

Sustainable Energy Association of Australia Incorporated Constitution

Name of Association

1. The name of the Association is the Sustainable Energy Association of Australia Incorporated (or Inc.), and used in short form as the Sustainable Energy Association, abbreviated as 'SEA'.

Definitions

2. In these rules, unless the contrary intention appears:

"Board meeting" means a meeting referred to in Rule 14 (1);

"Board member" means a person referred to in Rule 10 (1);

"Chief Executive Officer" means a person appointed under Rule 12(1)

"financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to:

(a) "an incorporated association" or "the association" being construed as a reference to the Association; and

(b) "the Committee" being construed as a reference to the Board;

"general meeting" means meeting convened under Rule 15;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the Associations Incorporation Act 1987;

"the Association" means the Association referred to in Rule 1;

"the Chair" means:

(a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with Rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 10 (1) (a) or, if that person is unable to perform his or her functions, the Vice Chair;

"the Board" means the Board of Management of the Association referred to in Rule 10 (1);

"the Vice-Chair" means the Vice-Chair referred to in Rule 10 (1) (b).

"sustainable energy" is defined as energy from sources that can be replenished within a human lifetime and that cause no long-term damage to the environment.

"sustainable energy businesses and enterprises" are any entities involved in, and committed to, sustainable energy practices and including but not limited to energy efficiency across government, business and the community in infrastructure; architecture and design of buildings and homes; performance of appliances, vehicles, machinery, and industrial processes; use of renewable energy including in both generation and passive use in all forms of heating, ventilation and cooling from any renewable source, and inclusive of businesses offering or using services and products that manage or offset greenhouse gas emissions in transition to sustainable energy use; and other areas determined by the Board.

Objects of Association

3.

(1) The Mission of the Association is:

To promote the development and adoption of sustainable energy technologies and services that minimise the use of energy through sustainable energy practices and maximise the use of energy from sustainable sources.

(2) The objects of the Association are:

‘On behalf of the people of Australia, the Association will vigorously promote the development and adoption of sustainable energy so that by the year 2030 more than 30% of Australia’s energy use in and across all states and territories is displaced by sustainable energy practices so that energy demand is more than 30% below that measured in the year 2000, and that more than 30% of energy use is derived from sustainable sources.’

The association’s resources will be used towards:

1. Promoting the adoption of sustainable energy solutions that encourage the protection of the environment which traditional energy sources are damaging;
2. Forming productive relationships with stakeholders who support the ideals of the Association;
3. Facilitating the adoption of sustainable energy technologies and practices as a method of reducing greenhouse gas emissions in all sectors of Australia’s economy and across all urban, rural and remote regions of Australia, both on electricity grids, and off grid;
4. Promote and provide practical support of our members’ sustainable technologies and practice to enable their growth and resilience
5. Lobbying State and Federal Australian Parliamentarians and Government agencies and providing representation on relevant committees;
6. Providing relevant and timely information to Association members and stakeholders; and
7. Increasing employment opportunities in a sustainable energy industry across and within all regions of Australia, contributing to a sustainable future for Australia by championing:
 - Policies and programs that foster the expansion of a regionally distributed sustainable energy industry; and
 - The adoption of sustainable energy technologies and practices by energy consumers.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Association

4. The powers conferred on the Association by Section 13 of the Act are subject to the following additions, exclusions or modifications:

- None

Qualifications for membership of Association

5.

(1) Membership of the Association is open to sustainable energy businesses and enterprises, including associations, organisations, and institutions and other bodies, as well as individuals, with an interest in sustainable energy.

(2) A person or entity that wishes to become a member shall apply for membership to the Board in writing and be signed by that person or an authorised representative of that entity.

(3) The Board members shall consider each application made under sub Rule 5 (2) and accept or reject that application.

Register of members of Association

6.

(1) The Board shall ensure that the appointed Chief Executive Officer of the Association (Rule 12) keeps and maintains the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the registered business address of the Association.

(2) The Chief Executive Officer shall cause the name of a person who dies or who ceases to be a member under Rule 7 (3), 8 (1) or 9 to be deleted from the register of members referred to in sub-Rule (1).

Subscriptions of members of Association

7.

(1) The Board shall from time to time determine the amount of the subscription to be paid by each member subject to ratification by members at a General Meeting.

(2) Each member shall pay to the Association, on or before the anniversary date of their membership, or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.

(4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter.

(5) Subject to Rule 3(2), the Board may establish classes of members and prescribe the qualifications, rights (including voting rights), privileges and obligations of members of those classes.

Resignation of members of Association

8.

- (1) A member who delivers notice in writing of their resignation from the Association to the Chief Executive Officer or a Board member ceases on that delivery to be a member.
- (2) A person or entity who ceases to be a member under sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

Expulsion of members of Association

9.

- (1) If the Board considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member:
 - (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Chief Executive Officer of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
 - (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this sub-rule.

Board of Management

10.

- (1) The affairs of the Association shall be managed exclusively by a Board of Management consisting of:
 - (a) a Chair;
 - (b) a Vice-Chair; and
 - (c) at least four (4) other persons, but not more than six (6), ordinary Board members.all of whom shall be members of the Association elected to membership of that Board at an annual general meeting or appointed under sub-rule (9).

- The Chief Executive Officer (Rule 12 (1)) will be an *ex officio* member of the Board.
- (2) No member will have more than one representative on the Board.
- (3A) At each annual general meeting, Board members, having served their elected term of one or two years as determined by their election, shall retire from the Board, but each retiring Board member shall be eligible for re-election to membership of the Board.
- (3B) The Chief Executive Officer, appointed under Rule 12, is not required to retire from the Board at the annual general meeting.
- (3C) Under Sub-rule (3A) in the event more than half of the aggregate board positions are open to election, the first four Board positions who receive the greatest number of votes will be elected for a two-year term, and the remaining available positions will be filled by candidates receiving the next most number of votes elected for a one year term.
- (4) Subject to sub-rule (5), a person is not eligible for election to membership of the Board unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election,
- to the Chief Executive Officer not less than 5 days before the day on which the annual general meeting concerned is to be held.
- (5) Sub-rules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under sub-rule (2) or (3).
- (6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned-
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (7) The Chief Executive Officer shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (8) If the number of persons nominated for election to membership of the Board does not exceed the number of Vacancies in that membership to be filled:
- (a) the Chief Executive Officer shall report accordingly to; and
 - (b) the Chair shall declare those persons to be duly elected as members of the Board at,
- the annual general meeting concerned.
- (9) When a casual vacancy within the meaning of Rule 14 occurs in the membership of the Board:
- (a) the Board may appoint a member to fill that vacancy until the next AGM'; and
 - (b) a member appointed under this sub-rule shall:
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Board at the next following annual general meeting.

Chair

11. The Chair shall:

- (1) Subject to this rule, preside at all general meetings and Board meetings.
- (2) In the event of the absence from:
 - (a) a general meeting of:
 - (i) the Chair, the Vice-Chair; or

- (ii) both the Chair and the Vice-Chair, a Board member nominated by the Chair as his or her delegate; or
- (iii) a Board member elected by the members present; or
- (iv) a member elected by the other members present at the general meeting;

or

- (b) a Board meeting of:
 - (i) the Chair, the Vice-Chair; or
 - (ii) both the Chair and the Vice-Chair, a Board member nominated by the Chair as his or her delegate; or
 - (iii) a Board member elected by the other Board members present,
 shall preside at the general meeting or Board meeting, as the case requires.

Chief Executive Officer

12. (1) The Board will appoint a Chief Executive Officer and delegate to the officer the power to manage and supervise staff and other agents of the association in a safe and sustainable work environment, and have responsibility to ensure that the Association meets all financial and legal and other obligations for the purpose of meeting the Mission and Objects of the Association, inclusive of:

- (a) develop a Business Plan for approval by the Board, and once approved, implement that Business Plan;
- (b) co-ordinate the correspondence of the Association;
- (c) keep full and correct minutes of the proceedings of the Board and of the Association;
- (d) comply on behalf of the Association with:
 - (i) section 25 of the Act in respect of the accounting records of the Association;
 - (ii) section 26 of the Act in respect of the accounting records of the Association;
 - (iii) section 27 of the Act in respect of the register of members of the Association;
 - (iv) section 28 of the Act in respect of the rules of the Association;
 - (v) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association;
- (e) maintain all books, documents, records and registers of the Association, including those referred to in paragraph (d), the registered business address of the Association;
- (f) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (g) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (h) make payments from the funds of the Association in accordance with the business plan or other budget and policies approved by the Board under the terms of the delegated financial authority;
- (i) at all Board meetings, or whenever directed to do so by the Chair, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (j) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (e);
- (kg) perform such other duties as are imposed by these rules on the Board.
- (l) the Board may, subject to Rule 14 (4), transfer all responsibilities and duties set out in this Rule 12 to a person other than the Chief Executive Officer

- (i) for a defined period where the appointed Chief Executive Officer is absent for any period likely to impact on the operation of the Association; and
- (ii) permanently through the termination of the appointment of the Chief Executive Officer.

(2) Subject to any express prohibition under the Act, the Committee Board may delegate in writing any obligation of the Board under these Rules to any person who must act in accordance with that delegation. The power to delegate under this sub-rule (2) includes a power to revoke or vary that delegation in writing at any time.

Casual vacancies in membership Board

13.

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chair or, if the Board member is the Chair, to the Vice-Chair;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than two (2) Board meetings in any year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings; or
- (f) ceases to be a member of the Association.

Proceedings of Board

14.

- (1) The Board shall meet together, or via telephone conference, internet or other electronic means, for the dispatch of business not less than four (4) times in a financial year and additionally the Chair may at any time call and convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting four (4) Board members, inclusive of one of the Chair subject to Rule 11, constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- (6) The Board may pass a circular resolution (including by electronic means) provided that:
 - (i) the circular resolution is sent to all Board members;
 - (ii) the resolution is subject to the requirements in sub rule (3);
 - (iii) the resolution is recorded in the minutes of the next Board meeting.
- (7) A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

General meetings

15.

- (1) The Board:
 - (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Chief Executive Officer receiving a notice under Rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1) (c) (i) shall:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may himself or herself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b):
 - (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (8), the Chief Executive Officer shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under sub-rule (5) shall specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is:
 - (a) first, the consideration of the accounts and reports of the Board;
 - (b) second, the election of Board members to replace outgoing Board members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Chief Executive Officer shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Chief Executive Officer may give a notice under sub-rule (5) or (8) by:
 - (a) serving it on a member personally; or

(b) sending it by post or via email to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

(10) When a notice is sent by post or via email under sub-rule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail or via email.

Quorum in proceedings at general meetings

16.

(1) At a general meeting twelve (12) members, present in person or by proxy, constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 15 (5) or (8):

(a) as a result of a request or notice referred to in Rule 15 (1) (c) or as a result of action taken under Rule 15 (3) a quorum is not present, the general meeting lapses;
or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chair may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Chief Executive Officer shall give notice under Rule 15 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting:

(a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

(b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.

(8) A declaration by the Chair at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chair at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chair directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

17.

(1) The Chief Executive Officer shall cause proper minutes of all proceedings of all general meetings and Board meetings to be taken.

(2) The Chair shall ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and verified at the next succeeding general meeting or Board meeting, as the case requires.

(3) When minutes have been verified under sub-rule (2) they will be signed by the Chair as correct under this rule, and shall, until the contrary is proved, be evidence that:

(a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

18.

(1) Subject to these rules, each full member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) shall be so made by two authorised persons of the body corporate concerned, a copy of which resolution is lodged with the Chief Executive Officer.

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

19. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

20.

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

21.

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minutes referred to in Rule 17.
- (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chair, the Vice-Chair and the Chief Executive Officer:
- (4) The common seal of the Association shall be kept in the custody of the Chief Executive Officer or of such other person as the Board from time to time decides.
- (5) The Board delegates to the Chief Executive Officer, or by resolution from time to time to any other person, the authority to execute any document or deed without the use of the common seal on behalf of the Association in accordance with the Association's business plan approved by the Board (Rule 12 (1) (a), or any other delegated authority for any purpose resolved by the Board (subject to Rule 14 (4)). The power to delegate authority under this sub-rule 5 includes a power to revoke or vary that delegated authority at any time.

Inspection of records, etc. of Association

22. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Distribution of surplus property on winding up of Association

23.

- (1) If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:
 - (a) to another association incorporated under the Act; or
 - (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.
- (2) In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.