

CLEANA S - Clean Energy Association of Newcastle and Surrounds

Terms of Reference

29/01/13

Note: These Terms of Reference set out the CLEANaS modifications to the Model Constitution as supplied by NSW Fair Trading relevant under the Associations Incorporation Act 2009.

1. Background to the Organisation

CLEANA S has been established as a not-for-profit incorporated association. This document sets out the rules of the group including objectives, membership, and operational protocols.

CLEANA S aims to drive the uptake of renewable energy generation technologies in Newcastle and surrounds. We aim to do this through developing projects to provide sustainable investment opportunities for the businesses and individuals and by running events and initiatives to educate members about the opportunities that exist in investing in clean energy.

2. CLEANaS Vision, Values

We have identified a set of values that our group are passionate about and a vision that we are committed to working towards.

1. Our Vision for CLEANaS

Our vision is to drive the uptake of clean energy generation technologies in Newcastle and surrounding areas in both the commercial and residential sectors. We will do this through;

- the establishment of community owned cooperatives financing renewable energy solutions for direct electricity supply to local organisations and businesses,
- facilitating the uptake of domestic renewable energy through education, bulk buy schemes and linking reputable suppliers with CLEANaS members,
- working with industry, all levels of government, policy makers and community groups to identify ways to build capacity and develop opportunities in the local renewable energy sector.

2. What CLEANaS members value

CLEANA S members value:

- investing in clean energy generation, to reduce bills for energy users and at the same time producing a financial return for the community and our members,
- connecting with other members through collaborative projects and events,
- local business growth and development through strengthening industries that can deliver local jobs and economic prosperity to the region,
- sustainable development to maintain the amenity of life with minimal impact on the

environment.

3. Membership of CLEANaS

1. Eligibility for Membership

Membership of the group is open to all individuals interested in promoting and participating in clean energy within the Newcastle and surrounding areas. Through a range of community engagement activities, individuals will be asked to either be part of the Steering Committee, the Executive, or participate in CLEANaS projects.

The group will strive to ensure that membership is representative of the region's community structure and profile (in relation to age, gender, cultural background, socioeconomic status, precinct etc) as much as possible.

All members will agree to abide by the rules of the group, as set out in this document.

2. Group Membership and Annual Fee

Individuals become a member of the group by completing a membership form and paying an annual fee of \$20 for an individual.

It is a requirement to be a member to be able to invest in CLEANaS projects or to receive member benefits.

4. CLEANaS Steering Committee

The group will be governed by the CLEANaS Steering Committee.

1. Responsibilities of the Steering Committee

The Steering Committee will be responsible for:

- appointing the executive staff;
- reviewing the group's activities;
- supporting the executive and members in operational activities;
- signing off on the administration for the group, including reviewing the financial accounting and record keeping;
- ensuring group activities are planned and organised according to the standards as defined by the group; and
- regularly convening meetings of the Steering Committee.

2. Composition of the Steering Committee

The Steering Committee will consist of at least 6, and no more than 12, financial members of the group.

3. Steering Committee Roles

The Steering Committee will include a Chairperson, Secretary, Treasurer, and other roles as agreed by the group.

1. Chairperson

The Chairperson will be responsible for the proper conduct of Steering Committee

meetings and shall represent the group in dealings with the media and other organisations.

2. **Secretary**

The Secretary shall convene the Steering Committee meetings, compose and distribute the agenda, and prepare and distribute the minutes. The Secretary will be responsible for managing the documentation for the Steering Committee and collecting proper documentation from the Executive.

3. **Treasurer**

The Treasurer shall manage and review the finances of the group, according to the decisions of the Steering Committee, including keeping appropriate records and documentation. The Treasurer will review the records and activities of the Financial Manager of the Executive.

4. **Steering Committee Code of Conduct**

All Steering Committee members will:

- perform their duties with integrity, honesty and fairness;
- actively participate in group meetings and activities;
- provide feedback and advice or ideas as appropriate;
- show respect to their peers, and others during discussion group meetings; and
- contact the Chair, Secretary, or an appropriate group member if they cannot attend meetings, activities or events.

5. **Steering Committee Election and Terms**

1. **Chairperson, Secretary, and Treasurer**

Elections for the roles of Chairperson, Secretary and Treasurer will be carried out at a special meeting in December each year.

All current financial members of the group can be nominated for these positions, and vote at the special meeting.

6. **Retirement of Steering Committee Members**

The Chairperson can retire a Steering Committee member who fails to meet ground rules outlined in this document. This must be carried out in accordance with the grievance process outlined in Section 7.

If a member wishes to retire, they should provide written notification to the Chairperson.

Once a Steering Committee member has retired, a replacement member can be elected at an ordinary meeting of the Steering Committee.

5. **Operations**

1. **Meeting Protocols**

The Steering Committee will meet regularly, ideally monthly but at least every two months, to review progress and plan for upcoming activities. Additional meetings can be scheduled as

required.

Any member of the group can suggest agenda items for discussion at meetings. Agenda items are to be forwarded to the Secretary at least 5 working days before the next scheduled meeting date. Any group member can attend meetings of the Steering Committee. Non-members can attend group meetings on invitation.

The Chair will ensure the proper running of the meeting. The Secretary will record meeting minutes and circulate to group members via email.

The Secretary will suggest the next meeting date in the minutes. It is the responsibility of all Steering Committee members to contact the Secretary if they have any comments on the minutes or cannot attend the suggested meeting time.

A quorum of (50% + 1) of the Steering Committee members is required for the meeting to be recognised as an authorised meeting for decisions to be valid.

2. Decision-making Process

Major decisions need to be made at Steering Committee meetings. Major decisions include those that involve:

- initiating a new project;
- using the group's name for example when speaking with the media, representing the group publicly, or as support for a grant application; or
- managing group funds.

Decisions should be unanimous wherever possible. If consensus is not possible, then a vote can be taken by financial members at a Steering Committee meeting.

Minor decisions can be made via email by responses from the equivalent of a quorum from Steering Committee members within a reasonable response time (eg one working week).

3. Financial Management

All membership fees and other funds collected by the group will be used only for group activities and not for personal gain by members.

Decisions about spending group funds will be made at Steering Committee meetings.

The Treasurer shall manage the finances of the group, according to the decisions of the Steering Committee, including keeping appropriate records and documentation.

4. Group Communications

The primary communication method will be via email. The Secretary will maintain a contact list, as well as an email contact list to let members and other community members know about upcoming events and opportunities.

Major decisions, consultations, and activities of the group will be published on the group designated wiki and emailed to members and the broader contact list by the Secretary. The Secretary is responsible for making sure members are kept up to date.

5. Communication Outside group

The Chairperson will represent the group as a whole in dealings with the media and other organisations, or other members as authorised by the committee.

Each project team will decide who will be the primary communicator on a project-by-project

basis. The intention is to give this responsibility to the group member with the best knowledge of the project under consideration.

6. Conflicts of Interest

Disclosures of any conflict of interest, particularly pecuniary interests, need to be made by group members when appropriate and be recorded in the minutes. A pecuniary interest is an interest that a person has in a matter because of a reasonable likelihood or expectation of appreciable financial gain or loss to the person or another person with whom the person is associated.

6. Grievances

Members of the group are committed to reaching a speedy and just resolution of any disputes or grievances that may arise and that may threaten the harmonious functioning of the group. All members will follow the procedures set out below.

This procedure refers to disputes:

- between group members;
- by a member regarding a group process; or
- by a member regarding a resolution of the group.

1. Grievances Procedure:

The dispute must be articulated in writing and sent to the Chair. The Chair must acknowledge receipt of this document within two days.

The Chair will use his/her discretion to bring the issue to the next ordinary Steering Committee meeting or call an extraordinary meeting.

When raised at the meeting all people involved in the dispute will be given the right to be heard.

The matter should be heard with all Steering Committee members present, unless they have advised in writing that they are aware there is a dispute resolution meeting being held and they are unable to attend.

The Chair will call for a motion from the Steering Committee. For example, to seek further advice, to refer the matter, to dismiss the complaint. The motion will be voted on by all members present at the meeting.

A Steering Committee decision may be reviewed where:

- new information has come to light that was not available when the original decision was made; or
- the Steering Committee has become aware of an error in previous information that was used to make the decision.