; or
- carried by a particular majority; or
- lost; and

an entry to that effect in the minutes of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **19. Proxies**

19.1. Each Member is entitled to appoint another Member as a proxy, to attend and vote at the meeting on behalf of the appointing Member, by notice given to the Chairperson, or Secretary, which notice must be received before the time of the General Meeting in respect of which the proxy is appointed.

19.2. The notice appointing the proxy must be in a form determined by the Board from time to time.

## **20. Board**

20.1. The affairs of the Association shall be managed by the Board.

20.2. The Board:

- a. shall control and manage the business and affairs of the Association on behalf of the Members; and
- b. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
- c. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

20.3. The Board shall consist of a minimum of 8 and a maximum of 11 (including Office Holders and the Chief Executive Officer but excluding independent persons appointed to the Board) Board Members elected at an Annual General Meeting in accordance with Rule 24 or appointed under Rule 22.

20.4. Members nominated for election to the Board must be Full Members only (or, in the case of a Member Representative nomination, the Entity Member must be a Full Member).

20.5. Other independent persons without a conflict of interest may be appointed by the Board for periods determined by the Board, but this period cannot extend beyond the conclusion of the next Annual General Meeting. Independent persons appointed to Board positions may not number more than three and may stand for re-appointment in subsequent years. Any such independent persons will have the same responsibilities and obligations as other Members of the Board, for the period of their appointment.

## **21. Office Holders**

21.1. The Officers Holders of the Association shall be:

- a. Chairperson;
- b. Deputy Chairperson;
- c. Treasurer; and
- d. Secretary.

21.2. Office Holders must be Board Members and will be elected by the Board at a meeting immediately following the Annual General Meeting each year. Each Office Holder shall hold office until the conclusion of the next Annual General Meeting. Retiring Office Holders are eligible for re-election.

21.3. The Board may appoint a person to the office of Chief Executive Officer. The Chief Executive Officer is an *ex officio* Board Member. The appointment may be for the period, at the remuneration and on the conditions the Board decides. The Board may:

- (a) delegate to or give the Chief Executive Officer any powers, discretions and duties it decides;
- (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Chief Executive Officer; and
- (c) authorise the Chief Executive Officer to delegate any of the powers, discretions and duties given to the Chief Executive Officer.

21.4. In the event of a casual vacancy in any Office Holder position referred to in Rule 21.1:

- a. the Board may appoint a Board Member to the vacant office and the Board Member appointed may continue in office up to and including the conclusion of the Annual General Meeting following the date of the appointment, or
- b. the Board may appoint a Member (for Entity Members, Member Representative) of the Association, or independent person to fill the vacancy and the Member or independent person appointed shall hold office, subject to these Rules, until the period of appointment expires or until the conclusion of the next Annual General Meeting, which ever date comes first.

## **22. Board Members**

22.1. Subject to these Rules and in particular Rule 24, each Board Member, shall hold office until the conclusion of the second Annual General Meeting after the date of election (“**Term**”) but is eligible for re-election.

22.2. In the event of a casual vacancy occurring on the Board, the Board may appoint a Member (or Member Representative) of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the following Annual General Meeting. At that Annual General Meeting a separate election must be held to fill the casual vacancy for the balance of the original term if it extends beyond that Annual General Meeting.

## **23. Board Observers and Advisers**

The Board may permit Members, Member Representatives or experts to attend Board meetings as official observers or advisers who:

- a. In the case of observers, may be Supporting Members of the Association;
- b. In the case of observers or advisers, may be so invited by virtue of the special expertise that they have to assist the Board in the effective

- performance of its functions and may in the case of non-Members, if the Board wishes, be remunerated for their contribution;
- c. May not vote on matters before the Board, but may attend and participate in Board meetings or advise the Board; and
  - d. Are not to be counted in respect of establishing a quorum.

## **24. Election of Board Members**

24.1. Nominations of candidates for election as Board Members must be:

- a. made by Full Members or their Member Representatives only and the candidates must be either Individual Members or, in the case of Entity Members, Member Representatives;
- b. made in writing, signed by the nominating Member or Member Representative and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- c. delivered to the Secretary or Chief Executive Officer at least 7 days before the date fixed for the holding of the Annual General Meeting.

24.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received on the floor of the Annual General Meeting.

24.3. If the number of nominations received on the floor of the Annual General Meeting is less than or equal to the number of vacancies to be filled, the candidates nominated shall be deemed to be elected. Any remaining vacancies will be treated as casual vacancies under Rule 22.2.

24.4. If the number of nominations received on the floor of the Annual General Meeting exceeds the number of vacancies to be filled, a vote must be held.

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24.5. At the Annual General Meeting there will be an election for that number of Board Members whose term has expired, or to fill any other vacant Board positions, as long as the maximum numbers in Rule 20.3 are not exceeded, and each Board Member elected at such Annual General Meetings will be elected for a Term.

24.6. The vote for the election of Board Members must be conducted at the Annual General Meeting in such manner as is provided in these Rules or as the Board may direct.

24.7. In the event of a tie in the election for a position as Board Member, the winner will be determined by lot.

## **25. Vacancies**

The position of a Board Member, becomes vacant:

- a. if the Member who the Board Member represents ceases to be a Member of the Association, or the Board Member ceases to be the nominated Member Representative of the Entity Member who nominated that Board Member; or
- b. if the Member who the Board Member represents becomes an insolvent under administration within the meaning of the Corporations Law; or
- c. if the Board Member resigns from office by notice in writing given to the Chairperson, Chief Executive Officer or Secretary; or
- d. on the occurrence of any other event prescribed by the Act or the Regulations.

## ***26. Meetings of the Board***

26.1. The Board must meet at least 3 times in each year at such place and such times as the Board may determine.

26.2. Special meetings of the Board may be convened by the Chairperson or by any 3 Members of the Board.

## ***27. Notice of Board Meetings***

27.1. Notice of a Board meeting must be given to each Board Member at least 14 days before the date of the meeting.

27.2. Notice must be given to Board Members of any Special Meeting, specifying the general nature of the business to be conducted and any other business to be conducted at such a meeting.

## ***28. Quorum for Board Meetings***

28.1. Any 4 Members of the Board Present at a Board meeting constitute a quorum for the conduct of the business of the Board meeting.

28.2. No business may be conducted unless a quorum is Present.

28.3. If, within half an hour of the time appointed for the meeting, a quorum is not Present:

- a. in the case of a special meeting under Rule 26.2, the meeting lapses;
- b. in any other case, the meeting shall stand adjourned to a place and time and day as is determined by the Chairperson.

28.4. The Board may act notwithstanding any vacancy on the Board.

## **29. Presiding at Board Meetings**

At meetings of the Board:

- a. the Chairperson or, in the Chairperson's absence, the Deputy Chairperson presides; or
- b. if the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the Board Members present may choose one of their number to preside.

## **30. Voting at Board Meetings**

30.1. Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands.

30.2. Each Board Member Present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the Chairperson at the meeting), is entitled to one vote and, in the event of an equality of votes or deadlock on a question, the Chairperson must cause this deadlock to be noted and the status quo of the matter being voted on will be maintained.

## **31. Removal of Board Member**

31.1. The Association in General Meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office and appoint another Board Member (which person must satisfy the criteria in Rule 20) to hold office until the expiration of the Term of the removed Board Member.

31.2. A Board Member who is the subject of a proposed resolution referred to in Rule 31.1 may make representations in writing to the Secretary, Executive Director or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

31.3. The Secretary, Executive Director or the Chairperson must give a copy of the representations to each Member of the Association or, if they are not so given, the Board Member may require that they be read out at the meeting.

## **32. Sub-committees**

32.1. The Board may, by agreement, establish sub-committees for whatever purpose it deems necessary for the more efficient operation of the Association.

32.2. Members of sub-committees may be Office Holders of the Association, Board Members, or Members of the Association (provided they do not have a conflict of interest in the matters referred to the sub-committee).

32.3. Sub-committees will be chaired by a Board Member appointed by the Board, unless a non Board Member appointment is agreed to by a two thirds Board majority at a Board Meeting constituted under these Rules.

### **33. Minutes of Meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting and each Board meeting, together with a record of the names of those present at General Meetings and Board meetings.

### **34. Funds**

34.1. The Treasurer of the Association must ensure that the following are done in accord with relevant laws and sound business practice:

- a. collection and receipt of all moneys due to the Association and making of all payments authorised by the Association; and
- b. keeping correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

34.2. A formal Delegation of Authorities, which will include matters like the setting of expenditure and commitment approval limits, will be reviewed and approved by the Board Members from time to time.

34.3. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

### **35. Notice to Members**

35.1 Any notice that is required to be given to a Member by or on behalf of the Association under these Rules, including notices of General Meetings or notices under Rule 8, may be given by:

- a. delivering the notice to the Member or, if an Entity Member, to the Member's Member Representative personally; or
- b. sending it to the Member or Member Representative by public mail or electronic means to an address provided by the Member or Member Representative and recorded in the register of Members.

35.2. Where a notice is sent to a Member by public mail, it is deemed to be received by that Member on the second Business Day after posting.

### **36. Winding Up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

### **37. Custody and Inspection of Register, Books and Records**

37.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all records, securities and other relevant documents of the Association.

37.2. All records, securities and other relevant documents of the Association, including the register of Members, must be available for inspection free of charge by any Member or Member Representative upon written request to the Secretary and under any reasonable conditions of access set by the Secretary from time to time (including such conditions as may be necessary to ensure compliance with applicable privacy legislation).

37.3. A Member or Member Representative may make a copy of any records, securities and other relevant documents of the Association, subject to any reasonable conditions as may be necessary to ensure compliance with applicable privacy legislation.

### **38. Types of Membership**

38.1. For the time being and subject to any approval otherwise by the Board, there shall be two types of Member:

- a. *Full Members*: Full Members are entitled to all the rights and privileges of membership set out in these Rules. Full Members must be persons or entities that are users of electricity and gas other than users that fall into one or more of the categories set out in the definition of Supporting Members below.
- b. *Supporting Members*: Supporting Members are entitled to all the rights and privileges of membership set out in these Rules, except that they do not have any voting rights at General Meetings and are not entitled to be Board Members. Persons or entities seeking membership who fall into one or more of the following categories may only be Supporting Members and cannot be Full Members: in the primary business of retailing energy, including gas and electricity, distributing energy, including gas and electricity, transmitting energy, including gas and electricity and generating electricity or producing gas.

38.2. The Board may from time to time, determine sub categories within the membership categories under Rule 38.1.

### **39. By-Laws**

39.1. The Board may approve by-laws to supplement these Rules if, in the opinion of the Board, they assist in the effective operation of the Association and do not contradict these Rules. These Rules will prevail to the extent of any inconsistency between these Rules and any by-laws approved by the Board.

39.2. Members or Member Representatives must, as soon as possible, be formally advised in writing or electronically, by the Secretary or Executive Director, of any by-laws and must be permitted to challenge them.

39.3. Any challenge to by-laws must be by proposing a resolution to be put to a General Meeting.

#### ***40. Indemnity***

The Association must indemnify each Board Member against any liability incurred in good faith by the Board Member on behalf of the Association in the course of performing his or her duties as a Board Member.