
Rules of the Association

Energy Efficiency Council

In accordance with the

Associations Incorporation Reform Act 2012

Version approved at AGM, 19 November 2018

TABLE OF CONTENTS

1. NAME	4
2. DEFINITIONS	4
3. STATEMENT OF PURPOSE	5
4. ALTERATION OF STATEMENT OF PURPOSE AND RULES	5
5. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION	5
5.1 MEMBERSHIP QUALIFICATIONS	5
5.2 CATEGORIES OF MEMBERSHIP	5
5.3 ENERGY USER AFFILIATES	6
5.4 APPLICATION FOR MEMBERSHIP	6
5.5 ENTRANCE FEES AND SUBSCRIPTIONS	7
5.6 MEMBERS' LIABILITIES	7
5.7 MEMBERS' REPRESENTATIVES	7
5.8 INAUGURAL MEMBERS	8
5.9 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	8
6. REGISTER OF MEMBERS	8
7. CESSATION AND RESIGNATION OF MEMBERSHIP	8
7.1 CESSATION OF MEMBERSHIP	8
7.2 RESIGNATION OF MEMBERSHIP	8
8. DISCIPLINE AND RIGHTS OF APPEAL OF MEMBERS	9
8.1 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS	9
8.2 RIGHT OF APPEAL OF DISCIPLINED MEMBER	10
9. DISPUTES AND MEDIATION	11
10. ANNUAL GENERAL MEETINGS	12
10.1 ANNUAL GENERAL MEETINGS - HOLDING OF	12
10.2 ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT	12
11. SPECIAL GENERAL MEETINGS	12
12. SPECIAL RESOLUTIONS	13
13. NOTICE OF GENERAL MEETINGS	13
14. QUORUM AT GENERAL MEETINGS	13
15. PRESIDING AT GENERAL MEETINGS	14
16. ADJOURNMENT OF GENERAL MEETINGS	14
17. VOTING AT GENERAL MEETINGS	14
18. POLL AT GENERAL MEETINGS	14
19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED	15
20. PROXIES	15
21. COMMITTEE OF MANAGEMENT	15
21.1 POWERS OF THE COMMITTEE	15
21.2 CONSTITUTION AND MEMBERSHIP	15
21.3 DELEGATION BY COMMITTEE TO SUB-COMMITTEE	16
21.4 APPOINTMENT OF ALTERNATE MEMBERS	17
22. OFFICE HOLDERS	17
22.1 OFFICE-BEARERS	17
22.2 SECRETARY	17
22.3 TREASURER	17
22.4 ELIGIBILITY FOR AN OFFICE-BEARING POSITION OR A COMMITTEE POSITION	18
23. ORDINARY MEMBERS OF THE COMMITTEE	18
23.1 ORDINARY MEMBERS	18
24. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS	18
25. VACANCIES	20
26. MEETINGS OF THE COMMITTEE	20
27. NOTICE OF COMMITTEE MEETINGS	20
28. QUORUM FOR COMMITTEE MEETINGS	20

29.	PRESIDING AT COMMITTEE MEETINGS.....	21
30.	PROCEDURE AND ORDER OF BUSINESS	21
31.	VOTING AT COMMITTEE MEETINGS.....	21
32.	VOTING OUT-OF-SESSION	21
33.	CONFLICT OF INTEREST	21
34.	REMOVAL OF A COMMITTEE MEMBER	22
35.	MINUTES OF MEETINGS.....	22
36.	FUNDS.....	22
36.1	FUNDS – SOURCE	22
36.2	FUNDS – MANAGEMENT	22
37.	SEAL	22
38.	NOTICE TO MEMBERS.....	23
39.	WINDING UP	23
40.	CUSTODY AND INSPECTION OF BOOKS AND RECORDS.....	23
41.	INSURANCE.....	23

APPENDIX 1: Member Application Form

APPENDIX 2: Proxy Form for meeting of the association convened under Rule 7(7.2)

APPENDIX 3: Proxy Form

SCHEDULE 1: List of Inaugural Members

SCHEDULE 2: Inaugural Members of the Energy Efficiency Council

RULES FOR THE INCORPORATED ASSOCIATION

1. NAME

- 1) The name of the Incorporated Association is the **Energy Efficiency Council** (in these Rules called "the Association").

2. DEFINITIONS

- 1) In these Rules, unless the contrary intention appears:
 - (a) "**Act**" means the Associations Incorporation Reform Act 2012;
 - (b) "**Approved Person**" means a senior executive who, in the opinion of the Committee, has appropriate standing in the Energy Efficiency industry to serve on the Committee. A Member Representative may be an Approved Person; however, an Approved Person does not necessarily need to be a Member.
 - (c) "**the Association**" means the Energy Efficiency Council.
 - (d) "**Board**" means the committee of management of the Association
 - (e) "**Committee**" means the committee of management of the Association;
 - (f) "**Financial year**" means the year ended on 30th June.
 - (g) "**General Meeting**" means a general meeting of members of the Association.
 - (h) "**Annual General Meeting**" means a meeting of the Association, other than a general meeting, called in accordance with Rule 10.
 - (i) "**Member**" means a person or organisation, admitted to membership of the Association by the Committee, in accordance with the provisions of Rule 4.1.
 - (j) "**Members' Representative**" means person accredited by Member organisations as their representatives in accordance with the provisions of Rule 5.8
 - (k) "**the Regulation**" means the Associations Incorporation Reform Act 2012
 - (l) "**Ordinary member**" means a member of the Committee who is not an office-bearer of the Association, as referred to in Rule 22;
 - (m) "**Secretary**" means:
 - (i) the person holding office under these Rules as Secretary of the Association; or
 - (ii) if no such person holds that office, the Public Officer of the Association;
 - (n) "**Secretariat**" means the employees of the Association. In the absence of employees, the Secretary will undertake any duties outlined for the Secretariat in these rules.
 - (o) "**Skill Based Director**" – means an Approved Person appointed to the Committee.
- 2) In these Rules:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as defined and enforced from time to time.
- 4) The provisions of the Interpretation Act apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

3. STATEMENT OF PURPOSE

The Energy Efficiency Council is the peak body for energy efficiency, demand management and distributed generation. The Council will establish energy efficiency as the pre-eminent measure for carbon mitigation, build the market for energy efficiency products and services, and ensure that energy efficiency is implemented with excellence and accountability. To these ends, the Council will:

- Foster government policies that increase the demand for energy efficiency services and products that deliver national environmental and economic benefits
- Market energy efficiency services and products to the public and private sectors
- Improve the quality, reputation and confidence in energy efficiency services and products
- Adhere to the principals of good governance and accountability in all areas of operation.

4. ALTERATION OF STATEMENT OF PURPOSE AND RULES

The statement of objectives and these Rules may be altered, rescinded or added to only by a special resolution of the Association and in accordance with the Act.

5. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

5.1 MEMBERSHIP QUALIFICATIONS

- 1) An organisation is qualified to be a member of the Association if, but only if:
 - (a) an authorised representative of the organisation has signed a copy of the mission statement and code of ethics of the Association;
 - (b) they have paid the annual subscription payable under these rules; and
 - (c) one of the following applies:
 - (i) the organisation is one of the inaugural members who sought to incorporate this Association in accordance with Rule 5.9; or
 - (ii) the organisation has been nominated for membership and that membership has been approved by the Committee as provided for by Rule 5.

5.2 CATEGORIES OF MEMBERSHIP

For the purposes of achieving the objectives of the Energy Efficiency Council, the membership structure shall be divided into the following categories:

- 1) **Sponsor Member** – Sponsor members have 4 votes in general meetings. Any company can elect to become a Sponsor member by paying the appropriate membership fee in accordance with Rule 5.5.
- 2) **Corporate Member** – Corporate members have 3 votes in general meetings. Any company that applies for membership with the Association in which its supply of energy efficiency products or services generated annual turnover that equalled or exceeded the category threshold as determined by the Committee in the last financial year in accordance with Rule 5.6 must be a Corporate member, unless they elect to apply for Sponsor membership.
- 3) **Associate Member** – Associate members have 2 votes in general meetings. Any company that applies for membership with the Association in which its supply of energy efficiency products or services generated an annual turnover that equalled or exceeded the category threshold as determined by the Committee in the last financial year in accordance with Rule 5.6 must be an Associate member unless they elect to apply for Corporate or Sponsor membership.
- 4) **Network Member** – Network members have 1 vote in general meetings. Any company that applies for membership with the Association in which the supply of energy efficiency products or services generated annual turnover that is less than the category threshold as determined by the Committee in the last financial year in accordance with Rule 5.6 may be a Network member, unless they elect to apply for Associate, Corporate or Sponsor membership.

- 5) **Government Member** – This category of membership is open to any Australasian government agency that supports the mission and objectives of the Association. Government members shall not have voting rights. Government members cannot stand for the seven positions on the committee reserved for Sponsor, Corporate or Associate members' representatives.
- 6) **Education Member** – This category of membership is open to any Australasian university or higher-education establishment that supports the mission and objectives of the Association. Education members shall not have voting rights. Education members cannot stand for the seven positions on the committee reserved for Sponsor, Corporate or Associate members' representatives.
- 7) **NGO member** – This category of membership is open to any Australasian non-government organisation (NGO) that is deemed by the committee to focus largely on public-benefit or industry development outcomes. NGO members shall not have voting rights. NGO members cannot stand for the seven positions on the committee reserved for Sponsor, Corporate or Associate members' representatives.

5.3 ENERGY USER AFFILIATE

- 1) The Committee may elect to register organisations that do not provide substantive energy services or products as an "Energy User Affiliate" of the Association in exchange for an annual fee.
- 2) An Energy User Affiliate is not a member of the Association and does not have membership rights.
- 3) The Committee will determine the manner for approving applications for Energy User Affiliation, cessation of Energy User Affiliation and discipline of Energy User Affiliation.
- 4) An Energy User Affiliate does not have voting rights and cannot stand for the seven positions on the committee reserved for Sponsor, Corporate, Associate or Network members' representatives.
- 5) The Association reserves the right to revoke an organisation's status as an "Energy User Affiliate" at anytime at the discretion of the Committee. Energy users do not have a right of appeal in disciplinary matters.

5.4 APPLICATION FOR MEMBERSHIP

- 1) An application for membership of the Association:
 - (a) must be made in writing in the applicable form set out in Appendix 1 to these Rules; and
 - (b) must be lodged with the secretary or secretariat of the Association.
- 2) As soon as practicable after receiving an application for membership, the secretary or secretariat must refer the application to the Committee, which is to determine whether to approve or to reject the application. The Committee shall aim to make a determination within one Committee meeting, but if further information is required the Committee can deliberate over three Committee meetings.
- 3) The Committee shall establish a clear process and set of criteria for determining whether organisations are appropriate members, based on their alignment with the Energy Efficiency Council's objectives, breach of certain legislation or receiving negative publicity on matters such as environmental damage and delivering poor quality products.
- 4) If the Committee's initial view is that membership should be refused, the Committee may select a panel to review the Committee's decision and provide advice back to the Committee for its final decision.
- 5) If the committee approves an application for membership, the Secretary or secretariat must, as soon as practicable-
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription, or part therefore as provided for in Rule 5.5.
- 6) The Secretary or secretariat must, within 28 days after receipt of the amounts referred to in sub-rule (4.5), enter the applicant's name in the register of members.

- 7) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 8) In the event that the Committee declines to approve the application for membership, any membership fees for that financial year paid in advance by the applicant will be returned or refunded.
- 9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

5.5 ENTRANCE FEES AND SUBSCRIPTIONS

- 1) There shall be no up-front entrance fee payable upon admission to membership of the Association. However, the Committee may set the fees payable for each category of membership that is to be paid by the member upon their acceptance.
- 2) In addition to any amount which may be payable by a member under clause (1), a member of the Association must pay to the Association an annual membership fee as per clause (3) or, if some other amount is determined by the Committee, that other amount:
 - (a) except as provided by paragraphs (b), (c) and (d), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year; or
 - (c) subject to approval by the Committee, a member may pay their annual membership fees in equal instalments before 1 July, 1 October, 1 January and 1 April in each calendar year, or
 - (d) subject to approval by the Committee, if a member becomes a member on or after 1 July in any calendar year and elects to pay their membership fees in equal instalments- in equal instalments on becoming a member and any remaining instalments dates in that calendar year.
- 3) Annual membership fees for a financial year will be determined annually by the Committee.
- 4) If the Committee is not able to agree to a set of membership fees, the membership fees will remain the same as the membership fees levied in the previous financial year.
- 5) Annual membership fees may vary between categories of members or other categories as determined by the Committee of management and approved by members.

5.6 MEMBERSHIP CATEGORY THRESHOLDS

- 1) Annual turnover thresholds for Membership Categories will be determined annually by the Committee.
- 2) If the Committee is not able to agree on the Membership Category turnover thresholds, the thresholds will remain the same as the thresholds agreed the previous year.

5.7 MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 5.5.

5.8 MEMBERS' REPRESENTATIVES

- 1) Each prospective member as specified in Rule 5.2 - upon application for membership shall advise the secretary or secretariat of the name and address of one (1) person accredited by the organisation as its representative and one (1) proxy representative.
- 2) Member organisations shall have the right to recall their representatives at any time and to appoint replacement representatives.
- 3) The replacement of a representative may be either a permanent replacement which shall apply until further advice to the secretary or secretariat as provided in sections 5.81) and 5.82); or may be a temporary replacement for the duration of a specified period during which the regular representative is unable to participate.

- 4) The accreditation of Members' Representatives shall take effect from the time of receipt by the secretary or secretariat of written advice of such accreditation.
- 5) All such accredited representatives shall be deemed to have agreed to be bound by the Memorandum and Articles of Association and by any Rules, regulations or by laws of the Association as from time to time in force.

5.9 INAUGURAL MEMBERS

For the purpose of incorporation, the inaugural members of the Association shall be any person or organisation which notifies the secretary or secretariat prior to 10 February 2009 of its or their wish to become a member of the Association and subsequently completes all requirements for membership prior to 30 June 2009.

A list of inaugural members is attached to these rules as Schedule 2.

5.10 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person or organisation has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates on cessation of membership.

6. REGISTER OF MEMBERS

- 1) The secretary or secretariat of the Association must establish and maintain a register of all members of the Association specifying the date of becoming a member and, in the case of a person, the member's name and address, and in the case of an organisation, its name, registered office or principal place of business and the nominated representative.
- 2) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, on 24 hours' notice, free of charge, by any member of the Association during normal business hours.

7. CESSATION AND RESIGNATION OF MEMBERSHIP

7.1 CESSATION OF MEMBERSHIP

An organisation ceases to be a member of the Association if the member:

- (a) in the case of an organisation, goes into liquidation or is declared insolvent; or
- (b) resigns membership; or
- (c) is expelled from the Association.

7.2 RESIGNATION OF MEMBERSHIP

- 1) A member of the Association, who has paid all moneys due and payable by the member to the Association, may resign from the Association by first giving notice in writing or is deemed to have resigned by the non-payment of membership fees within two (2) months of a notice that such fees are overdue. No refund of fees will be made upon a member's resignation.
- 2) If a member of the Association ceases to be a member under clause (1), and in every other case where a member ceases to hold membership, the secretary or secretariat must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. DISCIPLINE AND RIGHTS OF APPEAL OF MEMBERS

8.1 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 1) A complaint may be made by any member of the Association that some other member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - (b) has persistently refused or neglected to comply with the EEC Code of Conduct; or
 - (c) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 2) On receiving such a complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- 3) Disciplinary Subcommittee
 - (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
 - (b) The members of the Disciplinary Subcommittee—
 - (i) may be Committee members, members of the Association or anyone else; but
 - (ii) must not be biased against, or in favour of, the member concerned.
- 4) For the purposes of giving notice in accordance with sub-rule (2), the Secretary or secretariat must, as soon as practicable, cause to be given to the member a written notice by postal mail or electronic means-
 - (a) setting out the resolution of the Disciplinary Subcommittee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the Disciplinary Subcommittee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the Disciplinary Subcommittee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the Disciplinary Subcommittee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary or secretariat a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 5) At a meeting of the Disciplinary Subcommittee to confirm or revoke a resolution passed under sub-rule (6), the Subcommittee must-
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) give due consideration to any views of independent experts appointed by the Disciplinary Subcommittee to examine the issue
 - (d) determine by resolution whether to confirm or to revoke the resolution.

- 6) On the recommendation of the Disciplinary Subcommittee, the Committee may, by special resolution, expel the member from the Association or suspend the member from membership of the Association for a specified period if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and that expulsion or suspension of the member is warranted.
- 7) If the Committee decides to expel or suspend a member, the secretary or secretariat must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Rule 8.2.
- 8) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 8.24), whichever is the later.

8.2 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 1) A member may appeal to the Association in general meeting against a resolution of the Committee under Rule 7.1 within 7 days after notice of the resolution is served on the member, by lodging with the secretary or secretariat a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under clause (1), the secretary or secretariat must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary or secretariat received the notice.
- 4) At a general meeting of the Association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked
- 5) The member may elect to be legally represented at the meeting, but this will be wholly at the member's own expense, regardless of the ultimate outcome of the appeal process. If, and only if, the member chooses to be legally represented at this meeting, the Association may also seek legal representation, at the Association's expense.
- 6) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

9. DISPUTES AND MEDIATION

- 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.
- 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.
- 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.
- 4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 5) A member of the Association can be a mediator.
- 6) The mediator cannot be a member who is a party to the dispute.
- 7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (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) The mediator must not determine the dispute.
- 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 ANNUAL GENERAL MEETINGS - HOLDING OF

- 1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 2) The Association must hold its first annual general meeting;
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 5 months after the expiration of the first financial year of the Association.
- 3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 30 of the Act.

10.2 ANNUAL GENERAL MEETING - CALLING OF AND BUSINESS AT

- 1) The annual general meeting of the Association is, subject to the Act and to Rule 10.1, to be convened on such date and at such place and time as the Committee thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following;
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and ordinary members of the Committee as required;
 - (d) to receive and consider the statement which is required to be submitted to members under section 30(3) of the Act, which covers such matters, with respect to the relevant financial year, as the income and expenditure, assets and liabilities, mortgages, charges or other securities affecting Association property, and details of any trust of which the Association was trustee.
- 3) An annual general meeting must be specified as such in the notice convening it.
- 4) Members may attend Annual General Meetings of the Association by means of telephone or video conferencing, provided that all members must still be able to fully follow all proceedings and fully contribute to the meeting.

11. SPECIAL GENERAL MEETINGS

- 1) The Committee may, whenever it thinks fit, convene a general meeting of the Association.
- 2) All general meetings other than the annual general meeting are special general meetings.
- 3) The Committee must, on the requisition in writing of a member or members who are entitled to at least 15 per cent of the total voting rights of all members having a right to vote as at the date of the requisition, convene a general meeting of the Association.
- 4) A requisition of members for a general meeting;
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary or secretariat, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 5) If the Committee fails to convene a general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary or secretariat, any one or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.

- 6) A general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.
- 7) General meetings of the Association may be held by means of telephone or video conferencing, provided that all members are able to fully follow proceedings and fully contribute to the meeting.

12. SPECIAL RESOLUTIONS

A resolution of the Association is a special resolution:

- (a) if it is passed at a meeting of the company, being a meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been duly given; and
- (b) it is passed at a meeting referred to in paragraph (a) by a majority of at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person, by electronic means or by proxy at that meeting

13. NOTICE OF GENERAL MEETINGS

- 1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary or secretariat must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members or by email to each member at the member's email address where appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of business proposed to be transacted at the meeting.
- 2) The notice must specify the date, time and place of the meeting and indicate the general nature of each item to be considered at the meeting. This rule does not apply to a disciplinary meeting.
- 3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary or secretariat must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- 4) No business other than that specified in the notice concerning a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 9.2(2).
- 5) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary or secretariat who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

14. QUORUM AT GENERAL MEETINGS

- 1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 2) Five members present in person or by telephone- or video-link (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 3) If within an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place, unless another date, time and place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned.

- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present in person or by telephone- or video-link (being at least 3) is to constitute a quorum.
- 5) For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a body corporate that is a member, shall be deemed to be a member.

15. PRESIDING AT GENERAL MEETINGS

- 1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- 2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

16. ADJOURNMENT OF GENERAL MEETINGS

- 1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present, adjourn the meeting from time to time and place to place.
- 2) No business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 3) If a general meeting is adjourned for 14 days or more, the secretary or secretariat must give written, electronic or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 4) Except as provided in clauses (3), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

17. VOTING AT GENERAL MEETINGS

- 1) On any question arising at a general meeting of the Association Sponsor members have 4 votes, Corporate members have 3 votes, Associate members have 2 votes and Network members have 1 vote. Government, Education and NGO members do not have a vote.
- 2) Votes may be given by a show of hands, telephone roll-call or submission of votes by writing or electronic means.
- 3) All votes must be given personally, by electronic means or by proxy but no member may hold more than 5 proxies.
- 4) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 5) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

18. POLL AT GENERAL MEETINGS

- 1) At a general meeting of the Association a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- 2) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting, as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- 1) A question arising at a general meeting of the Association is to be determined on a show of hands, telephone roll-call or submission of votes by writing or electronic means.
- 2) A declaration by the Chairperson that a resolution has been-
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (v) an entry to that effect in the minute book 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.

20. PROXIES

- 1) Each member is to be entitled to appoint another Representative as proxy by notice given to the secretary or secretariat no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 2) The notice appointing the proxy must be—
 - (a) for a meeting of the Association convened to appeal the disciplining of a member, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

21. COMMITTEE OF MANGEMENT

21.1 POWERS OF THE COMMITTEE

- 1) The affairs of the Association shall be managed by the committee of management.
- 2) The committee may also be referred to as 'The Board'
- 3) The committee—
 - (a) shall control and manage the business and affairs of the Association; 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 of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

21.2 CONSTITUTION AND MEMBERSHIP

- 1) A Member Representative or an Approved Person are the only persons who can be appointed as Directors (**Committee Members**).
- 2) The number of Directors is to be a minimum of 6 and a maximum of 9 of which:
 - (a) 7 will be elected in accordance with Rules 24.1 – 24.4 – Directors.
 - (b) Up to 2 may be Skill Based Directors appointed by the Board in accordance with Rule 24.8.
 - (c) A Treasurer will be elected in accordance with Rules 24.5.
- 3) Subject to Rule 21.2 (1), the Committee is to consist of:
 - (a) The office-bearers of the Association and between 4 and 7 ordinary members, each of whom is to be elected at the annual general meeting of the Association under Rule 24.
 - (b) Up to seven committee members may only be Sponsor, Corporate, Associate or Network Members' Representatives and a Treasurer.

- (c) Treasurer to be elected in Accordance with Rule 24.5.
- (d) Up to two Skill Based Directors shall be appointed by the Board in accordance with Rule 24.8.
- 4) The Committee should include a minimum of two or 20% female Directors - whichever is the lesser prevailing. These may be Skill Based Directors.
- 5) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election, subject to Rule 21.2 (8).
- 6) An individual is only eligible to sit on the Committee for a maximum of ten (10) years in total.
- 7) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Members' Representative or Approved Person to fill the vacancy and the Members' Representative or Approved Person so appointed is to hold office, subject to these rules, until the expiration of the term of the Director vacating that position.
- 8) The Board composition outlined above will become effective from the 2019 AGM.
- 9) To limit Board turnover to 50% of elected Board members annually, a process shall be put in place whereby:
 - (a) All Board positions will be deemed vacant at the 2019 AGM.
 - (b) At the 2019 AGM-
 - (i) The 50% of elected directors with the highest number of votes will hold term for 2 years.
 - (ii) The remaining 50% will hold term for one year, with the right to re-stand in accordance with Rule 21.2

21.3 DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Members' Representatives of member or members of the Association as the Committee thinks fit and appointing a chair to the committee as it sees fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation, with the proviso that the sub-committee cannot at any time bind the Committee and the various sub-committees' roles at any time are to undertake the specific tasks as set out in the delegation from the Committee and to report back to the Committee, which then can choose whether or not to implement or adopt the sub-committee's recommendations in part or in full.
- 3) A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this Rule, the Committee may continue to exercise any function delegated.

Subject to Rule 21.3 (2) above, any act or thing done by a sub-committee acting within the exercise of a specific delegation under this Rule which empowers the sub-committee to do certain things or take certain steps in accordance with the delegation has the same force and effect as it would have if it had been done by the Committee.

- 5) The Committee may, by instrument on writing, revoke wholly or in part any delegation under this Rule.
- 6) A sub-committee may meet and adjourn as it thinks proper.
- 7) A sub-committee must keep full records of its proceedings and report back to the Committee regularly, or as the Committee may specifically require.
- 8) At least fifty per cent of the members of the sub-committee are required to constitute a quorum for the transaction of the business of a meeting of the sub-committee.

21.4 APPOINTMENT OF ALTERNATE MEMBERS

- 1) An elected Member of the Committee may appoint an alternate to exercise some or all of the appointing members' functions and powers, with the approval of the Committee, for a specified period of time.
- 2) The Committee cannot unreasonably withhold approval for the appointment of an alternate. However, if the appointer seeks to appoint an alternate who is not a Members' Representative of a member of the Association or an Approved Person, it is reasonable for the Committee to refuse consent.
- 3) An alternate may not be an existing Member of the Committee.
- 4) The alternate Member is an agent of the appointing Member for the purpose of meetings of the Committee.
- 5) If the appointing Member requests the Committee to give the alternate notice of Committee meetings, the Committee must do so.
- 6) The appointing Member may terminate the alternate's appointment at any time.
- 7) An appointment or termination must be electronically or in writing, a copy of which must be given to the Committee.
- 8) The Committee will notify all relevant authorities of the appointment or termination of an alternate.

22. OFFICE HOLDERS

22.1 OFFICE-BEARERS

- 1) The office-bearers of the Association are to be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.
- 2) Each officer of the Association shall hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- 3) In the event of a casual vacancy occurring in any office referred to in sub-rule (1), the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

22.2 SECRETARY

- 1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 2) The Secretary shall register as soon as is practical with the Consumer Affairs Victoria and the Australian Securities and Investment Commission as Public Officer of the Association.
- 3) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee;
 - (b) names of members of the Committee present at a Committee meeting or a general meeting; and;
 - (c) all proceedings at Committee meetings and general meetings.
- 4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

22.3 TREASURER

- 1) It is the duty of the Treasurer of the Association to ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association
- 2) The Treasurer must be a Certified Practising Accountant or equivalent.

22.4 ELIGIBILITY FOR AN OFFICE-BEARING POSITION OR A COMMITTEE POSITION

- 1) At least two (2) of the office-bearer posts must be filled by Sponsor, Corporate, Associate or Network Members' Representatives.
- 2) Candidates for the seven committee positions reserved for Sponsor, Corporate, Associate or Network members must be a Sponsor, Corporate, Associate or Network Member's Representative as defined in Rules 5.2 and 5.8.
- 3) A maximum of three (3) members with an annual turnover of over \$250 million per annum from large scale energy generation, retail or transmission may sit on the board.
- 4) Each member may only have one representative on the Committee at any one time.

23. ORDINARY MEMBERS OF THE COMMITTEE

23.1 ORDINARY MEMBERS

- 1) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- 2) An individual is only eligible to sit on the Committee for a maximum of ten (10) years in total.
- 3) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

24. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

- 1) Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:
 - (a) must be made in writing (hardcopy, electronic document or email)
 - (b) must be accompanied by endorsements from two members of the Association or three members in the case of non-members that are standing for election. Endorsements must be made in writing (hardcopy, electronic document or email)
 - (c) must include written consent from the candidate and the candidate's Member organisation
 - (d) must identify whether the candidate is applying for the position of Treasurer, or one of the seven positions reserved for Sponsor, Corporate, Associate and Network members.
 - (e) must identify if the candidate represents a sector.
 - (f) must be delivered to the secretary or secretariat of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) During a ballot, voting members will be asked to nominate one or more preferred candidates for the committee. Each voting member will be allowed to nominate the same number of candidates for a committee position.
 - (a) Each Sponsor member nomination for a candidate is counted as four (4) votes for that candidate.
 - (b) Each Corporate member nomination for a candidate is counted as three (3) votes for that candidate.
 - (c) Each Associate member nomination for a candidate is counted as two (2) votes for that candidate.
 - (d) Each Network member nomination for a candidate is counted as one (1) vote for that candidate.
- 3) During a ballot, if two or more candidates receive the same number of votes, a rebalot will be held for that position (and no other position) between the members with the most votes. In the event that these members again receive the same number of votes, both candidates will be elected.
- 4) The election for the seven committee positions reserved for Sponsor, Corporate, Associate and Network members will involve the following procedure:

- (a) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (b) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (c) If the number of nominations received equals the number of vacancies on the committee, the candidates nominated are taken to be elected.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (e) The ballot system shall be structured to encourage the election of individuals with expertise in three sectors on the board:
 - (i) Commercial building energy efficiency retrofits; and
 - (ii) Industrial energy efficiency; and
 - (iii) Residential
- (f) The ballot system shall be structured to encourage the election of at least one Associate Member's representative
- (g) During a ballot;
 - (i) The four candidates with the most votes are elected
 - (ii) If the four elected directors represent all three "sectors" (residential, industrial efficiency and commercial building efficiency), or no candidates stood for the sectors that are not represented in the four elected directors, the fifth and six director positions will be allocated to the candidates that had the fifth and sixth largest number of votes.
 - (iii) If the four elected directors do not represent all three sectors, and there are candidates from the sectors that are not represented, the candidate from a "sector" that has not been elected with the most votes would be appointed as the fifth director.
 - (iv) If the five elected directors represent all three sectors, the sixth director position will be allocated to the candidate that had the sixth largest number of votes.
 - (v) If the five elected directors do not represent all three sectors, or no candidates stood for the sectors that are not represented in the five elected directors, the candidate from the sector that has not been elected with the most votes would be appointed as the sixth director.
 - (vi) If the six elected directors include an Associate member's representative, or no Associate member's representative stood for election, the seventh director position will be allocated to the candidate that came seventh.
 - (vii) If the six elected directors do not include an Associate member's representative, and an Associate member's representative stood for election, the Associate member's representative with the most votes would be appointed as the seventh director.
- 5) The election for Treasurer will involve the following procedure:
 - (a) The Treasurer will be elected by the members.
 - (b) The skill set of the Treasurer will be determined by the Committee, however the Treasurer will have a CA or CPA equivalent qualification.
 - (c) If insufficient nominations are received to fill any vacancy, the new Committee will appoint a suitable representative as soon as possible.
 - (d) If one nomination is received, the candidate nominated is taken to be elected.
 - (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. The candidate receiving the most votes is elected to the position.
- 6) If there are no women on the committee following an election in accordance with Rules 23.5 and 23.6, the committee will appoint two (2) women to the board to meet this requirement as soon as practicable.

- 7) The committee will elect the President, Vice-president and Secretary at its first committee meeting following the Annual General Meeting, by a simple majority vote.
- 8) Up to 2 Directors may be Approved Persons and are referred to as Skill Based Directors.
 - (a) These Directors must be appointed by the Committee.
 - (b) The skill set required is to be determined by the Committee based on organisational needs.
 - (c) The term of office of a Skill Based Director will one (1) year.
 - (d) A casual vacancy is created if a Skill Based Director resigns or otherwise ceases to be a Director prior to the completion of the Director's term.
 - (e) The Board may elect to fill such a casual vacancy in accordance with Rules 23(1)3 and 25.

25. VACANCIES

For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) being a natural person, dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes bankrupt or an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns office by notice in writing given to the secretary or secretariat; or
- (e) is removed from office under Rule 3.8; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

26. MEETINGS OF THE COMMITTEE

- 1) The Committee must meet at least 3 times in each period of 12 months. The Committee must meet at such place and time as the Committee may determine, and/ or the Committee may meet by means of telephone or video conferencing, provided that all Committee members must still be able to fully follow all proceedings and fully contribute to the meeting.
- 2) Additional meetings of the Committee may be convened by the president or by any member of the Committee.

27. NOTICE OF COMMITTEE MEETINGS

- 1) Written notice of a meeting of the Committee must be given by the secretary or secretariat to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting, and this notice may be given by email, by facsimile transmission, or by such other means as agreed upon by the members of the Committee.
- 2) Notice of a meeting given under clause (1) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

28. QUORUM FOR COMMITTEE MEETINGS

- 1) Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 2) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

29. PRESIDING AT COMMITTEE MEETINGS

- 1) At a meeting of the Committee:
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

30. PROCEDURE AND ORDER OF BUSINESS

- 1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 2) The order of business will generally be set by an agenda circulated before the meeting, but may be set or altered by the Committee members present at the meeting.

31. VOTING AT COMMITTEE MEETINGS

- 1) Issues arising at a meeting of the Committee or of any committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- 2) Voting at a meeting of the committee or any sub-committee shall be determined on a show of hands, a roll-call in a teleconference or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 3) Each Members' Representative present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote only.
- 4) In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 5) Subject to Rule 28.1), the Committee may act despite any vacancy on the Committee.
- 6) All votes shall be given personally or by proxy, and may be given in person, by telephone, videoconference or approved electronic means.
- 7) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

32. VOTING OUT-OF-SESSION

- 1) The Committee may vote on matters 'out-of-session' using telephone, videoconferencing, written communications or electronic means.
- 2) Written notice of an 'out of session' vote by the Committee must be given by the secretary or secretariat to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for vote. This notice may be given by email, by facsimile transmission, or by such other means as agreed upon by the members of the Committee.
- 3) The Committee will develop a method for voting 'out-of-session' during a committee meeting.

33. CONFLICT OF INTEREST

- 1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- 3) Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter. This rule does not apply to a material personal interest –

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

34. REMOVAL OF A COMMITTEE MEMBER

- 1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary, secretariat or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 3) The Secretary, secretariat or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

35. MINUTES OF MEETINGS

The Secretary or secretariat of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

36. FUNDS

36.1 FUNDS – SOURCE

- 1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 3) The Association must, as soon as practicable after receiving any money issue an appropriate receipt.

36.2 FUNDS – MANAGEMENT

- 1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objectives of the Association in such manner as the Committee determines.
- 2) The assets and income of the Energy Efficiency Council shall be applied solely in furtherance of the objectives of the Association and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation
- 3) The Committee shall delegate to appropriate EEC employee's responsibility for receiving funds, depositing into EEC bank accounts, authorise expenditure and sign cheques. All cheques, drafts, bills of exchange promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

37. SEAL

- 1) The common seal of the Association must be kept in the custody of the secretary or secretariat.
- 2) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and 1 member of the secretariat.

38. NOTICE TO MEMBERS

- 1) For the purpose of these Rules a notice may be served by or on behalf of the Association on any member either personally to the Member's Representative or by sending it by post to the member at the member's address shown in the register of members or by sending it by email to each member at the member's email address where appearing in the register of members.
- 2) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these Rules to have been served on the person at the time at which the letter should have been delivered in the ordinary course of post.
- 3) If a document is sent to a person by email, attaching the document, sent to that person's email address as notified to the sender by that person, the document is, unless the contrary is proved, taken for the purposes of these Rules to have been served on the person at the time at which the sender receives confirmation from its internet service provider that the email was sent to that person's email address.

39. WINDING UP

- 1) 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.
- 2) In the event of the Energy Efficiency Council being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

40. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 1) Except as otherwise provided by these Rules, the Secretary or secretariat must keep in his or her custody or under his or her control all books, documents and securities relating to the Association.
- 2) The Rules of Association, register of members, the minutes of general meetings and the annual accounts of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour. A copy of the Rules of Association and minutes of general meetings may be provided on request.
- 3) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

41. INSURANCE

- 1) The Association must effect and maintain insurance.

APPENDIX 1

APPLICATION FOR MEMBERSHIP

_____, of
 (full name of applicant, Trading name if business)

 (address)

 (ACN)

 (ABN)

hereby apply to become a

- | | |
|---|--|
| <input type="checkbox"/> Sponsor Member | <input type="checkbox"/> Government Member (Commonwealth, NSW, VIC, QLD) |
| <input type="checkbox"/> Corporate Member | <input type="checkbox"/> Government member (Local Government, other State and Territory) |
| <input type="checkbox"/> Associate Member | <input type="checkbox"/> Education Member (Partner) |
| <input type="checkbox"/> Network Member | <input type="checkbox"/> Education Member |
| <input type="checkbox"/> NGO Member | |

of the **Energy Efficiency Council Inc.** In the event of our admission as a member, we agree to be bound by the Rules of the Association of the time being in force.

 (Full name)

is appointed as our **Member Representative**, in the event of our admission as a member, and by his/her signature also agrees to be bound by the Rules of the Association of the time being in force.

 (member's representative's signature)

 (date)

 (authorised signature of applicant)

 (full name and title)

 (date)

Note: Provisional membership will be conferred until membership fees have been paid in full and processed.

CODE OF ETHICS

- 1 Members shall ensure that their activities, actions and public statements are consistent with the mission and goals of the Association.
- 2 Members shall support the principles of ecologically sustainable development, energy efficiency, the appropriate use of renewable energy sources, conservation of non-renewable energy resources, and the reduction of greenhouse gas emissions.
- 3 Members shall act so as to uphold and enhance the honour, integrity and dignity of the Association by associating exclusively with enterprises of unquestionable character, by soliciting work and advertising and promoting their services and products with dignity and truth, avoiding any potentially misleading statements or omissions.
- 4 Members shall inform their clients or employers if circumstances arise in which their judgement or the independence of their service may be questioned by reason of business connections, personal relationships, interests or affiliations.
- 5 Members shall continue their professional development throughout their careers and shall actively assist and encourage all other members to advance their knowledge and experience.

Declaration by Member

I understand that my membership of the Energy Efficiency Council is dependent upon my agreeing to the above Code of Ethics

Signed:

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7(7.2)**

I,.....
(name)

of
(address)

being a member of the Energy Efficiency Council,

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of the Energy Efficiency Council, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), to be held on-

.....
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 7(1)).

.....
Signed
Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of Energy Efficiency Council,

appoint
(name of proxy holder)

of
(address of proxy holder)

being a member of the Energy Efficiency Council, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution (insert details of resolution).

.....
Signed
Date

* Delete if not applicable

NOTES

SCHEDULE 1

**PREPARATION OF FINANCIAL STATEMENTS BY PRESCRIBED
ASSOCIATIONS--AUSTRALIAN ACCOUNTING STANDARDS**

Australian Accounting Standard Number	Name of Australian Accounting Standard	Issued
AASB 1018 (replaces AAS 1)	Statement of Financial Performance	June 2002
AAS 4	Depreciation	August 1997
AAS 5	Materiality	September 1995
AAS 6	Accounting Policies	March 1999
AAS 8	Events Occurring After Reporting Date	October 1997
AAS 15	Revenue	June 1998
AAS 17	Leases	October 1998
AAS 28	Statement of Cash Flows	October 1997
AAS 36	Statement of Financial Position	October 1999
AASB 1041 (replaces AAS 38)	Revaluation of Non-Current Assets	July 2001

SCHEDULE 2

INAUGURAL MEMBERS OF THE ENERGY EFFICIENCY COUNCIL

Barringer Leather Lawyers
Dynalite
Energetics
Energex
ECS Australia
Energy Decisions Pty Ltd
Honeywell Limited
Johnson Controls Australia Pty Ltd
Robert Turner Consulting
Siemens Ltd
Steensenvarming
Szencorp