

RULES

ENERGY EDUCATION AUSTRALIA (SA) INCORPORATED

1. Definitions

“Act” means the Associations Incorporation Act 1985 (SA)

“Member” means a current financial member of the Association

“Board” means the Board established under rule 12

“Educational Institute” means a body registered as a school or a tertiary institute as described in the Education Acts of the Commonwealth of Australia, its States or Territories

“President” means the President of the Association elected in accordance with these rules

2. Name

The name of the incorporated association is Energy Education Australia (SA) Incorporated, hereafter called "the Association".

3. Type of Association

3.1. The Association is a not for profit incorporated association.

3.2. Monies gained that are not required to cover the running of the Association may only be distributed to a charity or charities as determined by Members at an annual general meeting.

4. Objects

The objects of the Association are:

4.1. To work with educational institutions throughout Australia and comparable groups overseas in the study/promotion of various energy sources and their applications.

4.2. To provide an educational purpose and value through energy based activities between Member schools, tertiary institutions, corporations or individual Members within Australia.

4.3. The promotion of learning in new and emerging technologies in the various forms of energy with an emphasis on sustainable energy for all.

4.4. To foster the transfer and development of curricula in all educational institutions throughout Australia.

4.5. To be a clearing house for the latest information from around the world on sustainable technology.

4.6. To create, promote and manage events that provide opportunities for young people, and educators, to share their successes.

4.7. To be active participants in events and opportunities to promote sustainable technologies.

4.8. To provide and encourage fellowship and interaction between Member schools and tertiary institutions through the sharing of curricula, experiences and various events.

4.9. To promote and manage energy events when Member schools or tertiary institutions field combined teams for competition.

5. Powers

The Association shall have the powers conferred by section 25 of the Act.

6. Criteria for Membership

6.1. Any State or Territory registered school within Australia and any tertiary institution whether a Registered Training Organisation (eg TAFE) or University may apply to the Board to become a Member or be invited by the Board to become a Member.

6.2. Individuals who have an interest in sustainable technology may apply to the Board to become a Member.

6.3. An application for membership shall be on the application form prescribed by the Board from time to time.

6.4. The Board shall appraise the applicant according to the criteria for membership and resolve to accept or deny the applicant. Upon the acceptance of the application by

the Board and payment of the first annual subscription, the applicant shall become a Member.

7. Subscriptions

- 7.1. Members must pay the annual subscription as set by the Board and approved at the annual general meeting.
- 7.2. The Members for a calendar year are those who have paid their subscription by 31 March in that year.
- 7.3. Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.
- 7.4. In addition to subscriptions, the Association shall fund itself by fees for events, fees for services, grants, donations, loans and whatever other means is deemed by the Board to be appropriate to advance its stated objectives.

8. Resignation

A Member may resign its membership of the Association by giving written notice thereof to the Board. Any Member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

9. Expulsion of a Member

- 9.1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 9.2. Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.
- 9.3. The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to rule 9.4, cease to be a Member 14 days after the determination of the Board has communicated its determination to the Member.
- 9.4. It shall be open to a Member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Board of the Association within 14 days after the determination of the Board has been communicated to a Member.
- 9.5. In the event of an appeal under rule 9.4, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members in general meeting after the appellant has been heard by the Members, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

10. Register of Members

A register of Members must be kept and contain:

- 10.1. the name and address of each Member;
- 10.2. the date on which each member was admitted to the Association; and
- 10.3. if applicable, the date of, and reason(s) for, termination of membership.

11. Voting Rights

- 11.1. Each current registered Member has one vote at all meetings of the Association.
- 11.2. Members who are not natural persons must nominate and register a natural person to vote on their behalf on or before 31 March of each year.
- 11.3. Should the Association membership at a general meeting request that State and Territory branch associations be created, then each branch will be subject to these rules.

12. Board

- 12.1. The affairs of the Association shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 12.2. The Board has the management and control of the funds and other property of the Association.
- 12.3. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 12.4. The Board shall appoint a public officer as required by the Act.
- 12.5. The Board has the power to form committees and to delegate any of its powers to such committees.
- 12.6. The Board must establish and maintain the Events Committee under rule 19 and the Curriculum Committee under rule 20.
- 12.7. The Board shall cause records to be kept of the business of the Association including these rules, policies, records of members, a register of minutes of meeting and of notices, records of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 12.8. Subject to rule 12.7, the Board will comprise the following persons:
 - (a) a President nominated by the Chief Executive Officer of a Member Educational Institute
 - (b) ten members nominated by the Chief Executive Officer of a Member Educational Institute
 - (c) five other members
- 12.9. Eligibility for the Board is restricted to two nominees from each Educational Institute.
- 12.10. The first Board of the Association shall comprise the founding Members who have paid a \$100 membership fee in 2006 will hold office until a special general meeting is called to elect a Board; such meeting must be held prior to May 2007. All resolutions made by the first Board must be ratified at the first annual general meeting.

14. Election of the Board

- 14.1. The entire Board shall retire annually.
- 14.2. Subject to rule 14.3, retiring Board members shall be eligible to stand for re-election. No other person shall be eligible to stand for election unless a Member has nominated that person by 31 March by delivering the nomination of that person to the Board. The nomination shall be signed by the proposer and by the nominee.
- 14.3. No Board member may hold office for longer than three consecutive one year terms.
- 14.4. Notice of all persons seeking election to the Board shall be given to all Members with the notice calling the meeting at which the election is to take place.
- 14.5. At the meeting at which the election is to take place the election of the President and other members will be conducted in the following sequence and any nominations that are for the two roles will sequentially fall to the next role if not elected:
 - (a) the election of the President;
 - (b) the election of ten members as referred to in rule 12.8(b); and
 - (c) the election of five members as referred to in rule 12.8(c).

14.6 Casual Vacancies

- (a) Subject to rule 14.6(b), if a Board member resigns or is otherwise unable, including disqualification under statute, to perform their duties prior to an annual general meeting, the Board shall have the power to appoint a substitute

member for the remainder of the term. Such appointment must be a Member and maintain the numbers required under rule 14.5.

- (b) No more than two casual vacancies may be filled in any one year.
- (c) Any additional casual vacancies shall be the subject of a by-election conducted at a general meeting.

15. Proceedings of Board

- 15.1. The Board shall meet together for the dispatch of business at least quarterly.
- 15.2. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 15.3. A quorum for a meeting of the Board shall be eight members of the Board, at least five of whom have been nominated by the Chief Executive Officer of a Member Educational Institute.
- 15.4. A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must also disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

16. Disqualification of Board Members

The office of a Board member shall become vacant if the Board member is:

- 16.1. disqualified from being a Board member by the Act;
- 16.2. expelled as a Member under these rules;
- 16.3. permanently incapacitated by ill health;
- 16.4. absent without apology from more than four meetings in a financial year; or
- 16.5. no longer the duly appointed representative of a Member who is not an individual.

17. Rules

- 17.1. Subject to approval by a resolution of the members of the Association, these rules may be altered (including an alteration to name), rescinded and replaced by substituted rules. Such an alteration shall be registered with the Office of Consumer and Business Affairs as required by the Act.
- 17.2. The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

18. Seal

- 18.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 18.2. The seal shall not be used without the express authorization of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and one other Board member.

19. Events Committee

- 19.1. This committee will comprise the Events Coordinator and the President or his/her nominee from the Board. The committee shall be formed and operate under the rules established by the Board. The power to appoint additional members to this committee will be granted by the Board and such appointment powers will be defined by the Board or general meeting of the Association.

- 19.2. This committee shall be responsible for the organisation, management and continuous improvement of all events whether competitive or static offered to member schools and tertiary institutions.
- 19.3. This committee shall be responsible for the selection and management of representative combined teams, groups and organizers etc of the Association and have the power to represent the Association in organizing an event where consultation with the relative emergency services, local government or State or Territory government is required.
- 19.4. This committee has the power to co-op advisers to assist in administration of events where the Board members require professional advice. During such a time, the Board must be fully informed of all happenings by the Events Coordinator.
- 19.5. This committee is responsible for the maintenance and periodic reviews of the Policy Manual including the Association's Codes of Conduct.
- 19.6. This committee may make recommendations on policy matters to the Board.
- 19.7. The chair of the Events Committee shall call meetings as deemed necessary to ensure the smooth running of the Association.

20. Curriculum Committee

- 20.1. This committee will comprise the Curriculum Coordinator and the President or his/her nominee from the Board. The committee shall be formed and operate under the rules established by the Board. The power to appoint additional members to this committee will be granted by the Board and such appointment powers will be defined by the Board or general meeting of the Association.
- 20.2. This committee shall be responsible for the organisation, management and continuous improvement of all energy curricula in the various State and Territory frameworks.
- 20.3. This committee will be responsible for keeping the Association website up to date in all areas of energy and assist in preparing written and graphical images for inclusion on the website.
- 20.4. This committee will share curricula between the various education institution of its Members and collate information relevant to energy for sharing amongst Members.
- 20.5. This committee will encourage all institutions to explore energy in as many ways practical by allowing such research to be as wide spread across the humanities and sciences as possible.
- 20.6. This committee is responsible for planning events that educational institutions can explore either theoretically or practically as an extension of the work implemented in any school or tertiary institution and submitting them to the Events Board for further development.
- 20.7. This committee may make recommendations on policy matters to the Board.
- 20.8. The chair of the Curriculum Committee shall call meetings as deemed necessary to ensure the smooth running of the Association.

21. General Meetings

21.1. Annual General Meetings

- (a) The Board shall call an annual general meeting in accordance with the Act and these rules.
- (b) The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
 - (i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (ii) the consideration of the accounts and reports of the Board and the auditor's report;);
 - (iii) the election of Board members;

- (iv) the appointment of auditors; and
- (v) any other business requiring consideration by the Association in general meeting.

21.2. Special General Meetings

- (a) The Board may call a special general meeting of the Association at any time.
- (b) Upon a requisition in writing of not less than 50% of the total number of Members, the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- (d) if a special general meeting is not convened within one month, as required by rule 21.2(b), the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

(e) Amendments to these Rules

- (i) Notice of any proposed amendment to these rules (including to the objects of the Association) must be given by the Board in writing to Members not less than 30 days before the general meeting at which they will be voted for.
- (ii) Amendments to the proposed amendments will be accepted at the general meeting provided they are not contrary to the intent of the original proposal and serve only to enhance or make valid the original proposal. The judgment of intent or validity shall be the majority decision of the general meeting.
- (iii) Voting for amendments to these rules shall be by Members present at the general meeting.
- (iv) For a resolution amending these rules and a resolution amending a proposed amendment to be passed requires:
 - a majority of 66% of the votes cast by Members present at the convened general meeting; and
 - the total of votes cast must equal or exceed 20% of the votes of Members eligible to vote at the end of the last financial year.

21.3. Notice of General Meetings

- (a) Subject to rule 21.3(b), at least 14 days notice of any general meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post or email to the address appearing in the register of members.
- (d) Where a notice is sent by post:
 - (i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

21.4. **Proceedings at General Meetings**

- (a) Fifty per cent of the Members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (c) Subject to rule 21.4(d), the President shall preside as chairperson at a general meeting of the Association.
- (d) If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Board member to be the chairperson of that meeting.

21.5. **Voting at General Meetings**

- (a) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (b) Unless a poll is demanded by at least five Members, a question for decision at a general meeting must be determined by a show of hands.

21.6. **Poll at General Meetings**

- (a) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

21.7. **Special and Ordinary Resolutions**

- (a) A special resolution is a special resolution as defined in the Act.
- (b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

21.8. **Proxies**

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

22. **Minutes**

- 22.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 22.2. The minutes kept pursuant to this rule must be confirmed by the Members or the members of the Board (as relevant) at a subsequent meeting.
- 22.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 22.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

23. **Dispute Resolution**

- 23.1. The dispute resolution procedure set out in this rule applies to disputes under these rules between:
 - (a) a Member and another Member; and

- (b) a Member and the Association.
- 23.2. 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.
- 23.3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 23.4. In this rule “Member” includes any person who was a Member not more than six months before the dispute occurred.

24. Financial Reporting

24.1. Financial Year

The first financial year of the Association shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

24.2. Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

24.3. Accounts and Reports to be laid before Members

The accounts, together with the auditor’s report on the accounts, the Board’s statement and the Board’s report, shall be laid before Members at the annual general meeting.

24.4. Annual Return

The annual return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Board’s statement and the Board’s report.

24.5. Appointment of Auditor

- (a) At each annual general meeting, the Members shall appoint a person to be auditor of the Association.
- (b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

25. Access and Custody of records

- 25.1. The Board shall provide for safe custody of all books, documents or securities of the Association at its own office or at the office of the President’s nominating Educational Institute.
- 25.2. All records of the Board and its committees shall be available for the inspection of any Member at any reasonable time, with the exception of items declared confidential by the Board or its committees.
- 25.3. The register of members is deemed to be records of the Board and may be inspected by any Member at any reasonable time subject to the appropriate legislation. Publication of information from the register of members is strictly forbidden without the consent of the relevant Member.
- 25.4. The records of all committees (including confidential sessions) are available for inspection at all times by Board members.
- 25.5. All reasonable requests for information by Members shall be responded to at the discretion of the Board within 14 days.
- 25.6. The right to information requested by a Member is granted except information deemed confidential by the Board or its committees. Decisions of confidentiality of

records made by the Committee will be reviewed by the Board at its next meeting. Decisions of confidentiality must be taken with a view towards open and transparent governance at all times.

26. Prohibition against securing profits for Members

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

27. Indemnity

27.1 Except through their own negligence, default, breach of duty or breach of trust, all Members, members of the Board and employees of the Association shall be indemnified by the Association against all losses and expenses incurred by them in any action at law arising out of the discharge of their respective duties.

27.2 The Association indemnifies all Members, members of the Board and employees of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favours or in which they are acquitted.

28. Winding Up

The Association may be wound up in the manner provided for in the Act.

29. Application of Surplus Assets

29.1 If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

29.2 Such organization or organizations shall be identified and determined by a resolution of Members in general meeting.

30. Bank Account

There shall be a bank account or accounts in the name of the Association. Such accounts shall be operated by the Board, who may nominate the signatory or signatories at their discretion with due consideration of best internal audit practices.

September 2006