



RULES

Revised 27/09/2022

**Citizens Own Renewable Energy Network
Australia Incorporated**

ABN: 92 929 665 880

Postal address: 98 Alexandra Avenue, Toorak Gardens SA 5065

1.	1. Name	
	2. Definitions	3
	3. Objects of the Association	3
	4. Powers of the Association	
	5. Financial Management	4
	5.1 The association will establish and maintain a public fund.	4
	5.2. Requirements of the Public Fund	4
	5.3 Ministerial Rules	5
	5.4 Not-for-Profit	5
	5.5 Conduit Policy	5
	5.6 Winding-up and application of public funds	5
	5.7 Statistical Information	5
	5.8 Receipts for gifts to the public fund	5
	6. Membership	5
	6.1 Subscriptions	6
	6.2 Resignations	6
	6.3 Expulsion of a member	6
	6.4 Register of members	6
	7. The Committee	7
	7.1 Powers and duties	7
	7.2 Appointment	7
	7.3 Proceedings of the Management Committee	8
	7.4 Conflict of Interest	8
	7.5 Disqualification of Management Committee members	8
	8. General Meetings	8
	8.1 Annual General Meetings	8
	8.2 Elections to the Management Committee	8
	8.3 Special general meeting	9
	8.4 Notice of general meetings	9
	8.5 Proceedings at general meetings	10
	8.6 Voting at general meetings	10
	8.7 Poll at general meetings	10
	8.8 Special and ordinary resolutions	10
	8.9 Proxies	10
	8.10 Minutes	10
	9. Dispute resolution	11
	10. Financial management and reporting	11

10.1 Financial year	11
10.2 Accounts to be kept	11
10.3 Accounts and reports to be laid before members	11
10.4 Annual returns	11
10.5 Appointment of Auditor	11
10.6 Winding up	12
11. Miscellaneous	<u>12</u>
11.1 Association not to be Liable	12
11.2 Amendments to Rules	<u>12</u>

1. Name

The name of the incorporated association is Citizens Own Renewable Energy Network Australia Incorporated referred to herein as 'the Association'.

2. Definitions

- i) 'committee' means the committee of management of the Association
- ii) 'general meeting' means a general meeting of members of the Association convened in accordance with these rules
- iii) 'member' means a member of the Association
- iv) 'the Act' means the Associations Incorporation Act 1985
- v) 'special resolution' means a special resolution defined in the Act
- vi) 'month' shall mean a calendar month.

3. Objects of the Association

Recognising that:

- anthropogenic climate change is projected to have major negative impacts on the natural environment of Australia and the rest of the world,
- emission of greenhouse gases is the principal driver of anthropogenic climate change, and
- one significant source of greenhouse gas emissions is the use of fossil fuels to generate electricity,

the Association is established to be a charity with the purpose of enhancing and protecting the natural environment of Australia. As part of its purpose, the Association aims to reduce the impacts of climate change on Australia's natural environment through the reduction of greenhouse gas emissions associated with fossil fuel energy use, and through drawing carbon dioxide from the atmosphere. The meaning of the term 'natural environment' is as defined in the Income Tax Assessment Act 1997.

The Association achieves its principle purpose through the following:

- i) reducing the impacts of energy use on climate change by whatever means practicable, including but not limited to renewable electricity generation and drawdown of greenhouse gases from the atmosphere,
- ii) maintaining an ongoing mechanism to enable donors to collectively fund the measures indicated in Clause 3 (i) in circumstances where such projects would otherwise be unlikely to proceed,
- iii) providing donated funds to entities, including but not limited to non-profit community organisations and social enterprises, to enable them to undertake projects to achieve the objectives indicated in Clause 3 (i). The funds provided would generally be loans, the recipients repaying the loans progressively, thus enabling the funding of further greenhouse gas emissions reduction projects. Funds may also be made available by other means such as grants or by CORENA having whole or part ownership of a project,
- iv) empowering donors concerned about the environmental impacts of climate change by giving them a way to contribute to tangible and effective reductions in greenhouse gas emissions,

- v) ensuring donated funds are used effectively and transparently,
- vi) establishing and maintaining a public fund to be called the Citizens Own Renewable Energy Network Australia Fund for the specific purpose of supporting the environmental objects/purposes of Citizens Own Renewable Energy Network Australia Incorporated. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its account. The Fund must not receive any money or property into this account other than for this purpose, and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997,
- vii) other such activities as agreed by the committee of management of the Association in order to meet the Objectives of the Association.
- viii) The Association shall be a non-profit organisation.

4. Powers of the Association

The powers of the Association shall be the powers contained in s25 of the Act and all other such lawful acts necessary to further the Objects of the Association, and all powers shall only be exercised in furtherance of the Objects of the Association.

5. Establishment and operation of “public fund”

5.1 The association will establish and maintain a public fund.

- i) The public fund will be named ‘Citizens Own Renewable Energy Network Australia Fund’.
- ii) The objective of the fund is to support the environmental purposes of Citizens Own Renewable Energy Network Australia.
- iii) The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.
- iv) Members of the public or any legal entity are to be invited to make gifts of money or property to the fund for the environmental purposes of the Association.
- v) Money from interest on donations, income derived from donated property, repayments of loans made to loan recipients and money from the realisation of such property is to be deposited into the fund. The release of monies from the public fund account and the management and sale of public fund assets must be authorised by the fund’s management committee.
- vi) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- vii) The fund will be operated on a not-for-profit basis.

5.2. Requirements of the Public Fund

- i) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the Association. A majority of the members of the committee are required to be ‘responsible persons’ as defined by the Guidelines to the Register of Environmental Organisations.
- ii) Members of the Public Fund Committee must be permanently located in Australia. Signatories to the public fund account must be members of the Public Fund Committee, or of the Management Committee, or such members of staff as are designated by the Management Committee.

- iii) Donations will be deposited into the public fund listed on the Register of Environmental Organisations. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- iv) The Department responsible for the administration of the Register of Environmental Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- v) The Association must inform the Department responsible for the environment as soon as possible if:
 - it changes its name or the name of its public fund; or
 - there is a change to the membership of the management committee of its public fund; or
 - there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisation.

5.3 Ministerial Rules

The Association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

5.4 Not-for-Profit

The income and property of the Association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members, directors, or trustees of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

5.5 Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the organisation and not be influenced by the preference of the donor.

5.6 Winding-up and application of surplus assets

- i) If upon the winding-up or dissolution of the public fund listed on the Register of Environmental Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members.
- ii) Such fund, authority or institution is to be eligible for tax deductibility of donations under Subdivision 30-BA, section 30-100 of the Income Tax Assessment Act 1997 and listed on the Register of Environmental Organisations maintained under the Act.
- iii) Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

5.7 Statistical Information

Statistical information requested by the Department responsible for the environment on donations to the Public Fund will be provided within four months of the end of the financial year.

An audited financial statement for the Association and its public fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of public fund monies and the management of public fund assets.

5.8 Receipts for gifts to the public fund

Receipts must state:

- the name of the public fund;
- the Australian Business Number of the Association;
- the fact that the receipt is for a gift to a public fund, and,
- any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

6. Membership

6.1 Membership types, application, acceptance

- i) Ordinary Membership of the Association shall be open to any person, family, or concession holder that supports the objectives of the Association, undertakes to be bound by its rules and constitution, and agrees to pay the prescribed annual membership fee.
- ii) Concessional membership shall be open to any single person who cannot afford ordinary membership, including pensioners, students and unemployed people. Concessional members are the same as ordinary members except that a reduced annual membership fee will apply.
- iii) The application for membership shall be made in writing, generally electronically.
- iv) Upon the acceptance of the application by the Management Committee and upon payment of the first annual subscription, the applicant shall be a member of the Association.

6.2 Subscriptions

- i) The initial subscription fees for annual ordinary membership and annual concessional membership shall be determined by the Management Committee.
- ii) The subscription fees shall be payable annually at a time that the Management Committee determines.
- iii) The subsequent fee shall be any such sum as the members shall determine from time to time at the annual general meeting.

6.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association.

6.4 Expulsion of a member

- i) Subject to giving a member an opportunity to be heard or to make a written submission, the Management Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- ii) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Management Committee at which the matter will be determined.

- iii) The determination of the Management Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 6.3v) below), cease to be a member 14 days after the Management Committee has communicated its determination to the member.
- iv) It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the Management Committee has been communicated to the member.
- v) In the event of an appeal under 6.3iv) above, the appellant's membership of the Association shall not be terminated unless the determination of the Management Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Management Committee is upheld.

6.5 Register of members

A register of members must be kept and contain:

- the name and address, and if available, email address of each member
- the date on which each member was admitted to the Association, and
- the date of and reason(s) for termination of membership.

7. The Management Committee

7.1 Powers and duties

- i) The affairs of the Association shall be managed and controlled by the Management Committee 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.
- ii) The Management Committee has the management and control of the funds and other property of the Association.
- iii) The Management Committee has the authority under Clause 4, to enter into contracts.
- iv) The Management Committee 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.
- v) The Management Committee shall appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer are to be lodged within one month after the change (Form 10) with Consumer and Business Services, Associations and Cooperatives Branch, Level 3, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.
- vi) The Management Committee shall appoint sub-committees as it considers necessary.

7.2 Appointment

- i) The Management Committee shall be composed of a Chairperson, Deputy Chairperson, Secretary, Treasurer and up to six Committee members
- ii) A Management Committee member shall be a natural person and an Australian Citizen.

- iii) The first Management Committee of the Association shall be appointed from the promoters of the Association, or be composed of such persons as hold office prior to incorporation. The first Management Committee shall hold office until the first annual general meeting after incorporation.
- iv) The Management Committee should seek to maintain amongst its membership relevant skills and experience covering at least the following knowledge areas;
 - Financial/accounting
 - Marketing – including journalism, information technology, community and donor networking
 - Records management including registration of members
 - Secretarial and administration
- v) At the second AGM, one half of all Management Committee positions shall be subject to re-election for a one year term and one half for a two year term. Thereafter at each AGM, the retiring Committee positions will be subject to re-election for a two year term.
- vi) The Management Committee may appoint a person to fill a Committee vacancy and that person shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Management Committee without nomination.

7.3 Proceedings of the Management Committee

- i) The Management Committee shall meet together for the dispatch of business at least quarterly, Committee members who cannot be present in person being considered to be present if they participate in discussion and vote via electronic means, e.g. by Internet or phone linkages.
- ii) Questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and in the event of equality of votes, the motion fails.
- iii) A quorum for a meeting of the Management Committee shall be one half of the members of the Committee.

7.4 Conflict of Interest

A member of the Management Committee having a direct or indirect pecuniary interest in a contract or proposed contract or service with the Association must disclose the nature and extent of that interest to the Management Committee as required by the Act, and shall absent themselves from Management Committee meetings for relevant agenda items, unless they are requested by the Management Committee to make a statement on the matter before absenting themselves. In any case, that member shall not vote with respect to that contract or proposed contract nor remain present when other members of the Management Committee deliberate on the matter at its meetings.

7.5 Disqualification of Management Committee members

The office of a Management Committee member shall become vacant if he or she is:

- disqualified from being a Committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than two meetings in a financial year
- no longer the duly appointed representative of a corporate member.

8. General Meetings

8.1 Annual General Meetings

- i) The Management Committee shall call an annual general meeting (AGM) in accordance with the Act and these rules.
- ii) 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.
- iii) The order of the business at the meeting shall be:
 - the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - the consideration of the Management Committee's report
 - the consideration of the accounts and financial reports of the Management Committee and the auditor's report.
 - the election of Management Committee members
 - the appointment of auditors
 - any other business requiring consideration by the association in a general meeting.

8.2 Elections to the Management Committee

- i) All members who are natural persons are eligible to be elected to the Management Committee.
- ii) The Management Committee will notify all members of the next AGM eight weeks prior to the AGM date. The AGM notice will include; details of retiring committee members, committee vacancies, a committee nomination form and the nomination timetable.
- iii) Management Committee nominees will be required to complete a nomination form signed by the nominee and a proposer. A proposer must be a member and a natural person.
- iv) Management Committee nominees will be requested to submit a personal statement about themselves with their contact details.
- v) Management Committee nominations and statements must be submitted to the Management Committee four weeks prior to the AGM. Following receipt of nominations and personal statements the Committee will vote on the suitability of candidates and only those receiving majority support shall be presented to members for voting at the AGM. The personal statements of candidates receiving majority support of the Management Committee will be forwarded electronically to all members three weeks prior to the AGM.
- vi) The Management Committee will facilitate electronic communication between candidates and the membership.
- vii) The Management Committee will facilitate membership voting by proxy for all candidates.

8.3 Special general meeting

- i) The Management Committee may call a special general meeting of the Association at any time.
- ii) Upon a requisition in writing of not less than 5% of the total number of members of the Association, the Management Committee shall, within one month of the receipt of

the requisition, convene a special general meeting for the purpose specified in the requisition.

- iii) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- iv) If a special general meeting is not convened within one month, as required by 8.3ii) above, 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 management Committee, and for this purpose the management Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.4 Notice of general meetings

- i) Subject to 8.3 ii), 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.
- ii) 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.
- iii) A notice may be given by the Association to any member by serving the member with the notice personally, or by email to the address appearing in the register of members. (See rule 6.4.)
- iv) The service is deemed to be effected if there is an electronic record that the message was sent.

8.5 Proceedings at general meetings

- i) Eight members present personally shall constitute a quorum for the transaction of business at any general meeting.
- ii) 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.
- iii) The chairperson shall preside as chairperson at a general meeting of the Association or a member of the Management Committee elected in their absence.
- iv) If the chairperson 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 Management Committee member or one of their own number to be the chairperson of that meeting.

8.6 Voting at general meetings

- i) Subject to these rules, every member of the Association has only one vote at a meeting of the Association
- ii) 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 and, where directive votes are allowed, by including those votes, and where proxies are allowed, by proxy, at that meeting. A special resolution (see clause 8.8) is

determined to be carried if three quarters of those voting in person at the meeting, where allowed, by directive vote, and by proxy, are in favour of the resolution.

- iii) 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.

8.7 Poll at general meetings

- i) 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.
- ii) 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.

8.8 Special and ordinary resolutions

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

8.9 Proxies

- i) 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. The proxy form at Schedule 2 shall indicate whether the proxy is for assent or not to specified resolutions or a general proxy to be used at the holder's discretion.
- ii) Proxy appointments must be recorded in the minutes.

8.10 Minutes

- i) Proper minutes of all proceedings of general meetings of the Association and of meetings of the Management Committee shall be entered within one month after the relevant meeting in minute records kept for the purpose.
- ii) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Management Committee at a subsequent meeting.
- iii) 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.
- iv) 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 were duly held, and that all appointments made at a meeting were valid.

9. Dispute resolution

- i) The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 - a member and another member
 - a member and the Association
- ii) 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.

- iii) 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.
- iv) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

10. Financial management and reporting

10.1 Financial year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 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.

10.3 Accounts and reports to be laid before members

The accounts, together with the auditor's report on the accounts and the Management Committee's financial statement shall be sent electronically to members at least 3 weeks prior to the annual general meeting.

10.4 Annual returns

If the gross receipts of the Association equal or exceed \$500,000 in the previous year, the Association shall lodge an annual return with Consumer and Business Services 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 Management Committee 's financial statement and report as required in section 36(1) of the Act.

10.5 Appointment of Auditor

- i) At each annual general meeting, the members shall appoint a person to be auditor of the Association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- ii) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- iii) If an appointment is not made at an annual general meeting, the Management Committee shall appoint an auditor for the current financial year.

10.6 Winding up

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

11. Miscellaneous

11.1 Association not to be Liable

No member of the Association shall hold the Association or any person acting on its behalf liable as a result of any claim in respect of negligence or other failure to take due care, arising from the planning or conduct of any event.

11.2 Amendments to Rules

- i) These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescision or replacement by substitute rules.

- ii) The alteration shall be registered with Business and Consumer Services, as required by the Act.
- iii) 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 of the provisions thereof.
- iv) The Act provides that an alteration to a rule may be made by special resolution of the Association unless other provision is made in the rules.
- v) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services.

Schedule 1. Committee Nomination Form

Citizens Own Renewable Energy Network Australia Inc. Committee Nomination Form

I hereby nominate _____

for the position* of _____

on the 20__ [year] Citizens Own Renewable Energy Network Australia Inc. Committee.

(Name) _____

(Signature) _____

I second the nomination

(Name) _____

(Signature) _____

I accept the nomination

(Name) _____

(Signature) _____

Print and fill out. Forms can be submitted any time up to 6 weeks prior to the AGM.

**Positions: Chairperson, Vice-Chairperson, Secretary, Treasurer, General Members*

Schedule 2. Proxy Appointment Forms

General proxy form:

I, the undersigned member of Citizens Own Renewable Energy Network Australia Inc. do hereby appoint _____ [name of another member] to vote on my behalf at the general meeting / annual general meeting to be held at _____ on _____ [date and time] _____ or any adjournment thereof, with all the powers which I would possess if personally present.

(Signature) _____

Proxy form for assent or not to specified resolutions:

I, the undersigned member of Citizens Own Renewable Energy Network Australia Inc. do hereby appoint _____ [name of another member] to vote on my behalf at the general meeting / annual general meeting to be held at _____ on _____ [date and time] _____ or any adjournment thereof, with only the powers to vote assent or not to the specified resolutions below:

Resolution 1: _____

Resolution 2: _____

(Signature)_____